CANTERRA MINERALS CORPORATION

MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - FORM 51-102F

For the three months ended March 31, 2015

`This Management's Discussion and Analysis ("**MD&A**") reviews the activities of Canterra Minerals Corporation ("**Canterra**", or the "**Company**") and compares the financial results for the three months ended March 31, 2015 (the "**first quarter 2015**") with the comparable period in 2014 (the "**first quarter 2014**"). This MD&A should be read in conjunction with the interim condensed consolidated financial statements for the first quarter 2015 and the audited consolidated financial statements and accompanying notes for the year ended December 31, 2014, copies of which are filed under the Company's profile on the SEDAR website, www.sedar.com.

The Company was incorporated as 580312 B.C. Ltd. in British Columbia on February 18, 1999 and adopted the name "Diamondex Resources Ltd." on March 23, 1999. The Company adopted its present name on December 9, 2009, in connection with the business combination of Diamondex and Triex Minerals Corporation ("Triex"). The Company's head office and principal address is Suite 1410 - 650 West Georgia Street, Vancouver, British Columbia, Canada, V6B 4N8. The Company's registered and records office is Suite 2300 - 550 Burrard Street, Vancouver, British Columbia, Canada, V6C 2B5. The Company's functional currency is the Canadian dollar.

The information in this MD&A is provided as of the date of this MD&A, May 28, 2015 (the "**Report Date**").

DESCRIPTION AND OVERVIEW OF BUSINESS

The Company is a Canadian resource exploration company that has returned to diamond exploration with a focus on the Northwest Territories.

During fiscal year 2014, the Company increased its land holdings in the southern portion of the Slave Province, Northwest Territories by staking four new diamond properties and expanding two existing diamond properties. The Company's current projects in the Northwest Territories now include Gwen, Hilltop, King, Marlin, Prism and Rex Properties. The Company also holds a 33% interest in the Buffalo Hills Diamond Project in Northern Alberta.

During the last half of fiscal 2013 and first quarter of 2014, the Company divested of its uranium holdings in the Athabasca Basin of Saskatchewan and Hornby Basin of Nunavut, as it no longer considered uranium a component of its exploration activities. In addition, during the first quarter of 2014 the Company terminated two option agreements, whereby the Company could earn-in a 51% interest in the Highland and East Manhattan precious metal properties located in Nevada.

As of March 31, 2015, the Company had working capital of approximately $476,000. The Company's ability to continue as a going concern is dependent upon its ability to continue to raise adequate financing, monetize it marketable securities holdings and to commence profitable operations in the future and repay its liabilities arising from normal business operations as they become due.

MINERAL PROJECTS

The Company's core assets are the exploration rights to its mineral properties. These rights are held by means of claims located by staking and prospecting permits or leases issued by government departments for prospecting and exploration purposes. In several instances, the mineral rights may be held under Purchase Option Agreements. Such agreements typically require the Company to make cash payments and share issuances and to incur exploration expenditures on multi-year schedules, as set forth in each agreement.

NORTHWEST TERRITORIES

Gwen Property

In fiscal year 2014, the Company acquired the Gwen Property by staking 10 mineral claims covering an area of approximately 10,450 ha. The property is located 30 kilometres ("**km**") east of the Snap Lake Diamond Mine owned and operated by De Beers Canada. The Gwen Property surrounds two diamond-bearing kimberlite pipes, CL-25 and CL-174, discovered in 1994-1995 by Winspear Resources Ltd. Kimberlite indicator minerals on the property indicate the potential for the discovery of new kimberlites pipes on the Gwen Property. This is supported by knowledge that kimberlite pipes commonly occur in clusters.

Hilltop Property

The Company initially acquired the Hilltop Property in 1999 and held four mineral leases. In fiscal year 2014, an additional eight mineral claims were staked, increasing the property size to approximately 11,060 ha. A previously identified 7 km long kimberlite indicator mineral train contains G10 garnets, chromites and ilmenites, as well as numerous kimberlite fragments. Evaluation of airborne geophysical data has identified 15 anomalies for future follow up. The Hilltop Property is strategically located approximately 45 km southwest of the Snap Lake Diamond Mine.

King Property

The Company initially acquired the King Property in 2000. In fiscal year 2014, seven mineral claims were staked northeast of the existing six mineral leases, increasing the property size to approximately 13,330 ha. The King Property is located approximately 3.5 km to the north of and contiguous to the Snap Lake Diamond Mine owned and operated by De Beers Canada. The kimberlite body at Snap Lake is a 2.5 metre thick dyke gently dipping (15 - 20 degrees) to the east-northeast with a northwesterly strike. Previous drilling and seismic survey results indicate that the down dip extension of the Snap Lake kimberlite extends on the King Property at depth.

Marlin Property

In fiscal year 2014, the Company acquired the Marlin Property by staking 23 mineral claims covering an area of approximately 25,830 ha. The property is located approximately 20 km northwest of the Gahcho Kue Project, which is being advanced by De Beers Canada and Mountain Province Diamonds Inc. The Marlin Property was staked based on the presence of anomalous indicator minerals including G10 garnets and chromites which appear to have been sourced from within the acquired claim block, as well as seven geophysical anomalies identified from a previous airborne magnetic and electromagnetic survey.

In August 2014, the Company entered into an option agreement with Margaret Lake Diamonds ("**MLD**") granting MLD the right to acquire up to a 49% interest in the Marlin Property. To acquire an initial 30% interest, MLD must make cash payments of $80,000 ($40,000 received to date), issue 300,000 common shares (100,000 received to date at a value of $28,000) and incur $1,000,000 ($523,805 incurred to date) in exploration expenditures by September 15, 2016. MLD has the option to earn an additional 19% interest by paying an additional $20,000 and incurring no less than $750,000 in additional exploration expenditures on or before September 15, 2017. Upon MLD having earned either 30% or 49% interest, MLD and the Company will enter into a Joint Venture Agreement and at which time MLD will issue the Company an additional 300,000 common shares.

Prism Property

In fiscal year 2014, the Company acquired the Prism Property by staking 11 mineral claims covering approximately 11,500 ha. The property is located approximately 35 km south of the Snap Lake Diamond Mine. The Prism Property hosts three or more kimberlite indicator mineral trains with favourable chemistry, indicating a high potential for diamondiferous kimberlites to exist at the head of the trains. Geophysical and geochemical work has identified two potential areas for kimberlite discovery, a northern area which is defined by a change in indicator mineral chemistry and a southern area defined by both geophysical anomalies and kimberlite indicator mineral chemistry. Both areas are located at heads of kimberlite indicator mineral trains and appear to be cutoff in the up-ice direction.

Rex Property

In January 2015, the Company acquired the Rex Property by staking 21 mineral claims covering an area of approximately 25,830 ha. The property is located approximately 35 km west of the Gahcho Kue diamond project, 45 km southeast of the Snap Lake Diamond Mine and contiguous to the Company's Marlin property to the east. The property encompasses several kimberlite indicator anomalies that contain G9 and G10 garnets, kimberlitic ilmenites and chromites. In addition, two kimberlite indicator mineral trains cross the property. Previous exploration focused on the kimberlite indicator mineral train that appears to be sourced from the MZ kimberlite dykes, 15km to the east. This train may mask subtle kimberlite indicator mineral anomalies which previous exploration may have overlooked. These subtle anomalies may be sourced from as yet undiscovered kimberlite bodies within the Rex Property.

Activities in Fiscal Year 2014

During the fourth quarter of 2014, the Company completed a diamond exploration program and partial analysis from the basal till samples collected have returned encouraging results. The exploration program was designed using a systematic analysis of the Company's proprietary database which includes detailed geochemical and geophysical data sets compiled over a 15 year period. A total of 694 basal till samples were collected during the program with their selection targeting areas of interest within previously identified kimberlite indicator mineral trains, as well as coincidental geophysical anomalies. The Company is compiling and analyzing the results to identify and prioritize potential drill targets for future exploration programs.

On the Marlin property, under option to MLD, a total of 126 till samples were collected and results have produced a 1.0 x 1.0 x 1.4 mm off-white modified octahedral diamond, as well as several anomalous indicator minerals including pyropes recovered from neighbouring samples. A geophysical program was also undertaken utilizing the HeliFALCON® gravity gradiometer system combined with airborne magnetic. A 1,500 line km survey was flown over the northern portion of the Marlin property at 75 m line spacing and an average of 45 m above terrain. Detailed analysis and interpretation has commenced with preliminary results indicating several targets coincidental with kimberlite indicator mineral anomalies. Upon receipt of the detailed interpretation targets will be prioritized for further testing.

Buffalo Hills Property, Alberta

The Buffalo Hills Property ("Buffalo Hills") is held by the Buffalo Hills Joint Venture ("**BHJV**"), which has three participants: EnCana Corporation (34%), Shore Gold (33%) and the Company (33%). The Company is the Operator of the BHJV. The Buffalo Hills is comprised of 22 mineral leases covering 5,104 hectares, located in north central Alberta centered approximately 120 km northeast of Peace River and 400 km northwest of Edmonton. To date, a total of 41 kimberlites have been discovered in the region, of which 28 are diamondiferous. Kimberlite bodies range in size from 1 – 47 ha. Buffalo Hills is currently on care and maintenance.

<u>RESULTS OF OPERATIONS</u>

For the three months ended March 31, 2015 and 2014

The net loss for the three months ended March 31, 2015 was $249,250 compared to $310,304 for the prior comparative period.

Expenses for current three month period amounted to $271,895 (2014 - $243,336). The increase in expenditures is primarily a result of increased business development and communication with shareholders as compared to the previous year..

For the three months ended March 31, 2015, the unrealized change in fair value of market securities declined $1,185 (2014 – 193,873). The gain on sale of minerals properties in first quarter of 2014 amounted to $129,888 as result of certain properties that were sold and had previously been written down in exchange for cash and marketable securities.

The operating losses are a reflection of the Company's status as non-revenue producing mineral exploration company. As the Company has no main source of income, losses are expected to continue for the foreseeable future.

Summary of Quarterly Results

The following table summarizes information derived from the Company's financial statements for each of the eight most recently completed quarters.

Year:	**2015**	**2014**	**2014**	**2014**	**2014**	**2013**	**2013**	**2013**
Quarter Ended:	**Mar 31**	**Dec 31**	**Sep 30**	**Jun 30**	**Mar 31**	**Dec 31**	**Sep 30**	**Jun 30**
Net sales or total revenue:	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil
Net income (loss):								
(i) in total (000s)	$(249)	$(379)	$(496)	$(471)	$(310)	$(7,996)	$(146)	$(367)
(ii) per share [(1)]	$(0.01)	$(0.01)	$(0.01)	$(0.01)	$(0.01)	$(0.16)	$(0.01)	$(0.01)

(1) Fully diluted loss per share amounts are not shown as they would be anti-dilutive.

While the information set out in the foregoing table is mandated by *National Instrument 51-102,* it is management's view that the variations in financial results that occur from quarter to quarter are not particularly helpful in analyzing the Company's performance. It is in the nature of the business of junior exploration companies that unless they sell a mineral interest for a sum greater than the costs incurred in acquiring such interest, they have no significant net sales or total revenue.

Significant variances in the Company's reported loss from quarter to quarter most commonly arise from several factors that are difficult to anticipate in advance or to predict from past results. These factors include: (i) level of exploration and project evaluations expenses incurred, (ii) decisions to write off acquisition costs when management concludes there has been an impairment in the carrying value of a mineral property, or the property is abandoned, and (iii) the vesting of incentive stock options, which results in the recording of amounts for share-based compensation expense that can be quite large in relation to other general and administrative expenses incurred in any given quarter.

The increase in the losses reported in the fourth quarter of 2013 was largely due to write-off of acquisitions costs on properties that were dropped at the end of the respective year.

Financing Activities

The Company did not complete any equity financings in either the first quarter of 2015 or 2014.

Investing Activities

During first quarter 2015 the Company's cash flow from investing activities amounted to $Nil. During the current period no new properties were acquired or disposed and there were no further sale of marketable securities. Exploration expenditures incurred on the Company's mineral properties for first quarter 2015 were $96,948 (2014 - $106,164).

Off Balance Sheet Arrangements

The Company does not have any off balance sheet arrangements.

Transactions with Related Parties

The Company entered into the following transactions with related parties and key management personnel during the three month period ended March 31 2015:

Paid or accrued the following to to Rand Explorations Ltd. ("Rand") a company controlled by Randy Turner, the Chief Executive Officer of the Company:

		2015		2014
Management Fees	$	25,500	$	25,500
Geological consulting fees	$	4,500	$	4,500

Paid or accrued the following to Susan Neale, the Chief Financial Officer of the Company:

		2015		2014
Management fees	$	-	$	2,400

Paid or accrued the following to Walter Melnyk, the former Vice President - Exploration of the Company:

		2015		2014
Geological consulting fees:	$	-	$	35,000

Paid or accrued the following to Independence Gold Corp. a company with common directors and/or officers:

		2015		2014
Rent	$	15,000	$	15,000
Wages and benefits		34,224		7,500

Included in receivables at March 31, 2015 is $9,660 (December 31, 2014 - $2,639) due from companies with common directors and/or officers.

Included in accounts payable and accrued liabilities at March 31, 2015 is $22,033 (December 31, 2014 - $4,771) due to companies with common directors and/or officers.

LIQUIDITY AND CAPITAL RESOURCES

The Company has no operations that generate cash flow. The Company's future financial success will depend on the discovery of one or more economic mineral deposits. This process can take many years, can consume significant resources and is largely based on factors that are beyond the control of the Company and its management.

To date, the Company has financed its activities by the private placement of equity securities, consisting of a combination of flow-through and non-flow-through securities, as well as option payments received on properties it has optioned to third parties. In order to continue funding their exploration activities and corporate costs, exploration companies are usually reliant on their ongoing ability to raise financing through the sale of equity. This is dependent on positive investor sentiment, which in turn is influenced by a positive climate for the commodities that are being explored for, a company's track record, and the experience and caliber of a company's management. There is no assurance that equity funding will be accessible to the Company at the times and in the amounts required to fund the Company's activities.

Cash and Financial Condition

As of March 31, 2015, the Company had working capital of $476,242 (December 31, 2014 - $801,648). The Company continues to monitor its operating costs closely, to ensure that no non-essential expenditures are incurred.

The Company has no debt, does not have any unused lines of credit or other arrangements in place to borrow funds, and has no off-balance sheet arrangements. The Company has no current plans to use debt financing and does not use hedges or other financial derivatives.

The Company manages its liquidity risk (i.e., the risk that it will not be able to meet its obligations as they become due) by forecasting cash flows from operations together with its investing and financing activities. Expenditures are adjusted to ensure liabilities can be funded as they become due. Management and the Board of Directors are actively involved in the review, planning, and approval of significant expenditures and commitments.

Financial Instruments

The Company classifies its financial assets into four categories: (i) fair value through profit or loss, (ii) loans and receivables; (iii) held-to-maturity investments, and (iv) available-for-sale. All financial assets other than those measured at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is objective evidence of impairment as a result of one or more events that have occurred after initial recognition of the asset and such event(s) has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

The Company classifies its financial liabilities into one of two categories: (i) fair value through profit or loss, and (ii) other financial liabilities.

Further information regarding the Company's financial instruments is set forth in Note 3 and 14 to the consolidated audited financial statements for the year ended December 31, 2014.

OUTSTANDING SECURITIES AT THE REPORT DATE

As of the report date, the Company has the following securities outstanding:

Security	Number	Exercise Price	Expiry Date
Common Shares	74,775,294		
Warrants	258,729	$0.10	July 29, 2015
	8,107,143	$0.10	July 29,2016
	13,153,266	$0.25	June 21, 2016
Options	2,635,000	$0.10	April 24, 2018
	670,000	$0.15	August 14,2019

OUTLOOK

As part of the Company's return to diamond exploration, the Company increased its diamond land holdings by staking three new properties and expanding two existing properties located in the southern portion of the Slave Province, Northwest Territories. The Slave Province, including the prolific Lac de Gras and South Slave areas, has a proven history of diamond discovery and development. Each of these properties host indicator mineral trains which are composed of numerous G10 garnets, chromites and ilmenites sourced from within the diamond stability field, and which are potentially associated with diamond bearing kimberlite sources. In 2014, the Company completed a diamond exploration program collecting 694 basal till samples, of which the analysis thereof has returned encouraging results. The Company will continue to compile ad analysis the data to prioritize its future exploration program, engage with the First Nations and advance permitting. In addition the Company will continue to evaluate other areas within the Southern Slave for future land acquisitions.

RISK FACTORS RELATING TO THE COMPANY'S BUSINESS

There have been no material changes in the risks and uncertainties affecting the Company that were discussed in the Company's 2014 annual MD&A filed on March 18, 2015.

FORWARD LOOKING INFORMATION

Certain of the statements made and information contained herein is "forward-looking information" within the meaning of the British Columbia Securities Act, the Alberta Securities Act and the Ontario Securities Act. This includes statements concerning the Company's plans at its mineral properties, which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. Forward-looking information is subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking information, including, without limitation, the ability of the Company to continue to be able to access the capital markets for the funding necessary to acquire and maintain exploration properties and to carry out its desired exploration programs; inability to fund the Company's share of costs incurred under joint venture agreements or meet the earn-in requirements under purchase options agreements to which it is a party, and reduction or elimination of its interest in the underlying mineral property as a result; competition within the minerals industry to acquire properties of merit, and competition from other companies possessing greater technical and financial resources; difficulties in executing exploration programs on the Company's proposed schedules and within its cost estimates, whether due to weather conditions in the areas where it operates, increasingly stringent environmental regulations and other permitting restrictions, or other factors related to exploring in the north, such as the availability of essential supplies and services; factors beyond the capacity of the Company to anticipate and control, such as the marketability of diamonds, government regulations relating to health, safety and the environment, the scale and scope of royalties and taxes on production, and demands for "value added" processing of rough diamonds; unusually mild winter conditions affecting or delaying the opening of the winter roads and resulting difficulties in transporting materials needed to support various exploration projects and resulting increased costs of transport by air; the availability of experienced contractors and professional staff to perform work in a competitive environment and the resulting adverse impact on costs and performance and other risks and uncertainties, including those described in each management's discussion and analysis of financial condition and results of operations. In addition, forward-looking information is based on various assumptions including, without limitation, assumptions associated with exploration results and costs and the availability of materials and skilled labour. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Accordingly, readers are advised not to place undue reliance on forward-looking information. Except as required under applicable securities legislation, the Company undertakes no obligation to publicly update or revise forward-looking information, whether as a result of new information, future events or otherwise.