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## **Management's Discussion and Analysis ("MD&A") of Financial Position and Results of Operations**

*The following information, prepared as of December 29, 2014, should be read in conjunction with the unaudited condensed interim consolidated financial statements of I-Minerals Inc. (the "Company") for the six months ended October 31, 2014, together with the audited consolidated financial statements of the Company for the year ended April 30, 2014 and the accompanying Management's Discussion and Analysis. The referenced consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in US dollars ("\$\$") unless otherwise indicated. Certain figures are expressed in Canadian dollars ("CDN\$").*

### **Forward-Looking Statements**

Forward-looking statements look into the future and provide an opinion as to the effect of certain events and trends on the business. Forward-looking statements may include words such as "plans", "intends", "anticipates", "should", "estimates", "expects", "believes", "indicates", "suggests" and similar expressions.

This MD&A and in particular the "Outlook" section, contains forward-looking statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions and involve known and unknown risks, uncertainties and other factors. Information concerning the interpretation of drill results may also be considered a forward-looking statement, as such information constitutes a prediction of what mineralization might be found to be present if and when a project is actually developed.

It is important to note that:

- Unless otherwise indicated, forward-looking statements in this MD&A describe the Company's expectations as of December 29, 2014.
- Readers are cautioned not to place undue reliance on these statements as the Company's actual results, performance or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements if known or unknown risks, uncertainties or other factors affect the Company's business, or if the Company's estimates or assumptions prove inaccurate. Therefore, the Company cannot provide any assurance that forward-looking statements will materialize.
- Subject to applicable laws, the Company assumes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or any other reason.

The material assumptions that were applied in making the forward looking statements in this MD&A include: execution of the Company's existing plans or exploration programs for the Helmer-Bovill property, either of which may change due to changes in the views of the Company or if new information arises which makes it prudent to change such plans or programs; and the accuracy of current interpretation of drill and other exploration results.

For a description of material factors that could cause the Company's actual results to differ materially from the forward-looking statements in this MD&A, please see "Risks and Uncertainties".

## General

A. Lamar Long, CPG, is a Qualified Person as defined in National Instrument 43-101 (“NI 43-101”) and he has reviewed and approved the contents of this MD&A.

The Company’s principal business is the development of the Helmer-Bovill industrial minerals property. The Helmer-Bovill property is comprised of eleven adjacent and non-adjacent mineral leases that cover a border phase of the Thatuna granodiorite (“TG”) that hosts potentially economic deposits of feldspar, quartz and kaolinitic clays, primarily kaolinite and halloysite as indicated by the June 2014 Pre-Feasibility Study, an update of the maiden February 2013 Pre-Feasibility Study, that includes drilling results from the promising Kelly’s Hump Area (the “June PFS”) completed by SRK Consulting (US) Inc of Lakewood Colorado (“SRK”). These minerals of economic interest occur in two related deposit types, both of which contain two or more of the targeted minerals:

1. the unweathered Thatuna granodiorite hosts deposits of sodium (“Na”) feldspar and quartz; and,
2. the weathered Thatuna granodiorite hosts residual deposits of potassium (“K”) feldspar, kaolin (kaolinite / halloysite) and quartz.

The Helmer-Bovill property is favourably located in Latah County, Idaho where it enjoys very competitive transportation logistics: rail access to open stations serviced by both the Union Pacific and Burlington Northern Railways; access to the Pacific Rim through Portland by barge via the Port of Lewiston, Idaho about 50 miles away and ultimately Portland or via rail or truck to the Port of Seattle (about 350 miles). The Helmer-Bovill Property lies about 100 miles south by state highway from Interstate Highway 95 and about 350 miles north of Boise / Interstate Highway 84 providing ready access to the entire Interstate highway network. Mining efforts by previous operators have brought commercial distribution networks of both electricity and natural gas to within a few miles of the proposed mine site.

I-Minerals is focused on the development of the Bovill Kaolin deposit, a primary clay deposit containing kaolinite, halloysite, potassium feldspar (“K-spar”) and quartz formed through the weathering of the Thatuna granodiorite. The June PFS indicates the Bovill Kaolin deposit can be economically mined by low strip ratio open pit mining techniques. In the fourth quarter of 2012, SRK completed a feasibility study prepared in accordance with NI 43-101 on the WBL Tailings, a probable reserve of fine ground tailings from prior mining activity containing K-spar-quartz material (the “WBL Feasibility”). Based on the expectation of profit as indicated by the WBL Feasibility also in the fourth quarter of 2012, the Company sought and received permits to mine the WBL Tailings. In 2013 a few thousand tons of this material was screened with several hundred tons sold to local customers. For 2014, the Company has contracts in place to sell up to 30,000 tons of the tailings sand and continuing discussions could result in the sale of additional tonnage.

The Bovill Kaolin deposits are a high value suite of industrial minerals referred to as “primary clays”, which are essentially medium-grained sand in a matrix of white coloured clay. As the ore is already in a sandy clay-like state, no crushing is required which offers lower capital and operating cost opportunities as compared with a hard rock operation. The results of the Technical Economic Model (the “June TEM”) of the June PFS were released in June 2014 and indicated a pre-tax Net Present Value (“NPV”) of US\$330 million (US\$212 million after tax NPV) a 38% pre-tax internal rate of return (“IRR”) (30% after tax IRR) with initial capital costs (“CAPEX”) of US\$73 million (US\$91 million life of mine) and an estimated payback of three years on a mine life of over 25 years. Management is very pleased with the results of the June TEM as compared with the maiden PFS completed in February 2013. The improved results are primarily the result of higher modelled throughput; which is driven by improved K-spar market fundamentals as well as the inclusion of Kelly’s Hump in the reserve model, which increases halloysite production for the full life of mine from approximately 10 years in the maiden PFS. The combination of low CAPEX and high NPV and IRR make for a much stronger project than many base or precious metal mines. In particular the low CAPEX and short payback should make the raising of production capital easier than high CAPEX projects given the current challenges facing the resource equity markets.

The June PFS was completed by SRK with tailings design by Tetra Tech and Capital Cost estimation by Kellogg, Brown & Root was filed on SEDAR ([www.sedar.com](http://www.sedar.com)) on June 27, 2014 and can be viewed on the Company's website at [www.imineralsinc.com](http://www.imineralsinc.com). Management is pleased with the June PFS results given large areas of primary clay now have sufficient drilling to be categorized as measured or indicated resources. In addition, drilling in the Kelly's Hump area has encountered areas of significantly increased halloysite concentrations. A total of 167 holes were completed during 2013, resulting in the calculation of a measured / indicated resource which were upgraded to a proven / probable reserve with the completion of the June PFS. The detailed metallurgical separations undertaken in the core evaluations to date has demonstrated the halloysite is not uniformly distributed throughout the primary clay. As a result, the halloysite resources incorporated in the maiden PFS were only sufficient for approximately 10 years of the 26 year modelled mine life. The updated June PFS defined sufficient halloysite to support halloysite production for the entire mine life as currently modelled.

Mineral product valuations in the June PFS were based upon a 2012 report on market opportunities for the kaolinite, potassium feldspar and quartz products by Charles River Associates, a 2013 update on the K-spar markets also by Charles River Associates and market updates from Durtec GmbH of Germany. The 2012 report, a summary of which is available on the Company's website, identified numerous markets for high value products and supports product valuations used in economic valuations to date. In addition, the market studies on the potential of halloysite by Durtec GmbH indicate strong market opportunities for high quality halloysite products. Customer interest in the Company's products is growing, not only for higher quality quartz products, but most significantly for K-spar as there is currently no United States domestic supplier of a high quality K-spar product.

In September 2012 the Company received approval of its Mine Plan of Operations ("the MPO") from the Idaho Department of Lands. The MPO allows the Company to campaign mine up to 50,000 tons per annum of feldspathic sands at the WBL Tailings from June through October for up to ten years. The feldspathic sands were deposited as tailings from clay mining operations that occurred on or near the Company's mineral leases between 1961 and 1974. The MPO describes excavation and screening of the bulk K-spar/quartz product with no additional onsite treatment. The product has drawn interest from ceramics industries including pottery suppliers, tiles and other applications that require similar material for a ceramic body. Industrial sand users have shown the most interest. Several potential customers wish to test product samples with a view to purchases in 2014 based upon price and quality considerations. During 2013 a few thousand tons of the feldspathic sand material was screened with several hundred tons shipped to multiple customers. During calendar Q2 2014 the Company entered into contracts for sales of up to 30,000 tons of the K-spar / quartz sands. It should be noted that any sales of the WBL Tailings products are not included in the June TEM and PFS.

On January 23, 2013 the Company delivered 1.3 million shares to Idaho Industrial Minerals, LLC. The Company's position is that these shares represent the final payment under the underlying property agreement and the Company now owns outright the State of Idaho Mineral Leases that comprise the Helmer-Bovill property. These leases have all been renewed for a second 10 year term leaving the company well positioned for the future development of the property.

On March 20, 2014, the Company announced that it had been served with a complaint by Robert Lemke (carrying on business as Hoodoo Resources, LLC) and the Brent Thomson Family Trust, each minority partners with a 12.5% interest in Idaho Industrial Minerals, LLC (the "Plaintiff's Complaint"). It appears Thomson and Lemke are attempting to exercise derivative rights without the consent of the authority of Idaho Industrial Minerals, LLC ("IIM") and reject consideration paid to IIM with respect to the underlying property August 10, 2002 agreement, as amended, between the Company and IIM (the "IIM Agreement"). Significantly, another Member of IIM has filed a separate lawsuit against Thomson and Lemke seeking damages against Thomson and Lemke for bringing an invalid derivative action against the Company.

A background summary follows. On January 22, 2013 the Company delivered 1.3 million shares to IIM. The Company asserts these shares represent the final payment under the IIM Agreement and that the Company's interest in the State of Idaho Mineral Leases covering the Helmer-Bovill property is unencumbered. The IIM Agreement expired, by its own terms, on August 10, 2013.

The Plaintiff's Complaint action was originally filed in US Federal court. In response, on June 6, 2014, Thomson and Lemke implicitly conceded that this was not a Federal action by voluntarily dismissing their initial filing from the US Federal court. Thomson and Lemke refiled in state court.

The IIM Agreement required the Company to deliver a total of 1.75 million shares to IIM for the Company to earn outright title to the mineral lease rights that comprise the Helmer-Bovill Property. The final tranche of 1.3 million shares was delivered to IIM on January 22, 2013. Thomson and Lemke allege that they could and did derivatively reject the Company's tender of shares on behalf of IIM and also that they were deceitfully induced into signing the fourth amendment to the IIM Agreement. Nonetheless, Thomson and Lemke have dismissed the action against Roger Kauffman, the originally alleged architect of such alleged deceit. Thomson and Lemke are seeking specific performance in the return of the Helmer-Bovill Property. Review by the Company's legal counsel can find no basis for a derivative rights action and the Company steadfastly denies any deceitful inducement to enter into the IIM Agreement. The Company asserts that the IIM Agreement has been fulfilled.

As a result of a motion for partial summary judgment filed by the Company, the Court dismissed one of Thomson and Lemke's causes of action against the Company. In addition, Thomson and Lemke have dropped all claims against the Company's current president, Thomas Conway, and dismissed all claims against the Company's former president and CEO, Roger Kauffman. The Court also granted a motion by a third party defendant to the action for a change of venue to northern Idaho, although that order is currently subject to a motion for reconsideration filed by Thomson and Lemke. Discovery is proceeding and documents have been exchanged.

To summarize since the initial Thomson and Lemke filing, motions by the Company and a member of IIM not aligned with Thomson and Lemke have effected: (1) moving jurisdiction from Federal to State Court; (2) dismissal of the action against the former Company CEO Roger Kauffman; (3) the dismissal of the action against the current Company CEO Thomas Conway; and, (4) moved the judicial location (subject to rehearing) to the County that will benefit from the Company's Project.

The Company continues to vigorously defend the action brought by Thomson and Lemke as the Company believes the action to be completely and wholly without merit. The Company intends to pursue additional summary judgment decisions narrowing the scope of the lawsuit or dismissing the claims on statute of limitations grounds. It also intends to seek all damages possible from Hoodoo Resources, LLC and the Brent Thomson Family Trust for the costs associated with the lawsuits and for interfering with the Company's business activities. Additional information is disclosed in the news releases dated March 20, 2014, July 3, 2014, and October 8, 2014.

The Company is in the process of filing a Form 10 US Registration Statement to register its shares with the United States Securities and Exchange Commission ("SEC") to become a US domestic reporting issuer. Part of the registration process requires the Company to convert its accounting from IFRS to accounting principles generally accepted in the United States of America ("US GAAP"). With the project and management in the United States, the company believes the completion of the registration process with the SEC and becoming a domestic reporting issuer will increase access to capital and liquidity in the trading of the Company's shares. As at the date of this report, the initial comments from the SEC had been received by the Company and a response to the comments delivered back to the SEC. The Company expects the process to become a domestic reporting issuer should complete in the first quarter of 2015.

## **Outlook**

The focus of the Company continues to be the detailed assessment of all of its mineral assets and advancing the Bovill Kaolin project towards production. With the updated PFS completed in June 2014, the next step is additional permitting activities and ultimately the completion of a full feasibility study. I-Minerals has completed sufficient drilling at sufficiently close drill hole spacing to allow for the calculation of measured and indicated resources at Kelly's Hump and Middle Ridge. A limited amount of infill drilling may be required to upgrade portions of the probable reserves to proven reserves as a condition of CAPEX financing.

Permitting is on schedule to be largely completed within six to nine months save an air discharge permit. Bulk sample processing is ongoing at Ginn Mineral Research with the quartz and K-spar fraction being delivered to Minerals Research Laboratory at North Carolina State University for separation of the quartz and K-spar. The purpose of the current round of pilot scale separations is to confirm grades and separation characteristics of all areas of the deposits and provide samples for melt tests and customer tests. The processing at Ginn Minerals research to create halloysite and metakaolin products should be completed in early Q1 2015. The processing to create k-spar and quartz products at MRL should be completed mid to late Q1 2015.

Based upon opportunities identified in the Charles Rivers report, internal marketing efforts and customer leads generated through the website, strong interest has been generated in all of the Company's mineral products with ever increasing interest in the K-spar. Samples continue to be sent to customers for testing and the response is generally very favourable.

## Results of Operations

### *Six months ended October 31, 2014*

The Company recorded income of \$968,604 (\$0.01 per share) for the six months ended October 31, 2014 as compared to a loss of \$2,278,550 (\$0.03 per share) for the six months ended October 31, 2013. The table below details certain non-cash or unusual transactions that for the purposes of this discussion have been adjusted out of the reported income (loss) to produce an adjusted loss that forms a better basis for comparing the period over period operating results of the Company.

	2014 (\$)	2013 (\$)
Income (loss) for the period as reported	968,604	(2,278,550)
Interest on convertible loans, demand loans and loans	-	11,991
Interest on promissory notes	312,202	131,375
Share-based payments	62,617	97,420
(Gain) loss on settlement of debt	(59,236)	143,927
Amortization of financing fees	77,726	-
Change in fair value of warrant derivatives	(1,926,214)	1,678,631
Adjusted loss for the period <sup>(1)</sup>	(564,301)	(215,206)

<sup>(1)</sup> Adjusted loss for the period is not a term recognized under IFRS.

Comments regarding certain of these items are as follows:

- Demand loans and loans bore interest at a rate of 12% per year. Interest decreased as the debts were settled in the prior period.
- Promissory notes bear interest at the rate of 12%. Interest increased as additional promissory notes have been entered into and funds advanced.
- During Q1 2015, the Company granted 300,000 stock options to consultants of the Company. The share-based payments expense is based on options granted that vest immediately and previously granted options subject to vesting.
- (Gain) loss on settlement of debt represents the change in fair value of common shares between the date the Company agreed to settle debts for common shares and the date that the common shares were ultimately issued.
- Amortization of financing fees represents the value of bonus shares and bonus warrants issued to the lender of the promissory notes, amortized over the remaining life of the promissory notes.
- Change in fair value of the warrants derivatives is based on the change in remaining term of the instruments and the stock price of the Company. The warrant derivative liabilities do not represent cash liabilities.

The increase in adjusted loss recorded in the six months ended October 31, 2014 as compared to the six months ended October 31, 2013 is the net result of changes to a number of expenses. Of note are the following items:

- Accounting fees of \$35K (2013 - \$17K) include fees relating to the completion of financial reporting and continuing work on preparing US GAAP financial statements.
- Management and consulting fees of \$31K (2013 - \$40K) are comprised of fees to manage the Company. Approximately half of the fees to manage the Company are charged to the statement of loss and the other half is charged to the Company's Helmer-Bovill property.
- Office, telephone and miscellaneous expenses of \$71K (2013 - \$56K) is comprised of office and telephone expenses, payroll taxes and medical benefits, insurance premiums and travel expenses.
- Professional fees of \$346K (2013 - \$69K) include legal fees, audit fees and financial consulting fees. The increase in fees in Q2 2014 was due to increase legal fees relating to the IIM litigation, the registration with the SEC and the Unimin Corporation Temporary Restraining Order (see August 18, 2014 and September 23, 2014 news releases).
- Promotion and shareholder communication fees of \$69K (2013 - \$11K) includes marketing activities of the Company's property.
- Foreign exchange gain of \$14K (2013 -\$5K) is based on cash held and accounts payable denominated in Canadian dollars.

### Capital Expenditures

The Company incurred deferred exploration expenditures of \$731,832 during the six months ended October 31, 2014 compared to \$1,748,343 during the year ended April 30, 2014. The current period expenditures were incurred on the Helmer-Bovill Property and included engineering and consulting of \$163,950, mineral analysis and processing of \$284,934, environmental costs of \$45,900, permitting, licenses and fees of \$48,637 and marketing and research costs of \$31,620.

### Summary of Quarterly Results (unaudited)

	For the quarter ended			
	October 31, 2014 (\$)	July 31, 2014 (\$)	April 30, 2014 (\$)	January 31, 2014 (\$)
Total revenues	nil	nil	nil	nil
Income (loss)	657,353	311,251	(1,046,872)	(509,010)
Income (loss) per share (basic and diluted) <sup>(1)</sup>	0.01	0.00	(0.01)	(0.01)
Total assets	14,666,238	14,397,869	14,191,289	13,726,634

	For the quarter ended			
	October 31, 2013 (\$)	July 31, 2013 (\$)	April 30, 2013 (\$)	January 31, 2013 (\$)
Total revenues	nil	nil	nil	nil
Loss	(1,293,203)	(985,347)	(640,010)	(291,567)
Loss per share (basic and diluted) <sup>(1)</sup>	(0.02)	(0.01)	(0.01)	(0.00)
Total assets	12,837,255	12,327,886	11,771,884	11,568,723

<sup>(1)</sup> The basic and diluted calculations result in the same values.

A portion of the loss recorded in quarters is due to the change in the fair value of the warrant derivative liabilities. These are non-cash charges based on the change in fair value of certain share purchase warrants. The variation in loss in the quarters is primarily due to the change in fair value of share purchase warrants. The income recorded during the three months ended October 31, 2014 and July 31, 2014 was due to the change in fair value of the derivatives.

### **Financing Activities**

The Company did not complete any equity financing activities during the six months ended October 31, 2014.

The Company is being financed from promissory notes received a company controlled by a director of the Company (the "Lender"). The Lender agreed to advance up to \$5,787,280 to the Company in tranches, of which \$5,454,280 had been advanced as at October 31, 2014 (the "Promissory Notes"). During the six months ended October 31, 2014, the Company received \$450,000 of Promissory Notes from the Lender. Subsequent to October 31, 2014, the Company received an additional \$300,000 of Promissory Notes from the Lender. The Promissory Notes bear interest at the rate of 12% per annum. The Promissory Notes are secured by the Company's Helmer-Bovill Property. Interest is payable semi-annually as calculated on May 31<sup>st</sup> and November 30<sup>th</sup>. Interest is to be paid either in cash or in common shares at the option of the Lender. The Promissory Notes are due as to \$1,000,000 on December 31, 2015, \$2,000,000 on June 30, 2016 and the balance due on December 31, 2016. Certain conditions may result in early repayment. Subsequent to October 31, 2014, the maturity dates of the Promissory Notes were amended so that the maturity dates are the later of the original maturity dates and one year after resolution of the IIM litigation.

The Company will issue the Lender bonus shares and bonus share purchase warrants equal to 6% of the amounts advanced. Each bonus share purchase warrant will entitle the Lender to purchase one common share of the Company at a price equal to the greater of (a) the market price of the Company's common shares on the date of the advance and (b) the volume weight average price of the Company's common shares over the twenty trading days immediately prior to the date of the advance. The bonus share purchase warrants expire on the earlier of (a) December 1, 2016 and (b) the date the advance has been repaid in full, including interest.

During the six months ended October 31, 2014, the Company issued 412,193 bonus shares to the Lender at the fair value of \$96,000 and the Company was committed to issue an additional 230,603 bonus shares to the Lender at the fair value of \$48,000. The Company also committed to issue 329,446 bonus share purchase warrants. During the six months ended October 31, 2014, the Company issued 412,193 bonus share purchase warrants to the Lender with a weighted average exercise price of \$0.286. At October 31, 2014, the Company was committed to issuing an aggregate of 230,603 bonus share purchase warrants.

During the six months ended October 31, 2014, the Company settled \$211,928 of interest payable on the Promissory Notes by issuing 741,223 shares to the Lender at the fair value of \$152,701. The interest settled was for the period from January 1, 2014 to May 31, 2014. Subsequent to October 31, 2014, the Company settled \$311,929 of interest payable on the Promissory Notes by the issuance of 1,622,029 common share. The interest settled was for the period from June 1, 2014 to November 30, 2014

### **Liquidity and Capital Resources**

The Company's aggregate operating, investing and financing activities during the six months ended October 31, 2014 resulted in a net cash outflow of \$233,642 (2013 – inflow of \$92,242). As at October 31, 2014, the Company had working capital of working capital (deficiency) of (\$291,054) (April 30, 2014 – \$121,793), including cash of \$371,294 (April 30, 2014 – \$604,936).

The Promissory Notes (October 31, 2014 - \$5,059,977) are due as to \$1,000,000 on December 31, 2015, \$2,000,000 on June 30, 2016 and the balance due on December 31, 2016. Certain conditions may result in early repayment. Subsequent to October 31, 2014, the maturity dates of the Promissory Notes were amended so that the maturity dates are the later of the original maturity dates and one year after resolution of the IIM litigation.

The Company has not as yet put into commercial production any of its mineral properties and as such has no operating revenues. Accordingly, the Company is dependent on debt and equity financing as its primary source of operating working capital. The Company's capital resources are largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for investor support of its projects.

The Company remains dependent on raising additional financing to fund development requirements on the Helmer-Bovill property and for general corporate costs. At this time insufficient work has been completed to estimate the costs of completing a feasibility study on the Bovill Kaolin deposits. With respect to funds required for capital cost items once a feasibility study is completed, State-sponsored debt financing instruments may be available on attractive terms, and the Company intends to pursue such financial instruments to cover portions of the capital costs associated with placing the Bovill Kaolin deposits into production.

### Transactions with Related Parties

The Company has entered into the following transactions with related parties.

During the three months ended October 31, 2014, management and consulting fees of \$15,806 (2013 – \$14,387) were charged by directors or officers or companies controlled by them. A further \$37,500 (2013 – \$45,500) in consulting fees were charged by directors and are included with mineral property deferred costs.

During the six months ended October 31, 2014, management and consulting fees of \$29,669 (2013 – \$29,854) were charged by directors or officers or companies controlled by them. A further \$75,000 (2013 – \$83,000) in consulting fees were charged by directors and are included with mineral property deferred costs.

The fees noted above were paid to Tom Conway, the Chief Executive Officer, and a company controlled by Barry Girling, a director of the Company.

Included in accounts payable and accrued liabilities are amounts owed to directors or officers or companies controlled by them. As at October 31, 2014, the amount was \$183,100 (April 30, 2014 – \$177,611). All amounts are non-interest bearing, unsecured, and due on demand.

The promissory notes received from a company controlled by a director are related party transactions.

Key management includes the Chief Executive Officer and the directors of the Company. The compensation paid or payable to key management for services during the three months ended October 31, 2014 and 2013 is as follows:

	Three months ended October 31		Six months ended October 31	
	2014	2013	2014	2013
	\$	\$	\$	\$
Consulting fees	53,306	59,887	104,669	111,902
Share-based payments – stock options	-	-	-	74,818
	53,306	59,887	104,669	186,720

### Off-Balance Sheet Arrangements

The Company has not entered into any material off-balance sheet arrangements such as guarantee contracts, contingent interests in assets transferred to unconsolidated entities, derivative financial obligations, or with respect to any obligations under a variable interest equity arrangement.

## **Financial Instruments**

All financial instruments are classified into one of these five categories: held-for-trading, held-to-maturity investments, loans and receivables, available-for-sale financial assets or other financial liabilities and are measured on the balance sheet date at fair value upon initial recognition. Subsequent measurement depends on the initial classification of the instrument, as follows: held-for-trading financial assets are measured at fair value, with changes in fair value recognized in loss; available-for-sale financial instruments are measured at fair value, with changes in fair value recorded in other comprehensive income until the instrument is derecognized or impaired; and loans and receivables, held-to-maturity investments and other financial liabilities are measured at amortized cost. All derivative instruments, including embedded derivatives, are recorded in the statement of financial position at fair value unless they qualify for the normal sales and purchases exemption. Changes in the fair value of derivatives that are not exempt are recorded in loss.

The Company has designated its cash and receivables as loans and receivables. Accounts payable and accrued liabilities and promissory notes are designated as other financial liabilities. Warrant derivatives are designated as FVTPL financial liabilities. At October 31, 2014, the Company had neither available-for-sale nor held-to maturity financial instruments.

## **Outstanding Share Data**

Authorized Capital:

Unlimited common shares, without par value

Issued and outstanding:

78,895,161 common shares as at December 29, 2014

Outstanding options and warrants as at December 29, 2014:

Security	Number	Exercise Price (CDN\$)	Expiry date
Stock Options	1,150,000	0.40	January 7, 2015
Stock Options	100,000	0.40	February 15, 2015
Stock Options	500,000	0.40	December 1, 2015
Stock Options	150,000	0.25	December 16, 2017
Stock Options	1,300,000	0.10	July 30, 2018
Stock Options	260,000	0.15	July 30, 2018
Stock Options	300,000	0.25	July 30, 2018
Stock Options	200,000	0.25	November 19, 2018
Stock Options	150,000	0.25	January 8, 2019
Stock Options	100,000	0.25	April 25, 2019
Stock Options	300,000	0.25	May 23, 2019
Warrants	1,550,000	0.40	January 31, 2016
Warrants	200,000	0.25	January 31, 2016
Warrants	20,000,000	0.40	April 29, 2016
Warrants	667,520	0.14	December 1, 2016 <sup>(1)</sup>
Warrants	122,142	0.14266	December 1, 2016 <sup>(1)</sup>
Warrants	104,119	0.165	December 1, 2016 <sup>(1)</sup>
Warrants	76,723	0.17	December 1, 2016 <sup>(1)</sup>
Warrants	87,818	0.17223	December 1, 2016 <sup>(1)</sup>
Warrants	111,762	0.185	December 1, 2016 <sup>(1)</sup>
Warrants	94,764	0.23	December 1, 2016 <sup>(1)</sup>
Warrants	92,357	0.276	December 1, 2016 <sup>(1)</sup>
Warrants	200,091	0.28	December 1, 2016 <sup>(1)</sup>
Warrants	45,439	0.29	December 1, 2016 <sup>(1)</sup>
Warrants	96,261	0.292	December 1, 2016 <sup>(1)</sup>
Warrants	52,459	0.305	December 1, 2016 <sup>(1)</sup>
Total	28,011,455		

<sup>(1)</sup> The warrants are exercisable until the earlier of December 1, 2016 or the date that the promissory note advance is repaid.

### Risks and Uncertainties

The exploration for and development of industrial mineral deposits are highly speculative activities and are subject to significant risks. The Company's ability to realize its investments in exploration projects is dependent upon a number of factors, including its ability to continue to raise the financing necessary to complete the exploration and development of those projects and the existence of economically recoverable reserves within its projects.

### ***Stage of Development***

The Company's properties are in the development stage and the Company does not have an operating history. As a result, there can be no assurance that the Company will be able to develop and operate its properties, or any one of them, profitably, or that its activities will generate positive cash flow. As a result of the Company's lack of operating history, it faces many of the risks inherent in starting a new business.

Industrial minerals exploration and development involves a high degree of risk. The amounts attributed to the Company's interest in its properties as reflected in its financial statements represent acquisition and exploration/development expenses and should not be taken to represent realizable value. Hazards such as unusual or unexpected geological formations and other conditions are involved.

Fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are some of the risks involved in the operation of mines and the conduct of exploration/development programs. Unknowns with respect to geological structures and other conditions are involved. Existing and future environmental laws may cause additional expenses and delays in the activities of the Company, and they may render the Company's properties uneconomic. The Company has no liability insurance of the type that covers liability for pollution or hazards, and the Company may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material, adverse effect on the Company's financial position.

### ***Risks Inherent in the Mining Industry***

Mineral exploration and development is highly speculative and capital intensive. Most exploration efforts are not successful, in that they do not result in the discovery of mineralization of sufficient quantity or quality to be profitably mined. The operations of the Company are also indirectly subject to all of the hazards and risks normally incident to developing and operating mining properties. These risks include insufficient ore reserves, fluctuations in production costs that may make mining of reserves uneconomic; significant environmental and other regulatory restrictions; labour disputes; geological problems; failure of pit walls or dams; force majeure events; and the risk of injury to persons, property or the environment.

### ***Uncertainty of Reserves and Mineralization Estimates***

There are numerous uncertainties inherent in estimating proven and probable reserves and mineralization, including many factors beyond the control of the Company. The estimation of reserves and mineralization is a subjective process and the accuracy of any such estimates is a function of the quality of available data and of engineering and geological interpretation and judgment. Results of drilling, metallurgical testing and production and the evaluation of mine plans subsequent to the date of any estimate may justify revision of such estimates. No assurances can be given that the volume and grade of reserves recovered and rates of production will not be less than anticipated. Assumptions about prices are subject to greater uncertainty and metals prices have fluctuated widely in the past. Declines in the market price of industrial minerals also may render reserves or mineralization containing relatively lower grades of ore uneconomic to exploit. Changes in operating and capital costs and other factors including, but not limited to, short-term operating factors such as the need for sequential development of ore bodies and the processing of new or different ore grades, may materially and adversely affect reserves.

### ***Risks in Title to Mineral Properties***

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims, as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many mineral properties. Although the Company has taken steps to verify title to mineral leases in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects. In March 2014, a complaint was filed against the Company seeking the return of the Helmer-Bovill property. Refer to disclosures on page 3 of this MD&A.

### ***Fluctuations in the Market Price of Minerals***

The profitability of mining operations is directly related to the market price of the industrial minerals being mined. The market price of industrial minerals may fluctuate widely and is affected by numerous factors beyond the control of any mining company. These factors include expectations with respect to the rate of inflation, the exchange rates of the dollar and other currencies, interest rates, global or regional political, economic or banking crises, and a number of other factors. If the market prices of the mineral commodities the Company plans to explore decline, this will have a negative effect on the availability of financing for the Company.

### ***Marketability***

The marketability of the industrial minerals which may be acquired or discovered by the Company will be affected by numerous factors beyond the control of the Company. These factors include market fluctuations, the proximity and capacity of the feldspar, quartz, kaolin and other industrial mineral markets and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of industrial minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

### ***Environmental Risks***

Mining is subject to potential risks and liabilities associated with pollution of the environment and the disposal of waste products occurring as a result of mineral exploration and production. Insurance against environmental risk (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) is not generally available to the Company (or to other companies in the minerals industry) at a reasonable price. To the extent that the Company becomes subject to environmental liabilities, the satisfaction of any such liabilities would reduce funds otherwise available to the Company and could have a material adverse effect on the Company. Laws and regulations intended to ensure the protection of the environment are constantly changing, and are generally becoming more restrictive.

### ***Mineral Exploration and Mining Activities Require Compliance with a Broad Range of Law and Regulation, Violation of which can be Costly***

Mining operations and exploration activities are subject to national and local laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection and mine safety. In order to comply, the Company may be required to make capital and operating expenditures or to close an operation until a particular problem is remedied. In addition, if the Company's activities violate any such laws and regulations, it may be required to compensate those suffering loss or damage, and may be fined if convicted of an offense under such legislation.

### ***Land Reclamation Requirements for Exploration Properties May be Burdensome***

Although variable, depending on location and the governing authority, land reclamation requirements are generally imposed on mineral exploration companies, as well as companies with mining operations, in order to minimize long term effects of land disturbance. Reclamation may include requirements to control dispersion of potentially deleterious effluents and to reasonably re-establish pre-disturbance land forms and vegetation. In order to carry out reclamation obligations imposed on the Company in connection with mineral exploration, the Company must allocate financial resources that might otherwise be spent on further exploration programs.

### ***Permitting***

In the ordinary course of business, mining companies are required to seek governmental permits for expansion of existing operations or for the commencement of new operations. Obtaining the necessary governmental permits is a complex and time-consuming process involving numerous jurisdictions and often involving public hearings and costly undertakings. The duration and success of efforts to obtain permits are contingent upon many variables not within the Company's control. Obtaining environmental protection permits, including the approval of reclamation

plans, may increase costs and cause delays depending on the nature of the activity to be permitted and the interpretation of applicable requirements implemented by the permitting authority. There can be no assurance that all necessary permits will be obtained and, if obtained, that the costs involved will not exceed those that were previously estimated. It is possible that the costs and delays associated with the compliance with such standards and regulations could become such that the Company would not proceed with the development or operation of a mine or mines.

### ***Profitability of Operations***

The Company is not currently operating profitably and it should be anticipated that it will operate at a loss at least until such time as production is achieved from one of the Company's properties, if production is, in fact, ever achieved. The Company has never earned a profit.

### ***Future Financings***

If the Company's exploration programs are successful, additional funds will be required for further exploration and development to place a property into commercial production. The only source of future funds presently available to the Company is through the sale of equity capital or the offering by the Company of an interest in any of its properties to be earned by another party or parties carrying out further exploration or development thereof. There is no assurance such sources will continue to be available on favourable terms or at all. If available, future equity financings may result in substantial dilution to current shareholders.

### ***Industry Competition in the Acquisition of Industrial Mineral Properties and the Recruitment and Retention of Qualified Personnel***

The Company must compete with other industrial mineral exploration and mining companies, many of which have greater financial resources, for the acquisition of industrial mineral claims, leases and other industrial mineral interests as well as for the recruitment and retention of qualified employees and other personnel. If the Company requires and is unsuccessful in acquiring additional industrial mineral properties or personnel, there can be no assurance the Company will be able to compete against such companies with respect to exploration and development, industrial mineral production and marketing.

### **Internal Control over Financial Reporting**

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109") the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the condensed interim consolidated financial statements for the six months ended October 31, 2014 and this accompanying MD&A (together the "Interim Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Interim Filings on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Other Information**

Additional information related to the Company is available for viewing on SEDAR at [www.sedar.com](http://www.sedar.com) and at the Company's website at [www.imineralsinc.com](http://www.imineralsinc.com).