

Apex Resources Inc.
Management Discussion and Analysis
For the Year Ended December 31, 2017

1.1	Date.....	2
1.2	Overview	2
1.2.1	Jersey – Emerald Property, British Columbia	2
1.2.2	Kena Gold-Copper Property, British Columbia	4
1.2.3	Golden Triangle Property, British Columbia	5
1.2.4	Red Ridge Property, Whitehorse Mining District, Yukon Territories	7
1.2.5	Mount Anderson Property, Whitehorse Mining District, Yukon Properties	9
1.3	Selected Annual Information.....	11
1.4	Summary of Quarterly Results	13
1.5	Liquidity	13
1.6	Capital Resources	14
1.7	Off-Balance Sheet Arrangements	14
1.8	Transactions with Related Parties.....	14
1.9	Proposed Transactions	15
1.10	Fourth Quarter	15
1.11	Critical Accounting Estimates	16
1.12	Critical accounting policies and changes in accounting policies	16
1.13	Financial instruments and other instruments	17
1.14.1	Other MD& A Requirements	18
1.14.2	Additional Disclosure for Venture Issuers without Significant Revenue.....	18
1.14.3	Disclosure of Outstanding Share Data.....	19
1.14.4	Subsequent Events	20

Apex Resources Inc.
Management Discussion and Analysis
For the Year Ended December 31, 2017

1.1 Date

The effective date of this Management's Discussion and Analysis ("MD&A") is April 17, 2018.

1.2 Overview

This Management's MD&A contains certain "Forward-Looking Statements." All statements, other than statements of historical fact included herein, including without limitation, statements regarding potential mineralization and resources, research and development activities, and future plans of the Company are forward-looking statements that involve various risks and uncertainties including changes in future prices of gold and other metals; variations in ore reserves, grades or recovery rates, accidents, labour disputes and other risks associated with mining; delays in obtaining governmental approvals or financing or in the completion of development or construction activities, technological obsolescence, and other factors. The Company expressly disclaims any obligation to revise or update forward-looking statements and any liability in the event actual results differ from those currently anticipated.

This Annual MD&A supplements, but does not form part of, the financial statements of the Company, and should be read in conjunction with the audited financial statements of Apex Resources Inc. for the years ended December 31, 2017 and 2016. All dollar figures stated herein are expressed in Canadian dollars, unless otherwise specified.

Apex Resources Inc. ("Apex" or the "Company") is a mineral exploration company. The Company has a portfolio of mineral exploration projects and the following is a brief summary of its current activities.

- Apex's loss for the year ended December 31, 2017 was \$71,394 or \$0.01 per share compared to a gain of \$84,598 or \$0.01 per share for the year ended December 31, 2016.
- During 2017, operations utilized cash of \$416,175 compared to \$433,937 in 2016.
- Expenditures on mineral property interests totaled \$nil in 2017 compared to \$4,378 in 2016. Mineral property option proceeds received totaled \$745,000 in 2017 compared to \$645,000 in 2016. Total expenditures incurred on the Company's mineral properties in 2017, with the 2016 numbers in brackets are: Kena - \$nil (\$nil), Jersey and Emerald properties - \$nil (\$4,378), Golden Triangle Property - \$94,508 (\$41,947), the Red Ridge Property - \$76,249 (\$3,492) and the Mount Anderson Property - \$32,296 (\$nil). There were mineral property write-downs of \$nil (\$nil).

1.2.1 Jersey – Emerald Property, British Columbia

The 14,000 hectare Jersey Emerald Property is the largest mineral property in the famous Kootenay Arc silver-lead-zinc-tungsten belt. Located near the town of Salmo, British Columbia, the property is host to 5 historic mines including BC's second largest zinc mine and Canada's second largest tungsten mine (the Emerald Tungsten Mine). The property has a current measured and indicated NI43-101 resource of 2.72 million tonnes averaging 0.358% WO₃ and an additional inferred resource of 2.32 million tonnes averaging 0.341% WO₃ using a 0.15% cutoff. The property includes the Victory Tungsten Deposit which has a historical resource of 84,000 tons of 0.54% WO₃.

The historic Jersey Mine was British Columbia's second largest lead-zinc mine. A Resource Estimate completed in 2010 (please see March 1, 2010 News Release) shows an indicated resource of 5,320,000 tons averaging 1.04% lead and 2.60% zinc and an inferred resource of 16,930,000 tons averaging 1.00% lead and 2.18% zinc using a cut-off grade of 1.5% combined lead-zinc. Within this large low-grade resource there is higher grade mineralization with an indicated resource of 1,900,000 tons averaging 1.96% lead and 4.10% zinc using a cut-off grade of 3.5% combined lead-zinc. There is an additional inferred resource of 4,980,000 tons averaging 1.95% lead and 3.37% zinc at the same 3.5% combined cut-off grade. The

Apex Resources Inc.
Management Discussion and Analysis
For the Year Ended December 31, 2017

property has excellent infrastructure including \$150 million in underground development, road access, power, water and a nearby skilled workforce.

During 2013, the Company entered into an option to purchase agreement (most recently amended February 13, 2018) with Margaux Resources Ltd. (“Margaux”) to sell its 100% interest in the Jersey and Emerald Properties to Margaux for total proceeds of \$4,020,000.

Under the terms of the Option Agreement as amended on February 13, 2018, Margaux will have the exclusive option to acquire the Property by:

- 1) making payments to Apex of an aggregate \$4.01 million, paid in several installments on or before March 1, 2020 as follows:
 - a) an initial deposit of \$50,000 (received);
 - b) On or before January 24, 2014, a cash payment of \$450,000 (for an aggregate payment of \$500,000) (received);
 - c) on or before the first anniversary of the execution of the Option Agreement, a cash payment of \$400,000 (for aggregate payments of \$900,000) (received);
 - d) on or before February 22, 2016 a cash payment of \$10,000 (for an aggregate payment of \$910,000) (received);
 - e) cash payments of \$15,000 monthly commencing April 1, 2016 for a period of 12 months (for a total of \$180,000 and for aggregate payments of \$1,090,000) (received);
 - f) cash payments of \$50,000 monthly commencing April 1, 2017 for a period of 20 months (for a total of \$1,050,000 and for aggregate payments of \$2,140,000); (received for April to April 2018)
 - g) cash payments of \$100,000 monthly commencing January 1, 2019 (for a total of \$1,880,000 and for aggregate payments of \$4,020,000).

In the event that Margaux receives an advance payment from any working interest partners on the project, Margaux will make reasonable commercial efforts to provide expedited payments to Apex.

- 2) incurring not less than the aggregate sum of \$2,000,000 in expenditures on the Property on or before the third anniversary of the execution of the Option Agreement. (completed)

Apex will retain a 1.5% net smelter returns royalty (“NSR”) on the Property. For a period of 60 days following the earlier of (a) the commencement of commercial production on the Property or (b) the completion of a feasibility study on the Property, Margaux may purchase 50% of the NSR (being a 0.75% net smelter returns royalty) from Apex for a payment to Apex of \$5.0 million.

Pursuant to the Option Agreement, Margaux will assume all existing royalties on the Property.

Exploration

Exploration expenditures on the Jersey and Emerald properties in 2017, with the 2016 comparative figures shown in parentheses, include rent and administration - \$nil (\$4,378). Option proceeds received of \$495,000 (\$145,000). In 2013, the property was written-down to its estimated recoverable amount of \$4,000,000 based on the option agreement with Margaux.

Apex Resources Inc.
Management Discussion and Analysis
For the Year Ended December 31, 2017

1.2.2 Kena Gold-Copper Property, British Columbia

Apex's 8,173 hectare Kena Gold-Copper Project located near the community of Ymir in southeastern British Columbia encompasses two areas of porphyry-style gold mineralization, the Gold Mountain and Kena Gold Zones, situated within an 8.0 kilometre long gold geochemical anomaly. Apex tested the two zones with 12,000 metres of diamond drilling in 80 drill holes and an updated preliminary NI 43-101 resource estimate was prepared by Giroux Consultants Ltd. in April 2013. The resource estimate shows a measured plus indicated resource of 25.28 million tonnes containing 490,000 ounces gold averaging 0.60 g/t gold and an additional inferred resource of 90.44 million tonnes containing 1,399,000 ounces gold averaging 0.48 g/t gold, using a 0.30 g/t gold cutoff. The mineralization remains open along strike and at depth. (Apr 11, 2013 News Release).

During September 2016, the Company entered into an agreement with 1994854 Alberta Ltd. to option out 80% interest in Kena and Daylight Properties owned by Apex. The Kena Option Out agreement (the "Option Out") was approved by the TSXV on October 3, 2016 (the "Effective Date"). A gain was recorded in financial statements for the year ended December 31, 2016 from Option Out proceeds as summarized below.

Kena accumulated acquisition, exploration and evaluation costs as of December 31, 2014	\$	2,789,077
Less: impairment recorded in fiscal 2015		(2,748,819)
Book value of Kena prior to Option Out		40,258
Less: 80% book value Option Out		(32,207)
Book value of Kena, December 31, 2016	\$	8,051
Cash proceeds received on Option Out	\$	500,000
Value of shares received on Option Out		1
Total proceeds		500,001
Less: 80% book value Option Out		(32,207)
Gain on sale recorded in fiscal 2016 on Kena Option Out	\$	467,794
Cash proceeds received on Option Out	\$	250,000
Value of shares received on Option Out		108,750
Gain in fiscal 2017 on Kena Option Out	\$	358,750

Under the terms of the Option Out agreement, to exercise the option and earn its 80% interest in the project, 1994854 Alberta Ltd. will:

- make the following cash payments to the Company:
 - (A) within 5 business days from the Effective Date, \$500,000 (received);
 - (B) within twelve months from the Effective Date, an additional \$250,000 (received);
 - (C) within twenty-four months from the Effective Date, an additional \$250,000; and
 - (D) within thirty-six months from the Effective Date, an additional \$250,000;

for total cash option payments of \$1,250,000; and

- issue common shares of 1994854 Alberta Ltd. to the Company as follows:

Apex Resources Inc.
Management Discussion and Analysis
For the Year Ended December 31, 2017

- (A) within 5 business days from the Effective Date, 375,000 shares (received);
- (B) within twelve months from the Effective Date, an additional 375,000 shares (received);
- (C) within twenty-four months from the Effective Date, an additional 375,000 shares; and
- (D) within thirty-six months from the Effective Date, an additional 375,000 shares;

for a total of 1,500,000 shares;

- incur exploration expense as follows:

- (A) within twelve months from the Effective Date, \$100,000 (completed);
- (B) within twenty-four months from the Effective Date, an additional \$400,000;
- (C) within thirty-six months from the Effective Date, an additional \$1,000,000; and
- (D) within forty-eight months from the Effective Date, an additional \$1,500,000;

for total exploration expenditures of \$3,000,000.

After 1994854 Alberta Ltd. has earned its 80% interest in the project, 1994854 Alberta Ltd. has a second option to earn and acquire up to an additional 20% undivided interest in the project by making a \$2 million cash payment to Apex and granting a 1% net smelter returns royalty to the Company.

On April 11, 2017 Prize Mining Corporation (TSX-V: PRZ), completed the acquisition of 1994854 Alberta Ltd. by issuing an aggregate 28,525,000 common shares in exchange for shares of 1994854 Alberta Ltd. on a 1 for 1 basis. Apex's shares of 1994854 Alberta Ltd. were exchanged for Prize Mining Corp. shares accordingly. Prize Mining Corp. will assume all future contractual obligations with Apex going forward with regards to the Kena and Daylight properties.

1.2.3 Golden Triangle Property, British Columbia

Apex's Golden Triangle properties, located north of Stewart, BC, include the eastern Eldorado Property, the central Cloud Property and the western Wild Property. The Eldorado Property consists of two mineral tenures totaling 1617.5 hectares, the Cloud Property consists of five mineral tenures totaling 3,630 hectares and the Wild Property consists of 7 mineral tenures totaling 4886.85 hectares. British Columbia's Golden Triangle is host to several high-grade past-producing mines including the Premier, Eskay Creek and Snip deposits. Pretium Resources Inc.'s Brucejack Deposit within their Valley of the Kings property commenced production in May 2017. Several other large new deposits are approaching potential development including Seabridge Gold Inc.'s KSM Project.

The Eldorado Property is located 10 kilometres northeast of the historic, 15.5 million tonne, Granduc copper, gold and silver mine. As well, historic work on the nearby Tennyson and Tennyson Porphyry Projects has returned significant results. On the Tennyson, a 1986 diamond drill hole returned 40.8 g/t gold and 282 g/t silver over 2.14 metres (Logan, J.M., 1986 EMPR Assessment Report #15789). On the Tennyson Porphyry, a 1988 drill hole returned 13.92 g/t gold over 3.1 metres and in 2011 a sixteen hole diamond drill program returned broad zones of copper-gold mineralization in all holes ranging from 0.21 to 0.44% copper and 0.12 to 0.32 g/t gold (EMPR Assessment Report #33028). Geology and mineralization on Apex's Eldorado Property appear similar to that of the Tennyson Project.

The Cloud Property is located 6 kilometres south of the Doc Property which has an historic (1987) resource of 426,337 tonnes grading 44.9 g/t silver and 9.2 g/t gold in quartz veins (Minfile 104B 014 and EMPR Assessment Report 26256). This resource figure is historic in nature and does not comply with current NI43-101 requirements.

Apex Resources Inc.
Management Discussion and Analysis
For the Year Ended December 31, 2017

The Wild Property is located 12 kilometres south of the Bronson Creek airstrip and the Snip Gold Mine with historic production of 32.093 million grams of gold, 12.183 million grams of silver. The Wild Property is largely underlain by granodioritic intrusive rocks which host sulphide-bearing quartz veins with grab sample assays up to 73.2 g/t silver, 4.1 g/t gold (Minfile 104B 307 and EMRP Assessment Report #9190). In 1983, a 0.5 metre wide quartz-carbonate vein containing pyrite, galena, chalcopyrite, sphalerite, argentite and tetrahedrite assayed 1.58 grams per tonne gold, 367.54 grams per tonne silver, 0.18 per cent copper, 8.70 per cent lead, 0.04 per cent zinc (Minfile 104B 308 and Assessment Report #11342). The Wild Claims also adjoin both the KSP property of Colorado Resources Ltd. and the optioned Snipgold property where drilling has recently intersected 25.7 m of 9.24 g/t Au (Colorado Resources Ltd. News Release, dated August 08, 2016).

On August 23, 2016, the Company entered into an agreement to option to purchase a 100% interest in the Eldorado, Cloud and Wild Properties (jointly known as the "Project"). Under the terms of the agreement, to exercise the Option and earn its 100% interest in the Project, the Company will:

i) make the following cash payments:

- (A) \$5,000 non-refundable deposit on August 23, 2016 (\$5,000 paid);
- (B) \$35,000 on TSX Venture Exchange approval (paid)

ii) issue common shares:

- (A) 300,000 shares of the Company on TSX Venture Exchange approval (300,000 shares issued).

iii) make the following net smelter return payment:

- (A) during the royalty period, the Company shall pay 2.0% NSR royalty

Apex may within 240 days of commercial production redeem and purchase the interest and rights to receive the NSR royalty for a one-time payment of \$1 million dollar for 1%, leaving 1% of the NSR royalty.

In March and April 2017, Apex carried out a helicopter-borne electromagnetic and magnetic geophysical survey of its Cloud and Eldorado Properties. The survey was carried out by Geotech Ltd. of Aurora, Ontario. The survey targeted strong high level magnetic anomalies shown by Government magnetic surveys to be located on the two properties. Results of the survey successfully outlined the targeted magnetic features and on the Cloud Property show a number of large low magnetic areas both within and adjacent to the targeted magnetic high anomaly. These large magnetic low areas will require ground follow-up as they may represent areas of alteration that accompanied the emplacement of porphyry style mineralization.

From August 31 to September 6, 2017 a prospecting, geochemical sampling and outcrop mapping program was carried out over the Wild property. The survey was carried out by consulting geologist Perry Grunenbergs of Kamloops, BC. The program discovered several narrow quartz veins and float boulders with elevated gold concentrations. The highest gold value was 0.32 g/t and correlated with high silver and lead values up to 67.5 g/t Ag and 1.4% Pb. The geochemical signature of the samples suggests the property may have potential for intrusion related gold mineralization. Apex's consulting geologist has recommended an airborne survey to help direct future exploration programs.

Apex Resources Inc.
Management Discussion and Analysis
For the Year Ended December 31, 2017

1.2.4 Red Ridge Property, Whitehorse Mining District, Yukon Territories

The originally optioned Red Ridge Property, near Carcross, Yukon, consisted of 30 quartz claim units covering 530 hectares. The Property was expanded by staking additional claims in 2017, and now totals 72 claims covering approximately 1360 hectares. The Property contains a prominent gossanous ridge (Western Zone) and an area measuring 2.0 km in length and 500 metres in width where numerous mineralized showings have been discovered. Historic reports (Yukon Assessment Reports 094931 and 092736) state:

1. **The East Zone** consists of three subparallel altered zones. Within one zone a 10 - 40 centimetre wide quartz/barite vein containing massive tetrahedrite, azurite, and malachite assayed up to 25,191 g/t silver. Grab samples containing galena, assayed 5,598 g/t silver, 0.53 g/t gold, and 57.5 % lead.
2. **The Don Zone** consists of a one metre wide zone of sheared and altered granodiorite. Sampling returned 10.8 g/t gold and 1,519 g/t silver across 0.5 metres.
3. **The Saddle Zone** consists of several small outcrops and boulders of silicified granodiorite and quartz-galena found over a 20 x 50 metre area. Two grab samples from this zone assayed 11.35 g/t gold and 300.1 g/t silver, and 34.8 g/t gold and 342.1 g/t silver. Trenching and exploratory drilling show that the Saddle Zone consists of limonite-manganese-clay gouge within a 30 metre wide zone of alteration and shearing. The sulfide bearing quartz veins are surrounded by a quartz stockwork zone up to 1.5 metres in width. The quartz veins returned an average of 6.1 g/t gold and 423 g/t silver over 0.5 metres. Drilling of this zone returned assay values up to 28.9 g/t gold and 31.51 g/t silver over 0.4 metres. Precious metal values are not limited to samples with sulphides indicating the presence of free gold or electrum.
4. **The Miller Zone** consists of a 2 - 3 metre wide zone of shearing and alteration that contains galena/quartz pods throughout. In addition, 10 - 30 centimetre wide quartz veins containing galena and pyrite occur in both the footwall and hanging wall of the zone. Grab samples of quartz-galena assayed up to 883.24 g/t silver with negligible gold. The Miller Zone was intersected by 8 diamond drill holes with the best intersection being 3.11 g/t gold and 309.1 g/t silver over 0.76 metres.

On September 9, 2016, the Company entered into an option agreement, which gives Apex the right to earn a 100% undivided interest in the Red Ridge Property, Whitehorse Mining District, Yukon. Under the terms of the agreement, to exercise the option and earn its 100% interest, the Company will make payments of \$150,000 and issue 500,000 shares over four years as set out below:

- i) make the following cash payments:
 - (A) \$5,000 on signing (\$5,000 paid)
 - (B) \$5,000 on regulatory approval (paid)
 - (C) \$20,000 before the end of one year (paid)
 - (D) \$30,000 before the end of two years
 - (E) \$40,000 before the end of three years
 - (F) \$50,000 before the end of four years
- ii) issue common shares:
 - (A) 50,000 shares upon regulatory approval (issued)
 - (B) 50,000 shares before the end of one year (issued)
 - (C) 100,000 shares before the end of two years

Apex Resources Inc.
Management Discussion and Analysis
For the Year Ended December 31, 2017

- (D) 100,000 shares before the end of three years
- (E) 200,000 shares before the end of four years

iii) complete annual work commitment:

- (A) \$30,000 within 12 months following regulatory approval (completed)
- (B) Additional \$75,000 within 24 months following regulatory approval
- (C) Additional \$125,000 within 36 months following regulatory approval
- (D) Additional \$200,000 within 48 months of regulatory approval.

iv) make the following net smelter return (NSR) royalty payment:

the Company shall pay 2.0% NSR royalty from the production of gold, silver and other metals provided that the Company shall have the right to purchase 50% of the net smelter return of \$1,000,000 exercisable within 90 days after commencement of commercial production.

The Company conducted an initial exploration program on its Red Ridge Property in 2016. A total of 13 rock grab and chip samples were collected from a series of historic trenches in the Miller, East, Don, and Saddle Zones. Where possible, chip samples were collected across structural or mineralized trends. Highlights of the rock sampling program include 16,271 g/t silver and 5.24% copper from a grab sample in the East Zone and 23.4 g/t gold from a 20 cm chip sample in the Saddle Zone. Please see news release of October 12, 2016 for full results.

This initial exploration program at Red Ridge achieved its goal of confirming the presence of high grade gold and silver, along with base metal values as reported in historic records from the East, Don, Saddle and Miller showings. A small exploration program including soil and rock sampling, plus geological mapping was completed in 2017.

In August 2017 the Red Ridge property was explored by a rock chip and soil geochemical sampling program completed by Aurora Geosciences Ltd. of Whitehorse, YT. The program successfully confirmed and expanded a number of the historic gold and silver showings.

The geochemical soil grid on the Red Ridge property now tests an area measuring 4.1 kilometres in length by 1.5 kilometres in width with a total of 1,525 soil samples. The soil results show a number of anomalous zones of elevated gold and silver values of 25 to 2,370 ppb gold and 1.0 to 36.0 ppm silver within the 6.0 square km soil grid. The largest and strongest areas of gold and silver soil enrichment are centred on the Saddle Zone and the Western Zone showings. The Saddle Zone anomaly is a 1.5 kilometres long north-south trending zone centred on the Saddle showing but also encompassing the Don and Vance Zones. This soil anomaly is up to 300 metres wide and extends to the north and south edges of the soil grid. The Western Zone soil anomaly is an irregular area of gold and silver enrichment that exceeds 1.5 kilometres in diameter. This anomaly is centred on the Western Zone showing but extends east to encompass the Miller Zone.

Results of the rock chip sampling program confirmed the historical showings with assays to 22.3 g/t gold and 2,190 g/t silver and suggest there to be mineral zoning across the 4.1 kilometer long sample grid. The preliminary rock sample results show higher gold values in the Saddle, Vance and Don zones, while silver values are highest in the East and Vance zones and copper values are higher in the Western Zone.

Soil sample results suggest that the showings may be surrounded by extensive zones of gold and silver mineralization that was not previously recognized. In order to secure these extensions Apex expanded the property with the staking of an additional 1,100 hectares of mineral claims, nearly tripling the size of the original claim block to a total of 1,630 hectares.

Apex Resources Inc.
Management Discussion and Analysis
For the Year Ended December 31, 2017

An expanded exploration program consisting of IP and magnetometer geophysical surveys and excavator trenching is planned for Phase 2 in order to prepare these targets for diamond drill testing.

In 2018, the Company is planning an expanded exploration program on the Red Ridge Property consisting of geophysical surveys, expanded geological mapping and geochemistry, followed by excavator trenching.

1.2.5 Mount Anderson Property, Whitehorse Mining District, Yukon Properties

The Mount Anderson Property, located 55 kilometres south of Whitehorse, Yukon, is road accessible year round and consists of 163 quartz claims covering approximately 31 square kilometres. The claims lie along the Wheaton River Valley and are contiguous with New Pacific Metals Corp.'s Mount Skukum Property. In 1981, Agip Canada discovered a gold ore body at Mount Skukum, which subsequently produced 80,000 ounces of gold from 220,000 tons of ore between 1986 and 1988. Currently, New Pacific Metals Corp. has an indicated resource of 1,416,500 tonnes grading 8.59 g/t gold equivalent in the Skukum Creek and Goddell Gully deposits (New Pacific Metals website).

Sporadic exploration has been conducted on the previously fragmented Mount Anderson property dating back as far as 1906. Of significance, in 1947 United Keno Hill shipped a test sample to Trail from the property which returned 34.3 g/t Au, 432 g/t Ag, 11.6% Pb, 5.2% Zn. In 2011, previous property operator Gold World Resources Inc. collected composite samples from a portion of the original bulk sample remaining on site and confirmed the historic values with results of 30.5 g/t Au, 532 g/t Ag, 9.1% Pb, 6.5% Zn and 0.5% Cu. Sampling of the nearby trenches from which the sample was collected returned 29.0 g/t Au, 417.2 g/t Ag, 20% Pb and 6% Zn (Technical Report for Gold World Resources Inc. by H. Lahti, 2012).

Gold World also completed an MMI soil survey consisting of some 4,600 samples, covering approximately 60% of the claim block. Several strong soil anomalies were identified which require follow up ground prospecting, mapping, trenching and/or drilling. In 2012, Gold World was unable to maintain the option on the Mount Anderson Property and it reverted to the vendors.

On February 24, 2017, Apex entered into an option agreement which gives Apex the right to earn a 100% undivided interest in the Mount Anderson Property. Pursuant to the option agreement, Apex Minerals Ltd. can exercise the option by paying an aggregate of \$300,000 to the Optionors, issuing an aggregate of 1,000,000 common shares in the capital of the Company, and incurring an aggregate of \$385,000 of exploration expenditures as follows:

	CASH PAYMENTS	SHARES	WORK COMMITMENT
Upon Signing (paid)	\$10,000	-	-
Upon Regulatory Approval (paid and issued)	\$10,000	100,000	-
At end of 12 months (paid and issued, see note 1.14.4)	\$20,000	200,000	\$35,000 (completed)
At end of 18 months	\$20,000	-	-
At end of 24 months	\$40,000	300,000	\$100,000
At end of 30 months	\$40,000	-	-
At end of 36 months	\$80,000	400,000	\$250,000
At end of 42 months	\$80,000	-	-
TOTAL	\$300,000	1,000,000	\$385,000

Apex Resources Inc.
Management Discussion and Analysis
For the Year Ended December 31, 2017

The Optionors are entitled to receive a 2% NSR, half of which can be purchased within 90 days after Commencement of Commercial Production by the Company for \$1,000,000. The Optionors also retain a 5% gross over-riding royalty on any high-grade bulk samples processed prior to Commercial Production.

In August 2017 consulting geologist Perry Grunenberg of Kamloops, BC was contracted to review all historic work on the property and to compile composite maps of all historical geochemical and rock sample results from the property. In September 2017 a geological mapping and rock sampling program was carried out by Aurora Geosciences Ltd. of Whitehorse, YT. The program investigated, confirmed and expanded a number of historic gold and silver showings on the property. The following table shows the highlights of this rock sampling program:

Showing Location	Sample #	Gold g/t	Silver g/t	Lead %	Zinc %	Copper %
491575E 6674081N	611528	1.2	138.0	3.06	2.15	0.32
491445E 6674290N	611530	0.2	106.0	0.37	0.12	
491423E 6674290N	611531	0.04	25.4	1.04		
491322 E 6674286N	611801	0.04	44.1	0.88		
492018 E 6674123N	611803	0.7	50.9	0.04		
492020 E 6674036N	611851	1.6	1,102.0	10.54	0.95	0.97
492057 E 6674024N	611852	4.1	795.0	4.92	0.26	1.26
492065 E 6674026N	611853	2.4	1,948.0	14.27	0.39	1.64
491732 E 6674107N	611854	1.8	4.1	0.13		
491743 E 6674081N	611856	0.2	128.0	0.02		
491755E 6674054N	611857	1.8	11.6	0.01		
491823E 6674083N	611860	11.2	45.8	1.10	0.48	
491927E 6674043N	611862	26.0	724.0	16.39	0.31	1.04
491927E 6674066N	611864	5.3	1,803.0	14.27	0.32	10.99
491605E 6674046N	611896	1.0	15.9	0.10		
491597E 6674039N	611897	6.4	31.0	0.20	0.48	
491594E 6674042N	611898	1.7	173.0	3.63	2.82	0.22
491589E 6674017N	611899	1.1	107.0	6.20	0.81	
491525E 6674081N	611900	1.1	24.8	0.46	0.14	

Apex Resources Inc.
Management Discussion and Analysis
For the Year Ended December 31, 2017

491570E 6674080N	950457	22.5	925.0	>10.0	15.92	0.73
491595E 6674090N	950458	67.5	2,058.0	>10.0	9.44	9.84
491335E 6674270N	950459	1.4	100.0	0.1	2.92	

The soil geochemical maps compiled by Grunenberg showed gold, silver and lead soil anomalies to extend well beyond the known showings. The results show that less than 20% of the principal gold-silver soil anomaly has been tested by the 2017 exploration program.

In February 2018 Apex consultants, Aurora Geosciences Ltd., ("Aurora") completed a NI 43-101 Technical Report for Mt. Anderson. The report states that the property hosts numerous mineralized zones:

- the 47-Zone, consisting of vein-style high grade Au-Ag-Pb-Zn-Cu mineralization;
- the Adanac Zone, comprising polymetallic vein and skarn mineralization;
- the Ridge Zone, consisting of vein-style polymetallic precious and base metal mineralization, and
- the Rob and Fleming skarns, comprising Cu-Pb-Zn metasomatic mineralization.

The report recommends an aggressive two phase exploration program: a \$242,000 Phase 1 target definition program to be followed by a \$497,000 Phase 2 drilling program.

1.3 Selected Annual Information

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and the interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") and are expressed in Canadian dollars.

	As at December 31, 2017	As at December 31, 2016	As at December 31, 2015
Current assets	\$ 614,767	\$ 309,273	\$ 175,871
Mineral property interests	2,869,157	3,098,990	3,140,258
Other assets	32,370	47,370	47,370
Total assets	3,516,294	3,455,633	3,363,499
Current liabilities	59,143	58,588	91,552
Long-term debt	--	--	--
Shareholders' equity	3,457,151	3,397,045	3,271,947
Total shareholders' equity and liabilities	3,516,294	3,455,633	3,363,499
Working capital (current assets less current liabilities)	555,624	250,685	84,319

Apex Resources Inc.
Management Discussion and Analysis
For the Year Ended December 31, 2017

	Year ended December 31, 2017	Year ended December 31, 2016	Year ended December 31, 2015
Expenses			
Exploration Costs	\$ --	\$ 4,378	\$ 5,800
Insurance	3,400	3,125	3,250
Legal, accounting and audit	51,987	50,167	51,447
Office and administration	37,449	60,900	83,251
Salaries and benefits	181,171	181,835	179,371
Shareholder communications	142,651	93,470	92,121
Share based payments	115,000	--	--
Interest	578	655	333
Travel and conferences	180	2,168	1,820
	532,416	396,698	417,423
Gains on disposal of equipment	--	--	3,000
Gains on sale of mineral property options	358,750	467,974	--
Write-down of mineral property interests	--	--	2,748,003
Interest and other income	(1,190)	(1,502)	(2,489)
Unrealized loss on short term investments	(101,082)	(12,000)	(1,333)
Net Income (loss) for the year	\$(71,394)	\$84,598	\$(3,158,604)
Income (Loss) per share – basic and diluted	\$ 0.01	\$ 0.01	\$ (0.23)
Weighted average number of common shares outstanding – basic and diluted	13,924,200	13,585,707	13,477,214
Number of common shares issued and outstanding, end of year	13,977,214	13,827,214	13,477,214

Apex's loss for 2017 was \$71,394 or \$0.01 per share compared to a gain of \$84,598 or \$0.01 per share for 2016.

Revenue

Apex has no source of revenue. Interest earned on excess cash is incidental income. Interest and other income decreased from \$847 in 2016 to \$612 in 2017.

Expenses

Legal, accounting and audit remained relatively unchanged \$51,987 in 2017 compared to \$50,167 in 2016. Audit fees are accrued throughout the year. Legal fees are ongoing and will vary depending on the activity during the period.

Exploration costs were \$4,378 in 2016 and \$nil in 2017. Management has decided to expense exploration costs from the Jersey Emerald Property since the property has been sold to Margaux Resources and the property has been written down to its recoverable amount in 2013.

Office and administration costs decreased from \$60,900 in 2016 to \$37,449 in 2017 as a result of cost cutting measures. The office and administration costs include rent, shared office services and other costs related to administration of a public company. Directors' fees of \$1,500 per month, or \$4,500 per quarter in 2016 were paid or accrued to the three outside directors.

Salaries and benefits remain relatively unchanged with \$181,171 in 2017 compared to \$181,835 in 2016.

Shareholder communications costs increased from \$93,470 in 2016 to \$142,651 in 2017. The Company utilized the services Horng Kher (Marc) Lee - \$104,000 (2016 - \$72,000). The Company also enlisted the services of Stockhouse for 6 months in 2017 for \$21,000. Other shareholder activities consist of web site

Apex Resources Inc.
Management Discussion and Analysis
For the Year Ended December 31, 2017

maintenance and development, transfer agent fees, regulatory and filing fees and all costs associated with timely disclosure of information.

Travel and conference expenses decreased from \$2,168 in 2016 to \$180 in 2017.

Gains on sales of mineral property options were \$358,750 in 2017 compared to \$467,974 in 2016. There were no property investigation costs in both 2016 and 2017. Apex is presented with property submittals continually, and certain submissions are reviewed for possible acquisition. The costs related to submittals are capitalized if the property is acquired, or expensed if the property is not acquired.

1.4 Summary of Quarterly Results

The table below provides, for each of the most recent eight quarters, a summary of acquisition and exploration costs on a project-by-project basis and of corporate expenses, net of interest income, mineral property write-downs and exploration costs.

	Kena property , BC	Jersey Emerald, BC	Golden Triangle, BC	Red Ridge, Yukon	Mount Anderson, Yukon	General and administrative expenses (Note 1)	Loss (gain) per quarter	Loss (gain) per share
2016								
First Quarter	--	--	--	--	--	77,481	58,148	\$0.00
Second Quarter	--	4,501	--	--	--	88,668	95,732	\$0.01
Third Quarter	3,881	39	116,447	19,192	--	124,035	135,254	\$0.01
Fourth Quarter	--	--	--	300	--	106,514	(373,732)	(\$0.03)
2017								
First Quarter	--	(45,000)	62,557	2,825	33,200	214,637	215,440	\$0.02
Second Quarter	122	(150,000)	16,854	2,665	1,705	95,152	(159,273)	(\$0.01)
Third Quarter	--	(150,000)	16,021	58,842	26,527	97,420	239,551	\$0.02
Fourth Quarter	--	(150,000)	3,490	36,417	4,064	125,207	(224,324)	(\$0.02)

Note 1: General and administrative expenses do not include the write-down of mineral property interests, investments, exploration costs, interest and other miscellaneous income or income tax recovery, but includes stock-based compensation.

1.5 Liquidity

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements to sophisticated investors and institutions. The Company has issued common shares in each of the past few years, pursuant to private placement financings and the exercise of warrants and options.

At December 31, 2017, Apex's working capital, defined as current assets less current liabilities, was \$555,624 - (December 31, 2016 - \$250,685). The Company's cash in excess of current expenditures is held in Guaranteed Investment Certificates.

Investing Activities

Acquisitions and Exploration Programs

The following provides the details of the property agreements and the exploration expenditures related to its mineral property interests during the period.

Apex Resources Inc.
Management Discussion and Analysis
For the Year Ended December 31, 2017

At December 31, 2017, Apex had capitalized \$2,869,157 representing costs associated with the acquisition and exploration of its mineral property interests in British Columbia.

1.6 Capital Resources

In February 2018, the Company renegotiated the Option Agreement to Margaux Resources allowing Margaux to purchase the Jersey Emerald Property for \$4.02 million (the remainder \$2.38 million to be paid in monthly instalments going forward) (see above section 1.2.1) and should continue to receive payments according to schedule. The Company will require continued external funding to meet future obligations and to finance further exploration and development work on its mineral properties. The Company currently has funds available to continue operating, but as the Company does not have a source of revenue, there is doubt as to the Company's ability to continue as a going concern. Although the Company has been successful in raising funds to date, there can be no assurance that additional funding will be available in the future. The balance sheets of the Company at December 31, 2017 and 2016 do not reflect the adjustments to the carrying values of assets and liabilities that would be necessary if the Company were unable to obtain adequate financing.

Management of capital

The Company's objective in managing capital is to maintain adequate levels of funding to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral property interests in British Columbia and to maintain a flexible capital structure, which will optimize the costs of capital. The Company endeavours to manage its capital structure in a manner that provides sufficient funding for operational activities through funds primarily secured through equity capital obtained in private placements. There can be no assurance that the Company will be able to continue raising capital in this manner.

Although the Company has been successful at raising funds in the past through the issuance of shares, it is uncertain whether it will be able to continue this form of financing due to the current difficult conditions. The Company makes adjustments to its management of capital in the light of changes in economic conditions and the risk characteristics of its assets, seeking to limit shareholder dilution and optimize its costs of capital while maintaining an acceptable level of risk. The Company currently has sufficient funds for operations but must rely on equity financings, or joint venturing or other types of financing to continue exploration and development work and to meet its administrative costs in future years.

The Company's investment policy is to invest its cash in highly liquid short-term interest-bearing investments with maturities allowing the Company to withdraw funds at intervals needed for the expected timing of expenditures in its operations.

1.7 Off-Balance Sheet Arrangements

None.

1.8 Transactions with Related Parties

Services rendered:	Years Ended December 31,	
	2017	2016
Directors' fees	16,500	18,000
Salaries (a)	180,000	180,000
Shareholders communications (a)	104,000	72,000
Geological Expenses	8,945	--
Share-based payments	115,000	--
Total	\$ 424,445	\$270,000

Apex Resources Inc.
Management Discussion and Analysis
For the Year Ended December 31, 2017

Balances payable to (b)	December 31, 2017	December 31, 2016
Directors' fees	1,500	--
Short term employee benefits (a)	--	--
Shareholder communications (a)	--	--
General Office and Administrative expense	1,305	1,145
	\$ 2,805	\$ 1,145

(a) Key management personnel compensation (Arthur Troup (salaries or short term employee benefits), Horng Kher (Marc) Lee (shareholder communications))

(b) Balances payable to related parties are included in accounts payable to related parties, respectively on the statement of financial position. These amounts are non-interest bearing and are due on demand.

1.9 Proposed Transactions

There is no proposed asset or business acquisition or disposition before the board of directors for consideration, other than those in the ordinary course of business or as described in items 1.6 or 1.7 above.

1.10 Fourth Quarter

Three months ended December 31, 2017 ("Q4 2017") compared to three months ended December 31, 2016 ("Q4 2016")

	Three months ended December 31,	
	2017	2016
Expenses		
Exploration Costs	\$ --	\$ (3,725)
Insurance	950	750
Legal, accounting and audit	30,631	23,000
Office and administration	18,163	20,504
Salaries and benefits	45,000	46,337
Shareholder communications	30,289	19,320
Share-based payments	--	--
Travel	51	59
Interest	123	269
Total expenses	(125,207)	(106,514)
Interest income	291	452
Unrealized gain (loss) on investments	(10,667)	12,000
Write down of mineral property interests	--	--
Gain on sale of mineral property options	359,907	467,794
Income (Loss) for the period	224,324	373,732
Income (Loss) per share, basic and diluted	\$ 0.02	\$ 0.03
Weighted average number of common shares outstanding during the period	13,924,200	13,585,707

Apex Resources Inc.
Management Discussion and Analysis
For the Year Ended December 31, 2017

Income and Expenses

Interest income of \$291 was earned in Q4 2017 (\$452 – Q4 2016) on excess cash, primarily funds held in Guaranteed Investment Certificates.

Legal, accounting and audit expense saw an increase from \$23,000 in Q4 2016 compared to \$30,631 in Q4 2017 primarily for fees relating to registration of new claims.

Shareholder communications increased from \$19,320 in Q4 2016 to \$30,289 in Q4 2017. The Company utilized the services Mr Horng Kher (Marc) Lee (\$30,000 each period) which was an increase from \$18,000 from Q4 2016. Other shareholder activities consist of web site maintenance, transfer agency fees, shareholder inquiries and all costs associated with timely disclosure of information

Office and administration decreased slightly from \$20,504 in Q4 2016 to \$18,163 in Q4 2017. The office and administration costs include rent, shared office services and other costs related to administration of a public company.

1.11 Critical Accounting Estimates

As at December 31, 2017, the Company was a venture issuer.

1.12 Critical accounting policies and changes in accounting policies

The accounting policies followed by the Company are set out in Note 2 and 3 to the audited financial statements for the year ended December 31, 2017, and have been consistently followed in the preparation of these financial statements.

Accounting Standards and Amendments Issued But Not Yet Effective

The Company has not early adopted the following standards and amendments and anticipates that the application of these standards and amendments will not have a material impact on the financial position and financial performance of the Company:

- *IFRS 2 Share-Based Payment*: In June 2016 the Board issued the final amendments to IFRS 2 *Share-Based Payment* as follows:
 - (a) Effects that vesting conditions have on the measurement of a cash-settled share-based payment;
 - (b) Accounting for modification to the terms of a share-based payment that changes the classification of the transaction from cash-settled to equity settled;
 - (c) Classification of share-based payment transactions with net settlement features.The amendments are effective for annual periods beginning on or after January 1, 2018.
- *IFRS 7 Financial Instruments* – Disclosure IFRS 7 was amended to require additional disclosures on transition from IAS 39 to IFRS 9. The standard is effective on adoption of IFRS 9, which is effective for annual periods beginning on or after January 1, 2018. The Company is currently evaluating the impact this standard is expected to have on its financial statements.

Apex Resources Inc.
Management Discussion and Analysis
For the Year Ended December 31, 2017

- *IFRS 9 Financial Instruments:* The IASB intends to replace IAS 39 – Financial Instruments: Recognition and Measurement in its entirety with IFRS 9 – Financial Instruments (“IFRS 9”) which is intended to reduce the complexity in the classification and measurement of financial instruments. The standard will be adopted by the Company effective January 1, 2018.
- *IFRS 15 Revenue from Contracts with Customers:* IFRS 15 provides guidance on how and when revenue from contracts with customers is to be recognized, along with new disclosure requirements in order to provide financial statement users with more informative and relevant information. The standard will be adopted by the Company effective January 1, 2018.
- *IFRS 16 Leases:* IFRS 16 will be effective for accounting periods beginning on or after January 1, 2019. Early adoption will be permitted, provided the Company has adopted IFRS 15. This standard sets out a new model for lease accounting.

1.13 Financial instruments and other instruments

Financial assets and financial liabilities are measured on an ongoing basis at fair value or amortized cost. The disclosures in the notes to these financial statements describe how the categories of financial instruments are measured and how income and expenses, including fair value gains and losses, are recognized.

As at December 31, 2017, the classification of the financial instruments, as well as their carrying values and fair values, with comparative figures for December 31, 2016, are shown in the table below:

	December 31, 2017		December 31, 2016	
	Fair Value	Carrying Value	Fair Value	Carrying Value
Financial assets				
Cash	\$ 254,183	\$ 254,183	\$ 19,026	\$ 19,026
Short Term Investments	346,167	346,167	276,334	276,334
Credit card deposit	17,250	17,250	17,250	17,250
Reclamation deposit	15,120	15,120	30,120	30,120
Financial liabilities				
Accounts payable and accrued liabil	56,338	56,338	57,443	57,443
Accounts payable to related party	2,805	2,805	1,145	1,145

The fair values of the Company’s financial instruments measured at December 31, 2017, constitute Level 1 measurements for its cash, short-term investments, investments, credit card deposit and reclamation deposits within the fair value hierarchy.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The Company’s maximum exposure to credit risk at the financial position date under its financial instruments consists of \$346,167 (2016 - \$276,334) in short term investments. Substantially all of the Company’s cash is held with major financial institutions in Canada, and management believe the exposure to credit risk with such institutions is not significant. Those financial assets that potentially subject the Company to credit risk are primarily its investment in marketable securities of publicly-traded companies and any receivables. The Company has increased its focus on credit risk given the impact of the current economic climate. The Company considers the risk of material loss to be significantly mitigated due to the financial strength of the major financial institutions where cash and term deposits are held. The Company’s maximum exposure to credit risk as at December 31, 2017, is the carrying value of its financial assets.

Apex Resources Inc.
Management Discussion and Analysis
For the Year Ended December 31, 2017

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support normal operation requirements as well as the growth and development of its mineral property interests. The Company's financial liabilities are comprised of its accounts payable and accrued liabilities and amounts due to related parties, the contractual maturities of which at December 31, 2017, are summarized as follows:

	December 31, 2017
Accounts payable and accrued liabilities with contractual maturities – Within 90 days or less	\$ 5,108
Accounts payable to related parties with contractual maturities Within 90 days or less	2,805

Market risks

The significant market risks to which the Company is exposed include commodity price risk, interest rate risk and foreign exchange risk.

a) Commodity price risk

The Company's ability to raise capital to fund exploration or development activities is subject to risk associated with fluctuations in the market prices of gold, copper, zinc, lead, molybdenum and tungsten, and the outlook for these metals. The Company's ability to raise capital is affected by the prices of commodities that the Company is exploring for on its mineral property interests. The Company does not have any hedging or other derivative contracts respecting its operations.

Market prices for these metals have historically fluctuated widely and are affected by numerous factors outside of the Company's control, including, but not limited to, levels of worldwide production, short-term changes in supply and demand, industrial and retail demand, central bank lending, and forward sales by producers and speculators. The Company has elected not to actively manage its commodity price risk.

b) Interest rate risk

The Company has no significant exposure at December 31, 2017, to interest rate risk through its financial instruments.

c) Currency risk

Fluctuations in United States dollars would not significantly impact the operations and the values of its assets and shareholders' equity at this time. If the Company were to go into production, the Company would be subject to more foreign currency risk from fluctuations in the Canadian dollar relative to the United States dollar, due to metals prices and their denomination in United States dollars.

1.14.1 Other MD& A Requirements

See the audited annual financial statements for the years ended December 31, 2017 and 2016.

1.14.2 Additional Disclosure for Venture Issuers without Significant Revenue

Apex Resources Inc.
Management Discussion and Analysis
For the Year Ended December 31, 2017

(a) capitalized or expensed exploration and development costs

The required disclosure is presented in the schedule of mineral property interests attached to the audited financial statements.

(b) expensed research and development costs

Not applicable.

(c) deferred development costs

Not applicable.

(d) general administrative expenses

The required disclosure is presented in the Statements of Operations and Deficit.

(e) any material costs, whether capitalized, deferred or expensed, not referred to in (a) through (d)

None.

1.14.3 Disclosure of Outstanding Share Data

The following details the share capital structure as of April 17, 2018, the date of this MD&A, subject to minor accounting adjustments:

Authorized Capital

Unlimited number of common shares without par value.

Issued and Outstanding Capital

14,177,214 common shares are issued and outstanding

Stock Options Outstanding

	Number of Options	Exercise Price	Expiry Date
	1,010,000	0.15	March 8, 2022
Total	1,010,000	\$0.15 avg	4.19 years

Shareholder Rights Plan

The Company's board of directors and its shareholders have approved the adoption of a Shareholder Rights Plan (the "Rights Plan"), which has been implemented by way of a rights plan agreement (the "Rights Plan Agreement") designed to protect shareholders from unfair, abusive or coercive takeover strategies including the acquisition of control of the Company by a bidder in a transaction or series of transactions that may not treat all shareholders fairly nor afford all shareholders an equal opportunity to share in the premium paid upon an acquisition of control. The board of directors of the Company (the "Board") considered that the adoption of the Rights Plan was desirable and in the interests of all of the Company's shareholders. The Rights Plan Agreement was adopted to provide the Board with sufficient time, in the event of a public takeover bid or tender offer for the common shares of the Company, to pursue alternatives which could enhance shareholder value. These alternatives could involve the

Apex Resources Inc.
Management Discussion and Analysis
For the Year Ended December 31, 2017

solicitation of other takeover bids or offers from other interested parties to provide shareholders desiring to sell the Company's common shares with the best opportunity to realize the maximum sale price for their common shares. In addition, with sufficient time, the Board would be able to explore and, if feasible, advance alternatives to maximize share value through possible corporate reorganizations or restructuring. The directors considered that they would need more time than is allowed for under existing securities legislation in order to have any real ability to consider such alternatives.

As at October 31, 2006, the rights (the "Rights") were issued and attached to all of Apex's outstanding common shares. A separate rights certificate will not be issued until such time as the Rights become exercisable (which is referred to as the "separation time"). The Rights will become exercisable only if a person, together with his or its affiliates, associates and others acting jointly, acquires or announces its intention to acquire beneficial ownership of Apex common shares which when aggregated with his or its current holdings total 20% or more of the outstanding Apex common shares (determined in the manner set out in the Rights Plan). The Rights will permit shareholders other than the acquiring person to purchase common shares of the Company at a 50% discount to their market price (as defined in the Rights Plan Agreement).

The Rights will not, however, be triggered by a "Permitted Bid", which is defined as a bid which is outstanding for a minimum of 60 days made to all of the shareholders of the Company for all of their common shares and, subject to other specified conditions, is accepted by a majority of independent shareholders (as detailed in the Rights Plan).

The Company has no knowledge of any pending or threatened takeover bids for the Company, and has no reason to believe that any takeover offer for the Company's shares is imminent.

1.14.4 Subsequent Events

In February 2018, the Company reached an agreement with Margaux to amend the Option Agreement between the Company and Margaux granting Margaux an option to purchase 100% of the Jersey and Emerald Properties. Pursuant to the Amending Agreement, the option payments of \$50,000 per month commencing April 1, 2017 will be for a period of 21 months. If Margaux is successful in raising \$1.5million, Margaux will then make option payments of \$75,000 per month for the remainder of the period. Commencing January 1, 2019, option payments will be \$100,000 per month until a total of \$4,020,000 has been paid to the Company.

In March 2018, the Company paid \$20,000 and issued 200,000 common share at a deemed price of \$0.10 per share pursuant to the Option Agreement to earn 100% undivided interest in the Mount Anderson Property.

Other Information

Controls and Procedures

In contrast to the certificate required under National Instrument 52-109 Certificate of Disclosure in Issuers' Annual and Interim Filings (NI 52-109), this Venture Issuer 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, in particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted

Apex Resources Inc.
Management Discussion and Analysis
For the Year Ended December 31, 2017

under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

- ii) 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 issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer 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.

Approval

The Board of Directors of Apex Resources Inc. has approved the disclosure contained in this Annual MD&A. A copy of this Annual MD&A will be provided to anyone who requests it and can be located along with additional information, on the SEDAR website at www.sedar.com.

Caution on Forward-Looking Information

This Annual MD&A contains "forward looking statements". These forward looking statements are made as of the date of this MD&A and the Company does not intend, and does not assume any obligation to update these forward looking statements.

Forward looking statements may include, but are not limited to, statements with respect to future remediation and reclamation activities, future mineral exploration, the estimation of mineral reserves and mineral resources, the realization of mineral reserve and mineral resource estimates, the timing of activities and the amount of estimated revenues and expenses, the success of exploration activities, permitting time lines, requirements for additional capital and sources and uses of funds. Forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward looking statements. Such factors include, among others, risks related to actual results of exploration activities; actual results of remediation and reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of gold and other commodities; possible variations in ore reserves, grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of exploration and development activities.