VIKING GOLD EXPLORATION INC.
www.vikinggold.ca

Suite 2B – 2900 John Street
Markham, ON L3R 5G3
T: 905 752-2008
F: 905 752-2298

VIKING GOLD EXPLORATION INC.
(A Development Stage Enterprise)
FORM 51-102F1: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL RESULTS FOR THE THREE MONTHS ENDED MARCH 31, 2014

A) GENERAL:

This Management Discussion and Analysis ("MD&A") document prepared as of May 30, 2014, should be read together with the unaudited condensed interim financial statements of **Viking Gold Exploration Inc.** (hereafter "**the Company**") for the three months ended March 31, 2014, including the related notes. Reference should also be made to the Company's annual audited financial statements for the year ended December 31, 2013.

The condensed interim financial statements are prepared in accordance with IAS 34, "Interim Financial Reporting" using accounting policies that comply with International Financial Reporting Standards ("IFRS"). All amounts herein are expressed in Canadian dollars, and are based on the Company's IFRS accounting policies, unless otherwise indicated.

The address of the Company's registered head office is #2B – 2900 John Street, Markham, Ontario, Canada, L3R 5G3. Additional information about Viking Gold is available on the SEDAR website at www.sedar.com and on the Company's website at www.vikinggold.ca.

B) OVERVIEW AND CONTINUANCE OF OPERATIONS:

Overview

Viking Gold Exploration Inc. is incorporated under the laws of the Province of Ontario and is a junior exploration company engaged in mineral exploration in Canada. It is a reporting issuer in the Provinces of Ontario, Newfoundland and Labrador, British Columbia and Alberta, and is a Tier-2 listed company on the TSX Venture Exchange (hereafter the "TSX-V"), trading under the symbol **VGC**.

There has been no determination whether the Company's properties contain mineral reserves that are economically recoverable. The Company has not earned significant revenue and is considered to be an exploration stage entity. Further details of the Company's projects and underlying properties are set out in the MD&A section "G) Exploration and Evaluation Assets".

Continuance of Operations

During the three months ended March 31, 2014, the Company had a net loss of $64,976 and an accumulated deficit of $8,812,744 as at March 31, 2014. As at March 31, 2014, the Company also had a working capital deficiency of $714,642, which included a $400,000 provision for indemnification of flow-through share subscribers – see MD&A section "F) Flow-through Shares – Commitments, Contingencies and Subscriber Indemnifications" (page 5).

As explained later in this document, the Company also has a $30,000 cash option payment due on June 1, 2014 on one of its properties, and approximately $87,000 of short-term exploration commitments on three of its properties in order to keep the underlying mineral claims in good standing.

B) OVERVIEW AND CONTINUANCE OF OPERATIONS (Continued):

Continuing operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. Management is hopeful that the Company's working capital will be replenished by way of external financing, sale of assets and debt settlements, though there is a significant risk that additional working capital will not be available on a timely basis or on terms acceptable to the Company.

See also MD&A section "K) Liquidity and Capital Resources" (page 17) for details concerning the Company's "Forward-looking Strategy". The Company outlines in that section, details of a $47,500 private placement of convertible debentures in April 2014. As at May 30, 2014, the Company's working capital deficiency was approximately $709,000.

C) RISKS AND UNCERTAINTIES:

The Company's financial statements have been prepared on the basis of accounting principles applicable to a going concern, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. The financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern. Such adjustments could be material. As a result of the financial matters discussed in the preceding paragraph, there is significant doubt regarding the ultimate applicability of the Company's going concern assumption.

The Company is primarily involved in gold exploration, an inherently high-risk activity. Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements, unregistered claims, aboriginal claims and non-compliance with regulatory and environmental requirements.

Exploration is also capital intensive and the Company has no funding mechanism other than equity financings (including private placements and exercises of common share purchase warrants and common share purchase options) and potential financial arrangements with other mineral exploration companies.

Market risk and environmental risk are additional risks the Company faces. Market risk is the risk of depressed metals prices, particularly gold. The Company is dependent on capital markets to fund exploration, development and general working capital requirements and a period of depressed gold prices might make access to investment capital more difficult. Environmental regulations affect the cost of exploration and development as well as future mining operations.

The skills of management and staff in mineral exploration and raising capital serve to mitigate these risks. The ability of the Company to continue operations into the future is dependent upon continuing to obtain favourable results from its exploration activities, which will affect its ability to raise funds and to attract potential exploration partners. In addition, there is also a risk that existing exploration partners may be unable to meet their financial obligations, which could delay resource projects and possibly place additional stress on the Company's cash resources.

D) FORWARD-LOOKING STATEMENTS:

This MD&A may contain certain forward looking statements relating to, but not limited to, the Company's operations, exploration plans, anticipated equity financing, business prospects and strategies. Forward looking information typically contains statements with words such as "anticipate", "believe", "expect", "plan" or similar words suggesting future outcomes. Such forward-looking statements are subject to risks, uncertainties and other factors as identified under "Risks and Uncertainties" above, which could cause actual results to differ materially from future results expressed, projected or implied by such forward-looking statements. Such factors include financial market conditions and economic, competitive, regulatory and business conditions.

The Company updates its forward-looking statements at future dates based on outcomes not presently known and as such, readers should not place undue reliance on forward-looking statements.

E) GOVERNANCE (*from the Company's December 31, 2013 MD&A)*

The Company held its Annual General and Special Meeting on February 26, 2014. At that meeting, the Company's shareholders approved the following three items: a) the re-election of Messrs David Brace, Mark Edwards, Garfield Mitchell and Lawrence Smith as directors; b) the re-appointment of McGovern, Hurley, Cunningham LLP as auditors; and c) the re-approval of the rolling 10% stock option plan.

On March 13, 2014, the Company announced that John Hansuld was retiring as a director and chairman of the Company's Board of Directors ("the Board"). Dr. Hansuld, a 2012 inductee into the Mining Hall of Fame, will continue his relationship with the Company as a member of its Advisory Committee. On April 8, 2014, the Company announced that the Board appointed three new directors. The newly appointed directors are Messrs Jonathan George, John McCleery and Simon Meredith.

Biographies of Newly Appointed Directors
Mr. Jonathan George is a consulting geologist and entrepreneur, involved in international mineral exploration and development for over 25 years. Jonathan has raised more than $60 million for projects throughout the world. As the past President and CEO of ESO Uranium (a predecessor of Alpha Minerals Inc.), he was instrumental in assembling one of the largest land packages in the Athabasca Basin, Saskatchewan. Alpha and its partner Fission Energy have recently made one of the most significant uranium discoveries in recent history on their Patterson Lake South joint venture. Jonathan was the President and Co-founder of Creston Moly Corp, which acquired Mexico's largest molybdenum deposit. Creston merged with Mercator Minerals in 2011 in a transaction valued at more than $176 million. Jonathan George is also a director of Tosca Mining Corporation.

Mr. John McCleery is a private businessman who has raised in excess of $50 million in capital for public companies in various stages of development, exploration and commercialization. For the last 25 years, John has been the catalyst for various start-up companies and he has taken many private and public businesses to full implementation and commercialization. John was a founding director of Creston Moly Corp in 2000, growing the business to develop the largest molybdenum deposit in all of Mexico and facilitating a $40+ million financing to drive the business forward. More recently, he participated in a multi-million dollar merger with Tenajon Resources. John McCleery is also the President & CEO and a director of Pedro Resources Ltd.

E) GOVERNANCE (*Continued)*

Mr. Simon Meredith, FCA-UK, is an experienced accounting executive with more than 25 years of experience in strategic financial management for multiple industries. Simon specializes in working with venture companies listed on both the Toronto Venture and Bermuda Exchanges. He understands acquisitions, mergers and divestitures, banking and investor relations, and the creation of sound financial infrastructures to support the continuing movements of emerging and established businesses alike. Simon Meredith will assume the role of Chairman of the Company's Audit Committee.

In connection with their appointment to Viking Gold's Board of Directors, each of the new directors was conditionally issued 250,000 common shares of the Company (total 750,000 common shares), subject to receiving the required approval of the TSX-V. Concurrently, the Board also accepted the resignations of Messrs David Brace, Garfield Mitchell and Larry Smith. These outgoing directors hold an aggregate total of 1,675,000 of the Company's common share purchase options. These options, which are presently out-of-the-money, will expire on July 4, 2014 and have an aggregate grant date fair value of $171,122.

On May 29, 2014, the Board cancelled the proposed issuance of a total of 750,000 common shares to the Company's new directors.

F) FLOW-THROUGH SHARES – COMMITMENTS, CONTINGENCIES & SUBSCRIBER INDEMNIFICATIONS:

As at December 31, 2012, the Company was committed to incur $566,880 in qualifying Canadian exploration expenditures prior to January 1, 2014, pursuant to two 2012 private placements for which flow-through share proceeds had been received by the Company and then renounced to Ontario and Quebec subscribers effective December 31, 2012 – see MD&A section "K) Liquidity and Capital Resources" (page 18).

The Company incurred actual qualifying expenditures of $6,444 in 2012 and $7,608 in 2013, leaving a shortfall of $552,828 as at December 31, 2013. Accordingly, effective December 31, 2013, the Company recorded (in other expense and current liabilities) a $400,000 provision for the estimated cost to indemnify flow-through share subscribers for their expected personal income tax reassessments by Canada Revenue Agency ("CRA") and Revenu Québec ("RQ"), attributable to each subscriber's proportionate share of the shortfall. The indemnifications are provided for in the underlying subscription agreements for the private placements. The governmental audit/reassessment process may be lengthy; therefore, it may be several months or longer before the Company's final liability is exigible.

The Company made the following assumptions in estimating its subscriber indemnification provision:

- Ontario subscribers have a combined personal income tax rate of 47.97% and are eligible for both the federal 15% and provincial 5% investment tax credits;
- Quebec subscribers have a combined personal income tax rate of 48.22% and are eligible for the federal 15% investment tax credit and the 150% CEE "super-allowance";
- Of the $552,828 shortfall, $73,329 applies to Ontario subscribers and $479,499 applies to Quebec subscribers; and
- Subscribers will be assessed one year's interest on reassessed amounts.

The Company has also accrued in trade and other payables, the estimated Federal Part XII.6 tax and similar Quebec tax for 2013 and prior years of approximately $100,000.

The Company believes that it has incurred sufficient qualifying expenditures to satisfy its December 31, 2011 and prior flow-through share commitments in respect of Ontario and Quebec subscribers, though such expenditures and the Company's related tax returns are subject to potential audit and reassessment by CRA/RQ. The Company has agreed to indemnify the subscribers of those flow-through shares for tax-related amounts that become payable by them, if the Company fails to meet it expenditure commitments.

The Company does not currently have the financial resources to pay the combined estimate of approximately $500,000 of amounts accrued to the CRA/RQ and to its flow-through share subscribers as at March 31, 2014. See MD&A section "B) Overview and Continuance of Operations" (page 1) for information about the Company's ability to continue its operations. See also MD&A section "K) Liquidity and Capital Resources" (page 17) for details of the Company's "Forward-looking Strategy".

G) EXPLORATION AND EVALUATION ASSETS:

Description of Properties

During the three months ended March 31, 2014, the Company did not acquire or write-off any mineral property interests. Below is a summary of the Company's five unimpaired exploration properties as at March 31, 2014.

Properties	Year Acquired	Current Mineral Tenure	# of Claims/ Leases
Larose, Ontario	2011	Claims; 100% interest (under option to a third party until April 2, 2014)	16
Total Ontario properties			16
Verneuil, Quebec			
Verneuil Central	2011	Claims; 70% undivided working interest	22
Verneuil West	2011	Claims; 100% interest	20
Verneuil East	2011	Claims; 100% interest	9
			51
Vent d'Or, Quebec	2013	Claims, under option to the Company which may earn a 100% interest	29
Total Quebec properties			80
Total properties			96

Accounting for Mineral Property Agreements With Other Parties

A portion of the Company's activities is conducted jointly with other parties wherein the Company enters into agreements that provide for specified percentage interests in mineral properties. Once the parties have earned their respective interests and undertake to conduct further acquisition, exploration or development through a joint venture or other legal arrangement, the Company determines the proper accounting treatment for its continued interest in the mineral property.

Where the property is subject to the shared joint control of the parties (i.e. unanimous consent is required to make decisions), the Company discloses this relationship as a joint arrangement. A joint arrangement may be either a joint operation or a joint venture. In a joint operation, the parties ("joint operators") have rights to the assets, and obligations for the liabilities, relating to the arrangement. As such, each joint operator records its share of any assets, liabilities, revenues and expenses of the joint operation. In a joint venture, the parties ("joint venturers") have rights to the net assets of the arrangement. Joint ventures are accounted for using the equity method.

Where shared joint control is not present, the Company discloses this relationship as being one of "undivided working interests" and instead recognizes its assets, liabilities, revenue and expenses and/or its relative shares thereof related to the property.

In either case, costs incurred during earn-in periods remain capitalized and are added to amounts recorded thereafter, subject to any overriding impairment tests. The Company currently has no joint arrangements and one undivided working interest.

G) EXPLORATION AND EVALUATION ASSETS (Continued):

Description of Properties (Continued)

A continuity schedule of the Company's exploration and evaluation (E&E) assets for the year ended December 31, 2013 and the three months ended March 31, 2014 follows.

	Balance, January 1, 2013	Expenditures for year-ended December 31, 2013	Write-offs for year-ended December 31, 2013 *	Balance, December 31, 2013	Expenditures for three months ended March 31, 2014	Balance, March 31, 2014
Acquisition costs						
Venton Lake, ON	$ 191,786	$ -	$ (191,786)	$ -	$ -	$ -
Larose, ON	100,028	5,000	-	105,028	-	105,028
Verneuil, QC						
Verneuil Central	137,372	-	-	137,372	-	137,372
Verneuil West	93,926	-	-	93,926	-	93,926
Verneuil East	65,615	-	-	65,615	-	65,615
Guyenne, QC	62,675	-	(62,675)	-	-	-
Vent d'Or, QC	-	35,590	-	35,590	1,635	37,225
Morris Lake, NT	5	-	(5)	-	-	-
Total properties	651,407	40,590	(254,466)	437,531	1,635	439,166
Deferred exploration expenditures						
Venton Lake, ON	85,654	-	(85,654)	-	-	-
Larose, ON	179	-	-	179	-	179
Verneuil, QC						
Verneuil Central	732,840	2,349	-	735,189	-	735,189
Verneuil West	411,949	1,000	-	412,949	-	412,949
Verneuil East	118,456	-	-	118,456	-	118,456
Guyenne, QC	361,352	3,330	(364,682)	-	-	-
Vent d'Or, QC	-	929	-	929	-	929
Morris Lake, NT	1	-	(1)	-	-	-
Total properties	1,710,431	7,608	(450,337)	1,267,702	-	1,267,702
Total expenditures						
Venton Lake, ON	277,440	-	(277,440)	-	-	-
Larose, ON	100,207	5,000	-	105,207	-	105,207
Verneuil, QC						
Verneuil Central	870,212	2,349	-	872,561	-	872,561
Verneuil West	505,875	1,000	-	506,875	-	506,875
Verneuil East	184,071	-	-	184,071	-	184,071
Guyenne, QC	424,027	3,330	(427,357)	-	-	-
Vent d'Or, QC	-	36,519	-	36,519	1,635	38,154
Morris Lake, NT	6	-	(6)	-	-	-
Total properties	$ 2,361,838	$ 48,198	$ (704,803)	$ 1,705,233	$ 1,635	$ 1,706,868

ON = Ontario; QC = Quebec; NT = Northwest Territories

* = due to impairment

Information about the Company's individual properties follows. This includes five unimpaired and two impaired properties.

G) EXPLORATION AND EVALUATION ASSETS (Continued):

Description of Properties (Continued)

The carrying values of the Company's unimpaired E&E assets as at March 31, 2014 are comprised of the following amounts:

Composition of Carrying Value of E&E Assets	Larose, ON	Verneuil Central, QC	Verneuil West, QC	Verneuil East, QC	Vent D'Or QC	Totals
Acquisition costs						
Option payments - cash	$ -	$ -	$ 30,000	$ 20,000	$ 15,000	$ 65,000
Option payments – shares (i)	80,000	120,000	60,000	43,000	18,000	321,000
Legal and other	11,528	17,372	3,926	2,615	4,225	39,666
Advance royalty payments (ii)	30,000	-	-	-	-	30,000
Option payments received	(16,500)	-	-	-	-	(16,500)
	105,028	137,372	93,926	65,615	37,225	439,166
Deferred exploration expenditures						
Geology and other fees	-	150,114	28,200	-	825	179,139
Management fees – related party	-	27,157	5,000	-	-	32,157
Line cutting	-	71,037	-	-	-	71,037
IP/mag survey	-	84,106	-	-	-	84,106
Prospecting and stripping	-	134,564	25,068	-	-	159,632
Field labour and supplies	-	14,852	256	-	-	15,108
Drilling	-	447,261	127,929	-	-	525,190
Rentals	-	26,027	-	-	-	26,027
Core storage and transport	-	17,464	-	-	-	17,464
Assays and samples	-	140,484	11,737	-	13	152,234
Miscellaneous	179	44,608	10,730	-	91	55,608
Allocations between properties	-	(322,485)	204,029	118,456	-	-
Recoveries from exploration partner	-	(100,000)	-	-	-	(100,000)
	179	735,189	412,949	118,456	929	1,267,702
Closing balance – March 31, 2014	$ 105,207	$ 872,561	$ 506,875	$ 184,071	$ 38,154	$ 1,706,868

Comments:

(i) = The values assigned to common shares issued by the Company were based on the closing share price on the respective dates of issuance, as follows:

	Larose, ON	Verneuil Central, QC	Verneuil West, QC	Verneuil East, QC	Vent D'Or QC	Total
Date of issuance	June 28, 2011	June 28, 2011	June 29, 2011	July 20, 2011	March 21, 2013	
Common shares issued	400,000	600,000	300,000	200,000	400,000	1,900,000
Price per share	$0.20	$0.20	$0.20	$0.215	$0.045	

(ii) = Made pursuant to an existing 3% NSR.

G) EXPLORATION AND EVALUATION ASSETS (Continued):

i) Venton Lake (Impaired)

On April 12, 2011, the Company signed a letter agreement in which it was granted an option to earn a 100% undivided interest in 13 mining claims located near Thunder Bay, Ontario known as “Venton Lake”. The agreement provided that the Company (as optionee) would earn a 100% interest in the property by making an initial $75,000 cash payment followed by three additional annual cash payments of $75,000 each from the “Effective Date” (of the transaction) which is defined as the date the TSX-V approves the transaction plus 10 days. Each respective cash payment was to be accompanied by the issuance of the Company’s common shares to the optionor, as follows – 150,000 shares (initial), 50,000 shares (after the first year), 50,000 shares (after the second year) and 100,000 shares (after the third year), for a total of 350,000 shares.

The TSX-V approved the Venton Lake transaction on April 26, 2011 and the transaction closed on September 19, 2011.

The initial (2011) and first annual (2012) option payments of cash and shares were completed by the Company. In 2013, the Company did not make its second annual option payment and was unsuccessful in its attempts to renegotiate its option agreement under more favourable terms. On December 18, 2013, the optionor informed the Company that the option was being terminated.

Effective December 31, 2013, the Company recorded a $277,440 write-off of the Venton Lake property.

ii) Verneuil and Larose

On May 10, 2011, the Company signed a property sale agreement with Freewest Resources Canada Inc. (“Freewest”), a wholly owned subsidiary of Cliffs Natural Resources Inc. (NYSE: CLF), in which it agreed to acquire a 70% undivided working interest in the Verneuil property (“Verneuil Central”) and a 100% undivided interest in the Larose property (“Larose”), in exchange for a combined share-based payment of 1,000,000 common shares (recorded at the $200,000 fair value, allocated 60% to Verneuil Central and 40% to Larose) and a 0.5% NSR on each property.

Verneuil Central is comprised of 22 claims in Verneuil Township in the Abitibi region of Quebec. The other 30% interest in Verneuil Central is held by Golden Tag Resources Ltd. (“Golden Tag”). Larose is comprised of 16 claims in Moss Township in Northwestern Ontario. Verneuil Central is subject to an existing 1% NSR and Larose to an existing 3% NSR. The NSR's described herein apply to all minerals in perpetuity.

On June 7, 2011, the Company signed a letter agreement with other parties in which it agreed to acquire “Verneuil East”, a 100% undivided interest in 9 mining claims located immediately east of Verneuil Central, in exchange for cash of $20,000 (paid), a share-based payment of 200,000 common shares (issued and recorded at the $43,000 fair value) and a 2% NSR in perpetuity. The Company may re-purchase half of the 2% NSR for $1,000,000 at any time.

On June 13, 2011, the Company signed a letter agreement with other parties in which it agreed to acquire “Verneuil West”, a 100% undivided interest in 20 mining claims located immediately west of Verneuil Central, in exchange for cash of $30,000 (paid), a share-based payment of 300,000 common shares (issued) and 150,000 warrants (issued, exercisable at a price of $0.30 for 2 years), and a 2% NSR in perpetuity.

G) EXPLORATION AND EVALUATION ASSETS (Continued):

Description of Properties (Continued)

ii) Verneuil and Larose (Continued)

The Company may re-purchase half of the 2% NSR for $1,000,000 at any time.

The TSX-V approved the Verneuil/Larose transaction on May 27, 2011 and the Verneuil East and West transactions on June 21, 2011. These three transactions closed on June 28, July 20 and June 29, 2011, respectively.

The Company and Golden Tag agreed that Golden Tag was not required to contribute financially towards deferred exploration expenditures incurred on the Verneuil Central property prior to January 1, 2012. For the year ended December 31, 2012, the parties further agreed that Golden Tag's share of the Verneuil Central exploration expenditures was $100,000. As at December 31, 2012, this amount had been received and was therefore recorded as a reduction of deferred exploration expenditures (i.e. included in the $14,011 net deferred exploration expenditure for Verneuil Central in the continuity schedule for 2012).

On December 8, 2011, the Company entered into an option agreement with Golden Share Mining Corporation ("Golden Share") whereby Golden Share may earn up to a 50% interest in the Larose property. Under the terms of the agreement, Golden Share agreed to issue: (i) 100,000 shares to the Company on the later of execution of the agreement and TSX-V approval (received with an assigned value of $8,500) and (ii) an additional 100,000 shares on the first anniversary date of the agreement (received with an assigned value of $3,000 on December 13, 2012). Golden Share also agreed to spend $200,000 in the first year of the agreement on exploration of the property (completed) plus another $150,000 in each of years two and three of the agreement. The parties agreed that at the time they become 50/50 owners in the property, they would enter into a joint venture agreement with Golden Share as the operator.

On December 18, 2012, the parties amended the December 8, 2011 option agreement to allow Golden Share to extend the second year commitment by one year (i.e. to December 8, 2014), and move the third year commitment into a fourth year (i.e. which ends on December 8, 2015). Golden Share also agreed to pay $5,000 of a June 2013 $10,000 advance royalty payment (both completed), which the Company is responsible for.

On April 2, 2014, Golden Share informed the Company that it was terminating the Larose option (see Note 3b) that the Company had granted to it.

iii) Guyenne (Impaired)

On August 29, 2012, the Company entered into an option agreement with Globex Mining Enterprises Inc. (TSX:GMX, hereafter "Globex") to earn a 50% interest in the 7 claims known as the Guyenne Property. The claims are situated approximately 40 kilometres northwest of Amos, Quebec, which is northwest of Val-d'Or in the Abitibi Mining District.

Under the terms of the option agreement, the Company agreed to pay a total of $105,000 cash and issue 550,000 common shares to Globex as follows – (i) an initial payment of $20,000 and 150,000 shares, representing the minimum commitment (completed), (ii) $25,000 and 150,000 shares on or before the first anniversary date, and (iii) $60,000 and 250,000 shares on or before the second anniversary date. In addition, the Company agreed to spend a minimum of $1,500,000 exploring the claims, as follows – $250,000 in the first year (completed), $250,000 in the second year, and $1,000,000 in the third year.

G) EXPLORATION AND EVALUATION ASSETS (Continued):

Description of Properties (Continued)

iii) Guyenne (Impaired, Continued)

The TSX-V approved the Guyenne transaction on September 18, 2012. The transaction closed on September 19, 2012. The Company also agreed to issue 100,000 common shares as a finder's fee on the closing of the option agreement. These shares were issued on October 3, 2012 at an assigned value of $10,500.

After reviewing exploration results, the Company informed Globex on August 7, 2013 that it was terminating the option. Effective June 30, 2013, the Company recorded a $427,357 write-off of the Guyenne property.

iv) Vent d'Or

On March 4, 2013, the Company entered into an option agreement to earn a 100% undivided interest in the Vent d'Or Property. Vent d'Or, which consisted of 44 mineral claims (reduced to 29 claims as at December 31, 2013), is located southwest of the town of Chibougamau in the Druillettes and Hazur Townships in Central Quebec.

Under the terms of the option agreement, the Company will pay a total of $90,000 cash and issue 1,000,000 common shares to the optionor as follows – (i) an initial payment of $15,000 (paid) and 400,000 shares (issued and recorded at the $18,000 fair value); (ii) $30,000 and 300,000 common shares on or before June 1, 2014; and (iii) $45,000 and 300,000 common shares on or before June 1, 2015. In addition, the Company has agreed to grant a 2% NSR royalty to the optionor. The Company may acquire 50% of the NSR by making a payment of $1,000,000. The TSX-V approved the Vent d'Or transaction on March 18, 2013 and the transaction closed on March 25, 2013.

v) Exploration Commitments

The Company has $87,181 of short-term exploration commitments in order to keep all of the underlying mineral claims in good standing with governmental authorities, as follows:

Vent D'Or	– a $547 rental payment by June 22, 2014
	– a $5,034 payment in lieu of work by July 12, 2014 (renewal of 5 claims)
	– a $9,600 payment in lieu of work by August 22, 2014 (renewal of 10 claims)
Vernueil	– $61,000 of qualifying work due on July 30, 2014 (renewal of 9 claims)
Larose	– $11,000 payment in lieu by September 13, 2014 (renewal of 2 claims)

Management believes that the Company has conducted sufficient exploration work to cover the $61,000 of work commitments on the Verneuil claims, however, the Company will likely need to apply for a filing extension and then prepare and file supporting documentation with governmental authorities. For any of the short-term commitments above, if the Company fails to make the necessary payments in lieu of work and file the appropriate documentation on a timely basis, it could lose the legal right to explore the underlying claims.

G) EXPLORATION AND EVALUATION ASSETS (Continued):

v) Exploration Commitments (Continued)

Quebec Exploration Activities

HISTORICAL INFORMATION – VERNEUIL

In the early 1990's, Freewest Resources Canada Inc. estimated, based on 10 drill holes intersecting the Toussaint Shear Zone (TSZ), historical gold reserves of approximately 188,000 tonnes with an average grade of 7.1 g/t Au. *(A qualified person has not done sufficient work to classify the historical estimate as current mineral resources; the Company is not treating the historical estimate as current mineral resources and the historical estimate should not be relied upon.)*

From 1991 to 1995, Freewest carried out a series of extensive exploration programs resulting in the discovery of several gold-bearing shear zones. These programs consisted of prospecting, geophysics, trenching and diamond drilling. Six mineralized zones were uncovered by trenching with several significant gold values. Freewest completed a series of 35 diamond drill holes intersecting the TSZ. The results and location of these zones are posted on the Company's website.

2011 SUMMER EXPLORATION PROGRAM – VERNEUIL

In June 2011, the Company commenced a summer exploration program on its newly acquired Verneuil properties (Central, East and West) situated in Verneuil Township in the Abitibi area of Quebec. The purpose of the program at Verneuil was to generate new exploration targets. The program included line cutting, followed by geological and geophysical surveys, stripping, trenching and channel sampling and finally diamond drilling. Assay results for the Company's Verneuil summer exploration program were presented in the Company's September 13, 2011 and November 15, 2011 press releases, copies of which may be found on the Company's website.

2011 FALL-WINTER EXPLORATION PROGRAM – VERNEUIL

On October 28, 2011, the Company commenced a planned 4500 m, 25-hole fall-winter drilling program at Verneuil. On February 14, 2012, the Company announced that it had completed this drilling program distributed between 20 new drill holes and 2 holes from previous programs that were deepened. The objective of the Company's fall-winter program was to verify certain new exploration targets revealed by its summer 2011 induced polarization (IP) survey, and to expand and better define the structure of the Toussaint mineralized zone. Sampling of drill core was completed by mid-January 2012 and most of the assay results were received by the end of February.

As explained in the Company's MD&A for the year ended December 31, 2011, over 500 samples were submitted in Q1-2012 for re-assay by metallic sieve method (SCR) due to the coarse-gold nature of the mineralization as observed in several places. The Company received these re-assays in Q2-2012 and disclosed the assay results in a press release dated June 26, 2012. The Company confirmed that the original assay and the re-assay results were mutually consistent. Several instances were also noted where the gold content increased significantly under SCR when compared to the original atomic absorption spectroscopy (AAS) method.

G) EXPLORATION AND EVALUATION ASSETS (Continued):

Quebec Exploration Activities (Continued)

2012 FALL EXPLORATION PROGRAM – VERNEUIL WEST

On November 20, 2012, the Company announced that it had commenced a 1000 m, 7-hole, exploratory drill program on its wholly owned Verneuil West claim group. The purpose of this program was to explore the area west of the known Toussaint gold zone. This area had only seen limited exploration in the past.

The 2012 fall exploration drill program was completed prior to December 31, 2012 at a cost of approximately $208,000. On February 13, 2013, the Company announced that this work had produced no significant assay results. The Company plans to perform data compilation of the three Verneuil properties in 2014, with a view to developing a follow-up exploration program for 2015.

2015 EXPLORATION PROGRAM – VENT D'OR

A program of line-cutting, geophysical surveys (electromagnetic and magnetometer), plus geological mapping and prospecting is planned for the first phase. The second phase of exploration would consist of mechanical trenching and diamond drilling. Some advanced planning may be undertaken in 2014.

QUALIFIED PERSON

Mr. Pierre Poisson, P.Geo., is the Company's independent "Qualified Person" for its Quebec properties, as that term is defined in NI 43-101, and he has reviewed and approved the technical disclosures in this MD&A. In July and December 2012, Mr. Poisson's company, Muroc Inc., produced two detailed studies of the work completed to date on the Quebec properties along with recommendations for follow-up exploration. The Company's management is currently assessing these recommendations.

Ontario Exploration Activities

PREVIOUSLY OPTIONED PROPERTY – LAROSE

The Company is presently seeking a new exploration partner for this property.

Mineral Properties Advisory Committee

The Company identifies new exploration properties for acquisition through its Property Advisory Committee, whose members are presently Messrs Mackenzie Watson (Committee Chairman), and Rejean Gosselin and John Hansuld. These members are investors of the Company, and are experienced and successful prospectors/geologists who are well known in the Canadian mining industry. In exchange for their participation on the Committee, these members periodically receive stock options. Background information on the members is presented on the Company's website.

H) SELECTED FINANCIAL INFORMATION:

Selected financial information, prepared in accordance with IFRS, is as follows:

Financial results for period/year	Three months ended March 31, 2014	Year ended December 31, 2013	Three Months ended March 31, 2013
Additions to E&E assets - acquisition	$ 1,635	$ 40,590	$ 35,590
Additions to E&E assets - exploration	-	7,608	2,230
Write-offs of E&E assets	-	(704,803)	(6)
Net increase (decrease) in E&E assets	1,635	(656,605)	37,814
Stock-based compensation	-	17,000	2,000
Deferred income tax (recovery)	-	(165,000)	-
Net loss and comprehensive loss	(64,976)	(1,272,513)	(130,221)
Basic and diluted loss per share	(0.001)	(0.016)	(0.002)
Dividends paid	-	-	-

Financial position as at	March 31, 2014	December 31, 2013	March 31, 2013
Working capital (deficiency)	$ (714,642)	$ (652,081)	$ (185,340)
E&E Assets	1,706,868	1,705,233	2,399,652
Total assets	1,710,993	1,724,472	2,584,271
Deferred income tax asset/liability	-	-	-
Share capital and reserve	9,805,203	9,805,203	9,931,840
Deficit	(8,812,744)	(8,747,768)	(7,711,295)

I) QUARTERLY RESULTS:

Summarized quarterly results for the Company for the past eight quarters, prepared under IFRS, are as follows:

Quarter ended	March 31, 2014 (Q1)	December 31, 2013 (Q4)	September 30, 2013 (Q3)	June 30, 2013 (Q2)
Additions to E&E assets (a)	$ 1,635	$ -	$ 3,278	$ 7,100
Deferred income tax (recovery)	-	(163,700)	-	(1,300)
Net loss	(64,976)	(606,099)	(76,276)	(459,917)
Basic and diluted loss per share	(0.001)	(0.007)	(0.001)	(0.006)

Quarter ended	March 31, 2013 (Q1)	December 31, 2012 (Q4)	September 30, 2012 (Q3)	June 30, 2012 (Q2)
Additions to E&E assets (a)	$ 37,820	$ 528,176	$ 129,133	$ 118,737
Deferred income tax (recovery)	-	20,000	-	-
Net loss	(130,221)	(159,613)	(72,865)	(106,476)
Basic and diluted loss per share	(0.002)	(0.002)	(0.001)	(0.002)

(a) Net of recoveries, but excluding write-downs (see below)

I) QUARTERLY RESULTS (Continued):

The Company is involved in mineral exploration and has no operating revenues. The fluctuations in the quarterly loss are mainly due to the normal timing of expenditures, however, certain additional non-cash items may also have a significant impact. Examples include share-based compensation expense, write-downs of exploration and evaluation assets, indemnification provisions and deferred income tax provisions.

Share-based compensation expense was recorded in the following quarterly periods: Q2-2013 – $15,000; Q1-2013 – $2,000; Q4-2012 – $4,000; Q2-2012 – $6,000.

Write-offs of exploration and evaluation assets were recorded in the following quarterly periods: Q4-2013 – $277,440 (Venton Lake); Q2-2013 – $427,357 (Guyenne); as further explained in MD&A section "G) Exploration and Evaluation Assets".

In Q4-2013, a $400,000 flow-through share subscriber indemnification provision was recorded in other expense – see MD&A section "F) Flow-through Shares – Commitments, Contingencies & Subscriber Indemnifications" (page 5).

Income tax (recovery) for each quarter is also disclosed above. In Q4-2013, the Company recorded a $96,000 tax benefit of capital losses applied and a $67,700 flow-through share premium adjustment, for a total $163,700 deferred tax recovery. Tax provisions recorded in Q2-2013 ($1,300 flow-through share adjustment) and Q4-2012 ($20,000 expense) represented smaller quarterly deferred tax adjustments.

J) RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2014:

Net Loss

Net loss of $64,976 for Q1-2014 was $65,245 (50%) lower than the Q1-2013 net loss of $130,221. The $65,245 decrease in the quarterly net loss was due to: i) a decrease in operating expenses of $63,937; plus ii) a decrease in other expense of $1,308; as outlined below.

Total Expenses and Operating Loss

Total expenses and operating loss of $63,278 in Q1-2014 was $63,937 (50%) lower than the Q1-2013 total expenses and operating loss of $127,215. The decrease in total expenses and operating loss is further explained below:

Components of expenses, under IFRS		% change	Three months ended March 31, 2014	Three months ended March 31, 2013	Increase (decrease) in expense
Management fees	a)	- 31	$ 30,052	$ 43,373	$ (13,321)
Professional and regulatory fees	b)	- 66	16,660	48,729	(32,069)
Investor relations	c)	- 100	-	15,000	(15,000)
Office and administration	d)	- 7	15,266	16,447	(1,181)
Depreciation		-	250	250	-
Claims management		-	1,050	1,050	-
Investigation of new properties		- 100	-	366	(366)
Sub-totals before share-based compensation		- 49	(63,278)	(125,215)	(61,937)
Share-based compensation	e)	- 100	-	2,000	(2,000)
Total expenses and operating loss		- 50	$ (63,278)	$ (127,215)	$ (63,937)

J) RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2014 (Continued):

Total Expenses and Operating Loss (Continued)

Some key explanations follow:

a) A reduction of management fees in Q1-2014 of $13,321. This reduction was attributable to lower fees charged by the CFO's company in 2014.
b) A reduction of audit fees in Q1-2014 of $12,340 (to $6,460) and a reduction of legal and regulatory fees in Q1-2014 of $19,729 (to $10,200), reflecting lower general corporate activity levels. The higher audit fees in Q1-2013 was due to an underaccrual in Q4-2012.
c) A reduction in investor relations expenses of $15,000 ($Nil in Q1-2014 vs. $15,000 in Q1-2013); this was a temporary program applied in 2013 only.
d) A reduction in office and administration expense in Q1-2014 of $1,181 – due to the following items:
    - a reduction of rent from related parties of $3,000 ($2,250 in Q1-2014 vs. $5,250 in Q1-2013);
    - an increase in AGM costs of $4,000 ($4,000 in Q1-2014 vs. $Nil in Q1-2013); and
    - a reduction in other administrative expenses of $2,181 ($9,016 in Q1-2014 vs. $11,197 in Q1-2013).
e) N/A in Q1-2014. Options granted to an officer in Q1-2013 were 50,000 ($2,000 compensation value).

Other Expense

Other expense of $1,698 in Q1-2014 was $1,308 (44%) lower than Q1-2013 other expense of $3,006. The decrease in other expense is further explained below:

Components of other (expense) income, under IFRS		% change	Three months ended March 31, 2014	Three months ended March 31, 2013	$ Increase (decrease) in expense
Unrealized loss on investment	f)	- 100	$ -	$ (3,000)	$ (3,000)
Loss on sale of investment	g)	+ 100	(1,698)	-	1,698
Sub-totals before the following		- 43	(1,698)	(3,000)	(1,302)
Write-off of E&E assets		- 100	-	(6)	(6)
Other (expense) income		- 44	$ (1,698)	$ (3,006)	$ (1,308)

Some key explanations follow:

f) N/A in Q1-2014. Unrealized write-down of held-for-trading investment $3,000 in Q1-2013.
g) N/A in Q1-2013. Sale of unquoted equity investment in Q1-2014 for gross proceeds of $2,102, less carrying value of $3,800.

K) LIQUIDITY AND CAPITAL RESOURCES:

Liquidity

The Company has available cash and working capital resources as outlined below. The Company also had, until December 30, 2013, an active flow-through share expenditure commitment to be satisfied from available resources. On December 31, 2013, the commitment was converted into an actual liability.

Under IFRS, as at	March 31, 2014	December 31, 2013	March 31, 2013
Cash	$ 151	$ 6,733	$ 145,275
Working capital deficiency	(1) (714,642)	(1) (652,081)	(185,340)
Flow-through expenditure commitment	-	-	558,000

(1) Includes effect of $400,000 flow-through share subscriber indemnification accrual.

Forward-looking Strategy

Management has identified that the Company's strategy for 2014 will be to attempt to raise additional capital of approximately $500,000 through private placements of common shares and investor warrants, in order to fund, on a balanced basis, existing exploration commitments, property option and other payments, share issue costs, Part XII.6 tax and related liabilities, operating activities and the replenishment of working capital.

The Company's planned 2014 funding does not presently include providing for the $400,000 flow-through share subscriber indemnification accrual, which is expected to take an extended period of several months to a year, or possibly longer, to move through the CRA/RQ audit process.

Given the current weakened state of the capital markets and the lower price of gold, the Company may not be able to exercise its desired strategy for 2014, as was the case in 2013. This could lead to, for example, the Company recording additional write-offs of E&E assets, which can no longer be supported financially. Alternatively, the Company could attempt to renegotiate an extension for a property option agreement (e.g. Vent D'Or). In addition, the replenishment of working capital may take longer than planned.

It is also possible for the Company to raise additional monies through warrant and option exercises, if the price of its publicly traded common shares improves significantly. In this case, less funds would need to be raised through private placements. This scenario is presently judged to be unlikely by the Company's management.

The Company could also seek to use additional share-based payments to settle debts, as it did successfully in 2013 to the extent of eliminating $99,693 of debt (discussed later in this section).

The Company will likely require additional private placements of common shares and warrants in the second half of 2014 or in the first-half of 2015, in order to successfully finance its objectives for the next twelve months. Potential investors may not be receptive to subscribing for new issuances of the Company's flow-through units due to the current indemnification problem. Accordingly, the Company may be forced to issue new units strictly on a non-flow-through basis until such time as investor confidence has been restored.

K) LIQUIDITY AND CAPITAL RESOURCES (Continued):

Capital Resources

Shares Issued to Acquire Assets

Details of common shares issued by the Company to acquire exploration and evaluation assets, are disclosed in MD&A section "G) Exploration and Evaluation Assets" (pages 8-11).

Net Capital Resources Raised

During the year ended December 31, 2013, the Company raised total capital resources of $Nil (2012 – $691,217) from private placements and common share purchase warrant/option exercises. This amount is net of issue costs paid/payable in cash (but excludes the effect of other warrants issued and recorded as transaction costs, and also deferred tax benefits). Further details follow.

Private Placements

The Company participates in capital resource transactions with investors and others to raise funds for exploration and working capital purposes. This may include private placements and exercises of share purchase warrants and stock options.

On October 26/31, 2012, the Company completed a first non-brokered private placement of 656,000 units at a price of $0.60 each for total gross proceeds of $393,600. Each unit consisted of four flow-through and one non-flow-through common shares and two and one-half common share purchase warrants, each whole warrant entitling the holder to purchase one additional non-flow-through common share at a price of $0.17 per share for a period of 24 months from the closing of the offering. The 3,280,000 common shares and 1,640,000 investor warrants issued were subject to a 4-month restricted period.

Of the common shares issued in this first 2012 private placement, 2,624,000 (i.e. 80% representing gross proceeds of $314,880) were flow-through shares. Issue costs were $42,753 and 212,100 broker warrants were also issued in connection with this offering. The $8,000 value assigned to these broker warrants was calculated using the Black-Scholes pricing model, and recorded as a transaction cost reducing both share capital and deficit.

On December 31, 2012, the Company completed a second non-brokered private placement of 525,000 units at a price of $0.60 each for total gross proceeds of $315,000. Each unit consisted of four flow-through and one non-flow-through common shares and two and one-half common share purchase warrants, each whole warrant entitling the holder to purchase one additional non-flow-through common share at a price of $0.17 per share for a period of 24 months from the closing of the offering. The 2,625,000 common shares and 1,312,500 investor warrants issued were subject to a 4-month restricted period.

Of the common shares issued in this second private placement, 2,100,000 (i.e. 80% representing gross proceeds of $252,000) were flow-through shares. Issue costs were $33,430 and 183,750 broker warrants were also issued in connection with this offering. The $9,000 value assigned to these broker warrants was calculated using the Black-Scholes pricing model, and recorded as a transaction cost reducing both share capital and deficit.

The combined total gross proceeds in 2012 for flow-through shares was $566,880 (i.e. $314,880 + $252,000). The information for 2012 is presented herein to provide support for the information disclosed in MD&A section "F} Flow-through Shares – Commitments, Contingencies & Subscriber Indemnifications" (page 5).

K) LIQUIDITY AND CAPITAL RESOURCES (Continued):

Capital Resources (Continued)

Private Placements (Continued)

On December 31, 2012, the Company completed a third non-brokered private placement of 500,000 units at a price of $0.10 each for total proceeds of $50,000. Each unit consisted of one non-flow-through common share and one common share purchase warrant, each warrant entitling the holder to purchase one additional non-flow-through common share at a price of $0.15 per share for a period of 24 months from the closing of the offering. The 500,000 common shares and 500,000 investor warrants issued were subject to a 4-month restricted period.

There were no private placements during the three months ended March 31, 2014.

Debt Settlements

On June 21, 2013, the Company announced that it had agreed to settle an aggregate amount of $99,693 of debt owed to three suppliers, through the issuance of 1,993,860 units at an assigned value of $0.05 per unit (in accordance with TSX-V minimum pricing requirements). Each unit consisted of one common share plus one-half of one common share purchase warrant, for a total of 1,993,860 common shares and 996,930 warrants. Each full warrant entitles the holder to acquire one common share of the Company at a price of $0.10 for a period of 24 months from the date of closing.

On June 30, 2013, the Company recorded a reduction of trade and other payables of $99,693, an increase in equity of $60,182 (representing the fair value of the securities to be issued), and a gain on debt settlements of $39,511. The $60,182 value was determined using a trading price of $0.025 per common share (total $49,847), and an estimated fair value of warrants issued of approximately $0.0104 each (total $10,335). Weighted-average Black-Scholes assumptions used for valuing these warrants were as follows: expected dividend yield – 0%; expected volatility – 135%; risk-free interest rate – 1.13%; expected life – 2.0 years.

The TSX-V approved the debt settlement transactions on July 2, 2013. The Company issued the applicable securities on July 5, 2013, at which time it transferred $60,182 from securities to be issued to share capital.

There were no debt settlements during the three months ended March 31, 2014.

Warrants Exercised

No warrants were exercised during the three months ended March 31, 2014.

Warrants Expired

The aggregate issue date fair value of the 24,701,501 (2012 – 4,091,500) warrants expiring during the year ended December 31, 2013 was $718,000 (2012 – $72,000).

No warrants expired during the three months ended March 31, 2014.

K) LIQUIDITY AND CAPITAL RESOURCES (Continued):

Capital Resources (Continued)

Stock Options Granted

On February 7, 2013, the Company granted 50,000 options to an officer. The new options, which vested immediately, have a five-year term and an exercise price of $0.12 each. On May 1, 2013, the Company granted an aggregate total of 900,000 options to directors, officers and a consultant. These options, which vested immediately, have a five-year term and an exercise price of at $0.10 each.

No options were granted during the three months ended March 31, 2014.

Stock Options Exercised

No options were exercised during the three months ended March 31, 2014.

Stock Options Expired

On January 8, 2013, 50,000 options expired unexercised. The grant date fair value of these options was $5,000. On April 9, 2013, an aggregate total of 550,000 options expired unexercised. The grant date fair value of these options was $45,833. On September 12, 2013, 100,000 options expired unexercised. The grant date fair value of these options was $5,000. On July 29, 2013, 450,000 options expired unexercised due to the resignation of a director. The aggregate grant date fair value of these options was $54,986. The aggregate grant date fair value of all options expiring in 2013 was $110,819 (2012 – $47,335).

No options expired during the three months ended March 31, 2014.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet financing arrangements.

K) LIQUIDITY AND CAPITAL RESOURCES (Continued):

Capital Resources (Continued)

Recent Private Placement of Convertible Debentures

On April 15, 2014, the Company commenced a private placement for a maximum of $150,000 of 10% unsecured convertible debentures (the "Debentures"). The Debentures bear interest at the rate of 10% per annum which interest will accrue and be paid on the June 30, 2015 maturity date. The Debentures will be issued with principal in denominations of $1,000 and multiples thereof.

The Debentures (plus any unpaid and accrued interest) are convertible, at the option of the holder, into units (each a "Unit") at a conversion price (the "Conversion Price") of $0.01 per Unit over the term of the Debenture, subject to the TSX-V minimum pricing requirement of $0.05 for the first 12 months and $0.10 thereafter until maturity. In the event of a share consolidation by the Company, the Conversion Price will be adjusted proportionately, though it will still be subject to the same $0.05 and $0.10 TSX-V minimum pricing requirements on a post-consolidation basis.

Each Unit will consist of one common share and one common share purchase warrant. Each warrant will entitle the holder to acquire one common share of the Company at the Conversion Price for a period of 36 months from the date of issuance of the warrant.

Assuming that: i) the Company closes $150,000 of the Debentures, ii) this amount is subsequently converted by the holders at a $0.05 conversion price, and iii) there is no share consolidation, this would result in the issuance of 3,000,000 Units, representing the equivalent of 3,000,000 common shares and 3,000,000 warrants (or a combined potential 6,000,000 common shares if all the warrants were subsequently exercised).

The TSX-V conditionally approved this transaction on April 16, 2014. The TSX-V's final approval is subject to the Company meeting its documentation filing requirements on or before May 19, 2014 (extended to June 26, 2014). The TSX-V, in its discretion, may refuse to provide final acceptance in regard to the subscription of one or more subscribers.

As at May 30, 2014, the Company had closed a total of $47,500 of the Debentures, including $10,000 with a related party. The Company is continuing its efforts to close additional debentures through this private placement.

L) SHARE DATA:

The Company's share data as at March 31, 2014 with a roll-forward to May 30, 2014, the date of this MD&A, is as follows:

Share data, under IFRS	As at March 31, 2014	Transactions after March 31, 2014	As at May 30, 2014
Common shares outstanding	79,778,229	-	79,778,229
Potential issuance of common shares			
Warrants (see schedule below)	4,845,280	-	4,845,280
Stock options issued to directors, officers and others (see schedule below)	6,650,000	-	6,650,000
Fully diluted number of common shares outstanding	91,273,509	-	91,273,509

Potential Issuances of Common Shares

The schedule above excludes the potential expiry of 1,675,000 stock options on July 4, 2014. – see MD&A section "E) Governance" (page 4).

The schedule above also excludes the effects of the potential issuance of 600,000 common shares that the Company may issue in future periods, in respect of an existing property option agreement (Vent D'Or) as explained in MD&A section "G) Exploration and Evaluation Assets" (page 11).

Finally, the schedule above excludes the potential issuance of up to 6,000,000 common shares through the issuance and conversion of a maximum of $150,000 of convertible debentures – see MD&A section "K) Liquidity and Capital Resources" (page 22).

Outstanding Common Share Purchase Warrants

The Company's outstanding common share purchase warrants are as follows:

Expiry date(s)	Term (yrs)	Exercise price	As at March 31, 2014	Transactions after March 31, 2014	As at May 30, 2014
October 2014	2 *	$0.17	1,640,000	-	1,640,000
October 2014	2 **	$0.12	212,100	-	212,100
December 31, 2014	2 *	$0.17	1,312,500	-	1,312,500
December 31, 2014	2 **	$0.12	183,750	-	183,750
December 31, 2014	2 *	$0.15	500,000	-	500,000
July 5, 2015	2 ***	$0.10	996,930	-	996,930
Total warrants			4,845,280	-	4,845,280

* = investor warrants
** = other warrants (i.e. issued to non-investors)
*** = issued in debt settlements

The 4,845,280 outstanding warrants have a weighted-average exercise price of $0.149 each.

L) SHARE DATA (Continued):

Outstanding Common Share Purchase Options

The Company's outstanding and exercisable common share purchase options are as follows:

Expiry date	Exercise price	As at March 31, 2014	Transactions After March 31, 2014	As at May 30, 2014
February 4, 2015	$0.11	650,000	-	650,000
October 6, 2015	$0.125	1,000,000	-	1,000,000
November 15, 2015	$0.17	700,000	-	700,000
May 17, 2016	$0.24	300,000	-	300,000
September 12, 2016	$0.17	1,525,000	-	1,525,000
December 8, 2016	$0.20	1,375,000	-	1,375,000
February 9, 2017	$0.175	150,000	-	150,000
February 7, 2018	$0.12	50,000	-	50,000
May 1, 2018	$0.10	900,000	-	50,000
Total options		6,650,000	-	6,650,000

The 6,650,000 outstanding options have a weighted-average exercise price of $0.157 each.

M) RELATED PARTY TRANSACTIONS:

The Company considers its related parties to consist of: i) the Company's key management personnel (namely officers and directors) and those companies subject to their control or significant influence; and ii) advisory committee members and consultants providing services to the Company on a basis similar to employees.

a) Summary of Related Party Transactions

Details of the Company's transactions with related parties for the three months ended March 31, 2014 and 2013, are as follows:

	2014	2013
Statements of Financial Position		
Evaluation and exploration assets – capitalized during year		
Legal fees – officer's law firm, capitalized as acquisition costs	$ -	$ 2,590
Geology fees – advisory committee members, capitalized to deferred exploration expenditures	-	2,000
Total capitalized	$ -	$ 4,590
Statements of Loss and Comprehensive Loss		
Management fees – officers' companies	$ 30,250	$ 43,373
Office and administration		
Rent – officers' and directors' companies	2,250	5,250
Professional and regulatory fees – fees from officer's law firm	5,000	21,417
	37,500	70,040
Share-based compensation		
Common share purchase options granted to an Officer	-	2,000
Total expense	$ 37,500	$ 72,040

The Company's officers receive fees through their companies pursuant to fee-for-service arrangements in lieu of salaries. The Company's Board of Directors approves these fees and the share-based compensation.

b) Related Party Balances

Trade and other payables as at March 31, 2014 includes amounts due to related parties of $120,259 (December 31, 2013 – $88,681) consisting of amounts owed to officers and their companies/law firm (see Note 10). This includes $48,000 (December 31, 2013 – $24,000) for management fees accrued to the CEO's company.

These related party liabilities are unsecured, non-interest bearing and due within 30 days.

N) FINANCIAL INSTRUMENTS:

The Company's financial instruments typically consist of cash (classified as loans and receivables), cash equivalents (classified as fair value through profit or loss), amounts receivable (classified as loans and receivables), investments (classified as FVTPL/held for trading), and a provision for indemnification of flow-through subscribers and trade and other payables (classified as other financial liabilities). The Company's investor warrants are equity instruments and not financial liabilities or financial derivatives.

As at March 31, 2014, the Company had a deficiency of financial assets over financial liabilities of $715,915. See Note 12 in the Company's condensed interim financial statements for the three months ended March 31, 2014 for additional information concerning financial instruments and related risks.

As at March 31, 2014 and 2013, the carrying values and fair values of the Company's financial instruments were approximately the same. As at March 31, 2013, the Company's financial instruments that were carried at fair value consisted of a FVTPL/held-for-trading investment, classified as "Level 1", within the fair value hierarchy. This investment was sold in March 2014.

The Company has not used any hedging or financial derivatives.

O) COMMITMENTS AND CONTINGENCIES:

Flow-through Shares

The Company believes that it has incurred sufficient qualifying expenditures to satisfy its December 31, 2011 and prior flow-through share commitments in respect of Ontario and Quebec subscribers, though such expenditures and the Company's related tax returns are subject to potential audit and reassessment by Canada Revenue Agency and Revenu Québec. The Company has agreed to indemnify the subscribers of those flow-through shares for tax-related amounts that become payable by them, if the Company fails to meet its expenditure commitments.

The Company's original December 31, 2012 flow-through share commitment is discussed in MD&A section "F) Flow-Through Shares – Commitments, Contingencies and Subscriber Indemnifications" (page 5).

Environmental Contingencies

The Company's exploration activities are subject to various federal, provincial and international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and are generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations and has made, and expects to make in the future, appropriate expenditures to comply with such laws and regulations.

P) NEW IFRS ACCOUNTING STANDARDS:

The Company has adopted three new IFRS accounting standards, including amendments and interpretations to existing standards, as of January 1, 2014. The adoption of these new accounting standards did not affect any of the amounts or disclosures presented in these financial statements. The newly adopted IFRS standards are described below, along with other proposed standards yet to be adopted. Each new standard applies to annual periods beginning on or after the stated effective date.

P) NEW IFRS ACCOUNTING STANDARDS (Continued):

New IFRS standard	Description	Effective date
• Amendments to IFRS 7 – Financial Instruments: Disclosures (December 2011 and November 2013)	The 2011 amendments improve offsetting rules and related disclosures for financial instruments. The 2013 amendments result from the introduction of a hedge accounting chapter in IFRS 9.	January 1, 2018
• Amendments to IFRS 9 – Financial Instruments (October 2010 and November 2013)	The 2010 amendments provide guidance on the classification and measurement of financial liabilities. The 2013 amendments contain a hedge accounting chapter and permit the early application of presenting certain items in other comprehensive income.	January 1, 2018
• Amendments to IFRS 11 – Joint Arrangements (May 2014)	The amendments provide guidance on accounting for acquisitions of an interest in a joint operation.	January 1, 2016
• Amendments to IFRS 13 – Fair Value Measurement (December 2013)	The amendments provide guidance on measuring fair value when required by other IFRSs.	July 1, 2014
• Amendments to IAS 16 – Property, Plant and Equipment (May 2014)	The amendments clarify acceptable methods of depreciation and amortization.	January 1, 2016
• Amendments to IAS 32 – Financial Instruments: Presentation (December 2011)	The amendments improve offsetting rules and related disclosures for financial instruments (see IFRS 7 amendments above).	January 1, 2014 (adopted #1)
• Amendments to IAS 36 – Impairment of Assets (May 2013)	The amendments deal with recoverable amount disclosures for non-financial assets.	January 1, 2014 (adopted #2)
• Amendments to IAS 38 – Intangible Assets (May 2014)	The amendments clarify acceptable methods of depreciation and amortization.	January 1, 2016
• Amendments to IAS 39 – Financial Instruments (June 2013)	The amendments deal with the novation of derivatives and continuation of hedge accounting.	January 1, 2014 (adopted #3)

The new IFRS accounting standards listed above exclude those applicable to investment entities, since they do not apply to the Company. Management is currently assessing the impact of adopting the six remaining new IFRS accounting standards on the Company's financial reporting.