

**TAKU GOLD CORP.**  
**FOR THE YEAR ENDED DECEMBER 31, 2014**  
**Management Discussion and Analysis (MD&A) Form 51-102F1**

**OVERVIEW**

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of Taku Gold Corp. (the "Company" or "Taku") constitutes management's review of the factors that affected the Company's financial and operating performance for the three months and year ended December 31, 2014. This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion is dated April 24, 2015, should be read in conjunction with the audited annual financial statements of the Company for the year ended December 31, 2014, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The audited annual financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Information contained herein is presented as at April 24, 2015, unless otherwise indicated.

The Company is currently engaged in exploration and development of mineral properties and does not have any source of revenue or operating assets. The recoverability of the amounts shown for mineral properties is dependent upon the ability of the Company to obtain necessary financing to complete exploration, technical studies and, if warranted, development and future profitable production or proceeds from the disposition of properties. The amounts shown as mineral properties represent costs to date and do not necessarily represent present or future values.

The Company is a reporting issuer under applicable securities legislation in the provinces of Alberta and British Columbia and its outstanding common shares ("Common Shares") are listed on the CSE Canadian Venture Exchange (the "CSE") under the symbol "TAK".

Further information about the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).

**Adoption of International Financial Reporting Standards ("IFRS")**

The Company's financial statements and the financial data included in the MD&A have been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee.

**Cautionary Note Regarding Forward-Looking Statements**

Except for statements of historical fact relating to the Company, certain information contained in this MD&A constitutes "forward-looking information" under Canadian securities legislation. Forward-looking information may include, but is not limited to, statements with respect to the potential of the Company's properties; the future price of coal, gold, silver and copper; success of exploration activities; cost and timing of future exploration and development; the estimation of mineral resources; conclusions of economic evaluations; requirements for additional capital; and other statements relating to the financial and business prospects of the Company. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is based on the 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 is 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 information, including but not limited to risks related to: unexpected events and delays during permitting; the possibility that future exploration results will not be consistent with the Company's expectations; timing and availability of external financing on acceptable terms and in light of the current decline in global liquidity and credit availability; uncertainty of mineral resources; future prices of coal, gold, silver and copper; currency exchange rates; government regulation of mining operations; failure of equipment or processes to operate as anticipated; risks inherent in coal, gold, silver and copper exploration and development including environmental hazards, industrial accidents, unusual or unexpected geological formations; and uncertain political and economic environments. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such 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 information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

## **MINERAL PROPERTIES**

Taku holds a portfolio of mineral properties located in Yukon and northern British Columbia. The Company explores for its own account but also derives revenue and furthers exploration or development by farming out mineral property interests in whole or in part to other exploration companies for a mix of cash, shares and work expenditure commitments. The following technical disclosure was prepared by Mark Fekete, B.Sc. P.Geo., a director of Taku and a qualified person under NI 43-101.

### **Klondike-White Gold District, Yukon**

Taku currently holds five properties in the Klondike-White Gold district of Yukon. The Klondike, located just south of Dawson City, Yukon is famous for the gold rush of 1898 and its rich placer gold deposits. The White Gold area lies just south of the Klondike and has only recently been recognized for its hard rock gold potential following the discovery of the Golden Saddle deposit in 2009. The Klondike-White Gold district lies within an underexplored part of the loosely defined Tintina Gold Belt. This metallogical province has past production of 29.9 million ounces and 39.3 million ounces of resources for total gold resources of 69.2 million ounces. Notable gold deposits are Donlin Creek, Ft. Knox, Pogo in Alaska, and Brewery Creek in Yukon. Rosebute and Sulphur are Taku's most active projects followed by Bishop-Montana, Quartz and Wounded Moose.

### **Rosebute Gold Project**

The 694-claim (14,365-ha) Rosebute property is located approximately 65 kilometres due south of Dawson City, at the headwaters of Rosebute Creek, a tributary of the Yukon River. Taku holds the property 100% subject to a 2.0% royalty interest payable to the original property vendor. Taku has the right to purchase 1.0% of the royalty interest for \$2 million.

In 2010, Taku carried out an airborne geophysical survey and collected 5,087 soil geochemical samples over three grids. The "Nor'west" zone was identified by this sampling. In 2011, Taku collected an additional 457 grid soil samples over the Nor'west zone, and 2,356 reconnaissance ridge and spur soil samples

elsewhere on the property. In 2012, Taku completed 936 meters of drilling in four holes over the Nor'west zone with favorable gold intersections in three of the four holes as follows:

<b>Hole</b>	<b>From (m)</b>	<b>Length (m)</b>	<b>Wt.Avg. (gpt Au)</b>
RO12-01	23.4	22.6	0.95
RO12-02	19.0	1.0	1.58
RO12-04	66.0	3.0	0.88

Also in 2012, 2,187 soil samples were collected over a new gridded area and the "Hudbay" zone was discovered. The positive soil sample results lead to 1,341 metres of trenching in nine trenches. Seven trenches were completed to test the southern end of the Hudbay zone and two trenches were done to test for the surface extent of the gold-bearing zone intersected in drill hole RO12-01. A total of 332 rock samples identified a number of parallel, north-trending gold zones in the Hudbay area. Highlights of the trench sampling included 6.17 grams per tonne gold ("gpt Au") over 5.0m from 35.0m in ROTH12-02 and 1.50gpt Au over 20.0m from 130.0m in ROTH12-04. Prospecting was also undertaken in 2012, and 90 samples of weathered bedrock returned up to 0.50gpt Au at the Hudbay zone and up to 0.21gpt Au from the Nor'west Zone. Overall however, prospecting was determined to be relatively unproductive due to the lack of outcrop and very weathered nature of the bedrock.

In 2013, Taku completed a 745m Geoprobe® geochemical survey over the Hudbay zone to get rock samples from the soil-bedrock interface. A total of 161 samples were collected on seven lines. Highly anomalous results were obtained on all seven lines with maximum values up to 4.3gpt Au. The Geoprobe® results compared very well with and confirmed the linear, north-trending, gold-bearing zone outlined by the soil geochemical and trenching results obtained in 2012. Moreover the results detected a very strong correlation of gold to silver, tellurium and mercury and, to a lesser degree, tungsten and arsenic. Finally in 2013, Taku completed 19 resistivity and induced polarization profiles over the Hudbay zone. This survey identified three linear resistivity trends each about 75m wide within the broader Hudbay zone.

In summary, Taku has identified two target areas on Rosebute known as the Nor'west and Hudbay zones. The Nor'west zone consists of three distinct gold-in-soil anomalies within a 200-hectare area that ring two rounded total count radiometric anomalies. Excellent gold values up to a maximum of 1.3gpt Au were obtained at Nor'west. There is excellent correlation with gold to silver, arsenic and antimony. The drilling done in 2012 did not fully explain the gold-in-soil anomalies, nor did it identify any specific structures. More surface work is required to better define targets before any more drilling is done.

The Hudbay zone continues for at least 1.4km, varies from 150 to 350m wide and shows a maximum gold-in-soil value of or 0.92gpt Au. The southern end of the zone appears especially prospective with almost every soil sample showing strongly anomalous gold values over an area 500m long by 350m wide. The Hudbay zone has an additional subzone leading southeast referred to as the "Southeast" zone that continues over a length of 650m, varies from 50 to 250m wide and has returned up to 0.10gpt Au in soil. The Hudbay and Southeast zones show a strong correlation of gold to silver, tellurium and mercury. This pathfinder suite is distinct from the Nor'west zone where gold appears to be related to silver, arsenic and antimony. It is probable that the two zones are due to different mineralization types.

Of the two zones, Hudbay presently qualifies as the best target for further exploration work. Taku intends to further evaluate Hudbay with an initial 1000m of drilling. Soil geochemical sampling is also recommended for parts of the Rosebute property located to west and south of Hudbay where no sampling has been done to date. The estimated cost of the proposed work is \$575,000 subject to available financing.

## **Sulphur Gold Project**

The 543-claim (11,344-ha) Sulphur property is located approximately 45km southeast of Dawson City and straddles Sulphur Creek. Taku holds the property 100% subject to a 2.0% royalty interest payable to the original property vendors. Taku has the right to purchase 1.0% of the royalty interest for \$1 million, and a right of first refusal to purchase the remaining 1%.

In 2010, Taku carried out an airborne geophysical survey over the entire property. In 2011, Taku collected a total of 6,408 soil geochemical samples. Five gold-in-soil anomalies were discovered and named the "Lions", "Esks", "Riders", "Blues" and "Stamps" zones. Trenching was completed at the Lions, Blues and Riders zones. The best trenching results were from grab samples of broken bedrock in the Blues zone trench that returned up to 1.02gpt Au. In 2012 Taku drilled 811m in 6 holes at Lions and 150m in one hole at Blues. A number of narrow intervals of weak gold mineralization were intersected at both zones. The best result was from the Blues zone hole where 0.72gpt Au over 1.0 m from 72.0m was encountered. The 2012 drill results were inconclusive and did not explain or identify a clear source for the anomalous surface results. In 2013 Taku completed six Geoprobe® geochemical and resistivity and induced polarization geophysical profiles over the Blues zone in an effort to outline bedrock structures and upgrade the original gold-in-soil anomaly to a high confidence drill target. This work identified three potential gold-bearing bedrock structures marked by resistivity contrasts and anomalous Geoprobe® results up to 0.59gpt Au.

Taku intends to continue work at Sulphur with more surface geochemical and geophysical surveys in order to bring the Lions, Esks, Riders, Blues and Stamps gold-in-soil anomalies to high confidence drill targets. In 2015 Taku expects to complete detailed electromagnetic, prospecting and sampling surveys over these zones at an estimated cost of \$50,000 subject to available financing.

## **Bishop-Montana Gold Project**

The 504-claim 10,432-ha Bishop-Montana property is located 50km south of Dawson City and covers the headwaters of Bishop and Montana creeks. Taku holds the property 100% subject to a 2.0% royalty interest payable to the original property vendors. Taku has the right to purchase 1.0% of the royalty interest for \$1 million, and a right of first refusal to purchase the remaining 1%.

In 2010, Taku completed an airborne geophysical survey over the Montana block and a five-hole drill program on the Bishop block. In 2011 4,828 soil geochemical samples were collected over the entire Property. This work identified three strong gold-in-soil anomalies in the northern part of the Bishop block with values up to 0.37gpt Au. On the Montana block, six areas were identified with anomalous gold-in-soil values up to 2.62g/t Au. These areas were also showed anomalous values for silver, arsenic and antimony. In 2012, 26 rock samples from hand dug pits were collected over several of the gold and arsenic soil geochemical anomalies detected in 2011 on the Montana block. One sample returned 2.20gpt Au from an area with strong arsenic-in-soil anomalies.

More surface work is required to evaluate the gold-in-soil anomalies found so far at Bishop-Montana. In 2015, Taku intends to complete prospecting and trenching at a number of sites at an estimated cost of \$50,000 subject to available financing.

## **Quartz Gold Project**

The 146-claim (3,022-ha) Quartz property is located 30km southeast of Dawson City at the headwaters of Calder Creek. Taku holds the property 100% subject to a 2.0% royalty interest payable to the original property vendors. Taku has the right to purchase 1.0% of the royalty interest for \$1 million, and a right of first refusal to purchase the remaining 1%.

In 2010, Taku completed airborne geophysical and soil geochemical surveys on the property. In 2011 additional soil sampling was done at the north end of the property to follow up favourable results in 2010. No work is anticipated for 2015.

### **Wounded Moose Gold Project**

The 66-claim (1,366-ha) Wounded Moose property is located 65km southwest of Dawson City at the headwaters of Wounded Moose Creek. Taku holds the property 100% subject to a 2.0% royalty interest payable to the original property vendors. Taku has the right to purchase 1.0% of the royalty interest for \$1 million, and a right of first refusal to purchase the remaining 1%.

In 2010, Taku completed an airborne geophysical survey over the property. In 2011, Taku collected 2,068 reconnaissance ridge and spur soil samples over the majority of the property, and an additional 2,428 soil samples over nine detailed grids. In 2013, prospecting and rock geochemical sampling, soil geochemical sampling and trenching was completed at the north end of the property to follow up favourable gold-in-soil values from 2011. Values up to 2.3gpt were obtained from trench samples. No work is anticipated for 2015.

### **Aussie-Melba, Burnham and Portland Projects**

Since 2010 Taku has held several other projects in the Klondike-White Gold district including Aussie-Melba, Burnham and Portland properties. Taku has discontinued work on all of these properties and accordingly has written off all acquisition and exploration costs associated with them.

### **Tag Gold-Silver Project, British Columbia**

The 26-claim (2,429-ha) Tag Gold-Silver property is located 35km due west of Atlin on Taku Arm of Tagish Lake. The lake provides good access by barge and float plane. The property covers 6.2km of the 025 Fault Zone ("025FZ"). The 025FZ is a highly deformed interval of shearing, quartz veining, stockwork and breccia with disseminated to stringer sulphide mineralization that cuts calcareous sedimentary rocks. Sediment-hosted, structurally controlled gold deposits are some of the world's most significant gold resources. The Tag property shows all the features that characterize these deposit types.

Between 2006 and 2008, Taku completed airborne geophysical, soil geochemical and prospecting surveys as well as extensive surface trenching and 11,476m of drilling in 69 drill holes. In 2009, an initial NI43-101 compliant resource was estimated using a 3.0gpt gold equivalent cut-off on 28 eligible holes drilled at the "Main" zone. Estimated indicated mineral resources are 250,000 tonnes @ 2.97gpt Au (cut) and 12.09gpt Ag (cut), and estimated inferred mineral Resources of 400,000 tonnes @ 2.98gpt Au (cut) and 9.91gpt Ag. This resource estimated is considered to be uneconomic by Taku. Additional drilling to expand the resource at the Main zone or to discover new mineralized zones is needed to further advance this Tag project. The Tag property remains wide open for further exploration. Due to a lack of available financing, no work is anticipated for 2015.

### **Sill Lake Property, Van Koughnet Township, Ontario**

In May 6 2013, Taku announced that it had entered into a Letter Of Intent (LOI) with Argentium Resources Inc. to form a joint venture for the purpose of exploring and developing Argentium's 17-claim Sill Lake property located in Van Koughnet Township about 30 km north of Sault Saint, Marie, Ontario. No work was done at Sill Lake and accordingly all acquisition costs associated to the property have been written off.

## SUMMARY OF QUARTERLY RESULTS

The Company is an exploration stage entity engaged in the acquisition, exploration, evaluation and development of principally gold resource properties. At this time, any issues of seasonality or commodity market fluctuations have no direct impact on the Company's results or operations. The Company currently defers its exploration expenditures to mineral exploration properties. A summary of selected information for each of the eight most recent quarters is as follows:

	<b>31 Dec-14</b>	<b>30 Sept-14</b>	<b>30 June-14</b>	<b>31 Mar-14</b>	<b>31 Dec-13</b>	<b>30 Sept-13</b>	<b>30 June-13</b>	<b>31 Mar-13</b>
	IFRS	IFRS	IFRS	IFRS	IFRS	IFRS	IFRS	IFRS
Net Revenue	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Net Earnings (loss)	(2,468,813)	(75,685)	(90,277)	(130,962)	(5,791,570)	(106,634)	(152,705)	(230,494)
Loss per share	(\$0.35)	(\$0.01)	(\$0.01)	(\$0.02)	(\$0.08)	(\$0.00)	(\$0.01)	(\$0.00)

In general, overall spending levels have varied commensurate with the changes in the Company's exploration, development and corporate activities

	Three Months Ended December 31, 2014	Three Months Ended December 31, 2013	Year Ended December 31, 2014	Year Ended December 31, 2013
<b>EXPENSES</b>				
Consulting	\$ 20,500	\$ 39,500	\$ 124,000	\$ 229,800
Directors fees	1,000	1,500	5,500	12,000
Management fees	15,000	22,500	82,500	90,000
Office and miscellaneous	11,558	42,700	63,571	135,133
Professional fees	29,522	11,136	66,722	87,562
Transfer agent, filing fees	5,281	803	28,282	18,375
Travel and promotion	(32)	2,929	9,871	40,188
Website development	67	118	307	1,362
	82,896	121,186	380,753	614,420
<b>OTHER ITEMS</b>				
Impairment of exploration and evaluation asset	2,386,948	6,121,330	2,386,948	6,121,330
Interest income	(1,031)	(14,012)	(1,965)	(17,409)
<b>LOSS BEFORE INCOME TAXES</b>				
	2,468,813	6,228,504	2,765,736	6,718,341
Income tax expense (recovery)	-	(436,938)	-	(436,938)
<b>NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD</b>				
	\$ 2,468,813	\$ 5,791,566	\$ 2,765,736	\$ 6,281,403
<b>BASIC AND FULLY DILUTED LOSS PER SHARE</b>				
	\$ 0.35	\$ 0.08	\$ 0.39	\$ 0.09

## RESULTS OF OPERATIONS

### *Year ended December 31, 2014, compared with year ended December 31, 2013*

The Company's loss totaled \$2,765,736 for the year ended December 30, 2014, which compares with a loss of \$6,281,403 the year ended December 31, 2013. The decrease in loss of \$3,952,605 was principally due to:

- Consulting fees decreased by \$105,800;
- Office and miscellaneous decrease by \$71,562;
- Impairment of exploration and evaluation asset decreased by \$3,734,382

**Three months ended December 31, 2014, compared with three months ended December 31, 2013**

- Consulting fees decreased by \$19,000;
- Office and miscellaneous decrease by \$31,142

**SELECTED QUARTERLY INFORMATION FOR THREE MONTHS ENDED DECEMBER 31**

	<b><u>2014</u></b>	<b><u>2013</u></b>	<b><u>2012</u></b>
	<b>IFRS</b>	<b>IFRS</b>	<b>IFRS</b>
Consulting fees	28,5000	39,500	90,400
Management fees	22,500	22,500	22,500
Professional fees	(2,400)	11,136	38,762
Impairment of exploration and evaluation assets	2,386,948	6,121,330	466,232
Net income (loss) for period	(2,468,813)	(5,791,566)	(238,839)
Working capital	(116,325)	374,710	1,512,903
Mineral property and deferred costs	3,191,118	5,460,819	11,398,670
Shareholder equity	3,098,793	5,860,529	12,135,932

**LIQUIDITY, CAPITAL RESOURCES AND BUSINESS PROSPECTS**

The Company has no operating revenue and therefore must utilize its current cash reserves and rely on external financing to generate capital to maintain its capacity to meet working capital requirements and ongoing discretionary exploration programs. As a result, the Company continues to incur net losses. As of December 31, 2014, the Company had \$50,113 in cash, 7,086,514 common shares issued and outstanding and 516,000 options outstanding.

During the year ended December 31, 2014, no share purchase warrants or stock options were exercised.

During the year ended December 31, 2014, the Company spent \$279,656 in operations and \$117,529 in mineral property acquisitions and exploration activities.

The Company's management believes that the Company has sufficient funds for the next nine months to enable to meet the ongoing obligations as they become due. The Company recognizes that it will require additional funding which the Company will raise through the market and debt instruments but there can be no assurance the management can raise the required capital.

To the date of this MD&A, the cash resources of the Company are held in cash with a major Canadian financial institution. The Company continues to have no debt and its credit and interest rate risk is minimal. Accounts payable and accrued liabilities are short-term and non-interest bearing. The Company's liquidity risk with financial instruments is minimal. In addition, accounts receivable are composed mainly of sales tax receivable from government authorities in Canada.

## SHARE CAPITAL

Issued and outstanding as at April 24, 2015, there were:

- a. 8,665,514 common shares outstanding;
- b. 516,000 stock options outstanding;
- c. Subsequent to year-end the Company completed a 10 for 1 share consolidation (refer to Note 16 in the financial statements)

## TRANSACTIONS WITH RELATED PARTIES

The Company had the following transactions in the normal course of operations with directors and companies with common directors:

	Years ended	
	December 31, 2014	December 31, 2014
Consulting (b)	\$ 75,000	\$ 60,000
Director fees (c)	5,500	12,000
Management fees (a)	82,500	90,000
Mineral property – exploration expenditures (a)	37,500	90,000
Professional fees (a)	41,400	30,000
Office rent and supplies (c)	32,200	73,500
	\$ 274,100	\$ 355,500

- a. The Company paid \$82,500 in management fees to the President of the Company; \$41,400 in professional fees to the CFO/Secretary of the Company; and \$37,500 in mineral property exploration consulting to the VP of Exploration.
- b. \$75,000 in consulting fees for administration to a private company controlled by two directors of the Company;
- c. \$5,500 to the directors of the Company as director fees;
- d. \$32,200 in rent to a private company controlled by two directors of the Company

The following amounts due to related parties are included in trade payables and accrued liabilities:

	December 31, 2014	December 31, 2013
Directors or companies controlled by directors of the Company	\$ 134,000	\$ 96,000

These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

## OFF-BALANCE SHEET ARRANGEMENT

The Company does not have any off-balance sheet items.

## SIGNIFICANT ACCOUNTING POLICIES AND NEW ACCOUNTING POLICIES

A detailed summary of the Company's significant accounting policies is included in note 2 of the Company's audited financial statements for the year ended December 31, 2014.



## **CRITICAL ACCOUNTING ESTIMATES**

The Company is a development stage company. The audited financial statements have been prepared using accounting principles applicable to a going concern which assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. There are conditions which may raise doubt regarding this assumption. The financial statements do not include adjustments that would be necessary should the Company be unable to continue as a going concern. These adjustments could be material.

The amounts recorded for capitalized exploration and evaluation assets, stock based compensation and future income taxes are based on estimates. By their nature, these estimates are subject to measurement uncertainty and changes in these estimates may impact the financial statements for future periods. Amounts recorded for exploration and evaluation assets represent costs incurred to date and are not intended to reflect present or future values. The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves and future production or proceeds from the disposition thereof.

## **FINANCIAL INSTRUMENTS**

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

The Company's exposure to financial risk factors is detailed in the annual financial statements. While the Company is a development stage company and has no production or sales revenues, it bears commodity price risk in that commodity prices may influence investors and thus impact the outcome of the Company's future equity financings. The Company considers that supply and demand fundamentals for gold remain strong.

## **CAPITAL DISCLOSURE**

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern to pursue the development of its mineral properties and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new shares, new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents. As at December 31, 2014, the Company has not entered into any debt financing.

The Company is dependent on the capital markets as its sole source of operating capital and the Company's capital resources are largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for investor support of its projects. The Company is not subject to any capital requirements.

## **INVESTOR RELATIONS ACTIVITIES**

Investor Relations activities of the Company consisted of the dissemination of news releases by officers and directors. In addition, management of the Company responded to requests by shareholders and investment dealers for information, and disseminated financial information as required by applicable laws. The Directors of the Company have been actively contacting interested parties. The Company has engaged an IR company during the period under review and intends to engage in significant public relations and investor relations activities in the future in order to achieve its long-term goals.

## **RISK FACTORS**

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risk Factors" in the Company's management's discussion and analysis for the fiscal year ended December 31, 2014, available on SEDAR at [www.sedar.com](http://www.sedar.com). There have been no significant changes to such risk factors since that date.

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

## **ADDITIONAL INFORMATION**

Additional information relating to the Company, including the most recently completed fiscal year, is available on SEDAR at [www.sedar.com](http://www.sedar.com).