AM Resources Corp.

Management Discussion and Analysis

(PREVIOUSLY NQ EXPLORATION INC.)

For the three-month period ended March 31, 2019

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This management discussion and analysis (”MD&A”) of AM Resources Corp (previously NQ Exploration Inc.) (“AMR” or the “Company”) complies with Rule 51-102A of the Canadian Securities Administrators regarding continuous disclosure.

The MD&A is a narrative explanation, through the eyes of the management of AMR, of how the Company performed during the three-month period ended March 31,2019 and of the Company’s financial condition and future prospects. This discussion and analysis complement the audited annual financial statements for the three-month ended March 31, 2019 but does not form part of them. Therefore, this management discussion and analysis should be read in conjunction with the audited annual financial statements as at December 31, 2018 and the related notes.

All figures are in Canadian dollars unless otherwise stated. Additional information on the Company can be found on SEDAR at www.sedar.com.

1.0 DATE

This MD&A has been prepared on the basis of information available as of May 30, 2019.

2.0 FORWARD-LOOKING STATEMENTS

This MD&A includes forward-looking statements that reflect the Company’s current expectations regarding future events. To the extent that such statements contain information that is not historical in nature, such statements are essentially forward-looking, and often contain words like “anticipate”, “expect”, “estimate”, “intend”,” project”, “plan” and “believe”. Forward-looking statements involve risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. There are many factors that could cause such differences, including volatility of metal market prices, the impact of changes in foreign exchange or interest rates, imprecision in reserve estimation, environmental risks including increased regulatory burdens, unexpected geological conditions, adverse mining conditions, changes in government regulations and policies, including laws and policies, the failure to obtain the necessary permits and approvals from government authorities, and other development and operating risks.

While the Company believes that the assumptions inherent in the forward-looking statements are reasonable, readers should not place undue reliance on such statements, which only apply as at the date of this MD&A. The Company disclaims any intention or obligation to update or revise forward-looking statements as a result of new information, future events or otherwise, unless required to do so by applicable securities laws.

3.0 BUSINESS DESCRIPTION AND CONTINUITY OF OPERATIONS

The Company, incorporated under Canada Business Corporation Act, is a mining exploration company with exploration activities conducted in Colombia.

For the three-month periood ended March 31, 2019, the Company recorded net loss of $ 326,645 (Net loss of $ 22,583 as at March 31, 2018). Besides the usual needs for working capital, the Company must obtain funds to be able to meet its existing commitments under the exploration programs and to pay its overhead and administrative costs

Management is periodically seeking to obtain financing through the issuance of equity securities, exercise of outstanding warrants for common shares and options to purchase shares in order to continue operations, and despite the fact it has been successful in the past, there is no guarantee of future success.

If management were unable to secure new funding, the Company may then be unable to continue its operations and the amounts carried as assets may be less than its amounts reflected in these financial statements.

Although management has taken steps to verify the ownership rights in mining properties in which the Company holds an interest in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the title property for the Company. The title may be subject to unregistered prior agreements and may not comply with regulatory requirements.

The Company’s financial statements were prepared according to the International financial reporting standards (IFRS) and with the going concern assumption. They do not reflect adjustments that should be made to the book value of assets and liabilities, the reported amounts of income and expenses and the classification of balance sheet if the going concern assumption was unfounded. These adjustments could be important.

4.0 MINING ASSETS AND EXPLORATION EXPENSES

Mina Luz Property: Coal

The Mina Luz property is located to the south-west of the town of Popayan in the department of Cauca, approximately 150 Km south-west of the town of Cali in Colombia. It consists of a mining concession covering 40 hectares. The Company owns 80% of the mining rights.

Government geologist carried out a complete geological reconnaissance program of the Cauca coal belt (some 80 km along the Tertiary age Mosquera sedimentary Formation which host the resource) including channel sampling of outcrops, trenches, pits and the drilling of 6 HQ and NQ drill holes. International standards in place at the time were then applied to evaluate the coal potential of the entire belt.

In the area, 3 different productive levels of the Mosquera middle Formation contain a total of 25 plies (called mantos) ranging in thickness between 0.60 m and 2.68 m. Nine plies are 1.0 m thick or more. It is noted that faulting and folding are quite intense and that the resource is found in a complex structural environment.

The quality of the coal in the area ranges from Bituminous High Volatile C and B to Subbituminous B (medium quality). This type of coal is mostly used to generate electricity in Colombia.

The potential for small scale underground or surface mining for medium quality, structurally complex coal is well established in the area. The complexity of the ore however indicates that a fair amount of delineating work is necessary in order to properly define the folded and faulted coal plies.

During the three month period ended March 31, 2019, the Company incrurred $ 59,173 in geology and exploration expenses.

4.0 MINING ASSETS AND EXPLORATION EXPENSES (continued)

Rio Negro

The Rio Negro asphaltite property is owned 60% by the Company. The property covers 97.5 hectares.

The Rio Negro asphaltite Project is located approximately 50 km NNW of the Colombian city of Bucaramanga, in the northern portion of the department of Santander, within the municipality of Rio Negro.

Colombia produces various types of hydrocarbons including a variety called asphaltite. Asphaltite was apparently discovered in the region in 1972, probably during a petroleum exploration program (which were numerous in the region). Along with asphaltite and petroleum, coal was also discovered in the region around the Rio Negro title.

The area of the Rio Negro property is well known for its asphaltite occurrences and limited production took place on the property. It is believed that production at La Tigra, neighbour of Rio Negro, reaches 3,000 tonnes per month.

The local miners believe that it would not be very difficult to drive new tunnels into the hill and to cut the main vein at various levels as the latter appeared still strong at the end of the tunnel. Its quality was also apparently very good, meaning very pure (no rock inclusions) and very hard, therefore very brittle (can easily be transformed into a powder).

Mico

The Mico gold property consists of one concession covering an area of 10.4 hectares and situated in the department of Bolivar, Colombia, some 470 km to the north of Bogota. The property is easily accessible from the village of Barranco de Loba which is linked by ferry to El Banco Magdalena, the largest city in the region. The Company can earn a 60% interest over a 12 month period.

The Mico property is located within the Serrania San Lucas, a geological environment well known for its orogenic gold potential. It is host to a vein type gold system within volcanic rocks, close to the Norosi batholith. NNE striking, steeply dipping decimetre size veins and veinlet stockwork have apparently been found in the past. Grades would range from 10 to 30 g/t Au. No modern geological work was performed on the property and the limited geological information was mostly provided by the vendor.

During the three month period ended March 31, 2019, the Company incrurred $ 34,928 in geology and exploration expenses.

5.0 BUSINESS HIGHLIGHTS

On April 12, 2019, the Company announced that it obtained the approval of its shareholders at the annual general and special meeting of shareholders held on April 12, 2019, in Montreal, to acquire a 60% interest in the company that owns the mineral rights for the Esperanza property and thus ensure that AM holds the mineral claims. The acquisition is subject to the final approval of the TSX Venture Exchange.

AM’s move into asphaltite with the Esperanza and Rio Negro properties is driven by Colombia's 4G program, involving the construction of more than 4,400 miles of new roads, 141 tunnels and 1,300 viaducts, as well as strong international demand.

On May 7, 2019, the Company announced that it has hired a large Colombian contractor to assess the Esperanza asphaltite project with the goal of putting it into production. An open-pit mining permit has already been issued for the property.

The contractor will proceed with the following phases over the next four to six months:

Phase 1: Design and planning

- Mine design and planning.
- Design of the mining operation (operating model).
- Definition of a logistics solution for the collection centre and asphaltite delivery.
- Preparation of a social management plan.

Capital and operating cost estimate.

Phase 2: Construction

- Civil, electrical and mechanical work and equipment assembly.

Phase 3: Development and start-up

- Construction of access tunnel and opening.

Phase 4: Production

The Corporation advises that it won’t produce a PEA, pre-feasibility study or feasibility study for this project. The Corporation is not basing any decision to produce asphaltite on a feasibility study of mineral reserves demonstrating economic and technical viability, and further advises that there is increased uncertainty and specific economic and technical risks of failure with any production decision that is not based upon a feasibility study. Furthermore, no mineral resource estimate has been done on the Esperanza property, which increases the project’s risk of failure. Risks include the risk of a drop in the price of asphaltite from the pricing used to make the production decision, failure of the grades and volume of the produced material to fall within the parameters used to make the production decision, and changes in mining costs due to changes within the mine during development and potential future mining. There may also be changes in metallurgical recovery that cannot be anticipated at the time of production.

6.0 SELECTED ANNUAL INFORMATION

	December 31, 2018	December 31, 2017	December 31, 2016
	$	$	$
Statements of Financial Position			
Cash	785,965	121 ,394	136,290
Total assets	4,018,116	1,874,727	1,219,623
Total liabilities	1,383,155	267,631	145,435
Equity	2,634,961	1,607,096	1,074,188
Statements of Financial Position			
Total revenue	2,338,958	1,656,477	47,921
Total operating expenses	4,653,333	368,300	(136,272)
Net loss for the year	(3,705,308)	(316,303)	(136,420)
Basic and diluted loss per share	(0,08)	(0,02)	(0,11)

7.0 OPERATIONS RESULTS

For the three-month period ended March 31, 2019, the Company recorded a net loss of $ 326,645 compared to a net loss of $ 22,583 for the three-month period ended March 31, 2018.

	2019	2018	Variation
	$	$	$
Management fees (b)	84,000	-	84,000
Consulting and profesional fees (c)	234,102	15,790	218,312
Other operation expenses (d)	72,566	15,343	57,223

a) The increase of $ 84,000 management fees is explained by the reorganisation activities.

b) The increase of $ 218,312 professional and consulting and professional fees is explained by the reorganization activities.

c) The increase of $ 572,222 in other operation expenses is explained by the reorganization activities.

8.0 QUARTERLY REVIEW

Summary of quarterly results

	Marchr 31, 2019	December 31, 2018	September 30, 2018	June 30, 2018
Income	360,315	466,905	383,962	738,377
Total loss	(326,645)	(393,803)	(339,560)	(2,949,362)
Basic and diluted net loss per share	(0,01)	(0,00)	(0.00)	(0,08)
	March 31, 2018	**December 31, 2017**	**September 30, 2017**	**June 30, 2017**
Income	749,714	929,953	309,875	220,958
Total loss	(22,583)	(104,539)	(42,206)	(108,342)
Basic and diluted net loss per share	(0,00)	(0,01)	(0,00)	(0,01)

In 2018, the net loss in every quarter was higher than in 2017. The increase is due to higher activities. The year over year increase in the net loss is mainly due to reorganization activities and the related transaction costs.

9.0 LIQUIDITY AND FUNDING

On March 31, 2019, the Company had a negative working capital of $ 512,771 which includes $ 238,750 in cash.

	For the three-month periods ended	
	March 31, 2019	March 31, 2018
	$	$
Cash flows provided by (used in)		
Operating activities before the net change in non-cash working capital items	(292,954)	(19,049)
Net change in non-cash working capital items	(94,952	12,650
Operating activities	(387,906)	(6,399)
Investment activities	(137,153)	(22,681)
Foreign currency translation differences	(22,156)	24,698
Decrease in cash and cash equivalents	(547,215)	(4,382)

For the three-month period ended March 31, 2019, cash ouflows from operating activities totaled $ 387,906, while there was $ 6,399 of cash outflows for the three-month period ended March 31, 2018. The Company spent more in 2018 than in 2017 following the activity increase and made a partial payment of $ 200,000 on the Rio Negro property.

10.0 RELATED PARTY TRANSACTIONS

The Company's related parties include affiliated companies, Board of Director members and key management personnel.

Unless otherwise stated, none of the transactions incorporated special term and conditions and no guarantees has been given or received. Outstanding balances are usually settled in cash.

10.1 Transactions with key management personnel

Key management personnel of the Company are members of the board of directors and other management. The key management personnel compensation includes the following:

	March 31, 2019	March 31, 2018
	$	$
Management fees (a)	84,000	-
Consulting fees b)	19,500	19,500
Total remuneration	103,500	19,500

a) The Company paid $ 18,000 ($ nil in 2018) in management fees to Kuma Corp., a company controlled by Dominic Voyer, president and chief executive officer and paid $ 66,000 ($ nil in 2018) to A&M Resources 2015 LLC, a company controlled by Adriana Rios, chief operating officer and director.

b) The Company paid $ 19,500 ($ 19,500 in 2018) in consulting fees to SKTM Financial Corporation Ltd., a company controlled by Martin Nicoletti. During the period, the company also entered paid some related parties for the rent of offices and a vehicle. Those leases totalled $ 61,824 as at December 31, 2018. The term of all the leases is one year. The Company does not have any engagement as at March 31, 2019.

11 OFF-BALANCE SHEET TRANSACTIONS

There are no off-balance sheet transactions.

12.0 CONTRACTUAL OBLIGATIONS AND OFF-BALANCE-SHEET ARRANGEMENTS

There are no contractual and off-balance-sheet arrangements.

13.0 JUDGMENTS, ESTIMATES AND ASSUMPTIONS

When preparing the financial statements, management makes a number of judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses.

13.1 Significant management judgment

The following are significant management judgments in applying the accounting policies of the Company that have the most significant effect on the financial statements.

Recognition of deferred income tax assets and measurement of income tax expense

Management continually evaluates the likelihood that its deferred tax assets could be realized. This requires management to assess whether it is probable that sufficient taxable income will exist in the future to utilize these losses within the carry-forward period. By its nature, this assessment requires significant judgment. To date, management has not recognized any deferred tax assets in excess of existing taxable temporary differences expected to reverse within the carry-forward period.

Going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meets its liabilities for the ensuing year, and to fund planned and contractual exploration programs, involves significant judgment based on historical experience and other factors including expectation of future events that are believed to be reasonable under the circumstances.

13.2 Estimation uncertainly

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may be substantially different.

Impairment of exploration and evaluation assets

Determining if there are any facts and circumstances indicating impairment loss or reversal of impairment losses is a subjective process involving judgment and a number of estimates and assumptions in many cases.

When an indication of impairment loss or reversal of an impairment loss exists, the recoverable amount of the individual asset or the cash-generating units must be estimated.

In assessing impairment, the Company must make some estimates and assumptions regarding future circumstances, in particular, whether an economically viable extraction operation can be established, the probability that the expenses will be recover from either future exploitation or sale when the activities have not reached a stage that permits a reasonable assessment of the existence of reserves, the Company's capacity to obtain financial resources necessary to complete the evaluation and development and to renew permits. Estimates and assumptions may change if new information becomes available.

If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditures is unlikely, the amount capitalized is written off in profit or loss in the period when the new information becomes available.

Share-based payments

To estimate expenses for share-based payments, it is necessary to select an appropriate valuation model and obtain the inputs necessary for the valuation model chosen. The Company estimated the volatility of its own shares and the expected life and the exercise period of options and warrants granted. The model used by the Company is the Black-Scholes.

Provisions and contingent liabilities

The judgment is used to determine whether a past event has created a liability that should be recognized in the consolidated financial statements or whether it should be disclosed as a contingent liability. Quantifying these liabilities involves judgments and estimates. These judgments are based on several factors, such as the nature of the claim or dispute, legal procedures and the potential amount to be paid, legal advice received, previous experience and the probability of the realization of a loss. Many of these factors are sources of estimation uncertainty.

14.0 OUTSTANDING SHARE INFORMATION

	May 30, 2019
	Number
Common shares	56,899,642
Warrants	150,000
Brokers options	440,230
Options	2,100,000
Total common shares fully dilluted	59,589,872

15.0 SUBSEQUENT EVENT

On April 12, 2019, the Company acquired a 60% interest in Asphaltite Colombia SAS (''ASF'') that holds the Esperanza asphaltite mining property. The Esperanza property consists of a mineral concession that covers an area of 298 hectares in the western portion of the department of Norte de Santander in Colombia. The Company will issue 4,700,000 common shares ($893,000) and will release ASF from a loan of 145,255,291 Colombian pesos (approximately $ 60,800).

On May 30, 2019, the Company granted 300,000 options to a director to subscribe for one common share of the Company at a price of $0.10 per common share, for a perio of 5 years from the date of grant. These stock options vest immediately.

16.0 BUSINESS RISKS

The company is exposed to various risks in relation to financial instruments. The Company's financial assets and liabilities are summarized in Note 15. The main types of risks the Company is exposed to are credit risk and liquidity risk.

a) Credit risk

Credit risk is the risk that a party to a financial instrument will default on one of its obligations and thereby cause the other party to incur a financial loss. Cash, other receivables, advances and loans receivable are the Company's principal financial instruments that are potentially subject to credit risk.. The credit risk on loans receivable is limited since the contracting party is the private Company holding the Mina Luz property in Colombia. As a result, the Company does not expect the other parties to default. The book values represent the Company's maximum exposure to credit risk.

b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet the obligations associated with its financial liabilities. Liquidity risk management serves to maintain a sufficient amount of cash and to ensure that the Company has sufficient financing sources. The Company establishes budgets to ensure it has the necessary funds to fulfill its obligations.

When the counterparty has a choice of when an amount is paid, the liability is included on the earliest date in which the payment can be required.

As at March 31, 2019, the working capital is negative of $ 512,771. In order to continue its operation, the Company will have to find additional fund and despite the fact it has been successful in the past, there is no guarantee for the future. Actually, there remains a significant risk that the Company is unable to find cash if even the management is optimistic to find the necessary cash for the implementation of its strategic plan.

c) Interest rate risk

The long term debt and debentures bear interest at a fixed rate and the Company is, therefore, exposed to the risk of changes in fair value resulting from interest rate fluctuations.

d) Foreign currency risk

The Company is exposed to foreign currency risk arising from the degree of volatility of the exchange rate. The Company is exposed to the foreign currency risk through is bank account, is advances to private companies and is debenture that are initially in US dollars. A variation of 10% in the currency would affect the net loss and equity of $68,000. The Company does not use derivative financial instruments to reduce its exposure to foreign exchange risk.

Furthermore, an intercompany balance of $ 1,250,729 between AM Resources SAS and AM Resources Corp exposes AM Resources Corp. to currency fluctuations between the Colombian pesos and the Canadian dollar. A variation of 10% in the currency would affect the net loss and equity of $ 125,000.

17.0 OUTLOOK

During the year, the Company plans to;

- Improve the efficiency of the operating activities on the Mina Luz property;
- Complete the acquisition and financing of the coal to Biodiesel machine;
- Install a distribution center (scale) near the Rio Negro and Esperanza properties;
- Complete the exploration program on the Mico property.

18.0 INFORMATION COMMUNICATION CONTROLS AND PROCEDURES

In accordance with national instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings (''NI 52-109 ''), the Chief Executive Officer (''CEO'') and Chief Financial Officer (''CFO'') of the Corporation will file a Venture Issuer Basic Certificate with respect to the financial information contained in the interim financial statements and respective accompanying Management's Discussion and Analysis.

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certification includes a ''Note to Reader'' stating that CEO and CFO do not male any representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

19.0 ADDITIONAL INFORMATION AND CONTINUOUS DISCLOSURE

This MD&A was prepared as of May 30, 2019. The Company regularly discloses additional information by filing press releases and quarterly financial statements on SEDAR (www.sedar.com). More information about the Company can be also found on SEDAR (www.sedar.com).

(signed) Adriana Shaw
Adriana Shaw
President and Chief Exectutive Officer

(signed) Martin Nicoletti
Martin Nicoletti, CPA CGA
Chief Financial Officer