INTER-ROCK MINERALS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Quarter Ended March 31, 2023

May 16, 2023

INTER-ROCK MINERALS INC.

MANAGEMENT'S INTERIM DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED MARCH 31, 2023

NOTES TO READER

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

The following management discussion and analysis ("MD&A") provides an analysis of the financial condition of Inter-Rock at March 31, 2023 and compares it to the financial condition of the Company on December 31, 2022. The MD&A also analyzes the Company's results of operations for the three-month period ending March 31, 2023 and compares those results to the results for the comparable period in 2022.

This MD&A has been prepared in compliance with the requirements of National Instrument ("NI") 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the unaudited consolidated interim financial statements for the three months ended March 31, 2023 and with the audited consolidated financial statements and the related notes for the year ended December 31, 2022. The Company's financial statements and MD&A have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

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

This MD&A was prepared as of May 16, 2023.

Inter-Rock uses earnings before interest, taxes and depreciation and amortization ("EBITDA"), a non-IFRS performance measure in this MD&A as it believes this generally accepted industry performance measure provides a useful indication of the Company's financial performance. This non-IFRS performance measure does not have a standardized meaning defined by IFRS and may not be comparable to information in the reports and filings of comparable companies. Accordingly, it should not be considered in isolation or as a substitute for performance measures prepared in accordance with IFRS.

For further information and a detailed reconciliation, refer to the section entitled "Non-IFRS Performance Measures" in this MD&A.

DESCRIPTION OF THE BUSINESS

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

Inter-Rock owns two operating businesses in the United States: Papillon Agricultural Company Inc. ("Papillon") and MIN-AD Inc. ("MIN-AD"). Papillon develops, markets and distributes toll manufactured premium dairy feed nutritional supplements, including MIN-AD's products. MIN-

AD is engaged in the production and marketing of dolomite and clay products primarily for the animal feed industry.

In February of 2022, Inter-Rock sold its Mill Creek dolomite operation as part of its strategy to focus on its animal feed nutritional supplement businesses. Mill Creek was sold to United States Lime & Minerals Inc. (“USLM”) for U.S.$6.4 million in cash, excluding all Mill Creek debt and accrued interest of U.S.$2.2 million that was repaid at closing with a portion of the sale proceeds. After the repayment of debt and adjustments to the sale price for working capital, the Company received net cash of U.S.$3.3 million.

FIRST QUARTER 2023 RESULTS HIGHLIGHTS

- Gross profit of $2.8 million and EBITDA of $1.1 million, both equal to their respective rolling four quarter averages.
- Repaid all bank debt.
- Finalized planning and design for a new robotic bagging system at the MIN-AD plant.

OPERATIONS REVIEW

Papillon Agricultural

Papillon develops and produces premium specialty nutritional products for dairy consultants, feed suppliers and dairy producers in the United States. Papillon has its own line of high quality proteins and rumen probiotic products that are produced under toll manufacturing agreements. In addition, Papillon distributes MIN-AD products and a clostridia control product for dairy cows (clostridia are bacteria naturally found in the environment and in the gastrointestinal tracts of dairy cows and calves, certain strains of which can form toxins that result in reduced growth performance and digestive disorders).

Papillon’s performance in the first quarter of 2023 reflects continued strong domestic and export demand for dairy products. Higher farmgate milk prices allow dairies to continue to include feed additives in the diet. Papillon added new protein customers in the expanding markets of the Pacific northwest and central plains. Additionally, Papillon’s sales of MIN-AD have benefitted from positive, independent research test results.

Papillon recorded revenue of $20.8 million in the first quarter of 2023, as compared with revenue of $16.5 million in the year earlier period. Gross profit in the first quarter of 2023 increased by 28% to $2.4 million (2022 Q1: $1.9 million) and was just above the $2.2 million of gross profit in the fourth quarter of 2022. All Papillon’s products generated higher gross profits in the current quarter, with the exception of sales of MIN-AD’s products (although sales volumes of MIN-AD increased by 30% in the first quarter of 2023, gross profit margins declined). Higher gross profit was attributable to a 4% increase in volume of all products sold in aggregate and an increase in the gross profit margin of protein product sales (protein products accounted for 74% of total sales volume). Overall gross profit margins of 11.7% in the first quarter of 2023 were unchanged from the prior year period.

In the first quarter of 2023, Papillon’s cash flow from operating activities was $927,000 (before working capital changes and net of management fees paid to Inter-Rock), as compared with $572,000 in the first quarter of 2022. Cash flow in the current quarter reflects higher gross profit of approximately $510,000, which more than offset an increase in SG&A expense of about $158,000. SG&A was higher due to increased payroll costs attributable to staff increases and additional expenditures for travel and management fees paid to Inter-Rock.

MIN-AD

MIN-AD quarries, processes, and markets dolomite and clay products for dairy and beef cattle feed. The dolomite is used as a source of magnesium and calcium and as a rumen acid buffer. MIN-AD's newly developed clay business produces products for use in anti-caking and toxin control applications. MIN-AD's operations are located in northern Nevada near the town of Winnemucca. Approximately 95% of sales are to the United States, while the other 5% are to Alberta and British Columbia.

MIN-AD's sales and marketing activities are managed by Papillon. In the northeast, central Atlantic and upper mid-west regions of the U.S., Papillon acts as the exclusive distributor of MIN-AD's products. Under a distribution agreement, MIN-AD products are purchased by Papillon and then sold by Papillon to dairy feed manufacturers. This arrangement takes advantage of Papillon's marketing and sales expertise and geographic reach in the eastern United States. In the first quarter of 2023, 50% of MIN-AD's sales revenue was attributed to inter-company sales to Papillon.

Papillion also acts as a sales agent for MIN-AD's products in regions of the U.S. not covered by the exclusive distribution agreement, primarily the mid-west and western states. Papillon is paid a commission by MIN-AD for tons sold under a sales agent agreement.

MIN-AD recorded revenue (including freight and fuel surcharges to customers) of $2.6 million in the first quarter of 2023, an increase of 30% from the prior year period ($2.0 million). Revenue increased in the current quarter as a result of a 37% increase in sales volumes. Sales volumes in the first quarter of 2022 were negatively impacted by mechanical problems in the processing plant. Just under one third of the increase in revenue was attributable to an increase in sales to an industrial (non-agricultural) customer.

As a result of higher sales volumes, cash flow from operations in the first quarter of 2023 increased to $122,000 (before working capital changes and net of management fees paid to Inter-Rock), up from $51,000 in the first quarter of 2022.

Payments related to rail car leases totalled $45,000 in the first quarter of 2023, unchanged from the prior year period. (Lease payments are recorded as financing payments and thus not netted against operating cash flow).

MIN-AD incurred $228,000 in capital expenditures in the first quarter of 2023, as compared with $140,000 in the prior year quarter.

CONSOLIDATED FINANCIAL REVIEW

(US$,000)	**Three Months Ended March 31, 2023**	Three Months Ended March 31, 2022
Revenue	**$22,058**	$17,553
Operating costs	**$19,252**	$15,342
Gross profit	**$2,806**	$2,211
SG&A	**$1,691**	$1,656
Net income (Loss)[1]	**$657**	$840
Income per share, basic	**$0.03**	$0.04
Cash flow from operations[1]	**$880**	$256
EBITDA[2]	**$1,115**	$555

[1] From continuing operations. Cash flow is after working capital changes.
[2] See Non-IFRS Performance Measures

Review of First Quarter 2023 Financial Results

Inter-Rock recorded consolidated revenue of $22.1 million for the first quarter of 2023, as compared with $17.6 million for the corresponding period in 2022. The increase in revenue is attributable to higher sales volumes at Papillon and MIN-AD. Papillon accounted for approximately 94% of the Company's consolidated revenue in the first quarter of 2023.

Gross profit in the first quarter of 2023 increased by 27% to $2.8 million, as compared with $2.2 million in the first quarter of 2022. The majority of the increase in gross profit was attributable to higher sales at Papillon and improved gross profit margins for Papillon's protein products. The Company's consolidated gross profit margin in the first quarter of 2023 was 12.7%, as compared to 12.6% in the same period in 2022.

Selling, general and administrative, ("SG&A") costs in the first quarter of 2023 were $1.7 million, unchanged from the prior year period. SG&A costs include all administrative, sales and marketing costs for the Company's two operating subsidiaries, as well as the Toronto office general and administrative costs.

Interest expense comprises interest on debt and interest recognized on lease liabilities. In the first quarter of 2023, interest expense was $15,000, down from $32,000 in the year earlier quarter. Lower interest expense was attributable to a reduction in debt.

During the quarter ended March 31, 2023, the Company recognized a current tax expense of $200,000 as compared with a current tax expense of $75,000 in the prior year quarter.

Inter-Rock reported net income from continuing operations of $657,000 for the first quarter of 2023, as compared with a net income of $840,000 for the same period in 2022. The reduction in net income is partially attributable to a higher provision for income tax expense in the current quarter.

Summary of Quarterly Results

US$,000	**Q1/23**	**Q4/22**	**Q3/22**	**Q2/22**	**Q1/22**	**Q4/21**	**Q3/21**	**Q2/21**
Revenue	$22,058	$19,073	$26,426	$24,173	$17,553	$14,840	$15,590	$16,878
Gross profit	$2,806	$2,422	$3,293	$2,751	$2,211	$1,915	$2,151	$2,213
Net Income (Loss)	$657	($1,907)	$1,217	$369	$840	($38)	$392	$713
EPS – Basic	$0.03	($0.09)	$0.06	$0.02	$0.04	$0.00	$0.02	$0.03

[1] Net income and income per share are the net results for the period, including continuing and discontinued operations.

Quarterly revenue and gross profit over the past eight quarters reflect strong domestic and export markets for dairy products which have supported higher sales volumes at Papillon and enabled the Company to generate sales in new locations and to increase sales through the promotion of research and development results. The net loss in the fourth quarter of 2022 is attributable to a large provision for income tax expense, including tax associated with the gain on the sale of Mill Creek.

FINANCIAL CONDITION

(US$,000)	**March 31, 2023**	December 31, 2022
Working capital	**$7,759**	$7,694
Total assets	**$20,490**	$21,411
Total liabilities	**$10,689**	$12,267
Lease obligations[1]	**$902**	$978
Total debt[1]	**$9**	$280
Shareholders' equity	**$9,801**	$9,144

[1] Lease obligations and total debt are included in total liabilities.

The Company continues to maintain a sound financial position, with working capital of $7.8 million at the end of the first quarter of 2023, largely unchanged from year end 2022. Working capital includes cash of $2.8 million. The Company repaid all its outstanding bank debt in the first quarter of 2023 and, at the end of the quarter, had only $9,000 of debt remaining under a vehicle loan.

Debt Facilities

At March 31, 2023, the Company's debt comprised the following:

U.S.$,000	**March 31, 2023**	December 31, 2022
MIN-AD revolving credit facility	**$0**	$0
Papillon term loan	**$0**	$266
Vehicle financings	**$9**	$14
Total debt	**$9**	$280

Debt facilities at March 31, 2023:

(i) $500,000 revolving credit facility: a one-year, revolving credit facility in the amount of the lesser of $500,000, or 75% of MIN-AD's accounts receivable plus 50% of inventory to a maximum inventory value of $$250,00. The loan bears interest at the

U.S. bank prime rate plus 1.00% per annum. The facility matures on May 25, 2023; however, the Company plans to extend the facility by an additional 12 months. The line is secured by MIN-AD's assets and is guaranteed by both the Company and its subsidiary, Secret Pass Gold Inc. There was no debt outstanding at March 31, 2023.

(ii) Papillon $4.0 million term loan: a five-year secured term loan bearing interest at a fixed interest rate of 4.75% and amortizing over sixty months with equal principal repayments of $66,667 plus interest. The final repayment was scheduled for April 2023, but was prepaid in full in March 2023.

(iii) Vehicle loan: MIN-AD had $9,000 of debt outstanding at March 31, 2023 under a light vehicle financing facility. The loan is secured by the vehicle and has an interest rate of 5.50%.

The Company is in full compliance with the terms of its loans as of the date of this MD&A.

LIQUIDITY AND CAPITAL RESOURCES

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

At March 31, 2023, the Company had consolidated cash of $2.8 million. The Company's most significant liquidity requirements over the next twelve months are scheduled principal and interest repayments of debt and lease payments, which total $390,000 at March 31, 2023 and comprise approximately $10,000 of debt service and $380,000 in rail car and office lease payments. In the opinion of management, the Company's liquidity comprising cash and cash flow from operations is more than sufficient to meet normal operating requirements and financing commitments.

Cash Flows

The change in the Company's cash balance during the first quarter of 2023 is reconciled as follows: ($,000):

	Three months ended March 31, 2023
Cash at beginning of period	**$3,048**
Cash provided by operations	$915
Repayments of debt and interest	($286)
Payments of lease obligations	($76)
Cash used by changes in working capital	($35)
Cash used in investing activities	($542)
Capital expenditures	($228)
Cash at March 31, 2023	**$2,796**

Cash Flow Provided by Operating Activities

Consolidated cash flow provided by continuing operations in the first quarter of 2023 was $880,000, as compared with $256,000 for the same period in 2022. Cash flow is net of working capital changes. EBITDA in the first quarter of 2023 was $1.1 million, up from was $555,000, in the prior year period. The increase in EBITDA in is attributable to higher gross profits.

Cash Flow Used in Financing Activities

In the first quarter of 2023, the Company made repayments of debt (including interest) and lease payments totaling $362,000 (2022 Q1: $816,000). Higher repayments in the first quarter of the prior year are primarily due to repaying $498,000 drawn under the Company's revolving credit facility.

Cash Flow Used in Investing Activities

The Company incurred capital expenditures of $228,000 at MIN-AD in the first quarter of 2023 as compared with $140,000 during the first quarter of 2022.

In the first quarter of 2023, the Company invested $542,000 in a private Swiss company called Embion. Embion is small company developing a novel catalytic process to hydrolize, or depolymerize waste biomass, for example, brewer's grains. The process can be adapted to convert certain carbohydrates that can be utilized by bacteria in the gastrointestinal tracts of animals. The investment is in the form of a non-interest bearing convertible loan. The loan will convert to Embion shares on the earlier of the closing date of an Embion financing of a minimum of 1.5 million Swiss francs and February 28, 2025.

FINANCIAL COMMITMENTS

The Company incurs financial commitments in the normal course of operations and financing activities. Financial commitments include payments due under bank loans, equipment leases and equipment loans.

At March 31, 2023, the Company had the following undiscounted financial commitments:

(US$,000)	**Total**	**2023**	**2024**	**2025**	**2026**	**Thereafter**
Bank debt repayments	**$0**	$0	$0	$0	$0	$0
Vehicle financing	**$9**	$9	$0	$0	$0	$0
Lease obligations	**$1,247**	$292	$325	$260	$119	$251
Total	**$1,256**	**$301**	**$325**	**$260**	**$119**	**$251**

Debt repayments represent the principal only. As the lease obligations in the table represent the contractual undiscounted amount of the commitments, these balances may not agree with the amounts disclosed in the balance sheet.

In accordance with the terms of a protein manufacturing agreement, Papillon has committed to purchasing a minimum annual value of protein products over a five-year period, with an aggregate value over the five years of $1.0 million. If the value of the protein purchased is less than $1.0 million, Papillon must pay the difference between the minimum required and the value of the actual amount purchased. The manufacturer can choose to reconcile the account annually or carry forward any differences.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company had 22,303,311 common shares and 17,136,980 preferred shares issued and outstanding.

The Company does not have equity compensation plans nor a stock option plan.

RELATED PARTY TRANSACTIONS

There were no related party transactions in the first quarter of 2023.

NORMAL COURSE ISSUER BID

On January 10, 2023, the Company received approval to commence a Normal Course Issuer Bid (the "NCIB") to purchase for cancellation up to 1,000,000 common shares, representing approximately 4.5% of the issued and outstanding common shares of the Company. Inter-Rock may purchase common shares under the NCIB over the next twelve-month period beginning on or about January 16, 2023. The NCIB will terminate upon the earliest of (i) the Company purchasing 1,000,000 common shares, (ii) the Company providing notice of termination of the NCIB and (iii) the date that is 12 months following the commencement of the NCIB.

Any purchases under the NCIB will be conducted on the open market through the facilities of the TSXV or alternative Canadian trading systems. The price paid for any common shares repurchased under the NCIB will be the prevailing market price at the time of purchase. All common shares purchased by the Company will be cancelled.

As of the date of this MD&A, the Company had purchased 20,500 shares under the NCIB. The purchased shares will be cancelled by the end of May 2023.

NON-IFRS PERFORMANCE MEASURE

Earnings before interest, taxes and depreciation and amortization ("EBITDA") is a non-IFRS performance measure. EBITDA deducts from net income (loss) items including interest expense, income taxes and depreciation and amortization. The Company uses EBITDA as one indicator of Inter-Rock's ability to generate cash flow to fund working capital, debt service, lease obligations and capital expenditures. EBITDA should not be considered as a substitute for performance measures calculated in accordance with IFRS. EBITDA excludes cash tax payments and the effects of working capital changes and therefore is not necessarily indicative of cash from operations as determined by IFRS. The following table provides a reconciliation of net income in the Company's consolidated statement of income to EBITDA:

US$,000	**Q1 2023**	Q1 2022
Net income from continuing operations	**$657**	$840
Adjustments:		
Tax expense	**$200**	$75
Interest expense	**$15**	$32
Amortization and depletion	**$243**	$221
Non recurring item (gain on asset sale)	**---**	($613)
EBITDA	**$1,115**	$555

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's activities expose it to a number of financial risks including credit risk, market risk (including interest rate risk and foreign exchange risk) and liquidity risk. The objective of the Company's risk management policy is to properly identify financial risks and minimize adverse effects by ensuring that the Company maintains adequate capital in relation to the risks. The Company does not use derivative financial instruments as part of its strategy to manage market risks. There has been no change in the risks, objectives, policies and procedures from the previous reporting period. The Company's strategy for managing financial risks is presented as Note 19 in the audited consolidated financial statements for the year ended December 31, 2022.

CRITICAL ACCOUNTING ESTIMATES

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

The condensed consolidated interim financial statements reflect the judgements and estimates outlined by the Company in Note 4 in its audited consolidated financial statements for the year ended December 31, 2022, which are available on SEDAR at www.sedar.com. There have been no changes to the critical accounting estimates since the previous reporting period.

DISCLOSURE CONTROLS AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

Management has established processes which are in place to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements; and (ii) the consolidated financial statements fairly present all material respects the financial condition, results of the operations and cash flows of the Company, as of the date of and for the periods presented by the consolidated financial statements.

In contrast to the certificate required under National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109"), the Company utilizes the Venture Issuer Basic Certificate, which does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing the Certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP. The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a Venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

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

RISK FACTORS

The Company is subject to a number of risks and uncertainties. For more details, refer to the Company's annual MD&A for the year ended December 31, 2022, which is available on SEDAR at www.sedar.com.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

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

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