FORM 51-102F1

DECLAN RESOURCES INC.
MANAGEMENT'S DISCUSSION & ANALYSIS

January 24, 2014

The following management's discussion & analysis ("MD&A") provides a review of activities, results of operations and financial condition of Declan Resources Inc. ("the Company or Declan") for the year ended September 30, 2013 in comparison with those for the year ended September 30, 2012. The following discussion and analysis should be read in conjunction with the Company's annual audited consolidated financial statements for the year ended September 30, 2013 and September 30, 2012 which were prepared in accordance with International Financial Accounting Standards ("IFRS"). All monetary amounts, unless otherwise indicated, are expressed in Canadian dollars.

Forward-Looking Statements

Except for statements of historical fact, this MD&A contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. In particular, forward-looking information in this MD&A includes, but is not limited to, statements with respect to future events and is subject to certain risks, uncertainties and assumptions. Although we believe that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. We cannot guarantee future results, performance or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information.

Forward-looking information is based on the opinions and estimates of management at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking information. Some of the risks and other factors could cause results to differ materially from those expressed in the forward-looking statements include, but are not limited to: general economic conditions in Canada, the United States and globally; industry conditions, including fluctuations in commodity prices; governmental regulation of the mining industry, including environmental regulation; geological, technical and drilling problems; unanticipated operating events; competition for and/or inability to retain drilling rigs and other services; the availability of capital on acceptable terms; the need to obtain required approvals from regulatory authorities; stock market volatility; volatility in market prices for commodities; liabilities inherent in mining operations; changes in tax laws and incentive programs relating to the mining industry; and the other factors described herein under "Risks and Uncertainties" as well as in our public filings available at www.sedar.com. Readers are cautioned that this list of risk factors should not be construed as exhaustive.

The forward-looking information contained in this MD&A is expressly qualified by this cautionary statement. We undertake no duty to update any of the forward-looking information to conform such information to actual results or to changes in our expectations except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information.

Management's Responsibility for Financial Statements

The Company's management is responsible for the presentation and preparation of annual consolidated financial statements and the MD&A. The consolidated financial statements have been prepared in accordance with IFRS. The MD&A has been prepared in accordance with the requirements of securities regulators, including National Instrument 51-102 of the Canadian Securities Administrators.

Risks and Uncertainties

The Company is in the mineral exploration and development business and, as such, is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business. Some of the possible risks include the following:

a) The industry is capital intensive and subject to fluctuations in metal prices, market sentiment, foreign exchange and interest rates. The recovery of the Company's investment in exploration and evaluation assets and the attainment of profitable operations are dependent upon the discovery and development of economic ore reserves and the ability to arrange sufficient financing to bring the ore reserves into production.

b) The most likely source of future funds for further acquisitions and exploration programs undertaken by the Company are the sale of equity capital or the offering by the Company of an interest in its properties to be earned by another interested party carrying out further exploration or development. If such exploration programs are successful, the development of economic ore bodies and commencement of commercial production may require future equity financings by the Company which are likely to result in substantial dilution to the holdings of existing shareholders.

c) The Company's capital resources are largely determined by the strength of the resource markets and the status of the Company's projects in relation to these markets, and its ability to compete for the investor support of its projects.

d) The prices of metals greatly affect the value of and the potential value of its exploration and evaluation assets. This, in turn greatly affects its ability to raise equity capital, negotiate option agreements and form joint ventures.

e) The Company must comply with health, safety, and environmental regulations governing air and water quality and land disturbances and provide for mine reclamation and closure costs. The Company's permission to operate could be withdrawn temporarily where there is evidence of serious breaches of such regulations, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations.

f) The operations of the Company will require various licenses and permits from various governmental authorities. There is no assurance that the Company will be successful in obtaining the necessary licenses and permits to continue exploration and development activities in the future.

g) Although the Company has taken steps to verify title to exploration and evaluation assets in which it has an interest, these procedures do not guarantee the Company's title. Such assets may be subject to prior agreements or transfers and title may be affected by such undetected defects.

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described in any forward looking statement. The development and exploration activities of the Company are subject to various laws governing exploration, development, and labour standards which may affect the operations of the Company as these laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are, or were conducted.

Overview

The Company is a public company incorporated, on August 25, 2005, under the laws of British Columbia, Canada. The Company is a reporting issuer in British Columbia and its common shares are listed and posted for trading on the TSX Venture Exchange under the trading symbol "LAN". The Company's offices are located at 302 – 1620 West 8th Avenue, Vancouver, B.C., V6J 1V4.

The Company is a natural resource company engaged in the acquisition and exploration and development of resource properties with a focus on the development of its exploration and evaluation asset interests in Sierra Leone, while it continues to evaluate new business opportunities. The Company has recently begun investigating exploration and evaluation assets in Canada.

Sierra Leone Property

On July 12, 2012, the Company purchased 100% of the shares of Talos Minerals Ltd. ("Talos"), a closely held private B.C. corporation. The Company issued 24,470,002 common shares in a share for share exchange with Talos. The Company also issued 1,500,000 stock options as part of the acquisition; each option entitles the holder to purchase one common share for $0.15 per share. Talos' principal assets are mineral exploration licenses in the Kono and Bo districts of Sierra Leone. The licenses are held by its two 85% owned Sierra Leone subsidiaries, Greenstone Minerals (SL) Limited ("Greenstone") and Revonah Resources (SL) Limited ("Revonah"). The remaining 15% of Greenstone and Revonah is held equally by Mr. Jamal Shallop and Mr. Craig McLean, both residents of Sierra Leone.

The Talos license area in the Nimini Hills greenstone formation is in the Kono District in Eastern Sierra Leone. Its Western boundary is contiguous with Polo Resources' Komahun gold discovery. This Talos license is 54 sq km and is approximately 200km east of Freetown, the capital of Sierra Leone. Talos completed an initial geochemical sampling program on this license in 2012 and a VTEM (airborne versatile time domain electromagnetic and aeromagnetic geophysical survey) in January 2012. A technical report prepared in accordance with National Instrument 43-101 has been completed on the Nimini Hills property.

During the period from July 12, 2012 to January 24, 2013, the Company completed the construction of an exploration camp in the Nimini Hills area from which it is conducting its exploration program. The Company commenced a 4,000m wireline core drilling program in October 2012 and initiated a multi-method ground IP geophysical survey (Gradient IP, HIRIP pole-dipole) in November 2012 to further delineate future drill targets.

The Company has completed its 2013 exploration program. In the Northeast of the property a polymetallic structure, potentially related to a Volcanic Massive Sulfide system, has been discovered. The Nimini Hills program utilized various exploration techniques, which are fully detailed on the December 17, 2013 news release, along with a description of the work and results. An extensive database was compiled and is being used by the Declan's geologists and consultants to plan additional work for early 2014.

The Talos license area in the southern extension of the Kangari Hills is in the Bo District in Central Sierra Leone. Their Northern boundary is contiguous with Amara Mining plc's Baomahun gold project. The two licenses are 144 sq km and 186sq km and are located approximately 120km east of Freetown. The Kangari Hills licenses include the Southern end of the Sula Mountains greenstone formation and there is extensive artisanal activity in the area. Soil and pit sampling work was performed at the Baomahun license area.

As at September 30, 2013 and 2012, the Company had capitalized costs of $2,483,944 on the Sierra Leone properties. For the year ended September 30, 2013, the Company had incurred $3,024,016 (2012 - $736,493) of exploration and evaluation expenditures.

Patterson Lake Property, Saskatchewan

On September 9, 2013, the Company signed a property option agreement, with 101227264 Saskatchewan Ltd. and Donnybrook Capital Corp., to acquire a 100% interest in two uranium exploration properties in the Patterson Lake area of the Athabasca Basin located in Saskatchewan, Canada ("Patterson Lake Property"). The Patterson Lake Property is believed to be on a southwest-northeast structural trend as interpreted from airborne magnetics that covers the PLS Discovery. This structural trend also covers the Rook 1 property owned by NexGen Energy Ltd. ("NexGen"). NexGen has commenced a two-drill, 3,000-metre program immediately adjacent to and on trend northeast from Fission/Alpha's recent high-grade uranium discoveries on their PLS project. The Company is compiling available geological data and will commence an exploration program as soon as practical.

To acquire the property, the Company must make cash payments totaling $250,000 ($120,000 has been paid to date) by September 17, 2014, issue 4,000,000 common shares (issued) and incur $650,000 in exploration expenditures on the property on or before August 31, 2016. 734,211 common shares were issued as a finder's fee.

As at September 30, 2013, the Company had capitalized costs of $483,780 (2012 - $Nil) on the Patterson Lake Property. For the years ended September 30, 2013 and 2012, the Company had incurred $Nil of exploration and evaluation expenditures.

The acquisition of the Patterson Lake Property marks the commencement of a move by the Company into uranium exploration in the Athabasca Basin. The Company will continue to review potential additional property acquisitions and is committed to the exploration for uranium in Saskatchewan.

Firebag River Property, Alberta Canada

On October 24, 2013, the Company signed a property option agreement, with 877384 Alberta Ltd., to acquire a 100% interest in the Firebag River Property located southwest of the Athabasca Basin in Alberta, Canada. The Company considers the property to be significantly prospective and underexplored. It is situated southwest of the Athabasca Basin and consists of six metallic and industrial minerals permits encompassing approximately 50,000 ha. It is west of Alpha Minerals recently discovered Patterson Lake South (PLS) uranium occurrence, and about 30 km south of the southernmost mapped margin of the basin. An initial review of the Firebag River Property in November, by Dahrouge Geological Consulting Ltd. has shown encouraging values for high-quality frac sand from samples collected in Cretaceous sandstones of the McMurray Formation.

To acquire the property, the Company made cash payments of $85,000, must issue 5,000,000 common shares (1,500,000 have been issued) on or before November 5, 2015 and incur $3,000,000 in exploration expenditures on the property on or before November 5, 2016. 626,250 common shares were issued as a finder's fee and an additional 112,500 must be issued by the first anniversary. The Optionor retained a 2% NSR on metals and a 4% GOR with respect to other, non-metallic commodities which are produced from the Firebag Property.

As at September 30, 2013, the Company had capitalized costs of $1,807 (2012 - $Nil) on the Firebag River Property. For the years ended September 30, 2013 and 2012, the Company had incurred $Nil of exploration and evaluation expenditures.

Gibbon's Creek Property, Saskatchewan, Canada

On December 2, 2013, the Company signed a property option agreement, with Lakeland Resources Inc. ("Lakeland"), to acquire a 70% interest in the Gibbon's Creek Property located on the northern rim of the Athabasca Basin in Saskatchewan, Canada. Gibbon's Creek is comprised of five contiguous claims totaling 12,771 hectares located less than 3 kilometers from the settlement of Stony Rapids and adjacent to the Black Lake Project held jointly by Uracan Resources Ltd. and UEX Corporation. Additional information on the Athabasca Basin region can be found in the December 4, 2013 news release. Lakeland recently commenced an initial field program at Gibbon's Creek; results from the program are pending.

To acquire the property, the Company must make cash payments of $1,500,000 ($100,000 paid), issue 11,000,000 common shares (2,000,000 issued) and incur an aggregate of $6,500,000 in work commitments over four years. The Property is subject to a 2% NSR of which the Company may repurchase 1% for $1,000,000. 317,647 common shares were issued as a finder's fee.

As at September 30, 2013 and 2012, the Company had capitalized costs of $Nil on the Gibbon's Creek Property. For the years ended September 30, 2013 and 2012, the Company had incurred $Nil of exploration and evaluation expenditures.

North Star Property, Saskatchewan, Canada

On January 17, 2014, the Company signed into a property option agreement, for the North Star Property, to acquire a 100% interest in two mineral claims comprising approximately 11,100 hectares located along the northern margin of the Athabasca Basin in Saskatchewan and north of Declan's Gibbons Creek joint venture with Lakeland, in Saskatchewan, Canada. The North Star Property is underlain by a complex magnetic background and is believed to contain the northerly extensions of a number of important regional structures associated with uranium projects in the area.

To acquire the property, the Company must make cash payments of $15,000 ($5,000 paid), and issue 1,500,000 common shares. The property is subject to a 2% NSR.

As at September 30, 2013 and 2012, the Company had capitalized costs of $Nil on the North Star Property. For the years ended September 30, 2013 and 2012, the Company had incurred $Nil of exploration and evaluation expenditures.

Morogoro area of Tanzania

On May 2, 2011, the Company signed an option agreement, subsequently amended, with AFGF (Tanzania) Limited for an 80% interest in the MEG South Property, located in the Morogoro area of east central Tanzania. During fiscal 2012, the Company paid $500,000 and issued 1,200,000 common shares valued at $264,000. As of September 30, 2012, management decided to discontinue exploration on the property to concentrate its effort in Sierra Leone. The Company recorded a write-off of $764,000.

Handeni area of Tanzania

On May 2, 2011, the Company signed an option agreement with AFGF (Tanzania) Limited for an 80% interest in the Handeni North 500 Property, located in the Handeni area of east Tanzania. During fiscal 2012, the Company paid $500,000 and issued 1,500,000 common shares valued at $330,000. As of September 30, 2012, management decided to discontinue exploration on the property to concentrate its effort in Sierra Leone. The Company recorded a write-off of $830,000.

On March 7, 2012, the Company terminated its Tanzanian exploration consultant, Mr. Laurence Stephenson and his companies AFGF (Tanzania) Ltd. ("AFGF") and Kokanee Placer Ltd. ("Placer") (collectively called the "Stephenson Group") for cause and initiated the arbitration process as contemplated by the agreement.

On October 1, 2012, the Company settled the dispute with Mr. Laurence Stephenson. Under the settlement, Declan withdrew its arbitration action BCICAC File No. DCA-1380 against the Stephenson Group. AFGF granted concessions to the Company under an amending agreement to the Morogoro Property option agreement. The Company received a 12 month extension for the next cash option payment on the Morogoro Property of $500,000 and their initial minimum work commitment on the Morogoro Property was reduced to $100,000 and extended by 12 months. Additionally, the Stephenson Group waived entitlement to repayment of $120,263 which has been recorded by the Company as cash advances by the Stephenson Group. 537,785 escrowed common shares of Declan held by Stephenson and 37,500 escrowed common shares of Declan were cancelled. Declan paid $1,534 in outstanding Tanzanian government license fees owing on the Morogoro Property.

Overall Performance and Discussion of Operations

General and Administration Operating Expenses

During the year ended September 30, 2013, the Company incurred a net loss of $4,265,929 from operations compared to a net loss of $3,511,691 for the year ended September 30, 2012. Operating expenses for the year ended September 30, 2013 were $4,283,377, compared to $2,147,779 for the year ended September 30, 2012. Included in the prior year is a one-time transaction of $158,449 in exploration advances previously written-off that were recovered and $23,250 of escrow shares that were cancelled, as part of the negotiated settlement with the Stephenson Group.

Management fees were $102,000 for the year ended September 30, 2013 compared to $222,325 for the year ended September 30, 2012. The decrease is due to the termination payment to former management in the prior year. Additionally, management fees have decreased in the current year as services were only performed for a portion of the year.

Professional fees were $178,691 for the year ended September 30, 2013 compared to $352,994 for the year ended September 30, 2012. The decrease is due to the extra cost in accounting and audit fees for the IFRS transition and legal fees for the arbitration of the Stephenson Group dispute in the prior year.

Share-based compensation was $300,276 for the year ended September 30, 2013 compared to $198,439 for the year ended September 30, 2012. The decrease is a result of the timing of grants in the year; the grants occurred at the beginning of the current fiscal year.

Travel expenses were $331,831 for the year ended September 30, 2013 compared to $169,789 for the year ended September 30, 2012. Travel increased due to the continued increase in exploration in Sierra Leone and additional travel for the exploration of new projects in other countries.

Office expenses were $184,938 for the year ended September 30, 2013 compared to $56,853 for the year ended September 30, 2012. The increase is a result of several administrative costs increasing for the current fiscal year. Rent increased from $30,000 in fiscal 2012 to $61,125. Telephone costs increased significantly as a result of the search for additional properties. The office administrator was paid $45,000 in fiscal 2013 as compared to $10,500 in fiscal 2012 as they were employed for a longer period of time.

Consulting fees were $32,500 for the year ended September 30, 2013 compared to $3,755 for the year ended September 30, 2012. The increase is a result of a full-time investor relations consultant being employed throughout the current year as opposed to only the last few months of the prior fiscal year.

Exploration and evaluation expenditures

Exploration and evaluation expenditures were $3,024,016 for the year ended September 30, 2013 compared to $1,033,194 for the year ended September 30, 2012. All expenditures in the current fiscal year were incurred on the exploration of the Sierra Leone properties, as compared to $736,493 in the prior fiscal year. Fiscal 2012 also had $296,701 incurred on the Morogoro and Handeni properties in Tanzanian; these properties were written off in the prior year. The Company's significant expenditures on the Sierra Leone properties were on consulting fees of $462,485 (2012 - $91,659), drilling and exploration of $958,358 (2012 - $76,910), and geological of $723,972 (2012 - $215,128). Camp costs decreased from $275,761 in 2012 to $91,538 for fiscal 2013 as the construction of the camp was completed.

Other

The Company's assets decreased to $3,316,836 as at September 30, 2013 compared to $6,460,968 as at September 30, 2012. This decrease is almost entirely attributable to the decrease in cash of $3,601,593. The cash was used mainly on acquisition and exploration and evaluation asset exploration. Exploration and evaluation assets increased by $485,587 to $2,969,531 as at September 30, 2013. This is a result of the Company expanding its focus to include the exploration of uranium in Canada.

Fourth Quarter

During the three month period ended September 30, 2013, the Company incurred a loss and comprehensive loss of $595,270 compared to $2,520,687 for the three month period ended September 30, 2012. Operating expenses for the three month period ended September 30, 2013 were $595,604, compared to $1,144,729 for the three month period ended September 30, 2012. The decrease in loss is mainly attributable to the write-off of exploration and evaluation assets in the prior year.

Exploration expenditures were $228,061 during the three months ended September 30, 2013 compared to $736,493 during the three months ended September 30, 2012. The decrease in activity in the current period was due to a limited availability of cash.

Selected Annual Information

The following table provides a summary of the Company's financial operations for the prior three fiscal years. The consolidated financial statements supporting the financial data therein have been prepared in accordance with IFRS:

Year Ended	September 30, 2013	September 30, 2012	September 30, 2011
Total Revenue	$ Nil	$ Nil	$ Nil
Operating Loss - per share(1)	($4,283,377) ($0.04)	($2,147,779) ($0.02)	($1,962,864) ($0.07)
Loss and Comprehensive Loss - per share(1)	($4,265,929) ($0.04)	($3,511,691) ($0.04)	($2,882,028) ($0.10)
Total Assets	$3,316,836	$6,460,968	$335,566
Total Long-Term Financial Liabilities	$Nil	$Nil	$Nil
Cash Dividends Declared - per common share	$ Nil	$ Nil	$ Nil

Summary of Quarterly Results

The following table sets out selected consolidated unaudited financial information for the eight most recently completed quarters. The consolidated financial statements supporting the financial data therein have been prepared in accordance with IFRS:

Three Months Ended	September 30, 2013	June 30, 2013	March 31, 2013	December 31, 2012
Total Revenue	$Nil	$Nil	$Nil	$Nil
Operating Loss - per share[(1)]	($595,604) ($0.01)	($1,094,401) ($0.01)	($1,514,612) ($0.01)	($1,078,760) ($0.01)
Loss and Comprehensive Loss - per share[(1)]	($595,270) ($0.01)	($1,097,492) ($0.01)	($1,503,309) ($0.01)	($1,069,858) ($0.01)

Three Months Ended	September 30, 2012	June 30, 2012	March 31, 2012	December 31, 2011
Total Revenue	$Nil	$Nil	$Nil	$Nil
Operating Loss - per share[(1)]	($1,144,729) ($0.01)	($209,955) ($0.00)	($251,305) ($0.00)	($541,790) ($0.01)
Loss and Comprehensive Loss - per share[(1)]	($2,520,687) ($0.03)	($208,494) ($0.00)	($249,268) ($0.00)	($533,242) ($0.01)

Note:

1. Fully diluted earnings (loss) per share was not calculated as the effect was anti-dilutive.

Liquidity and Capital Resources

The Company's cash position was $48,824 as at September 30, 2013, compared to $3,650,417 as at September 30, 2012. The Company had a working capital deficiency of $784,849 as at September 30, 2013 compared to working capital of $3,239,325 as at September 30, 2012. The decrease in the Company's cash position and working capital is mainly attributable to the increase in operations, namely in exploration and evaluation expenditures. In FYE 2013, the Company paid cash of $72,747 (2012 - $Nil) on the acquisition of additional exploration and evaluation assets. The Company received $600,000 from the issuance of notes payable in the current fiscal as compared to the repayment of notes payable in the prior year for the amount of $300,000. There were no issuances of capital stock for cash proceeds during the year ended September 30, 2013. During the year ended September 30, 2012, the Company issued 50,000,000 units for total gross proceeds of $7,500,000. Each unit consisted of one common share of the Company and one share purchase warrant having a one year term for purchasing of one further common share at exercise price of $0.30 per share. Finder's fees paid totaled $517,707. The Company is continuing to focus on raising additional funds as needed.

Subsequent to September 30, 2013, the Company raised gross proceeds of $986,000 from the issuance of capital stock. The Company issued 15,000,000 units for total proceeds of $750,000. Each unit consisted of one common share and one share purchase warrant; each warrant entitles the holder to purchase one common share at a price of $0.10 per share for a one year period. Agents received cash fees of $49,525. The Company issued 2,360,000 common shares for proceeds of $236,000 on the exercise of warrants.

Off-Balance Sheet Arrangements

The Company is not a party to any off-balance sheet arrangements or transactions.

Transactions with Related Parties

The following were transactions with related parties during the year ended September 30, 2013:

1. Paid or accrued management fees of $54,000 (2012 - $107,800) to Carsonby Enterprises Inc., a company controlled by Michelle Gahagan, a director of the Company.

2. Paid or accrued interest of $4,044 (2012 - $17,634) to a company owned by Wayne Tisdale, President and CEO of the Company, $4,044 (2012 - $Nil) to Gordon King, a director and $Nil (2012 - $17,634) to Souhail Abi-Farrange, a former director of the Company.

3. Granted options with a fair value of $227,680 (2012 - $229,586) to various directors and officers of the Company.

4. Paid or accrued accounting fees of $4,500 (2012 - $Nil) to Lesia Burianyk, an officer of the Company.

5. Paid or accrued accounting fees of $42,000 (2012 - $64,300) to J. W. Jardine & Company Ltd., a company controlled by John Jardine, a former officer of the Company.

6. Paid or accrued accounting fees of $20,000 (2012 - $Nil) to Buckley Dodds Parker LLP, a company in which, John Parker, a former officer of the Company, is a partner.

7. Paid or accrued resource property exploration advances of and exploration and evaluation asset acquisition costs of $Nil (2012 - $1,240,000) to Kokanee Placer Inc. a company controlled by Laurence Stephenson, a former director of the Company. Included in the amount advanced in 2011 is $813,938 of exploration advances written-off in FYE 2012. The amount written off represents funds forwarded to Kokanee Placer Inc. that are in excess of amounts for which detailed accounting has been received by the Company. During 2012, the Company recovered $158,449 of exploration advances previously written off and $23,250 of escrow shares were cancelled as part of the settlement agreement.

8. Paid or accrued management fees of $Nil (2012 - $26,525) to Antonia Bold-de-Haughton a former director of the Company and to Bullfrog Financial Inc., a company controlled by Antonia Bold-de-Haughton.

9. Paid or accrued management fees of $Nil (2012 - $60,000) to Souhail Abi-Farrage, a former director of the Company and to Bahega Consulting., a company controlled by Souhail Abi-Farrage.

10. Paid or accrued investor relations fees of $Nil (2012 - $4,382) to John Ulmer, a former director of the Company.

As at September 30, 2013, exploration advances included $205,982 (2012 - $196,670) of funds advanced to a director of Revonah and Greenstone.

As at September 30, 2013, receivables included $Nil (2012 - $14,582) due from a director of the Company.

As at September 30, 2013, accounts payable and accrued liabilities included $449,549 (2012 - $419,035) due to related parties.

Transactions with Related Parties (cont'd…)

In July 2013, the Company received an aggregate amount of $300,000 in short-term loans from a company owned by Wayne Tisdale, President and CEO of the Company and Gordon King, a director of the Company. These amounts bear interest at 12% per annum and are included in notes payable at September 30, 2013.

In June 2012, the Company received an aggregate amount of $400,000 in short-term loans from a company owned by Wayne Tisdale, President and CEO of the Company and Gordon King, a director of the Company. These amounts are included in accounts payable at September 30, 2013 and 2012.

In July 2011, the Company received an aggregate amount of $300,000 in short-term loans from Souhail Abi-Farrange, a former director of the Company and from a company owned by Wayne Tisdale, President and CEO of the Company. The loan was repaid in October 2011.

Proposed Transactions

The Company does not have any current proposed asset or business acquisitions or dispositions however, the Company continues to seek new business opportunities and to raise capital.

Change in Accounting Policy

There were no accounting policies changed or adopted for the fiscal year ended September 30, 2013.

New standards, amendments and interpretations to existing standards not yet effective

The following standards, amendments to standards and interpretations have been issued but are not effective:

IFRS 9, Financial instruments

This standard was issued in November 2009 and covers the classification and measurement of financial assets as part of its project to replace IAS 39 Financial Instruments: Recognition and Measurement. In October 2010, the requirements for classifying and measuring financial liabilities were added to IFRS 9. Under this guidance, entities have the option to recognize financial liabilities at fair value through earnings. If this option is elected, entitles would be required to reverse the portion of the fair value change due to own credit risk out of earnings and recognize the change in other comprehensive income. IFRS 9 is applicable for periods beginning on or after January 1, 2015. The International Accounting Standards Board has deferred a mandatory effective date for IFRS 9 pending the finalization of requirements on impairment, classification and measurement.

New standards, amendments and interpretations to existing standards not yet effective (cont'd…)

IFRS 10, Consolidated Financial Statements

This standard establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. This standard:

i) requires a parent entity (an entity that controls one or more other entities) to present consolidated financial statements;
ii) defines the principle of control, and establishes control as the basis for consolidation;
iii) sets out how to apply the principle of control to identify whether an investor controls and investee and therefore must consolidate the investee; and
iv) sets out the accounting requirements for the preparation of consolidated financial statements. IFRS 10 supersedes IAS 27 Consolidated and Separate Financial Statements and SIC-12 Consolidation-Special Purpose Entities.

IFRS 10 is applicable for periods beginning on or after January 1, 2013.

IFRS 11, Joint Arrangements

This standard establishes the core principle that a party to a joint arrangement determines the type of joint arrangement in which it is involved by assessing its rights and obligations and accounts for those rights and obligations in accordance with that type of joint arrangement. IFRS 11 is applicable for periods beginning on or after January 1, 2013.

IFRS 12, Disclosure of Involvement with Other Entities

This standard requires the disclosure of information that enables users of financial statements to evaluate the nature of, and risks associated with, its interests in other entities and the effect of those interests on its financial position, financial performance and cash flows. IFRS 12 is applicable for periods beginning on or after January 1, 2013.

IFRS 13, Fair Value Measurement

This standard defines fair value, sets out in a single IFRS a framework for measuring fair value and requires disclosure about fair value measurements. IFRS 13 applies when another IFRS requires or permits fair value measurements or disclosures about fair value measurements (and measurements, such as fair value less cost to sell, based on fair value or disclosures about those measurements), except for: share-based payment transactions within the scope of IFRS 2 Share-based payment; leasing transactions within the scope of IAS 17 Leases; measurements that have some similarities to fair value but that are not fair value, such as net realizable value in IAS 2 Inventories or value in use in IAS 36 Impairment of Assets. IFRS 13 is applicable for periods beginning on or after January 1, 2013.

IAS 27, Separate Financial Statements

This standard has the objective of setting standards to be applied in accounting for investments in subsidiaries, joint ventures, and associates when an entity elects, or is required by local regulations, to present separate (non-consolidated) financial statements. IAS 27 is applicable for periods beginning on or after January 1, 2013.

New standards, amendments and interpretations to existing standards not yet effective (cont'd…)

IAS 28, Investments in Associates and Joint Ventures

This standard prescribes the accounting for investment in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. IAS 28 applies to all entities that are investors with joint control of, or significant influence over, an investee (associate or joint venture). IAS 28 is applicable for periods beginning on or after January 1, 2013.

IAS 32, Financial instruments: presentation

The amendments to this standard focused on four main areas:

i) the meaning of "currently has a legally enforceable right of set-off";
ii) the application of simultaneous realization and settlement;
iii) the offsetting of collateral amount; and
iv) the unit of account for applying the offsetting requirements.

IAS 32 is applicable for periods beginning on or after January 1, 2013.
The Company has not yet early adopted any of these standards and expects the impact, if any, that these standards might have on its consolidated financial statements to be minimal.

Financial Instruments and Risk Management

Financial 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 Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities and notes payable.

The Company classified its cash as fair value through profit or loss; receivables as loans and receivables; and accounts payable and accrued liabilities and notes payable as other financial liabilities. The fair value of cash is measured on the statement of financial position using level 1 of the fair value hierarchy. The fair values of receivables, accounts payable and accrued liabilities and notes payable approximate their book values because of the short-term nature of these instruments.

Financial instrument risk exposure

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes.

Financial Instruments and Risk Management (cont'd …)

Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its payment obligations. The Company has no material counterparties to its financial instruments with the exception of the financial institutions which hold its cash. The Company manages this credit risk by ensuring that these financial assets are placed with a major financial institution with strong investment grade ratings by a primary ratings agency. The Company's receivables consist primarily of goods and services tax due from the government and other receivables; the balances are in good standing as at September 30, 2013. The Company does not believe it has a material exposure to credit risk.

Liquidity risk

The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash is invested in business accounts which are available on demand. The Company has significant financial liabilities outstanding including accounts payable and accrued liabilities and loans payable. The Company is exposed to the risk that it may not have sufficient liquid assets to meet its commitments associated with these financial liabilities. To the extent that the Company does not believe it has sufficient liquidity to meet these obligations, management will consider securing additional funds through equity transactions.

Interest rate risk

The Company is exposed to interest rate risk. The Company's bank account earns interest income at variable rates. The fair value of its portfolio is relatively unaffected by changes in short-term interest rates. Interest rate risk is minimal as the Company does not have significant interest bearing assets or any interest bearing liabilities that are tied into market rates.

Foreign exchange risk

The Company expects to continue to raise equity predominantly in Canadian dollars. The Company's property exploration that occurs in Sierra Leone is conducted in Canadian dollars, U.S. dollars and, to a lesser degree, Sierra Leonean leone. As such, it is subject to risk due to fluctuations in the exchange rates of these currencies. The Company does not enter into derivative financial instruments to mitigate its exposure to foreign currency risk. The effect of a one percent change in the foreign exchange rate on the Company's cash held in foreign currencies would be minimal.

Commodity 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 precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in pricing may be significant.

Financial Instruments and Risk Management (cont'd …)

Political uncertainty

In conducting operations in other countries, the Company is subject to considerations and risks not typically associated with companies operating in North America. These include risks such as the political, economic and legal environments. Among other things, the Company's results may be adversely affected by changes in the political and social conditions, and by changes in governmental policies with respect to mining laws and regulations, anti-inflationary measures, currency conversion and remittance abroad, and rates and methods of taxation.

Disclosure of Outstanding Share Data

The authorized capital of the Company consists of an unlimited number of common shares without par value.

Shares Issued and Outstanding:

As at the effective date of this MD&A there were 137,291,784 common shares issued and outstanding.

Warrants:

As at the effective date of this MD&A, the Company had 19,932,308 share purchase warrants outstanding.

Stock options:

As at the effective date of this MD&A, the Company had 11,850,000 stock options outstanding of which 6,000,000 are fully vested and exercisable.

Additional Information

Additional information relating to the Company is available under the Company's profile on SEDAR, at www.sedar.com.

Directors and Officers

The Company's directors and officers as at the effective date of this MD&A are:

Directors:

Michelle Gahagan
Garry Clark
Michael Curtis
Craig McLean
Wayne Tisdale
Gordon King
James Newall
Dr. Hikmet Akin

Officers:

Wayne Tisdale, President and CEO
Lesia Burianyk, CFO
Leah Martin, Corporate Secretary