AFFINITY METALS CORP.
(formerly ACME RESOURCES INC.)

Management Discussion and Analysis

For the Three Months Ended September 30, 2017

INTRODUCTION

The following management discussion and analysis (MD&A) of the financial position of Affinity Metals Corp. (formerly Acme Resources Inc.) ("Company") and results of operations should be read in conjunction with the unaudited condensed interim financial statements and accompanying notes for the three months ended September 30, 2017. The unaudited condensed interim financial statements together with the following management discussion and analysis are intended to provide readers with a reasonable basis for assessing the financial performance of the Company as well as forward-looking statements relating to potential future performance. All statements, other than those of historical fact, included in this MD&A, including without limitation, statements regarding potential mineralization and reserves, exploration results and future plans and objectives of the Company, are forward-looking statements that involve various risks and uncertainties. There can be no assurance such statements will prove accurate and actual results and future events could differ materially from those anticipated in such statements.

DATE

This MD&A includes material occurring up to and including November 29, 2017.

FORWARD LOOKING STATEMENTS

This MD&A contains certain statements that may constitute "forward looking statements". Forward looking statements include, but are not limited to, statements regarding future anticipated property acquisitions, the content, cost, timing and results of future anticipated exploration programs, the anticipated discovery and delineation of mineral resources/reserves, proposed business and financing plans (including private placements of equity securities), anticipated business trends and potential future operating revenues. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions or are those which, by their nature, refer to future events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward-looking statements as a result of various factors, including, but not limited to, the Company's inability to negotiate successfully for the acquisition of interests in mineral properties, the Company's inability to identify one or more economic deposits on its properties, variations in the nature, quality and quantity of any mineral deposits that may be located, the Company's inability to obtain any necessary permits, consents or authorizations required for its activities, to produce minerals from its properties successfully or profitably, to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies.

Historical results of operations and trends that may be inferred from this MD&A may not necessarily indicate future results from operations. In particular, the current state of the global securities markets may cause significant reductions in the price of the Company's securities and render it difficult or impossible for the Company to raise the funds necessary to continue operations.

All of the Company's public disclosure filings, including its most recent management information circular, material change reports, press releases and other information, may be accessed via www.sedar.com under Affinity Metals Corp. and readers are urged to review these materials, including the technical reports filed with respect to the Company's mineral properties.

DESCRIPTION OF BUSINESS

Affinity Metals Corp. (formerly Acme Resources Inc.) is incorporated in the Province of British Columbia. The Company is a reporting issuer in British Columbia and its shares trade on the TSX Venture Exchange. The Company changed its name on March 1, 2017 and now trades under the symbol AFF. The Company is engaged in the acquisition, exploration and developing of mineral properties in British Columbia, Saskatchewan and the Yukon Territory and other areas of North America. The Company is currently focusing on identifying exploration new opportunities and joint ventures for its properties.

OVERALL PERFORMANCE

At this time, the Company does not own any operating mines and has no operating income/sales from mineral production. Funding for operations is raised primarily through public and private share offerings. Future operations and the Company's ability to meet mineral property option commitments are dependent on the Company's ability to raise sufficient funding through share offerings or operations to support current and future expenditures. At September 30, 2017, the Company had working capital of $39,695.

Realization of the carrying value of mineral interests is dependent upon funding, the ability of the Company and third parties to bring mineral interests into profitable production, or recovery from sale.

The unaudited condensed interim financial statements have been prepared on a going concern assumption which contemplates the Company will continue in operation and realize its assets and discharge its liabilities in the normal course of operations. Should the going concern assumption not continue to be appropriate, further adjustments to carrying values may be required.

RESULTS OF OPERATIONS – MINERAL PROPERTIES

There were no expenditures on mineral interests during the three months ended September 30, 2017.

EXPLORATION EXPENDITURES

Nor Property, Yukon

The Nor IOCG (iron oxide-copper-gold) property is located on the east flank of the Richardson Mountains, about 65 km east of the Dempster Highway and 395 km north of Dawson City. During fiscal 2009 the Company earned a 100% interest in the property. The Company paid $207,500 cash and issued 66,667 shares.

Certain claims are subject to a 2% NSR royalty. The Company has the right to purchase 50% of the NSR royalty retained by the Optionor for a purchase price of $2,000,000 and the right of first refusal on the remaining 50%.

The Company completed no exploration on the Nor property during the current or prior year.

Bear River Property, BC

The Company's Bear River property is located in the Skeena Mining Division, BC, in the historic Stewart Gold Camp. After expiry of the Old John claim during the fiscal year ended May 31, 2010, the Company owns 100% interest in only one (and a fraction) mineral claims, covering an approximate area of 475 hectares (1,175 acres), with the one claim being subject to a 3.5% NSR.

The Company incurred no exploration expenditures on the Bear River property during the fiscal year.

On November 9, 2016 the Company announced that it had sold the Bear River property for a total price of 800,000 shares of the purchaser for a price of $0.065 per share.

M*iddle Lake Property, Saskatchewan*

The Middle Lake uranium property is located in the uranium-rich Athabasca Basin. During October, 2004, the Company staked 1 claim, consisting of 5,990 acres in the Athabasca Basin area of Saskatchewan. The Company's claim, in the Cluff Lake Structure, also known as the Carswell Dome, is located on the west side by the mining licenses of the past producing Cluff Lake Mine. The claim covers 2,416 hectares (5,970 acres). The Company granted an option to Alpha Minerals Inc. ("Alpha") (previously ESO Uranium Corp.) to acquire a 50% interest in the property in return for $25,000 cash consideration, 200,000 shares and a $100,000 work commitment. During the fiscal 2009, Alpha met the terms of the option agreement and has a 50% interest in the property.
Pursuant to a Joint Venture Agreement dated July 24, 2008, the Company granted Alpha a further 30% interest in the claim, resulting in the third party having a 80% undivided interest in the property, subject to the delivery of a bankable feasibility study. The Company will retain a carried interest until the feasibility study is delivered, at which time the Company will have the choice to take on a 20% participating interest in a new company to operate the production facility or take on a 2% gross overriding royalty for all uranium mineral products and a 2% net smelter returns royalty for all other metals.

Alpha completed and released the results of a 3,287 meter drill program in 31 holes in the Donna zone at the Middle Lake property during the 2014 fiscal year. It was also announced that ten holes showed elevated radioactivity and strong alteration. The Alpha team considers the first phase of drilling to have been an encouraging first step towards locating shallow mineralization that may be associated with a source area of the historical Donna boulder field located down-ice to the southwest. Further information regarding the results of the winter drill program can be found in the Company's press release dated April 1, 2014.

Alpha announced a winter program at Middle Lake during the current quarter. Alpha commenced the 17 hole program in February 2015. A total of 1,850 meters were drilled in total. No significant radioactivity was intersected during the drill program.

Alpha will return all the Company's interest in any of the claims upon a decision by Alpha to terminate work thereon. The 2008 Joint Venture Agreement remains in good standing.

FINANCIAL SUMMARY

During the three month period ended September 30, 2017, the Company was active investigating various mineral properties for potential acquisition. The Company raised $Nil from private placements and limited expenses to management costs related to property investigation.

The Company spent $Nil on its mineral interests or exploration expenditures during the three months ended September 30, 2017. Other components of the Company's expenses for the three months ended September 30, 2017 included office and miscellaneous expenses of $109, consulting fees of $30,000, professional fees of $4,516, and transfer agent and filing fees of $694. There was a net increase in cash and cash equivalents of $1,012 for the three month period ended September 30, 2017.

RESULTS OF OPERATIONS

The net loss for the three month period ended September 30, 2017 was $36,114 compared to a net loss of $21,561 for the same period in the prior year, reflecting an increase in net loss of $14,553. Consulting fees increased during the year by $26,250 due to the transition of officers and a new board of directors as they have been actively revitalizing the Company including raising capital and developing plans for acquisition of new exploration properties. Office and miscellaneous decreased by $6,333 as a result of lower office rent expenditures and professional fees decreased by $5,628 as a result of the specific advice related to issuance of an in specie dividend and transition of the Company's officers and directors. A loss on the write down of salvaged office equipment resulted in a loss of $795 in the first quarter 2018.

SUMMARY OF QUARTERLY RESULTS

The following table sets forth a comparison of revenues and earnings for the previous eight quarters ending with September 30, 2017. Financial information is presented in Canadian dollars and is prepared in accordance with IFRS.

	Sept 30, 2017	Jun 30, 2017	Mar 31, 2017	Dec 31, 2016	Sept 30, 2016	Jun 30, 2016	Mar 31, 2016	Dec 31, 2015
Net income (loss)	(36,114)	(64,966)	4,913	104,202	(21,561)	(34,645)	(32,511)	(24,410)
Net income (loss) per share (Basic and diluted)	0.002	0.004	0.000	0.007	(0.001)	(0.003)	(0.003)	(0.002)

Discussion

The Company is an exploration company without revenues

The operating results of junior exploration companies are capable of demonstrating wide variations from period to period due to variances in exploration expenditures and write-downs of mineral properties. Other than the descriptions regarding administrative costs already discussed, management of Affinity Metals does not believe that meaningful information about the Company's operations can be derived from an analysis of quarterly fluctuations in any more detail than presented herein.

The Company's significant accounting policies are set out in Note 2 of the unaudited condensed interim financial statements for the three month period ended September 30, 2017. Only new or changes to significant accounting policies are included. A complete list of significant accounting policies can be found in the annual audited financial statements for the year ended June 30, 2017. All financial amounts are in Canadian dollars.

The condensed interim unaudited financial statements for the three month period ending September 30, 2017 have been prepared on a going concern assumption which contemplates the Company will continue in operation and realize its assets and discharge its liabilities in the normal course of operations as disclosed in Note 1 of the condensed unaudited interim financial statements.

LIQUIDITY AND CAPITAL RESOURCES

At September 30, 2017, the Company held cash in the amount of $30,401 compared to $29,389 at June 30, 2017. Accounts payable and accrued liabilities of $41,911 are comprised of normal trade payables for ongoing operations and accrued liabilities.

The Company has insufficient cash to continue funding its current property maintenance and administrative costs for the remainder of the next two fiscal quarters. The Company will need to raise further funds should it decide to undertake future exploration programs and/or acquire additional exploration assets.

The Company periodically seeks additional financing through the issuance of equity. While the Company has been successful in raising capital in the past, there can be no assurance it will be able to do so in the future.

The Company has no material debt obligations, other than short-term liabilities incurred in normal activities. The Company has no long-term debt.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements that would potentially affect current or future operations, or the financial condition of the Company.

TRANSACTIONS WITH RELATED PARTIES

The Company incurred the following related party transactions with companies that are controlled by a relative of a director of the Company.

	Three Months Ended	
	September 30, 2017	September 30, 2016
Interest expense – relative of a director of the Company	$ -	$ 25

Key management personnel compensation

	Three Months Ended	
	September 30, 2017	September 30, 2016
Consulting fees - payments made to officers	$ 27,500	$ 3,750

Related party balances

Included in trade payables and accrued liabilities at September 30, 2017 is $30,000 (June 30, 2017 – $Nil) owed to a former officer of the Company for accrued consulting fees.

SUBSEQUENT EVENTS

Private Placement

On November 14, 2017, the Company issued 2,000,000 common shares and granted 1,000,000 warrants in a private placement for proceeds of $200,000. Each full warrant granted may be exercised for one additional common share at a price of $0.15 for a period of 12 months from the closing date of the placement.

Options Granted

On November 14, 2017, the Company issued 425,000 incentive options at a price of $0.06 under the Company’s incentive stock option plan to certain directors and officers. The options will expire on November 13, 2027.

Exploration and evaluation property acquisition

On November 21, 2017, the Company entered into a four year option agreement to acquire a 100% interest in the Regal Polymetallic Project located in British Columbia. Terms and payments under the agreement can be found in the Company's press release on SEDAR dated November 21, 2017.

PROPOSED TRANSACTIONS

The Company does not currently have any proposed transactions approved by the Board of Directors. All current transactions are fully disclosed in the condensed unaudited interim financial statements for the three months ended September 30, 2017.

ACCOUNTING POLICIES

Basis of preparation

A complete list of significant accounting policies can be found in Note 2 of the audited annual financial statements for the year ended June 30, 2017. The condensed financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The condensed financial statements are presented in Canadian dollars unless otherwise noted.

RISKS AND UNCERTAINTIES

Resource exploration is a speculative business and involves a high degree of risk. There is no certainty that the expenditures made by the Company in the exploration of properties will result in discoveries of commercial quantities of minerals. Exploration for mineral deposits involves risks which even a combination of professional evaluation and management experience may not eliminate. Significant expenditures are required to locate and estimate ore reserves, and further the development of a property. Capital expenditures to bring a property to a commercial production stage are also significant. There is no assurance the Company has, or will have, commercially viable ore bodies. There is no assurance that the Company will be able to arrange sufficient financing to bring ore bodies into production. The following are some of the risks to the Company, recognizing that it may be exposed to other additional risks from time to time

- Limited business history of the Company, including lack of revenues and no assurance of profitability
- Dependence on key management personnel
- Reliance on availability and performance of independent contractors
- Challenges by other unknown parties to property title
- Environmental issues
- Federal and provincial political risk
- Commodity price risk
- Financial markets

The Company is diligent in minimizing exposure to business risk, but by the nature of its activities and size, will always have some risk. These risks are not always quantifiable due to their uncertain nature. 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 on forward-looking statements.

OUTSTANDING SHARE CAPITAL

At November 29, 2017, the Company had the following number of securities outstanding:

Securities	Number	Exercise Price	Expiry Date
Common shares issued and outstanding	20,776,435	N/A	N/A
Warrants	2,000,000	0.075	April 26, 2019
Warrants	1,000,000	0.15	November 15, 2018
Share purchase options	1,670,000	0.05	March 6, 2027
Share purchase options	425,000	0.06	November 15, 2027
Fully diluted share Capital	24,446,435	N/A	N/A

ADDITIONAL INFORMATION

Additional information relating to the Company's news releases and filings can be found on the SEDAR website: www.sedar.com.

DISCLOSURE BY VENTURE ISSUER WITHOUT SIGNIFICANT REVENUE

An analysis of the material components of the Company's general and administrative expenses is disclosed in the unaudited condensed interim financial statements for the three month period ended September 30, 2017 to which this MD&A relates. An analysis of the material components of the acquisition and deferred exploration costs of the Company's mineral property is disclosed in Note 8 to the unaudited condensed interim financial statements for the year ended September 30, 2017 to which this MD&A relates.

DISCLAIMER

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents provided including but not limited to all documents filed on SEDAR (www.SEDAR.com) No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.