CORAZON GOLD CORP.

Management Discussion & Analysis

September 30, 2014

The following Management Discussion and Analysis ("MD&A") of Corazon Gold Corp. (the "Company" or "Corazon") should be read in conjunction with the unaudited condensed consolidated interim financial statements of the Company for the period ended September 30, 2014 and the audited consolidated financial statements for the year ended December 31, 2013 which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A includes certain statements that may be deemed "forward looking statements". All statements in this MD&A, other than statements of historical fact, that address future exploration activities and events or developments that the Company expects, are forward looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Additional information can be found on SEDAR at www.sedar.com. This MD&A is dated as November 28, 2014.

DESCRIPTION OF THE COMPANY

The Company is a natural resource company engaged in the acquisition and exploration of resource properties. The Company is activity searching for new projects. The Company trades on the TSX Venture Exchange under the symbol 'CGW'.

HIGHLIGHTS FOR THE PERIOD

- The Company completed a non-brokered private placement by issuing 8,574,123 Units for $0.06 per unit for gross proceeds of $514,448. Each unit consisted of one common share and one share purchase warrant with each share purchase warrant exercisable at $0.08 until September 5, 2016. In connection with the private placement, the Company paid cash $11,154 for share issuance costs.

SELECTED FINANCIAL INFORMATION

For the nine month periods ended September 30, 2014 and 2013

	September 30, 2014	September 30, 2013
Financial results		
Total revenue	**$Nil**	$Nil
Loss for the period	**$413,207**	$5,523,978
Basic and diluted loss per share	**$0.18**	$3.70
Balance sheet data	**September 30, 2014**	**December 31, 2013**
Current assets	**$95,112**	$55,160
Non-current assets	**$48,744**	$46,932
Total assets	**$143,856**	$102,092
Current liabilities	**$223,065**	$502,830
Shareholders' deficiency	**$(79,209)**	$(400,738)

Corazon is a mineral exploration company which has elected under IFRS to capitalize exploration and evaluation expenditures. Corporate and administration expenses, as well as any exploration expenditures incurred prior to obtaining the legal right to explore, are charged to the statement of earnings when incurred. The exploration properties acquired by the Company are still in the early exploration and development stage. No revenues have been reported for the periods ended September 30, 2014 and 2013.

Results of Operations for the nine month period ended September 30, 2014 compared to 2013

The net loss for the period decreased by $5,110,771 to $413,207 (2013 – $5,523,978). This decrease in net loss is primarily due to a decrease in overall activity within the Company. Individual items contributing to the decrease in net loss:

- Depreciation decreased by $56,503 to $Nil (2013 – $56,503) as the Company disposed of all property, plant and equipment during the year ended December 31, 2013.
- Consulting fees decreased by $84,139 to $95,150 (2013 - $179,289) due to an overall decrease in activity within the Company.
- Office expense decreased by $225,516 to $19,848 (2013 - $245,364) due to an overall decrease in activity within the Company.

- Salaries and benefits decreased by $253,844 to $2,241 (2013 - $256,085) as the Company appointed a new management team including the CEO, CFO to replace salaried employees.

- Share-based payments increased by $216,623 to $233,460 (2013 - $16,837) reflecting the recognition of the 8,574,123 warrants issued as part of the private placement completed during the period.

- Travel and accommodation decreased by $60,259 to $Nil (2013 - $60,259) as the Company reduced expenses in order to conserve cash.

- Impairment of exploration and evaluation assets decreased by $4,402,100 to $Nil (2013 - $4,402,100) as the Company wrote off all exploration and evaluation assets during the prior period.

Cash flows for the nine month period ended September 30, 2014 compared to 2013

- Cash outflows from operating activities decreased by $602,303 to $425,762 (2013 – $1,028,065) primarily as a result of the Company reducing activity as compared to prior year.

- Cash inflows from financing activities increased to $503,294 (2013 - $Nil) as the Company completed a private placement during the period.

- Cash outflows from investing activities decreased by $530,096 to $Nil (2013 - $530,096) primarily as a result of the Company reducing exploration and evaluation expenditures.

SUMMARY OF QUARTERLY RESULTS

	2014			2013				2012
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Net Sales	-	-	-	-	-	-	-	-
Net loss	265,964	63,370	83,873	1,343,789	495,946	4,691,586	336,446	923,887
Basic and diluted net loss per share	0.07	0.04	0.06	0.90	0.33	3.24	0.32	0.98

The large increase in net loss in Q2 and Q4, 2013, was due to the impairment of exploration and evaluation assets, including the Trout Creek, Hog Ranch and Estil, Kings River, Silver Cliff, and Goldfield Bonanza, La Ranchera, Rio Coco, and SDL

properties. The increase in net loss in the period ended September 30, 2014 was due to the Company recognizing share-based payments for the warrants issued during the private placement completed in the quarter.

Results of Operations for the three month period ended September 30, 2014 compared to 2013

The net loss for the period decreased by $229,982 to $265,964 (2013 – $495,946) This decrease in net loss is primarily due to a decrease in impairment of exploration and evaluation assets and an overall activity within the Company. Individual items contributing to the decrease in net loss:

- Depreciation decreased by $22,822 to $Nil (2013 – $22,822) as the Company disposed of all property, plant and equipment during the year ended December 31, 2013.
- Consulting fees decreased by $17,708 to $25,000 (2013 - $42,708) due to an overall decrease in activity within the Company.
- Office expense decreased by $50,380 to $3,965 (2013 - $54,345) due to an overall decrease in activity within the Company.
- Salaries and benefits decreased by $38,753 to $Nil (2013 - $38,753) as the Company appointed a new management team including the CEO, CFO to replace salaried employees.
- Impairment of exploration and evaluation assets decreased by $100,552 to $Nil (2013 - $100,552) as the Company disposed of all exploration and evaluation assets during the year ended December 31, 2013.
- Travel and accommodation decreased by $7,022 to $Nil (2013 - $7,022) as the Company reduced expenses in order to conserve cash.
- Share-based payments increased by $233,460 to $233,460 (2013 - $Nil) reflecting the recognition of the 8,574,123 warrants issued as part of the private placement completed during the period.

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Critical accounting estimates

i. Share-based payments are subject to estimation of the value of the award at the date of grant using pricing models such as the Black-Scholes option valuation model. The option valuation model requires the input of highly subjective assumptions including the expected share price volatility. Because the Company's warrants have characteristics significantly different from those of traded options and because the subjective input assumptions can materially affect the calculated fair value, such value is subject to measurement uncertainty.

ii. The valuation of shares issued in non-cash transactions are generally based on the value of goods or services received. When this cannot be determined, it is based on the fair value of the non-cash consideration. When non-cash transactions are entered into with employees and those providing similar services, the non-cash transactions are measured at the fair value of the consideration given up using market prices.

Critical accounting judgments

i. The carrying value and recoverability of exploration and evaluation assets requires management to make certain estimates, judgments and assumptions about each project. Management considers the economics of the project, including the latest resources prices and the long-term forecasts, and the overall economic viability of the project.

ii. The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in our provision for income taxes.

LIQUIDITY AND CAPITAL RESOURCES

The Company has no significant revenues and no expectation of revenues in the near term. In order to manage risk, the Company closely monitors its cash requirements and expenditures. At September 30, 2014 and December 31, 2013 the Company's working capital and deficit were as follows:

		September 30, 2014		December 31, 2013
Working capital	$	**(127,953)**	$	(447,670)
Deficit		**(20,716,733)**		(20,303,526)

The Company has a working capital deficiency of $127,953. Management is actively reviewing financing opportunities in order to meet working capital requirements for the remainder of the calendar year.

BASIS OF PRESENTATION - INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS)

These condensed consolidated interim financial statements, including comparatives, have been prepared in accordance with International Accounting Standards ("IAS") 34 'Interim Financial Reporting' ("IAS 34") using accounting policies consistent with IFRS issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The condensed consolidated interim financial statements have been prepared on a historical cost basis except for certain financial assets that are measured at fair value. All dollar amounts presented are in Canadian dollars.

RELATED PARTY TRANSACTIONS

The financial statements include the financial statements of Corazon Gold Corp. and its 100% owned subsidiaries.

Key management personnel comprise of the Chief Executive Officer, Chief Financial Officer, and Directors of the Company. The remuneration of the key management personnel is as follows:

- Paid or accrued salaries, wages, and consulting of $95,150 (2013 - $175,938) to two companies controlled by the CEO and CFO of the Company.

- Share-based payments issued or vested with a fair value of $Nil (2013 - $15,005).

During the period ended September 30, 2014 the former CEO of the Company paid certain expenditures on behalf of the Company. In exchange, the Company assigned a $27,500 receivable from a third party from the Company to the former CEO. The Company recognized a loss on sale of receivables of $17,305 on the statement of loss and comprehensive loss.

The amount of $10,500 (2013 - $45,047) is due to related parties. All balances are unsecured, non-interest bearing, have no fixed repayment terms, and are due on demand.

CHANGES IN ACCOUNTING STANDARDS

As of January 1, 2014, the Company adopted the new and amended IFRS pronouncements in accordance with transitional provisions outlined in the respective standards. The Company has adopted these new and amended standards without any significant effect on its financial statements.

Investment Entities (Amendments to IFRS 10, IFRS 12 and IAS 27)

The amendment to IFRS 10, Consolidated Financial Statements, provide an exemption from consolidation of subsidiaries under IFRS 10 for entities which meet the definition of an investment entity. Instead, such entities would measure their investment in particular subsidiaries at fair value through profit or loss in accordance with IFRS 9, Financial Instruments, or IAS 39, Financial Instruments: Recognition and Measurement. The amendments to IFRS 12, Disclosure of Interest in Other Entities, and IAS 27, Separate Financial Statements, introduce disclosures required for investment entities. The adoption of these amendments did not impact the Company's condensed consolidated interim financial statements.

Offsetting Financial Assets and Financial Liabilities (Amendments to IAS 32)

The amendment to IAS 32, Financial Instruments: Presentation, requires that a financial asset and financial liability should only be offset and the net amount reported when an entity has a legal enforceable right to set off the amounts and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The adoption of this amendment did not impact the Company's condensed consolidated interim financial statements.

Recoverable Amount Disclosures for Non-Financial Assets (Amendments to IAS 36)

Under the amended IAS 36, Impairment, the recoverable amount of a CGU is required to be disclosed only when an impairment loss has been recognized or reversed. The adoption of this amendment did not impact the Company's condensed consolidated interim financial statements.

IFRIC 21, Levies

IFRIC 21 clarifies that obligating events giving rise to a liability to pay a levy is the activity described in the relevant legislation that triggers payments of the levy. The adoption of this standard did not impact the Company's condensed consolidated interim financial statements.

New standards not yet adopted

The following new standards, amendments to standards and interpretations have been issued but are not effective during the period ended September 30, 2014:

- IFRS 9 — New financial instruments standard that replaces IAS 39 for classification and measurement of financial assets[(i)]

(i) Effective for annual periods beginning on or after January 1, 2018

The Company anticipates that the application of these standards, amendments and interpretations will not have a material impact on the results and financial position of the Company.

RISKS AND UNCERTAINTIES

Resource exploration is a speculative business and involves a high degree of risk. There is a probability that the expenditures made by the Company in exploring its properties will not result in discoveries of commercial quantities of minerals. A high level of ongoing expenditures is required to locate and estimate ore reserves, which are the basis to further the development of a property. Capital expenditures to support the commercial production stage are also very substantial.

The following sets out the principal risks (non-inclusive) faced by the Company.

Exploration risk. There can be no assurance that economic concentrations of minerals will be determined to exist on the Company's property holdings within existing investors' investment horizons or at all. The failure to establish such economic concentrations could have a material adverse outcome on the Company and its securities. The Company's planned programs and budgets for exploration work are subject to revision at any time to take into account results to date. The revision, reduction or curtailment of exploration programs and budgets could have a material adverse outcome on the Company and its securities.

Market risks. The Company's securities trade on public markets and the trading value thereof is determined by the evaluations, perceptions and sentiments of both individual investors and the investment community taken as a whole. Such evaluations, perceptions and sentiments are subject to change, both in short term time horizons and longer term time horizons. An adverse change in investor evaluations, perceptions and sentiments could have a material adverse outcome on the Company and its securities.

Commodity price risks. The Company's exploration projects seek gold and precious metals. While gold has recently been the subject of significant price increases from levels prevalent earlier in the decade, there can be no assurance that such price levels will continue, or that investors' evaluations, perceptions, beliefs and sentiments will continue to favour these target commodities. An adverse change in these commodities' prices, or in investors' beliefs about trends in those prices, could have a material adverse outcome on the Company and its securities.

Financing risks. Exploration and development of mineral deposits is an expensive process, and frequently the greater the level of interim stage success the more expensive it can become. The Company has no producing properties and generates no operating revenues; therefore, for the foreseeable future, it will be dependent upon selling equity in the capital markets to provide financing for its continuing substantial exploration budgets. While the Company has been successful in obtaining financing from the capital markets for its projects in recent years, there can be no assurance that the capital markets will remain favourable in the future, and/or that the Company will be able to raise the financing needed to continue its exploration programs on favourable terms, or at all. Restrictions on the Company's ability to finance could have a material adverse outcome on the Company and its securities.

Share Price Volatility and Price Fluctuations. In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies, particularly junior mineral exploration companies like the Company, have experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that these price fluctuations and volatility will not continue to occur.

Key personnel risks. The Company's exploration efforts are dependent to a large degree on the skills and experience of certain of its key personnel. The Company does not maintain "key man" insurance policies on these individuals. Should the availability of these persons' skills and experience be in any way reduced or curtailed, this could have a material adverse outcome on the Company and its securities.

Competition. Significant and increasing competition exists for the limited number of mineral property acquisition opportunities available. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than the Company, the Company may be unable to acquire additional attractive mineral properties on terms it considers acceptable.

Foreign Countries and Regulatory Requirements. Currently, the Company's properties are located in Nicaragua and the United States of America. Consequently, the Company is subject to certain risks associated with foreign ownership, including currency fluctuations, inflation, and political risk. Both mineral exploration and mining activities and production activities in foreign countries may be affected in varying degrees by political stability and government regulations relating to the mining industry. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to community rights, restrictions on production, price controls, export controls, restriction of earnings, taxation laws, expropriation of property, environmental legislation, water use, labour standards and workplace safety. The Company maintains the majority of its funds in Canada and only forwards sufficient funds to meet current obligations.

Environmental and Other Regulatory Requirements. The current or future operations of the Company, including development activities and the commencement of production on its properties, require permits from various governmental authorities and such operations are and will be subject to laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, safety and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs, and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that approvals and permits required to commence production on its properties will be obtained on a timely basis, or at all. Additional permits and studies, which may include environmental impact studies conducted before permits can be obtained, may be necessary prior to operation of the properties in which the Company has interests and there can be no assurance that the Company will be able to obtain or maintain all necessary permits that may be required to commence construction, development or operation of mining facilities at these properties on terms which enable operations to be conducted at economically justifiable costs.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions there under, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or extraction operations may be required to compensate those suffering loss or damage by

reason of such activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or abandonment or delays in development of new mineral exploration properties.

To the best of the Company's knowledge, it is currently operating in compliance with all applicable environmental regulations.

History of Net Losses; Accumulated Deficit; Lack of Revenue from Operations. The Company has incurred net losses to date. Its deficit as of September 30, 2014 was $20,716,733. The Company is an exploration company. The Company has not yet determined that economic resources exist and/or that commercial development is feasible and/or warranted on any of its properties. Even if the Company commences development of certain of its properties, the Company may continue to incur losses. There is no certainty that the Company will produce revenue, operate profitably or provide a return on investment in the future.

Uninsurable risks. The Company and its subsidiaries may become subject to liability for pollution, fire, explosion, against which it cannot insure or against which it may elect not to insure. Such events could result in substantial damage to property and personal injury. The payment of any such liabilities may have a material, adverse effect on the Company's financial position.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2: Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3: Inputs that are not based on observable market data.

The fair value of the Company's receivables, accounts payable and accrued liabilities, approximate carrying value, which is the amount recorded on the consolidated statement of financial position. Cash, and receivables, under the fair value hierarchy are based on level one quoted prices in active markets for identical assets or liabilities.

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:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts held with major banks in Canada. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies. The Company's secondary exposure to risk is on its other receivables. This includes a GST receivable of $6,458 from the government of Canada.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash and cash equivalents.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding.

All of the contractual maturities of the Company's non-derivative financial liabilities are within one year of the financial statement end date.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company's financial assets exposed to interest rate risk consist of cash. The Company is satisfied with the credit ratings of its banks. As at September 30, 2014, the Company is not exposed to any interest rate risk.

b) Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash, accounts receivable and accounts payable and accrued liabilities that are denominated in US Dollars (USD).

Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Sensitivity Analysis

The carrying amount of cash and cash equivalents, restricted cash, receivables, and accounts payable and accrued liabilities, interest payable approximates their fair value due to their short-term nature. The Company does not have significant exposure to changing interest rates.

Based on management's knowledge and experience of the financial markets, the Company believes the following movement is "reasonably possible".

The Company has cash, receivable and accounts payable denominated in USD and are exposed to risk from changes in the USD. A 10% fluctuation in the USD against the Canadian dollar would affect net loss for the period by approximately $10,000.

Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration and development of its mineral exploration concessions, acquire additional mineral property interests and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes components of shareholders' equity (deficit).

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 the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents and investments.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

The Company currently is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the period.

OUTSTANDING SHARE DATA

Common shares, options, warrants and convertible securities outstanding as at the date of this report:

Security	Common Shares on Exercise
Common Shares	10,103,169
Options	-
Warrants	8,574,132

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

OTHER INFORMATION

Additional information on the Company is available on SEDAR at www.SEDAR.COM