

## **Royal Monashee Gold Corp.**

### **Management Discussion and Analysis of Financial Condition and Results of Operations for the 3 months ended June 30, 2012**

August 22, 2012

#### **Background**

For the three months ended June 30, 2012, Royal Monashee Gold Corp. (the “Company”) has prepared this management discussion following the requirements of new National Instrument 51-102 (“NI-51-102”). NI 51-102 outlines more detailed and comprehensive requirements for management discussion and analysis. This Management Discussion and Analysis of the Company as at August 22, 2012, provides information for the quarter ended June 30, 2012 and subsequent to the quarter and should be read in conjunction with the unaudited condensed interim financial statements and accompanying notes for the three months ended June 30, 2012 and 2011.

#### **Adoption of International Financial Reporting Standards (“IFRS”)**

The Company’s financial statements and the financial data included in the interim MD&A have been prepared in accordance with IFRS as issued by the International Accounting Standards Board (“ISAB”) and interpretations of the International Financial Reporting Interpretations Committee that are expected to be effective for the fiscal year ending September 30, 2012, the Company’s first annual reporting under IFRS. The adoption of IFRS does not impact the underlying economics of the Company’s operations.

The IFRS accounting policies set forth in Note 2 of the condensed interim financial statements have been applied in preparing the financial statements for the three months ended June 30, 2012 and comparative information as at June 30, 2011, and for the year ended September 30, 2011, and an opening Statement of Financial Position as at October 1, 2010. Notes 3 and 7 to the condensed interim financial statements contains a detailed description of the Company’s adoption of IFRS, and a reconciliation of the financial statements previously prepared under Canadian Generally Accepted Accounting Principles (“Canadian GAAP”) to those under IFRS. The adoption of IFRS has not had an impact on the Company’s strategic decisions, operations of cash flows. Further information on the IFRS impacts is provided in the Accounting Changes and Pronouncements sections of this MD&A as well as on Note 7 to the unaudited condensed interim financial statements

Comparative information in this interim MD&A has been restated to comply with IFRS requirements, unless otherwise stated.

These condensed interim financial statements have been prepared in accordance with IFRS applicable to a going concern, which assumes that the Company will realize its assets and discharge its liabilities in the normal course of business. Realization values may be substantially different from the carrying values shown in the financial statements, should the Company be unable to continue as a going concern. Failure to continue as a going concern would require restatement of assets and liabilities on a liquidation basis, which could differ materially from the going concern basis.



The Company had no revenues during the past 8 quarters and expenses were limited to professional and compliance fees.

### **Off-Balance Sheet Arrangements**

The Company has no off-balance sheet arrangements.

### **Changes in Accounting Policies**

#### **IFRS Implementation – Changes in Accounting Policies Including Initial Adoption**

The Canadian Accounting Standards Board established 2011 as the year that Canadian companies' financial reporting requirements should comply with IFRS. Accordingly, the Company has commenced reporting on an IFRS basis in the current condensed consolidated interim financial statements. The transition date, October 1, 2010, has required the restatement for comparative purposes of amounts reported by the Company for the year ended September 30, 2011.

The Company has completed its internal review of the impact of the adoption of IFRS. This review considered potential differences between applicable IFRS policies and those currently used by the Company. Accounting policy changes were made due to IFRS in the areas of exploration and evaluation assets, impairment testing, property, plant and equipment, provision for site restorations, and share-based compensation. Available elections under IFRS minimized the impact of these changes such that the financial reporting impact of the transition to IFRS is not material to the Company's financial results. The impact of the changes to IFRS is detailed in Note 7 to the condensed consolidation interim financial statements.

#### **Accounting Standards and Interpretations Issued but Not Yet Adopted**

The following accounting standards, amendments and interpretations have been issued but are not effective until annual periods beginning after January 1, 2011, unless otherwise indicated, earlier application is permitted. As at the date of these financial statements, the following standards, amendments and interpretations have not been applied in these financial statements.

- (i) IFRS 1 *First-time Adoption of International Financial Reporting Standards, Amendments Regarding Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters*; effective for annual periods beginning on or after July 1, 2011.
- (ii) IFRS 7 *Financial Instruments: Disclosures, Amendments Regarding Disclosures – Transfers of Financial Assets*; effective for annual periods beginning on or after July 1, 2011.
- (iii) IFRS 9 *Financial Instruments* (New; to replace IAS 39); effective for annual periods beginning on or after July 1, 2013.
- (iv) IFRS 10 *Consolidated Financial Statements*; effective for annual periods beginning on or after July 1, 2013. Early application is permitted. IFRS 10 establishes principles for the presentation and preparation of consolidated financial statements when an entity

controls one or more other entities. IFRS 10 supersedes IAS 27 *Consolidated and Separate Financial Statements* and SIC-12 *Consolidated – Special Purpose Entities*.

- (v) IFRS 11 *Joint Arrangements*; effective for annual periods beginning on or after July 1, 2013. Earlier application is permitted. IFRS 11 establishes principles for financial reporting by parties to a joint arrangement. IFRS supersedes the current IAS 31 *Interest in Joint Ventures* and SIC-13 *Jointly Controlled Entities – Non Monetary Contributions by Ventures*.
- (vi) IFRS 12 *Disclosure of Interests in Other Entities*; effective for annual periods beginning on or after July 1, 2013. Earlier application is permitted. IFRS 12 applies to entities that have an interest in a subsidiary, a joint arrangement, an associate or an unconsolidated structured entity.
- (vii) IFRS 13 *Fair Value Measurements*; to be applied for annual periods beginning on or after July 1, 2013. Earlier application is permitted. IFRS 13 defines fair value, sets out in a single IFRS framework for measuring fair value and requires disclosures about fair value measurements. IFRS 13 applies to IFRSs that require or permit fair value measurements or disclosures about fair value measurement (and measurements, such as fair value less costs to sell, based on fair value or disclosures about those measurements).
- (viii) IAS 12 *Income Taxes, Amendments Regarding Deferred Tax: Recovery of Underlying Assets*; effective for annual periods beginning on or after January 1, 2012.

Management is currently assessing the impact of these new standards on the Company's accounting policies and financial statement presentations.

## **Share Capital**

### Authorized

Unlimited common shares, voting, participating without par value.

Unlimited first preferred shares, voting, participating, redeemable and retractable at the amounts of consideration received at the time of issuance without par value

August 22, 2012      Issued 6,853,700 common shares      \$770,030

During nine months to June 30, 880,000 common shares were issued for total consideration of \$52,993.

Per news release dated July 16, 2012 the following transactions are proposed:

- Consolidation of outstanding common shares on one for two basis;
- Acquisition of TraderOS Technologies Inc. for 60,000,000 post consolidation shares;
- Financing of up to \$1,500,000 by issuance of up to 6,000,000 share at \$.25 per share;
- Seek listing on the Canadian National Stock Exchange.

## **Risks and Uncertainties**

The Company plans to raise additional capital through the sale of its securities. The Company's ability to raise additional capital will depend upon subsequent developments and strength of the equity markets which are uncertain. There can be no assurance that additional capital will be available.

The Company is in compliance in all material regulations applicable to its exploration activities. Existing and possible future environmental legislation, regulations and actions could cause additional expense, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted. Before production can commence on any properties, the Company must obtain regulatory and environmental approvals. There is no assurance that such approvals can be obtained on a timely basis or at all. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations.