FORM 51-102F1

MANAGEMENT'S DISCUSSION & ANALYSIS
PURE ENERGY MINERALS LIMITED.
(THE "COMPANY")

February 25, 2015

The following management's discussion & analysis ("MD&A") provides a review of activities, results of operations and financial condition of the Company for the three months ended December 31, 2014 in comparison with those for the three months ended December 31, 2013. These unaudited consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") for interim financial statements. The following discussion and analysis should be read in conjunction with the Company's unaudited consolidated interim financial statements for the six months ended December 31, 2014 and the audited consolidated financial statements for the year ended June 30, 2014 and 2013. All monetary amounts, unless otherwise indicated, are expressed in Canadian dollars.

Forward-Looking Statements

Except for statements of historical fact, this MD&A contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. In particular, forward-looking information in this MD&A includes, but is not limited to, statements with respect to future events and is subject to certain risks, uncertainties and assumptions. Although we believe that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. We cannot guarantee future results, performance or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information.

Forward-looking information is based on the opinions and estimates of management at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking information. Some of the risks and other factors could cause results to differ materially from those expressed in the forward-looking statements include, but are not limited to: general economic conditions in Canada, the United States and globally; industry conditions, including fluctuations in commodity prices; governmental regulation of the mining industry, including environmental regulation; geological, technical and drilling problems; unanticipated operating events; competition for and/or inability to retain drilling rigs and other services; the availability of capital on acceptable terms; the need to obtain required approvals from regulatory authorities; stock market volatility; volatility in market prices for commodities; liabilities inherent in mining operations; changes in tax laws and incentive programs relating to the mining industry; and the other factors described herein under "Risks and Uncertainties" as well as in our public filings available at www.sedar.com. Readers are cautioned that this list of risk factors should not be construed as exhaustive.

The forward-looking information contained in this MD&A is expressly qualified by this cautionary statement. We undertake no duty to update any of the forward-looking information to conform such information to actual results or to changes in our expectations except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information.

Management's Responsibility for Financial Statements

The Company's management is responsible for the presentation and preparation of the consolidated financial statements and the MD&A. The financial statements have been prepared in accordance with IFRS. The MD&A has been prepared in accordance with the requirements of securities regulators, including National Instrument 51-102 of the Canadian Securities Administrators.

Overview

The Company is a public company incorporated under the laws of British Columbia. The Company is a reporting issuer in British Columbia and Alberta and its common shares are listed and posted for trading on the TSX Venture Exchange under the trading symbol "PE". On October 18, 2012, the name of the Company was changed from Harmony Gold Corp. to Pure Energy Minerals Limited. The Company's offices are located at 1780 – 355 Burrard Street, Vancouver, B.C., V6C 2G8.

The Company is a natural resource company engaged in the acquisition, exploration and development of exploration and evaluation assets with its primary focus on the exploration of its Lithium Brine Project in Clayton Valley, Nevada USA, while it continues to evaluate new business opportunities.

The Company is in the process of exploring its principal mineral properties and has not yet determined whether the properties contain ore reserves that are economically recoverable. The recoverability of amounts shown for mineral properties and related deferred exploration costs is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development and upon future profitable production or proceeds from the disposition thereof.

At June 30, 2012, all of the Company's then exploration and evaluation assets were abandoned and written off. The Company, as of October 18, 2012, completed its acquisition of 0891884 BC Ltd.("0891884") (formerly Pure Energy Minerals Ltd.), issuing 2,462,500 common shares in exchange for 100% of 0891884, and assumed an option to acquire an 80% interest in an early stage lithium (the AF Claims) exploration project located in Nevada, USA. As at October 10, 2013, the Company will issue 187,500 common shares, make payments of US$100,000 and commit to spend US$600,000 over the next two years and an additional US$1,000,000 during the third and forth years.

On October 17, 2012, the Company closed a non-brokered private placement (the "Private Placement") for total gross proceeds of $600,000 by the issuance of 3,000,000 units at a price of $0.20 per unit. Each unit consists of one common share (a "Share") and one-half of one transferable share purchase warrant (a "Warrant"). Each whole Warrant entitles the holder to purchase one common share at a price of $0.40 until October 12, 2013, being one year from the closing. The Company incurred finder's fee of $92,400 in connection with this private placement. This Private Placement was in connection with the acquisition of 0891884 as noted above.

Jason Dussault was appointed to the board of directors on October 18, 2012.

On November 19, 2012, the Company issued 125,000 shares to GeoXplor Corp. under the Nevada property agreement mentioned above.

As of October 10, 2013 the Company's Alkali Flats Lithium Prospect ("AF Claims") occupied 2,240 acres in Nevada's Esmeralda County, approximately 170 miles northwest of Las Vegas. The AF Claims are located near the only known lithium-brine bearing salt lake in North America. Access to the AF Claims is from US Highway 95, the main highway linking Las Vegas and Reno, NV. In January 2013 the Company increased its option to acquire land holdings to 7,040 acres after which the Company consolidated its holdings by dropping 4,800 acres.

The AF Claims cover a valley which separates the northern Montezuma Range on the east from Clayton Ridge to the west. The AF Claims cover a conceptual target for lithium brines which is very similar to the published geology of Rockwood Lithium's Clayton Valley lithium brine production facility approximately 10 miles to the west. The Company intends to explore its AF Claims and determine if lithium evaporates and brine deposits have formed similar to those found at Clayton Valley.

The Company is developing an exploration approach using geophysical and basin modeling with gravity, electromagnetic, hydrogeological, and geochemical fieldwork to identify drill targets. The Company has engaged an exploration team that has extensive geophysical modeling and targeting experience with specific expertise in lithium.

A National Instrument 43-101 report dated August 8, 2012 has been authored on the AF Claims and recommends further geophysical exploration that will refine the definition of the target basin identified in a previous gravity survey and establish a framework for the next potential stage of exploration work.

On January 18, 2013, the Company amended its option agreement with GeoXplor Corp. The amended option agreement entitles the Company to acquire a 100% interest in an additional 2,240 acres of land in Esmeralda County. The Company paid GeoXplor Corp. US$50,000 for the staking costs. The terms of the original option agreement with GeoXplor, dated June 10, 2011, as amended on August 3, 2012, otherwise remain unchanged. The new claims are immediately adjacent to the southern block of the existing claims. The new claims were added to ensure proper coverage of gravity low, an area interpreted to hold the greatest potential of containing a significant lithium brine resource.

Work to date on the property has included three Gravity Surveys and a Controlled Source Audio-Magneto-Telluric ("CSAMT/MT"). The first gravity survey identified a gravity low that showed a potential basin and host for lithium-bearing brines. A second gravity survey has defined an even larger basin to the south than the first identified basin and has shown the potential for developing even more basin areas. The third gravity survey confirms the presence of an approximately fifteen square kilometer closed basin in the center of the AF Claims. A Controlled Source Audio-Magneto-Telluric survey ("CSAMT/MT")(the "Surveys") used to detect the occurrence of lithium brine, identify conductors that are thought to be representative of lithium-bearing brine indicated a dipping, highly conductive aquifer and a barrier exist within the claim block.

On January 29, 2013, Jerry Minni resigned as a Director of the Company

On April 2, 2013, the Company's operator, GeoXplor Corp., received a drilling permit and is initiating preparations to drill the first exploration well at the AF Claims. The Company's intent is to utilize this drill program as a first step towards a resource classification of the brine.

On April 30, 2013, the Company appointed Michael Liddle to its Board of Directors.

On May 10, 2013, Jason Dussault resigned as CEO and Robert Mintak was appointed CEO by the Board.

On November 19, 2013 the Company entered into a memorandum of understanding to acquire the CV and DB claims in Clayton Valley Esmeralda County, Nevada. The Company paid US$40,000 for the exclusive right to conduct due diligence and complete a definitive agreement, such right expiring on February 25, 2014.

In 2010 previous exploration drilling confirmed extended lithium enriched brines at depth on the 5000 acre CV and DB claim block. Two reverse circulation drill holes, intersected lithium values larger than 100 mg/L. Their sample results showed values of lithium ("Li") ranging from 100 mg/L to 400 mg/L with Li values of 370 mg/L over 30m , and Li values averaging of 285 mg/L over 145m of intersection. The mineralized zone is immediately south of the Rockwood Lithium production facility in Silver Peak, NV.

On April 3, 2014 the Company consolidated its share capital on a basis of 1 new common share for 4 old common shares.

On May 12, 2014, the Company entered into a definitive option agreement with GeoXplor to earn a 100% interest in the CV and DB claims in Clayton Valley Esmeralda County, Nevada ("the Property"). Under the agreement the Company has to option to earn a 100% interest by making cash payment to GeoXplor totalling US$1,100,000, issuing 1,707,648 post consolidation common shares and completing US$3,750,000 in exploration and development work on the Property, over the next four years and either (i) preparing a pre-feasibility study or (ii) commencing commercial production on the Property within the four year term. Pursuant to the agreement, the Company has paid US$100,000 cash payment and is committed to issue 1,000,000 common shares.

On May 30, 2014, the Company issued 3,160,000 units at $0.10 per unit. Each unit consists of one share and one share purchase warrant entitling the holder to acquire one additional share at a cost of $0.15 per share to May 30, 2017. The Company paid finders' fees and commissions totaling $20,050 in cash pursuant to the financing.

On July 14, 2014 the Company issued 3,118,200 units at $0.10 per unit. Each unit consists of one share and one share purchase warrant entitling the holder to acquire one additional share at a cost of $0.15 per share to July 14, 2017. The Company paid finders' fees and commissions totaling $7,869 in cash and issued 32,487 finder's warrants pursuant to the financing. Each finder's warrant entitles the holder to acquire one additional share at a cost of $0.15 per share to July 14, 2017.

On August 11, 2014, the Company issued 187,500 shares at a fair value of $26,250 ($0.14 per share) pursuant to the property acquisition agreement on the AF Claims.

On September 5, 2014 the Company issued 9,900,000 units at $0.10 per unit. Each unit consists of one share and one share purchase warrant entitling the holder to acquire one additional share at a cost of $0.15 per share to July 14, 2017. The Company paid finders' fees and commissions totaling $26,665 in cash and issued 6,650 finder's warrants pursuant to the financing. See warrants above for description of warrants.

On October 3, 2014 the Company, through its operator GeoXplor Corp., completed exploration drilling on its Clayton Valley, Nevada lithium brine project. The CV-1 well to a depth of 274 m (900 feet) on the CV/DB claims. The CV-1 well was cased from the surface to the 274 m level, Pump tests and bulk sampling according to the Company's sampling protocol are underway to determine the overall grade of the lithium brine and define the optimum pumping rates for this type of well. A vertical drill hole, AF-1, on the Alkali Flats claims was completed in bedrock at a depth of 293 m (960 feet). Analysis is ongoing.

On October 3, 2014 the Company issued 1,875,000 Stock Options, giving the holder to right to purchase one common share per option held at a price of $0.245 per share. The options expire on October 3, 2019.

On October 31, 2014, the Company issued 1,000,000 shares at a fair value of $220,000 ($0.22 per share) pursuant to the property acquisition agreement on the CV and DB Claims.

On November 5, 2014 the Company reported analytical results from exploration drilling on it Clayton Valley, Nevada lithium brine project. The drill hole, CV-01, reached a targeted depth of 274m. Prior to sampling, the hole was stabilized, flushed and pumped. The project relevant values for lithium, potassium and magnesium as reported by Maxxam Analytical are as the follows (bracketed values are re-assay results) 264ppm lithium (li) (255ppm), 502 ppm magnesium (mg) (486ppm), 4450 potassium (k), (4650 ppm).

On November 13, 2014 the Company appointed Alexi Zawadzki as VP of Business development. The Company has granted Mr. Zawadzki an option to acquire 400,000 shares at an exercise price of $.235 per share for a term of 3 years in accordance with the Company's stock option plan. The stock options will be fully vested and exercisable on February 11, 2015.

On November 14, 2014 the Company appointed Andy Robinson as Chief Operating Officer. The Company has granted Andy Robinson an option to acquire 400,000 shares at an exercise price of $.235 per share for a term of 3 years in accordance with the Company's stock option plan. The stock options will be fully vested and exercisable on February 12, 2015.
On December 19, 2014 the Company issued 8,622,500 units at $0.20 per unit. Each unit consists of one share and one share purchase warrant entitling the holder to acquire one additional share at a cost of $0.30 per share to June 30, 2016.

On December 29, 2014 the Company issued 2,525,000 units at $0.20 per unit. Each unit consists of one share and one share purchase warrant entitling the holder to acquire one additional share at a cost of $0.30 per share to June 30, 2016. The Company paid finders' fees, legal costs and commissions totaling

$108,970 in cash and issued 152,625 finder's warrants pursuant to the financing. Each finder's warrant entitles the holder to acquire one additional share at a cost of $0.30 per share to June 30, 2016.

Risks and Uncertainties

The Company is in the business of acquiring and exploring exploration and evaluation assets and, as such, is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business. Some of the possible risks include the following:

a) The industry is capital intensive and subject to fluctuations in metal prices, market sentiment, foreign exchange and interest rates. The recovery of the Company's investment in resource properties and the attainment of profitable operations are dependent upon the discovery and development of economic ore reserves and the ability to arrange sufficient financing to bring the ore reserves into production.

b) The most likely source of future funds for further acquisitions and exploration programs undertaken by the Company are the sale of equity capital or the offering by the Company of an interest in its exploration and evaluation assets to be earned by another interested party carrying out further exploration or development. If such exploration programs are successful, the development of economic ore bodies and commencement of commercial production may require future equity financings by the Company which are likely to result in substantial dilution to the holdings of existing shareholders.

c) The Company's capital resources are largely determined by the strength of the resource markets and the status of the Company's projects in relation to these markets, and its ability to compete for the investor support of its projects.

d) The prices of metals greatly affect the value of and the potential value of its exploration and evaluation assets. This, in turn greatly affects its ability to raise equity capital, negotiate option agreements and form joint ventures.

e) The Company must comply with health, safety, and environmental regulations governing air and water quality and land disturbances and provide for mine reclamation and closure costs. The Company's permission to operate could be withdrawn temporarily where there is evidence of serious breaches of such regulations, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations.

f) The operations of the Company will require various licenses and permits from various governmental authorities. There is no assurance that the Company will be successful in obtaining the necessary licenses and permits to continue exploration and development activities in the future.

g) Although the Company has taken steps to verify title to exploration and evaluation assets in which it has an interest, these procedures do not guarantee the Company's title. Such exploration and evaluation assets may be subject to prior agreements or transfers and title may be affected by such undetected defects.

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described in any forward looking statement. The development and exploration activities of the Company are subject to various laws governing exploration, development, and labor standards which may affect the operations of the Company as these laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are, or were conducted.

Overall Performance and Results of Operations, six months ended December 31, 2014

During the six months ended December 31, 2014, the Company had a loss of $1,058,702 from operations compared to a net income of $51,911 for the six months ended December 31, 2013. Operating expenses for the six months ended December 31, 2014 were $1,059,155 compared to $118,322 for the six months ended December 31, 2013. The differences are attributable to increases in: Consulting $184,265 Investor Relations $45,082 Management fees $32,774 Professional fees $26,059 and Share based compensation $598,189. The prior period profit is due to the sale of royalty rights.

Overall Performance and Results of Operations, three months ended December 31, 2014

During the three months ended December 31, 2014, the Company incurred a net loss of $894,836 from operations compared to a net loss of $60,327 for the three months ended December 31, 2013. Operating expenses for the three months ended December 31, 2014 were $895,960 compared to $65,357 for the three months ended December 31, 2013, The increase in operating expenses in 2014 is attributable to increases in: Consulting $115,1436 Investor relations $35,582 Management fees $17,274, Professional fees $24,730 and Share based compensation of $607,953.

These expenses are itemized in the unaudited Condensed Consolidated Interim Statements of Loss and Comprehensive Loss, in the Company's Financial Statements for the six months ended December 31, 2014 and 2013.

Selected Annual Information
($000's except earnings per share)

	Periods Ended		
	June 30, 2014	June 30, 2013	June 30, 2012
Revenue	$ 0	$ 0	$ 0
Operating profit (Loss)	$ (486)	$ (863)	$ (1,008)
Net Income (Loss)	$ (313)	$ (846)	$ (1,345)
Basic and diluted loss per share	$ (0.02)	$ (0.05)	$ (0.12)
Total assets	$ 1,784	$ 1,642	$ 1,058
Long term debt	$ 0	$ 0	$ 0
Dividends	$ 0.00	$ 0.00	$ 0.00

Summary of Quarterly Results
($000's except earnings per share)

	Quarters Ended							
	Dec 31 2014	Sept 30 2014	Jun 30 2014	Mar 31 2014	Dec 31 2013	Sept 30 2013	Jun 30 2013	Mar 31 2013
Revenue	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Operating profit (Loss)	($896)	($163)	($261)	($107)	($65)	($53)	($167)	($380)
Net Income (Loss)	($895)	($164)	($262)	($103)	($60)	$112	($161)	($376)

Basic and diluted								
Profit (loss) Per Share	($0.025)	($0.006)	($0.014)	($0.006)	($0.003)	$0.007	($0.009)	($0.022)

Capital Resources

The Company's cash position was $2,069,186 as at December 31, 2014, compared to $306,882 as at December 31, 2013. The Company had working capital of $2,247,974 as at December 31, 2014 compared to a working capital of $283,025 as at December 31, 2013. The increase in the Company's cash position and working capital was a direct result of shares issued for cash.

Off Balance Sheet Arrangements

The Company has not entered into any off-balance sheet arrangements.

Transactions with Related Parties

The Company has identified its directors and certain senior officers as its key management personnel and compensation costs for key management personnel and companies related to them were recorded at their exchange amounts as agreed upon by transacting parties and on term conditions similar to non-related parties as follows

As of December 31, 2014, the Company had the following related party transactions and balances:

(a) Management fees of $47,000 (2013 - $21,476) were paid to companies controlled by a director(s) of the Company.

(b) Professional and accounting expenses of $25,750 (2013 - $15,000)) were paid to a company controlled by a director and a company controlled by an officer of the Company.

(c) Investor relations expenses of $44,500 (2013 - $nil) were incurred from a companies controlled by a directors.

(d) Consulting expenses of $70,450 (2013 - $nil) were paid to companies controlled by officers of the Company.

The transactions noted above were measured at the exchange amounts which were agreed upon by the transacting parties and are on terms and conditions similar to non-related entities.

Subsequent Event

(a) On January 13, 2015 the Company issued 350,000 Stock Options, giving the holder the right to purchase one common share per option held at a price of $0.20 per share. The options are fully vested and expire on January 13, 2020.

Changes in Accounting Policies and Accounting Pronouncements

See Note 2 "Summary of Significant Accounting Policies" and Note 3 "Recent Accounting Pronouncements" for the three months ended September 30, 2014.

Critical Accounting Policies

Stock-based Compensation

The Company has a stock option plan, which is described in Note 9 to the financial statements. The Company applies the fair value method to all stock-based payments and to all grants that are direct awards of stock that call for settlement in cash or other assets. Compensation expense is recognized over the applicable vesting period with a corresponding increase in contributed surplus. When the options are exercised, share capital is credited for the consideration received and the related contributed surplus is decreased. The Company uses the Black Scholes option pricing model to estimate the fair value of stock based compensation.

Financial Instruments

The Company classifies financial assets and liabilities as held-for-trading, available-for-sale, loans and receivables or other financial liabilities depending on their nature. Financial assets and financial liabilities are recognized at fair value on their initial recognition, except for those arising from certain related party transactions which are accounted for at the transferor's carrying amount or exchange amount.

Financial assets and liabilities classified as held-for-trading are measured at fair value, with gains and losses recognized in net income. Financial assets classified as held-to-maturity, loans and receivables, and financial liabilities other than those classified as held-for-trading are measured at amortized cost, using the effective interest method of amortization. Financial assets classified as available-for-sale are measured at fair value, with unrealized gains and losses being recognized as other comprehensive income until realized, or if an unrealized loss is considered other than temporary, the unrealized loss is recorded in income. The Company has elected to account for transaction costs related to the issuance of financial instruments other than those at FVTPL as a reduction of the carrying value of the related financial instruments.

Financial instruments included in the balance sheet are comprised of cash and cash equivalents, marketable securities, amounts receivable from related parties and accounts payable. The Company is not exposed to any derivative instruments. The Company is exposed to currency exchange rate risk as certain transactions are denominated in US dollars. The Company does not have foreign exchange hedges in place at this time. It is management's opinion that the Company is not exposed to significant interest rate or credit risks.

Share Capital

Issued

The Company has 45,822,167 post consolidation shares issued and outstanding as at February 25, 2015.

Share Purchase Options

As at February 25, 2015, the Company has 3,550,000 post consolidation stock options outstanding all of which are fully vested and exercisable. A summary of the Company's stock options is presented below.

	Number of Options	**Exercise Price**	**Expiry Date**
Issued January 29, 2013	762,500	$0.40	January 29, 2017
Issued October 3, 2014	1,875,000	$0.245	October 3, 2019
Issued November 13, 2014	400,000	$0.235	November 13, 2017
Issued November 14, 2014	400,000	$0.235	November 14, 2017
Issued January 13, 2015	350,000	$0.20	January 13, 2020
Expired unexercised	(237,500)	$0.40	
Balance, February 25, 2015	3,550,000		
Fully vested and exercisable	3,550,000		

Warrants

The Company has 16,507,337 share purchase warrants outstanding at February 25, 2015.
A summary of the Company's warrants is presented below.

	Number of Warrants	**Weighted Average Exercise Price**	**Expiry Date**
Issued May 30, 2014	3,160,000	$0.15	May 30, 2017
Issued July 17, 2014	3,118,200	$0.15	July 17, 2017
Issued July 17, 2014 (finders warrants)	32,487	$0.15	July 17, 2017
Issued September 5, 2014	9,900,000	$0.15	September 5, 2017
Issued September 5, 2014 (finders warrants)	6,650	$0.15	September 5, 2017
Issued December 19, 2014	8,622,500	$0.30	June 19, 2016
Issued December 29, 2014	2,525,000	$0.30	June 29, 2016
Issued December 29, 2014 (finders warrants)	152,625	$0.30	June 29, 2016
Exercised December 11, 2014	(60,000)	$0.15	
Balance, February 25, 2015	27,457,462	$0.21	

Each share purchase warrant entitles the holder to acquire one additional share at a cost shown above per share until its expiry date.