WESTHAM RESOURCES CORP.

MANAGEMENT DISCUSSION AND ANALYSIS

For the year ended December 31, 2013

INTRODUCTION

Prepared on April 29, 2014 for the year ended December 31, 2013 ("fiscal 2013"), this Management Discussion and Analysis ("MD&A") supplements, but does not form part of the audited financial statements of Westham Resources Corp. (the "Company"). This MD&A should be read in conjunction with the accompanying audited financial statements for the years ended December 31, 2013 and 2012 and the related notes which have been prepared in accordance with International Financial Reporting Standards ("IFRS").

Additional information, including audited financial statements and more detail on specific items discussed in this MD&A can be found on the Company's page at www.sedar.com.

Monetary amounts in the following discussion are in Canadian dollars.

This MD&A contains Forward Looking Information.
Please read the Cautionary Statements on page 3 carefully.

FORWARD-LOOKING INFORMATION

This MD&A contains certain forward-looking information and forward looking statements as defined in applicable securities laws. All statements other than historical fact are forward looking statements.

The statements reflect the current beliefs of the Company, and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors which could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed in or implied by the forward-looking statements. This forward-looking information, principally under the heading "Outlook," but also elsewhere in this document, includes estimates, forecasts, plans and statements as to the Company's current expectations concerning, among other things, continuance as a going concern, collection of receivables, requirements for additional capital, the availability of financing, the company's ability to complete a Qualifying Transaction by the stipulated deadline, and the potential held by projects under consideration for the Qualifying Transaction.

Forward-looking statements are based on a number of assumptions, including, but not limited to, assumptions regarding general business and economic conditions, interest rates, the global and local supply and demand for labour and other project inputs, changes in commodity prices in general, changes to legislation, conditions in financial markets (in particular, the continuing availability of financing), our ability to attract and retain skilled staff, our ability to complete a Qualifying Transaction within the time constraints imposed, and our ongoing relations with governments, our employees and business partners. The foregoing list of assumptions is not exhaustive. Events or circumstances could cause actual results to vary materially from expectations.

Factors that may cause actual results to vary include, but are not limited to: actual experience in collecting receivables, changes in interest and currency exchange rates, acts of foreign governments, delays in the receipt of government approvals or permits to begin work, inaccurate geological and engineering assumptions regarding projects under consideration, unanticipated future operational difficulties (including cost escalation, unavailability of materials and equipment, industrial disturbances or other job action, and unanticipated events related to health, safety and environmental matters), political risk (including the risk that the rights to mine a property which may be obtained as part of the Qualifying Transaction may be rescinded by the government or otherwise lost), actual exploration results (after completing the Qualifying Transaction), social unrest, failure of counterparties to perform their contractual obligations, changes in general economic conditions or conditions in the financial markets and other risk factors as detailed from time to time in the Company's reports and public filings with the Canadian securities administrators, filed on SEDAR. The Company does not assume the obligation to revise or update forward-looking information after the date of this document nor to make revisions to reflect the occurrence of future unanticipated events, except as may be required under applicable securities laws.

BUSINESS OF THE COMPANY

The principal business of the Company is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction as defined by TSX Venture Exchange (the "Exchange") Policy 2.4.

The Company is a reporting issuer in British Columbia, Alberta, and Ontario, and is listed on the Exchange as a "Capital Pool Company". The Company trades under the symbol WHR.P.

OUTLOOK

The Company completed fiscal 2013 with no debt and with working capital[1] of $236,770. The Company is currently identifying and evaluating projects that would qualify to complete a Qualifying Transaction. The Company is also being minimizing its expenditures in order to conserve available cash for the qualifying transaction.

The Company currently has sufficient working capital to meet its contractual obligations to December 31, 2014 and beyond. However, in order to complete a Qualifying Transaction within the limited timeframe permitted, the Company will require substantial additional capital. As a result, the Company's ability to continue as a going concern is dependent upon a number of factors – principally on the Company's ability to create positive cash flow in the medium term by selecting and completing a Qualifying Transaction within the time permitted and by securing the necessary financing to both complete the transaction and to undertake additional investment in that project.

HIGHLIGHTS FOR THE YEAR ENDED DECEMBER 31, 2013

Operational Highlights

The Company has successfully minimized expenditures in 2013, restricting costs solely to those required in order to maintain the listing of a publicly traded company. The Company did not raise any additional capital in 2013.

The Company has continued to evaluate projects with a view to selecting a Qualifying Transaction (as defined in Exchange Policy 2.4 "Capital Pool Companies").

[1] Working capital, a non-GAAP-measure is defined as current assets net of current liabilities.

DISCUSSION OF OPERATIONS AND FINANCIAL CONDITION

Selected Annual Information

The following summary of the Company's selected annual information has been prepared in accordance with IFRS.

	December 31, 2013 $	**December 31, 2012** $	**Period from inception on December 7, 2011 to December 31, 2011** $
Loss from Operations and Net Loss	27,281	22,324	10,000
Basic and Diluted Loss per Share	(0.01)	(0.04)	(0.01)
Total Assets	248,292	270,051	95,000

The net loss consists entirely of expenses, with no offsetting revenue. The Company has endeavoured to keep expenses to a minimum. A discussion of the factors impacting the variation in expenses (and hence in the loss) is included in the following section – *Results of Operations: Year ended December 31, 2013*.

Results of Operations

At present, the Company does not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. As such, the Company has no source of revenue.

Year ended December 31, 2013

The loss for the year ended December 31, 2013 increased to $27,281 from $22,324 for the year ended December 31, 2012. The increased in the loss for the year was due to higher audit and accounting fees as well as increased filing fees, the latter due to being publicly listed for a full year in 2013. The Company was listed on the TSX-Venture exchange on September 24, 2012.

Summary of Quarterly Results

Period	Revenues	Loss from Operations and Net Loss	Basic and Diluted Loss per Share from Operations and Net Loss per Share
December 31, 2013	Nil	$ (7,308)	$ (0.01)
September 30, 2013	Nil	(7,576)	(0.00)
June 30, 2013	Nil	(7,104)	(0.00)
March 31, 2013	Nil	(5,293)	(0.00)
December 31, 2012	Nil	(11,050)	(0.02)
September 30, 2012	Nil	(2,513)	(0.00)
June 30, 2012	Nil	(8,761)	(0.02)
March 31, 2012	Nil	$ Nil	$ (0.00)

The variation in the Company's quarterly net loss over the past four quarters and stub period is largely due to the variation in administrative activity and filing fees in relation to the Company's founding and IPO.

Three months ended December 31, 2013

The quarter ended December 31, 2013 ("Q4-13") reflects the impact of the company's cost containment measures, with quarterly expenditures decreasing from $11,050 in Q4-12 to $7,308 in Q4-13.

An increase in Q4-13 filing fees was offset by office rent costs being reduced to zero in Q4-13. In addition, audit and accounting fees decreased by $2,838 vs. the previous quarter.

There have been no capital expenditures to date.

Liquidity, Capital Resources and Cash Flow Analysis

The Company's primary source of funding has been from the issuance of common shares. Management is concerned about the Company's ability to raise additional funding amid ongoing uncertainty in financial markets, and the prevailing investment climate of risk aversion, particularly in the resource sector.

The Company currently has sufficient working capital to meet its contractual obligations to December 31, 2014 and beyond. However, in order to complete a Qualifying Transaction within the limited timeframe permitted, the Company will require substantial additional capital. As a result, the Company's ability to continue as a going concern is dependent upon a number of factors – principally on the Company's ability to create positive cash flow in the medium term by selecting and completing a Qualifying Transaction within the time permitted and by securing the necessary financing to both complete the transaction and to undertake additional investment in that project.

Financial Instruments

The Company's financial instruments consist of cash, receivables, and accounts payable and accrued liabilities. It is management's opinion that the Company is not exposed to significant interest, currency or credit risk arising from the financial instruments. Credit risk is managed for cash by having a major Canadian bank hold the funds in a chequing account. Credit risk is managed for significant receivables by seeking prompt payment, monitoring the age of receivables, and making follow up inquiries when receivables are not paid in a timely manner. Currency risk is negligible as all funds and payables are denominated in Canadian dollars. The Company does not engage in any hedging activities. Further discussion of these risks is available in the audited financial statements for the year ended December 31, 2013.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Significant components of general and administrative expenses are shown separately on the *Statements of Loss and Comprehensive Loss,* also part of the audited financial statements for the year ended December 31, 2013.

RISK FACTORS

Capital Pool Company / Qualifying Transaction

The Company was only recently incorporated, has not commenced commercial operations and has no assets other than cash and a small receivable relating to refundable sales taxes. It has no history of earnings, and shall not generate earnings nor pay dividends until at least after completion of the Company's Qualifying Transaction;

There can be no assurance that an active and liquid market for the Company's common shares will develop and an investor may find it difficult to resell the Company's common shares;

Until completion of a Qualifying Transaction, the Company is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;

The Company has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Company will be able to identify a suitable Qualifying Transaction;

Even if a proposed Qualifying Transaction is identified, there can be no assurance that the Company will be able to successfully complete the transaction;

Completion of a Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange;

Upon public announcement of a proposed Qualifying Transaction, trading in the common shares of the Company will be halted and will remain halted for an indefinite period of time, typically until certain preliminary reviews have been conducted. The Common Shares of the Company will be reinstated to trading before the Exchange has reviewed the transaction. Reinstatement to trading provides no assurance with respect to the merits of the proposed Qualifying Transaction or the likelihood of the Company completing the proposed Qualifying Transaction;

Trading in the common shares of the Company may be halted at other times for other reasons, including for failure by the Company to submit documents to the Exchange in the time periods required;

The Exchange will generally suspend trading in the Company's Common Shares or delist the Company in the event that the Company fails to complete a Qualifying Transaction within 24 months from the date of listing as a Capital Pool Company on the Exchange;

Neither the Exchange nor any securities regulatory authority passes upon the merits of a proposed Qualifying Transaction;

In the event that management of the Company resides outside of Canada or the Company identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service of notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts;

The Qualifying Transaction may be financed in whole or in part by the issuance of additional securities by the Company and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Company.

Macroeconomic Risk

The Company is currently seeking a Qualifying Transaction in the mining / resource sector, and has not yet identified a specific region area in which it may seek a target property. Irrespective of the location of the asset involved in the Qualifying Transaction, recent impairments and write-downs of major mining projects has led to a significant reduction in “risk appetite” with respect to funding investment into mineral exploration companies in every jurisdiction. If this situation continues, the ability for exploration companies to access capital through traditional means might be significantly diminished. The long term result of lower risk appetite is that projects take longer to develop, or may not be developed at all.

Political Policy Risk

Given the current high level of commodity prices, numerous governments around the world have enacted laws to secure additional benefits from this scenario, an approach recognized as "*Resource Nationalism*." Mechanisms used by governments include increases to royalty rates, corporate tax rates, implementation of "windfall" or "super taxes," and carried or free-carried interests to the benefit of the state. Extreme cases in Venezuela and Argentina have resulted in the nationalization of active mining interests. Such changes are viewed negatively in the investment community and can lead to share price erosion, and difficulty in accessing capital to advance projects.

Exploration Risk

Mineral exploration and development involve a high degree of risk and few projects are ultimately developed into producing mines. There is no assurance that the Company's selected Qualifying Transaction will demonstrate exploration results sufficient to result in the definition of a body of commercial ore. Whether an ore body will be commercially viable depends on a number of factors including the particular attributes of the deposit such as size, grade and proximity to infrastructure, as well as mineral prices and government regulations, including environmental regulations.

Financial Capability and Additional Financing

The Company has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it. Although the Company has been successful in the recent past in financing its initial activities through the issuance of equity securities, there can be no assurance that it will be able to obtain sufficient financing in the future to execute its business plan, particularly with ongoing uncertainty in the global financial markets, and the prevailing investment climate of risk aversion particularly in the resource sector. A discussion of risk factors particular to financial instruments is presented in the audited financial statements for the year ended December 31, 2013.

Commodity Prices

The mineral industry varies with the price of metals. The prices of gold and other commodities have fluctuated widely in recent years and are affected by factors beyond the control of the Company including, but not limited to, international economic and political trends, currency exchange fluctuations, economic inflation and expectations for the level of economic inflation in the consuming economies, interest rates, global and local economic health and trends, speculative activities and changes in the supply of gold due to significant (often sovereign or national) purchases and divestitures, new mine developments, mine closures as well as advances in various production and use technologies of gold. All of these factors will impact the viability of the Company's exploration projects in ways that are impossible to predict with certainty.

Environment

Both the exploration and any production phases of the Company's future operations will be subject to environmental protection regulations in the jurisdictions in which it operates. Globally, environmental legislation is evolving towards stricter standards and enforcement, more stringent environmental impact assessments of new mining projects and increasing liability exposure for companies and their directors and officers. There is no assurance that future environmental regulations will not adversely affect the Company or its future operations.

Financial Instrument Risk

As a result of its use of financial instruments, the Company is subject to credit risk, interest rate risk, currency risk, liquidity risk and other price risk. These risks are considered to be small. These risks are discussed comprehensively in the audited financial statements for the year ended December 31, 2013.

RECENT ACCOUNTING PRONOUNCEMENTS

Adoption of New Standards and Interpretations

The following new standards and interpretations were adopted for the Company's year ended December 31, 2013.

IFRS 7, Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities; amendments will require an entity to disclose information about rights of set-off and related arrangements.

IFRS 10, Consolidated Financial Statements, establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. *IFRS 10* supersedes *IAS 27 "Consolidated and Separate Financial Statements"* and *SIC-12 "Consolidation – Special Purpose Entities."*

IFRS 11, Joint Arrangements, introduces new accounting requirements for joint arrangements, replacing *IAS 31 Interests in Joint Ventures*. The option to apply the proportional consolidation method when accounting for jointly controlled entities is removed. Additionally, *IFRS 11* eliminates jointly controlled assets to now only differentiate between joint operations and joint ventures. A joint operation is a joint arrangement whereby the parties that have joint control have rights to the assets and obligations for the liabilities. A joint venture is a joint arrangement whereby the parties that have joint control have rights to the net assets.

IFRS 12, Disclosure of Interests in Other Entities, establishes disclosure requirements for interests in other entities, such as subsidiaries, joint arrangements, associates, and unconsolidated structured entities. The standard carries forward existing disclosures and also introduces significant additional disclosure that address the nature of, and risks associated with, an entity's interests in other entities.

IFRS 13, Fair Value Measurement, describes and clarifies how to measure fair value.

IAS 1, Presentation of Financial Statements changes the way that items will be grouped as part of Other Comprehensive Income, and includes a requirement to separate items presented in OCI into two groups based on whether or not they may be recycled to profit or loss in the future.

IAS 27, Separate Financial Statements has been modified to remove the portions addressing consolidated financial statements and interests in other entities that will be addressed in IFRS 10, and in IFRS 12.

IAS 28, Investments in Associates and Joint Ventures has been amended to allow the application of the equity method to investments in joint ventures.

Upcoming Changes in Accounting Standards

The following changes to standards are effective as follows:

<u>For the Company's year ended December 31, 2014:</u>

IAS 32, Financial Instruments: Presentation provides further clarity around details relating to the right of set-off and the application of offsetting criteria under certain circumstances.

<u>For the Company's year ended December 31, 2015:</u>

IFRS 7, Financial Instruments: Disclosures was amended to require additional disclosures on transition from IAS 39 and IFRS 9.

<u>For the Company's year ended December 31, 2018:</u>

IFRS 9, Financial Instruments introduces the new requirements for the classification, measurement and de-recognition of financial assets and financial liabilities. Specifically, *IFRS 9* requires all recognized financial assets that are within the scope of *IAS 39 Financial Instruments: Recognition and Measurement* to be subsequently measured at amortized cost or fair value.

The Company is in the process of assessing the impact of the above new accounting pronouncements.

OFF-BALANCE SHEET ARRANGEMENTS

The Company is not a party to any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on the Company's financial condition, changes in financial condition, revenues, expenses, results of operations, liquidity, capital expenditures or capital resources.

TRANSACTIONS WITH RELATED PARTIES

a) Legal services:
   In the year ended December 31, 2013, services valued at $nil (year ended December 31, 2012 - $11,710) were received from Anfield, Sujir, Kennedy, & Durno LLP, a law firm for which one of the directors of the Company is a partner. A portion of these services related to the IPO transaction and so were recorded as share issuance costs.

b) Rent:
   During the year, the Company paid $nil (year ended December 31, 2012 - $5,000) in rent to a company of which a director of the Company is the sole shareholder.

c) Key management personnel:
   Key management personnel are those persons that have the authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management includes executive and non-executive members of the Company's Board of Directors and corporate officers. Other than disclosed above, there were no other transactions with key management personnel during the year ended December 31, 2013, nor during the year ended December 31, 2012.

OUTSTANDING SHARE DATA

The following section updates the Outstanding Share Data provided in the audited financial statements for the year ended December 31, 2013.

Common Shares:	
Shares outstanding at December 31, 2013 and April 29, 2014	5,200,000
Stock Options:	
Options outstanding at December 31, 2013 and April 29, 2014	Nil
Warrants:	
Warrants outstanding at December 31, 2013 and April 29, 2014	140,000

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A.

ADDITIONAL INFORMATION

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