MANAGEMENT DISCUSSION AND ANALYSIS

FOR

FIRE RIVER GOLD CORP.

FOR THE QUARTER ENDED 31 JANUARY 2014

The following discussion and analysis is Management's assessment of the results and financial condition of Fire River Gold Corp. (the "Company" or "FAU") for the quarter ended 31 January 2014 and should be read in conjunction with the unaudited quarterly condensed financial statements and the related notes. The date of this Management Discussion and Analysis is 21 October 2014.

Additional information on the Company is available on SEDAR at www.sedar.com.

FORWARD LOOKING STATEMENTS

Certain information included in this discussion may constitute forward-looking statements. Forward-looking statements are based on current expectations and entail various risks and uncertainties. These risks and uncertainties could cause or contribute to actual results that are materially different than those expressed or implied. The Company disclaims any obligation or intention to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

BUSINESS OF FIRE RIVER GOLD CORP.

During this quarter the Company was not actively involved in any mining projects or exploration. The Company may be regarded as dormant until Company management secures financing.

The major impact to the Company occurred in the previous fiscal year as follows: Effective October 7, 2013 Waterton Global Value, L.P. ("Waterton") has taken full and unrestricted control of the Nixon Fork Gold Mine and Mystery Creek Resources, Inc. ("MCRI"), the U.S. corporation that owns the mine. This action was a result of the default by Fire River on the terms of the Credit Agreement with Waterton. Fire River has delivered all rights, debts, properties and obligations of MCRI to Waterton and Waterton accepted such as full and final satisfaction of the indebtedness due to Waterton under the Credit Agreement. As part of the final Settlement Agreement Waterton also agreed to pay to Fire River approximately C$250,000 in cash and other obligations.

GOING CONCERN

As of 31 January 2014 the Company had no mining or exploration projects. The current accounts receivable, when realized, will be used to finance the 2013 audit, 2013 tax return and the Annual General Meeting. At the conclusion of these events the Company will have minimal cash and will not be in a position to continue operating without a cash infusion. These uncertainties may cast significant doubt on the Company's ability to continue as a going concern.

PROPERTIES

The Company has no mining or exploration properties as of 31 January 2014.

SELECTED ANNUAL AND QUARTERLY FINANCIAL INFORMATION

The following selected financial information is derived from the unaudited quarterly condensed financial statements and 2013 annual audited financial statements of the Company prepared in accordance with IFRS.

(in thousands)	**3 Mths ended 31 Jan 2014**	**3 Mths ended 31 Jan 2013**	**12 Mths ended 31 Oct 2013**
Administrative expenses	77	371	1,300
Exploration and evaluation expenses	-	4,302	15,029
Net income (loss) for quarter	(77)	(4,672)	10,381
Net comprehensive income (loss)	(77)	(5,449)	10,011
Earnings (loss) per share – Basic & diluted	0.00	(0.02)	0.03
Total assets	258	10,797	320
Total long term liabilities	Nil	15,564	Nil

Major cost activity areas include the following (**in millions**):

	3 Mths ended 31 Jan 2014	**3 Mths ended 31 Jan 2013**	**12 Mths ended 31 Oct 2013**
Administrative costs	-	$0.9	$2.6
Camp and maintenance	-	$4.4	$12.6
Drilling and mining	-	$1.8	$5.1
Geology and engineering	-	$1.1	$0.7
Assaying	-	$0.3	$1.0
Crushing and milling	-	$1.8	$5.7
Safety and environmental	-	$0.4	$1.3
Royalties	-	$0.4	$1.0
Decommissioning liability	-	$Nil	$Nil
Financing	-	$0.8	$3.2
Cost recoveries	-	($7.0)	($16.2)

Quarterly comparison data **(in thousands)**:

	31 Jan 2014	31 Oct 2013	31 Jul 2013	30 Apr 2013	31 Jan 2013	31 Oct 2012	31 Jul 2012	30 Apr 2012
Total Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net income (loss)	(77)	27,870	(5,655)	(6,392)	(5,442)	(11,315)	(7,731)	(5,589)
Earnings (loss) per share	0.00	.09	(0.02)	(0.02)	(0.02)	(0.05)	(0.08)	(0.05)
Total assets	258	320	9,595	10,437	10,797	12,511	11,422	14,907

The quarterly activity consisted of maintaining the company at minimum necessary cash expenditures while company management pursued funding for ongoing operations. The Vancouver office was closed and pay for Company management was halted. The remainder of the Vancouver office lease was eliminated through negotiation with the leaseholder. The expenditures for the quarter consisted primarily of the loss due to the disposal of the Vancouver office equipment ($42,465) and legal fees ($12,305).

LIQUIDITY

Working capital, defined as current assets minus current liabilities, at 31 January 2014 was $186,435 (at 31 January 2013: deficit of $8,511,690; at 31 October 2013: $220,816). As at 31 January 2014, the Company had the following commitments:

	< 1 year $	2-3 years $	> 3 years $	Total $
Rent and lease payments	15,907	-	-	15.907
Total commitments	**15,907**	**-**	-	**15,907**

MOST RECENT SHARE PROCEEDS

On August 9, 2012, the Company issued 88,417,458 equity units at a price of $0.065 for gross proceeds of $5,747,135 (the “First Tranche”). Each equity unit consists of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to purchase one common share at an exercise price of $0.10 for a period of five years. In connection with the offering, various agents were paid $137,041 and issued 2,080,320 compensation options which entitle the agents to purchase one share and one warrant at a price of $0.065 with each warrant having the same terms as the equity unit warrants.

On August 31, 2012, the Company issued 16,602,709 equity units at a price of $0.065 for gross proceeds of $1,079,176 (the “Second Tranche”). Each equity unit consists of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to purchase one common share at an exercise price of $0.10 for a period of five years. In connection with the offering, an agent was paid $135,279 and issued 1,328,216 compensation options which entitle the agent to purchase one share and one warrant at a price of $0.065 with each warrant having the same terms as the equity unit warrants.

On September 19, 2012, the Company issued 108,694,492 equity units at a price of $0.065 for gross proceeds of $7,065,142 (the "Third and Final Tranche"). Each equity unit consists of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to purchase one common share at an exercise price of $0.10 for a period of five years. In connection with the offering, various agents were paid an aggregate of $848,948 and issued 6,262,526 compensation options which entitle the agents to purchase one share and one warrant at a price of $0.065 with each warrant having the same terms as the equity unit warrants.

OUTSTANDING SHARE AND OPTION DATA

The Company is authorized to issue unlimited common shares without par value. At 31 January 2014 there were 316,157,031 outstanding shares compared to 316,157,031 at 31 October 2013. At 31 January 2014 there were 2,956,636 outstanding stock options at an average exercise price of $0.19. The Company also had 221,964,659 common share purchase warrants outstanding and exercisable, weighted average exercise price of $0.11 and 9,671,062 compensation options at an average exercise price of $0.065.

Stock Options

The Company has established a fixed share purchase option plan as of 26 July 2012, whereby the board of directors ("Board") may from time to time grant to directors, officers, employees or consultants up to a maximum of 10,244,237 stock options. Options granted must be exercised no later than ten years from date of grant or such lesser period as determined by the Company's board of directors. The exercise price of an option will be set by the Board at the time such option is granted and cannot be less than the closing market price on the TSX Venture Exchange ("TSXV") on the last trading day preceding the grant date, less any allowable discounts that may be permitted under applicable exchange policies.

During the quarter ended 31 January 2014 no options were issued and 800,000 options were cancelled.

Share Purchase Warrants

No share purchase warrants were issued during the quarter ended 31 January 2014. During the year ended 31 October 2013 no share purchase warrants were granted.

Exercise of Warrants and Options

During the quarter ended 31 January 2014, there were no agent compensation warrants, warrants, or stock options exercised.

RELATED PARTY TRANSACTIONS

The remuneration of directors and other members of key management were as follows:

	Qtr ended 31 Jan 2014	Qtr ended 31 Jan 2013	Year ended 31 October 2013
Short-term benefits	-	$131,312	$406,798
Share-based payments	-	$36,318	$67,978
Total	-	$167,630	$474,776

Included in accounts payable and accrued liabilities at 31 January 2014 is $39,984 (31 October 2013: $39,984) owing to current and former officer and directors.

SUBSEQUENT EVENTS

The Company received a Cease Trade Order from the British Columbia Securities Commission on 7 March 2014.

Effective 10 October 2014 the Company's shares have been moved to a NEX listing.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates used in the preparation of these consolidated financial statements include, amongst other things, depreciation, determination of net recoverable value of assets, determination of fair value on taxes, and share compensation. These estimates are reviewed periodically (at least annually), and, as adjustments become necessary, they are reported in earnings in the period in which they become known.

A detailed summary of all of the Company's significant accounting policies is included in Note 3 of the unaudited condensed financial statements for the quarter ended 31 October 2014.

IFRS ACCOUNTING POLICIES

The Company's unaudited condensed financial statements as at 31 January 2014 and the audited consolidated financial statements as at 31 October 2013 have been prepared in accordance with IFRS as issued by the IASB.

FINANCIAL INSTRUMENTS AND RISK

The Company's financial instruments consist of cash, trade payables and loans payable. The fair value of these financial instruments approximates their carrying value unless otherwise noted.

Fair Values

	Fair value hierarchy	**FVTPL, at fair value**	**Loans and receivables, at amortized cost**	**Available-for-sale, at fair value**	**Other liabilities, at amortized cost**
Cash	Level 1	4,934	-	-	-
Trade accounts payable	N/A	-	-	-	71,807

a) Credit Risk

Credit risk is the risk of an unexpected loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises primarily from the Company's cash and amounts receivable. The Company manages its credit risk relating to cash by dealing only with highly-rated Canadian and U.S. financial institutions. As a result of all of the above, credit risk is considered insignificant.

b) **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 manages liquidity risk by continuously monitoring actual and projected cash flows and matching the maturity profile of financial assets and liabilities.

c) **Currency Risk**

The Company is not exposed to any significant currency risk at 31 January 2014.

d) **Interest Risk**

The Company had no debt at 31 January 2014.

e) **Commodity Price Risk**

The Company has no commodity price risk at 31 January 2014.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.