VULCAN MINERALS INC.

MANAGEMENT DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

For the Three Months Ended March 31, 2014

This discussion includes certain statements that may be deemed “forward-looking statements”. All statements in this discussion, other than statements of historical facts, that address exploration, drilling, exploration activities and events or developments that Vulcan Minerals Inc. (the “Company”) expects are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in the forward-looking statements include market prices, exploration and exploration successes, continued availability of capital and financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and those actual results or developments may differ materially from those projected in the forward-looking statements.

General Business

The Company is engaged in exploration on properties in Newfoundland and Labrador and Alberta. The Company’s efforts have focused on exploring these properties. The Company is an exploration venture company and has no proven reserves.

This MDA should be read in conjunction with the interim condensed consolidated financial statements for the three months ended March 31, 2014 and accompanying notes.

DATE

The date of this MDA is May 27, 2014.

OVERALL PERFORMANCE

The Company reported a loss before income taxes in the amount of $498,310 for the three months ended March 31, 2014, as compared to a loss before income taxes of $273,916 for the three months ended March 31, 2013 (an increase of $224,394). The major reason for the increase is the write off of exploration and evaluation assets in the amount of $278,466 in the three months ended March 31, 2014 with no comparable amount in the comparative quarter. The Company regrouped certain of its mineral licenses 2014 and in that process surrendered some of the lands associated with the licenses. The Company recorded a write down to its geophysical and geological data in the amount of $278,466 which was in proportion to the land surrendered as compared to the total area covered by the geological and geophysical data. The Company reflected share-based compensation expense in the quarter ended March 31, 2014 in the amount of $11,147 with no comparable amount in the comparative quarter. The increase in the aforementioned amounts were partially offset by a reduction of $63,468 in general and administrative expenses from $274,701 in the quarter ended March 31, 2013 to $211,233 in the quarter ended March 31, 2014.

The Company reported a deferred income tax recovery in 2013 in the amount of $51,647, resulting in a net loss of $222,269 for the three months ended March 31, 2013. The deferred income tax recovery recorded in the March 2014 quarter was $nil, resulting in a net loss of $498,310 for the three months ended March 31, 2014.

General and administrative expenses for the three months ended March 31, 2014 and 2013 are as follows:

General & Administrative Expenses Include:	Three Months Ended March 31	
	2014	2013
	$	**$**
Management, Salaries & Contract Fees & Benefits	**112,261**	161,244
Office and administrative	**30,546**	44,820
Directors' Fees	**16,250**	16,250
Transfer Agent & Professional Fees	**25,804**	21,512
Conferences, Travel and Accomodation	**26,372**	30,875
Total	**211,233**	274,701

Management, salaries, contract fees and benefits decreased in the amount of $48,893. The Chief Financial Officer position is a part time position in 2014 as compared to a full time position in 2013. As was disclosed in the December 2013 MD&A, the amounts paid to the President and Chief Executive Officer were reduced effective March 1, 2014.

OPERATIONS

Western Newfoundland-Petroleum (Onshore)

Bay St. George

The Company holds a 2.0% gross overriding royalty on three petroleum permits (permits 03-106, 03-107, and 96-105) covering approximately 250,000 acres in the onshore Bay St. George area in western Newfoundland. The Company previously operated and explored these properties under a joint venture agreement with Investcan Energy Corporation (Investcan) and accumulated a database of geophysical and geological data on the area. Eleven wildcat wells were drilled by the Company and its joint venture partner in this previously unexplored area. There have been two gas discoveries as well as a shallow oil discovery (Flat Bay) on the permits. These discoveries are unconventional because of tight reservoir conditions requiring significant expenditures to evaluate their commerciality. In 2012 the Company elected to convert its 50% working interest in the permits to a royalty position. As a result, the Company received a cash payment of $2,500,000 from Investcan and a 2% gross overriding royalty. This will enable the Company to share any future production without any operational risks or costs

The current operator on the permits, Investcan, advised the Company in late June of 2013 that they were re-entering and deepening the Hurricane #2 well on permit 96-107. Hurricane #2 was a well drilled by the Company in 2005 to a depth of 935 metres. The well had petroleum shows in the shallow section and was suspended pending further evaluation at that time. Investcan deepened the well to further evaluate the geologic section and petroleum prospectivity. The well is currently suspended pending further evaluation.

Investcan also re-entered and conducted workover operations on Gobineau #1, a well drilled in late 2012 on Permit 03-106 in the Flat Bay area. The well is currently suspended pending further evaluation. Investcan's previously announced two new proposed wells, Thoulet #1 and #2, are currently proceeding through the environmental review process. The proposed Thoulet wells have targeted depths of up to 2,000 metres each. It is the Company's understanding that drilling is planned to commence upon environmental approval.

Labrador Offshore

In May of 2012, the Company sold its 30% working interest in the Labrador Offshore exploration licence 1107 ("EL 1107") to Investcan for a cash payment of $1,750,000 and "success" payments of $500,000, payable upon the spudding of a well on EL 1107 or the sale by Investcan of its total interest in the licence, whichever comes first, and a further $500,000 payable upon the issuance of any significant discovery licence contained within the exploration licence.

EL 1107 covers 236,525 hectares (584,000 acres) of the Hopedale Basin on the Labrador continental shelf and was acquired in September 2008 with Investcan. An exploration licence confers the right to explore for petroleum for six years (Period I) with a possible additional period of three years. Period I of the exploration license will expire on November 15, 2014, unless a well has commenced drilling or a deposit is posted to extend the Period I of the license.

Western Newfoundland Offshore

Through its interests in NWest Energy Corp. ("NWest"), the Company had exposure to the exploration potential of offshore western Newfoundland. The Company was a founding shareholder of NWest in 2006 and currently owns approximately 19% of its outstanding shares.

NWest has reported that its interests in Exploration License 1079R have terminated as the license has expired. NWest advises that it is seeking other business opportunities.

Mineral Properties

TL Nickel-Copper-PGM

The TL Nickel-Copper-Platinum group element property in Labrador is situated approximately 50 km northwest of the Voisey's Bay world-class nickel-copper-cobalt mine. The property was optioned to Nortec Minerals Corp. ("Nortec") in 2003. An airborne geophysical survey was completed as of May 21, 2008 by Geotech using the VTEM system. A drilling program was carried out on the property during the summer of 2008 with approximately 1,960 metres drilled. Nortec earned 51% working interest in the property. Significant drill intersections of mineralization were encountered including 14 metres of 1.02% Nickel, 0.51% Copper, and 0.03% Cobalt. In March 2013, the Company acquired Nortec's 51% working interest in the property, subject to a 1% royalty with certain buyback provisions. The Company currently holds a 100% working interest in the property. The Company is conducting a full review, integration and interpretation of all previous work towards formulating a strategic exploration program. The first phase of that review was completed in March 2014 and consisted of a compilation and interpretation of geophysical data. The second phase consists of integration of all drilling and geological data into the geophysical data set. The ongoing work has identified several prospects on the property in addition to potential extensions of the known mineralized zones.

Flat Bay Potash/Salt

Red Moon Potash Inc., a subsidiary in which Vulcan's holds a 61% ownership interest, owns a 100% interest in mineral licenses covering a portion of the northern Bay St. George Basin. The Company holds a 3% net production royalty on these mineral licenses. The Bay St. George area is part of the larger Maritimes Basin which is a significant producer of salt and potash, including the Sussex mine operated and under current expansion by the Potash Corporation of Saskatchewan in New Brunswick.

In 2002, Vulcan drilled the Captain Cook #1 well which discovered a 165-meter thick section of evaporites consisting of halite (salt) and a potentially significant potash zone. Analysis of the core indicated grades varying from 4.44% - 20.40% K_2O (potassium oxide). In 2004, Vulcan drilled the Flat Bay #2 well, which intersected approximately 200 metres of salt approximately 2 km from Captain Cook. Geological analysis suggests that these discoveries are connected and that a potentially significant salt/potash resource exists in the area. In late 2011, Vulcan carried out a high resolution airborne gravity survey (Fugro Surveys) over the prospective lands for potash and salt to further enhance the geologic understanding of the deposits and assist with drill target prioritization.

On July 25, 2012, the shareholders of the Company approved a corporate re-organization whereby the Company spun-out these mineral exploration assets in the Bay St. George basin into a separate publicly traded subsidiary company, Red Moon Potash Inc. ("Red Moon"). Red Moon was listed for trading on the TSX Venture Exchange on August 17, 2012. The Company designed and managed a drilling program on behalf of Red Moon in June and July 2013. Two holes were drilled offsetting the Captain Cook #1 discovery representing stepouts of 1,000 meters to the northeast and 500 meters to the southwest. Each hole intersected the potash zone near its depositional margins where potash development is less intense than at Captain Cook #1. However, salt grades were comparable to the high salt grades at Captain Cook #1. Based on the results, it appears the Captain Cook area has greater potential for salt than potash. The potash potential is now interpreted to lie to the east and south of the Captain Cook area.

Athabasca Uranium

In October 2013, the Company acquired ten metallic and industrial mineral permits in the western Athabasca area of Alberta, approximately 50 km east of Fort McMurray, covering 91,648 hectares. The primary target of the permits is western Athabasca Basin style uranium deposits, similar to the recent discoveries of Fission Uranium Corp. and Alpha Minerals Inc. at Paterson Lake South, approximately 50 miles northeast. The Paterson Lake South discovery has attracted significant market interest and a staking rush in the western margins of the Athabasca Basin. The Company's permits lie along a major basement magnetic lineament. Based on regional and local geology, the prospective Precambrian basement rocks are overlain by a veneer of Phanerozoic cover sediments. The Company compiled relevant information regarding the potential for uranium deposits and retained APEX Geoscience to carry out a property evaluation. This report was received and filed on SEDAR in March 2014.

Plans for 2014

Subsequent to re-acquiring 100% working interest in the TL Nickel property, the Company has been and will continue to undertake a full review and integration of all geologic, geophysical and drilling data on the property towards formulating a new exploration program. Phase 1 of that review focused on interpreting the various geophysical data sets. As a result, several new areas of interest have been identified. The Company is in the initial stages of planning a prospecting program to ground check these new target areas. A final decision on the field work program is pending.

The Company will continue to provide project management, technical and field operation management, and administration in support of Red Moon's potash/salt drilling program in western Newfoundland. This is a cost efficient use of the Company's skill and experience in operating in this area. Red Moon has received permits for a two hole drill program in 2014. Drilling bids have been received and are being evaluated. The Company has agreed to subscribe for 5,000,000 units in Red Moon at $0.10 per unit (total cash consideration of $500,000). Each unit will consist of one common share and one half of a share purchase warrant. One whole warrant will entitle the holder to purchase one common share at $0.25 per share for a period of two years from closing date of the private placement. Red Moon will use the proceeds to finance its exploration drilling program for 2014.

The Company is soliciting partners to finance an exploration program on the Alberta uranium permits.

The Company also continues to review potential project acquisitions.

SUMMARY OF QUARTERLY RESULTS

Quarter	Total Revenue	Net (Loss) Income	Net (Loss) Income per share
	$	$	$
March 31, 2014	**11,151**	(498,310)	(0.008)
December 31, 2013	**18,556**	(1,051,048)	(0.018)
September 30, 2013	**5,867**	(271,532)	(0.005)
June 30, 2013	**13,264**	(180,731)	(0.003)
March 31, 2013	**12,995**	(222,269)	(0.004)
December 31, 2012	**14,736**	(810,780)	(0.014)
September 30, 2012	**16,725**	337,872	0.005
June 30, 2012	**10,107**	(1,139,850)	(0.020)

Revenue for each quarter is represented by interest income. Net loss for the quarter ended March 31, 2014 included a write down of exploration and evaluation assets in the of $278,466. Net loss for the quarter ended December 31, 2013 included a write down of exploration and evaluation assets in the amount of $443,938 and a reallocation of accumulated unrealized losses on investments of $443,330 from other comprehensive loss to net loss. Net loss for the quarters ended December 31, 2012 and June 30, 2012 included write downs of exploration and evaluation assets.

LIQUIDITY

At March 31, 2014, the Company had current assets of $3,940,240, of which $3,694,092 consisted of cash and cash equivalents, including $194,111 held by the Company's consolidated subsidiary, Red Moon Potash Inc. Red Moon is also eligible for a grant from the Government of Newfoundland and Labrador through the junior exploration assistance program as a contribution to the 2013 drilling program. This amount of $100,000 has been reflected as government grant receivable in the consolidated financial statements. The cash is readily available and is not subject to subprime debt issues nor asset backed commercial debt.

The Company has no long-term debt and as such is not sensitive to interest rate fluctuation on debt instruments. The Company has no unpaid liabilities that could materially affect its financial position. The Company's cash and cash equivalents are held in bank accounts with no exposure to equity market fluctuations.

The Company has no production revenue from petroleum and natural gas or minerals. The Company's ability to continue in the long term will be dependent on equity financing or obtaining a joint venture partner.

The Company's subsidiary, Red Moon Potash Inc., had current assets of $304,225 at March 31, 2014 and current liabilities of $50,599, resulting in working capital of $253,626. Its annual operating expenses are estimated at $240,000. As indicated in this MD&A in the caption "Plans for 2014", Vulcan has agreed to subscribe for equity units in Red Moon for cash consideration of $500,000. Red Moon will use these funds to finance its exploration drilling program for 2014. However, the subsidiary company's ability to continue as a going concern will be dependent upon obtaining further equity financing, and there is no assurance that equity financing will be obtained.

The cash balances of the Vulcan are sufficient meet its current and medium term requirements.

CAPITAL RESOURCES

The Company has 10 mineral permits in Alberta, a mineral license in Tasisuak, Labrador, and subsidiary company, Red Moon, has 9 mineral licenses in Newfoundland and Labrador. These tenure instruments require annual work obligations in order to maintain ownership. Failure to fulfill work obligations would result in loss of ownership interest.

The Company holds a 2% gross overriding royalty on three petroleum and natural gas permits in Western Newfoundland. It also holds a 3% net production royalty on the mineral licenses currently held by subsidiary, Red Moon.

TRANSACTIONS WITH RELATED PARTIES

The Company and its subsidiary, Red Moon, paid premises rent aggregating $11,250 (2013-$11,250) to a private company owned and controlled by the President and a director of the Company.

The Company and its subsidiary paid key management personnel, which includes the President and Chief Executive Officer, and the Chief Financial Officer, management fees, salaries and benefits in the amount of $64,492 for the three months ended March 31, 2014 ($90,403- three months ended March 31, 2013).

The Company and its subsidiary, Red Moon, paid directors' fees of $16,250 for the three months ended March 31, 2014 (2013- $16,250).

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. Management is of the opinion that these transactions were undertaken under the same terms and conditions as transactions with non-related parties.

In recognition of distressed equity market conditions, the Company has taken measures to reduce its general and administrative costs, including a reduction in the President and Chief Executive Officer's contract fees as of March 1, 2014, a reduction in the Chief Financial Officer and Corporate Secretary position from a full time position to a part time position as of November 5, 2013 , and a reduction in office management salary as of December 20, 2013, resulting in an overall reduction of 35% in salary and contract fees to these individuals.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

New and amended standards adopted by the Company

The following standards have been adopted by the Company for the period beginning on January 1, 2014:

IAS 32, *"Financial Instruments Presentation"* was amended to clarify requirements for the offsetting of financial assets and liabilities. The amendment is effective for fiscal years beginning on or after January 1, 2014. The adoption of this standard had no impact on the Company's financial statements.

IFRIC 21, "*Accounting for levies imposed by governments*" clarifies that the obligating event giving rise to a liability to pay a levy is the activity described in the relevant legislation that triggers payment of the levy. IFRIC 21 is effective for years beginning on or after January 1, 2014. The adoption of this standard had no impact on the Company's financial statements.

Standards and amendments not yet effective and not yet applied

IFRS 2, "*Share-based payment"* was amended to clarify the definition of vesting conditions. The amendment applies to share-based transactions for which the grant date is on or after July 1, 2014.

IFRS 3, "*Business combinations"* was amended to provide clarification related to contingent consideration in a business combination. The amendment is effective for business combinations where the acquisition date is on or after July 1, 2014.

IAS 24*, "Related Party Transactions"* was amended to revise the definition of related party to include an entity that provides key management personnel services to the reporting entity or its parent and to clarify the related party disclosure requirements. This amendment is effective for fiscal years beginning on or after July 1, 2014.

The Company is evaluating the impact of these standards on its financial statements.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments include include cash and cash equivalents, and accounts payable and accrued liabilities. The carrying amount of each approximates fair value due to their short term nature.

The Company also holds financial instruments in the form of available for sale investments.

The Company currently holds 1,400,000 shares in Nortec Minerals Inc., a public company, pursuant to mineral property option agreements dated May 30, 2003 and July 30, 2008. The shares have been valued at $42,000 on the balance sheet at March 31, 2014. These shares are all free trading. The Company may sell those shares at its discretion in context of the market value and prospects for Nortec.

The Company currently holds 1,796,437 shares in NWest Energy Corp., a public company, and has recorded the shares at market of $53,893 on the balance sheet at March 31, 2014. The Company may sell those free trading shares at its discretion in context of the market value and prospects for NWest.

The Company currently holds 150,000 shares in Commander Resources Ltd., a public company, pursuant to a mineral property letter agreement dated February 27, 2007. The shares have been valued as an investment of $7,500 on the balance sheet at March 31, 2014. The Company may sell those shares at its discretion in context of the market value and prospects for Commander.

Business Risks

The Company is a junior exploration company principally involved in mineral and oil and gas exploration which is an inherently high-risk activity. The business of exploring for, developing, acquiring, producing oil and natural gas and minerals is subject to many risks and uncertainties, several of which are beyond the control of the Company. These risks are operational, financial, legal and regulatory in nature.

Operational risks include unsuccessful exploration and development drilling activity, reservoir performance, safety and environmental concerns, access to cost effective contract services, escalating industry costs for contracted services and equipment, product marketing and hiring and retaining qualified employees.

The Company is subject to financial risk as exploration is capital intensive and the Company has no sources of funding other than equity financing and joint venture financing arrangements. Only the skills of management and staff in mineral and oil and gas exploration and exploration financing serve to mitigate these risks.

The Company is subject to a variety of regulatory risks that it does not control. Government and Securities regulations are monitored to ensure the Company continues to be in compliance.

The Company also mitigates many of the above risks by having diversified exploration projects capable of financing by joint venture partners.

Financial Risk Factors

Other financial risk factors in which the Company is exposed to are outlined below:

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company is exposed to credit risk on its cash and accounts receivable. The credit risk on cash is limited because the counterparty is a chartered bank with a high credit rating. The Company assesses its credit risk on cash and accounts receivable as not significant.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they come due. The Company believes it has sufficient liquidity to meet its obligations in the near to medium term. Liquidity risk is significant to subsidiary company, Red Moon Potash Inc. It has a limited amount of cash and there is no assurance that it can obtain financing.

Commodity price risk

The recoverability of the costs of exploration and evaluation properties is partially related to the market price of oil and gas and base metals. The Company does not hedge this exposure to fluctuations in commodity prices. The Company's ability to continue with exploration programs is also indirectly subject to commodity prices.

Interest rate risk

The Company's cash balances are held in bank accounts or invested in short-term deposit certificates. The Company has no debt. The Company believes its interest rate risk is not significant.

Market price risk

The value of the Company's investments is exposed to fluctuations in value depending on a number of factors, including the quoted market price and the market value of the commodities that the companies may focus on. The Company does not utilize any derivative contracts to reduce this exposure.

CONTINGENCIES

The Company has two contingencies as of March 31, 2014 as follows:

a) In 2011, the Company was served with a statement of claim by Geophysical Service Incorporated wherein it is claimed that the Company, as a co-defendant with Investcan Energy Corporation, has committed a copyright infringement. The claim relates to an allegation that accessing offshore Labrador seismic data, which is released to the public by the Canada Newfoundland and Labrador Offshore Petroleum Board (CNLOPB) after the relevant statutory privilege-confidentiality period, is a breach of copyright. The Company is of the opinion that this claim is without basis or merit and no amounts have been recorded in the Company's accounts. The Company is fully defending its interests.

b) The Court in Alberta has granted leave to Geophysical Service Incorporated (GSI) to add the Company as a co-defendant in the ongoing action GSI has with NWest Energy Corp. regarding an alleged breach of an agreement between those parties. In order to do this, GSI must submit a statement of claim for the court to review. The Company believes any related claims against it are without basis or merit and the Company is fully defending its interest.

SHARE CAPITAL

As of the date of this management discussion and analysis the Company has 58,526,129 voting common shares outstanding. The Company's share capital consists of an unlimited number of voting common shares, and an unlimited number of preferred shares of which there are none outstanding.

The Company and its subsidiary company had 4,978,345 stock options outstanding at May 27, 2014 as outlined below:

Date Issued	Number	Exercise Price	Details
August 3, 2010	978,345	$0.44	Directors' Options, Expiry August 3, 2015
February 1, 2013	1,700,000	$0.10	Directors' Options, Expiry February 1,2018
February 14 ,2013	175,000	$0.10	Employee Options, Expiry February 14, 2018
Red Moon as follows:			
February 1, 2013	2,000,000	$0.10	Directors' Options, Expiry February 1, 2018
April 12, 2013	125,000	$0.10	Employee Options, Expiry April 12, 2018

There were 3,345,039 options exercisable at May 27, 2014 (of which 1,068,750 related to subsidiary, Red Moon).

ADDITIONAL INFORMATION

All corporate disclosure documents are filed on www.sedar.com. Additional information regarding the Company's projects and activities are available at www.vulcanminerals.ca.