



IGC RESOURCES INC.

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE SIX MONTH PERIOD ENDED JANUARY 31, 2018

INTRODUCTION

Management's discussion and analysis ("MD&A") provides a review of performance of IGC Resources Inc.'s ("IGC" or the "Company") operations and has been prepared on the basis of available information up to March 14, 2018 and should be read in conjunction with the unaudited condensed interim financial statements for the six month period ended January 31, 2018 and the audited financial statements for the year ended July 31, 2017 and related notes thereto. The Company's financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The Company's reporting currency is Canadian dollars and all dollar amounts referred to in this discussion and analysis are expressed in Canadian dollars except where indicated otherwise.

Some of the statements made in this MD&A are forward looking statements that are subject to risk factors set out in the cautionary note contained herein.

The Company's common shares are listed on the NEX trading symbol – IGC.

This MD&A may contain "forward-looking statements" which reflect the Company's current expectations regarding the future results of operations, performance and achievements of the Company. The Company has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as "anticipate," "believe," "estimate," "expect" and similar expressions. The statements reflect the current beliefs of management of the Company, and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Company to differ materially from those expressed in, or implied by, these statements.

The Company undertakes no obligation to publicly update or review the forward-looking statements whether as a result of new information, future events or otherwise.

Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

DESCRIPTION OF THE BUSINESS

The Company was incorporated under the laws of British Columbia in 1992 and continued into the Yukon Territory under the *Business Corporations Act* (Yukon) on March 3, 2000. Effective July 21, 2004, the Company was continued out of the Yukon Territory back into British Columbia and changed its name from "International Green Ice Inc." to "IGC Resources Inc."

The Company is a reporting Company in British Columbia and Alberta that previously traded on the TSX Venture Exchange (the "TSX-V"). On July 10, 2014, the Company was moved to the NEX board as IGC had ceased to carry on an active business.

OVERVIEW

Currently, the Company has no active business. The Company is considering its options to maintain its listing.

FINANCIAL POSITION

As at January 31, 2018, the Company had current assets of \$3,557 and current liabilities of \$152,040 compared to current assets of \$1,145 and current liabilities of \$77,673 as at July 31, 2017. At January 31, 2018, the Company had a working capital deficit of \$148,483 compared to working capital deficit of \$76,528 at July 31, 2017.

The Company had cash of \$146 at January 31, 2018 compared to \$52 at July 31, 2017. During the six month period ended January 31, 2018, the Company recorded cash used in operations of \$11,066 compared to cash used in operations of \$11,492 in 2017.

There were no investing activities during the six month period ended January 31, 2018.

During the six month period ended January 31, 2018, related parties advanced the Company \$11,160 (2017: \$11,756) in loan proceeds to pay creditors.

On January 29, 2018, IGC announced that it intended to complete a non-brokered unit private placement at a price of \$0.0075 per unit for gross proceeds of up to \$600,000, subject to TSX-V approval. Each unit will consist of one common share and one share purchase warrant. Each warrant will permit the holder to acquire one additional common share at a price of \$0.001 for a period of 12 months from closing. Finder's fees may be paid in accordance with TSX-V policies.

On February 27, 2018, the Company announced that the private placement has been fully subscribed. The proceeds of \$600,000 are being held in trust by legal counsel and will be released on closing. Proceeds from the private placement will be used to pay debt and for general working capital. Conditional approval of placement by the TSX-V was obtained on March 14, 2018.

As a condition to closing, the Company will consolidate its issued and outstanding shares on the basis of 1 post-consolidation share for every 10 pre-consolidation shares held. Taking into effect the consolidation, the unit price in the private placement will be \$0.075 and the warrant exercise price will be \$0.10. Final acceptance by the TSX-V is subject to the Company filing all requisite documentation on or before April 5, 2018.

RESULTS OF OPERATIONS

Six month period ended January 31, 2018 compared with six month period ended January 31, 2017

(Information extracted from the Company's condensed interim financial statements - unaudited)

Expressed in Canadian Dollars		Six month period ended	
		January 31,	
		2018	2017
Operating expenses			
Accounting and audit	\$	15,970	\$ 300
General and administrative		77	183
Management consulting fees		30,000	-
Transfer agent, listing and filing fees		5,493	5,325
Operating loss		(51,540)	(5,808)
Other income (expenses)			
Transaction costs		(20,415)	(6,729)
Net loss and comprehensive loss for period	\$	(71,955)	\$ (12,537)
Loss per share - basic and diluted	\$	(0.00)	\$ (0.00)
Weighted average number of shares outstanding - basic and fully diluted		26,564,428	26,564,428

Net loss

During the six month period ended January 31, 2018, the Company reported a net loss of \$71,955 compared to a net loss of \$12,537 during the same period in fiscal 2017. Included in the current period's results are the following other income (expense) items:

- \$450 being spent on share range reports relating to a transaction that IGC had anticipated would be completed;
- \$750 of fees paid to the TSX Venture Exchange for a private placement that did not complete; and,
- \$19,215 being spent on legal costs relating to transactions that IGC had anticipated would be completed.

Included in the prior period's results are following other expense items:

- \$6,729 being spent on legal costs relating to a transaction that IGC had anticipated would be completed.

Operating expenses

Operating expenses for the six month period ended January 31, 2018 totalled \$51,540 compared to \$5,808 for the six month period ended January 31, 2017.

In the current period, fees of \$14,750 were charged by the Company's CFO for accounting advisory services and \$30,000 was charged by the Company's former CEO for management consulting services.

**Three month period ended January 31, 2018 compared with three month period ended
January 31, 2017**

(Information extracted from the Company's unaudited condensed interim financial statements)

Expressed in Canadian Dollars

	Three month period ended January 31,	
	2018	2017
Operating expenses		
Accounting and audit	\$ 15,970	\$ 300
General and administrative	59	(17)
Management consulting fees	30,000	-
Transfer agent, listing and filing fees	3,562	3,537
Operating loss	(49,591)	(3,820)
Other income (expenses)		
Transaction costs	(19,965)	-
Net loss and comprehensive loss for period	\$ (69,556)	\$ (3,820)
Loss per share - basic and diluted	\$ (0.00)	\$ (0.00)
Weighted average number of shares outstanding - basic and fully diluted	26,564,428	26,564,428

Net loss

The net loss for the three month period ended January 31, 2018 amounted to \$69,566 compared to a net loss for the same period in 2017 of \$3,820. The fluctuations in line item amounts are due to the same factors discussed in the above noted year-to-date analysis.

SUMMARY OF QUARTERLY RESULTS - UNAUDITED

Quarter Ended	Net revenues	Net income (loss)*	Loss per share basic	Loss per share - diluted
	\$'s	\$'s	\$'s	\$'s
31-Jan-18	-	(69,556)	(0.00)	(0.00)
31-Oct-17	-	(2,399)	(0.00)	(0.00)
31-Jul-17	-	(5,347)	(0.00)	(0.00)
30-Apr-17	-	(2,216)	(0.00)	(0.00)
31-Jan-17	-	(3,820)	(0.00)	(0.00)
31-Oct-16	-	(8,717)	(0.00)	(0.00)
31-Jul-16	-	(12,714)	(0.00)	(0.00)
30-Apr-16	-	2,528	(0.00)	(0.00)

*Values may not add to reported amount for the years then ended due to rounding

There are no meaningful trends evident from analysis of the summary of quarterly financial information over the last eight quarters.

Significant fluctuations in the Company's quarterly results are primarily due to transaction costs (refer to table below).

Quarter Ended	Transaction Costs \$
31-Jan-18	19,965
31-Oct-17	450
31-Jul-17	(2,380)
30-Apr-17	-
31-Jan-17	-
31-Oct-16	6,729
31-Jul-16	-
30-Apr-16	-

LIQUIDITY AND CAPITAL RESOURCES

The Company currently is not carrying on any active business operations. At January 31, 2018, the Company had a working capital deficit of \$148,483.

The Company's financial position at January 31, 2018 is not adequate to maintain its current minimal level of operations. The Company is dependent upon the continuing financial support of its creditors.

These financial statements are prepared on a going concern basis, which contemplates that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. At January 31, 2018, the Company had a working capital deficit of \$148,483. During the six month period ended January 31, 2018, the Company had incurred a net loss totalling \$71,955. The accumulated deficit at January 31, 2018 is \$12,677,645. The Company has limited financial resources and has not been able to pay all of its accounts payable as they become due.

The ability of the Company to meet its commitments and ongoing operating expenses will depend upon the following:

- The ability to raise further funds through the issue of equity financing; and,
- Continued financial support from creditors.

Although the Company has been successful in obtaining the necessary financing to continue operations in the past, there can be no assurance that it will be able to continue to do so in the future.

TRANSACTIONS WITH RELATED PARTIES

Key management personnel are those persons that have the authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly. Key management personnel include the Company's directors and members of the senior management group.

Remuneration attributed to key management personnel is as follows:

	January 31, 2018	January 31, 2017
Services provided:		
Accounting fees	\$ 14,750	\$ -
Management consulting fees	30,000	-
	\$ 44,750	\$ -

During the six month period ended January 31, 2018, \$11,160 (six month period ended January 31, 2017: \$11,756) in loan proceeds were advanced to the Company to pay creditors, as set out in the table below. The loans payable are without interest or stated terms of repayment.

	January 31, 2018	July 31, 2017
Due to a company controlled by a director	\$ 17,045	\$ 13,325
Due to a shareholder	22,133	14,693
	\$ 39,178	\$ 28,018

Amounts due to related parties included in accounts payable and accrued liabilities are as follows:

	January 31, 2018	July 31, 2017
Balances payable to key management personnel for compensation	\$ 56,175	\$ 9,188

PROPOSED TRANSACTIONS

As of January 31, 2018, the Company has no proposed material transactions.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods affected.

The Company has identified the following accounting policy under which significant judgments, estimates and assumptions are made where actual results may differ from these estimates under different assumptions and conditions and may materially affect financial results or the Company's statement of financial position within the next years. Actual results may differ from these estimates.

Going concern

These financial statements have been prepared on the assumption that the Company is able to continue as a going concern. Additional information relating to the going concern assumption is disclosed in note 1 to the condensed interim financial statements.

ACCOUNTING POLICIES

The Company has applied IFRS, as disclosed in note 3 to the annual financial statements, which are applied on a consistent basis.

INTERNAL CONTROL OVER FINANCIAL REPORTING AND DISCLOSURE CONTROLS AND PROCEDURES

Currently, the certification required by the Company's certifying officers under National Instrument 52-109 Certificate of Disclosure in Company's Annual and Interim Filings (NI 52-109F), the Venture Company Basic Certificate, does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. This includes:

- Controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislations; and,
- A process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's GAAP.

The Company's certifying officers are responsible for ensuring processes are in place to provide them with

sufficient knowledge to support the representations they make in the certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture Company to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

OUTSTANDING SHARE DATA

The Company has one class of common shares. As at January 31, 2018 and the date of this report there were 26,564,428 common shares outstanding.

As at January 31, 2018 and the date of this report, the Company has no outstanding stock options or warrants.

RISKS AND UNCERTAINTIES

These accompanying audited financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The continuation of the Company is dependent upon the continuing financial support of creditors and obtaining long-term financing.

While the Company attempts to achieve the above plans, there is no assurance that any such activity will generate sufficient funds that will be available for operations. These audited financial statements do not include adjustments related to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that may be necessary should the Company be unable to continue in existence.

CAUTIONARY NOTE REGARDING FORWARD LOOKING INFORMATION

Certain information set forth in this MD&A includes management's assessment of the Company's future plans and contains forward-looking statements within the meaning of securities laws. In some cases, forward-looking information can be identified by the use of terms such as "may", "will", "should", "expect", "believe", "plan", "scheduled", "intend", "estimate", "forecast", "predict", "potential", "continue", "anticipate" or other similar expressions concerning matters that are not historical facts. Forward-looking information may relate to management's future outlook and anticipated events or results, and may include statements or information regarding the future plans or prospects of the Company. Forward looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Although the Company believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements.

Although this information is based on the Company's current internal expectations, assumptions and estimates, it may prove to be incorrect. These forward-looking statements are not guarantees of future performance and undue reliance should not be placed on them. They are subject to unknown risks and uncertainties which may include, among other things, changes in economic and market conditions.

ADDITIONAL INFORMATION

Additional information on the Company is available for viewing on the *System for Electronic Data Retrieval* ("SEDAR") at www.sedar.com.