

HUDSON RESOURCES INC.

**Management Discussion and Analysis
(Form 51-102F1)
For the Three Months Ended June 30, 2018**

This management's discussion and analysis ("MD&A") focuses on significant factors that affected Hudson Resources Inc. ("Hudson" or the "Company") during the three months ended June 30, 2018 ("Q1 2019") and to the date of this report. The MD&A supplements, but does not form part of, the unaudited condensed consolidated interim financial statements of the Company and the notes thereto for the three months ended June 30, 2018 (the "Financials"). Consequently, the following discussion of performance and financial condition should be read in conjunction with the Financials. The Financials have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts presented in this MD&A are in Canadian dollars unless otherwise indicated.

Additional information related to Hudson is available on SEDAR at www.sedar.com and on the Company's website at www.hudsonresources.ca.

This MD&A contains information up to and including August 23, 2018.

FORWARD-LOOKING INFORMATION

Statements in this MD&A that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements. For more information on forward-looking information, please refer to page 16 of this MD&A.

OUTLOOK

The White Mountain Anorthosite (calcium feldspar) Project in Western Greenland is the primary focus for the Company. The Company is in the process of completing construction this year with the goal of shipping its first product by the end of 2018. The anorthosite product has four major markets: a feed material for E-glass fiberglass production, a filler material in the production of paints and coatings, a source of alumina and other valuable by-products for the aluminum industry and for the production of a CO₂-free white cement. The Company recently announced that it has received favourable test results when using the company's anorthosite (trade named "GreenSpar") in paint and clear coating formulations and is working with companies who are currently testing our products on potential off take agreements in this new market area.

OVERALL PERFORMANCE

Highlights of Q1 2019 and as of the Date of this Report

During Q1 2019 and to the date of this MD&A, the following highlights the Company's significant events:

Financing Activities

- Completed an equity financing at \$0.45 per share for total proceeds of \$18.5M to be used to complete construction, cover upcoming working capital and meet various debt commitments.
- Repaid note payable of \$1.3M

Development Activities

- Completed over 70% of the expected construction activities (see detail under Project Update section) on project with the objective to make an initial shipment of product to North America by the end of this calendar year.

GENERAL

As at June 30, 2018, the Company is a development stage mineral company listed on the TSX Venture Exchange, engaged in the acquisition, exploration and development of mineral properties. As of July 17, 2017, the Company entered the development phase of its Naajat (White Mountain or Qaqortorsuaq in Greenlandic) Mineral Claim.

The recoverability of the amounts shown for resource assets is dependent upon the ability of the Company to obtain the necessary financing to complete the development of its properties, and upon future profitable production or proceeds from the disposition of the properties. The Company's ability to continue its operations is dependent on its ability to secure additional financing and generate revenue from sales, and while it has been successful in obtaining financing in the past, there can be no assurance it will be able to do so in the future. In order to continue developing its mineral properties, management is actively pursuing such additional sources of financing; however, in the event this does not occur, there is doubt about the ability of the Company to continue as a going concern. The financial statements and discussion and analysis of the financial condition, changes in financial condition and results of operations of the Company for Q1 2019 do not include the adjustments that would be necessary should the Company be unable to continue as a going concern.

On July 17, 2017, the Company completed a debt funding arrangement with Cordiant Capital Inc., of Montreal, for a Senior Loan of US\$13 million and a Subordinated Loan of US\$9.5 million, for a total of US\$22.5 million (collectively, the "Loan Agreement") for Hudson's White Mountain Anorthosite Project in Greenland (the "Project") through its 100% owned Greenland subsidiary, Hudson Greenland A/S.

As of the date of this MD&A, the Company holds cash of approximately \$17.0 million, of which \$2.1 million (10 million DKK) has been set aside as a reclamation bond, \$1.4 million in a debt service ratio account as part of the Loan Agreement, \$2.5 million in the blocked account reserved for working capital and \$11.0 million in the Company's operating account. Total cash outflow in operating and investing activities for Q1 2019 were \$2.7 million and 2.0 million respectively; cash inflow from financing activities was \$17.8 million.

The amount of the Company's administrative expenditures is related to the level of financing and development activities that are being conducted, which in turn may depend on the Company's ability to complete the construction of the Project within budget and on time, on recent other exploration activities and prospects, and on general market conditions relating to the availability of funding for exploration and development stage resource companies. The Company does not acquire properties or conduct exploration work on them on a pre-determined basis and, as a result, there may not be predictable or observable trends in the Company's business activities and comparisons of financial operating results with prior years may not be meaningful.

CORPORATE UPDATE

The Company has continued to advance the construction of the Project, bolster its financial position and institute a number of key management changes in the three months ended June 30, 2019. The Company is also exploring other revenue streams from its White Mountain anorthosite.

During Q1 2019, the company restructured its board and made management changes as follow:

- In May, the Company announced the appointment of Mr. Robert ("Bob") Shields to the Board of Directors. Bob brings to the Company significant operational experience across a number of industries and was most recently President of Island Tug & Barge Ltd (ITB) prior to its recent sale. Over a span of 30 years, Bob grew ITB to be one of the West Coast's largest bulk transporters which included operations in the Canadian high Arctic. Through his family's holding company, Coal Island Ltd., Bob owns operations in commercial real estate, forest products manufacturing, and until recently, marine transportation services. Bob has a Bachelor of Science in Economics from the University of Victoria (1985) and obtained his ocean going Masters Certificate in 1987.
- In June 2018, Mr. Jim Cambon ("Jim"), Executive Vice-President, Project Development, was appointed to the Board of Directors. Jim has been a member of Hudson's management team since 2006. He has over 30 years of international business development and project management experience in the mineral exploration, consulting and engineering industries with a focus on Arctic projects. Jim has held senior positions with engineering firms including AMEC and Bateman. Jim was co-founder of the Mongolian exploration company QGX Ltd., which was acquired for \$300 million in 2008. Jim obtained a Bachelor of Science (Geology) from the University of Western Ontario.
- At the Chairman's position, Mr. Flemming Knudsen ("Flemming") was appointed as Chairman of the Board, succeeding Mr. John Hick. Flemming has been on the Board since 2010 and was instrumental in

guiding the company's efforts in Greenland and Denmark. Flemming is a highly respected businessman in Greenland where, from 2007 to 2011, he served as the CEO of Royal Greenland A/S, which is the biggest company in Greenland and one of Europe's largest seafood companies. Prior to this, Flemming was the CEO of Air Greenland for five years and CFO of ECCO shoes. Flemming's mining experience stems from 1974, when he served for nine years as Finance and Accounting Manager, then VP Finance of Cominco's Black Angel lead/zinc/silver mine in Greenland.

- In June 2018, the Company also announced the appointment of Mr. Samuel Yik ("Sam") as Chief Financial Officer of the Company. Sam has a diverse business background and over 25 years of public company experience in industrial sectors including resources, technology, petrochemicals, and transportation. Sam has extensive international hands on management experience in senior financial, commercial, and operational roles in companies with market capitalization ranging from \$10 million to \$2 billion. Sam brings over 10 years of CFO experience in managing publicly listed companies on the TSX, TSXV, and the NYSE-MKT. Sam has a Bachelor of Commerce degree from the University of British Columbia and obtained his CA designation while articling with KPMG.

In June 2018, the Company completed a non-brokered private placement of 41,082,832 units at a price of \$0.45 for gross proceeds of \$18,487,274. Each Unit consists of one common share of the Company and one-half of one warrant. Each whole warrant entitles the holder to purchase one common share of the Company at a price of \$0.75 for a period of three years following the date of issuance, subject to acceleration in the event that the common shares of the Company trade above a weighted average of \$1.50 for twenty consecutive days.

On August 23, 2018, the Company announced that it has received very favourable test results when using the GreenSpar in paint and clear coating formulations. The testwork was completed by Marschall Labs Inc, of Clearwater, Florida, and the results indicated that GreenSpar performs very well in paint and clear coating applications. The paints and coatings market is very large, and is projected to grow from US\$160 billion in 2017 to US\$209 billion by 2022. (Source:<https://home.kpmg.com/xx/en/home/insights/2018/03/industry-update-2018.html>).

Samples of GreenSpar 45 (GreenSpar ground to 98% finer than 45 microns) and GreenSpar 15 (98% finer than 15 microns) were used to produce two paint formulations that were evaluated for their general performance as a pigment extender. A further clear coat (urethane) formulation using GreenSpar 15 was tested for its clarity. Since GreenSpar is free of crystalline silica, it was tested alongside the industry standard, a silica-free, nepheline syenite product. Below is a summary of the testing:

- In the white paint formula and deep base paint formula, GreenSpar 45 achieved very similar results to the premium nepheline syenite product including exhibiting improved scrub resistance properties.
- GreenSpar 15 achieved higher gloss properties in both paint formulations, with nearly the same scrub resistance properties.
- GreenSpar 15 achieved the same haze and clarity properties with improved high gloss values, in the clear coating formulation.

In summary, initial independent test results show that GreenSpar demonstrates excellent performance in paint and clear coating applications. These results indicate that the Company's White Mountain anorthosite has the potential to generate revenue from multiple product streams.

PROJECT UPDATE

In early Q1 2019, the Company re-commenced activities in Greenland completing the accommodation complex and the truck shop shortly thereafter. The Company has now completed the mechanical and internal steel installation on the process plant and over 70% of construction activities. The Company plans on shipping processed anorthosite product from the site by the end of the calendar year.

Hudson's workforce, including sub contractors, continues to fluctuate between 30 and 45 personnel over the course of construction. After soliciting bids from Greenland, Europe and North America, Ironclad Metals Inc. of British Columbia was awarded the contract for steel and mechanical erection for the process plant, ore storage building and material handling facilities. Ironclad is one of North America's leading companies for structural steel

and mine construction. Ironclad is supported by the Gisborne group who specialize in mechanical installation of mining projects.

The electrical installation contract was awarded to Lillegaarden EL of Denmark, and installation commenced in early August. Lillegaarden have executed several industrial projects in Greenland. Merit Consultants International of Vancouver continues to provide construction management expertise to the project.

The current objective remains beginning plant commissioning in the fall with product being shipped to customers before the end of the calendar year. In keeping with this schedule, the Company continues to work with the Greenland government to encourage local employment and ensure all operating conditions under the mining licence and the Impact Benefits Agreement (IBA) are met.

The Company recently announced the following construction update on the project:

- Process plant internal steel and mechanical installation completed.
- Process plant building steel completed and cladding 80% complete. Only the roof remains to be cladded.
- Lillegaarden EL of Denmark has commenced electrical installation including installation of cable trays in the process plant.
- The product storage building steel erection is 50% complete and is on schedule to be completed by the end of September.
- The concrete floor has been poured in truck shop.
- The process plant generators (3 x 630 kVA) including the control room are in place.
- The process plant automation room has been put in place adjacent to the process plant.
- The road from the port to the mine is over 75% complete with only 2.5km remaining of the 11km road. The road is expected to be completed by the end of September.
- Hudson received a new Sandvik DX800 production drill and Hyundai HL980 wheel loader for operations.
- Currently 41 construction personnel on site.

The following is a summary of total costs incurred on the Project as of June 30, 2018. In an effort to summarize the full cost of the Project, the table includes Pre-development costs, which have been expensed and Development costs which have been capitalized as of July 17, 2017:

	Pre-development costs				Development costs		Cumulative costs incurred as of June 30 2018
	Cumulative costs incurred as of March 31, 2017	Cost incurred from April 1, 2017 to July 17, 2017	Costs transferred from Equipment and exploration and evaluation assets	Total costs incurred	Cost incurred from July 18, 2017 to March 31, 2018	Cost incurred from April 1, 2018 to June 30, 2018	
Acquisition costs / license fees	\$ -	\$ -	\$ 224,843	\$ 224,843	\$ -	\$ -	\$ 224,843
Administrative	-	-	-	-	886,749	450,162	1,336,911
Assay and analysis	1,105,233	5,484	-	1,110,717	5,866	1,472	1,118,055
Borrowing costs	-	-	-	-	1,605,094	941,494	2,546,588
Buildings	-	-	3,045,606	3,045,606	2,446,369	252,886	5,744,861
Camp and portable shelters	344,839	-	-	344,839	1,207,375	94,140	1,646,354
Consulting	2,220,562	164,339	-	2,384,901	136,474	1,840	2,523,215
Depreciation	-	-	-	-	1,892,590	882,658	2,775,248
Drilling	582,612	111,204	-	693,816	101,278	-	795,094
Engineering	-	608,719	-	608,719	251,756	16,619	877,094
Explosives	-	68,415	-	68,415	7,565	-	75,980
Fuel	40,382	162,385	-	202,767	164,931	-	367,698
Geophysical data	53,272	-	-	53,272	-	-	53,272
Helicopter	1,689,703	42,738	-	1,732,441	17,701	-	1,750,142
Land improvements	-	-	1,439,535	1,439,535	501,848	-	1,941,383
Legal	71,291	-	-	71,291	-	-	71,291
Parts and spares	524,930	526,868	-	1,051,798	161,429	871	1,214,098
Project management	-	1,028,173	-	1,028,173	378,900	301,572	1,708,645
Reclamation	1,541,533	-	-	1,541,533	-	-	1,541,533
Shipping	634,985	623,066	-	1,258,051	2,485,353	115,103	3,858,507
Supplies	449,071	769,277	-	1,218,348	548,448	153,306	1,920,102
Travel	506,671	300,040	-	806,711	592,796	624,687	2,024,194
Wages and benefits	95,374	-	-	95,374	-	-	95,374
Total	\$ 9,860,458	\$ 4,410,708	\$ 4,709,984	\$ 18,981,150	\$ 13,392,522	\$ 3,836,810	\$ 36,210,482

As of July 17, 2017, the Company has transitioned to the development stage for the Naajat mineral claim; as a result of the transition, all expenditures going forward are recorded capitalized as development assets.

The Company also holds a 100% interest in the Sarfartoq Rare Earth Project. Further development of the Sarfartoq Project is dependent upon the improvement in world market prices for rare earths. In December 2015, the Greenland government granted the Company a 2-year exploration commitment holiday. In December 2017, the Greenland government extended the exploration commitment holiday for an additional year. As a result, the Company will be able to carry accrued work commitments in to 2019.

Qualifications

Dr. Michael Druecker is a qualified person as defined by NI 43-101 and reviewed the preparation of the scientific and technical information in this MD&A disclosure.

RESULTS FROM OPERATIONS

Selected Information

	For the three months ended		
	June 30, 2018	June 30, 2017	June 30, 2016
Interest and miscellaneous income	\$ -	\$ 15,734	\$ 3,278
Net loss	(2,289,418)	3,414,190	(743,787)
Basic and diluted loss per share	\$ (0.02)	\$ (0.03)	\$ (0.01)

As at:	June 30, 2018	March 31, 2018	March 31, 2017
Balance Sheet Data			
Cash and cash equivalents	\$ 13,941,049	\$ 2,296,303	\$ 6,382,573
Restricted cash	5,435,081	-	-
Equipment	13,532,736	12,201,223	4,276,396
Reclamation bonds	2,057,400	2,129,850	-
Resource properties	769,682	769,682	988,351
Development assets	22,399,651	19,241,194	-
Total assets	\$ 58,839,533	\$ 43,290,184	\$ 17,798,894

Three months ended June 30, 2018 ("Q1 2019") compared with three months ended March 31, 2018 ("Q1 2018")

The Company incurred a net loss of \$2,289,418 for Q1 2019 and a net loss of \$3,414,190 for Q1 2018.

Evaluation and exploration costs decreased by \$2,865,398 to \$888 for Q1 2019 from \$2,866,286 for Q1 2018. The decrease is primarily the result of the decrease in pre-development activities on the Project in Q1 2019 compared to Q1 2018. Pre-development activities on the Project were incurred up to date of transition to the development phase on July 17, 2017. Costs incurred on the Project during Q4 2018 were capitalized as development assets.

Depreciation expenses decreased to \$1,669 for Q1 2019 from \$272,833 for Q1 2018. The depreciation charged for equipment used for the Project was capitalized as development assets during Q1 2019.

Personnel costs were \$144,786 for Q1 2019 compared to \$340,000 for Q1 2018. The decrease in personnel costs was due to the bonuses paid to the Company's management during Q1 2018 but offset by an increase

number of staff in the current quarter as activities increased in the Company. No such bonuses were paid to management during Q1 2019.

Foreign exchange loss increased by \$1,465,310 to \$1,179,398 for Q1 2019, from a foreign exchange gain of \$285,912 for Q1 2018 mainly due to the fluctuations in the exchange rates between the Canadian dollar, United States dollar, Danish Krone and Euro. Much of the loss in the current quarter was the result of the strength in the US Dollar and Canadian Dollar against the Danish Krone, which is the functional currency of the Company's subsidiary, during this period and where development activities have increased substantially year over year, and where the loans are denominated in USD. The weaker Danish Krone resulted in a large unrealized foreign exchange loss upon revaluation of the USD Cordiant loans.

Share-based payments were \$735,176 for Q1 2019 compared to \$11,122 for Q1 2019. This increase in share-based payments resulted from the options granted during Q1 2019.

SUMMARY OF QUARTERLY RESULTS

	Three months ended			
	June 30, 2018	March 31, 2018	December 31, 2017	September 30, 2017
Interest income	\$ -	\$ 8	\$ 254	\$ 1,411
Net loss	(2,289,418)	364,065	(137,993)	(2,386,746)
Basic and diluted loss per share	\$ (0.02)	\$ -	\$ (0.00)	\$ (0.02)

	Three months ended			
	June 30, 2017	March 31, 2017	December 31, 2016	September 30, 2016
Interest income	\$ 15,734	\$ 5,126	\$ 1,220	\$ 1,585
Net loss	(3,414,190)	(2,981,666)	(851,185)	(1,068,873)
Basic and diluted loss per share	\$ (0.02)	\$ (0.03)	\$ (0.01)	\$ (0.01)

The Company's net losses are mainly due to pre-development costs, share-based payments and general and administrative costs that vary from quarter to quarter based on planned pre-development activities and resource constraints. The net loss increased during the quarter ended March 31, 2017 mainly due to the recognition of the reclamation obligation of the resource properties. The net loss increased during the quarter ended June 30, 2017 mainly due to the increase in exploration and evaluation costs. During the quarter ended September 30, 2017, the Company entered the development phase of its Naajat (White Mountain) Mineral Claim; as a result of the transition, the costs incurred on the Naajat (White Mountain) Mineral Claim upon entering the development phase were capitalized as development asset instead of expense as exploration and evaluation costs. The change in accounting policy for the costs incurred on Naajat (White Mountain) Mineral Claim began to decrease the net loss (upon transition to the development phase on July 17, 2017) during the quarter ended September 30, 2017 and significantly decreased during the quarter ended March 31, 2018 and June 30, 2018. The net income in the quarter ended March 31, 2018 was primarily the result of a large foreign exchange gain recognized due to the weakness of the Canadian Dollar against the Danish Krone. The net loss in the quarter ended June 30, 2018 was the combination of a large foreign exchange loss associated with the re-strengthening of the Canadian Dollar and US Dollar against the Danish Krone and the share-based payments recognized during the period. The Company prepared the financial statements for the periods indicated above in accordance with International Financial Reporting Standards ("IFRS").

LIQUIDITY AND CAPITAL RESOURCES

The Company's working capital was \$17,316,368 as of June 30, 2018. The Company has no material income from operations and any improvement in working capital results primarily from the issuance of share capital and long-term debt.

During Q1 2019, the Company completed a non-brokered private placement of 41,082,832 units at a price of \$0.45 for gross proceeds of \$18,487,274.

The continued development of the Company's properties over the next 12 months will depend on the Company's ability to complete the construction of the project and obtain additional financing, if required. While the Company has some ability to reduce its budgets and expenditures, which could extend the time before which it would need to raise additional funds, any such actions could have a negative effect on its business. The Company has limited financial resources and there is no assurance that additional funding will be available to allow the Company to fulfill its obligations on the other existing exploration properties beyond the anorthosite development project. Failure to obtain additional financing could result in delay or indefinite postponement of the completion of the Project and further exploration and the possible, partial or total loss of the Company's interest in the Greenland exploration licenses overseen by the Government of Greenland, Mineral Licence and Safety Authority ("MLSA"). The Company may, in the future, be unable to meet its obligations under such agreements to which it is a party and consequently, the Company's interest in the properties subject to such agreements could be jeopardized.

The Company is dependent on raising funds by the issuance of shares or disposing of interests in its mineral properties (by options, joint ventures or outright sales) or by obtaining debt financing, in order to finance further acquisitions, undertake exploration and development of mineral properties and meet general and administrative expenses in the immediate and long term. There can be no assurance that the Company will be successful in raising the required financing.

The Company's future financial performance is dependent on many external factors. The Company expects that any revenues it may earn from its operations in the future will be from the sale of minerals. Both prices and markets for metals and minerals are cyclical, difficult to predict, volatile, subject to government price fixing and controls and affected by changes in domestic and international, political, social and economic environments. In addition, the availability and cost of funds for exploration, development and production costs are difficult to predict. These changes in events could materially affect the financial performance of the Company.

The Company invests its cash balances in term deposits with Canadian banks.

OUTSTANDING SHARE DATA

At June 30, 2018, the Company had 177,862,705 common shares issued and outstanding.

During Q1 2019:

- The Company completed a non-brokered private placement of 41,082,832 units at a price of \$0.45 for gross proceeds of \$18,487,274. Each Unit consists of one common share of the Company and one-half of one warrant. Each whole warrant entitles the holder to purchase one common share of the Company at a price of \$0.75 for a period of three years following the date of issuance, subject to acceleration in the event that the common shares of the Company trade above a weighted average of \$1.50 for twenty consecutive days.
- The Company granted 5,230,000 options with an exercise price of \$0.47 to its officers, directors, employees and consultants. The options are exercisable for a period of five years. One third of the options vested on the date of grant and another third will vest on each of the first and second anniversary of the date of grant.

Subsequent to Q1 2019:

- The Company received gross proceeds of \$47,400 for exercise of 130,000 options.
- In accordance with the Senior and Subordinate Loan agreements with Cordiant, the Company paid US \$1.1 million in semi-annual interest payments in July 2018.

As of the date of this MD&A, the Company had:

- 177,992,705 common shares issued and outstanding;

- 47,550,469 share purchase warrants outstanding, each of which is exercisable for one common share at prices ranging from \$0.50 to \$0.75; and
- 12,240,000 stock options outstanding, each of which is exercisable for one common share at prices ranging from \$0.34 to \$0.65.

RELATED PARTY TRANSACTIONS

During Q1 2019 and Q1 2018, respectively, the Company incurred the following expenses for directors and officers of the Company:

	For the three months ended	
	June 30, 2018	June 30, 2017
Short-term employee benefits - salaries and wages ⁽¹⁾	\$ 180,250	\$ 677,500
Short-term employee benefits - professional fees ⁽²⁾	36,400	54,080
Short-term employee benefits - directors' fees	25,000	25,000
Share-based payments	666,185	-
	\$ 907,835	\$ 756,580

- (1) During the three months ended June 30, 2018, the Company incurred \$180,250 of salaries and wages of which \$100,250 and \$80,000 were recognized as personnel costs and development assets respectively. During the three months ended June 30, 2017, the Company incurred \$677,500 of salaries and wages of which \$340,000 and \$337,500 were recognized as personnel costs and project management in exploration and evaluation costs, respectively.
- (2) The Company paid \$36,400 during the three months ended June 30, 2018 (June 30, 2017 – \$54,080) for accounting and corporate secretarial services to Quantum Advisory Partners LLP whose incorporated partner was the Company's former Chief Financial Officer until June 26, 2018.

These transactions were measured by the exchange amount, which is the amount agreed upon by the transacting parties.

The balances due to related parties included in accounts payable and accrued liabilities were \$19,451 as at June 30, 2018 (March 31, 2018 – \$139,207). These amounts are unsecured and non-interest bearing.

COMMITMENTS

	Total	2019	2020	2021	2022	2023 and thereafter
Operating leases	\$ 193,440	\$ 36,270	\$ 48,360	\$ 48,360	\$ 48,360	\$ 12,090
Loans ⁽¹⁾	42,986,709	1,787,355	6,541,321	8,964,445	8,237,856	17,455,732
	\$ 43,180,149	\$ 1,823,625	\$ 6,589,681	\$ 9,012,805	\$ 8,286,216	\$ 17,467,822

- (1) Represents the undiscounted cash flow.

The Company currently has two exploration licenses in Greenland, the Sarfartoq EL (2010/40), which was recently renewed until December 31, 2020, and the Pingasut EL (2013/01) and one exploitation license, the Naajat EL (2015/39). In 2014, Hudson was granted license renewals on the Naajat and Sarfartoq EL's. Prior to that, in 2012, Hudson was granted two license renewals. The Sarfartoq EL was amended to include portions of the Nalussivik, Sarfartuup Qulaa, Sarfartoq Valley and Arnanganeq exploration licenses as well as annex portions of the Sarfartoq EL and add additional ground that extends the license area to the fjord. The total area was reduced from 1,351 sq. km. to approximately 687 sq. km. As a result of the application, the five previous licenses were incorporated into one new Sarfartoq EL that is focused on the rare-earth project. In 2013, the license area was further reduced to 92 sq. km. This reduced the exploration burden on the area while still maintaining 100% interest in the Sarfartoq Carbonatite Complex. The Naajat EL was renewed in 2013 for its industrial mineral potential for exploration years 11 and 12 and the license area was reduced from 190 sq. km. to approximately 96 sq. km. The Naajat EL includes the White Mountain Anorthosite Project ("White Mountain"). In 2014, Hudson

began the process of converting the Naajat exploration license into an exploitation license. This was completed in September 2015.

Resource Properties

Naajat (White Mountain) Mineral Claim (2015/39), Greenland

In September 2015, exploration license 2015/39 was converted to an exploitation license. A fee of 100,000 DDK was paid. Previously, the Company was required to maintain certain work commitments to retain the exploration license. Hudson now has certain non-monetary commitments, including but not limited to employing Greenlandic personnel, based on establishing a mining operation as per the exploitation agreement in order to maintain the license.

Sarfartoq Mineral Claim (2010/40), Greenland

The Company must submit an annual report by April 1, of each year detailing its activities and expenditures for approval. In 2018, the Company's license was renewed to December 31, 2020. In December 2015, the Greenland government granted the Company a 2-year exploration commitment holiday. In December 2017, the Greenland government extended the exploration commitment holiday for an additional year. As a result, the Company will be able to carry accrued work commitments into 2019.

Pingasut Mineral Claim (2013/01), Greenland

The Company must submit an annual report by April 1, of each year detailing its activities and expenditures for approval. This license was granted on August 9, 2013. The Company's license expires December 31, 2018. Total work commitment for calendar 2017 was 1,512,180 DKK (approximately \$300,000). Hudson has accrued sufficient credits (2,475,727 DKK) from previous expenditures to carry the license beyond December 31, 2017, with credits available until December 31, 2018.

FINANCIAL INSTRUMENTS

In the normal course of business, the Company is inherently exposed to certain financial risks, including market risk, credit risk and liquidity risk, through the use of financial instruments. The timeframe and manner in which the Company manages these risks varies based upon management's assessment of the risk and available alternatives for mitigating risk. The Company does not acquire or issue derivative financial instruments for trading or speculative purposes. All transactions undertaken are to support the Company's operations. These financial risks and the Company's exposure to these risks are provided in note 17 of our unaudited condensed consolidated interim financial statements for the three months ended June 30, 2018. For a discussion on the significant assumptions made in determining the fair value of financial instruments, refer also to note 2 of the audited consolidated financial statements for the year ended March 31, 2018.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not currently have any off-balance sheet arrangements.

RISKS AND UNCERTAINTIES

The Company is subject to a number of risk factors due to the nature of its business and the present stage of development. The following risk factors should be considered:

General

The Company is a development stage mineral company listed on the TSX Venture Exchange and engaged in the acquisition, exploration and development of mineral properties. The recoverability of the amounts shown for resource assets is dependent upon the ability of the Company to obtain the necessary financing to complete

the exploration and development of its properties, and upon future profitable production or proceeds from the disposition of the properties. The Company's ability to continue its operations is dependent on its ability to secure additional financing, and while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future. In order to continue developing its mineral properties, management is actively pursuing such additional sources of financing; however, in the event this does not occur, there is doubt about the ability of the Company to continue as a going concern. The Financial Statements and discussion and analysis of the financial condition, changes in financial condition and results of operations of the Company for the three months ended June 30, 2018 do not include the adjustments that would be necessary should the Company be unable to continue as a going concern.

The amount of the Company's administrative expenditures is related to the level of financing and pre-development activities that are being conducted, which in turn may depend on the Company's recent experience and prospects, as well as the general market conditions relating to the availability of funding for development-stage resource companies. Consequently, the Company does not acquire properties or conduct work programs on them on a pre-determined basis and as a result there may not be predictable or observable trends in the Company's business activities and comparisons of financial operating results with prior years may not be meaningful.

Trends

The Company's financial success is dependent upon the discovery of properties which could be economically viable to develop. Such development could take years to complete and the resulting income, if any, is difficult to determine. The sales value of any mineralization discovered by the Company is largely dependent upon factors beyond the Company's control, such as the market value of the products produced. Other than as disclosed herein, the Company is not aware of any trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect on the Company's sales or revenues, income from continuing operations, profitability, liquidity or capital resources, or that would cause reported financial information not necessarily to be indicative of future operating results or financial condition.

Competitive Conditions

The resource industry is intensively competitive in all of its phases. The Company competes with other mining companies for the acquisition of mineral claims and other mining interests as well as for the recruitment and retention of qualified employees and contractors and for mining equipment. There is significant and increasing competition for a limited number of rare earth and other resource acquisition opportunities and as a result, the Company may be unable to acquire suitable producing properties or prospects for exploration in the future on terms it considers acceptable. The Company competes with many other companies, the majority of which have substantially greater financial resources than the Company.

Environmental Factors and Protection Requirements

The Company currently conducts exploration and development activities in Greenland. All phases of the Company's operations are subject to environmental regulation in the jurisdictions in which it operates. Environmental legislation is evolving in a manner which requires stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. There are no assurances that regulatory and environmental approvals will be obtained on a timely basis or at all. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations or to preclude entirely the economic development of a property. Environmental hazards may exist on the properties which are unknown to the Company at present which have been caused by previous or existing owners or operators of the properties. The Company is currently engaged in exploration with limited environmental impact.

Mineral Exploration and Development

The Company's properties are in the exploration stage (Sarfaratq Mineral Claim and Pingasut Mineral Claim) and development stage (Naajat (White Mountain) Mineral Claim). Development of the Company's properties will only proceed upon obtaining satisfactory exploration results and the subsequent analysis of the technical and financial feasibility of developing such properties. Mineral exploration and development involve a high degree of risk and few properties which are explored are ultimately developed into producing mines. There is no assurance that mineral exploration and development activities will result in the discovery of a body of commercial rare earths or industrial minerals on any of the Company's properties. Several years may pass between the discovery of a deposit and its exploitation. Most exploration projects do not result in the discovery of commercially mineralized deposits.

Operating Hazards and Risks

Mineral exploration and development involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. The operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of resources, any of which could result in work stoppages and damage to persons or property or the environment and possible legal liability for any and all damage. Fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are some of the risks involved in the operation of mines and the conduct of exploration programs. Although the Company will, when appropriate, secure liability insurance in an amount which it considers adequate, the nature of these risks is such that liabilities might exceed policy limits, the liability and hazards might not be insurable, or the Company might elect not to insure itself against such liabilities due to high premium costs or other reasons, in which event the Company could incur significant costs that could have a material adverse effect upon its financial condition.

Economics of Developing Mineral Properties

Substantial expenditures are required to establish reserves through drilling, to develop processes to commercially extract the respective ores/ commodities contained therein and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis. The marketability of any minerals acquired or discovered may be affected by numerous factors which are beyond the Company's control and which cannot be predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection. Depending on the price of minerals produced, the Company may determine that it is impractical to commence or continue commercial production.

Commodity Prices

The Company's revenues, if any, are expected to be in large part derived from the mining and sale of calcium feldspar anorthosite and industrial minerals or interests related thereto. The price of these commodities has fluctuated widely, particularly in recent years, and is affected by numerous factors beyond the Company's control including international economic and political conditions, expectations of inflation, international currency exchange rates, interest rates, global or regional consumptive patterns, speculative activities, levels of supply and demand, increased production due to new mine developments and improved mining and production methods. The effect of these factors on the price of these commodities, and therefore the economic viability of the Company's operations cannot accurately be predicted and, in almost all cases, are factors which the Company cannot change or influence.

Title

Although the Company believes that it has taken all reasonable legal and other actions to ensure that it has good title to the properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers, and title may be affected by undetected defects.

Governmental Regulation

Operations, development and exploration on the Company's properties are affected to varying degrees by:

- i. government regulations relating to such matters as environmental protection, health, safety and labour;
- ii. mining law reform;
- iii. restrictions on production, price controls, and tax increases;
- iv. maintenance of claims;
- v. tenure; and
- vi. expropriation of property.

There is no assurance that future changes in such regulations, if any, will not adversely affect the Company's operations. Changes in such regulations could result in additional expenses and capital expenditures, availability of capital, competition, reserve uncertainty, potential conflicts of interest, title risks, dilution, and restrictions and delays in operations, the extent of which cannot be predicted. If any of the Company's projects are advanced to the development stage, those operations will also be subject to various laws and regulations concerning development, production, taxes, labour standards, environmental protection, mine safety and other matters. In addition, new laws or regulations governing operations and activities of mining companies could have a material adverse impact on any project in the mine development stage that the Company may possess. The Bureau of Mines and Petroleum in Greenland currently restricts the mining of radioactive elements and there is no assurance that the ban will be lifted if the production of REE contains radioactive elements as by products to the primary metals.

Management and Directors

The Company is dependent on a relatively small number of directors: Flemming Knudsen (Chairman), John McConnell, John McDonald, Herbert Wilson, Bob Shields, Jim Cambon and James Tuer; and officers: James Tuer, Jim Cambon and Samuel Yik. The loss of any of one of those persons could have an adverse effect on the Company. The Company does not maintain key person insurance on any of its management.

Conflicts of Interest

Certain officers, directors and advisors of the Company are officers and/or directors of, or are associated with, other natural resource companies that acquire interests in mineral properties. Such associations may give rise to conflicts of interest from time to time. The directors are required by law, however, to act honestly and in good faith with a view to the best interests of the Company and its shareholders and to disclose any personal interest which they may have in any material transaction which is proposed to be entered into with the Company and to abstain from voting as a director for the approval of any such transaction.

Limited Operating History: Losses

As the Company has transitioned from the exploration phase to the development phase, it has experienced losses in all years of its operations. There can be no assurance that the Company will operate profitably in the future, if at all. As at June 30, 2018, the Company's deficit was \$63,511,270.

Price Fluctuations: Share Price Volatility

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market price of securities of many mineral exploration companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. In particular, during the past 12 months, the Company's share price fluctuated from a high of \$0.64 to a low of \$0.38. There can be no assurance that continual fluctuations in share price will not recur.

Indebtedness Owing Under Senior Secured Notes

On July 17, 2017, the Company completed the debt funding arrangement from Cordiant for a Senior Loan of US\$13 million and a Subordinated Loan of US\$9.5 million, for a total of US\$22.5 million for Hudson's White Mountain Anorthosite Project in Greenland through its 100% owned Greenland subsidiary, Hudson Greenland A/S. In connection with the debt funding arrangement, the Company provided security in respect to its obligation to pay all principal and interest owing under the Subordinated Loan and the Senior Loan in the form of a charge over substantially all of the Company's assets.

The Subordinated Loan and the Senior Loan have a term of seven years, maturing on July 15, 2024. Semi-annual principal repayments start on January 15, 2020. Prior to that only interest payments are required. The Senior Loan carries an interest rate of \$US six-month LIBOR plus 6.5%. The rate increased to LIBOR plus 9.5% after June 15, 2018. The Subordinated Loan's rate is \$US six-month LIBOR plus 9.5%. Should the Company fail to meet its obligations to the holders of the Subordinated Loan and the Senior Loan (collectively the "Loan Holders"), such default could result in the Loan Holders' decision to realize on their security.

Financial Resources

The Company's ability to continue its development activities depends primarily on the Company's ability to obtain debt financings, equity financings, sale of assets or some combination of these or other means. There can be no assurance that any such arrangements will be concluded and the associated funding obtained. There can be no assurance that the Company will have sufficient cash to meet its obligations as they become due or will obtain necessary financing on acceptable terms, if at all. The failure of the Company to meet its on-going obligations on a timely basis will likely result in the loss or substantial dilution of the Company's interests (as existing or as proposed to be acquired) in its properties. The Company's current priority is to continue to develop the White Mountain Anorthosite Project in Greenland.

Currency Fluctuations

The Company presently maintains its corporate bank accounts in Canadian and US dollars. The senior and subordinated loans are denominated in US dollars. Due to the nature of its operations in Greenland, the Company also maintains accounts in Danish Krone in Greenland. The Company's operations in Greenland and its continued exploration and development expenditures in Greenland are denominated in DKK, US dollars and EURO, making it subject to foreign currency fluctuations. Such fluctuations are out of the Company's control and may materially adversely affect the Company's financial position and results.

CHANGES IN ACCOUNTING POLICIES AND NEW ACCOUNTING DEVELOPMENTS**Adoption of new and amended accounting standards**

Certain pronouncements were issued by the IASB or the IFRS Interpretations Committee that are mandatory for accounting periods beginning before or on January 1, 2018.

The adoption of the following IFRS pronouncement will result in enhanced financial statement disclosures in the Company's annual consolidated financial statements. This pronouncement did not affect the Company's financial results nor did it result in adjustments to previously-reported figures.

- IFRS 9 – New standard that replaced IAS 39 for classification and measurement.
- IFRS 15 - New standard to establish principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers.

Readers are requested to refer to note 3 of the Company's unaudited condensed consolidated interim financial statements for the three months ended June 30, 2018 for a more detailed discussion on the impact of the adoption of the new pronouncement.

New standards and interpretations not yet adopted

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for future accounting periods. The following have not yet been adopted by the Company and are being evaluated to determine their impact.

- IFRS 16 – Leases: New standard to establish principles for recognition, measurement, presentation and disclosure of leases with an impact on lessee accounting, effective for annual periods beginning on or after January 1, 2019. The Company is currently evaluating the impact from adopting this standard.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning the Company's general and administrative expenses and resource property expenditures is provided in the Company's unaudited interim financial statements for the three months ended June 30, 2018 which are available on the Company's website at www.hudsonresourcesinc.com or on SEDAR at www.sedar.com.

APPROVAL

The Board of Directors of Hudson Resources Inc. has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

FORWARD-LOOKING INFORMATION

Statements contained in this MD&A that are not historical facts are forward-looking statements (within the meaning of the Canadian securities legislation and the U.S. Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties. Forward-looking statements include, but are not limited to, statements with respect to the future price of metals; the estimation of mineral reserves and resources, the realization of mineral reserve estimates; the timing and amount of estimated future production, costs of production, and capital expenditures; costs and timing of the development of new deposits; success of exploration activities, permitting time lines, currency fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage and the timing and possible outcome of pending litigation. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, risks related to the integration of acquisitions; risks related to operations; risks related to joint venture operations; actual results of current exploration activities; actual results of current reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of metals; possible variations in ore reserves, grade or recovery rates; failure of plant, equipment or processes to operate as

anticipated; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities, as well as those factors discussed in the sections entitled “Risks and Uncertainties” in this MD&A. Although the Company has attempted to identify important factors that could affect the Company and may cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. 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 forward-looking statements in this MD&A speak only as of the date hereof. The Company does not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof to reflect the occurrence of unanticipated events. Forward-looking statements and other information contained herein concerning the mining industry and general expectations concerning the mining industry are based on estimates prepared by the Company using data from publicly available industry sources as well as from market research and industry analysis and on assumptions based on data and knowledge of this industry which the Company believes to be reasonable. However, this data is inherently imprecise, although generally indicative of relative market positions, market shares and performance characteristics. While the Company is not aware of any misstatements regarding any industry data presented herein, the industry involves risks and uncertainties and is subject to change based on various factors.