CLEGHORN MINERALS LTD.

(A Capital Pool Company)

Management's Discussion and Analysis for the second quarter ended September 30, 2016.

Introduction

The following Management's Discussion and Analysis ("MD&A") reviews the financial position and results of operations of Cleghorn Minerals Ltd. (the "Company") for the second quarter ended September 30, 2016. It should be read in conjunction with the unaudited financial statements for the period ended September 30, 2016 and audited financial statements for the year ended March 31, 2016 and notes thereto, which were prepared in accordance with International Financial Reporting Standards ("IFRS"). All currency amounts herein are expressed in Canadian Dollars unless otherwise indicated.

Information related to the Company may also be found on www.sedar.com.

The following information is prepared as at November 22, 2016.

Forward-Looking Statements

Certain statements and information related to the Company's business contained in this MD&A are of a forward-looking nature. They are based on opinions, assumptions or estimates made by Company's management or on opinions, assumptions or estimates made available to or provided to and accepted by Company's management. Such statements and information are reflecting management's current views and expectations of future events or results and are subject to a variety of risks and uncertainties that are beyond management control. The readers are cautioned that these risks and uncertainties could cause actual events or results to significantly differ from those expressed, expected or implied and should therefore not relied on any forward-looking statements.

Company Overview, Overall Performance and Nature of Business

The Company was incorporated on February 16, 2010, pursuant to the provisions of the Business Corporations Act of British Columbia as a Capital Pool Company ("CPC") as defined in Policy 2.4 of the TSX Venture Exchange ("Exchange"). The Company's head office is located at 152 Chemin de la Mine École in Val-d'Or, Québec, J9P 7B6, Canada.

In March and May 2010, the Company's four founding directors subscribed for an aggregate of 3,200,000 common shares (the "Seed Shares") at $0.10 per share for gross proceeds of $320,000 (2,200,000 shares for gross proceeds of $220,000 on March 31, 2010 and 1,000,000 shares for gross proceeds of $100,000 on May 17, 2010), of which 1,600,000 Seed Shares have been cancelled as more particularly described below. On November 10, 2010 the Company closed its initial public offering consisting of 2,800,500 common shares at a price of $0.20 per share for gross proceeds of $560,100. Trading on the Exchange commenced on November 16, 2010.

Before August 18, 2016, the Company's principal business activity as a CPC was to evaluate businesses and assets with a view to completing a qualifying transaction ("Qualifying Transaction") in accordance with Exchange Policy 2.4. The Company was not allow to carry on any other business. On August 18, 2018 the Company completed its Qualifying Transaction by acquiring the Meech Lake Matachewan Prospect and closing a $846,602 financing. See "Qualifying Transaction" below.
The Company is now trading on the TSX Venture Exchange under the symbol "JZZ".

Qualifying Transaction

Meech Lake Matachewan Prospect

On January 5, 2015, the Company entered into a Mineral Claim Purchase Agreement, as amended and restated on April 1, 2015 and further amended and restated on May 14, 2015 and amended as of September 22, 2015 and further amended as of December 22, 2015, with 2973090 Canada Inc. (the "Vendor") to acquire a 100% undivided interest in the Meech Lake Matachewan Prospect. The Meech Lake Matachewan Prospect consists of three (3) mining claims situated in the Argyle, McNeil and Robertson Townships, approximately 25 Km Northwest of Matachewan, in Northeastern Ontario.

On August 18, 2016, the Company announced that it had completed the acquisition of the Meech Lake Matachewan Prospect, which serves as the Company's Qualifying Transaction in accordance with Exchange Policy 2.4. The acquisition of the Meech Lake Matachewan Prospect is a non-arm's length transaction that received shareholders' approval on June 25, 2015.

In connection with the acquisition, the Company paid to the Vendor $5,000 (representing staking fees with respect to the property), issued an aggregate of 7,888,928 common shares in payment at a deemed price of $0.05 a share and granted the Vendor a 3% net smelter royalty ("NSR") on the property . The common shares issued in payment for the acquisition are subject to escrow restrictions in accordance with the policies of the Exchange.

The Company also announced that it had completed a non-brokered private placement offering for gross proceeds of $846,602 as follows:

The Company issued 3,263,350 flow-through units (the "FT Units") at a per FT Unit price of $0.12 for gross proceeds of $391,602, each FT Unit consisting of one common share in the capital of the Company issued on a flow-through basis under the Canada Income Tax Act and one-half of one non-transferable non-flow-through common share purchase warrant, each whole warrant entitling the holder to purchase one non-flow-through common share in the capital of the Company at a per share price of $0.15 until February 18, 2018.

The Company issued 4,550,000 units (the "Units") at a per Unit price of $0.10 for gross proceeds of $455,000, each Unit consisting of one non-flow-through common share in the capital of the Company and one non-transferable common share purchase warrant, entitling the holder to purchase one common share in the capital of the Company at a per share price of $0.12 until February 18, 2018.

In connection with the above described financing, the Company paid finder's fees to various arms' length parties of an aggregate of $48,434.16 in cash and issued an aggregate of 155,840 common shares in lieu of cash fees at a deemed per share price of $0.10, plus an aggregate of 602,200 non-transferable warrants (the "Finder Warrants"). Each Finder Warrant will entitle the holder to purchase one common share in the capital of the Company at a per share price of $0.12 until February 18, 2018.

For additional information on this transaction and the property being acquired, refer to the Information Circular prepared by the Company's management for the June 25, 2015 shareholder meeting and to the Technical Report on the Meech Lake Matachewan Prospect that are available for viewing through the Internet at the SEDAR website (www.sedar.com) under the Company's issuer profile.

Non-arm's length transaction

The Vendor is a privately held mineral exploration company wholly-owned and controlled by Glenn J. Mullan, who is also the president, CEO, secretary and a director of the Company. In addition, in the case of a successful closing of the transaction, other directors of the Company would receive some of the shares to be issued by the Company as payment for the property.

Total amounts spent to date to investigate and identify potential Qualifying Transactions

The amounts spent by the Company towards identifying and completing potential Qualifying Transactions, are shown in the following tables. Preliminary investigation and identification of potential Qualifying Transactions were performed by the officers and directors of the Company who do not receive any remuneration. Technical consultants are hired for more in-depth analysis of potential projects.

Table 1. Total amounts spent to date towards identifying and completing potential Qualifying Transaction by project:

	Cumulative to March 31, 2015 $	Year ended March 31, 2016 $	Current period as of the date of this report (1) $	Cumulative Amount $
Meech Lake Matachewan	96,437	73,372	97,787	267,596
Hematite Lake	192,031	(8,663)	-	183,368
Other projects	3,096	-	-	3,096
Total	291,564	64,709	97,787	454,060

Table 2. Total amount spent to date towards identifying and completing potential Qualifying Transaction by period:

	Cumulative to March 31, 2015 $	Year ended March 31, 2016 $	Current period as of the date of this report (1) $	Cumulative Amount $
Non refundable deposits	50,000	-	-	50,000
Legal fees	55,916	61,932	38,960	156,808
Technical consultants	80,755	-	-	80,755
Other expenses	26,432	11,440	58,827	96,699
Airborne and ground survey	146,967	-	-	146,967
Tax and mining credits on exploration expenses	(68,506)	(8,663)	-	(77,169)
Total	291,564	64,709	97,787	454,060

(1) Current period expenditures include the cash costs related to the financing which was a prerequisite condition to completing the Qualifying Transaction on August 18, 2016.

Discussion of Operations for the Second Quarter ended September 30, 2016.

During the six month period ended September 30, 2016, the Company incurred a loss of $49,757, compared to a loss of $97,804 in the six months ended September 30, 2015. Expenses incurred to identify potential Qualifying Transactions amounted to $13,789 of the current period, compared to $61,865 for the corresponding period ended on September 30, 2015. The current expenses are detailed in the Qualifying Transaction section above. The current loss also includes

professional fees of $35,269, which are made of audit, tax and accounting fees of $11,976, legal fees of $8,920 and expenses related to regulatory and transfer agent fees of $14,373.
Expenses of $83,998 representing finders fees related to the financing were incurred to complete the Qualifying Transaction but were included in issuance costs and added to the deficit.

Review and Summary of Quarterly Results

The table below presents selected quarterly information for the last eight quarters. For all these periods the only significant expense categories, which accounts for over 90% of the income or losses reported are the expenses related to potential Qualifying Transactions and professional fees. Professional fees are comprised of audit, accounting, tax and legal fees as well as regulatory and transfer agent costs. Professional fees paid to technical consultants hired to evaluate potential Qualifying Transactions or related to Qualifying Transactions, are included in the expenses related to potential Qualifying Transactions.

The details of the amounts spent by the Company to evaluate potential Qualifying Transactions are presented in two tables under the section "Qualifying Transaction" of this report.

	Quarters ended on							
	Dec 31, 2014	Mar 31, 2015	Jun 30, 2015	Sep 30, 2015	Dec 31, 2015	Mar 31, 2016	Jun 30, 2016	Sep 30, 2016
Total Revenues	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Net income (loss)	$ (31,237)	$ 25,802	$ (91,987)	$ (5,817)	$ (3,875)	$ (3,398)	$ (16,567)	$ (33,190)
Net income (loss) per share, basic and diluted	$ (0.011)	$ 0.009	$ (0.033)	$ (0.002)	$ (0.001)	$ (0.002)	$ (0.010)	$ (0.003)
Major expense (income) categories								
Office expenses	$ 169	$ -	$ 629	$ 85	$ -	$ -	$ -	$ 613
Professional fees	$ 13,698	$ (3,507)	$ 22,886	$ 11,630	$ 2,342	$ 2,309	$ 15,461	$ 19,808
Related to Qualifying Transaction	$ 16,015	$ (20,563)	$ 67,785	$ (5,920)	$ 1,514	$ 1,330	$ 1,048	$ 12,741

Liquidity and Capital Resources

As at September 30, 2016, the Company had cash of $835,785 and working capital of $831,754 compared to cash of $56,256 and working capital of $125,192 as at March 31, 2016. Improvement in the cash situation of the Company is resulting from the non-brokered private placement closed on August 18, 2016. In addition, the Company collected the full amount of the $68,309 receivables it was showing on March 31, 2016.

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and to maintain a flexible capital structure. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions. In order to maintain or adjust the capital structure, the Company may issue new shares to improve its financial performance and flexibility. The Company's capital is composed of its shareholders' equity. The Company is not subject to any externally imposed capital requirements. The Company does not pay any dividends.

As at September 30, 2016, the shareholders' equity amounted to $1,019,782 compared to $125,192 as at March 31, 2016, the increase is resulting from the shares issued to acquire the Meech Lake Matachewan Prospect and the non-brokered private placement realized.

The Company's investment policy is to keep its cash treasury on deposit (cash and short term deposits) in a Canadian chartered bank account.

Off Balance Sheet Arrangements

The Company has no off balance sheet arrangements as at September 30, 2016, or as at the date of this report.

Commitments and Proposed Transactions

As at September 30, 2016, and as at the date of this report, the Company did not have any commitments outstanding and has no other proposed transactions that would materially affect its performance or its operation.

Related Party Transactions

The acquisition of the Meech Lake Matachewan Prospect constitutes a related party transaction. The Vendor, 2973090 Canada Inc. is a privately held mineral exploration company wholly-owned and controlled by Glenn J. Mullan, who is also the president and CEO of the Company. In addition, pursuant to the acquisition agreement, other relatives of Mr. Mullan and some directors of the Company and consultants are to receive some of the shares issued by the Company in payment of the property. Two directors of the Company, including Mr Mullan, participated in the private placement for a total investment of $35,000.

The Company had total receivables from related parties of $68,309, being $55,554 from the Vendor, an entity wholly-owned by the Company's President, and $12,755 from a company with common directors. The aggregate $68,309 represented disbursements incurred by the Company on behalf of the Vendor in connection with exploration of the Meech Lake Matachewan Prospect. As at September 30, 2016, both amounts had been received.

On November 2, 2016, the Company granted a total of 1,300,000 incentive stock options to directors, officers and consultants of the Company. The fair value of the stock options granted has been estimated at $81,602.

The Company did not enter into any other related party transactions during the quarter ended September 30, 2016.

Capital Stock, Warrants, Options and Escrowed Shares

Authorized
Unlimited number of common shares, without par value, voting and participating.

Unlimited number of preferred shares, without par value, non-participating. The directors will define the rights, privileges, restrictions and conditions of these shares upon issuance.

The following table outlines the changes in the Company`s equity following the acquisition of the Meech Lake Matachewan Prospect and the non-brokered private placement completed on August 18, 2016;

		Total outstanding		Escrowed as of September 30, 2016
Common shares at March 31, 2016		4,400,500		1,462,500
Issued for:				
Acquisition Meech Lake Matachewan Prospect		7,888,928	(2)	7,888,928
Non-brokered private placement	(1)	7,969,190	(2)	7,969,190
Common shares at September 30, 2016		20,258,618		17,320,618
Preferred Shares		Nil		Nil
Incentive stock options		1,650,000		Nil
Warrants	(3)	6,783,874		Nil

(1) Includes 3,263,350 flow-through shares.
(2) Subject to a statutory hold period until December 19, 2016.
(3) Exercisable at prices of $0.12 (5,152,200) and $0.15 (1,631,675) until February 18, 2018.

Seed Shares and Initial Public Offering

The Company issued 3,200,000 Seed Shares (of which 1,600,000 Seed Shares were cancelled effective February 14, 2013), to the founders of the Company, in consideration of $320,000. The balance of the Seed Shares are subject to an escrow agreement pursuant to which, 10% of the Seed Shares will be released from escrow on the Exchange announcing final acceptance of a Qualifying Transaction. This initial release will be followed, every six months, by an additional release of 15% of the Seed shares. An additional 25,000 common shares, acquired by a director and his close relatives, as part of the 2,800,500 common shares issued under the November 10, 2010, initial public offering, were deposited in escrow and are subject to the same escrow provisions as the Seed Shares. As of September 30, 2016, the Company has a total of 1,462,500 common shares in escrow.

Acquisition of Meech Lake Matachewan Prospect

On August 18, 2016, the Company completed the acquisition of the Meech Lake Matachewan Prospect, and pursuant to the acquisition agreement issued an aggregate of 7,888,928 common shares in payment at a deemed price of $0.05 a share. The common shares issued in payment for the acquisition are subject to escrow restrictions in accordance with the policies of the Exchange.

Non-Brokered Private Placement

Concurrently to the acquisition of the Meech Lake Matachewan Prospect, the Company completed a non-brokered private placement offering for gross proceeds of $846,602 of which the particulars are as follows:

a) The Company issued 3,263,350 flow-through units (the "FT Units") at a per FT Unit price of $0.12 for gross proceeds of $391,602, each FT Unit consisting of one common share in the capital of the Company issued on a flow-through basis under the Canada Income Tax Act and one-half of one non-transferable non-flow-through common share purchase warrant, each whole warrant entitling the holder to purchase one non-flow-through common share in the capital of the Company at a per share price of $0.15 until February 18, 2018.

b) The Company issued 4,550,000 units (the "Units") at a per Unit price of $0.10 for gross proceeds of $455,000, each Unit consisting of one non-flow-through common share in the capital of the Company and one non-transferable common share purchase warrant, entitling the holder to purchase one common share in the capital of the Company at a per share price of $0.12 until February 18, 2018. The Company has estimated the fair value of the future obligation related to the flow-through shares at $212,704.

c) In connection with the private placement, the Company paid finder's fees to various arms' length parties of an aggregate of $48,434 in cash and issued an aggregate of 155,840 common shares in lieu of cash fees at a deemed per share price of $0.10, plus an aggregate of 602,200 non-transferable warrants (the "Finder Warrants"). Each Finder Warrant will entitle the holder to purchase one common share in the capital of the Company at a per share price of $0.12 until February 18, 2018.

The shares issued in connection with the private placement are subject to a four months statutory holding period, which will end on December 19, 2016.

Incentive Stock Options

The Company has adopted a stock option plan in accordance with the policies of the Exchange pursuant to which it has granted options to purchase common shares to directors, officers and technical consultants. The options will be exercisable at the price set by the board of directors and for a period of up to ten years from the date of grant. The Company has entered into stock option agreements with its directors at the completion of the initial offering granting them options to acquire 475,000 shares (of which 125,000 options have expired in accordance with their terms), exercisable at $0.20 per share until November 16, 2020.

On November 2, 2016, the Company granted a total of 1,300,000 incentive stock options to directors, officers and consultants. These incentive stock options allow their holders to purchase a total of 1,300,000 common shares of the Company at a per share price of $0.12 until November 2, 2018. The fair value of the stock options granted has been estimated using the Black-Scholes option-pricing model at $81,602.

The following incentive stock options are currently outstanding:

Issue Date	Expiry Date	Options Outstanding	Options Exercisable	Exercise Price
November 16, 2010	November 16, 2020	350,000	350,000	$ 0.20
November 2, 2016	November 2, 2018	1,300,000	1,300,000	$ 0.12
		1,650,000	1,650,000	

Financial Instruments

The Company's financial instruments consist of cash, term deposit, accounts receivable and accounts payable and accrued liabilities. The Company's management manages financial risks. The Company does not enter into financial instrument agreements including derivative financial instruments for speculative purposes. The Company's main financial risk exposure and its financial risk management policies are as follows:

Credit risk

Credit risk relates to the risk that one party to a financial instrument will not fulfill some or all of its obligations, thereby causing the Company to sustain a financial loss. The main risk related to credit risk is through cash, term deposit and receivables. The risk associated with cash is low; treasury being managed by dealing with one reputable financial institution. Receivables are from related companies and the risks associated are considered to be limited.

Liquidity risk

Liquidity risk management serves to maintain a sufficient amount of cash and cash equivalents and to ensure that the Company has financing sources such as bank loans for a sufficient authorized amount. The Company establishes budget and cash estimates to ensure it has the necessary funds to fulfill its obligations. Accounts payable and accrued liabilities are due within less than 90 days. The fair value of these financial instruments approximates their carrying value given their short-term maturity date.

It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

CRITICAL RISKS INHERENT TO THE COMPANY'S BUSINESS

- **Investment of Speculative Nature**

Investing in the Company, at this early stage of its development, is of a highly speculative nature.

- **Nature of Mineral Exploration and Mining**

There is no known mineral resource on the Company's properties. Mineral exploration and development involves a high degree of risk, requires substantial expenditures and few properties that are explored are ultimately developed into producing mines.

- **Exploration and Development Risks**

Resource exploration and development is a speculative business, involving considerable financial and technical risks, including the failure to discover mineral deposits, market fluctuations and government regulations, which are beyond the control of the Company.

- **Additional Financing**

Future exploration and development activities will require additional equity and debt financing. Failure to obtain such additional financing could result in delay or indefinite postponement of exploration and development of the property interests of the Company.

- **Stress in the Global Economy and Financial Condition**

The adverse effects on the capital markets generally make the raising of capital by equity or debt financing much more difficult and the Company is dependent upon the capital markets to raise financing.

- **Permits and Licenses**

There can be no assurances that the Company will be able to obtain all necessary licenses and permits required to carry out exploration, development and mining operations for its proposed projects.

- **Competition**

The mineral exploration and mining business is competitive in all of its phases. There is no assurance that the Company will be able to compete successfully with the competition in acquiring suitable properties or prospects for mineral exploration.

- **No Assurance of Title to Property**

The Company's claims may be subject to prior unregistered agreements or transfers or third party and native land claims and title may be affected by undetected defects.

- **Dependence on Key Individuals**

The Company is dependent on a relatively small number of key personnel, the loss of any one of whom could have an adverse effect on the Company.

- **Environmental Risks for Current and Past Activities and other Regulatory Requirements**

The Company may be liable for environmental contamination and natural resource damages relating to properties that it currently owns, operates or have an interest in, or at which environmental contamination occurred while or before it owned, operated or acquired an interest in the properties. No assurance can be given that potential liabilities for such contamination or damages caused by past activities at these properties do not exist.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company.

- **Political Regulatory Risks**

Any changes in government policy may result in changes to laws affecting the Company's ability to undertake exploration and development activities in respect of present and future properties.

- **Conflicts of Interest**

The directors and officers of the Company are also directors and officers of other companies, some of which are in the same business as the Company. This situation may result in conflicting legal obligations which may expose the Company to liability to others and impair its ability to achieve its business objectives.

- **Insurance**

The Company will remain at risk and will be potentially subject to liability for hazards associated with mineral exploration which it cannot insure against or which it has elected not to insure against because of premium costs or other reasons.

- **Influence of Third Party Stakeholders**

Claims by third parties on the lands in which the Company hold interests, or the exploration equipment and road or other means of access which the Company intend to utilize in carrying out work programs or general exploration mandates, even if not meritorious, may create delays resulting in significant financial loss and loss of opportunity for the Company.

- **Fluctuation in Market Value of Shares**

The market price of a publicly-traded stock is affected by many variables not directly related to the corporate performance of the entity. The future effect of these and other factors on the market price of Company's shares on the Exchange cannot be predicted.

Additional Information

Additional information relating to Cleghorn Minerals Ltd. is available for viewing through the Internet under the Company's issuer profile on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) website at www.sedar.com.