CASSIUS VENTURES LTD.

Management Discussion and Analysis
For the Six Months Ended April 30, 2015

The MD&A of Cassius Ventures Ltd. (the "Company") has been prepared by management in respect of the three and six months ended April 30, 2015, and should be read in conjunction with the condensed interim consolidated financial statements as of April 30, 2015 and related notes thereto of the Company. The Company reports its financial statements in accordance with International Financial Reporting Standards ("IFRS"). All figures are reported in Canadian dollars unless otherwise indicated.

Certain information included in this discussion may constitute forward looking statements. Forward looking statements are based on current expectations and entail various risks and uncertainties. These risks and uncertainties could cause or contribute to actual results that are materially different from those expressed or implied. The effective date of this report is June 25, 2015.

Description of Business

The Company was incorporated on February 23, 2007 by Certificate of Incorporation issued pursuant to the provisions of the Business Corporations Act of British Columbia under the name "Cassius Ventures Ltd.". The Company currently trades on the TSX Venture Exchange under the trading symbol "CZ".

The Company was previously focused on mineral exploration of its its two main project areas in Nicaragua: Nueva Segovia and León, held by Fortress de Nicaragua S.A. ("Fortress"), a private Nicaraguan company, which is the legal and beneficial owner of sixteen exploration concessions with a total area of approximately 137,000 hectares. In June 2013, the Company provided an application to the Nicaraguan Ministry of Mines ("MEM" or "Ministry") to reduce its landholdings by 66,093 hectares. In April 2015, the Company completed the sale of Fortress to an arm's length Nicaraguan party, as detailed below.

The Company continues its pursuit of a viable property of merit in conjunction with a financing to support the exploration or development of such a property.

Disposition of Nicaraguan Gold Properties held by Fortress

The Company had been engaged in discussions with the MEM since August 2012 in respect of negotiating concession rents owing in respect of both the relinquished landholdings and the Company's retained landholdings in Nicaragua in light of increasing claim rental rates in a period where the Company was unable to meaningfully advance the properties given the current industry and capital market environment.

So long as the concessions remained outstanding or a revised arrangement was not agreed, the Ministry may have chosen, at its discretion, to forfeit the concessions held by the Company or pursue other remedies including legal steps against Fortress, for the amounts outstanding. The risk of legal proceedings commencing against the Company posed a significant risk as to the future operability of the Company.

After repeated attempts to reach a reasonable outcome for the Company and after much deliberation, the Company was not successful in restructuring the terms of the concessions. It was determined that the best path forward for the interests of the Company and its shareholders was to sell Fortress.

As a result, in February, 2015, the Company executed a share sale agreement in respect of the sale of Fortress to an arms-length Nicaraguan party (the "Purchaser") for a nominal amount of consideration. Under the terms of the share sale agreement, the Purchaser will assume all assets and liabilities of

Fortress. The Company recorded an impairment charge to all capitalized costs in respect of the Nicaraguan gold properties borne by Fortress as at October 31, 2014.

On April 7, 2015, the company received shareholder approval of the sale of Fortress and on April 8, 2015, the Company received final regulatory approval, which completed the sale of Fortress. Upon closing the sale of Fortress, the Company wrote off all remaining assets and liabilities of Fortress, the majority of which comprised payables due to the Ministry, which the obligation now belongs to the Purchaser. As the majority of Fortress' assets were written off during the year ended October 31, 2014, the Company recognized a gain on the sale of Fortress of $1,506,445 during the three and six months ended April 30, 2015.

The disposition of Fortress, and consequently the related payables associated with Fortress, have vastly improved the working capital deficit balance and therefore, enabled management to carry on seeking a new property of merit, while incurring minimal costs to maintain operations.

Disposition of Nueva Segovia Mining S.A.

In June 2014, Fortress entered into a share sale agreement to dispose of the issued and outstanding shares of Nueva Segovia Mining S.A. ("Nueva Segovia"), a subsidiary of Fortress, to Avaluce S.A. ("Avaluce"), a private Nicaraguan company for a nominal amount of consideration. Under the terms of the share sale agreement, Avaluce have assumed all liabilities of Nueva Segovia totaling $71,267, resulting in a gain of $71,267 in the consolidated statement of loss and comprehensive loss for the year ended October 31, 2014.

Liquidity & Capital Resources

The financial statements have been prepared on a going concern basis, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business.

The Company has yet to generate any revenues from operations and as at April 30, 2015, had an accumulated deficit of $6,362,275 and a working capital deficit of $126,869.

The Company's working capital balance currently limits the Company's ability to fund significant capital expenditures and operations. These conditions, along with other factors indicate the existence of material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern.

The continuation of the Company as a going concern is dependent on securing additional funding through equity or debt financing to (a) settle existing liabilities, (b) locate a property of merit to explore and develop and (c) support corporate overhead. Although management is of the opinion that sufficient working capital will be obtained to meet the Company's liabilities and commitments as they become due, either through the issuance of promissory notes or an equity financing, there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company as market conditions have limited the availability of funds. In the event the Company is unable to arrange necessary financing, the Company may be forced to cease operations.

In the meantime, management have undertaken measures, beyond the sale of Fortress, to mitigate ongoing expenditures, including waiving compensation accrued to management over the last 20 months and reducing other overhead costs as required. Ongoing costs are currently expected to be funded through the issuance of either promissory notes or securities of the Company.

Capital Restructuring

Effective April 23, 2014, the Company completed a consolidation of its common shares on the basis of ten (10) pre-Consolidation common shares for one (1) post-Consolidation common share. As at the effective date of April 23, 2014, the Company had 4,114,848 common shares issued and outstanding.

Subsequent to the consolidation, on September 19, 2014, the Company completed a non-brokered private placement raising gross proceeds of $305,120 by the issuance of 6,102,400 common shares at $0.05 per common share. Proceeds of $162,120 were used to settle certain related party liabilities in a shares for debt transaction with the balance being used for ongoing working capital and development purposes.

Promissory Notes

In February 2015, the Company issued promissory notes totalling $57,000 (October 31, 2014 – $Nil) bearing interest at 7% per annum. The promissory notes are unsecured and payable on demand. Interest incurred on the promissory notes for the three and six months ended April 30, 2015 totalled $742 (three and six months ended April 30, 2014 - $Nil).

Overall Performance

The following discussion of the Company's financial performance is based on the unaudited condensed interim consolidated financial statements for the three and six months ended April 30, 2015.

At April 30, 2015, the Company had total assets of $15,625 (October 31, 2014 - $68,410), including prepaid expenses of $8,967 (October 31, 2014 - $5,685) and cash of $5,427 (October 31, 2014 - $60,995).

The decrease in cash of $55,568 represents the net operating cash outflow for the six months ended April 30, 2015, which includes approximately $36,000 in legal and finder's fees in conjunction with the impending sale of Fortress, as well as approximately $71,000 in settlement of corporate and operating payables from prior periods and $5,600 in other corporate operating activities, partially offset by a total of $57,000 received as financing through the issuance of promissory notes.

The increase in prepaid expenses of $3,282 primarily reflects the premium paid for directors and officers insurance covering the year ending October 2015 as well as prepaid listing fees to the TSX Venture Exchange, partially offset by the amortization of such prepaid expenses.

Shareholders' deficit comprises share capital of $5,968,027 (October 31, 2014 - $5,968,027), contributed surplus of $267,379 (October 31, 2014 - $267,136) and a deficit of $6,362,275 (October 31, 2014 – $7,352,963). The decrease in shareholders' deficit of $990,931 results from the net income for the six months ended April 30, 2015 of $990,688, plus share based payments of $243, representing the incremental fair value recognized from a re-pricing of stock options to directors, officers and consultants to the Company during the period.

The Company has a working capital deficit of $126,869 at April 30, 2015 compared to a working capital deficit of $1,117,800 at October 31, 2014. The decrease in working capital deficit primarily results from the elimination of accrued payables belonging to Fortress that were written off in the period as a results of the sale of Fortress in April 2015.

Segmented Information

The Company operates in one business segment, being the acquisition, exploration and development of mineral properties. After the disposition of Fortress in April 2015, all of the Company's assets are located in Canada. For further information regarding financial position and results based on geographical location, please refer to Note 9 of the unaudited condensed interim consolidated financial statements for the three and six months ended April 30, 2015.

Results of Operations

The following discussion and analysis of the Company's financial results of its operations should be read in conjunction with the Company's consolidated financial statements for the three and six months ended April 30, 2015 and 2014:

Six Months Ended April 30, 2015

During the six months ended April 30, 2015, the Company reported net income of $990,688 (2014: net loss of $173,235). The net income was mainly due to the gain on sale of Fortress of $1,506,445 (2014: $nil) representing the remaining assets and liabilities that were written off from the consolidated statement of Financial Position upon the completion of the sale of Fortress in April 2015. Note that all capitalized acquisition and exploration costs in respect of tenements held by Fortress were written off during the year ended October 31, 2014. This gain was partially offset by $359,248 (2014: $145,346) of exploration expenditures with respect to concession rents attributable to landholdings that were written off on the consolidated statement of financial position in prior years, as well as a foreign exchange loss of $125,042 (2014: $553), representing a depreciation in the Canadian Dollar versus the Nicaraguan Cordoba, specifically in conjunction with the translation of foreign denominated payables before the sale of Fortress. Professional fees of $8,605 (2014: $5,693) comprising audit, tax and legal fees, as well as office and general expenses of $8,042 (2014: $11,514) consisting of insurance, website maintenance, bank fees, rent, and other office expenditures further contributed to the loss.

Three Months Ended April 30, 2015

During the three months ended April 30, 2015, the Company reported net income of $1,399,231 (2014: net loss of $95,584). The net income was mainly due to the gain on sale of Fortress of $1,506,445 (2014: $nil) representing the remaining assets and liabilities that were written off from the consolidated statement of Financial Position upon the completion of the sale of Fortress in April 2015. Note that all capitalized acquisition and exploration costs in respect of tenements held by Fortress were written off during the year ended October 31, 2014. The Company also realized a foreign exchange gain of $45,570 (2014: $27,346), representing a depreciation in the Nicaraguan Cordoba versus the Canadian Dollar, specifically in conjunction with the translation of foreign denominated payables before the sale of Fortress. These gains was partially offset by $134,944 (2014: $94,074) of exploration expenditures with respect to concession rents attributable to landholdings that were written off on the consolidated statement of financial position in prior years. Professional fees of $5,542 (2014: $3,943) comprising audit, tax and legal fees, as well as office and general expenses of $3,139 (2014: $2,157) consisting of insurance, website maintenance, bank fees, rent, and other office expenditures further contributed to the loss.

Since incorporation, the Company has no operating revenues as it is still in the acquisition and exploration stage.

Summary of Quarterly Results

The following table sets forth selected unaudited quarterly financial information for the last eight completed quarters. The data in the table has been presented in conformity with IFRS and is presented in Canadian dollars:

	Q2 2015	Q1 2015	Q4 2014	Q3 2014
Total Revenue (Note 1)	$ -	$ -	$ -	$ -
Net income (loss) for the period	$ 1,399,231	$ (408,543)	$ (4,797,533)	$ 16,388
Basic and diluted earnings (loss) per share	$ 0.14	$ (0.04)	$ (0.78)	$ 0.00

	Q2 2014	Q1 2014	Q4 2013	Q3 2013
Total Revenue (Note 1)	$ -	$ -	$ -	$ -
Net income (loss) for the period	$ (95,584)	$ (77,651)	$ 21,406	$ (671,942)
Basic and diluted earnings (loss) per share	$ (0.02)	$ (0.00)	$ 0.01	$ (0.16)

Note 1 – As the Company has yet to secure a mineral related asset, the Company has no revenue to report during the financial reporting periods noted above.

In Q4 2013, the net loss significantly decreased due to the fact that in the prior quarter, previously capitalized costs related to certain landholdings within the Nueva Segovia, León and Chontales concession areas that were written off to the statement of loss and comprehensive loss as the Company made a submission to the Nicaraguan Ministry of Mines that it is reducing its landholdings by 66,093 hectares. The Company also earned income of $57,607 Q4 2013 from providing services to an affiliated company with directors in common, of which no such income was earned in Q3 2013. Moreover, the Company recorded a reversal of a write-down originally recorded in Q3 2013 of $136,265. In Q1 and Q2 2014, the Company was in a net loss position again as no significant income was earned, and concession rents related to relinquished concessions continued to be recognized in the statement of loss. The net income figure in Q3 2014 is primarily due to a gain from the sale of Nueva Segovia of $71,267 (2013: $Nil). In Q4 2014, the Company realized a significant net loss mainly due to the write-down charge of $4,871,196 representing costs previously capitalized in respect of the Company's Nicaraguan Gold properties held under Fortress given the impending sale of Fortress as announced in February 2015. The net loss in Q1 2015 is reflective of the continued accrual of concession rents for concessions written off for accounting purposes but not yet sold, as well as foreign exchange losses based on translation of foreign denominated payables due to the Ministry. The net income of $1,399,231 in Q2 2015 is primarily due to the gain on sale of Fortress in April 2015, as majority of balances written off from Fortress comprised payables owing to the MEM.

Accounting Standards Issued but Not Yet Applied

IFRS 9 – Financial instruments

In November 2009, the IASB issued IFRS 9 Financial Instruments as the first step in its project to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on an entity's business model and the contractual cash flows of the financial asset. Classification is made at the time the financial asset is initially recognized, namely when the entity becomes a party to the contractual provisions of the instrument. IFRS 9 amends some of the requirements of IFRS 7 Financial Instruments: Disclosures, including added disclosures about investments in equity instruments measured at fair value in OCI, and guidance on the measurement of financial liabilities and derecognition of financial instruments. The required adoption date for IFRS 9 has been deferred from the original adoption date of January 1, 2015 to all annual periods beginning on or after January 1, 2018. The Company has yet to commence assessing the impact of this new standard.

Off Balance Sheet Transactions

There are currently no off balance sheet arrangements which could have a material effect on current or future results of operations, or the financial condition of the Company.

Subsequent Event

On May 29, 2015, the Company granted a total of 250,000 stock options to an officer of the Company with an exercise price of $0.05, expiring on May 29, 2020.

Outstanding Share Data

As at the date of this report, the Company has 10,217,248 common shares issued and outstanding.

As at the date of this report, there were 346,000 stock options outstanding.

Related Party Transactions

a) Key Management Compensation

Key management includes the Company's directors, Chief Executive Officer, and Chief Financial Officer. Compensation awarded to key management for the three and six months ended April 30, 2015 comprised share based payment expense of $243 relating to the incremental fair value attributed to the re-pricing of stock options held by directors and officers. No compensation was awarded to key management for the three and six months ended April 30, 2014.

b) Payments for services by related parties

Up until December 31, 2014, the Company was charged shared lease and overhead, and service costs by Atlantic Gold Corporation ("Atlantic"), a Company with a now former director and officer in common, being Steven Dean and Chris Batalha, respectively. For the three and six months ended April 30, 2015, the Company incurred $1,528 (2014: $1,701 and $6,254 respectively) in shared lease and overhead, and service costs. As at April 30, 2015, the Company owed $28,215 to Atlantic (October 31, 2014: $31,363).

During the three and six months ended April 30, 2015 and 2014, the Company incurred professional fees of $Nil, to Oceanic Iron Ore Corp. ("Oceanic"), a company with a now former director and officer in common, being Steven Dean and Chris Batalha, respectively. As at April 30, 2015, the Company owed $25,813 to Oceanic (October 31, 2014: $25,813).

For the three and six months ended April 30, 2015, the Company incurred accounting fees of $nil (2014: $1,600) to Chris Batalha ("Batalha"), the Chief Financial Officer of the Company. As at April 30, 2015, the Company owed $4,000 to Batalha (October 31, 2014: $4,000).

The amounts due to and from related parties other than those described in Note 8(c) below are non-interest bearing, unsecured and due on demand.

c) Promissory notes with related parties

In February 2015, the Company issued promissory notes totalling $37,000, $18,500 to each of 2 directors of the Company, being John Thomas and Steven Dean, bearing interest at 7% per annum. Mr. Dean resigned as a director of the Company in May 2015. The promissory notes are unsecured and payable on demand. Interest incurred on the promissory notes for the three and six months ended April 30, 2015 totalled $598 (three and six months ended April 30, 2014 - $Nil).

Financial Instruments and Risks

Financial Risk Management

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's financial instruments consist of cash, amounts receivable, accounts payable, accrued liabilities, amounts due to related parties and promissory notes payable.

Cash is designated as held-for-trading and carried at fair value. Amounts receivables are designated as loans and receivables and are measured at amortized cost. Accounts payable, accrued liabilities, amounts due to related parties, and promissory notes are classified as other financial liabilities, which are measured at amortized cost.

Fair Value Measurement

A three-level hierarchy exists for fair value measurements based upon the significance of inputs used in making fair value measurements as follows:

- Level 1 – quoted prices in active markets for identical assets or liabilities.
- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e.: as prices) or indirectly (i.e.: derived from prices).
- Level 3 – inputs for the asset or liability that are not based on observable market data.

At April 30, 2015, cash was categorized as level 1. The fair values of other financial instruments, which include amounts receivable, deposits, accounts payable and accrued liabilities, amounts due to related parties and promissory notes, approximate their carrying values due to the relatively short-term maturity of these instruments.

Financial Instrument Risk Exposure

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes.

Credit Risk

Credit risk arises from the potential for non-performance by counterparties of contractual financial obligations. The Company's exposure to credit risk is on its cash and amounts receivable. The Company's cash is being held with large financial institutions. Amounts receivable are comprised of GST receivables from the Government of Canada. The Company's credit risk is mitigated by maintaining its financial liquid assets with highly reputable counterparties. The maximum exposure to credit risk is equal to the fair value or carrying value of the financial assets noted above.

Foreign Exchange Rate Risk

Up until the sale of Fortress in April 2015, the Company incurred exploration expenditures in US dollars and Nicaraguan Cordobas. The financial risk was the risk to the Company's operations that arises from fluctuations in foreign exchange rates and the degree of volatility of these rates.

Subsequent to the sale of Fortress, the Company incurs expenses Canadian Dollars and is no longer subject to any material level of foreign exchange rate risk.

Interest Rate Risk

As the Company's promissory notes bear a fixed interest rate, the Company is not significantly impacted by interest rate risk.

Liquidity Risk

The Company's cash are invested in business accounts which are available on demand. The Company manages liquidity risk by preparing and maintaining cash forecasts, which illustrate cash spent to date and our cash needs over the short term. As at April 30, 2015, the Company had total current assets of $15,625 (2014: $68,410). Contractual undiscounted cash flow requirements for financial liabilities as at April 30, 2015 and October 31, 2014 are presented below.

April 30, 2015

	Less than 1 year	1 - 3 years	4 - 5 years	Total
Accounts payable and accrued liabilities	$ 26,869	$ -	$ -	$ 26,869
Due to related parties	58,625	-	-	58,625
Promissory notes	57,000	-	-	57,000

October 31, 2014

	Less than 1 year	1 - 3 years	4 - 5 years	Total
Accounts payable and accrued liabilities	$ 1,125,034	$ -	$ -	$1,125,034
Due to related parties	61,176	-	-	61,176

The Company's ability to continue operations in the normal course of business is dependent on several factors, including the ability to secure additional financing, all of which are uncertain. Further information relating to liquidity risk is disclosed in the section entitled "Liquidity and Capital Resources".

Price Risk

The Company is not currently exposed to price risk.

Legal Proceedings

The Company is not involved in any legal proceedings.

Risks and Uncertainties

The Company is in the business of acquiring, exploring and, if warranted, developing and exploiting natural resource properties. Due to the nature of the Company's proposed business, the following risk factors, among others, will apply

Going Concern

The financial statements have been prepared on a going concern basis, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business.

The Company has yet to generate any revenues from operations and as at April 30, 2015, had an accumulated deficit of $6,362,275 and a working capital deficit of $126,869, including $57,000 owing through the issuance of promissory notes, which can be called on demand.

As discussed above, in April, 2015, the Company completed the sale of Fortress and no longer has a property of merit. Despite the fact that the completion of the sale of Fortress has eliminated a substantial amount of liabilities of the Company, the Company's working capital balance and asset profile currently limits the Company's ability to cover its current liabilities or fund future significant capital expenditures and operations. These conditions, along with other factors indicate the existence of material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern.

Although management is of the opinion that sufficient working capital will be obtained to meet the Company's liabilities and commitments as they become due, either through the issuance of promissory notes or an equity financing, there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company as market conditions have limited the availability of funds. In the event the Company is unable to arrange necessary financing, the Company may be forced to cease operations.

Key Personnel

The Company is dependent upon the services of key executives, including the directors of the Company and a small number of highly skilled and experienced executives and personnel. Due to the relatively small size of the Company, the loss of these persons or the inability of the Company to attract and retain additional highly-skilled employees may adversely affect its business and future operations.

Share Price Volatility and Liquidity

Publicly quoted securities are subject to a relatively high degree of price volatility. It may be anticipated that the quoted market for our shares will be subject to market trends generally, notwithstanding any potential success of us in creating sales and revenues. In addition, our shareholders may be unable to sell significant quantities of shares into the public trading markets without a significant reduction in the price of their shares, if at all.

Forward-Looking Statements

This MD&A contains forward-looking information (within the meaning of Canadian securities laws) about the Company and its future plans. Forward-looking information reflects management's expectations or beliefs regarding future events rather than historical facts, and in this MD&A include, without limitation, statements regarding future plans and objectives of the Company. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "scheduled", "believes", or variations of such words and phrases or statements that certain actions, events or results "potentially", "may", "could", "would", "might" or "will" be taken, occur or be achieved. There can be no assurance that forward-looking statements will prove to be accurate, and actual results could differ materially from those expressed or implied by the forward-looking statements. Forward-looking statements are based on certain assumptions that management believes are reasonable at the time they are made. In making the forward-looking statements in this MD&A, the Company has applied several material assumptions, including, but not limited to, the assumption that: (1) the Company's ability to discover minerals in commercially feasible quantities, (2) the Company's ability to raise the necessary financing for ongoing operations and to complete any acquisitions or pursue any planned exploration programs, (3) there being no significant disruptions affecting operations, whether due to labour/supply disruptions, damage to equipment or otherwise; (4) permitting, development, expansion and power supply proceeding on a basis consistent with the Company's current expectations; (5) certain price assumptions for gold; (6) prices for availability of natural gas, fuel oil, electricity, parts and equipment and other key supplies remaining consistent with current levels; (7) the accuracy of current mineral resource work and studies on the Company's property; and (8) labour and material costs increasing on a basis consistent with the Company's current expectations. Important factors that could cause actual results to differ materially from the Company's expectations include, among others, risks related to the ability of the Company to obtain necessary financing and adequate insurance; the economy generally; fluctuations in the currency markets; fluctuations in the spot and forward price of gold or certain other commodities (e.g., diesel fuel and electricity); changes in interest rates; disruption to the credit markets and delays in obtaining financing; the possibility of cost overruns or unanticipated expenses; employee relations. Accordingly, readers are advised not to place undue reliance on forward-looking statements. Except as required under applicable securities legislation, the Company undertakes no obligation to publicly update or revise forward-looking statements, whether as a result of new information, future events or otherwise. Reference to the section entitled "Risks and Uncertainties" immediately preceding this section.

Additional information relating to the Company is available on SEDAR at www.sedar.com.