MANAGEMENT'S DISCUSSION AND ANALYSIS
As at June 8, 2016

The following management's discussion and analysis ("MD&A") of the results of operations and financial condition of Quest Rare Minerals Ltd. ("Quest" or the "Corporation") covers the three and six-month periods ended April 30, 2016, unless otherwise noted. It should be read in conjunction with the audited financial statements and related notes as at and for the year ended October 31, 2015 and the condensed interim financial statements for the three and six-month periods ended April 30, 2016.

The condensed interim financial statements for the three and six-month periods ended April 30, 2016 have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. These condensed interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the financial statements for the year ended October 31, 2015 which have been prepared in accordance with IFRS, as issued by the International Accounting Standards Board ("IASB"). All amounts are expressed in Canadian dollars unless otherwise noted.

Forward-Looking Statements

Certain of the information contained in this document may contain "forward-looking statements". Forward-looking statements may include, among others, statements regarding the Corporation's future plans, costs, objectives or economic performance, or the assumptions underlying any of the foregoing, including those concerning the Corporation's Strange Lake B-Zone Rare Earth Element ("REE") property. In this document, words such as "may", "would", "could", "will", "likely", "believe", "expect", "anticipate", "intend", "plan", "estimate" and similar words and the negative form thereof are used to identify forward-looking statements. Forward-looking statements should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether such future performance will be achieved. Forward-looking statements are based on information available at the time and/or management's good faith belief with respect to future events and are subject to known or unknown risks, uncertainties and other unpredictable factors, many of which are beyond the Corporation's control. These risks and uncertainties include, but are not limited to, those described under the heading "Risk Factors" in the Corporation's Annual Information Form for the fiscal year ended October 31, 2015, which is available on SEDAR at www.sedar.com and could cause actual events or results to differ materially from those projected in any forward-looking statements. The Corporation does not intend, nor does it undertake any obligation, to update or revise any forward-looking statements contained in this MD&A to reflect subsequent information, events or circumstances or otherwise, except if required by applicable law.

CORPORATE OVERVIEW

Quest is a Canadian corporation which is aiming to become a world class industrial supplier of critical rare earth metals. To achieve this aim, Quest is working to develop its Strange Lake REE deposit in northeastern Québec while at the same time planning the engineering and construction of a processing facility in Bécancour in southern Québec.

Quest's objective is to become a major stable supplier of rare earth oxides for the permanent magnet industry. Rare earth permanent magnets are used in a wide variety of industrial and consumer applications including wind turbines, automobiles, consumer electronics and medical equipment. The Strange Lake REE deposit contains quantities of all the rare earth metals used in permanent magnets and Quest estimates as much as 65% of its projected annual commercial revenues would come from permanent magnet customers.

To achieve its objective, the Corporation has a plan to execute a series of steps to firstly develop a Bankable Feasibility Study for the project, and then construct and commission the mine and processing facilities. The key activities leading to a Bankable Feasibility Study are:

- Process piloting
- Engineering
- Environmental Impact Assessment (EIA)

All of these activities are in progress and the status and plans for each is outlined below.

Process Piloting

The process flowsheet to produce the mixed rare earth oxide concentrate was developed and tested at a bench scale at SGS Mineral Services – Lakefield and outlined in the Preliminary Economic Assessment (PEA) filed in June 2014. The work since then includes both scaling up and improving the process parameters of each process step (with the exception of the separation process). Quest's pilot programs will be partially financed by a $5 million grant from Sustainable Development Technology Canada (SDTC) that was announced in August 2015 as described below. Piloting is a critical step to ensure the scalability of the process and avoid operational challenges at commercial scale.

The flowsheet includes the following process steps:

• Beneficiation (potentially ore sorting and flotation), which significantly reduces the mass of material to be treated, resulting in smaller process plant footprint at Bécancour and reduced energy requirements when compared to previous flowsheets

• Selective Thermal Sulphation (STS) roasting and leaching, which targets recovery of REE+Y to solution, with minimum recovery of impurity elements, including Al, Fe, and Zr (they mostly remain in residue). The selective sulphation process greatly reduces acid consumption and drastically improves the quality of the leach solution, leading to reduced operating costs and allows for a simplified process flowsheet

• Impurity removal from the leach solution

• Crude concentrate precipitation, which precipitates REE+Y from the leach solution

• Final mixed concentrate production, which includes re-leach of the crude concentrate and final purification steps before producing a high purity mixed rare earth concentrate

• Separation of the mixed rare earth oxide concentrate into the individual rare earth oxides

Beneficiation

The flotation optimization program has been completed. The flotation circuit has been further optimized to achieve a mass pull to concentrate of about 20% with rare earth oxide recoveries of approximately 80% - a 57% reduction in average mineral concentrate production from the 578,000 dry mt reported in the June 2014 PEA to about 250,000 dry mt. This will result in significant savings in the cost of transportation of flotation concentrate from the mine site to the Becancour processing plant. The large reduction in volume of concentrate will also result in significant capital and operating cost savings on processes downstream of beneficiation.

The beneficiation process is a simple flotation circuit that uses commercially available chemicals. The flotation optimization program completed at SGS, Lakefield has established a robust and effective reagent scheme. The program was completed in conventional mechanical flotation cells. A program to evaluate flotation performance in columns was completed in November 2015 at ALS Metallurgy, Kamloops in collaboration with Eriez Flotation Division.

In addition, Quest continues to evaluate sensor-based ore sorting (XRT, radiometric, photometric). A program to evaluate sensor ore sorting was completed at TOMRA's laboratory in Wedel, Germany with 10 dry mt of ore sample from the Strange Lake B-Zone. The economic viability of using sensor ore sorting as the first step in ore mass reduction is currently being evaluated. It is possible that ore sorting can potentially reduce the volume of material needed to be milled by 20% – 30%, the footprint of the flotation plant as well as the consumption of reagents in the flotation process. The sorted material and other unsorted ore samples (totaling about 100 dry mt) will be piloted through flotation to generate about 20 dry mt of mineral concentrate to feed the Selective Thermal Sulphation pilot unit. Quest is currently preparing to operate a full flotation pilot program at COREM, the largest organization in Canada totally devoted to mineral processing R&D, located at Québec City, Québec.

Hydrometallurgy

Quest's improved hydrometallurgical process has the potential to produce a high purity mixed rare earth oxide without technically complex, risky and costly solvent extraction circuits. The key step in the new process is the selective thermal sulphation. By careful control of key process parameters, the recovery of REE to solution can be maximized while Al, Fe, Zr and other impurities are rendered insoluble, and the acid level of the leach solution is minimized. High levels of acid and impurities in solution represent a major technical and economic challenge for many projects. By leaving the impurities behind in the leached residue and minimizing free acid in the leach solution, the flowsheet is dramatically simplified – with reductions in acid consumption, neutralizing agent consumption, process plant footprint, energy consumption and the quantity and quality of residue for disposal. Also of note is the fact that silica in Quest's minerals is not attacked by sulphuric acid, resulting in straightforward liquid solid separation steps.

The Selective Thermal Sulphation process was successfully tested during this period at a mini pilot scale at SGS Mineral Services Lakefield. The problem associated with poor flow characteristics of the mixture of ore and sulphuric acid which is common to many projects and manifests itself in difficulty to continuously feed the sulphation vessel has been successfully resolved. The STS process greatly reduces acid consumption and drastically improves the quality of the leach solution, leading to reduced operating costs and allowing for a simplified solution treatment process flowsheet.

The Selective Thermal Sulphation process development work is being supported with thermo-gravimetric analysis (TGA) and extensive kinetics mass / heat transfer modeling to help in the selection of equipment and full piloting of the process. Quest is conducting discussions with a major equipment supplier to partner with it in hosting the Selective Thermal Sulphation process full pilot.

REE recovery from flotation concentrate to leach solution is approximately 87% in the new process.

Following sulphation and water leaching, the remaining process steps include precipitation and filtration stages using customary equipment and relatively low cost reagents. Impurities are selectively precipitated from solution with minimal REE losses. A crude rare earth concentrate is produced by precipitation. The crude concentrate is then purified to produce the final mixed rare earth concentrate feed to the separation plant.

The final precipitation of the high purity mixed rare earth concentrate uses oxalic acid, which precipitates the rare earths as oxalates. The mixed rare earth oxalate is calcined to produce the high purity oxide.

Mini plant piloting of the Selective Thermal Sulphation and water leaching process was completed in the summer months of 2015. The mini plant piloting of the solution treatment circuit has been deferred to Q4 of 2016. Options to further improve the purity of the mixed rare earth concentrate including base metal control and cerium removal have been developed on the bench and are being evaluated. The Corporation is in discussions with a potential technology provider for the full piloting of the Selective Thermal Sulphation Process scheduled to be completed in 2016.

In support of the piloting work, Quest is doing detailed modelling of the chemical processes including computational fluid dynamics (CFD), complex heat and mass balances and chemical kinetics modeling. This modeling is providing critical insights into the precise process parameters and will be important input into the full piloting design and ultimately the engineering design criteria for the commercial scale equipment.

The Corporation commissioned Renaud Geological Consulting Ltd. to extract a bulk sample from the Strange Lake site during the summer of 2015 for use in the full piloting. A representative sample of about 50 tonnes from Strange Lake has been taken and delivered to COREM for piloting. This sample is expected to be used in the full piloting of the process starting in 2016. The full pilot plant will process about 100 dry metric tons (mt) through the beneficiation circuits (ore sorting and flotation) to produce approximately 20 dry mt of mineral concentrate which will be processed into high purity rare earth mixed oxides. It should be noted that piloting at the scale of 100 tonnes is a substantial and costly undertaking. Other companies processing rare earths have chosen not to pilot to this extent and have then had challenges in ramping up commercial production. Quest's full piloting program is designed to minimize the scale up risk and ensure seamless commissioning and start-up of the commercial scale facilities. Quest's staged piloting from bench to mini plant to full piloting, combined with extensive modeling of the process, has been designed and executed in a rigorous manner to ensure the Corporation has a detailed and complete picture of all the process parameters. In addition, mixed rare earth oxide output from the full pilot is intended to provide definitive proof that Quest's process works and produces a product that meets and, in fact, exceeds specifications established by separation refiners.

Quest management believes that its full piloting program is an essential step in its plan to build a world class rare earth processing plant at Bécancour.

Quest has demonstrated on a bench scale at SGS Lakefield that between 50% – 60% of Cerium can be removed during the hydromet process (i.e. before the separation plant). Further work will be done to evaluate the operational and economic merits of processes to remove up to 95% of the Cerium. Quest's total planned REO production is ~11,444 MT per year, of which 3,337 MT or 29% is Cerium. However, Cerium represents less than 2% of total revenues. If for example, 90% of the Cerium is removed earlier in the process, production through the separation plant will be reduced to 8,440 MT. Cerium is relatively abundant and not particularly valuable. Removing the Cerium early in the process will reduce both the capital and operating costs in separation. Even assuming Quest receives nil for the Cerium, project economics will still be improved.

Recycled Phosphor Powder

Fluorescent lights contain phosphors which are partly made of rare earth metals (primarily Yttrium, Terbium, Europium, Lanthanum and Cerium). In North America around 10,000 mt of used fluorescent lights are collected each year, the mercury removed and the remaining powder (containing ~8%-10% rare earths) sent to landfill. There is no facility in North America capable of recovering the rare earths.

In 2015 Quest tested, at both the bench scale and the mini pilot scale, the ability to use this recycled phosphor powder as feedstock mixed with the flotation concentrate going into the Selective Thermal Sulphation process. These tests demonstrated that Quest's process does successfully recover the rare earths in the phosphor powder without any preprocessing steps (other than the removal of the mercury). While further testing is planned at the full piloting stage, the Corporation is optimistic that it will be able use this material (a 3%-5% mix with its flotation concentrate) as feedstock. Use of this material in the commercial operation at Becancour would improve project economics by boosting revenue at a relatively low marginal cost.

Engineering

No significant additional engineering work was commenced or completed during the quarter. The Corporation's plan is to proceed to a revised PFS and subsequently FEL3 Engineering starting in 2016.

Project Economics

In additional to scaling up and improving the process parameters, the other reason for the above described piloting and engineering work is to improve the project's economics. In the PEA filed in June 2014, the reported cash operating cost was $34.25 per kg of separated rare earth oxide produced and the initial capital cost was

$1,631 million (including the cost of a separation plant). The development and piloting work described above is anticipated to have a number of economic benefits and management is targeting a cash operating cost per kg of $27 or less than $20 before separation. At current foreign exchange rates (Can$1.30 to US$1), that would be less than US$15/kg. This target cost level would be highly competitive with other potential projects and even certain Chinese producers. The work will also contribute to lower capital costs and management is targeting a 10%-20% reduction from the PEA estimate. Quest plans to establish its processing facilities in the Bécancour Industrial Park located on the waterfront of the Saint-Lawrence River. To this effect, Quest has signed an option agreement with Société du Parc Industriel et Portuaire de Bécancour ("SPIPB") dated August 1, 2015 securing rights to the plant and residue space in the Bécancour Industrial Park for Quest to build its planned rare earth processing facilities. Quest has received strong support for the project from SPIPB and looks forward to working closely with the Parc Industriel and the Bécancour communities as it builds its business.

Environment

The Government of Québec officially issued EIA directives to Quest in March 2016. This will serve as a basis for Quest's planning of next steps for the remainder of 2016.

For the relevant jurisdictions in Newfoundland and Labrador, Quest has completed all Project Description documents, which have been provided in their current form to the concerned governments. However, their official submission awaits the results of a project-specific EIA harmonization agreement which is currently being negotiated between the governments of Nunatsiavut, Newfoundland and Labrador, and Canada. While Quest cannot participate directly in these government negotiations, Quest is following this process as closely as possible through regular updates and by providing any complementary information required.

The EIA Project Notice/Description for the processing facility in Bécancour (southern Québec) has been completed. This will be officially submitted to Québec authorities at the same time as the Labrador EIA Description document. In the meantime, it is being submitted as a final draft to the governments of Québec and Canada, as well as to local stakeholders.

Project Descriptions for all components have been shared with the Canadian Environmental Assessment Agency (CEAA) and will be officially submitted in due course as a joint document. This will allow for a determination of project aspects in both provinces which are subject to a federal-level EIA.

Project updates were also provided to a selection of local key stakeholders. In support of the remaining EIA initiation steps, Quest plans to continue information sessions in Q3 2016 to continue familiarizing local communities and stakeholders in both provinces with the project's potential benefits and its approach to mitigating any potential impacts.

Working Capital Requirements

During the fiscal year ended October 31, 2015, the Corporation raised $2.5 million through a convertible debenture with Ekagrata Inc.; $595,376 through a share/warrant financing with Investissement Québec and $3,106,940 in refunds of Québec Mining Duties and Federal SR&ED tax credits.

This was sufficient to fund the Corporation's flotation optimization work, the initial scale mini pilot plant, the bulk sampling, the project description filing and initial EIA work and general corporate expenses through that fiscal year.

Quest has been awarded a grant from SDTC in the amount of $5 million to support its pilot plant project to produce mixed rare earth oxides subject to separate matching funding from other sources which is in the process of being negotiated.

The Corporation will need to raise further funds to finance the full EIA process and the FEL2 and FEL3 engineering work. The Corporation is pursuing a variety of routes to raise these funds, although no assurances can be given in this regard. In the interim, management has conducted a comprehensive rationalization of current and planned expenditures and has implemented a series of cost saving measures to reduce and control the professional fees, investor relations and administration expenses.

Risks

As with any new large industrial project there are a number of significant risks. From management's perspective the major risks are:

1) Pricing and Chinese industry dominance

   The rare earth industry is currently dominated by producers based in China who represent more than 90% of global production. The Chinese government views the rare earth sector as an important strategic industry for the country and over the years has put in place various policies that have impacted the sector. These included export quotas (recently removed) which initially caused rare earth prices to rise rapidly though they subsequently fell just as rapidly. More recently the government is instituting policies to consolidate the rare earth industry in China into 6 State Owned Enterprises and is placing a tax on production value. The goal appears to be to significantly reduce the amount of illegal (and generally polluting) production in China while at the same time raising the price and improving the economics of rare earth production. However, this has yet to occur and prices continue to be under pressure. Many observers believe that the Chinese industry will, in time, begin to experience shortages of certain heavy rare earths and may need to begin to import them by the end of this decade.

   The projected price of rare earth oxides is a critical input into Quest's financial projections and cash flow. Projected returns are most sensitive to changes in rare earth prices. Current prices are significantly below the prices projected in the June 2014 PEA. However, the Corporation's analysis indicates that the project is profitable at the current low price levels. This gives management confidence in the long term economic attractiveness of the project. Management also recognizes that developments in the Chinese industry can impact Quest's project (both positively and negatively) and need to be monitored on a continuous basis.

2) Poor performance of Molycorp and Lynas

   The two producers outside of China, Molycorp and Lynas, have had significant operational difficulties and are both facing financial challenges. Molycorp filed for Chapter 11 protection in 2015 and subsequently mothballed its Mountain Pass operation. Their performance has created questions around the whole rare earth industry outside of China, particularly in the investment community. While both companies continue to cast a cloud over the rare earth industry, Quest continues to point out that its project is expected to produce a very different and more valuable mix of rare earth products. While this gives Quest management confidence in the competitive robustness of its project, the performance of Molycorp and Lynas is making it more difficult to communicate this message to the investment community.

3) Financing

   To execute on its plans to develop a Bankable Feasibility Study and to subsequently build and construct the whole project, substantial financing will be required. Management estimates it will require approximately $65 million to complete the Bankable Feasibility Study. The Corporation is pursuing a variety of avenues and options to obtain financing, including strategic investors, private investors, governments and the public markets. The Corporation is well aware that the current environment for attracting financing is challenging. While the Corporation is convinced of the merits of its project, obtaining financing in a timely manner is a recognized risk.

4) Delays

   Project delays due to, for example, obtaining financing or delay in obtaining permits to start construction or construction taking longer than planned are potential risks. The Corporation has been focused on preparing and filing the required project descriptions with the various governments to start the formal EIA process and to obtain permits in a timely manner. It has also been investing considerable time and effort to communicate and to continue building relationships with a multitude of local stakeholder groups to create support for the project in all local communities affected. The Corporation will have a dedicated EIA team focused on executing the required studies and liaising with both community and government authorities. Construction planning will be an important component of the FEL3 engineering. Quest intends to conduct a structured process to hire the best available Engineering, Procurement, Construction Management (EPCM) contractor and negotiate a contract with the right incentives to ensure construction is done on time and on budget.

5) Scale up generates unanticipated issues

   Scaling up a process from bench to commercial production always entails risks. Management is committed to a rigorous piloting process to test, confirm and optimize process parameters, first at a mini pilot scale (almost completed) and then at a full pilot scale. For critical parts of the process the Corporation intends to pilot with key industrial equipment suppliers who will subsequently be suppliers for the commercial plant. The relative simplicity of its process combined with rigorous piloting are the key mitigating actions the Corporation is taking to address this risk.

Additional risks are outlined in the Risk Factors section of the MD&A and in the Corporation's 2015 Annual Information Form and Short Form Prospectus dated July 9, 2014 entitled "Risk Factors" where there is a discussion of the risk factors applicable to the Corporation and its business.

Change in Accounting Policy

During the year ended October 31, 2015, the Corporation voluntarily changed its policy for accounting for exploration and evaluation expenditures considered under IFRS 6 - *Exploration for and Evaluation of Mineral Resources*. The Corporation previously elected to capitalize all costs relating to the exploration and evaluation on its properties, net of tax credits. During the year ended October 31, 2015, the Corporation changed its policy under IFRS 6 to expense all costs relating to the exploration and evaluation on its properties (including the cost of acquisition of exploration rights), net of tax credits, as it concluded that this policy provided more useful information to the users.

The Corporation has applied the change in accounting policy on a retrospective basis and has therefore restated its 2015 comparative statement.

Going Concern Uncertainty

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assume that the Corporation will continue in operation for the foreseeable future and will be able to realize its assets and discharge its obligations in the normal course of operations. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to twelve months from the end of the reporting period. The use of these principles may not be appropriate.

To date, the Corporation has not earned significant revenue and is considered to be in the exploration and development stage. Exploration and evaluation expenditures comprise a significant portion of the Corporation's activities. Mineral exploration and development is highly speculative and involves inherent risks.

The Corporation's current committed cash resources are insufficient to cover expected expenditures in fiscal 2016 and its planned Pre-feasibility study on Strange Lake. The Corporation's ability to continue as a going concern is dependent on being able to obtain the necessary financing to satisfy its liabilities as they become due. There can be no assurance that management will be successful in securing adequate financing. In addition, while the Corporation's Preliminary Economic Assessment ["PEA"] and future development activities in relation to its Strange Lake project look promising, there can be no assurance that the results of its planned Pre-feasibility study will confirm the existence of economically viable quantities of ore or that the project will ultimately go into production.

The Corporation reported a net loss and total comprehensive loss in the six months ended April 30, 2016 and the year ended October 31, 2015 of $1,814,909 and $7,312,361 respectively. These recurring losses and the need for continued financing to further successful exploration and development activities indicate the existence of a material uncertainty that may cast significant doubt as to the Corporation's ability to continue as a going concern.

These financial statements do not include any adjustments to the carrying values of assets and liabilities that might be necessary, if the Corporation is unable to continue as a going concern. Such adjustments could be material.

Expenditures by Material Component

Strange Lake, Quebec

For the three and six-month periods ended April 30, 2016, Quest had incurred a total of $426,231 and $938,787 respectively in exploration expenditures on the Québec Strange Lake Project compared to $1,064,074 and $1,890,049 respectively for the three and six-months period ended April 30, 2015. The following table breaks down the capitalized expenditures by its material components.

	Three months ended		**Six months ended**	
	April 30, 2016	**April 30, 2015**	**April 30, 2016**	**April 30, 2015**
	$	**$**	**$**	**$**
Acquisition costs	-		-	11,064
Geophysical Surveys	-	-	-	-
Geological Surveys	18,750	854	37,500	8,326
Drilling	9,375	19,409	18,750	27,463
Prospecting	-	-	-	718
Prefeasibility Studies	85,632	720,601	191,326	1,198,268
Feasibility Studies	-	-	-	-
Metallurgical Work	-	-	-	(5,533)
Environmental & Permitting	49,056	69,556	167,483	69,556
Project Management & Support	263,418	215,618	523,728	462,474
Other	-	38,036	-	117,712
Total	**426,231**	**1,064,074**	**938,787**	**1,890,049**

Misery Lake, Québec

The Misery Lake property is located approximately 120 km south of Strange Lake and consists of 170 mining claims in Québec and covers an area of 8,334 hectares.

As at October 31, 2014, the Corporation recorded an impairment loss of $7,106,609 on the property, writing down the carrying value to nil on the basis that no further expenditures were planned on this project. During the six-month period ended April 30, 2015, further residual expenses incurred on the project, net of government tax credits receivable, amounting to $12,218, were written off as incurred.

On April 8, 2015, the Corporation entered into an agreement with Mr. Peter Cashin, CEO and Director of Quest, for the transfer of its full ownership interest in the Misery Lake property to 2457661 Ontario (“the Purchaser”), a company controlled by Mr. Cashin. As consideration for the sale of the claims, Quest is granted a 2% royalty on all claims (“The Quest Royalty”). The Quest Royalty may be purchased at any time by the Purchaser for a total of $2,000,000. The purchase may be completed in up to two transactions, each representing 50% of the Quest Royalty in exchange for $1,000,000 each. Also, under the agreement, the Purchaser assumed responsibility for the demobilization of the Misery Lake camp and assumed all environmental obligations relating to the Misery Lake project. The transfer of the Misery Lake claims was completed on April 20, 2015.

Project Evaluation and Project Development (PE&PD), Rare Metals - Ontario, Québec, New Brunswick, Nova Scotia, and Newfoundland and Labrador

At the end of October 2014, the Corporation made the decision to concentrate its activities and financial resources on the development of the Strange Lake property and discontinued its exploration and evaluation activities. Expenses related to these potential projects are written-off in the quarter as incurred.

Summary of Quarterly Results

The following table presents unaudited selected financial information for the eight most recently completed financial quarters:

	Year ending October 31, 2016		Year ended October 31, 2015				Year ended October 31, 2014	
	Q2 $	Q1 $	Q4 $	Q3 $	Q2 $	Q1 $	Q4 $	Q3 $
Revenues	-	-	-	-	-	-	-	-
Net loss and total comprehensive loss	(799,196)	(1,015,713)	(1,437,674)	(2,193,074)	(2,210,910)	(1,470,701)	(2,460,000)	(2,046,442)
Basic and fully diluted net income (loss) per share	(0.01)	(0.01)	(0.02)	(0.03)	(0.03)	(0.02)	(0.03)	(0.03)

The Corporation has no intention of paying dividends in the foreseeable future. Any future decision to pay cash dividends will be left to the discretion of the Board of Directors of the Corporation and will depend on the Corporation’s financial position, operating results and capital requirements at the time as well as such other factors that the Board of Directors may consider relevant. The Corporation has paid no dividends and has no retained earnings from which it might pay dividends.

Quarter ended April 30, 2016 compared with the quarter ended April 30, 2015

Expenses for the quarter ended April 30, 2016, as detailed in the Interim Statements of Comprehensive Loss, totaled $643,269 as compared to $2,141,070 for the quarter ended April 30, 2015.

For the quarter ended April 30, 2016, the Corporation reported a net loss of $799,196 as compared to a net loss of $2,210,910 for the quarter ended April 30, 2015. The Corporation expects to record losses until such time as an economic ore body is defined and developed and there are revenues from mineral production.

Exploration and evaluation expenditures, professional fees, investor relations and administration expenses totaled $643,269 (2015 - $2,141,070). The decrease of $1,497,801 related to the following variations:

- Exploration and evaluation expenses decreased by $646,568 to $323,377 mainly due to lower prefeasibility studies costs offset in part by higher environmental & permitting costs.

- Professional fees decreased by $116,047 to $70,505 and related mainly to lower legal and consulting fees during the quarter as compared $186,552 for the same quarter in 2015.
- Investor relations expenses totaled $59,314 compared to $157,179 for the quarter ended April 30, 2015. The main components of this net decrease of $97,865 as detailed in note 7 to the condensed interim financial statements related mainly to the reduction in: salaries and other employee benefits, investor relations fees; conference expenses, consulting services, dues and subscriptions, meeting and travel related costs.
- Administration expenses decreased by $637,321 to $190,073 for the quarter ended April 30, 2016 (2015 – $827,394). The main components of this variation, as detailed in note 7 to the condensed interim financial statements, related to salaries and other benefits, stock based compensation expenses and rent.

For the quarter ended April 30, 2016, finance income totaled $12,498 compared to $6,872 for the quarter ended April 30, 2015. The net increase of $5,626 was as a result of interest earned on tax refunds for the quarter ended April 30, 2016 as compared to the quarter ended April 30, 2015. Finance expenses totaled $168,625 for the quarter ended April 30, 2016 compared to $76,862 for the quarter ended April 30, 2015 of which $101,275 (2015 – $53,657) related to accretion with respect to the convertible debentures as detailed in note 9 to the condensed interim financial statements.

The Corporation has recognized its investments held for trading on the balance sheet at their fair value and changes in fair value are recognized as income or loss in the period in which the change arises. As at April 30, 2016 and October 31, 2015, the fair value of the investments held for trading was $1,000 resulting in an unrealized gain on investments held for trading of $200 compared to an unrealized gain on investments held for trading of $150 for the quarter ended April 30, 2015.

The Corporation is entitled to refundable tax credits on qualified expenditures. The refundable tax credits have been applied against the exploration and evaluation assets when such expenditures are incurred provided that the Corporation has reasonable assurance those credits will be realized.

Management judgment is applied in determining whether the mining exploration expenses are eligible for claiming such credits. Those benefits are recognized when the Corporation estimates that it has reasonable assurance that the tax credits will be realized. Adjustments to estimated tax credits receivable, if any, are recorded against exploration and evaluation assets.

During the six-month period ended April 30, 2016, the Corporation recognised tax credits receivable related to Québec resource tax credits (“QRTC”), QMD and SR&ED pertaining to three and six months ended April 30, 2016 expenditures, amounting to $159,583..

Quarter ended April 30, 2015 compared with the quarter ended April 30, 2014

Expenses for the quarter ended April 30, 2015, as detailed in the Interim Statements of Comprehensive Loss, totaled $2,141,070 as compared to $4,211,437 for the quarter ended April 30, 2014.

For the quarter ended April 30, 2015, the Corporation reported a net loss of $2,210,910 as compared to a net loss of $4,204,299 for the quarter ended April 30, 2014. The Corporation expects to record losses until such time as an economic ore body is defined and developed and there are revenues from mineral production.

Exploration and evaluation expenditures, professional fees, investor relations and administration expenses totaled $2,141,070 (2014 - $4,211,437). The decrease of $2,070,367 related to the following variations:

- Exploration and evaluation expenses decreased by $2,548,471 to $969,945 mainly due to lower prefeasibility studies offset in part by higher environmental & permitting costs.

- Professional fees increased by $51,891 to $186,552 for the quarter ended April 30, 2015 (2014 – $134,661) and related mainly to higher accounting and consulting fees offset by lower legal fees incurred during the quarter.
- Investor relations expenses totaled $157,179 compared to $222,676 for the quarter ended April 30, 2014. The main components of this net decrease of $65,497, as detailed in note 6 to the condensed interim financial statements related mainly to slightly higher conference expenses and investor relations fees offset by reductions in salaries and other employee benefits, meetings, listing and stock transfer fees and advertising expenses.
- Administration expenses increased by $491,709 to $827,394 for the quarter ended April 30, 2015 (2014 – $335,685). The main components of this variation, as detailed in note 6 to the condensed interim financial statements, consisted of higher stock-based compensation costs offset by reductions in salaries and other employee benefits, IT services and recruitment costs.

For the quarter ended April 30, 2015, finance income totaled $6,872 compared to $10,370 for the quarter ended April 30, 2014. The net decrease of $3,498 was as a result of the decrease in funds on deposit during the quarter ended April 30, 2015 as compared to the quarter ended April 30, 2014.

Finance expense related to the Loan Facility, as detailed in note 9 to the condensed interim financial statements, totaled $76,862 for the quarter ended April 30, 2015 (2014 – $68,332).

The Corporation has recognized its investments held for trading on the balance sheet at their fair value and changes in fair value are recognized as income or loss in the period in which the change arises. As at April 30, 2015 and October 31, 2014, the fair value of the investments held for trading was $800 resulting in an unrealized gain on investments held for trading of $150 compared to an unrealized loss on investments held for trading of $550 for the quarter ended April 30, 2014.

During the six-month period ended April 30, 2015, the Corporation recognised tax credits receivable related to Québec resource tax credits (“QRTC”) and QMD pertaining to 2015 expenditures, amounting to $52,000 and $80,000 respectively.

Six-month period ended April 30, 2016 compared with the six-month period ended April 30, 2015

The Corporation’s cash is deposited with major Canadian chartered banks and financial institutions and is held in highly-liquid investments. As at April 30, 2016, the Corporation had a total of $37,889 in cash and cash equivalents compared to $3,447,911 in cash and cash equivalents and investments held-to-maturity as at April 30, 2015.

Expenses for the six-month period ended April 30, 2016, as detailed in the Interim Statements of Comprehensive Loss, totaled $1,509,924 as compared to $3,589,550 for the six-month period ended April 30, 2015.

For the six-month period ended April 30, 2016, the Corporation reported a net loss of $1,814,909 as compared to a net loss of $3,681,612 for the six-month period ended April 30, 2015. The Corporation expects to record losses until such time as an economic ore body is defined and developed and there are revenues from mineral production.

Exploration and evaluation expenditures, professional fees, investor relations and administration expenses totaled $1,509,924 (2015 - $3,589,550). The decrease of $2,079,626 related to the following variations:

- Exploration and evaluation expenses decreased by $1,021,186 to $784,733 mainly due to lower prefeasibility studies offset in part by higher environmental & permitting costs.
- Professional fees decreased by $92,243 to $182,766 and related mainly to lower legal, accounting and consulting fees incurred during the six-month period ended April 30, 2016 as compared $275,009 for the six-month period ended April 30, 2015.

- Investor relations expenses totaled $95,958 compared to $328,289 for the six-month period ended April 30, 2015. The main components of this net decrease of $232,331 as detailed in note 7 to the condensed interim financial statements related mainly to the reduction in: investor relation fees, salaries and other employee benefits, printing and filing expenses, dues and subscriptions, consulting services, advertising and travel related costs.
- Administration expenses decreased by $733,866 to $446,467 for the six-month period ended April 30, 2016 (2015 – $1,180,333). The main components of this variation, as detailed in note 7 to the condensed interim financial statements, related to restructuring expenses, stock based compensation expenses, salaries and other benefits and rent.

During the six-month period ended April 30, 2016, the Corporation received payments amounting $151,587 from the Federal government related to claims for Scientific Research & Experimental Development ("SR&ED") tax credits which were recorded as a reduction in exploration and evaluation assets. The SR&ED claim related to expenditures incurred in 2013 pertaining to the Corporation's Strange Lake project.

For the six-month period ended April 30, 2016, finance income totaled $12,968 compared to $12,272 for the six-month period ended April 30, 2015. The net decrease of $696 was as a result of the decrease in funds on deposit during the six-month period ended April 30, 2016 as compared to the six-month period ended April 30, 2015.

The Corporation has recognized its investments held for trading on the balance sheet at their fair value and changes in fair value are recognized as income or loss in the period in which the change arises. As at April 30, 2016 the fair value of the investments held for trading was $1,000 resulting in an unrealized gain on investments held for trading of $350 compared to an unrealized loss on investments held for trading of $150 for the six-month period ended April 30, 2015.

Six-month period ended April 30, 2015 compared with the six-month period ended April 30, 2014

Expenses for the six-month period ended April 30, 2015, as detailed in the Interim Statements of Comprehensive Loss, totaled $3,589,550 as compared to $7,366,141 for the six-month period ended April 30, 2014.

For the six-month period ended April 30, 2015, the Corporation reported a net loss of $3,681,612 as compared to a net loss of $7,254,185 for the six-month period ended April 30, 2014. The Corporation expects to record losses until such time as an economic ore body is defined and developed and there are revenues from mineral production.

Exploration and evaluation expenditures, professional fees, investor relations and administration expenses totaled $3,589,550 (2014 - $7,366,141). The decrease of $3,776,591 related to the following variations:

- Exploration and evaluation expenses decreased by $3,901,204 to $1,805,919 mainly due to lower prefeasibility studies offset in part by higher environmental & permitting costs.
- Professional fees decreased by $41,247 to $275,009 for the six-month period ended April 30, 2015 (2014 – $316,256) and related mainly to lower accounting and legal fees.
- Investor relations expenses totaled $328,289 compared to $550,314 for the six-month period ended April 30, 2014. The main components of this net decrease of $222,025 as detailed in note 6 to the condensed interim financial statements related mainly to higher printing and filing costs; listing and stock transfer fees; consulting fees and dues and subscriptions expenses offset by reductions in salaries and other employee benefits, meetings, listing and stock transfer fees and advertising expenses.
- Administration expenses increased by $387,883 to $1,180,333 for the six-month period ended April 30, 2015 (2014 – $792,450). The main components of this variation, as detailed in note 6 to the condensed interim financial statements, consisted of higher stock-based compensation costs offset by reductions in office expenses, recruitment and travel costs, IT services and repairs and maintenance expenses.

During the six-month period ended April 30, 2015, management revised the estimated tax credits receivable related to Québec mining duties credits ("QMD") in respect of claim years 2010 to 2014 inclusive and decreased them by $84,407 with a corresponding increase in exploration and evaluation assets. The review was conducted based on the results of Revenu Québec's assessments of the 2010, 2011 and 2012 QMD claims, which were settled on February 24, 2015. The adjustments related in large part to the allocation of expenses for those years between exploration activities versus pre-production activities. In addition, during the six-month period ended April 30, 2015, the Corporation recognised tax credits receivable related to Québec resource tax credits ("QRTC") and QMD pertaining to 2015 expenditures, amounting to $52,000 and $80,000 respectively.

In addition, during the six-month period ended April 30, 2015, the Corporation received payments amounting to $62,122 from the Federal government related to claims for Scientific Research & Experimental Development ("SR&ED") tax credits which were recorded as a reduction in exploration and evaluation assets. The SR&ED claim related to expenditures incurred in 2012 pertaining to the Corporation's Strange Lake project.

For the six-month period ended April 30, 2015, finance income totaled $12,272 compared to $25,664 for the six-month period ended April 30, 2014. The net decrease of $13,392 was as a result of the decrease in funds on deposit during the six-month period ended April 30, 2015 as compared to the six-month period ended April 30, 2014.

Finance expense related to the Loan Facility, as detailed in note 7 to the condensed interim financial statements, totaled $104,183 for the six-month period ended April 30, 2015 (2014 – $68,798).

The Corporation has recognized its investments held for trading on the balance sheet at their fair value and changes in fair value are recognized as income or loss in the period in which the change arises. As at April 30, 2015 the fair value of the investments held for trading was $800 resulting in an unrealized loss on investments held for trading of $150 compared to an unrealized gain on investments held for trading of $550 for the six-month period ended April 30, 2014.

Liquidity and Capital Resources

The Corporation's operations are focused on the development of its Strange Lake mining property and the industrial facilities required to process the rare earths minerals. Accordingly, the most relevant financial information relates to current liquidity, solvency and planned development expenditures. The financial success of the Corporation depends on its ability to produce mixed rare earths oxides which meet the quality standards of purity at a unitary cost competitive with other global producers.

A number of factors determine the economic viability of the project including: the size of the deposit; the quantity and quality of the reserves; the availability and capital cost of planned infrastructure; the forecasted development and operating costs and the costs to finance the planned expenditures and the projected cash flows. Such development may take several years to complete and the amount of resulting income, if any, is difficult to determine. The economic value of the Corporation's project is largely dependent on factors beyond the Corporation's control, including the market value of the metals to be produced.

The Corporation's main sources of short-term and long-term funding to date have been debt and equity markets, private placements and outstanding warrants and stock options. The Corporation has not paid any dividends. As well, the Corporation does not have any externally imposed capital requirements, either regulatory or contractual.

Quest is actively exploring financing options to cover its expected expenditures for fiscal 2016 including a strategic partnership or off take agreements with end users and has held meetings with interested potential investors and governmental authorities. As previously discussed, Quest has identified and continues to work toward the implementation of a number of additional operational improvements to the base case assumptions presented by the PEA filed in April 2014, which are intended to further reduce project capital and operating costs and increase product yields.

On March 9, 2015, the Corporation entered into a Securities Purchase Agreement (the "Agreement") with Ekagrata Inc. ("Ekagrata"), an unrelated Canadian private investor, pursuant to which the Corporation issued to 2455440 Ontario Inc., an affiliate of Ekagrata, a 7% secured convertible debenture in a principal amount of $2,250,000 (the "Debenture Tranche 1") and 2,250,000 common share purchase warrants.

On April 20, 2015, the Corporation issued 7% secured convertible debenture in a principal amount of $250,000 (the "Debenture Tranche 2") and 250,000 common share purchase warrants (collectively the "Debentures").

On April 30, 2015, the Corporation completed a private placement with Ressources Québec Inc. by issuing 4,579,815 units at a price of $0.13, for gross proceeds of $595,376. Each unit was comprised of one common share and one common share purchase warrant. Each warrant entitles its holder to purchase one additional common share at a price of $0.15 until April 30, 2019.

In connection with this private placement, the Corporation incurred professional fees and expenses of $24,592 which have been pro-rated between the share capital and warrants of $12,192 and $12,400 respectively.

On February 11, 2015, the Corporation received payment of the refundable QMD for its fiscal years 2010 to 2012 in an amount of $3,044,818.

As at October 31, 2015, none of the 613,008 broker compensation units issued had been exercised.

On November 4, 2015 the Canada Revenue Agency (CRA) advised the Corporation that its Scientific Research and Experimental Tax (SR&ED) refund claim totaling $237,369 for fiscal 2013 had been accepted as filed. On November 17, 2015, the Corporation received a refund cheque in the amount of $151,587 representing the Newfoundland and Labrador portion of the SR&ED refund.

Six-month period ended April 30, 2016 compared with the six-month period ended April 30, 2015

As at April 30, 2016, the Corporation had a total of $37,889 in cash and cash equivalents compared to $3,447,911 in cash and cash equivalents and investments held-to-maturity as at April 30, 2015 and $1,000 (2015 - $800) invested in Canadian equity securities pursuant to mining property agreements. The investment in cash which comprises most of Quest's invested capital, presents no significant risk.

During the six-month periods ended April 30, 2016 and 2015, no stock options or warrants had been exercised.

Six-month period ended April 30, 2015 compared with the six-month period ended April 30, 2014

As at April 30, 2015, the Corporation had a total of $3,447,911 in cash and cash equivalents compared to $3,078,039 in cash and cash equivalents and investments held-to-maturity as at April 30, 2014 and $800 (2014 - $2,150) invested in Canadian equity securities pursuant to mining property agreements. The investment in cash which comprises most of Quest's invested capital, presents no significant risk.

As noted above, during the six-month period ended April 30, 2015 the Corporation received payment of the refundable QMD for its fiscal years 2010 to 2012 in an amount of $3,044,818 and issued convertible debentures totaling $2,500,000 plus an equivalent number of warrants regarding the closing of the first and second tranches of the securities purchase agreement with Ekagrata. In addition, the Corporation completed a private placement with Ressources Québec Inc by issuing 4,579,815 units at a price of $0.13, for gross proceeds of $595,376. Each unit was comprised of one common share and one common share purchase warrant.

During the six-month periods ended April 30, 2015 and 2014, no stock options or warrants had been exercised.

Outstanding Share Data

As at June 8, 2016, there were 86,429,011 common shares, stock options in respect of 6,821,000 common shares, 480,000 deferred share units, 275,000 restricted share units, 18,105,300 warrants and 613,008 broker compensation units outstanding.

Off-Balance Sheet Arrangements

The Corporation does not have any off-balance sheet arrangements.

Related Party Transactions

In addition to the related party transaction disclosed in note 8, the following related party transactions occurred in the normal course of operations.

The Corporation retains the services of certain directors of the Corporation to carry out professional activities. During the three and six-month periods ended April 30, 2016, the total amount charged for professional services by directors of the Corporation and recorded in exploration and evaluation expenditures was nil and nil respectively [2015 – $16,667 and $26,667 respectively].

During the three and six-month periods ended April 30, 2016, the Corporation incurred fees to a law firm in which a director of the Corporation is a partner. In addition, during the three and six-month periods ended April 30, 2016, the Corporation incurred fees to a second law firm, to which a Director of the Corporation has a related party association. For the three-month period ended April 30, 2016, the total amount for such services provided was $17,587, of which $8,721 was recorded in professional fees, nil was recorded in issue costs, $8,866 to investor relations, and nil was recorded in exploration and evaluation assets [2015 – $45,917, $110,135, $19,410 and $77,014 respectively]. For the six-month period ended April 30, 2016, the total amount for such services provided was $79,058, of which $42,272 was recorded in professional fees, nil was recorded in issue costs, $8,866 was recorded in investor relations, and $27,920 was recorded in exploration and evaluation assets [2015 – $65,431, $111,463, $19,410 and $81,425 respectively]. As at April 30, 2016, an amount of $358,900 [October 31, 2015 – $288,333] owing to these law firms was included in accounts payable and accrued liabilities in respect of these fees.

During the three and six-month periods ended April 30, 2016, the Corporation incurred fees to a private investment firm of which a director of the Corporation has a related party association. For the three and six-month periods ended April 30, 2016, the total amounts for such services provided was $30,000 and $60,000 respectively, which were recorded in professional fees [2015 – $17,419 and $17,419 respectively]. As at April 30, 2016, an amount of $50,000 [October 31, 2015 – nil] owing to this firm was included in accounts payable and accrued liabilities in respect of these fees.

During the three and six-month periods ended April 30, 2016, the Corporation incurred fees to a number of management entities of which certain officers or directors of the Corporation have a related party association. For the three-month period ended April 30, 2016, the total amount for such services provided was $84,500, of which $12,500 was recorded in directors fees and $62,000 was recorded in exploration and evaluation expenditures [2015 – nil and nil respectively]. For the six-month period ended April 30, 2016, the total amount for such services provided was $172,016, of which $25,000 was recorded in directors fees and $147,016 was recorded in exploration and evaluation expenditures [[2015 – nil and nil respectively]. As at April 30, 2015, an amount of $173,027 [October 31, 2015 – $24,000] owing to these firms was included in accounts payable and accrued liabilities in respect of these fees.

Compensation of key management personnel and Board of Directors

Excluding the amounts reported above, during the three and six-month periods ended April 30, 2016 and 2015, the Corporation recorded the following compensation for key management personnel and the Board of Directors:

	Three-month period ended April 30		Six-month period ended April 30	
	2016	2015	**2016**	2015
	$	$	**$**	$
Salaries and employee benefits	**76,044**	71,207	**150,730**	230,339
Separation benefits	**—**	306,806	**—**	306,806
Directors' fees	**48,750**	57,247	**97,500**	84,122
Stock compensation	**2,881**	167,602	**47,221**	264,305
Total	**127,675**	602,862	**295,451**	885,572

Financial Instruments

The Corporation is not exposed to any significant credit risk as at April 30, 2016. The Corporation's cash and cash equivalents are deposited with a major Canadian chartered bank and are held in highly-liquid investments.

The rates as at April 30, 2016 for Canadian and U.S. funds were 0% [October 31, 2015 – 0%] and 0% [October 31, 2015 – 0%], respectively.

In order to ensure that the Corporation maximizes the rate of return on cash funds in excess of its current operating requirements, the Corporation has established an investment committee to oversee the management of these funds.

The Corporation's objectives when managing capital are to safeguard its ability to continue its operations as well as its exploration programs. As such, the Corporation has primarily relied on the Loan Facility and the equity markets to fund its activities. In order to carry out planned exploration and to pay for administrative costs, the Corporation will spend its existing working capital and is attempting to raise additional funds as needed. The Corporation does not use term debt financing and has not paid any dividends. As well, the Corporation does not have any externally imposed capital requirements, either regulatory or contractual.

Critical Accounting Estimates

The Corporation's condensed interim financial statements include estimates and assumptions made by management. Actual results may vary from these estimates. Critical accounting estimates are discussed under Note 2 of the financial statements for the year ended October 31, 2015.

Changes in Significant Accounting Policies

The Corporation's significant accounting policies are disclosed under the note 2 of the financial statements for the year ended October 31, 2015. There have been no changes in the Corporation's significant accounting policies during the quarter ended April 30, 2016.

Risk Factors

Resource exploration and development is a highly speculative business, involves a high degree of risk and is frequently unsuccessful. There is no certainty that the expenditures to be made by the Corporation in the exploration of its properties or otherwise will result in discoveries of commercial quantities of minerals. The exploration for and development of mineral deposits involves significant risk, which even a combination of careful evaluation, experience and knowledge may not eliminate. Although the discovery of an ore body may result in substantial rewards, few properties explored are ultimately developed into producing mines. Significant expenditures may be required to locate and establish ore reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the Corporation's current exploration programs will result in a profitable commercial mining operation.

Significant capital investment is required to achieve commercial production from successful exploration efforts. The commercial viability of a mineral deposit is dependent upon a number of factors. These include: (i) deposit attributes such as size, grade and proximity to infrastructure; (ii) current and future metal prices (which can be cyclical); (iii) government regulations, including those relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and necessary supplies and environmental protection; (iv) First Nations negotiations and agreements; (v) technological risks and changes and (vi) securing sufficient financing to commercialize the project. The complete effect of these factors, either alone or in combination, cannot be entirely predicted, and their impact may result in the Corporation not receiving an adequate return on invested capital.

The prices of minerals fluctuate widely and are affected by many factors outside of the Corporation's control. The prices of minerals and future expectation of such prices may have a significant impact on the market sentiment for investment in mining and mineral exploration companies. This in turn may affect the Corporation's ability to raise equity financing for its capital requirements.

The Corporation's current committed cash resources are insufficient to cover expected expenditures in fiscal 2016 and its planned Bankable Feasibility Study on Strange Lake. The Corporation's ability to continue as a going concern is dependent on being able to obtain the necessary financing to satisfy its liabilities as they become due. There can be no assurance that the Corporation will be successful in securing adequate financing.

Reference is made to the section of the Corporation's 2015 Annual Information Form and Short Form Prospectus dated July 9, 2014 entitled "Risk Factors" for a discussion of the risk factors applicable to the Corporation and its business.

Disclosure Controls and Internal Controls over Financial Reporting

No changes were made to the Corporation's internal controls over financial reporting during the three-month period ended April 30, 2016 that have materially affected, or are reasonably likely to materially affect, the Corporations internal controls over financial reporting.

Presentation of Mineral Reserve and Resource Information

This MD&A has been prepared in accordance with the requirements of Canadian securities laws, which differ from the requirements of United States securities laws. Unless otherwise indicated, all reserve and resource estimates included in this MD&A have been prepared in accordance with National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("Nl 43-101"). Nl 43-101 is a rule developed by the Canadian Securities Administrators which establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects.

Canadian standards, including Nl 43-101, differ significantly from the requirements of the United States Securities and Exchange Commission ("SEC") and reserve and resource information contained in this MD&A may not be comparable to similar information disclosed by United States companies. In particular, and without limiting the generality of the foregoing, the term "resource" does not equate to the term "reserve". Under United States standards, mineralization may not be classified as a "reserve" unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. The SEC's disclosure standards normally do not permit the inclusion of information concerning “measured mineral resources”, “indicated mineral resources” or “inferred mineral resources” or other descriptions of the amount of mineralization in mineral deposits that do not constitute “reserves” by United States standards in documents filed with the SEC. United States investors should also understand that “inferred mineral resources” have a great amount of uncertainty as to their existence and as to their economic and legal feasibility. It cannot be assumed that all or any part of an “inferred mineral resource” exists, is economically or legally mineable, or will ever be upgraded to a higher category. Under Canadian rules, estimated “inferred mineral resources” may not form the basis of feasibility or pre-feasibility studies except in rare cases. Disclosure of “contained ounces” in a resource estimate is permitted disclosure under Canadian regulations; however, the SEC normally permits issuers to report mineralization that does not constitute “reserves” by SEC standards only as in-place tonnage and grade without reference to unit measures. The requirements of Nl 43-101 for identification of “reserves” are also not the same as those of the SEC, and reserves reported by Quest in compliance with Nl 43-101 may not qualify as “reserves” under SEC standards. Accordingly, information concerning mineral deposits set forth herein may not be comparable with information made public by companies that report in accordance with United States standards.

Other Information

Additional information on the Corporation is available under the Corporation’s profile on SEDAR at www.sedar.com and on the Corporation’s website at www.questrareminerals.com.