HIGHBURY PROJECTS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE SIX MONTHS ENDED JUNE 30, 2018

(Expressed in Canadian Dollars)

DATE

This management discussion and analysis ("MD&A") of Highbury Projects Inc.'s ("Highbury" or the "Company") financial position and results of operations for the six months ended June 30, 2018 is prepared as at July 31, 2018. This MD&A should be read in conjunction with the unaudited condensed interim financial statements for the six months ended June 30, 2018 and the supporting notes. The unaudited condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar figures included therein and in the following MD&A are quoted in Canadian dollars. Additional information relevant to Highbury's activities can be found on SEDAR at www.sedar.com

FORWARD-LOOKING INFORMATION

This discussion contains "forward-looking statements" that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made.

This MD&A may contain forward-looking statements that reflect the Company's current expectations and projections about its future results. When used in this MD&A, words such as "estimate", "intend", "expect", "anticipate" and similar expressions are intended to identify forward-looking statements, which, by their very nature, are not guarantees of the Company's future operational or financial performance, and are subject to risks and uncertainties and other factors that could cause the Company's actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward-looking statements.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicated herein.

Due to risks and uncertainties, including the risks and uncertainties identified above and elsewhere in this MD&A, actual events may differ materially from current expectations. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

OVERALL PERFORMANCE

Highbury was incorporated on May 13, 2005 and was listed on the TSX Venture Exchange ("Exchange") on October 28, 2005 as a capital pool company ("CPC") under Exchange Policy 2.4.

The Company's option agreement with Full Metal Minerals ("FMM") was approved as a Qualifying Transaction (QT) and the final exchange bulletin to that effect was issued by the exchange on November 5, 2007.

The principal business of Highbury is the exploration and evaluation of the Moore Creek property in Alaska and any other exploration and evaluation assets and evaluation properties that Highbury may later acquire. Highbury has designated the property as its "Principal Property" for the purposes of Exchange Policy. Highbury has carried out the recommendations on exploration program contained in the NI 43-101 Technical Report "Moore Creek prospect west-central Alaska" prepared by Dr. Charles C Hawley on July 24, 2007, using the available funds.

Investment in the common shares must be regarded as highly speculative due to the nature of the Company's business and its present stage of development. The Company has no active business or assets other than cash. There can be no assurance that an active and liquid market for the common shares will develop and investors may find it difficult to resell the common shares.

EXPLORATION OVERVIEW

Moore Creek Property

Pursuant to the Option Agreement with Full Metals Minerals Ltd. ("FMM") dated July 27, 2007, the Company has the sole and exclusive right and option to acquire an undivided 60% interest in the Moore Creek, Alaska property ("The Property").

During the year ended December 31, 2009, the Company signed a joint venture agreement dated February 19, 2009 with FMM whereby the Company has completed all its exploration expenditures to earn its 60% ownership interest in the Moore Creek Property which included approximately $1,700,000 of exploration costs. All future obligations and expenditures incurred will now be prorated between the Company and FMM including annual mineral rights fees and other costs to maintain the property in good standing. FMM will continue to be the operators of the property and the Company will reimburse its share of the expenditures plus a ten (10%) percent administrative charge to FMM. The Company was notified by FMM that it would no longer be the operator and incur any further costs on the Moore Creek Property. In order to keep the option in good standing, the Company is required to make annual option payments of US$50,000 (in February 2014, the payment for 2014 was amended to be US$12,000, in March 2015, the payment for 2015 was amended to be US$10,000, and in January 2016, the payment for 2016 was amended to US$12,000), which is adjusted for inflation starting in 2018. The Property is subject to a 1.5% net smelter royalty.

During the year ended December 31, 2014, the Company decided not to continue exploration of the Moore Creek Property but maintained the claims. As a result of the Company's management's decision not to conduct any significant work on the Moore Creek Property in the near future, the Company wrote off the capitalized costs associated with the Moore Creek Property during the year ended December 31, 2014.

On February 3, 2017, the annual option payment for 2017 was amended to be US$16,000.

During the six months ended June 30, 2018, the Company paid $20,067 (US$16,000) for fiscal 2018's annual option payment (June 30, 2017 – $21,325). This payment was capitalized as exploration and evaluation costs. The option payments were subsequently written off to the statement of loss and comprehensive loss due to management's decision not to conduct any significant work in the near future.

Moore Creek – Exploration Program

The 2008 drill exploration program includes mapping, sampling, trenching and auger drilling to test additional targets on the property. The 2007 – 2008 exploration programs at the Moore Creek property were supervised by Dr. David Hedderly-Smith, PhD, PG, consultant for Highbury, and Robert McLeod, P.Geo, Vice-President of Exploration and Chief Executive Officer for FMM. Both are qualified persons as defined by NI 43-101.

An updated report incorporating the 2008 work program prepared by Robert McLeod P.Geo, Vice President Exploration, FMM and dated April 10, 2009 amended July 8, 2009 has been filed on SEDAR.

Moore Creek Property – Future Developments

In light of the results of the 2008 summer exploration campaign and the economic conditions, during the past few years, the Company has cut operating expenses in order to preserve cash. As such, the further exploration program at Moore Creek was reduced from that previously planned in summer of 2009. The previous plan included mapping, sampling, trenching and auger drilling to test additional targets on the property.

At the same time, Highbury is evaluating acquisition opportunities that may enhance and improve the Company's exploration portfolio.

RESULTS OF OPERATIONS

Three months ended June 30, 2018 compared with Three months ended June 30, 2017

The Company is in an exploration stage and has no revenue from operations. During the three months ended June 30, 2018, the Company recorded a net loss of $16,915, a decrease of $3,457, compared to a net loss of $20,372 during the three months ended June 30, 2017.

During the three months ended June 30, 2018, the Company also incurred the following expenditures:

- Professional fees of $13,211 (June 30, 2017 – $13,192);
- Transfer agent fees of $3,532 (June 30, 2017 – $1,814); and
- TSX listing and filing fees of $500 (June 30, 2017 – $5,700).

Six months ended June 30, 2018 compared with Six months ended June 30, 2017

The Company is in an exploration stage and has no revenue from operations. During the six months ended June 30, 2018, the Company recorded a net loss of $57,671, an increase of $1,107, compared to a net loss of $56,564 during the six months ended June 30, 2017.

During the six months ended June 30, 2018, the Company also incurred the following expenditures:

- Professional fees of $25,852 (June 30, 2017 – $25,776);
- Transfer agent fees of $6,626 (June 30, 2017 – $4,391); and
- TSX listing and filing fees of $5,700 (June 30, 2017 – $5,700).

In addition, during the six months ended June 30, 2018, the Company incurred $20,067 in option payments which were capitalized as exploration and evaluation costs (June 30, 2017 – $21,325). The option payments were subsequently written off to the statement of loss and comprehensive loss due to management's decision not to conduct any significant work in the near future.

SUMMARY OF QUARTERLY INFORMATION

The quarterly results for the last eight quarters are summarized below:

	Three months ended			
	June 30, 2018	March 31, 2018	December 31, 2017	September 30, 2017
Finance income	$ 395	$ 371	$ 395	$ 352
Operating expenses	(17,310)	(41,127)	(28,662)	(20,340)
Net loss	(16,915)	(40,756)	(28,267)	(19,988)
Basic and diluted loss per share	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)

	Three months ended			
	June 30, 2017	March 31, 2017	December 31, 2016	September 30, 2016
Finance income	$ 471	$ 463	$ 511	$ 663
Operating expenses	(20,843)	(36,655)	(43,615)	(27,443)
Net loss	(20,372)	(36,192)	(43,104)	(26,780)
Basic and diluted loss per share	$ (0.00)	$ (0.01)	$ (0.00)	$ (0.00)

SELECTED INFORMATION

	For the six months ended		
	June 30, 2018	June 30, 2017	June 30, 2016
Interest income	$ 766	$ 934	$ 748
Operating costs	58,437	57,498	30,712
Net loss	(57,671)	(56,564)	(29,964)
Basic and diluted loss per share	$ (0.01)	$ (0.01)	$ (0.00)

As at:	June 30, 2018	December 31, 2017	December 31, 2016
Total assets	$ 161,741	$ 223,136	$ 328,809
Long-term financial liabilities	Nil	Nil	Nil
Cash dividend per share	Nil	Nil	Nil

LIQUIDITY / CAPITAL RESOURCES

The Company's activities have been funded through equity financings and the Company expects it will continue to be able to utilize this source of financing until it develops cash flow from future operations.

There can be no assurances the Company will be successful in its endeavors. If such funds are not available or other sources of finance cannot be obtained the Company will be forced to curtail its activities to a level for which funding is available or can be obtained.

As at June 30, 2018, the Company had cash and cash equivalents of $159,018 compared with $219,371 as at December 31, 2017. This decrease is due to acquisition costs made on the exploration and evaluation assets, ongoing administrative costs and professional and legal fees incurred to maintain the company in good standing. During the six months ended June 30, 2018, the Company incurred the following significant expenses:

- Professional fees of $25,852;
- Transfer agent fees of $6,626; and
- TSX listing and filing fees of $5,700.

The Company incurred $20,067 in option payments on its Moore Creek property in Alaska during the six months ended June 30, 2018.

The Company has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants. Management believes the Company has sufficient working capital at this time to meet its ongoing financial obligations.

OUTSTANDING SHARE DATA

As of June 30, 2018, and December 31, 2017 and the date of this MD&A, there were 9,550,000 common shares outstanding.

No options were granted or exercised during the six months ended June 30, 2018 and through to the date of this MD&A.

There were no warrants and options outstanding as of the date of this MD&A and June 30, 2018.

RELATED PARTY TRANSACTIONS

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers. The Company did not engage in any transactions directly with key management personnel.

The Company entered into the following transactions with related parties:

a) Rent and administrative services of $98, (including office expenses – $98) (June 30, 2017 – $54 including office expenses – $54) was provided to a company with common directors. Accounts payable and accrued liabilities as at June 30, 2018 included $3,195 of prepayment for shared office expenses from a company with common directors (December 31, 2017 – $3,293).

b) Rent and administrative services of $98, (including office expenses – $98) (June 30, 2017 – $54 including office expenses – $54) was provided to a company with common directors. Accounts payable and accrued liabilities as at June 30, 2018 included $3,195 of prepayment for shared office expenses from a company with common directors (December 31, 2017 – $3,293).

c) The Company paid $18,200 (June 30, 2017 – $18,200) for accounting and administrative services to Quantum Advisory Partners LLP ("Quantum") whose incorporated partner is the Company's Chief Financial Officer and Corporate Secretary.

COMMITMENTS

The Company is obligated to pay its share of the prorated expenditures on Moore Creek property to keep it in good standing as stated in Note 7 of the financial statements for the six months ended June 30, 2018.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not utilize off-balance sheet arrangements.

PROPOSED TRANSACTIONS

No disclosure necessary.

CONTROLS AND PROCEDURES

The Chief Executive Officer and Chief Financial Officer have instituted a system of disclosure controls for the Corporation to ensure proper and complete disclosure of material information. All documents are circulated to responsible members of management and the board of directors according to the disclosure time-lines contained within the disclosure controls policy. The disclosure controls conform to the Company's Corporate Governance policies.

The Chief Executive Officer and Chief Financial Officer also have designed internal controls over financial reporting, or caused them to be designed under their supervision, to provide reasonable assurance regarding the integrity and reliability of financial reporting information and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. After evaluating the effectiveness of the Company's disclosure controls and procedures, the Officers have concluded that the Company's disclosure controls and procedures are effective to ensure that material information relating to the Company is made known to them by others within the Company during the period.

Disclosure Controls and Procedures

Disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company is recorded, processed, summarized and reported within the time periods specified. The Chief Executive Officer and the Chief Financial Officer are responsible for establishing and maintaining disclosure controls and procedures for the Company.

The Chief Executive Officer and the Chief Financial Officer have concluded, based on an evaluation as of June 30, 2018, that the disclosure controls and procedures for the Company are effective to provide reasonable assurance that material information related to the Company is disseminated in a timely manner. It should be noted that while the Company's Chief Executive Officer and the Chief Financial Officer believe that the Company's disclosure controls and procedures provide a reasonable level of assurance that the system of internal control are effective, they do not guarantee that the disclosure controls and procedures will prevent all errors and fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control systems are met.

CRITICAL ACCOUNTING ESTIMATES

The financial statements, including comparatives, have been prepared using accounting policies consistent with IFRS issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, the financial statements have been prepared using the accrual basis of accounting except for cash flow information.

NEW STANDARDS AND INTERPRETATIONS NOT YET ADOPTED

New standards adopted during the period

Certain pronouncements were issued by the IASB or the IFRS Interpretations Committee that are mandatory for accounting periods beginning before or on January 1, 2018.

The adoption of the following IFRS pronouncement will result in enhanced financial statement disclosures in the Company's annual consolidated financial statements. This pronouncement did not affect the Company's financial results, nor did it result in adjustments to previously-reported figures.

- IFRS 9 – New standard that replaced IAS 39 for classification and measurement.

Refer to note 3 of the Company's unaudited condensed consolidated interim financial statements for the six months ended June 30, 2018 for a more detailed discussion on the impact of the adoption of the new pronouncement.

New standards and interpretations not yet adopted

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for future accounting periods. The following have not yet been adopted by the Company:

- IFRS 16 – Leases: New standard to establish principles for recognition, measurement, presentation and disclosure of leases with an impact on lessee accounting, effective for annual periods beginning on or after January 1, 2019.

The Company does not expect a significant impact from adopting all the above new standards.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

In the normal course of business, the Company is inherently exposed to certain financial risks, including market risk, credit risk and liquidity risk, through the use of financial instruments. The timeframe and manner in which the Company manages these risks varies based upon management's assessment of the risk and available alternatives for mitigating risk. The Company does not acquire or issue derivative financial instruments for trading or speculative purposes. All transactions undertaken are to support the Company's operations. These financial risks and the Company's exposure to these risks are provided in various tables in note 15 of our unaudited condensed interim financial statements for the six months ended June 30, 2018. For a discussion on the significant assumptions made in determining the fair value of financial instruments, refer also to note 2 of the financial statements for the year ended December 31, 2017.

OTHER MD&A REQUIREMENTS

Management's Responsibility for Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with IFRS and Canadian generally accepted accounting principles, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Risks and uncertainties

Investment in the common shares must be regarded as highly speculative due to the nature of the Company's business and its present stage of development.