

Red Rock Energy Inc.

Management Discussion & Analysis June 30, 2015

Management Discussion and Analysis

Management's discussion and analysis of the operating results and financial condition of Red Rock Energy Inc. ("Red Rock" or the "Company") for the three months ended June 30, 2015 is dated August 28th, 2015 and should be read in conjunction with the applicable audited Consolidated Financial Statements for the year ended March 31, 2015 and related notes, and the audited Consolidated Financial Statements for the year ended March 31, 2014. The Interim financial statements are un-audited and have not been reviewed by the Company's auditors.

The Company was incorporated on April 12, 2005. Red Rock's sole business to date has been to identify, evaluate and acquire mineral and oil and gas properties and to conduct exploration and development operations on such properties. Red Rock has no commercial production, and accordingly has realized no material revenues to date.

Additional information relating to Red Rock can be found on the SEDAR website at www.sedar.com.

FORWARD-LOOKING STATEMENTS

This document contains expectations, beliefs, plans, goals, objectives, assumptions, information and statements about future events, conditions, results of operations or performance that constitute "forward-looking information" or "forward-looking statements" (collectively, "forward-looking statements") under applicable securities laws. Undue reliance should not be placed on forward-looking statements. Forward-looking statements are based on current expectations, estimates and projections that involve a number of risks and uncertainties, which could cause actual results to differ materially from those anticipated by the Company and described in the forward-looking statements. We caution that the foregoing list of risks and uncertainties is not exhaustive. Events or circumstances could cause actual dates to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements. The forward-looking statements contained in this press release are made as of the date hereof and the Company does not intend, and does not assume any obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise unless expressly required by applicable securities laws.

CRITICAL ACCOUNTING ESTIMATES

The following management's discussion and analysis ("MD&A") is dated August 28th, 2015 and should be read in conjunction with the Company's audited consolidated financial statements and related notes for the twelve months ended March 31, 2015. The accompanying financial statements of Red Rock have been prepared by management and approved by the Company's Board of Directors.

Overview

Red Rock Energy Inc. ("the Company") is a Canadian resource company and was established as an Alberta registered Company on April 12th, 2005. The Company and its subsidiary are registered in the province of Saskatchewan, British Columbia and the North West Territories. The Company's principal assets are mineral properties located in Saskatchewan and oil and gas properties located in British Columbia. The

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Company is engaged in the acquisition, exploration and development of properties for the purpose of producing uranium and oil and gas. The Company holds a 100% interest in 13 Claims covering approximately 11,000 hectares located in close proximity to Uranium City, Saskatchewan and 5 additional Claims covering approximately 960 hectares in the Northwest Territories. Red Rock is in the process of pursuing uranium exploration prospects identified by management within its existing land base and in other strategically located areas with an initial focus on western Canada, beginning with the Phase 1 work program outlined in the Qualifying Report by its Report Authors and discussed below. Red Rock intends to expand its management, staff and consultants with technical experience as required such that it may be able to pursue further exploration or acquisition opportunities within those core areas.

The Company also acquired up to 4200 acres of prospective oil and gas rights in North East British Columbia. The agreement was with a regional, mid-tier oil and gas company and the properties include two existing well bores and related well and processing equipment. As soon as local conditions permit, the Company intends to re-enter and recomplete each of these well bores with the intent of evaluating the potential for by-passed hydrocarbon production. One of the acquired well bores has been designated as the discovery well for a Bluesky oil pool. Concurrent with this land acquisition, Red Rock has also been granted a seismic option on the contiguous four section block which will allow it to earn a 100% working interest in that block, subject to a non-convertible overriding royalty to the existing land owners.

Red Rock holds a 100% interest the Saskatchewan Claims which are divided into four blocks of mineral claims identified as RB1, RB2, RB3 and Rb4. The claims are located in the Beaverlodge Uranium District in northern Saskatchewan north of Lake Athabasca.

The RB1 block consists of six mineral claims, encompasses about 1,184 ha and is about 14 km northeast of the hamlet of Uranium City at and near the former Dubyna mine. The RB1 block has at its center a small Crown Reserve (CR683) approximately 400m by 700m that is not owned by Red Rock. The RB2 block consists of four mineral claims, encompassing about 1,819 ha and is about 3 km southwest of Uranium City at and near the former Lake Cinch and Cenex mines. The RB3 block is made up of one mineral claim totaling 184 ha located 25 km south of Uranium City on the Crackingstone peninsula north of the former Gunner mine site. The RB4 block is comprised of four claims totaling 6,375 ha located 35 km due south of Uranium city on Lake Athabasca. The RB3 and RB4 properties were acquired after the initial public offering and as part of Red Rock Energy's on going operations.

Red Rock engaged two qualified persons to prepare a 43-101 technical report specifically on RB1 and RB2. Based on the information provided to the Report Authors by Red Rock, there are believed to be no significant encumbrances on either the RB1, RB2, RB3 or RB4 claim blocks.

The Report Authors recommend that Red Rock should, initially at least, conduct the following two phases of exploratory work within its RB1 and RB2 claim blocks.

Phase 1 – Data Compilation/Data Verification

The intent of Phase 1 was to continue to assemble data, compile selected data (preferably into an appropriate digital format) and verify selected key data, both by office and selected fieldwork. Phase 2 is not contingent on Phase 1 being done in whole or in part, but if Phase 1 is done as recommended then the Report Authors believe this will make the recommended Phase 2 program both much more cost efficient and exploration effective.

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Phase 2 – Drill Program

The assembled data sets for the RB1 and RB2 blocks include recommendations for the follow-up drilling of selected targets. As well, the data review done during preparation of the Qualifying Report by the Report Authors has supplemented these prior recommendations, by identifying other targets of potential exploration interest for drilling. In essence, the recommended Phase 2 drilling program is intended to follow-up on the targets identified from the existing data sets assembled for the Red Rock RB1 and RB2 properties.

Significant Accounting Policies

A detailed summary of the Company's significant accounting policies is included in note 4 of the Company's Consolidated Financial Statements for the twelve months ended March 31, 2015.

The Company is in the process of developing its mineral and oil and gas properties and hence, mining and oil and gas property acquisition costs and related direct exploration and development expenditures, net of recoveries, are deferred until the properties are placed into production. These net costs will be amortized against income using the unit-of-production method based on estimated recoverable and proved reserves if the properties are brought into commercial production, or written off if the properties are abandoned or the carrying value is determined to be in excess of possible recoverable amounts.

The recoverability of amounts shown for mining and oil and gas properties is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mining claims, the ability of the Company to obtain financing to complete development of the properties, and on future profitability production or proceeds from the disposition thereof.

Exploration and evaluation (E&E) assets are assessed for impairment only when facts and circumstances suggest that the carrying amount of an E&E asset may exceed its recoverable amount.

The Company recognizes write-downs for impairment where the carrying value of a mining or oil and gas property exceeds its estimated long term net recoverable value.

Recoverable value is estimated based upon current exploration results and upon management's assessment of the future probability of positive cash flows from the property or from the sale of the property.

Year ended March 31, 2013

Execution of Joint Venture Letter of Intent

On May 22, 2012, the Company announced that it executed a Letter of Intent with a privately held Alberta corporation ("Privco"), pursuant to which the parties would form a joint venture for the purpose of completing up to six wells as identified by the Company and located in north eastern British Columbia. The completion of this joint venture remained subject to the negotiation and execution of a definitive agreement between the parties, receipt of approval from Privco's financial backers, completion of due

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diligence procedures by Privco, and the obtaining of any required corporate and regulatory approvals by Red Rock.

It was the intention of the parties that the Company would remain operator of any projects initiated, and payment terms would include reimbursing the Company for expenses associated with prospect development, prospect acquisitions and provision of technical services. Relative to each of the prospects, Privco would pay 100% of all equipping and tie-in costs to earn an 80% interest in that prospect.

On February 13, 2013, the Company announced that the Letter of Intent entered into with Privco expired. Following multiple extensions, Privco was unable to obtain financing to proceed with the transaction. Accordingly, Red Rock will seek the participation of other parties in the development of its oil properties in NE British Columbia.

On February 21, 2013, the Company executed a farmout agreement with two arms length parties ("the farmees") whereby in exchange for the farmees paying the costs associated with completing, acidizing and equipping well d-10-H/94-A-166 ("the Re-entry well") and conducting a pipeline test from the Caribou compressor station d-62-C to the Re-entry well ("the pipeline test"), the farmees would earn a 75% working interest in the Re-entry well. During March, 2013, the Company carried out the procedures associated with re-entering and testing the Re-entry well. The procedures carried out did not identify whether there were any commercial accumulations of oil or gas. Accordingly, during the year ended March 31, 2013, the Company recorded an impairment charge of \$968,279 equal to the net amount expended on oil and gas operations to date.

Year ended March 31, 2014

On October 25, 2013, the Company announced that it entered into a non-binding letter of intent with Jager Metal Corp. ("Jager") pursuant to which Jager would acquire the Company's oil and gas interests in the Cariboo region of northeast British Columbia. These are non-core assets for the Company, which continues to focus on its 100% owned mineral claims covering the former Uranium City mining camp. The transaction with Jager remained subject to a number of conditions precedent, including execution of a formal agreement and receipt of any required regulatory approvals. However, on November 26, 2013, the Company announced that it had terminated the non-binding letter of intent. The Company continues to focus on its 100% owned mineral claims covering the former Uranium City mining camp and also continues to explore the potential sale of the Cariboo properties.

Quarter ended June 30, 2015

On July 16, 2015 the Company announced that it has completed a filing in the United States and Canada of a patent application to protect the intellectual property rights associated with the alternative mining method for hard rock environments currently being developed in-house by the Company's technical team. This new mining method employs a varied form of in-situ recovery technique (ISR) utilizable in hard rock environments, such as those found in the Uranium City project area. The multi stage process involves the creation of permeability in a non-permeable rock through hydraulic and mechanical cataclastization which then allows for fluid recovery of uranium through in-situ leaching. The hard rock in-situ recovery ("H-ISR")

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system was developed after reviewing the results of the Company's commissioned technical study by Baker Hughes geo-mechanical division. The Company's technical team continues to refine its proprietary methodology in conjunction with pumping specialists who are assisting with technical support in preliminary engineering process design and methodologies to enhance proposed recovery techniques.

The Company has received a proposal from LDIS LLC, (LDIS) of Denver Colorado, an engineering firm with extensive experience in the planning, design and implementation of ISR facilities. The scoping level study proposes to examine the project economics based on the utilization of Red Rock's H-ISR technique. The study area will be Red Rock's Fusion Uranium Zone Project within the Company's Uranium City project area and the subject of a previously released 43-101 report by Scott Wilson Mining dated July 10, 2009.

In order to fund the meaningful development of the Red Rock H-ISR system, the Company also announced that it intends to complete a private placement to raise a maximum of \$1,000,000 by the issuance of common shares at or near the prevailing market rate post. The contemplated financing remains subject to regulatory approval.

The Company also intends to implement the steps of a share consolidation resolution approved by shareholders at a Special and Annual General Meeting of Shareholders of the Company held on November 18, 2013. According to the terms of that resolution, the Board of Directors could conduct a share consolidation based on a ratio of up to 1 for 20 or such ratio as the Board determines to be appropriate.

The Board of Directors has determined that, in the circumstances, a share consolidation ratio of 1 for 5 is appropriate, and will instruct counsel and the Company's transfer agent to proceed accordingly.

Summary Financial Results

As at June 30, 2015, Red Rock reported a net loss of \$ 75,699 had total assets of \$1,502,720 and current liabilities \$2,234,065 of long-term liabilities of \$98,995 comprised of decommissioning obligations.

The Company incurred expenditures to develop its uranium and oil and gas properties as follows:

	June 30, 2015	March 31, 2015
Opening balance	1,223,638	1,223,638
Closing balance	<u>1,223,638</u>	<u>1,223,638</u>
Allocation		
Mining claims	134,000	134,000
Mineral properties	<u>1,089,638</u>	<u>1,089,638</u>
Closing balance	<u>\$1,223,638</u>	<u>1,223,638</u>

During the year ended March 31, 2013, the Company recorded an impairment charge on its Uranium properties to reflect its current realizable value which is minimally based on the current liability due on the term loan plus amounts due on the promissory note due to shareholder.

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Quarterly results

Period	Interest and other Income	Net income (Loss)	General and administration (net of stock option compensation expense)	Exploration and evaluation expenses	Stock option compensation expense	Loss per share		Total Assets	Total Long-term Liabilities	Dividends
						Basic	Fully diluted			
2016 - Q1	-	(75,699)	43,638	1,113	-	0.0015	0.0015	1,502,720	98,995	-
2015 - Q4	-	(66,910)	34,236	2,233	-	0.0013	0.0013	1,504,414	98,572	-
2015 - Q3	5	(78,443)	44,215	3,408	-	0.0015	0.0015	1,504,816	98,173	-
2015 - Q2	3	(97,006)	45,792	20,850	-	0.0019	0.0019	1,504,013	97,751	-
2015 - Q1	5	(79,451)	49,599	79	-	0.0016	0.0016	1,502,521	97,329	-
Total - 2015	13	(321,810)	173,842	26,570	\$0	0.0063	0.0063			
2014 - Q4	5	(78,717)	51,972	(1,580)	-	0.0015	0.0015	1,503,521	96,918	-
2014 - Q3	2,874	(90,433)	63,859	1,112	-	0.0018	0.0018	1,461,649	96,509	-
2014 - Q2	79,489	(36,954)	80,958	7,145	-	0.0007	0.0007	1,467,301	96,095	-
2014 - Q1	151	(92,965)	63,698	351	-	0.0018	0.0018	1,493,923	95,686	-
Total - 2014	\$82,519	(\$299,069)	\$260,487	\$7,028	\$0	0.0058	0.0058			
2013 - Q4	\$42	(6,998,560)	69,207	31,137	-	0.1369	0.1369	\$1,786,431	\$95,277	-
2013 - Q3	43	(126,184)	91,270	2,608	1,423	0.0025	0.0025	9,452,873	1,400,544	-
2013 - Q2	3508	(136,094)	105,311	2,321	2,431	0.0029	0.0029	9,461,257	1,400,135	-

General and administration costs

A comparative analysis of general and administration costs is as follows:

	Three months ended June 30, 2015	Three months ended June 30, 2014
Management compensation	\$ 39,000	\$ 37,500
Premises rent and utilities	261	-
Professional services - audit, legal marketing and advertising ¹	3,500	10,938
Membership, filing fees and government dues	714	1,062
Office expenses	163	99
	\$ 43,638	\$49,599

- Continued reduction in administrative activity is generating cost reductions in legal and audit and other professional services.

Liquidity and Capital Resources

The Company is in the development stage and therefore has no regular cash flow. At June 30, 2015, the Company had a working capital deficit of \$1,954,983 (March 31, 2015 – deficit \$1,879,707) and an

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accumulated deficit of \$ 12,143,480 (March 31, 2015 – \$12,067,781). Red Rock had a commitment to repay a term loan of \$750,000 on December 15, 2012, such loan secured by a first charge against the Company's Saskatchewan mineral properties. As of the date of the financial statements the loan remains outstanding.

On June 20, 2011, the Company drew \$750,000 on a loan made available from a private arm's length Alberta corporation. Interest on the loan accrues at the rate of 12% per annum and is payable every two months. The loan has a term of one year, and is secured by a first charge against the Company's Saskatchewan mineral properties only, which are prospective for uranium. As additional consideration, the Company issued to the lender warrants to acquire common shares. The warrants are non-transferrable and entitle the Lender to acquire up to 468,750 Common Shares at an exercise price of \$0.25 per share for a period of 12 months from the closing of the transaction which occurred on June 20, 2011. The Warrants, and any shares obtained on the exercise were subject to a 4 month hold period which expired on October 20, 2011. The warrants were non-transferrable and entitled the Lender to acquire up to 468,750 Common Shares at an exercise price of \$0.25 per share for a period of 12 months from the closing of the transaction which occurred on June 20, 2011. The Warrants, and any shares obtained on the exercise there-to were subject to a 4 month hold period which expired on October 20, 2011. On June 20, 2012, the warrants expired unexercised. On June 8, 2012, in exchange for the issuance of 100,000 common shares of the Company, the Company negotiated an extension for the term loan to December 15, 2012.

On May 24, 2013, the Company announced that it received a demand notice in relation to the loan of \$750,000 received from 1262430 Alberta Ltd. ("the lender") on June 13, 2011. Pursuant to the terms of the agreement entered into by the parties, interest on the loan was to accrue at a rate of 12% per annum and was initially to have a term of one year. By mutual consent that term was extended by 18 months, however management of the lender has since determined to grant no further extensions and has demanded full repayment of monies due. The loan was secured by a first charge against Red Rock's Saskatchewan mineral properties. Management of Red Rock is exploring alternative strategies to settle this demand for payment.

Management continues to investigate several funding alternatives and believes that the Company will raise sufficient working capital to meet its ongoing financial obligations and to pursue its short-term business objectives.

On March 7, 2014, an additional \$30,500 was borrowed from 1262430 Alberta Ltd.

- The fair value of the debt portion was determined using the assumption that an interest rate of 20% was appropriate under the circumstances. Accordingly, the warrants were valued using the residual method which resulted in a value of \$50,384 being assigned to the warrants.
- On December 21, 2011 the Company announced that it completed a non-brokered private placement (the "Offering") to raise aggregate gross proceeds of \$752,500 as described below. Pursuant to the Offering, the Company issued 2,010,000 units ("Units") at price of \$0.10 per Unit and 5,013,636 common shares ("Common Shares") of the Corporation on a flow-through basis (the "Flow-Through Shares") at a price of \$0.11 per Flow-Through Share. Each Unit consisted of one

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Common Share and one common share purchase warrant ("Warrant"), with each Warrant entitling the holder thereof to purchase one additional Common Share from the treasury of the Corporation at a price of \$0.15 per share for a period of 18 months from the closing date.

There was a four month hold period on the Common Shares, Flow-Through Shares and Warrants issued pursuant to the Offering which expired on April 24, 2012.

The Corporation paid a cash finder's fee to certain arm's length parties who assisted with the placement of the Units and Flow-Through Shares (collectively, the "Securities") equal to 8% of the value of the Securities placed by such parties, and issued non-transferable finder's warrants to such parties entitling the holders to acquire that number of Common Shares equal to 7% of the number of Securities sold by such parties.

The net proceeds of the Offering were used to incur eligible exploration expenditures on existing properties of the Corporation and for general corporate purposes.

- On January 6, 2012, the Company issued options to employees and a consultant to acquire an aggregate of 300,000 common shares of the Company. These options will: (i) vest as to one twelfth per month during the first 12 months following the date of grant; (ii) be exercisable at a price of \$0.09 per share, being the closing price on January 6, 2012, until January 6, 2017; and (iii) expire 30 days after the expiration of the governing consulting agreement.
- The fair value of these options were estimated using the Black-Scholes option model with the following assumptions: expected dividend yield – 0%, expected volatility – 214%, risk - free interest rate of 4.5% and an expected life of five years. The value assigned to the options was \$9,713.
- On January 22nd, 2012, 1,599,000 options that had a fair value of \$856,443 at the issue date of January 22nd 2007 expired without exercise. Accordingly, the accumulated deficit was reduced by the amount of the expired options.
- During the twelve months ended March 31, 2013, the consultant, who was neither an officer nor a director, ceased his contract with the Company with the result that options outstanding of 450,000 were cancelled. The value assigned to the cancelled options was \$52,062. Accordingly, the accumulated deficit was reduced by the amount of the cancelled options.
- On July 16th, 2012, 245,000 options that had a fair value of \$43,993 at the issue date of July 16th 2007 expired without exercise. Accordingly, the accumulated deficit was reduced by the amount of the expired options.
- On August 7th, 2012, 300,000 options that had a fair value of \$158,832 at the issue date of August 7th, 2007 expired without exercise. Accordingly, the accumulated deficit was reduced by the amount of the expired options.
- On June 21, 2013, warrants with a value of \$121,285 expired un-exercised.

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- On June 21, 2013, broker warrants with a value of \$ 21,310 expired un-exercised.
- On March 1st, 2015, 250,000 options issued to employees and consultants with a value of \$47,692 expired un-exercised. Accordingly, the accumulated deficit was reduced by the amount of the expired options.

As of June 30, 2015, 51,137,679 common shares are outstanding.

Date of Issue	Price per Share	Number of Shares Issued	Gross Proceeds	Share Issue Costs	Future tax on flow through shares	Expired or exercised warrants	Net Proceeds
Balance March 31, 2011		44,014,043	\$10,209,651	(\$1,018,866)	(\$206,481)	\$944,924	\$9,929,228
Issue common shares, warrants and flow through shares December 21, 2011	\$0.11	7,023,636	\$752,500	(\$58,808)	(\$50,136)		\$643,556
Allocate portion of proceeds to warrants			(\$121,285)	(\$28,802)			(\$150,087)
Expired warrants - March 29, 2012						\$268,072	\$268,072
Balance March 31, 2012		51,037,679	\$10,840,866	(\$1,106,476)	(\$256,617)	\$1,212,996	\$10,690,769
Expired warrants - June 20, 2012						\$50,384	\$50,384
Issue common shares June 20, 2012		100,000	\$6,000				\$6,000
Future income tax recovery					\$256,617		\$256,617
Balance March 31, 2013		51,137,679	\$10,846,866	(\$1,106,476)	-	\$1,263,380	\$11,003,770
Expired warrants - June 21, 2013		-	-	-	-	\$142,595	\$142,595
Balance March 31, 2014		51,137,679	\$10,846,866	(\$1,106,476)	-	\$1,405,975	\$11,146,365
Balance March 31, 2015		51,137,679	\$10,846,866	(\$1,106,476)	-	\$1,405,975	\$11,146,365
Balance June 30, 2015		51,137,679	\$10,846,866	(\$1,106,476)	-	\$1,405,975	\$11,146,365

The following table shows the number of outstanding share purchase options as of June 30, 2015 and whom they have been issued to:

Expiry Date		Issued to	Exercise Price	Options Outstanding	Options Exercisable	Fair Value of Options Granted
01-Feb-16	option	Employees and consultants	\$0.15	1,050,000	1,050,000	157,062
06-Jan-17	option	Employees and consultants	\$0.09	<u>150,000</u>	<u>150,000</u>	<u>9,713</u>
				<u>1,200,000</u>	<u>1,200,000</u>	<u>\$166,775</u>

Off Balance Sheet Arrangements

The Company has no off balance sheet arrangements.

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Transactions with Related Parties

Red Rock has from time to time acquired professional management, travel services, accounting and legal services from directors and officers of Red Rock. Such services were provided in the normal course of operations and at prices which were at or below those which could be negotiated with arm's length third parties. There are, however, no ongoing commitments related to these arrangements.

Outlook

In a difficult market for junior exploration companies the uranium sector continues to be out of favor. Despite this, management believes that the fundamentals of the Uranium market still point to tighter supply on rising demand. The timing of a more favorable uranium market is uncertain, thus management is exploring options to generate sustainability for the corporation that will not require excessive dilution of the existing shareholder assets. It is management's intent to review alternative strategies to meet the previously stated goals.

We remain very optimistic that Red Rock's H-ISR system will add a new dimension to hard rock extraction science for uranium, by offering an environmentally sensitive method that could also produce better economics for small to medium sized ore bodies through faster extraction and lower capital costs. That optimism now has a chance to translate into significant on- the-ground action and we hope the financing and re-structuring we are proposing to move ahead with will reward both new and old investors alike as we expand the horizons of this exciting new technology

Forward Looking Statements

The annual report, including this MD&A, contains certain forward-looking statements related to, among other things, expected future events, future spending levels and the future financial and operating results of the Company. Forward-looking statements are encouraged to enhance communication but are subject to inherent risks and uncertainties including but not limited to, market and general economic conditions, changes arising as exploration results unfold, changes in regulatory environments affecting the Company and the availability and terms of subsequent financings. Other risks and uncertainties are detailed above.

Consequently, actual results and events may differ materially from those included in, contemplated or implied by such forward-looking statements for a wide variety of reasons.

Sandy Loutitt – August 28th, 2015