

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED DECEMBER 31, 2014

This Management's Discussion and Analysis ("MD&A") provides a review of the financial performance of Kennedy Diamonds Inc. (the "Company" or "Kennedy Diamonds" or "KDI") and should be read in conjunction with the audited financial statements for the years ended December 31, 2014 and 2013. Financial filings and additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com or at the Company's website, www.kennadydiamonds.com

The Company's audited financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

All amounts are expressed in Canadian dollars unless otherwise stated.

Technical information included in this MD&A regarding the Company's mineral projects has been reviewed by Carl Verley, a Director of the Company and a Qualified Person as defined by National Instrument 43-101 - Standards of Disclosure for Mineral Properties ("NI 43-101").

COMPANY HIGHLIGHTS

- **On March 10, 2015**, the Company closed the third tranche of a non-brokered private placement and issued 651,312 common shares at a price of \$3.55 per share for gross proceeds of \$2,312,158. The shares are subject to a four month hold period, expiring on July 10, 2015.

The Company has issued 4,405,947 common shares and 600,000 flow-through shares for aggregate gross proceeds of \$18,641,112. The Company paid a cash finder's fee of \$34,826 on a portion of the offering.

- **On January 26, 2015**, the Company announced further diamond recovery results from the Kelvin 2014 summer/fall mini-bulk sample program. The mini-bulk sample was recovered by drilling along the north lobe of the Kelvin kimberlite.

Approximately 18.88 tonnes of kimberlite was processed by dense media separation ("DMS") at the Geoanalytical Laboratories Diamond Services of the Saskatchewan Research Council ("SRC") and a further 5 tonnes was processed by caustic fusion, with 3.77 tonnes being processed at the SRC and 1.23 tonnes being processed at the Rio Tinto diamond laboratory in Thunder Bay, Ontario.

- **On December 24, 2014**, the Company announced the diamond recovery results from the Kelvin summer/fall mini-bulk sample program. The 2014 summer/fall mini-bulk sample grade of 2.59 carats per tonne is approximately 40 percent higher than the 25 tonne mini-bulk sample recovered last winter/spring. The summer/fall mini bulk sample was recovered from the north lobe of the Kelvin kimberlite, while the winter/spring sample was recovered from the shallower and partly outcropping southeast lobe.
- **On October 14, 2014**, the Company announced the results from the 2014 summer/fall drill program at the Company's 100 percent controlled Kennedy North diamond project located in Canada's Northwest Territories that commenced in July 2014. To date, approximately 16,600 meters has been drilled at the Kelvin kimberlite as part of the 2014 summer/fall drill program. Based on the continuing success, the Company's target has now been increased to 18,000 meters. In addition, approximately 28.7 tonnes of kimberlite has been recovered from Kelvin and the Company has now increased its target to 30 tonnes.

During the summer/fall Kelvin drill program, approximately 4.5 tonnes of kimberlite was been recovered by NQ drilling. Most of the Kelvin mini-bulk sample has been recovered by larger diameter HQ drilling. While

mini-bulk sample drilling at Kelvin continues, the approx. 4.5 tonne NQ sample is being prepared for shipment to SRC for processing by caustic fusion. The diamond recovery results from this sample are expected before the end of the year.

- **On October 6, 2014**, the Company announced the diamond recovery results from the Kelvin 25 tonne mini-bulk sample from the winter/spring drill program completed on May 27, 2014. The sample was processed by dense media separation at the SRC. Approximately 10,200 meters of drilling was completed, resulting in the recovery of over 25 tonnes of kimberlite from Kelvin and over 1 tonne of kimberlite from Faraday.
- **On October 1, 2014**, the Company announced the closing of the non-brokered private placement of common shares for gross proceeds of \$5,001,750.

The Company issued 769,500 common shares at a price of \$6.50 per share. The shares are subject to a four month hold period, expiring on February 2, 2015. Proceeds of the private placement will be used primarily for the Company's 2014 fall/winter exploration program at the Kennady North project and for general working capital.

- **On March 10, 2014**, the Company announced the appointment to the board of Mr. Robert Parsons who is a chartered accountant and a retired Partner from PricewaterhouseCoopers.
- **On February 17, 2014**, the Company announced that the two exploration camps at Kennady North (Bob Camp and Kelvin Camp) opened on February 7, 2014, with geophysics crews mobilized to site shortly afterwards. A range of geophysics programs, including ground-penetrating radar and Ohmmapper, are currently underway at both the Kelvin and Faraday kimberlites aimed at better defining the extent of the kimberlite emplacement prior to the start of the 2014 drill program. The geophysics crews will move to new kimberlite targets as soon as the Kelvin/Faraday geophysics program is completed. All the planned geophysics at the Kelvin – Faraday kimberlite corridor was completed in March.

The Company also announced that it has acquired 100-percent control over an additional 59 leases and claims to the west and south of the Kennady North project, thereby increasing the Company's diamond exploration land position in the Kennady district to approximately 61,000 hectares. Two diamond-bearing kimberlites, the Doyle kimberlite and MZ kimberlite, are located within the newly acquired exploration ground, which also hosts numerous untested kimberlite targets.

COMPANY OVERVIEW

Kennady Diamonds is a Canadian diamond exploration Company that has its exploration activities in the Northwest Territories ("NWT") of Canada. The Company was incorporated on February 27, 2012.

KENNADY NORTH DIAMOND PROJECT

OVERVIEW

The Kennady North diamond project comprises 16 federal leases and 58 claims located to the west, south and north of the four leases controlled by the Gahcho Kué Joint Venture ("Gahcho Kué JV") between De Beers Canada (51%) and Mountain Province Diamonds Inc. ("Mountain Province") (49%) located approximately 300 kilometers north-east of Yellowknife in Canada's Northwest Territories. The Kennady North diamond district has an area of approximately 61,000 hectares.

Exploration at Kennady North commenced in the late 1990's and resulted in the discovery of the diamond-bearing Kelvin, Faraday and Hobbes kimberlites. It has since been established that the Hobbes kimberlite is an extension of the Kelvin kimberlite. The number of diamonds recovered from these kimberlites and the size-frequency distribution indicated that they may be of comparable grade to the 5034 (1.77 carats per tonne) and Hearne (2.10 carats per tonne) kimberlites at the Gahcho Kué JV.

The known kimberlites at Kennady North do not explain all the kimberlitic indicators previously recovered from glacial till sampling. Mountain Province recommenced exploration at Kennady North in 2011 with a 50-meter line-spacing airborne gravity gradiometer (“AGG”) survey over the entire 123.6 square kilometer project area.

Exploration drilling conducted in 2012 and 2013 confirmed that the Kelvin and Faraday kimberlites have the potential to host high grade diamond resources. Ground geophysics and delineation drilling conducted in 2013 and 2014 also confirmed the tonnage potential of the Kelvin kimberlite.

EXPLORATION

In October 2011, Mountain Province announced that the AGG survey was successfully completed, and included a total of 2,793 line-kilometres flown over the Kennady North diamond project.

In February 2012, Mountain Province announced that the final analysis of the AGG survey resulted in the identification of 106 geophysical targets, and that a 560 line-kilometre total magnetic field ground survey was commencing over the geophysical targets identified by the AGG survey. The MAG survey was conducted at 20 metre line-spacing, and the results enabled Mountain Province to prioritize the geophysical targets for drilling. The MAG survey was managed by Aurora Geosciences Ltd. (“Aurora”) and was completed in April 2012.

In June 2012, Mountain Province announced that Kennady Diamonds, its wholly-owned subsidiary at the time, had received a Type A Land Use Permit from the Mackenzie Valley Land and Water Board in respect of the Kennady North diamond project, which cleared the way for Kennady Diamonds to commence a summer drill program at the Kennady North diamond project.

Summer Drill Program - 2012

In July 2012, the Company announced that drilling had commenced at the Company’s 100%-controlled Kennady North diamond project.

In late July, 2012, the Company announced that it had entered into an Exploration Agreement with the Lutsel K’e Dene First Nation (“Lutsel K’e”). The Exploration Agreement established the basis for Kennady Diamonds and Lutsel K’e to work collaboratively to advance exploration at Kennady North. The Company announced that the Chief and Elders of Lutsel K’e visited Kennady North on July 25, 2012 to gain an insight into the current work program and future prospects for the Kennady North project. Mr. Evans commented within the news release: “Our success at Kennady North is dependent upon a mutually beneficial and respectful relationship. We are committed to working in partnership with the Lutsel K’e.”

Kimberlite recovered during the Kennady North summer drill program 2012 was sent to the the Geoanalytical Laboratories Diamond Services at the SRC, which is accredited to the ISO/IEC 17025 standard by the Standards Council of Canada as a testing laboratory for diamond analysis using caustic fusion.

In October, 2012, the Company announced the diamond recovery results from samples of drill core from the Kelvin – Faraday kimberlite cluster.

The combined caustic fusion diamond results for samples taken from the Faraday, Faraday South and Kelvin kimberlites are summarized below in Table 1.

Table 1 - Kelvin/Faraday 2012 Summer Diamond Recovery Results

Total Weight (Kg)	Numbers of Diamonds According to Sieve Size Fraction (mm)										Total Diamonds
	+0.075 -0.106	+0.106 -0.150	+0.150 -0.212	+0.212 -0.300	+0.300 -0.425	+0.425 -0.600	+0.600 -0.850	+0.850 -1.180	+1.180 -1.700	+1.700 -2.360	
394.44	570	528	316	241	123	22	67	12	9	1	1,889

**Total carat weight of the sample is 0.92.*

The above results compared favorably with results from earlier drilling at Kennady North when 444 diamonds were recovered from a 184 kg sample taken from Kelvin and 74 diamonds were recovered from a 40 kg sample taken from Faraday.

Besides the high diamond count, approximately 70 percent of the recovered diamonds were classified as white and transparent. Almost all the white diamonds had either no inclusions or only minor inclusions. In addition, approximately five percent of the diamonds were classified as yellow and transparent with either no or only minor inclusions. Together with grade, these characteristics are key value drivers.

Based on these encouraging results, Kennady Diamonds commenced planning for a significantly larger 5,000 meter 2013 winter drill program at Kennady North. The program focused on infill drilling at the Kelvin – Faraday kimberlite cluster as well as testing of newly discovered kimberlite targets.

Winter Drill Program - 2013

Following the completion of the 2012 summer drill program, the Company’s geological and geophysical consultant, Aurora Geosciences, completed a comprehensive review and analysis of the exploration data for the Kennady North Project, which guided preparations for the Company’s planned 5,000-meter winter drill program.

Mobilization to a satellite exploration camp at Kennady North commenced in early February to complete ground geophysics, including ground gravity and horizontal-loop electromagnetic (HLEM) surveys over the Kelvin-Faraday kimberlite corridor. Data from these surveys assisted the Company in selecting final drill targets for the winter drill program.

On May 28, 2013, the Company announced the successful completion of the 5,000 meter Kennady North 2013 winter drill program that commenced on March 26, 2013. Kimberlite was intersected in 24 out of 26 drill holes completed at the Kelvin and Faraday kimberlites with most intercepts ranging from a few meters to approximately 100 meters.

A preliminary interpretation of the drill results suggested the Kelvin kimberlite body and the Faraday kimberlite body should be treated separately. Both the Kelvin and Faraday kimberlites each have a strike of over 1 kilometer, trending southwest to the northeast, and appeared to be shallow dipping dyke structures.

Of significance in the main Kelvin kimberlite area were the broad intersections of 33.04 meters, 99.13 meters and 51.6 meters in three different holes (KDI-13-001, KDI-13-025 and KDI-13-027, respectively). The geometry of this area had yet to be confirmed, but indications were that the wide intersections were due to possible blows along the dyke system or the main Kelvin kimberlite may be coincident with a small kimberlite pipe.

The Faraday kimberlite contained two reasonable intersections of 19.31 meters and 6.43 meters in KDI-13-009 and KDI-13-012, respectively, both in the same central section. The geometry of the Faraday kimberlite was not yet as well understood as the Kelvin kimberlite. The full strike length of both the Kelvin and Faraday kimberlites has yet to be determined, but the results of the winter drill program aided in defining the strike length to a higher degree of confidence.

Kimberlite recovered from the 2013 winter drill program was dispatched to the SRC for the recovery of diamonds by caustic fusion. The results of the analysis are summarized in tables 2 and 3 below.

Table 2 - Kelvin/Faraday 2013 Winter Diamond Recovery Results

Total Weight (Kg)	Number of Diamonds According to Sieve Size Fraction (mm)													Total Diamonds
	+0.075	+0.106	+0.150	+0.212	+0.300	+0.425	+0.600	+0.850	+1.180	+1.700	+2.360	+3.350	+4.750	
1,103	3,139	2,285	1,283	823	552	289	199	78	40	13	4	2	1	8,708

Diamond recoveries for each of the kimberlites are provided in Table 3 below.

Table 3 - Kelvin/Faraday 2013 Winter Diamond Recovery Results

Kimberlite	Sample Weight (Kg)	Macro Diamonds Recovered (>500 microns)	Micro Diamonds Recovered (<500 microns)	Macro Diamonds Weight (carats)	Sample Grade (carats/tonne)
Kelvin	987.24	393	6,687	8.024511	8.13
Faraday	115.86	67	1,561	1.292030	11.23
Total	1,103.10	460	8,248	9.316541*	8.44

*Total weight of the sample is 10.06 carats

Summer Drill Program - 2013

In July 2013 the Company commenced a 2,500 meter drill program focussing on land-based drilling at the north-west lobe of the Kelvin kimberlite.

Approximately 3,454 kilograms of kimberlite was recovered from 21 holes drilled at the northwest lobe. The kimberlite was processed at the Geoanalytical Laboratories Diamond Services at the SRC.

The 2013 Kelvin summer drill program, with results summarized in Table 4 below, returned an average sample grade of 4.56 carats per tonne.

Table 4 - Kelvin 2013 Summer Diamond Recovery Results

Total Weight (Kg)	Number of Diamonds According to Sieve Size Fraction (mm)												Total Diamonds
	+0.106 -0.150	+0.150 -0.212	+0.212 -0.300	+0.300 -0.425	+0.425 -0.600	+0.600 -0.850	+0.850 -1.180	+1.180 -1.700	+1.700 -2.360	+2.360 -3.350	+3.350 -4.750	+4.750	
3,314	3,753	3,219	1,996	1,349	713	432	214	94	43	7	4	0	11,824

*Total weight of sample 15.11 carats

*Sample grade: 4.56 carats per tonne

A total of 4.3 tonnes of kimberlite was recovered from Kelvin in 2013 containing more than 16,000 diamonds of which 474 are “commercial” size diamonds. Diamonds larger than 0.85mm can be sorted into categories with different price points and are considered, under Canadian Institute of Mining (“CIM”) guidelines, to have “commercial” characteristics.

These results confirm that the Kelvin kimberlite has both a coarse diamond size distribution as well as the potential to host a high grade diamond resource.

Table 5 below provides details of the number and weight of the plus 0.85mm “commercial” size diamonds recovered from the Kelvin summer drill program.

Table 5 - Kelvin 2013 Summer “Commercial” Diamond Recovery Results

	Sieve Size Fraction (mm)						Total	Sample Grade (carats/ tonne)
	+0.850 - 1.180	+1.180 - 1.700	+1.700 - 2.360	+2.360 - 3.350	+3.350 - 4.750	+4.750		
Number of Diamonds	214	94	43	7	4	0	362	
Weight (ct.)	2.1069	2.2354	2.0089	2.1726	2.9033	0	11.4271	3.4481

*Total sample weight 3,314kg

*Total sample grade 4.56 carats/tonne

A total of 362 commercial size diamonds were extracted from 3,314 kilograms of kimberlite from the Kelvin 2013 summer drill program. By comparison, 112 commercial size diamonds were recovered from approximately 1,000 kilograms from the Kelvin 2013 winter drill program. This illustrates a high degree of consistency between the 2013 summer and winter samples of approximately one commercial size diamond for every nine kilograms of kimberlite.

While the 362 commercial size diamonds from the 2013 Kelvin summer drill program were recovered from the northwest of the Kelvin kimberlite, the 110 commercial size diamonds recovered from the 2013 winter program came from sixteen different drill holes across the approximate one kilometer strike of the Kelvin kimberlite. Based on this, it is apparent that the Kelvin kimberlite hosts commercial size diamonds across the length and breadth of the kimberlite.

As announced on August 6, 2013, the 2013 Kelvin winter drill program (summarized in Table 6 below) returned a sample grade of 8.13 carats per tonne, which included a 2.48 carat diamond.

Table 6 - Kelvin 2013 Winter Diamond Recovery Results

Total Weight (Kg)	Number of Diamonds According to Sieve Size Fraction (mm)												Total Diamonds
	+0.106 -0.150	+0.150 -0.212	+0.212 -0.300	+0.300 -0.425	+0.425 -0.600	+0.600 -0.850	+0.850 -1.180	+1.180 -1.700	+1.700 -2.360	+2.360 -3.350	+3.350 -4.750	+4.750	
987	1,590	1,043	668	468	246	170	65	32	9	3	2	1	4,297

**Total weight of the sample 8.02 carats*

**Sample grade 8.13 carats/tonne*

Table 7 below provides details of the number and weight of the plus 0.85mm “commercial” size diamonds recovered from the 2013 Kelvin winter drill program.

Table 7 - Kelvin 2013 Winter “Commercial” Diamond Recovery Results

	Sieve Size Fraction (mm)							Total	Sample Grade (carats/tonne)
	+0.850 1.180	+1.180 1.700	+1.700 2.360	+2.360 3.350	+3.350 4.750	+4.750			
Number of Diamonds	65	32	9	3	2	1	112		
Weight (ct)	0.7383	0.9922	0.7283	0.5598	1.6504	2.4789	7.1479	7.2420	

**Total sample weight 987kg*

**Total sample grade 8.13 carats/tonne*

Table 8 below summarizes the total 2013 Kelvin diamond recovery results, combining the 2013 winter and summer results.

Table 8 - Kelvin 2014 Diamond Recovery Results

Total Weight (Kg)	Number of Diamonds According to Sieve Size Fraction (mm)												Total Diamonds
	+0.106 -0.150	+0.150 -0.212	+0.212 -0.300	+0.300 -0.425	+0.425 -0.600	+0.600 -0.850	+0.850 -1.180	+1.180 -1.700	+1.700 -2.360	+2.360 -3.350	+3.350 -4.750	+4.750	
4,301	5,343	4,262	2,664	1,817	959	602	279	126	52	10	6	1	16,121

**Total weight of sample 23.13 carats*

**Total sample grade 5.38 carats/tonne*

Table 9 below provides details of the total number and weight of the plus 0.85mm “commercial” size diamonds recovered in total during 2013.

Table 9 - Kelvin 2013 “Commercial” Diamond Recovery Results

	Sieve Size Fraction (mm)							Total	Sample Grade (carats/tonne)
	+0.850 1.180	+1.180 1.700	+1.700 2.360	+2.360 3.350	+3.350 4.750	+4.750			
Number of Diamonds	279	126	52	10	6	1	474		
Weight (ct)	2.8452	3.2276	2.7372	2.7324	4.5537	2.4789	18.5750	4.3188	

**Total sample weight 4,301kg*

**Total sample grade 5.38 carats/tonne*

Approximately 60 percent of the diamonds recovered from Kelvin during 2013 are classified as white and transparent. Most of the white diamonds have either no inclusions or only minor inclusions. Approximately 2 percent of the diamonds are classified as yellow and transparent with either no or only minor inclusions. The bulk of the remaining diamonds are classified as off-white and transparent.

Winter Drill Program - 2014

On February 7, 2014, the Company commenced its 2014 winter exploration program, which was completed on May 27, 2014. A range of geophysics programs, including ground-penetrating radar and Ohmmapper was completed at both the Kelvin and Faraday kimberlites, which better defined the extent of the kimberlite emplacement, prior to commencing the delineation and infill drill program at the Kelvin kimberlite. A total of approximately 10,200 meters of drilling was completed, resulting in the recovery of over 25 tonnes of kimberlite from Kelvin and over 1 tonne of kimberlite from Faraday.

The Faraday one tonne kimberlite sample was sent to the Geoanalytical Laboratories Diamond Services at the SRC for processing. On August 5 2014, the Company announced the results of the diamond recoveries from the Faraday kimberlite, which are summarized in Table 10 below.

Table 10 - Faraday 2014 Winter Diamonds Recovery Results

Total Weight (Kg)	Number of Diamonds According to Sieve Size Fraction (mm)												Total Diamonds
	+0.106 -0.150	+0.150 -0.212	+0.212 -0.300	+0.300 -0.425	+0.425 -0.600	+0.600 -0.850	+0.850 -1.180	+1.180 -1.700	+1.700 -2.360	+2.360 -3.350	+3.350 -4.750	+4.750	
933.08	1,879	1,180	741	420	207	104	59	25	6	7	0	0	4,628

**Total weight of sample 4.76 carats*

**Sample grade: 5.10 carats per tonne*

Table 11 below summarized the commercial size diamond recoveries from the Faraday 2014 winter drill program

Table 11 - Faraday 2014 Winter "Commercial" Diamonds Recovery Results

	Sieve Size Fraction (mm)						Total	Sample Grade (carats/tonne)
	+0.850 -1.180	+1.180 -1.700	+1.700 -2.360	+2.360 -3.350	+3.350 -4.750	+4.750		
Number of Diamonds	59	25	6	7	0	0	97	
Weight (ct.)	0.6828	0.9028	0.4591	1.5783	0	0	3.6230	3.88

The Kelvin 25 tonne mini-bulk sample was shipped to Yellowknife where detailed logging and analysis took place prior to dispatch to the SRC for processing. Four distinct kimberlite phases were identified in the mini-bulk sample core, which are described in Table 12 below.

Table 12 – Kelvin Kimberlite Phases

Zone 1	Coherent pyroclastic kimberlite (PK)
Zone 2	Pyroclastic kimberlite with small (1-3cm) and medium (1-8cm) xenoliths
Zone 3	Pyroclastic kimberlite with rock flour and large (+10cm) xenoliths
Zone 4	Coherent transitional pyroclastic kimberlite

On October 6, 2014, the Company announced the diamond recovery results from the Kelvin 25 tonne mini-bulk sample from the winter/spring drill program. The sample was processed by dense media separation at the SRC. Table 13 below summarizes the diamond recovery results from the four Kelvin kimberlite phases and provides details of the total sample grade.

Table 13 – Kelvin 2014 Winter/Spring Diamond Recovery Results

Batch	Sample Weight (tonnes)	Number of Diamonds According to Sieve Size Fraction (mm)							Total	Carats	Sample Grade (c/t)
		+0.850 -1.180	+1.180 -1.700	+1.700 -2.360	+2.360 -3.350	+3.350 -4.750	+4.750 -6.700	+6.700 -9.500			
Zone 1	6.12	70	133	71	23	1	0	0	298	18.13	2.96
Zone 2	5.60	45	95	43	9	2	1	0	195	11.91	2.13
Zone 3	9.20	44	60	18	10	1	0	0	133	7.76	0.84
Zone 4	4.05	32	54	15	7	1	0	0	109	6.32	1.56
Total*	24.97	200	347	149	49	5	1	0	751	44.64	1.79
2013** Sample	4.30	297	126	52	10	6	1	0	492	18.57	4.32
TOTAL	29.27	497	473	201	59	11	2	0	1,243	63.21	2.16

*Includes DMS and recovery cleanup

**2013 sample processed by caustic fusion at the SRC. Results reported December 16, 2013

The three largest diamonds recovered from the Kelvin mini-bulk sample are described by the SRC as:

- 1.27 carat off-white, transparent, broken, irregular with inclusions;
- 1.00 carat white/colorless, transparent, dodecahedron, twin with minor inclusions; and
- 0.70 carat white/colorless, transparent, dodecahedron, twin with minor inclusions.

[Kelvin Summer/Fall Program mini-bulk sample program – 2014](#)

On December 24, 2014, the Company announced the diamond recovery results from the Kelvin summer/fall mini-bulk sample program. The mini-bulk sample was recovered by drilling at the north lobe of the Kelvin kimberlite and was processed by dense media separation at the SRC.

Under the guidance of SRK Consultants, Vancouver, B.C., three zones of kimberlite were defined at the Kelvin kimberlite, described as zones A, B and C. Zone B was further subdivided. The thickness of the zones is variable along strike. Each of the zones was processed separately in order to understand the variability in diamond size and grade.

The 2014 summer/fall mini-bulk sample grade of 2.59 carats per tonne was approximately 40 percent higher than the 25 tonne mini-bulk sample recovered in winter/spring of 2014. The summer/fall mini bulk sample was recovered from the north lobe of the Kelvin kimberlite, while the winter/spring sample was recovered from the shallower and partly outcropping southeast lobe.

Table 14 below summarizes the diamond recovery results from the summer/fall mini-bulk sample.

Table 14 – Kelvin 2014 Summer/Fall Diamond Recovery Results

Batch	Sample Weight (dry tonnes)	Number of Diamonds According to Sieve Size Fraction (mm)							Total Diamonds	Carats	Sample Grade (c/t)
		+0.85 0 - 1.180	+1.18 0 - 1.700	+1.70 0 - 2.360	+2.36 0 - 3.350	+3.35 0 - 4.750	+4.75 0 - 6.700	+6.70 0 - 9.500			
Zone A	5.87	87	152	76	25	7	1	0	348	24.71	4.21
Zone B1	3.75	47	85	32	10	4	0	0	178	11.00	2.93
Zone B1(a)	1.67	12	28	14	4	2	0	0	60	5.16	3.09
Zone B2	1.90	11	18	3	1	0	0	0	33	1.15	0.61
Zone B3	2.62	2	13	4	1	0	0	0	20	0.97	0.37
Zone B3(a)	1.90	12	17	6	4	2	0	0	41	3.74	1.97
Zone C	1.17	5	24	4	3	0	0	0	36	1.97	1.68
TOTAL	18.88	177	339	140	48	15	1	0	720	48.84	2.59

*Includes DMS recovery cleanup

Table 15 below describes the kimberlite zones present in the Kelvin kimberlite.

Table 15 - Kelvin kimberlite zones

Zone	Kimberlite textural classification	Comments
A	Hypabyssal kimberlite with less common pyroclastic kimberlite	
B1	Pyroclastic kimberlite	Less than 50% dilution
B2/3	Pyroclastic kimberlite	More than 50% dilution
C	Hypabyssal kimberlite and pyroclastic kimberlite	

The four largest diamonds recovered from the Kelvin mini-bulk sample are described by the SRC as:

- 1.11 carat off-white, transparent, aggregate with inclusions;
- 1.10 carat white/colorless, transparent, irregular with inclusions;
- 0.95 carat off-white, transparent, octahedral, no inclusions; and
- 0.90 carat white/colorless, transparent, dodecahedron, no inclusions.

A total of approx. 27,200 meters was drilled at the Kelvin – Faraday kimberlite corridor in 2014, resulting in the recovery of approx. 55 tonnes of kimberlite. In addition to the results from the mini-bulk sample detailed above, approximately five tonnes of kimberlite from Kelvin has been processed by caustic fusion at the SRC, and approximately one tonne has been processed by caustic fusion at the Rio Tinto diamond laboratory in Thunder Bay, Ontario.

Table 16 below summarizes the caustic fusion diamond recovery results from the Kelvin 2014 summer/fall mini-bulk sample.

Table 16 – Kelvin 2014 Summer/Fall Diamond Recovery Results

	Number and Weight of Diamonds According to Sieve Size Fraction (mm)												Totals
	+0.106 -0.150	+0.150 -0.212	+0.212 -0.300	+0.300 -0.425	+0.425 -0.600	+0.600 -0.850	+0.850 -1.180	+1.180 -1.700	+1.700 -2.360	+2.360 -3.350	+3.350 -4.750	+4.750	
Number of Diamonds	4,556	3,176	2,041	1,257	772	462	218	105	35	7	4	0	12,633
Weight (carats)	0.15	0.26	0.39	0.69	1.19	1.98	2.53	3.25	3.11	1.16	2.80	0.00	17.51

**Total sample weight 5.001 tonnes*

**Total weight of recovered diamonds greater than 0.85mm: 12.85 carats*

**Sample grade of diamonds greater than 0.85mm: 2.57 carats per tonne*

Table 17 below summarizes the DMS diamond recovery results from the summer/fall mini-bulk sample, which were announced on December 24, 2014.

Table 17 – Kelvin 2014 Summer/Fall Diamond Recovery Results

Sample Weight (Tonnes)	Number of Diamonds According to Sieve Size Fraction (mm)								Total Diamonds
	+0.850 -1.180	+1.180 -1.700	+1.700 -2.360	+2.360 -3.350	+3.350 -4.750	+4.750 - 6.700	+6.700 -9.500		
18.88	177	339	140	48	15	1	0	720	

**Total weight of recovered diamonds greater than 0.85 mm: 48.84 carats*

**Sample grade: 2.59 carats per tonne*

The three largest diamonds recovered from the Kelvin caustic fusion sample are described as:

- 0.73 carat off-white, transparent, octahedral with minor inclusions;
- 0.61 carat white/colorless, transparent, octahedral with minor inclusions; and
- 0.48 carat white/colorless, transparent, octahedral with minor inclusions.

Up to the end of 2014 Kennady Diamonds had recovered a total of 53.15 tonnes of kimberlite from Kelvin by drilling. Processing of that kimberlite by DMS and caustic fusion methods yielded 124.90 carats greater than 0.85mm for a total Kelvin “commercial” sample grade of 2.35 carats per tonne. The largest diamond recovered from that sample weighed 2.48 carats.

OUTLOOK

In January 2015 the Company commenced a 500 tonne bulk sample from Kelvin and continues delineation drilling at the Kelvin and Faraday kimberlites. During the Winter/Spring 2015 program the Company intends to commence an exploration drill program at the diamond-bearing MZ and Doyle kimberlites as well as a number of new exploration targets.

FINANCIAL REVIEW

For the three months and year ended December 31, 2014 compared to the three months and year ended December 31, 2013

For the three months and year ended December 31, 2014, the Company recorded a net loss of \$4,112,267 or \$0.18 and \$18,067,681 or \$0.78 per share, respectively, compared to a net loss of \$800,489 or \$0.04 and \$5,847,499 or \$0.30 per share for the same period in 2013.

Quarterly financial information for the past 8 quarters is shown in Table 1.

SUMMARY OF QUARTERLY RESULTS

Table 1 - Quarterly Financial Data

Unaudited	Three months ended			
	December 31	September 30	June 30	March 31
	2014	2014	2014	2014
	\$	\$	\$	\$
Earnings and Cash Flow				
Interest and other income	(9,304)	153,096	642,932	484,443
Expenses	(4,102,643)	(5,787,313)	(4,740,481)	(4,707,140)
Net loss for period	(4,112,267)	(5,634,538)	(4,097,865)	(4,223,011)
Cash flow from operations	(10,660,686)	1,249,998	(5,428,543)	(2,435,136)
Basic and diluted loss per share	(0.78)	(0.25)	(0.18)	(0.18)
Investing activities	1,473,149	3,245,687	5,440,374	5,368
Financing activities	4,954,297	-	-	-
Balance Sheet				
Total assets	4,511,282	9,229,376	7,882,198	13,187,213

Unaudited	Three months ended			
	December 31 2013	September 30 2013	June 30 2013	March 31 2013
	\$	\$	\$	\$
Earnings and Cash Flow				
Interest and other income	24,237	11,852	5,943	69,193
Expenses	(824,617)	(2,041,124)	(2,364,205)	(728,561)
Net loss for period	(800,489)	(2,029,380)	(2,358,262)	(659,368)
Cash flow from operations	(1,516,238)	(868,669)	(3,063,944)	(575,744)
Basic and diluted loss per share	(0.04)	(0.11)	(0.13)	(0.04)
Investing activities	(11,959,075)	(156,466)	2,780,704	290,476
Financing activities	15,797,584	1,480,255	-	-
Balance Sheet				
Total assets	15,516,089	1,243,526	1,158,088	3,479,997

COSTS AND EXPENSES

The costs and expenses for the three months and year ended December 31, 2014 compared to the three months and year ended December 31, 2013 are similar except for the following:

Exploration and evaluation expenses

Exploration and evaluation expenses for the three months and year ended December 31, 2014 were \$3,842,968 and \$17,415,440, respectively, compared to \$621,761 and \$5,307,526 for the same period in 2013. The increased in exploration and evaluation expenses is a result of an extensive winter and summer/fall drilling programs that took place during the year on the Kennady North Project.

Management fees

Management fees for the three months and year ended December 31, 2014 were \$22,500 and \$90,000, respectively, compared to \$22,500 and \$152,500 for the same period in 2013. Effective, June 1, 2013, management fees were reduced as it was felt that certain costs should be charged directly to the Company and not indirectly through the management fee.

Professional fees

Professional fees for the three months and year ended December 31, 2014 were \$24,543 and \$59,374, respectively, compared to \$3,651 and \$52,732 for the same period in 2013. This is mainly due to audit and legal fees incurred and are consistent with the prior period.

Share-based payment expense

Share-based payment expense for the three months and year ended December 31, 2014 were \$6,353 and \$1,200,381, respectively, compared to \$19,061 and \$116,479 for the same period in 2013. During the first quarter of 2014, 350,000 options were granted which vested immediately compared to 150,000 options granted in the same period in 2013 which vested one third immediately, one third on the first anniversary and the balance vests on the second anniversary.

Interest and other income

Interest and other income for the three months and year ended December 31, 2014 were (\$9,304) and \$1,271,167, respectively, compared to \$24,237 and \$111,225 for the same period in 2013. The increase is a result of funds raised in 2013 which were invested in guaranteed investment certificates and also, during the period ended December 31, 2014, exploration expenditures were renounced relating to the flow-through common shares from the October 2013

and December 2013 private placements and as a result, the flow-through premiums were recognized in the statement of comprehensive loss as other income totaling \$1,163,492 compared to \$72,420 for the same period in 2013.

INCOME AND RESOURCE TAXES

The Company is subject to mining and income taxes in Canada with the statutory income tax rate at 26.50%.

No deferred tax asset has been recorded in the financial statements as a result of the uncertainty associated with the ultimate realization of these tax assets.

The Company is subject to assessment by Canadian authorities, which may interpret tax legislation in a manner different from the Company. These differences may affect the final amount or the timing of the payment of taxes. When such differences arise the Company makes provision for such items based on management's best estimate of the final outcome of these matters.

FINANCIAL POSITION AND LIQUIDITY

Operating Cash Use

Cash used in operations for the year ended December 31, 2014 were \$17,274,367 compared with \$6,024,367 for the comparative period for 2013. This is a result of increased exploration and evaluation activities in 2014.

Investing Activities

Investing activities for the year ended December 31, 2014 amounted to \$10,164,578 compared to (\$9,044,361) for the comparative period in 2013. During the period ended December 31, 2014, reclamation deposits of \$295,000 were made to the Mackenzie Valley Land and Water Board. Offsetting this was \$10,351,903 of redemption of short-term investments to fund operating expenditures and \$107,675 of income received from short-term investments. In the same period in 2013, \$8,851,577 of investment in short-term investments were made, \$201,589 of capital expenditures were incurred to acquire additional leases for the Kennady North Project, \$30,000 of reclamation deposit was made to the Mackenzie Valley Land and Water Board and \$38,805 of income received from short-term investments.

Financing Activities

Financing activities for the year ended December 31, 2014 amounted to \$4,954,297 compared to \$17,277,839 for the comparative period in 2013. In 2013, shares were issued to raise capital to fund the exploration and evaluation activities of the Company. During the year ended December 31, 2014 the Company issued by way of a private placement 769,500 common shares for net proceeds of \$4,954,297. In 2013, the Company issued by way of a private placement 4,157,206 common shares for net proceeds of \$17,277,839.

Cash Resources and Liquidity

At December 31, 2014, the Company reported working capital of \$1,641,205 (\$13,847,937 working capital as at December 31, 2013), including cash and short-term investments of \$2,510,570 (\$15,017,965 at December 31, 2013). The short-term investments reflected in the December 31, 2014 and December 31, 2013 figures were guaranteed investment certificates held with a major Canadian financial institution with nominal counter party credit risk associated with the bank. At December 31, 2014 and December 31, 2013, the Company had no long-term debt.

In August 2013, the Company closed a non-brokered private placement of flow-through common shares and common shares, at the prices of \$1.80 per share and \$1.50 per share respectively. The Company issued 34,300 flow-through common shares for gross proceeds of \$61,740, and 958,840 common shares for gross proceeds of \$1,438,260.

In October 2013, the Company, by way of a non-brokered and brokered private placement, raised gross proceeds of \$14 million. The Company issued 1,157,100 flow-through common shares for gross proceeds of \$6,364,050, and 1,608,621 non flow-through common shares for gross proceeds of \$7,640,950.

In December 2013, the Company closed a non-brokered private placement of flow-through common shares for gross proceeds of \$2,290,484.

Subsequent to the year ended December 31, 2014, the Company announced the closing of a non-brokered private placement and the Company issued 4,405,947 common shares at a price of \$3.55 per common share for gross proceeds of approximately \$15.6 million and 600,000 flow-through common shares at a price of \$5.00 per common share for gross proceeds of \$3 million.

The Company's budgeted expenditures for the winter/spring 2015 programs is approximately \$18 million to \$19 million. The recently completed financing plus the available cash at December 31, 2014 will be sufficient to settle all liabilities at December 31, 2014 and all the budgeted winter/spring 2015 exploration program, but will not be sufficient to cover general and administration costs for the next 12 months. Dependent on the exploration results of the winter/spring 2015 program the Company intends to raise additional funds for the planned summer/fall 2015 program.

The Company's primary mineral asset is in the exploration stage and, as a result, the Company has no source of revenues. As at December 31, 2014, the Company has not achieved profitable operations and is dependent upon its ability to obtain external financing to meet the Company's liabilities as they become payable. The Company's ability to continue operations beyond the next twelve months is dependent on the discovery of economically recoverable mineral reserves, the ability of the Company to obtain necessary financing to fund its operations, and the future production or proceeds from developed properties.

In the year ended December 31, 2014, the Company incurred a loss of \$18,067,681, and had negative cash flow from operating activities of \$17,274,367, and will be required to obtain additional sources of financing to complete its business plans going into the future. Although the Company had working capital of \$1,641,205 at December 31, 2014, including \$2,510,570 of cash and cash equivalents and short-term investments, the Company has insufficient capital to finance its operations over the next twelve months. Subsequent to the year end, the Company raised \$18,641,112 by issuing 4,405,947 common shares and 600,000 flow-through shares and is currently investigating various sources of additional funding to increase the cash balances required for ongoing operations over the foreseeable future. These additional sources include, but are not limited to, share offerings, private placements, and the exercise of outstanding options. However, there is no certainty that the Company will be able to obtain financing from any of those sources. These conditions indicate the existence of a material uncertainty that may cast significant doubt as to the Company's ability to continue as a going concern.

These financial statements have been prepared on the basis that the company will continue as a going concern, and do not reflect adjustments to assets and liabilities that would be necessary if the going concern assumption was not appropriate, which may be material.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Company's audited financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The audited financial statements include estimates, which, by their nature, are uncertain and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions, and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

i) Significant Judgments in Applying Accounting Policies

The areas which require management to make significant judgments in applying the Company's accounting policies in determining carrying values include, but are not limited to:

a) *Impairment analysis – Mineral Properties*

The Company reviews its mineral properties for impairment based on results to date and when events and changes in circumstances indicate that the carrying value of the assets may not be recoverable. IFRS 6 - *Exploration for and evaluation of mineral resources* requires the Company to make certain judgments in respect of such events and changes in circumstances, and in assessing their impact on the valuations of the affected assets. The Company's assessment is that as at December 31, 2014 and 2013, no indicators of an impairment in the carrying value of its mineral properties had occurred.

ii) Significant Accounting Estimates and Assumptions

The areas which require management to make significant estimates and assumptions in determining carrying values include, but are not limited to:

a) *Impairment analysis – Mineral Properties*

The Company reviews its mineral properties for impairment based on results to date and when events and changes in circumstances indicate that the carrying value of the assets may not be recoverable. If indicators of impairment are identified, management will perform an impairment test in accordance with IAS 36 – *Impairment of assets* ("IAS 36"). IAS 36 requires the Company to make certain judgments, assumptions, and estimates in determining the estimate of the net recoverable amount. Impairments are recognized when the carrying values exceed management's estimate of the net recoverable amounts associated with the affected assets. The values shown on the balance sheet for Mineral Properties represents the Company's assumption that the amounts are recoverable. As a result of the numerous variables associated with the Company's judgments and assumptions, the precision and accuracy of estimates of recoverable amount is subject to significant uncertainties, and may change significantly as additional information becomes known.

b) *Stock options*

The stock option pricing model requires the input of highly subjective assumptions including the expected life and volatility. Changes in the subjective input assumptions can materially affect the fair value estimate.

c) *Provision for decommissioning and restoration*

The decommissioning and restoration liability and the accretion recorded are based on estimates of future cash flows, discount rates, and assumptions regarding timing. The estimates are subject to change and the actual costs for the decommissioning and restoration liability may change significantly.

d) *Deferred taxes*

Deferred income tax assets and liabilities are determined based on differences between the financial reporting and tax bases of assets and liabilities and on unused losses carried forward, and are measured using the substantively enacted tax rates that are expected to be in effect when the differences are expected to reverse or losses are expected to be utilized. Deferred tax assets are recorded to recognize tax benefits only to the extent that, based on available evidence, including forecasts, it is probable that they will be realized. The Company has not recorded the benefit of any tax losses or deductible temporary differences.

STANDARDS, AMENDMENTS AND INTERPRETATIONS TO EXISTING STANDARDS THAT ARE NOT YET EFFECTIVE AND HAVE NOT BEEN ADOPTED EARLY BY THE COMPANY

At the date of this MD&A, certain new standards, amendments and interpretations to existing standards have been published but are not yet effective, and have not been adopted early by the Company.

The Company anticipates that all of the relevant pronouncements will be adopted in the Company's accounting policy for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Company's financial statements is provided

below. Certain other new standards and interpretations have been issued but are not expected to have a material impact on the Company's financial statements and are therefore not discussed below.

Financial instruments

In July 2014, the IASB issued the final version of IFRS 9 Financial Instruments ("IFRS 9") bringing together the classification and measurement, impairment and hedge accounting phases of the IASB's project to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The extent of the impact of adoption of IFRS 9 has not yet been determined.

FINANCIAL INSTRUMENTS

The Company's financial instruments are described in Note 4 to the Company's 2014 audited financial statements.

RELATED PARTY TRANSACTIONS

In accordance with IAS 24 *Related Parties*, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

The Company's related parties include its key management, the Company's directors, and their close family members. Mountain Province and the Gahcho Kué Joint Venture, in which Mountain Province holds an interest, are also related parties since the Company and Mountain Province have common members of key management and certain directors.

None of the transactions with related parties incorporate special terms and conditions, and no guarantees were given or received. Related party transactions are recorded at their exchange amount, being the amount agreed to by the parties. Outstanding balances are generally settled in cash.

The Company had the following transactions and balances with its related parties including key management personnel, and Mountain Province which includes the monthly management fee charged by Mountain Province for the reimbursement of expenses incurred on the Company's behalf by Mountain Province. The transactions with key management personnel are in the nature of remuneration which are paid directly by the Company and are not included in the monthly management fee charged by Mountain Province.

	December 31, 2014	December 31, 2013
The total of the transactions:		
Management fee and reimburseable expenses charged by Mountain Province	\$ 90,000	\$ 152,500
Remuneration of key management personnel	1,457,887	233,684
Payable to key management personnel	100,000	41,520

The remuneration expense of directors and other members of key management personnel for the years ended December 31, 2014 and 2013 were as follows:

	December 31, 2014	December 31, 2013
Consulting fees	\$ 257,506	\$ 117,205
Share-based payments	1,200,381	116,479
	\$ 1,457,887	\$ 233,684

CONTRACTUAL OBLIGATIONS

The Company has no contractual obligations at December 31, 2014 other than a management services agreement with Mountain Province, for an annual amount of approximately \$90,000. The contract can be terminated at any time by either party without penalty.

SUBSEQUENT EVENTS

On March 10, 2015, the Company closed the third and final tranche of a non-brokered private placement. Together with the first and second tranches, the Company has issued 4,405,947 common shares and 600,000 flow-through shares for aggregate gross proceeds of \$18,641,112 subsequent to December 31, 2014. The Company paid a cash finder's fee of \$34,826 on a portion of the offering.

Subsequent to the year-end, as detailed in the table below, stock options were granted by the Board of Directors. The fair values of the stock options have been estimated on the date of grant using the Black-Scholes option pricing model, using the assumptions below, and total \$1,899,505. These stock options vested immediately. The expected volatility is calculated by reference to the weekly closing price for a period that reflects the expected life of the options.

Date of grant	March 13, 2015
Number of options granted	685,000
Fair value per option	\$ 2.773
Fair value total for grant	\$ 1,899,505
Term of option	10 years
Exercise price	\$ 3.61
Expected volatility	72.76%
Expected option life	10 years
Expected forfeiture	none
Expected dividend yield	0%
Risk-free interest rate	1.48%

OTHER MANAGEMENT DISCUSSION AND ANALYSIS REQUIREMENTS

RISKS

Kennady Diamond's business of exploring and developing mineral resources involves a variety of operational, financial and regulatory risks that are typical in the mining industry. The Company attempts to mitigate these risks and minimize their effect on its financial performance, but there is no guarantee that the Company will be profitable in the future, and investing in the Company's common shares should be considered speculative.

Kennady Diamond's business of exploring and developing mineral properties is subject to a variety of risks and uncertainties, including, without limitation:

- risks and uncertainties relating to the interpretation of drill results, the geology, grade and continuity of mineral deposits;
- mining exploration risks, including risks related to accidents, equipment breakdowns or other unanticipated difficulties with or interruptions in production;
- the potential for delays in exploration activities or the completion of studies;
- risks related to the inherent uncertainty of exploration and cost estimates and the potential for unexpected costs and expenses;
- risks related to foreign exchange fluctuations and prices of diamonds;
- risks related to commodity price fluctuations;
- the uncertainty of profitability based upon the Company's limited life and resultant losses;
- risks related to failure of the Company to obtain adequate financing on a timely basis and on acceptable terms, particularly given recent volatility in the global financial markets;
- risks related to environmental regulation, permitting and liability;
- political and regulatory risks associated with mining and exploration;
- aboriginal rights and title;
- failure of plant, equipment, processes and transportation services to operate as anticipated;
- possible variations in ore grade or recovery rates, permitting timelines, capital expenditures, reclamation activities, land titles, and social and political developments, and other risks of the mining industry; and
- other risks and uncertainties related to the Company's prospects, properties and business strategy.

As well, there can be no assurance that any further funding required by the Company will become available to it, and if so, that it will be offered on reasonable terms, or that the Company will be able to secure such funding. Furthermore, there is no assurance that the Company will be able to secure new mineral properties or projects, or that they can be secured on competitive terms.

DISCLOSURE OF OUTSTANDING SHARE DATA

The Company's common shares are listed on the TSX Venture Exchange under the symbol KDI. There are an unlimited number of common shares without par value authorized to be issued by the Company.

At April 9, 2015, there are 28,633,122 shares outstanding, and 1,785,000 options granted by the Company.

DISCLOSURE CONTROLS AND PROCEDURES

Management has established processes to provide sufficient knowledge to support representations that it has exercised reasonable diligence that (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements, and (ii) the financial statements fairly present in all material respects the financial condition, results of operations and cash flow of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- (i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- (ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

Certain of the statements made and information contained herein is "forward-looking information" within the meaning of the Ontario Securities Act. Forward-looking information may include, but is not limited to, statements with respect to the success of exploration activities, future mineral exploration, permitting time lines, requirements for additional capital, sources and uses of funds, the estimation of mineral reserves and mineral resources, the realization of mineral reserve and mineral resource estimates, future remediation and reclamation activities, the timing of activities and the amount of estimated revenues and expenses. Forward-looking information is based on various assumptions including, without limitation, the expectations and beliefs of management, the assumed long term price of diamonds; that the Company can access financing, appropriate equipment and sufficient labour and that the political environment where the Company operates will continue to support the development and operation of mining projects. Should underlying assumptions prove incorrect, or one or more of the risks and uncertainties described below materialize, actual results may vary materially from those described in forward-looking statements. Accordingly, readers are advised not to place undue reliance on forward-looking statements.

Forward-looking information is subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking information, including, without limitation, risks and uncertainties relating to foreign currency fluctuations; risks inherent in mining including environmental hazards, industrial accidents, unusual or unexpected geological formations, ground control problems and flooding; delays or the inability to obtain necessary governmental permits or financing; risks associated with the estimation of mineral resources and reserves and the geology, grade and continuity of mineral deposits; the possibility that future exploration, development or mining results will not be consistent with the Company's expectations; the potential for and effects of labor disputes or other unanticipated difficulties with or shortages of labor or interruptions in production; failure of plant, equipment or processes to operate as anticipated; actual ore mined varying from estimates of grade, tonnage, dilution and metallurgical and other characteristics; the inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses, diamond price fluctuations; uncertain political and economic environments; changes in laws or policies, and other risks and uncertainties, including those described under Risks.

Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations. The Company undertakes no obligation to publicly update or review the forward-looking statements whether as a result of new information, future events or otherwise, other than as required under applicable securities laws.

Cautionary Note to U.S. Investors – Information Concerning Preparation of Resource Estimates

This MD&A has been prepared in accordance with the requirements of the securities laws in effect in Canada, which differ from the requirements of United States securities laws. Unless otherwise indicated, all resource and reserve estimates included in this MD&A have been prepared in accordance with NI 43-101 and the Canadian Institute of Mining and Metallurgy Classification System. NI 43-101 is a rule developed by the Canadian Securities Administrators which establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects.

Canadian standards, including NI 43-101, differ significantly from the requirements of Industry Guide 7 promulgated by the United States Securities and Exchange Commission ("SEC") under the United States Securities Act of 1933, as amended, and resource and reserve information contained herein may not be comparable to similar information disclosed by U.S. companies. In particular, and without limiting the generality of the foregoing, the term "resource" does not equate to the term "reserves". Under U.S. standards, mineralization may not be classified as a "reserve" unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. The SEC's disclosure standards under Industry Guide 7 do not define the terms and normally do not permit the inclusion of information concerning "measured mineral resources", "indicated mineral resources" or "inferred mineral resources" or other descriptions of the amount of mineralization in mineral deposits that do not constitute "reserves" by U.S. standards in documents filed with the SEC. U.S. Investors should also understand that "inferred mineral resources" have a great amount of uncertainty as to their existence and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an "inferred mineral resource" will ever be upgraded to a higher category. Under Canadian rules, estimated "inferred mineral resources" may not form the basis of feasibility or pre-feasibility studies except in rare cases. Investors are cautioned not to assume that all or any part of an "inferred mineral resource" exists or is economically or legally mineable.

Disclosure of "contained ounces" (or "contained carats") in a resource is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report mineralization that does not constitute "reserves" by SEC standards as in place tonnage and grade without reference to unit measures. The requirements of NI 43-101 for identification of "reserves" are also not the same as those of the SEC's Industry Guide 7, and reserves reported by the Company in compliance with NI 43-101 may not qualify as "reserves" under Industry Guide 7 standards. Accordingly, information concerning mineral deposits set forth herein may not be comparable with information made public by companies that report in accordance with U. S. standards.

On behalf of the Board of Directors,

“Patrick Evans”

Patrick Evans
President & CEO
April 9, 2015