This management's discussion and analysis of Nevada Clean Magnesium Inc. (the "Company") contains analysis of the Company's operational and financial results for the three and six months ended April 30, 2015, and the year ended October 31, 2014. The following should be read in conjunction with the Company's consolidated financial statements for the three and six months ended April 30, 2015, and the year ended October 31, 2014. All figures are in Canadian dollars unless otherwise stated.

**DATE OF REPORT**

June 22, 2015

**JURISDICTION OF INCORPORATION AND CORPORATE NAME**

The Company was incorporated under the *Company Act* (British Columbia) on March 24, 1966 as "Ft. Lauderdale Resources Inc.". The Company changed its name to Amcorp Industries Inc. on July 20, 1990, and to Molycor Gold Corporation on May 17, 1996 and to Nevada Clean Magnesium Inc. on April 16, 2012. The Company is a reporting issuer in the provinces of British Columbia and Alberta. The Company's common shares trade on the TSX Venture Exchange under the symbol "NVM". The Company has one wholly owned subsidiary, Nevada Moray Inc., incorporated in the State of Nevada. Nevada Moray Inc. manages the exploration work on the Company's Nevada properties. The Company's head office is located at #602 – 15216 North Bluff Road, White Rock, British Columbia V4B 0A7.

**HIGHLIGHTS**

In October 2013, the Company entered into an agreement with ScanMag AS ("ScanMag") to form a joint venture whereby the Company will own 60% and ScanMag will own 40% of the Company's Tami-Mosi property. In exchange for this interest, ScanMag will pay the Company $5,000,000 USD in cash ($150,000 USD paid) on or before October 14, 2014 and will issue the Company a 7% equity stake in ScanMag. Further, the Company will issue to ScanMag shares of its common stock equal to 19% of the total issued and outstanding common stock at the time the monies are received, and ScanMag will have the right to appoint one representative to the Company's board of directors. The signing of the agreement was completed on May 9, 2014. On October 28, 2014, ScanMag AS was given an extension to complete the joint venture agreement. Subsequently during that time further discussions ensued between both Parties a new agreement was renegotiated and a Binding Letter of Agreement was signed and announced January 2015 with the following terms:

- $5M USD total contribution from ScanMag to the Company, payable over 4 years, commencing with the first payment of $2,000,000 within 12 months of signing, followed by 36 monthly payments of $83,333 USD;
- 10% pre-financing equity in ScanMag dilutable to 2% undiluted interest;
- Upon receipt of $5M USD total contribution, ScanMag will receive 12% of the Company's common shares;
- The Company and ScanMag will establish a separate technical development company for the purposes of testing of aspects of the magnesium processing proof of concept through to a 50-50 joint venture company to be based in Glomfjord, Norway.
- ScanMag will fund up to $500,000 with an initial $250,000 contribution to the joint venture, after which each party pays its proportional share;
- Both the Company and ScanMag will be entitled to the data and findings developed in the joint venture.

The final joint venture documentation is pending execution and submission to the regulators. The transaction is subject to the approval of the TSX Venture Exchange.

In November 2014 the Company announced that the Company's Board of Directors, after an internal review and analysis, determined that the NI 43-101 Preliminary Economic Assessment of the Tami-Mosi Magnesium Project should be reviewed to consider additional potential project improvements. The original NI 43-101 Preliminary

Economic Assessment was completed on September 15, 2011 and the Board believed that three potential opportunities which could significantly reduce operating costs and increase revenue on the Nevada Clean Tami-Mosi Project had been sufficiently proven and thus should be considered for inclusion in in the amended NI 43-101 report, should the independent engineer and report writer determine the opportunities are available to the Company's operations.

In November 2014, the Company announced a non-brokered private placement to raise gross proceeds of $150,000, which is comprised of 3,000,000 units at a price of $0.05 per unit. Each unit is comprised of one common share and one share purchase warrant which expire in three years. Each warrant entitles the owner to purchase one common share at a price of $0.05 for the first two years and $0.10 for the third year from the date of issuance. In December 2014 a first tranche was closed raising $64,000 and the issuance of 1,280,000 units. In February 2015 a second tranche was closed raising $108,500 and the issuance of 2,170,000 units.

On December 19, 2014, the Company announced that its shareholders approved all special resolutions presented to them at the annual general and special meeting of the Company held on December 19, 2014.

On January 13, 2015, the Company announced it signed a License and Royalty Agreement with its director, James Sever, P. Eng., to use Mr. Sever's unique knowledge and concepts on the Company's Tami Mosi and other properties for the commercial production of magnesium. In consideration for the license, the Company will pay to Mr. Sever a royalty in the amount of USD$0.003 per pound (USD$0.00661 per kilogram) of magnesium produced and sold by the Company where the condenser concept has been utilized and USD$0.0015 per pound of magnesium produced and sold from its properties without using the condenser concept. The initial term of the agreement ends on December 31, 2040, and is renewable.

In March, 2015, the Company announced the appointment of John Wardlow to the Technical Advisory Committee.

## OUTLOOK

The outlook for the Company is positive. The mining and metals investment sector for junior companies looks encouraging, with increased interest from investment firms in well planned and solid projects with a bright economic future. The demand and uses for magnesium continues to expand and there is strong demand for a second producer within the USA. Management has been maintaining a steady growth path for proceeding with the development of the Company's largest asset, being the Tami – Mosi magnesium project located in Nevada, which is being led by a proven, technically focused management team dedicated to taking the magnesium project to full development.

## SUBSEQUENT EVENTS

Subsequent to April 30, 2015, the Company issued a further 1,340,000 units in conjunction with the private placement discussed in note 9b) for gross proceeds of $67,000. The Company also announced the appointments of Barrie Fraser to the Technical Advisory Committee, and James E. Hock, Robin Guss and Frank E. MacKinnon to the Financial Advisory Committee. The Company also announced the addition of Michelle Borromeo as corporate communications consultant, who will receive 300,000 stock options granted at $0.05 exercisable for a period of 5 years, and $4,000 per month for a minimum of 3 months upon the successful completion of a major financing for the prefeasibility study. The Company further announced the granting of 2,550,000 stock options to directors, advisors and consultants, exercisable at $0.05 per share for 5 years.

## MINERAL EXPLORATION PROJECTS

### British Columbia, Canada Mineral Properties

*Windpass and Sweethome Properties, British Columbia*

Both properties are 100% owned and located 50 kilometres northeast of Barriere, BC. The properties consist of seven contiguous mineral leases totalling 389.34 hectares. The Windpass is believed to have produced 34,456 ounces of gold from 102,996 tonnes of milled over six year period from 1933-1939.

The Company has decided to no longer pursue exploration activities on these properties and an impairment has been recognized in the financial statements in the amount of $625,951, bringing the carrying value to $1. Subsequent to April 30, 2015, the Company decided to abandon this property.

*Crowrea/Empress Property, British Columbia.*

The Crowrea Empress property is located near Summerland, British Columbia. The property originally consisted of 27 claims totalling approximately 10,494 hectares, with 2 claims dropped during the year ended October 31, 2012 and one other claim dropped during the year ended October 31, 2013, reducing the property to 24 claims totalling approximately 9,720 hectares.

The Crowrea Project is a mineral rich occurrence within a 650 meter northeast trending dyke zone, potentially extending another 400 meters. The discovery was contained in a trench which returned 0.209% $MoS^2$ over 38 meters. Subsequent drilling returned up to 0.273% $MoS^2$ over 39 meters in holes #95-03-09 and 4.6 meters grading 3.39% $MoS^2$ in Hole # 96-14-56. Diamond drilling entailing 30 holes returned significant values in 14 of the holes up to 10.6 meters grading 0.292% molybdenum. In April 2007, the Company acquired additional property consisting of 82 claim units totalling 1629.8 hectares (4027.5 acres) and adjoins the northwest border of the Crowrea Molybdenum property.

The Company completed drilling program in 2007 – 2008 on the Empress Molybdenum occurrence. The program started with 10 BQTW drill holes being drilled in the central portion of a 730 X 360 meter area for molybdenum (and copper/gold) bearing mineralization. Together the 2007 and spring 2008 program consisted of 19 holes drilled totalling 3,493 meters (11,459 feet). Mineralization observed in core from all 19 holes consists of disseminated and fracture filling molybdenite-pyrite-chalcopyrite associated with secondary alteration of K-feldspar-magnetite-chlorite-biotite-sericite. From the October 14, 2008 news release the program returned significant results one of which included hole # Emp 19-08 assaying 0.18% Mo over 15 meters near surface. The Company contracted Norm Tribe & Associates of Kelowna, B.C. to complete a NI 43-101 resource study on the Empress. The report was announced on January 28, 2009 and the results as follows:

| | **0.02% Mo cut-off** | **0.05% Mo cut-off** |
|---|---|---|
| Indicated | 3,996,155 tonnes @ 0.0605% Mo | 1,703,000 tonnes @ 0.09% Mo |
| Inferred | 3,498,000 tonnes @ 0.0619% Mo | 1,657,498 tonnes @ 0.094% Mo |

This project is a 50/50 joint venture with Goldrea Resources Corp.

**Nevada, USA Mineral Properties**

*Tami-Mosi Property, Nevada*

The Company owns 100% interest in the unpatented mining claims located in the Schell Creek Range, 6.5 miles south-east of the town of Ely. The property consists of 81 unpatented mining claims totalling approximately 677 hectares and 4 quartz unpatented claims totalling approximately 33 hectares, and is subject to a 2% net smelter royalty in favour of the originating vendors.

On August 22, 2007 the Company announced the start of a drill program. The program consists of up to 25 holes, totalling 15,000 feet (4500 meters) in 25 reverse circulation rotary holes to test four target areas along a strike length of more than 3 miles (5000 meters) as identified by the geological mapping, outcrop sampling, a biogeochemical survey and a resistivity/spontaneous potential geophysical surveys. The drilling program tested alluvium-covered extensions of known surface mineralized zones. All assays were received for the program which consisted of 14 reverse circulation holes totalling 8,420 feet (2,567 meters) being drilled into the four identified gold bearing with minimum gold results. However in February 2008, the company announced the discovery of high grade manganese grading 35.2% Mn over 15 feet (4.60 meters) in hole # TM-07-003 during the Phase I drilling program.

An additional nine diamond drill holes were completed in May, 2008. The recognition of magnesium in the assays resulted in the discovery of the potential for magnesium development. The nine holes ranged from 27.5 meters (90 ft) grading 10.5% Mg (17.12% MgO), to 164.63 meters (540 ft) grading 11.4% Mg (18.60% MgO), reporting Mg values over 2,600 meter (8,500 ft) strike length. Most of the drill holes ended in mineralization. The deposit remains open to the north along strike and to depth.

The Company engaged Teck Cominco Global Discovery Labs to analyze a 9.2 meter (30 ft.) section of hole # TM 07-13 from 270 – 300 feet (82.3 m – 91.5 m), for purity of the dolomite. Hole # TM 07-13 averaged 11.4% Mg (18.6% MgO) over 164.4 meters (540 ft.). Results returned a high purity form of dolomite that is virtually identical with the National Bureau of Standards (NBS), Standard 88B.

| **SAMPLE** | **$Si0_2$** | **$Ti0_2$** | **$Al_20_3$** | **$Fe_20_3$** | **Mn0** | **Mg0** | **Ca0** | **$Na_20$** | **$K_20$** | **$P_20_5$** | **Ba** | **L0I** | **Total** |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Hole #TM-07-13 270ft - 300ft | 1.25% | 0.01% | 0.22% | 0.10% | 0.01% | 20.95% | 29.91% | 0.01% | 0.01% | <0.01% | <0.01% | 46.78% | 99.27% |
| NBS "Standard 88B" | 1.15% | 0.02% | 0.35% | 0.30% | 0.07% | 21.14% | 29.79% | 0.01% | 0.03% | 0.01% | <0.01% | 46.93% | 99.80 |

In news release dated July 7, 2009, the Company announced receipt of NI 43-101 updated resource report from Norm Tribe and Associates quoting 236,183,772 tonnes of an inferred resource at a grade of 10.0% Magnesium. The NI 43-101 resource study estimate at 8.0% Magnesium cut-off is summarized as follows:

| **RESOURCE CALCULATIONS FOR TAMI-MOSI** | | | | | | | |
|---|---|---|---|---|---|---|---|
| **SECTION** | **AREA Sq.m.** | **HORIZ. m.** | **VOLUME Cu.m.** | **TONNAGE Tonnes** | | **GRADE % Mg** | **POUNDS Mg.** |
| **1** | **43500N** | **72,450** | **100** | **7,245,000** | **205,75,800** | **12.12** | **5,486,331,312** |
| 2 | 43200N | 78,378 | 100 | 7,837,800 | 22,259,352 | 10.62 | 5,200,675,001 |
| 3 | 43100N | 58,873 | 100 | 5,887,300 | 16,719,932 | 10.16 | 3,737,239,201 |
| **4** | **4300N** | **62,513** | **100** | **6,251,300** | **177,53,692** | **12.22** | **4,772,902,557** |
| 5 | 42700N | 46,354 | 100 | 4,635,400 | 13,164,536 | 10.09 | 2,922,263,701 |
| 6 | 42600N | 64,290 | 100 | 6,429,000 | 18,258,360 | 9.19 | 3,691,475,225 |
| 7 | 42500N | 99,316 | 100 | 9,931,600 | 28,205,744 | 10.5 | 6,515,526,864 |
| 8 | 42000N | 29,483 | 100 | 2,948,300 | 8,373,172 | 10.16 | 1,871,571,405 |
| 9 | 4200N | 65,001 | 100 | 6,500,100 | 18,460,284 | 11.02 | 4,475,511,253 |
| 10 | 41800N | 26,558 | 100 | 2,655,800 | 7,542,472 | 9.74 | 1,616,200,900 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 11 | 41800N | 16,897 | 100 | 1,689,700 | 4,798,748 | 11.38 | 1,201,414,549 |
| 12 | 41300N | 26,491 | 100 | 2,649,100 | 7,523,444 | 9.45 | 1,564,124,008 |
| 13 | 4100N | 37,326 | 100 | 3,732,600 | 10,600,584 | 9.33 | 2,175,875,872 |
| 14 | 40900N | 17,436 | 100 | 1,743,600 | 4,951,824 | 10.21 | 1,112,278,707 |
| 15 | 40900N | 19,400 | 100 | 1,940,000 | 5,509,600 | 9.1 | 1,103,021,920 |
| 16 | 40800N | 35,264 | 100 | 6,526,400 | 10,014,976 | 9.95 | 2,192,278,246 |
| TOTAL POUNDS Mg. | | | | | | | 49,638,690,722 |
| TOTAL TONNES AND GRADE UNDILUTED | | | | | 214,712,520 | 10.51 | |
| WITH 10% DILUTION AT THE LISTED GRADE | | | | | 21,471,252 | 4.89 | 2,309,877,290 |
| **DILUTED TONNAGE AND GRADE** | | | | | **236,183,772** | **10.00** | **51,748,568,012** |

**RESOURCE CALCULATION**

Pounds per 1%/Tonne 22.06

Density 2.84 Tonnes per cubic meter

The Company engaged Hazen Research Inc. as Phase 1 Process Development Study for Exploitation of the Tami Mosi resource. The resource is a premium quality dolomite containing an estimated 236 million tonnes of dolomite.

On September 15, 2010, the Company announced the results of Hazen Research Inc.'s Phase I Process Development Study for Exploitation of the Tami-Mosi Resource. Hazen's work included a review of technical literature for recovering magnesium from dolomite deposits and the work done on the drill core samples from the Tami-Mosi testing its purity. Hazen's initial assessment indicates the high quality dolomite is an ideal basis for the production of magnesium based refractory's, magnesium metal, cement and/or agricultural products. The report outlines potential process routes for production of both high value products and the recovery of magnesium metal and recommends Nevada Clean Magnesium Inc. to develop to a full feasibility for exploiting the resource.

In December 2010, the Company engaged Wardrop, a Tetra Tech Company, to complete a Preliminary Economic Assessment for N1 43-101 magnesium production study. The work included project management, geology, mining, metallurgical processing, environmental considerations, financial analysis, capital and operating cost estimates. In January 2011, the Company retained James Sever and Robert Brown, two renowned experts in magnesium industry, to assist the Company with the completion of the preliminary economic assessment study for the Tami-Mosi magnesium project.

In August 2011, the Company announced an updated block modeling and resource analysis completed by Wardrop Engineering that resulted in an estimated increase of the inferred resource to 412million tonnes of dolomite at an average grade of 12.3% magnesium (Mg), using a 12% Mg cut-off grade, for a contained metal content of 111 billion pounds of Mg. This estimate was included into the NI 43-101 Preliminary Economic Assessment Study for the Tami – Mosi Magnesium Project, dated September 15, 2011. The NI 43-101 compliant Report was filed with the Regulators on SEDAR.

On October 17, 2011 the Company received a paper, from Alpha Omega Engineering Inc. of Spokane Washington, USA, titled "A Discussion Paper for Potential Areas of Improvement within Nevada Clean Magnesium Inc. Tami-

Mosi Magnesium Project and Possible Effects upon Projected Profitability". The Paper identifies eleven potential cost saving areas and increases to revenue streams to the current NI 43-101.

On June 17, 2013, the Company announced the acceptance and publication of a paper titled "Waste Heat Recovery Opportunities in a Magnesium Silicothermic Reduction Plant" by the TMS (The Minerals, Metals and Materials Society). The paper is authored by James Sever P. Eng., President and Director of the Company, who is recognized as a qualified person as defined by NI 43-101. The paper defines and quantifies potential reductions to operating costs and carbon dioxide emissions through energy production, whereby low grade waste heat is recovered during the operation of the proposed vertically integrated Tami-Mosi Magnesium project.

The paper suggests the following:

- Generate 43 MW of electrical energy for use in the Tami-Mosi project;
- Reduce operating costs by $0.17 per lb. Mg ingot; and
- Reduce the carbon footprint by 51 metric ton per hour of operation.

Potential ancillary benefits identified include:

- Generation of water as a co-product will eliminate the need for external water for plant operation;
- Plant productivity improvement through double operating cycles without incurring additional capital need for expansion of the power plant; and
- Facilitation of permitting of the plant and operations.

Waste heat recovery, together with the confirmation of two cycles per day as presented at the 2012 International Magnesium Association (IMA) conference by The RIMA Group, are just two of the items from the opportunities document that could potentially reduce operating costs and increase revenues for the Tami-Mosi Project.

As previously noted, on July 10, 2014, the Company filed an amended 43-101 preliminary economic assessment and technical report of the Tami-Mosi Magnesium Project dated effective September 15, 2011 and amended as of July 4, 2014. As a result of a review by the BCSC, the Company amended the 43-101 technical report as of July 4, 2014 to address the comments raised by the BCSC relating to including an after-tax based-case scenario, providing certificates of only qualified persons for all sections of the report, ensuring that the requirements for the disclosure of historical estimates have been met, ensuring that sections of the report have been updated to provide the specific disclosure required by the BCSC, and ensuring that the section on mineral resources has been revised to provide clarity on what is an inferred resource and what is a mineral reserve. There were no material differences between the mineral resources estimates regarding the Tami-Mosi Magnesium Project set out in the original report and those set out in the amended report.

In November 2014 the company announced that the Company's Board of Directors, after an internal review and analysis, determined that the NI 43-101 Preliminary Economic Assessment of the Tami-Mosi Magnesium Project should be reviewed to consider additional potential project improvements. The original NI 43-101 Preliminary Economic Assessment was completed on September 15, 2011 and the Board believed that three potential opportunities which could significantly reduce operating costs and increase revenue on the Nevada Clean Tami-Mosi Project had been sufficiently proven and thus should be considered for inclusion in in the amended NI 43-101 report, should the independent engineer and report writer determine the opportunities are available to the Company's operations.

On January 13, 2015 the company announced it signed a License and Royalty Agreement with its director, James Sever, P. Eng., to use Mr. Sever's unique knowledge and concepts on the Company's Tami Mosi and other properties for the commercial production of magnesium. In consideration for the license, the Company will pay to Mr. Sever a royalty in the amount of USD$0.003 per pound (USD$0.00661 per kilogram) of magnesium produced and sold by the Company where the condenser concept has been utilized and USD$0.0015 per pound of magnesium produced and sold from its properties without using the condenser concept. The initial term of the agreement ends on December 31, 2040, and is renewable.

*BCS Davis Property, Nevada*

The BCS Davis property is located in Nye County, Nevada, consists of 61 unpatented lode mining claims totalling approximately 510 hectares, is 100% owned by the Company, and is subject to a 2% net smelter royalty in favour of the originating vendors. The property is located in Walker Lane Gold Trend, 5 miles east of past producing Paradise Peak Mine, Nye County, Nevada. The Davis vein has potential 3,000 foot strike length at surface. In June, 2008 the Company began drilling at the Davis Gold Property and completed seven diamond drill HQ core holes totalling 2945 ft. (898 meters) in 2008 returned grades of up to 3.53 grams (0.102 apt Au) over 4.24 meters (13.91 ft.) along a 200-meter strike length. The mineralization is open to the north, to the south and depth.

In June 2, 2009, the Company announced the discovery of three additional large new gold/silver zones that now brings the total to six. These anomalies include the Davis, the Butler 1, The Butler 2, the Central, the Sinter and the Atwood Zones. The zones at the Davis project show potential for high-grade, epithermal gold/silver veins, as well as strata-bound mineralized zones similar to the nearby Paradise Peak Mine (1.46M oz. gold and 38.9M oz. silver) which was active from 1985 to 1995 and being maintained.

The Company is currently seeking potential joint venture partners for the Davis Gold property.

**RESULTS OF OPERATIONS**

The following financial data are derived from our condensed consolidated interim financial statements for three and six months ended April 30, 2015 and 2014.

**Three months ended April 30, 2015 vs April 30, 2014**

The comprehensive gain for the three months ended April 30, 2015 is $250,393, which compares to a comprehensive loss of $222,306 during the same period in 2014. The significant fluctuations in costs are as follows:

*Office and miscellaneous (2015 - $4,826; 2014 - $11,500)*

The decrease in office and miscellaneous primarily reflects management's efforts to decrease costs.

*Professional fees (2015 - $9,606; 2014 - $24,109)*

The decrease in professional fees primarily reflects increased legal fees relating to the Company's agreement with ScanMag in 2014.

*Shareholder communications (2015 - $39,000; 2014 - $85,000)*

The decrease in shareholder communications is the result of the termination of various contracts which were in existence in 2014.

*Transfer agent and filing fees (2015 – $9,171; 2014 - $13,232)*

The decrease in transfer agent and filing fees relates to decreased activity of the Company.

*Travel (2015 – $nil; 2014 - $34,317)*

In 2014, the management travelled due to the negotiation and signing of the ScanMag deal while no such travel has been incurred in 2015.

*Gain on sale of marketable securities (2015 – $nil; 2014 - $34,317) and Realized gain (loss) on marketable securities (2015 - $(1,707); 2014 - $9,828)*

The Company disposed of shares of Pilot Gold for a profit in three months ended April 30, 2014 compared to no such sale in 2015.

*Foreign currency loss on translation of subsidiary (2015 – $100,612; 2014 – $16,998)*

The significant increase in loss on translation of subsidiary relative to the same period in the prior year relates to the strengthening of the US dollar relative to the Canadian dollar.

**Financial Position – April 30, 2015 and October 31, 2014**

Current assets as at April 30, 2015 were $100,733 compared to $67,499 at October 31, 2014. Cash increased due funds raised the issuance of shares.

Exploration and evaluation assets as at April 30, 2015 remained consistent with October 31, 2014. The increase relates to foreign exchange due to the increase of the US dollar relative to the Canadian dollar.

Current liabilities as at April 30, 2015 increased by $66,069 over October 31, 2014 due to the accrual of fees payable to an increase in payable to related parties which represents salaries and fees accrued offset by amounts paid during the quarter, and an increase in trade payables. Provision for flow through share issuances relates to taxes and related obligations for flow through shares issued in prior years. The provision is an estimate of the maximum obligations which may be payable for these flow through share issuances.

The Company recorded an increase in share capital between April 30, 2015 and October 31, 2014 in the amount of $171,000, which relates to the issuance of units in conjunction with the private placement noted above. Additional information on share issuances is contained under "*Liquidity and Capital Resources*".

**Summary of Quarterly Results**

Summarized results for the most recent eight quarters are as follows:

| **Quarters ended:** | **April 30, 2015** | **January 31, 2014** | **October 31, 2014** | **July 31, 2014** |
|---|---|---|---|---|
| **Comprehensive loss** | **$ 250,393** | **$ (117,740)** | **$ (1,451,034)** | **$ 335,492** |
| **Basic and diluted loss per share** | **0.00** | **0.00** | **0.01** | **0.00** |

| Quarters ended: | April 30, 2014 | January 31, 2013 | October 31, 2013 | July 31, 2013 |
|---|---|---|---|---|
| Comprehensive loss | $ 223,306 | $ 774,496 | $ 1,235,569 | $ 52,448 |
| Basic and diluted loss per share | (0.00) | (0.01) | (0.01) | (0.00) |

(Fully diluted loss per share amounts have not been calculated as they would be anti-dilutive.)

## SELECTED ANNUAL FINANCIAL INFORMATION

The financial data presented below for the current and comparative periods was prepared in accordance with IFRS. The functional and reporting currency of the parent has been determined to be Canadian dollars. The functional currency of the subsidiary has been determined to United States dollars.

The selected period information and summary of financial results in this MD&A should be read in conjunction with our annual Consolidated Financial Statements for the year ended October 31, 2013, 2012 and 2011.

| Years Ended: | | October 31, 2014 | | October 31, 2013 | | October 31, 2012 |
|---|---|---|---|---|---|---|
| **Revenues** | **$** | **-** | $ | - | $ | - |
| **Expenses** | | **1,616,672** | | 488,810 | | 523,853 |
| **Other expenses (recovery)** | | **604,648** | | 946,550 | | 529,466 |
| **Net loss** | | **2,221,320** | | 1,435,360 | | 1,053,319 |
| **Comprehensive loss** | | **2,053,027** | | 1,391,492 | | 1,058,952 |
| **Basic and diluted loss per share** | | **(0.01)** | | (0.01) | | (0.01) |
| **Total current assets** | | **67,499** | | 195,332 | | 17,871 |
| **Total assets** | | **2,210,235** | | 2,864,657 | | 3,731,647 |
| **Total current liabilities** | | **1,311,205** | | 1,186,847 | | 964,340 |
| **Total long term liabilities** | | **-** | | - | | - |

### Analysis of mineral property costs

The following shows a breakdown of the Company's capitalized exploration and development costs as at April 30, 2015 and October 31, 2014 by geographic region. No exploration or development costs were incurred during the three and six months ended April 30, 2015. The Tami Mosi property continues to be the primary core property on which the Company is focused.

| | British Columbia, Canada | Nevada, United States | Total |
|---|---|---|---|
| Balance, October 31, 2013 | 871,860 | 1,793,965 | 2,665,825 |
| Acquisition costs | 10,914 | - | 10,914 |
| Exploration costs | - | 106,638 | 106,638 |
| Joint venture payment | - | (161,256) | (161,256) |
| Impairment | (625,951) | - | (625,951) |
| Foreign currency translation | - | 143,065 | 143,065 |
| Balance, October 31, 2014 | $ 256,823 | $ 1,882,412 | $ 2,139,236 |
| **Foreign currency translation** | **-** | **138,180** | **138,180** |
| **Balance, April 30, 2015** | **$ 256,823** | **$ 2,020,592** | **$ 2,277,417** |

### LIQUIDITY AND CAPITAL RESOURCES

| Periods Ended: | | April 30, 2015 | | October 31, 2014 |
|---|---|---|---|---|
| **Current assets** | **$** | **100,733** | $ | 67,499 |
| **Exploration and evaluation assets** | | **2,277,417** | | 2,139,236 |
| **Reclamation bonds** | | **3,500** | | 3,500 |
| | | | | |
| **Current liabilities** | | **1,377,274** | | 1,311,205 |
| **Shareholders' equity (deficiency)** | | **1,004,376** | | 899,030 |
| **Working capital deficiency** | | **(1,276,541)** | | (1,243,706) |

The Company has historically relied upon equity financings to satisfy its capital requirements and will continue to depend heavily upon the capital markets to finance its activities. There can be no assurance the Company will be able to obtain required financing in the future on terms acceptable to the Company. The Company anticipates it will need additional capital in the future to finance ongoing exploration of its properties, which will be derived from the exercise of stock options and warrants, and/or private placements.

As at April 30, 2015, the Company had a cash balance of $47,932 and a working capital deficiency of $1,276,541 compared to working capital deficiency of $1,243,706 as at October 31, 2014. Individual working capital components are as follows:

| | | April 30, 2015 | | October 31, 2014 |
|---|---|---|---|---|
| **Current assets** | | | | |
| Cash and cash equivalents | $ | **47,932** | $ | 36,306 |
| GST receivable | | **32,594** | | 24,707 |
| Marketable securities | | **1,707** | | 3,414 |
| Prepaid expenses | | **18,500** | | 3,072 |
| | | **100,733** | | 67,499 |
| **Current liabilities** | | | | |
| Accounts payable and accrued liabilities | $ | **222,155** | $ | 179,890 |
| Payable to related parties | | **587,464** | | 563,660 |
| Provision for flow through share issuances | | **567,655** | | 567,655 |
| | | **1,377,274** | | 1,311,205 |
| **Working Capital** | $ | **(1,276,541)** | $ | (1,243,706) |

Financing activities provided cash of $171,000 from the issuance of units during the three and six months ended April 30, 2015, compared to $175,000 from the exercise of warrants in the comparative period.

Operating activities used cash of $159,374 during three and six months ended April 30, 2015, compared to $223,778 in the comparative period. This is primarily due to the efforts of management to preserve cash.

Investing activities provided cash of $nil during the three and six months ended April 30, 2015, compared to cash provided of $155,610 from the sale of marketable securities offset by expenditures on mineral properties in the comparative period. The Company did not make any expenditures on its properties during the three and six months ended April 30, 2015.

Excluding exploration costs and stock based compensation, the Company's current general administrative cash expenditures are approximately $60,000 per month. The Company does not generate revenue from operations and is dependent upon its ability to raise equity capital through the issuance of shares and exercise of warrants to pay ongoing operating expenses and the costs associated with its exploration and development activities. The Company expects this to continue for the foreseeable future.

## USE OF PROCEEDS FROM FINANCING

| Date of financing and planned use of proceeds | Actual use of proceeds |
|---|---|
| 2014 financing: $373,900 | Funds used for general working capital and the amended 43-101 technical report |
| 2015 financing: $150,000 (expected) | Funds to be used for general working capital |

## COMMITMENTS

On May 9, 2014, the Company entered into renewable contract with Kaye Winn, an investor relations firm. The Company is committed to payments of $4,000 per month. In addition, the Company issued 400,000 options exercisable at a price of $0.08 for a period of five years.

In October 2013, the Company entered into an agreement with ScanMag to form a joint venture whereby the Company will own 60% and ScanMag will own 40% of the Company's Tami-Mosi property. In exchange for this interest, ScanMag will pay the Company $5,000,000 USD in cash ($150,000 USD paid) on or before October 14, 2014 and will issue the Company a 7% equity stake in ScanMag. Further, the Company will issue to ScanMag shares of its common stock equal to 19% of the total issued and outstanding common stock at the time the monies are received, and ScanMag will have the right to appoint one representative to the Company's board of directors. The signing of the agreement was completed on May 9, 2014. The transaction was approved by the TSX Venture Exchange in July 2014.

On October 28, 2014, ScanMag AS was given an extension to complete the joint venture agreement. Subsequently during that time further discussions ensued between both Parties a new agreement was renegotiated and a Binding Letter of Agreement was signed and announced January 2015 with the following terms:

- $5M USD total contribution from ScanMag to the Company, payable over 4 years, commencing with the first payment of $2,000,000 within 12 months of signing, followed by 36 monthly payments of $83,333 USD;
- 10% pre-financing equity in ScanMag dilutable to 2% undiluted interest;
- Upon receipt of $5M USD total contribution, ScanMag will receive 12% of the Company's common shares;
- The Company and ScanMag will establish a separate technical development company for the purposes of testing of aspects of the magnesium processing proof of concept through to a 50-50 joint venture company to be based in Glomfjord, Norway.
- ScanMag will fund up to $500,000 with an initial $250,000 contribution to the joint venture, after which each party pays its proportional share;
- Both the Company and ScanMag will be entitled to the data and findings developed in the joint venture.

**Capital Stock**

As at April 30, 2015 the Company had 147,101,450 common shares issued and outstanding. In November 2014, the Company announced a non-brokered private placement to raise gross proceeds of $150,000, which is comprised of 3,000,000 units at a price of $0.05 per unit. Each unit is comprised of one common share and one share purchase warrant which expire in three years. Each warrant entitles the owner to purchase one common share at a price of $0.05 for the first two years and $0.10 for the third year from the date of issuance. In December 2014 a first tranche was closed raising $64,000 and the issuance of 1,280,000 units. In February 2015 a second tranche was closed raising $108,500 and the issuance of 2,170,000 units. Subsequent to April 30, 2015, a further 1,340,000 shares were issued pursuant to this private placement. As at the date of this report, the Company had 148,441,560 common shares issued and outstanding.

**Stock Options**

During the three and six months ended April 30, 2015, the Company did not grant any options, as compared to the following during the year ended October 31, 2014:

- 6,860,000 stock options to directors, officers and consultants of the Company, exercisable at $0.11 per share, vesting immediately and expiring in five years; and
- 1,500,000 options exercisable at $0.08 per share and 1,500,000 options exercisable at $0.06 under the same terms.

As at April 30, 2015, the Company had outstanding stock options enabling the holder to purchase 15,010,000 common shares of the Company. As at the date of this report, the Company had 17,860,000 outstanding stock options. Options outstanding at April 30, 2015 had a weighted-average exercise price of $0.09 per share.

A summary of changes in options outstanding during the period is as follows:

| | Number of options | | Average exercise price |
|---|---|---|---|
| Balance outstanding at October 31, 2013 | 5,150,000 | $ | 0.05 |
| Issued | 9,860,000 | | 0.10 |
| **Balance, October 31, 2014 and April 30, 2015** | **15,010,000** | **$** | **0.09** |

**Warrants**

During the three and six months ended April 30, 2015, the Company issued 3,450,000 warrants in conjunction with the private placement. No warrants were exercised during the period. During the year ended October 31, 2014, 7,478,000 warrants were exercised at $0.05 per share, for proceeds of $373,900. In addition the Company granted 250,000 warrants exercisable at $0.08 for a period of two years pursuant to a financial advisory contract.

As at April 30, 2015, the Company had outstanding share purchase warrants enabling the holder to purchase 19,852,000 common shares of the Company. Warrants outstanding at April 30, 2015 had a weighted-average exercise price of $0.05 per share. As at the date of this report, the Company has 21,192,000 outstanding share purchase warrants.

A summary of changes in warrants outstanding during the period is as follows:

| | Number of warrants | | Average exercise price |
|---|---|---|---|
| Balance, October 31, 2013 | 24,180,000 | $ | 0.05 |
| Exercised | (7,478,000) | | 0.05 |
| Granted | 250,000 | | 0.06 |
| Expired / cancelled | (550,000) | | 0.08 |
| Balance, October 31, 2014 | 16,402,000 | $ | 0.05 |
| **Granted** | **3,450,000** | | **0.05** |
| **Balance, April 30, 2015** | **19,852,000** | **$** | **0.05** |

## OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have material off-balance sheet arrangements.

## RELATED PARTY TRANSACTIONS

### Key management compensation

Key management includes the Company's directors and officers and their related companies, as included in the above table. Compensation to key management for the three and six months ended April 30, 2015 and 2014is summarized as follows:

| | | April 30, 2015 | | April 30, 2014 |
|---|---|---|---|---|
| Fees | **$** | **120,000** | $ | 120,000 |
| Share-based payments | | **-** | | 263,566 |
| **Total** | **$** | **120,000** | $ | 383,566 |

At April 30, 2015 and October 31, 2104, the Company entered into the following related party transactions:

| Individual | Relationship | Nature of transactions | Incurred period ended April 30, 2015 | Incurred period ended April 30, 2014 | Balance payable at April 30, 2015 | Balance payable at October 31, 2014 |
|---|---|---|---|---|---|---|
| Ed Lee | Chief executive officer, director | Salaries | $ **48,000** | $ 48,000 | $ **43,222** | 24,022 |
| Annie Storey | Chief financial officer | Fees | **30,000** | 30,000 | **-** | 30,005 |
| James Sever | President, director | Fees | **42,000** | 42,000 | **171,965** | 133,426 |
| Lisa Maxwell | Corporate secretary | Fees | **5,785** | 4,245 | **6,024** | 2,544 |
| Goldrea Resources Corp. | Former related company | Reimbursed expenses | **-** | - | **22,214** | 22,214 |
| American Manganese Inc. | Former related company | Reimbursed expenses | **-** | - | **320,063** | 320,063 |
| Larry Reaugh | Former chief executive officer | Fees | **-** | - | **30,000** | 30,000 |
| | | | $ **125,785** | $ **124,245** | $ **593,488** | $ **562,274** |

All transactions with related parties have occurred in the normal course of operations and are measured at their fair value as determined by management. The balances referred to below are non-interest bearing, unsecured, receivable or payable on demand with no specific terms for repayment and have arisen from the provision of services and expense reimbursements or advances described.

**SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS**

The preparation of the consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The consolidated financial statements include estimates, which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the condensed consolidated interim financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Information about critical judgments and estimates in applying accounting policies that have most significant effect on the amounts recognized in the condensed consolidated interim financial statements are as follows:

- Determination of functional currency;
- Asset carrying values and impairment charges;
- Impairment of exploration and evaluation assets;
- Capitalization of exploration and evaluation assets;
- Mineral reserve estimates;
- Estimation of decommissioning and restoration costs and the timing of expenditure;
- Income taxes and recoverability of potential deferred tax assets; and
- Share based payments.

**NEW ACCOUNTING STANDARDS**

For information on the Company's accounting policies and new accounting pronouncements, please refer to our disclosure in our Consolidated Financial Statements for the year ended October 31, 2014.

**CAPITAL MANAGEMENT AND FINANCIAL RISK FACTORS**

The Company manages its capital structure and makes adjustments to it, based on the funds available to the

Company, in order to support the acquisition and exploration of precious metal properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of management to sustain future development of the business.

The properties to which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund on-going activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties where sufficient geologic or economic potential are noted and if financial resources exist to do so.

Management reviews its capital management approach on an on-going basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the period. Neither the Company nor its subsidiary is subject to externally imposed capital requirements.

Details of the Company's financial instruments, management's assessment of their related risks and details of management of those risks are as follows:

**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, GST receivable, marketable securities, reclamation bond, accounts payable and accrued liabilities, and payable to related parties.

The Company maintains cash deposits with financial institutions, which, from time to time, may exceed federally insured limits. The Company has not experienced any losses and believes it is not exposed to any significant credit risk from cash.

**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. The Company does not have any asset backed commercial paper.

**Credit risk**

The Company's main exposure to credit risk relates to its cash. Cash balances are held in Canadian and US chartered banks. The Company determined that is has limited exposure to credit risk related to receivables since these amounts are not material.

**Liquidity risk**

The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to settle obligations and liabilities when due. As at April 30, 2015, the Company had cash of $47,932 to settle current liabilities of $1,377,274 which fall due for payment within twelve months of the statement of financial position date. The Company's cash is invested in business accounts which are available on demand. Management has determined that the Company will require additional financing to meet its obligations during fiscal 2015, and is actively engaged in raising funds via a private placement.

**Market risk**

The market risk exposure to which the Company is exposed is interest rate risk. The Company's bank account earns interest income at variable rates. The Company's future interest income is exposed to short-term rate fluctuations. This is not a significant risk to the Company.

**Foreign exchange risk**

The Company's exposure to fluctuations in foreign exchange rates is limited.

**OTHER RISK FACTORS**

The Company is engaged in the exploration and development of mineral properties. These activities involve a high degree of risk which, even with a combination of experience, knowledge and careful evaluation, may not be overcome. Consequently, no assurance can be given that commercial quantities of minerals will be successfully found or produced.

The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many common risks to new and developing enterprises, including undercapitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a positive return on shareholders' investment.

The Company has no source of operating cash flow and no assurance that additional funding will be available to it for further exploration and development of its projects when required. Although the Company has been successful in the past in obtaining financing through the sale of equity securities and properties, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of its properties.

The Company's property interests are located in undeveloped areas and the availability of infrastructure such as surface access, skilled labour, fuel and power at an economic cost, cannot be assured. These are integral requirements for exploration, development and production facilities on mineral properties. Power may need to be generated on site.

The mineral industry is intensely competitive in all its phases. The Company competes with many other mineral exploration companies who have greater financial resources and technical capacity. The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

The Company's exploration and development activities require permits and approvals from various government authorities, and are subject to extensive federal, state and local laws and regulations governing prospecting, development, production, exports, taxes, labour standards, occupational health and safety, mine safety and other matters. Such laws and regulations are subject to change, can become more stringent and compliance can therefore become more costly. In addition, the Company may be required to compensate those suffering loss or damage by reason of its activities. There can be no guarantee that the Company will be able to maintain or obtain all necessary licences, permits and approvals that may be required to explore and develop its properties, commence construction or operation of mining facilities.

The Company's activities are subject to extensive federal, state and local laws and regulations governing environmental protection and employee health and safety. Environmental legislation is evolving in a manner that is creating stricter standards, while enforcement, fines and penalties for non-compliance are also increasingly stringent. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. Further, any failure by the Company to comply fully with all applicable laws and regulations could have significant adverse effects on the Company, including the suspension or cessation of operations.

The acquisition of title to resource properties is a very detailed and time-consuming process. The Company holds its interest in certain of its properties through mining claims and concessions. Title to, and the area of, the mining claims may be disputed. There is no guarantee that such title will not be challenged or impaired. There may be challenges to the title of the properties in which the Company may have an interest, which, if successful, could result in the loss or reduction of the Company's interest in the properties.

The market price of securities of many companies, particularly exploration and development stage companies, experience wide fluctuations in price that are not necessarily related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that fluctuations in the Company's share price will not occur.

A number of the Company's directors and officers serve or may agree to serve as directors or officers of other companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of The Company may have a conflict of interest in negotiating and concluding terms respecting such participation. Further, certain of the directors and officers are involved in other copper exploration companies and other companies that are developing mines. As a result, conflicts of interest may arise and officers and directors cannot devote 100% of their time to the Company.

The Company has invested resources to document and analyze its system of internal control over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation.

**LEGAL MATTERS**

The Company is not currently, and has not at any time during our most recently completed fiscal year, been party to, nor has any of its property been the subject of, any material legal proceedings or regulatory actions.

**INTERNAL CONTROLS OVER FINANCIAL REPORTING**

Management is responsible for the design of the Company's internal controls over financial reporting ("ICFR") as required by National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"). ICFR is intended to provide reasonable assurance regarding the preparation and presentation of financial statements for external purposes in accordance with applicable generally accepted accounting principles. Internal control systems, no matter how well designed, have inherent limitations.

Based on a review of its internal control procedures at the end of the period covered by this MD&A, management has determined that the Company's internal controls over financial reporting have been effective to provide reasonable assurance regarding the reliability of financing reporting and the preparation of financial statements for external purposes in accordance with IFRS. There were no changes in the Company's internal controls over financial reporting that occurred during the period that have materially affected, or are reasonably likely to affect, our internal control over financial reporting.

However, even those systems determine to be effective can provide only reasonable assurance with respect to financial statement and preparation. A control system, no matter how well conceived or operated can provide only reasonable, not absolute, assurance and are not expected to prevent all errors and fraud.

**ADDITIONAL INFORMATION**

Additional information about the Company is available at the website of the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com.

## APPROVAL

The board of directors has approved the disclosure contained in this MD&A.

## CAUTIONARY NOTES FORWARD-LOOKING STATEMENTS

This MD&A contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, information with respect to the Company's future business plans and strategy, exploration plans, and environmental protection requirements. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" (or "does not expect"), "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" (or "does not anticipate"), or "believes", and other similar words and phrases, or which states that certain actions, events, or results "may", "could", "might", or "will" occur. Forward-looking information is subject to known and unknown risks and uncertainties that may cause the actual results, or performance of the Company to be materially different from those expressed or implied by such forward-looking information. These risks and uncertainties include risk and uncertainties associated with the mining industry and the exploration and development of mineral projects, such as the uncertainty of exploration results, the volatility of commodity prices, potential changes in government regulation, the uncertainty of potential title claims against the Company's projects, and the uncertainty of predicting operating and capital costs. They also include risks and uncertainties that affect the business environment generally, such as international political or economic developments, changes in interest rates and the condition of financial markets, and changes in exchange rates.

Forward-looking information is based on assumptions and expectations which the Company considers are reasonable, and which are based on management's experience and its perception of trends, current conditions, and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made. Although the Company believes that the assumptions and expectations reflected in such forward-looking information are reasonable, undue reliance should not be placed on forward-looking information. The Company can give no assurance that forward-looking information, or the assumptions and expectations on which it is based, will prove to be correct. Nevada Clean Magnesium Inc. does not undertake to revise or update any forward-looking information, except in accordance with applicable laws. Readers should not place undue reliance on forward looking information.

## MANAGEMENT

The following comprise key management and directors:

Edward Lee – Chief Executive Officer and Director
James Sever – President and Director
Annie Storey – Chief Financial Officer and Director
Lisa Maxwell – Corporate Secretary
Steve Thorlakson – Independent Director
Robert Brown – Independent Director
Lothar Maruhn – Director
Jeff Wilson – Independent Director