INTERCONNECT VENTURES CORPORATION

MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")
For the year ended December 31, 2015

This MD&A is dated March 31, 2016

Interconnect Ventures Corporation (the "Company") was incorporated under the Business Corporations Act (British Columbia) on July 14, 2011. The Company is currently a Tier 2 Mining Issuer on the TSX Venture Exchange ("TSX-V"). The principal business of the Company is the acquisition and exploration of resource properties. The registered and records office of the Company is Suite 1780 – 400 Burrard Street, Vancouver, B.C. V6C 3A6.

The following Management's Discussion and Analysis ("MD&A") was prepared as of March 31, 2016 and is intended to supplement and complement the Company's audited financial statements for the year ended December 31, 2015 and related notes attached thereto. Readers are also encouraged to refer to the audited financial statements for the year ended December 31, 2015 and related notes attached thereto. Accordingly, this MD&A includes the results of operations and cash flows for the year ended December 31, 2015 and the reader must be aware that historical results are not necessarily indicative of the future performance. All amounts are reported in Canadian dollars. The aforementioned documents can be accessed on the SEDAR web site www.sedar.com.

Unless otherwise stated, financial results have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The Company's audited financial statements were prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation for the foreseeable future. The operations of the Company were primarily funded by the issue of share capital. The continued operations of the Company are dependent on its ability to develop a sufficient financing plan, receive continued financial support from related parties, complete sufficient debt or equity financing, or generate profitable operations in the future. These financial statements do not include any adjustments to the amounts and classification of assets and liabilities that might be necessary should the company be unable to continue in business.

The Company is in the business of exploring for minerals that by its nature involves a high degree of risk. There can be no assurance that any future exploration programs will result in profitable mining operations. The recoverability of the carrying value of the exploration and evaluation assets and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, the ability of the Company to obtain financing or, alternatively, upon the Company's ability to dispose of its interest on an advantageous basis. Management believes that the Company has sufficient working capital to meet its projected minimum financial obligations for the next fiscal year.

Forward-Looking Statements

Certain information in this MD&A, including all statements that are not historical facts, constitutes forward-looking information within the meaning of applicable Canadian securities laws. Such forward-looking information may include, but is not limited to, information which reflect management's expectations regarding the Company's future growth, results of operations (including, without limitation, future production and capital expenditures), performance (both operational and financial) and business prospects (including the timing and development of new deposits and the success of exploration activities) and opportunities. Often, this information includes words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate" or "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

In making and providing the forward-looking information included in this MD&A the Company's assumptions may include among other things: (i) assumptions about the price of metals; (ii) that there are no material delays in the optimisation of operations at the exploration and evaluation assets; (iii) assumptions about operating costs and expenditures; (iv) assumptions about future production and recovery; (v) that there is no unanticipated fluctuation in foreign exchange rates; and (vi) that there is no material deterioration in general economic conditions. Although management believes that the assumptions made and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information will prove to be accurate. By its nature, forward-looking information is based on assumptions and involves known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or results, to be materially different from future results, performance or achievements expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include among other things the following: (i) decreases in the price of base precious metals; (ii) the risk that the Company will continue to have negative operating cash flow; (iii) the risk that additional financing will not be obtained as and when required; (iv) material increases in operating costs; (v) adverse fluctuations in foreign exchange rates; and (vi) environmental risks and changes in environmental legislation.

This MD&A (See "Risks and Uncertainties") contains information on risks, uncertainties and other factors relating to the forward-looking information. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company's control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to reissue or update forward looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward-looking information disclosed in this document is qualified by this cautionary statement.

SC Property, Nicola Mining Division of British Columbia

On October 29, 2015, the Company entered into an option agreement to acquire a 100% interest in the SC Property located in the Nicola Mining Division of British Columbia with an arm's length private company. The SC Property is comprised of one mineral claim totaling 166.42 hectares. The claim comprising the SC Property formed part of a larger group of mineral claims that were previously owned, until 2014, by another reporting issuer listed on the TSX-V. Historical, publicly available disclosure indicates that the claim comprising the SC Property is prospective for gold. As consideration, the Company must make the following payments:

Payments
i) $15,000 on October 29, 2015 (paid);
ii) $20,000 on October 29, 2019; and
iii) $20,000 on October 29, 2020.

Exploration Expenditures
ii) $50,000 in exploration expenditures on or before October 29, 2019; and
iii) an additional $50,000 in exploration expenditures on or before October 29, 2020

Donna Property, Vernon Mining District of British Columbia (written-off in 2015)

On June 14, 2013, the Company entered into a letter of intent to acquire a 70% interest in the Donna Property located in the Vernon Mining Division of British Columbia with a company related through a common director. The letter of intent was replaced and superseded by an option agreement dated September 8, 2013. In order to acquire a 70% interest in the property, the Company must pay, issue or incur, as the case may be, the obligations, which are as follows:

Payments
i) $25,000 on October 31, 2013 (paid);
ii) $25,000 on October 31, 2014 (paid);
iii) $25,000 on October 31, 2015; and
iv) $25,000 on October 31, 2016.

Share Issuances
i) 100,000 common shares on October 31, 2013 (issued at a value of $25,000);
ii) 100,000 common shares on October 31, 2014 (issued at a value of $17,500);
iii) 100,000 common shares on October 31, 2015; and
iv) 100,000 common shares on October 31, 2016.

Exploration Expenditures
i) $200,000 in exploration expenditures on the Donna Property on or before October 31, 2014 (incurred);
ii) an additional $200,000 in exploration expenditures on or before October 31, 2015; and
iii) an additional $200,000 in exploration expenditures on or before October 31, 2016.

On October 30, 2015, the Company abandoned the option to purchase the Donna Property and wrote-off $294,726 of exploration and evaluation assets.

Selected Annual Information

The following table provides a brief summary of the Company's financial operations. This selected annual information has been prepared in accordance with IFRS.

	Year Ended December 31, 2015 $	Year Ended December 31, 2014 $	Year Ended December 31, 2013 $
Total revenue	-	-	-
Net loss for the year	(475,938)	(124,733)	(446,772)
Basic and diluted loss per share	(0.05)	(0.01)	(0.09)
Total assets	880,975	1,364,184	1,472,779
Total long-term liabilities	-	-	-
Cash dividends	-	-	-

The Company incurred a loss of $475,938 and $124,733 respectively for the year ended December 31, 2015 and 2014. The losses incurred during the year ended December 31, 2015 were principally for consulting fees, professional fees, and the write-off associated with the abandonment of the Donna Property.

Summary of Quarterly Results

	December 31, 2015	September 30, 2015	June 30, 2015	March 31, 2015
	$	$	$	$
Total revenue	-	-	-	-
Net loss for the period	(18,833)	(392,171)	(35,930)	(29,004)
Basic and diluted loss per share	(0.00)	(0.04)	(0.00)	(0.00)
Total assets	880,975	931,778	1,315,448	1,348,659
Total long-term liabilities	-	-	-	-
Cash dividends	-	-	-	-

	December 31, 2014	September 30, 2014	June 30, 2014	March 31, 2014
	$	$	$	$
Total revenue	-	-	-	-
Net loss for the period	(37,642)	(35,636)	(36,193)	(15,262)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.00)
Total assets	1,364,184	1,386,235	1,421,386	1,457,540
Total long-term liabilities	-	-	-	-
Cash dividends	-	-	-	-

The higher losses in the quarter ended September 30, 2015 were due to the Company abandoning the option to purchase the Donna Property and wrote-off $294,726 of exploration and evaluation assets.

Fourth Quarter

During the quarter ended December 31, 2015, the Company entered into an option agreement with an arm's length private company to acquire a 100% interest in the SC Property located in the Nicola Mining Division of British Columbia.

General and Administrative Expenses

The Company incurred an operating loss of $475,938 for the year ended December 31, 2015 (2014 - $124,733). A brief explanation of the significant changes in expenses by category is provided below:

- Amortization decreased to $Nil (2014 - $2,216) as a result of computer equipment is fully amortized.
- Consulting fees increased to $18,000 (2014 - $13,900) due to higher fees related to corporate secretary in the current year.
- Professional fees decreased to $74,544 (2014 - $92,749) due to lower legal activity in the current year.
- Prospective property evaluation increased to $72,465 (2014 - $Nil) for work performed for the purpose of evaluating a prospective property.
- Regulatory, filing and transfer agent fees increased to $14,838 (2014 - $11,684) due to higher activity in the current year.
- Write-off of exploration increased to $294,726 (2014 - $Nil) due to the purchase option of Donna Property being abandoned in the current year.

Transactions with Related Parties

Key management personnel include those persons having 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 remuneration of directors and other members of key management personnel during the year ended December 31, 2015 and 2014 are as follows:

i) Included in professional fees for the year ended December 31, 2015 is $31,250 (2014 - $32,495) paid or accrued to an accounting firm in which the Chief Financial Officer ("CFO"), namely Dave Cross, has an interest, of which $1,500 (2014 - $Nil) is included in accounts payable and accrued liabilities.

ii) Included in consulting fees for the year ended December 31, 2015 is $18,000 (2014 - $13,900) paid or accrued to the corporate secretary of which $Nil (2014 - $Nil) is included in accounts payable and accrued liabilities.

Liquidity & Capital Resources

At December 31, 2015, the Company had working capital of $855,160 (2014 - $1,055,920). Management of the Company is confident that it will have sufficient working capital to meet its anticipated financial obligations for the next fiscal year.

During the year ended December 31, 2015, the Company had the following cash flows:

i) Cash flows used in operating activities was $175,045 relating to general operating expenses detailed on the statement of financial position (see www.sedar.com). The majority of these cash flows related to consulting and professional fees.

ii) Cash flows used in investing activities was $19,548 relating to an advance made to a contractor for exploration costs and a cash payment pursuant to the option agreement on the Company's Donna Property. The amount remaining on advance at December 31, 2015 was $Nil (2014 - $16,258).

Capital Stock

The Company has authorized capital of an unlimited number of common shares, without par value, and an unlimited number of preferred shares issuable in series.

Escrow Shares

As of the date of this MD&A, there are 708,001 common shares held in escrow.

Accounting Policies and future accounting policies

Please refer to the December 31, 2015 financial statements on www.sedar.com for details on accounting policies adopted in the year as well as future accounting policies.

Business Risks and Uncertainties

Credit risk

The Company's credit risk is primarily attributable to cash. The Company has no significant concentration of credit risk arising from operations. Cash consists of chequing accounts at reputable financial institutions, from which management believes the risk of loss to be remote. The Company limits its exposure to credit loss for cash by placing its cash with high quality financial institutions. The Company's credit risk has not changed significantly from the prior period.

Liquidity risk

The Company's ability to remain liquid over the long term depends on its ability to obtain additional financing. The Company has in place planning and budgeting processes to help determine the funds required to support normal operating requirements on an ongoing basis as well as its planned development and capital expenditures. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. At December 31, 2015, the Company had cash of $864,565 (2014 - $1,059,158) to settle current liabilities of $10,815 (2014 - $18,086).

Interest rate risk, foreign currency risk and price risk

Management does not feel that the Company is presently exposed to interest rate risk, foreign currency risk or price risk.

Operating risk

The Company currently has no source of recurring income. The Company has not commenced commercial operations, and has no history of earnings and no significant assets other than cash and an option agreement to acquire a 100% interest in the SC property. There can be no assurances that the Company will continue to be able to obtain adequate financing in the future or that the terms of any such financing will be favorable.

Outstanding Share Data

As at the date of this MD&A, the following securities were outstanding:

9,711,901	Common shares (of which 708,001 common shares are held in escrow).
730,000	Options, exercisable into 730,000 common shares at $0.20 until October 31, 2023.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Corporate Governance

The Company's Board of Directors and its committees substantially follow the recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The current Board of Directors is comprised of six individuals, one of whom is an executive officer of the Company. The Audit Committee is comprised of three directors.

Directors

The Company's Board of Directors is comprised of Dr. Eyad Al Saleh (Chairman and CEO), Dr. Fahad Al Rashed, Mohammad Al Saleh, Abdul Rahman Al Saleh, Ibrahim Al Subaiei, and Benjamin Ainsworth.