AsiaBaseMetals Inc.

Management Discussion and Analysis

FOR THE SIX MONTHS ENDED MARCH 31, 2015

Introduction

This Management Discussion and Analysis ("MD&A") of AsiaBaseMetals Inc. (the "Company") has been prepared by management as of May 15, 2015 and should be read in conjunction with the unaudited interim condensed financial statements and related notes thereto of the Company for the six months ended on March 31, 2015, which were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All dollar figures are expressed in Canadian dollars unless otherwise stated. These documents and additional information on the Corporation are available on the Company's website at www.asiabasemetals.com or on SEDAR at www.sedar.com.

Forward-looking Statements

This MD&A contains "forward-looking information" within the meaning of applicable Canadian securities legislation and "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 (collectively, "forward-looking information"). In certain cases, forward-looking information can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes", or variations or the negative of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative of these terms or comparable terminology. By their very nature, forward-looking information involves 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 such forward-looking information. The Company disclaims any obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise.

Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

1. Executive Summary

AsiaBaseMetals Inc. ("the Company") is a growth company focused on the exploration and development of zinc and base metals. The Company has projects in British Columbia and Ontario, Canada.

The Gnome zinc project has land claims that encompass 5,429 hectares and are located strategically in the heart of an area home to some of Canada's important zinc deposits and the focus of much past exploration. The Gnome project lies 70 km SE from the Cirque Zn-Pb-Ag deposit and 46 km SE along trend from the Akie Zn-Pb-Ag deposit, all of which are in the Kechika trough, a geological belt northeast of Williston Lake containing these and other sediment-hosted Zn-Pb-Ag prospects along trend. These deposits and prospects were discovered in the heyday of northern British Columba Zn-Pb-Ag exploration during the late 1970's and early 1980's.

Work on the Gnome project to date includes mapping and sampling during the 1970's and recent work by the Company. The Company conducted an exploration program during fiscal 2012 and completed the program early fiscal 2013. The Company prepared an updated geological report and is evaluating and assessing the data obtained from the program to determine the next course of action.

In August 2014, the Company entered into an option agreement to acquire a 100% interest in the Jean Ore Project ("Jean project") from Great Lakes Resources Ltd. ("Great Lakes"). On November 12, 2014, the Company received the acceptance of the option agreement from the TSX Venture Exchange ("TSX-V"). Option terms and commitments for the Jean project are detailed in Note 3 of the Interim Condensed Financial Statements for the six months ended March 31, 2015.

On April 30, 2015, the Company announced it had entered into an agreement with Great Lakes under which the Company has agreed to purchase an undivided 100% right, title and interest in and to the Jean Project from Great Lakes and to concurrently terminate the Option Agreement the parties entered into in August 2014. The Company has agreed to issue 100,000 common shares (on a post-consolidation basis – refer to note 12) to Great Lakes as consideration for the Property. The acquisition and consolidation are subject to TSX Venture Exchange approval.

The Jean project is an iron ore exploration property located in the Thunder Bay Mining District of Northwestern Ontario, Canada. It is comprised of 17 claims totaling 1,824 hectares and is located approximately 65 kilometres to the southwest of Thunder Bay, approximately 2 kilometres north of the Whitefish Lake on Highway 588.

In addition to advancing the Gnome and the Jean projects, the Company is focused on identifying, acquiring and developing copper and other base and precious-metal properties in Asia, and North and South America.

2. Second Quarter 2015 Highlights

During the six months ended March 31, 2015, the Company received the acceptance of the Jean project option agreement from the TSX Venture Exchange ("TSX-V") and 50,000 common shares were issued to Great Lake.

For the six months ended March 31, 2015 ("Q2-2015"), the Company incurred a comprehensive loss of $44,732 and had an accumulated deficit of $1,846,176. The Company's ability to continue its operations and to realize assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs.

The Company's cash position at March 31, 2015 was $63,225.

3. Results of Operations

The following is a summary of the total project costs to date for the Gnome zinc project:

	Acquisition Costs	Project Costs	Total
Balance as of September 30, 2014	29,276	381,927	411,203
Six months ended March 31, 2015	-	629	629
Balance as of March 31, 2015	29,276	382,556	411,832

The following is a summary of the total project costs to date for the Jean ore project:

	Acquisition Costs	Project Costs	Total
Balance as of September 30, 2014	-	-	-
Six months ended March 31, 2015	2,610	10,504	13,114 (i)
Balance as of March 31, 2015	2,610	10,504	13,114 (i)

(i) The total expenditures reported for the Jean ore project in December 31, 2014 (Q1-2015) was overstated by $10,000. The amount reported at December 31, 2014 was $22,610. The actual total for the period was $12,610. The expenditures stated for the six month period ended March 31, 2015 are reflective of the $10,000 correction.

During the six months ended March 31, 2015:

- Exploration costs increased $10,399 from $734 during the six months ended March 31, 2014 (“Q2-2014”) to $11,133 during Q2-2015 primarily due to the NI 43-101 technical report update on the Jean project.
- Management fees decreased $53,221 from $53,227 during Q2-2014 to $6 during Q2-2015 primarily due to the former CEO resignation in March 2014. A nominal amount for services rendered is paid to the current interim CEO.
- Office, administration and miscellaneous costs decreased $14,031 from $33,671 during Q2-2014 to $19,640 during Q2-2015 primarily due to reduction in accounting and administrative services fees paid to Tintina Resources Inc.
- Professional fees decreased $13,802 from $20,462 during Q2-2014 to $6,660 during Q2-2015 due to less accounting fees incurred.
- Regulatory and transfer agent fees decreased $1,362 from $8,666 during Q2-2014 to $7,304 during Q2-2015 primarily due to reduction in agency service fees.
- No travel costs were incurred during Q2-2015. During Q2-2014, travel costs of $28,302 were incurred due to travel expenses related to the identification of new exploration opportunities.

4. Summary of Quarterly Results

The following is a summary of certain financial information concerning the Company for the last eight reported quarters:

Quarter Ended	Total Revenues	Comprehensive Loss for the Period	Basic and Diluted Loss Per Share
June 30, 2013	$Nil	$ (44,408)	$(0.00)
September 30, 2013	$Nil	$ (34,117)	$(0.00)
December 31, 2013	$Nil	$ (88,527)	$(0.00)
March 31, 2014	$Nil	$ (116,058)	$(0.00)
June 30, 2014	$Nil	$ (25,471)	$(0.00)
September 30, 2014	$Nil	$ (16,399)	$(0.00)
December 31, 2014	$Nil	$ (25,579)	$(0.00)
March 31, 2015	$Nil	$ (19,153)	$(0.00)

5. Liquidity and Capital Resources

As at March 31, 2015, the Company reported working capital of $59,360. Net decrease in cash during Q2-2015 was $44,595 leaving cash on hand in the amount of $63,225.

Current assets excluding cash at March 31, 2015 consist of amounts receivable of $690 and prepaid expense of $11,838.

Current liabilities as at March 31, 2015 consist of accounts payable and accrued liabilities of $16,393.

6. Off-Balance Sheet Arrangements and Commitments

At the date of this MD&A, the Company had no off-balance sheet obligation. Commitments to incur exploration and evaluation costs are detailed in Note 3 of the Interim Condensed Financial Statements for the six months ended March 31, 2015.

7. Transactions with Related Parties

Key management personnel compensation:

Key management personnel include the Chief Executive Officer ("CEO"), Chief Financial Officer, and directors of the Company. The remuneration of directors and officers of the Company is as follows:

	Six months ended March 31,			
		2015		**2014**
Management fees	$	6	$	53,227
Separation payment		-		60,000
Total remuneration	$	6	$	113,227

Key management personnel receive compensation in the form of short-term employee benefits, share-based payments, separation payment, and post-employment benefits. Short-term benefits include management fees paid to the former CEO and the new interim CEO of the Company for their services in their roles.

8. Changes in Accounting Policies

The preparation of financial statements in conformity with IFRS requires the Company to establish accounting policies and to make estimates that affect both the amount and timing of the recording of assets, liabilities, revenues and expenses.

A detailed summary of the Company's significant accounting policies and adoption of new or amended accounting standards are included in Note 2 of the Interim Condensed Financial Statements for the six months ended March 31, 2015.

9. Financial Instruments and Other Instruments

Financial Instruments and Fair Value Measurements

IFRS 13 – *Fair Value Measurement*, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Assets measured at fair value on a recurring basis were presented on the Company's statement of financial position as at March 31, 2015 as follows:

	Fair Value Measurements Using			
	Quoted Prices in Active Markets For Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Financial assets				
Cash and cash equivalents	$ 63,225	$ –	$ –	$ 63,225

Financial Risk

(i) Credit Risk

Credit risk arises from non-performance by counterparties of contractual financial obligations. The Company's maximum credit risk is primarily attributable to its cash. The Company limits its exposure to credit loss for cash by placing such instruments with financial institutions.

As at March 31, 2015, the Company's maximum exposure to credit risk is the carrying value of cash of $63,225.

10. Financial Instruments and Other Instruments (continued)

(ii) Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient financial resources to meet liabilities when due. As at March 31, 2015, the Company had working capital of $59,360. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

As at March 31, 2014, the Company has adequate working capital to discharge its existing financial obligations.

(iii) Interest Rate Risk

In management’s opinion, the Company’s interest rate risk is minimal as the Company does not have any bank indebtedness or loans payable that bear interest at fixed or variable rates.

(iv) Foreign Currency Risk

The Company is exposed to currency fluctuations in the acquisition of foreign currencies. The Company holds balance in cash in foreign currencies (US dollars) and is therefore exposed to gains or losses on foreign exchange. A significant change in the currency exchange rate between the Canadian dollar relative to the US dollar could have an effect on the Company’s results of operations, financial position and/or cash flows. The Company has not hedged its exposure to currency fluctuations.

(v) Commodity Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company’s ability to raise capital to fund exploration and development activities may be subject to risks associated with fluctuations in the market price of commodities.

11. Business Operations

The Company was incorporated on August 11, 2009 under the laws of British Columbia. The Company’s principal business activities include the acquisition, exploration and development of resource property. The address of the Company’s corporate office is 10th Floor, 595 Howe Street, Vancouver, British Columbia, V6C 2T5, Canada.

At March 31, 2015, the Company had not yet determined whether its property contains ore reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development, and upon future profitable production or proceeds from the disposition of the resource property.

12. Outstanding Share Data

Summary of Outstanding Share Data at May 15, 2015:

i) Authorized:
Unlimited common shares without par value

Issued and outstanding:
77,200,892 common shares

ii) Stock options outstanding: Nil

iii) Warrants outstanding: Nil

12. Outstanding Share Data (continued)

On April 22, 2015 the Board announced a 2:1 stock rollback. The consolidation will result in a share capital structure that will better attract additional equity financing. The rollback will reduce the Company's 77,200,892 common shares to 38,600,446 shares, subject to rounding. The Company does not plan to change its name in conjunction with the consolidation and the consolidation is subject to approval of the TSX Venture Exchange. The consolidation was recorded on May 13, 2015.

13. Disclosure Controls

Management has designed disclosure controls and procedures, or has caused them to be designed under its supervision to provide reasonable assurance that material information relating to the Company is made known to management, particularly during the period in which the annual filings are being prepared. Management has also designed such internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and preparation of the financial statements for the six months ended March 31, 2015, in accordance with IFRS.

The Chief Executive Officer and Chief Financial Officer of the Company have evaluated the effectiveness of the Company's disclosure controls and procedures in place as at March 31, 2015. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer of the Company concluded that the design and operations of these controls and procedures were effective.

Additional disclosures pertaining to the Company's management information circulars, material change reports, press releases and other information are available on the SEDAR website at www.sedar.com. The shareholders will be kept informed of any material changes.