INTER-ROCK MINERALS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Quarter Ended March 31, 2018

May 24, 2018

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MANAGEMENT'S INTERIM DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED MARCH 31, 2018

NOTES TO READER

References to "Inter-Rock" and the "Company" in this discussion refer to Inter-Rock Minerals Inc. and its subsidiaries taken as a whole.

The following management discussion and analysis ("MD&A") provides an analysis of the financial condition of Inter-Rock at March 31, 2018 and compares it to the financial condition of the Company on December 31, 2017. The MD&A also analyzes the Company's results of operations for the three-month period ending March 31, 2018 and compares those results to the results for the comparable period in 2017.

This MD&A has been prepared in compliance with the requirements of National Instrument ("NI") 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the unaudited consolidated interim financial statements for the three months ended March 31, 2018 and with the audited consolidated financial statements and the related notes for the year ended December 31, 2017.

All monetary amounts are expressed in United States dollars unless otherwise indicated.

This MD&A was prepared as of May 24, 2018.

DESCRIPTION OF THE BUSINESS

Inter-Rock is domiciled in Canada and is continued under the Business Corporations Act (Ontario). The Company's office is located at 2 Toronto Street, Suite 500 Toronto, Ontario, M5C 2B6, Canada. The Company's shares are traded on the TSX Venture Exchange under the symbol "IRO".

Inter-Rock owns three operating businesses: Papillon Agricultural Company Inc. ("Papillon"), MIN-AD, Inc. ("MIN-AD"), Mill Creek Dolomite LLC ("Mill Creek"). Papillon is a US based marketer and distributor of toll manufactured premium dairy feed nutritional supplements, including MIN-AD's products. MIN-AD and Mill Creek are engaged in the production and marketing of high purity dolomite, primarily to the animal feed, glass, roofing and aglime industries in the United States.

FIRST QUARTER 2018 HIGHLIGHTS

- Consolidated revenue of $12.4 million and cash flow from operations of $637,000.
- Mill Creek increased sales to glass manufacturers and expects additional gains in glass sales over the balance of the year.
- Completed a $4.0 million debt refinancing subsequent to quarter end.

The U.S. dairy market continues to experience low product prices, which declined moderately in the first quarter of 2018 after a modest recovery in 2017. Average prices in 2018 are expected to be lower than 2017. Despite low product prices, dairy producers are still covering operating costs, in part due to lower feed prices. Operating margins for dairy producers remain at levels that promote expanding production, which negatively impacts product prices. Overproduction is partially offset by overall economic growth in the United States which generally supports demand for dairy products. General economic growth and the Company's product range is expected to maintain the Company's operating margins for the balance of 2018.

Subsequent to the end of the first quarter, Papillon arranged a $4.0 million, five year secured term loan bearing interest at a fixed rate of 4.75%. The proceeds of the loan were used to repay debt maturing in March 2019, including a term loan in the amount of $919,000 and the remaining $3.0 million of 5.75% Notes held by the original shareholders of Papillon.

The new loan allows Papillion to extend the maturity of its debt at a reduced rate of interest, eliminate its related party debt and, subject to covenant compliance, the new facility is less restrictive with respect to allowing distributions of cash from Papillon to the Company (see Subsequent Events).

OPERATIONS REVIEW

Papillon Agricultural

Papillon develops and produces premium specialty nutritional products for dairy consultants, feed suppliers and dairy producers in the United States. Papillon has its own line of high quality proteins and rumen probiotic products that are produced under toll manufacturing agreements. In addition, Papillon distributes MIN-AD products and a clostridia control product. Most of Papillon's sales are in the northeastern and north central regions of the United States.

Papillon recorded revenue of $10.0 million in the first quarter of 2018, as compared with revenue of $11.4 million in the year earlier period. Although total tons sold in the current quarter were only 2% lower than the comparable quarter in 2017, the reduction in revenue is primarily attributable to customers switching to lower priced protein products. The decline in protein revenues was partially offset by sales of Baciflex, Papilon's clostridia control product, which was launched in the first quarter of 2017.

Despite an $1.4 million decrease in revenue, Papillon's operating margins (revenue less costs of goods sold) in the first quarter of 2018 were maintained at the same level as the corresponding period in 2017 as a result of lower costs for ingredients used to manufacture Papillon's protein products and a larger contribution from Baciflex. At quarter end, operating margins were impacted as a result of recording costs of $216,000 for purchasing MIN-AD product inventory (which was still in transit and yet to be sold by Papillon at quarter end). Papillon's cash flow from operating activities (before working capital changes) was $506,000 in the first quarter of 2018, as compared with $641,000 in the first quarter of 2017. Cash flow in the current quarter reflects higher SG&A expenses, primarily related to professional fees incurred to assist in recruiting sales and technical employees.

During the first quarter, Papillon added a second technical services employee and a sales manager covering the northwestern United States. The regional sales manager will introduce

Papillon's products to northwestern states and will also have responsibility for sales of MIN-AD's products in this region.

Mill Creek

Mill Creek Dolomite, LLC owns and operates a dolomite quarry and plant in Mill Creek, Oklahoma. Mill Creek sells into specialty markets for dolomite, principally the glass, roofing materials, and aglime markets. About 70% of Mill Creek's sales volume is to the glass industry.

Mill Creek recorded revenue (including freight and fuel charged to customers) of $1.3 million in the first quarter of 2018, as compared with revenue of $993,000 for the comparable quarter in 2017. Tons sold were 29% higher in the current quarter, with most of the increase attributed to increased sales to glass customers. First quarter 2017 sales to glass manufacturers were lower due to a temporary shutdown at one customer to rebuild a furnace.

Operating costs per ton sold in the first quarter of 2018 were unchanged from the year earlier period. Cash flow from operations (before working capital changes) was $38,000 in the first quarter of 2018 as compared with $14,000 in the first quarter of 2017.

Mill Creek incurred capital expenditures of $57,000 in the first quarter of 2018, as compared with $1,378,000 in the comparable period in 2017, (the 2017 first quarter expenditures were for new mobile crushing and screening equipment).

MIN-AD

MIN-AD quarries, processes, and markets a specialty dolomite for the dairy and beef cattle feed industry. The dolomite is used as a source of magnesium and calcium and as a rumen acid buffer. Approximately 95% of sales are to the United States, while the other 5% are to Alberta and British Columbia. MIN-AD's quarry and grinding plant are located in northern Nevada near the town of Winnemucca.

MIN-AD's sales and marketing activities are now managed by Papillon. In the northeast, central Atlantic and upper mid-west regions of the U.S., Papillon acts as the exclusive distributor of MIN-AD's products, which are purchased by Papillon and then sold to dairy feed manufacturers. This arrangement takes advantage of Papillon's marketing and sales expertise and geographic reach in the eastern United States. Papillion also acts as a sales agent for MIN-AD's products in parts of the mid-west and western United States. In the first quarter of 2018, 42% of MIN-AD's sales revenue was attributed to inter-company sales to Papillon.

MIN-AD recorded revenue (including freight and fuel charged to customers) of $2.0 million in the first quarter of 2018, approximately the same as the prior year period. Cash flow from operations (before working capital changes) was $290,000 in the first quarter of 2018 as compared with $352,000 for the same period in 2017. The decrease in cash flow was largely attributable to lower sales volumes and higher unit operating costs. MIN-AD incurred $32,000 in capital expenditures in the first quarter of 2018, (2017 first quarter: nil).

CONSOLIDATED FINANCIAL REVIEW

(US$,000)	**Three Months Ended March 31, 2018**	Three Months Ended March 31, 2017
Revenue	**$12,410**	$13,375
Operating costs	**$10,305**	$11,444
SG&A	**$1,468**	$1,209
Net income (Loss)	**$329**	$354
Income per share, basic	**$0.01**	$0.02
Cash flow from operations[1]	**$637**	$667
Capital expenditures	**$89**	$1,386

[1]Before working capital changes.

Financial Results

Inter-Rock recorded revenue of $12.4 million for the first quarter of 2018, as compared with $13.4 million for the corresponding period in 2017. The decrease in revenue is largely attributable to lower revenue at Papillon, offset in part by higher revenues at Mill Creek. Papillon accounted for approximately 80% of the Company's consolidated revenue in the first quarter of 2018. Operating costs decreased to $10.3 million in the first quarter of 2018, from $11.4 million in the corresponding quarter of 2017. Lower operating costs primarily reflect lower prices for protein ingredients used in Papillon's products.

Selling, general and administrative, ("SG&A") costs increased to $1.5 million in the first quarter of 2018 from $1.2 million in the corresponding period of 2017 reflecting higher administrative costs at both Papillon and Mill Creek. SG&A costs include all administrative, sales and marketing costs for the Company's three operating subsidiaries, as well as Toronto office general and administrative costs.

Interest expense in the first quarter of 2018 was $98,000 as compared with $127,000 for the year earlier quarter. The decrease in interest expense is attributable to a reduction in debt over the twelve months to March 31, 2018.

Inter-Rock reported net income of $329,000 for the first quarter of 2018 as compared with a net income of $354,000 for the same period in 2017.

Summary of Quarterly Results

US$,000	**Q1/18**	**Q4/17**	**Q3/17**	**Q2/17**	**Q1/17**	**Q4/16**	**Q3/16**	**Q2/16**
Revenue	$12,410	$12,605	$12,264	$13,646	$13,375	$10,417	$8,347	$8,600
Net income (loss)	$329	($305)	$808	$944	$354	$248	$386	$15
EPS – Basic	($0.01)	($0.01)	$0.04	$0.04	$0.02	$0.01	$0.02	$0.00

FINANCIAL CONDITION

Financial Condition (US$,000)	March 31, 2018	December 31, 2017
Current assets	**$7,569**	$7,652
Non-current assets	**$9,368**	$9,488
Total assets	**$16,937**	$17,140
Current liabilities	**$7,786**	$4,492
Non-current liabilities	**$5,799**	$9,625
Total Debt	**$6,896**	$7,083
Shareholders' equity	**$3,352**	$3,023

Current assets at the end of the first quarter of 2018 were largely unchanged from year end 2017, with a decrease in cash of $650,000 offset by a similar increase in accounts receivable. Working capital was a deficit of $217,000 at March 31, 2018 as the Company had approximately $5.0 million of debt maturing in the next twelve months. Included in the current portion of debt at March 31, 2018 was $3.0 million of related party Notes and $944,000 due under a bank term loan, both of which were repaid subsequent to quarter end with the proceeds of a new bank facility (see Subsequent Events). The current portion of long term debt also includes $583,000 drawn under a revolving credit facility which matures on May 25, 2018. The Company expects to extend the maturity date of this facility by one year.

The Company's consolidated debt decreased to $6.9 million at March 31, 2018 from $7.1 million at December 31, 2017.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity refers to a company's ability to access cash. Sources of liquidity generally include operating cash flow, proceeds from the issuance of debt and equity, availability under credit facilities and proceeds from asset sales. The Company's strategy is to generate positive operating cash flow to fund its operating and capital requirements.

At March 31, 2018, the Company had cash of $1.5 million as compared with cash of $2.1 million at December 31, 2017. The Company also had $420,000 available under its revolving credit facility at the end of the first quarter. In the opinion of management, the Company's liquidity of approximately $2.0 million, comprising cash and availability under the credit facility, in addition to cash flow from operations is sufficient to meet the Company's normal operating requirements and financing commitments.

Cash Flow

The change in the Company's cash balance during the first quarter of 2018 is reconciled as follows: ($,000):

	Three months ended March 31, 2018
Cash at beginning of period	$2,106
Cash provided by operations	$637
Cash provided (used) by changes in working capital	($922)
Repayments of debt and interest	($277)
Capital expenditures	($89)
Cash at March 31, 2018	**$1,455**

Cash Flow Provided by Operating Activities

Consolidated cash flow from operations (before working capital changes) for the first quarter of 2018 was $637,000 down from $667,000 for the same period in 2017. The decrease was due to higher selling, general and administrative expenses.

Cash Flow Used in Financing Activities

During the first quarter of 2018, cash used in financing activities was $277,000, including scheduled principal repayments of debt of $187,000 and interest payments of $90,000. In the first quarter of 2017, financing related payments were $1.0 million as the Company prepaid $450,000 of the Papillon Seller Notes and repaid an equipment loan in the amount of $326,000 in addition to scheduled debt repayments.

Bank Debt and Notes

The Company's subsidiaries have the following bank facilities:

MIN-AD and Mill Creek jointly have three bank facilities:

(i) a one-year, revolving credit facility in the amount of the lesser of $1,000,000 or 75% of accounts receivable at MIN-AD and Mill Creek, bearing interest at the U.S. bank prime rate plus 1.00% per annum. At March 31, 2018, $583,000 was outstanding under the RC facility;

(ii) $750,000, five-year term loan bearing interest at a fixed rate of 5.50% per annum. The loan amortizes in sixty equal monthly payments and matures on December 25, 2021. At March 31, 2018, the outstanding balance of the term loan was $581,000;

(iii) $1.3 million, five and a half year equipment acquisition term loan. The loan bears interest at a fixed rate of 5.50% and amortizes over sixty months in equal instalments. The loan matures on June 25, 2022. At March 31, 2018, the outstanding balance was $1.1 million.

The bank facilities are secured by the accounts receivables, inventory, equipment and other assets of MIN-AD Inc. and Mill Creek Dolomite LLC. The facilities are guaranteed by both the Company and its subsidiary, Secret Pass Gold Inc. The loans contain covenants that are customary for facilities of these types including limiting the ability of the MIN-AD and Mill Creek Dolomite to incur new indebtedness, sell material assets and make acquisitions and investments. There is also a requirement to maintain a minimum debt service cover ratio of 1.30.

At March 31, 2018, Papillon's debt comprised the following:

(i) Seller Notes: Papillon Agricultural Company LLC issued $3,898,600 of promissory notes to the shareholders of Papillon Agricultural Inc., (the "Seller Notes") with a maturity date of March 23, 2019. In 2017, $898,600 of the notes were prepaid and subsequent to the end of the first quarter 2018, the remaining $3,000,000 of notes were repaid in full with the proceeds of a new term loan (see Subsequent Events).

(ii) $1.5 million, three year secured term loan bearing interest at 4.75% per annum with monthly amortization payments of $28,182 and a final principal repayment of

$669,000 at maturity on March 22, 2019. At March 31, 2018, $944,000 of the loan was outstanding. Subsequent to quarter end, the loan was repaid in full with the proceeds from a new term loan (see Subsequent Events).

At March 31, 2018, the borrowers under the bank facilities were in compliance with all debt covenant requirements.

In connection with the acquisition of Papillon, the Company issued a $500,000 promissory note to the Chairman and a $55,000 promissory note to the CEO of the Company. The notes are unsecured and bear interest at 6% per annum. Interest is accrued and payable at maturity on December 31, 2019.

Cash Flow Used in Investing Activities

The Company incurred capital expenditures of $89,000 at its dolomite operations in the first quarter of 2018 as compared to $1.4 million during the first quarter of 2017, ($1.3 million in the first quarter of 2017 were payments for mobile crushing and screening equipment at Mill Creek).

CONTRACTUAL OBLIGATIONS

At March 31, 2018, the Company had the following financial commitments ($000):

	Total	**2018**	**2019**	**2020**	**2021**	**Thereafter**
Bank principal repayments	$2,108	$913	$870	$158	$167	$0
Equipment financings	$1,233	$242	$282	$275	$290	$144
Operating leases	$961	$221	$295	$295	$143	$7
Related party notes	$3,555	$0	$3,555	$0	$0	$0
Total	**$7,857**	**$1,376**	**$5,002**[1]	**$728**	**$600**	**$151**

[1] Subsequent to quarter end, approximately $3.7 million of debt due in 2019 was refinanced with the principal repayments due equally over the five year period, April 2018 to April 2023.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company had 22,617,811 common shares and 17,136,980 preferred shares issued and outstanding.

The Company does not have a stock option plan. As of the date of this MD&A there were no stock options outstanding.

RELATED PARTY TRANSACTIONS

During the first quarter of 2018, the Company paid interest of $43,125 to the holders of the Papillon Seller Notes. The Papillon noteholders are related parties as they either continue to work for Papillon or are directors of Papillon.

SUBSEQUENT EVENTS

Debt Refinancing

Subsequent to the end of the first quarter, Papillon Agricultural LLC (the parent company of Papillon Agricultural Company Inc.) arranged a $4.0 million, five year secured term loan bearing interest at a fixed rate of 4.75%. The proceeds of the loan were used to repay an existing term loan ($919,000) and the remaining Seller Notes ($3,000,000).

The loan is secured against all the present and future assets of Papillon Agricultural Company Inc. and Papillon Agricultural LLC, and is guaranteed by the Company and its subsidiaries, Secret Pass Gold Inc. and Papillon Agricultural Company Inc. The loan contains various covenants customary for a facility of this nature, including restrictions on new indebtedness, asset dispositions and acquisitions. The loan also contains financial covenants including (i) a minimum debt service cover ratio of 1.15 and (ii) beginning in the second year of the loan, a requirement that 80% of accounts receivable plus cash must be equal to or greater than the outstanding loan balance.

Preferred Share Dividend

The Board of Directors of the Company declared preferred share dividends of $38,558 for the first quarter of 2018, (March 31, 2017 – nil). The dividends were paid subsequent to quarter end.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's activities expose it to a number of financial risks including credit risk, market risk (including interest rate risk and foreign exchange risk) and liquidity risk. The objective of the Company's risk management policy is to properly identify financial risks and minimize adverse effects by ensuring that the Company maintains adequate capital in relation to the risks. The Company does not use derivative financial instruments as part of its strategy to manage market risks. There has been no change in the risks, objectives, policies and procedures from the previous reporting period. The Company's strategy for managing financial risks is presented as Note 19 in the audited consolidated financial statements for the year ended December 31, 2017.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the financial statements requires management to make judgements, estimates and assumptions in applying accounting policies that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and revenues and expenses during the reporting period.

The condensed consolidated interim financial statements reflect the judgements and estimates outlined by the Company in Note 4 in its audited consolidated financial statements for the year ended December 31, 2017, which are available on SEDAR at www.sedar.com. There have been no changes to the critical accounting estimates since the previous reporting period.

DISCLOSURE CONTROLS AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

Management has established processes which are in place to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the consolidated 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 consolidated financial statements; and (ii) the consolidated financial statements fairly present all material respects the financial condition, results of the operations and cash flows of the Company, as of the date of and for the periods presented by the consolidated financial statements.

In contrast to the certificate required under National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109"), the Company utilizes the Venture Issuer Basic Certificate, which 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 the 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 Company'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 this 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.

Inter-Rock has identified a potential control weakness regarding a lack of segregation of duties because of limited staff resources. Inter-Rock believes that this control weakness has not caused any material information to be withheld in its financial disclosure and has not impacted reported financial results.

RISK FACTORS

The Company is subject to a number of risks and uncertainties. For more details, refer to the Company's annual MD&A for the year ended December 31, 2017, which is available on SEDAR at www.sedar.com. There have been no changes to the risk factors since the previous reporting period.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements which may include, but are not limited to, statements with respect to the future financial or operating performance of Inter-Rock and its subsidiaries. All statements other than statements of historical fact are forward-looking statements. Generally, forward-looking statements can be identified by the use of words such as "plans", "expects", "anticipates", "believes", "estimates", "expects" and similar expressions, or the negatives of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “should”, “might”, or “will” be taken, occur or be achieved. Forward-looking statements are based on reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, and are inherently subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements, including but not limited to risks related to price volatility for the Company’s dolomite products and diary feed ingredients, market competition, changes in economic conditions in the markets for the Company’s products, particularly the diary market in the United States, the ability to attract and retain skilled staff, timing and availability of external financing on acceptable terms, increases in costs, environmental compliance, and changes in environmental and other local legislation and regulation, interest rate fluctuations, as well as those risk factors listed in the “Risk Factors” section above. There may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results, except as may be required by applicable securities laws. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

The Board of Directors of Inter-Rock Minerals Inc. has approved the disclosure contained in this MD&A.