



**MANAGEMENT DISCUSSION AND ANALYSIS  
FOR  
FIRE RIVER GOLD CORP.**

**FOR THE QUARTER ENDED 30 APRIL 2015**

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 30 April 2015 and should be read in conjunction with the condensed interim unaudited financial statements and the related notes. The date of this Management Discussion and Analysis is 4 June 2015.

This MD&A and the accompanying condensed interim financial statements at 30 April 2015 have not been reviewed by the Company's auditors.

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

## GOING CONCERN

As of 30 April 2015 the Company had no mining or exploration projects. The cease trade orders received by the Company from the British Columbia Securities Commission, the Ontario Securities Commission and the Alberta Securities Commission were revoked in January 2015. Trading in the Company's common stock has been reinstated. The share consolidation at 100:1 was approved on 24 February 2015 by the NEX and the Company enacted the consolidation and shareholders have been notified of their post-consolidation share quantities. The Company has minimal cash and will not be in a position to continue operating without a cash infusion. Company management is actively pursuing opportunities that will provide the necessary cash infusion. These material 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 30 April 2015.

## SELECTED ANNUAL AND QUARTERLY FINANCIAL INFORMATION

The following selected financial information is derived from the unaudited condensed interim financial statements at 30 April 2015 and 30 April 2014 of the Company prepared in accordance with IFRS.

| (in thousands)                              | 3 Mths ended<br>30 Apr 2015 | 3 Mths ended<br>30 Apr 2014 | 6 Mths ended<br>30 Apr 2015 | 6 Mths ended<br>30 Apr 2014 |
|---|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| Administrative expenses                     | 49                          | 34                          | 65                          | 111                         |
| Net income (loss) for quarter               | (49)                        | (34)                        | (65)                        | (111)                       |
| Net comprehensive income (loss)             | (49)                        | (34)                        | (65)                        | (111)                       |
| Earnings (loss) per share – Basic & diluted | (0.015)                     | (0.011)                     | (0.021)                     | (0.035)                     |
| Total assets                                | 51                          | 245                         | 51                          | 245                         |
| Total long term liabilities                 | Nil                         | Nil                         | Nil                         | Nil                         |

### Comparison of Quarterly Results

The major activities for the quarter ended 30 April 2015 were the completion of the share consolidation and preparation of the quarterly statements (\$35,842 consulting fees - included in this charge is work done for the revocation of the cease trade orders) and preparation of the 2014 tax return (\$1,575). For the quarter ended 30 April 2014, the major activities were legal counsel (\$10,492) and insurance fees (\$10,141). There was no payroll or payroll related expense in either quarter or six month period.

### Quarterly comparison data (in thousands):

|                           | 30 Apr<br>2015 | 31 Jan<br>2015 | 31 Oct<br>2014 | 30 Jul<br>2014 | 31 Apr<br>2014 | 31 Jan<br>2014 | 31 Oct<br>2013 | 31 Jul<br>2013 |
|---------------------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|----------------|
| Total Revenues            | Nil            |
| Net income (loss)         | (49)           | (16)           | (181)          | (14)           | (34)           | (77)           | 27,870         | (5,655)        |
| Earnings (loss) per share | (0.015)        | (0.00)         | (0.00)         | (0.00)         | (0.00)         | 0.09           | (0.02)         | (0.02)         |
| Total assets              | 51             | 117            | 170            | 222            | 245            | 258            | 320            | 9,595          |

### Summary of Quarterly Results

For the quarter ended 30 April 2015, the \$49,000 in expenses consisted of: \$41,000 in consulting fees for preparation of the quarterly statements, revocation of the cease trade orders, tax advice, corporate governance direction and the share consolidation, \$2,000 for filing fees, \$3,000 in office expenses and \$3,000 in director fees. There were no salaries paid or payroll related costs.

The work completed in the quarter was to execute the share consolidation and file the 2014 tax return.

Activity in the Company continues to be at a minimum until a cash infusion can be made or a project found for the Company.

### LIQUIDITY

Working capital, defined as current assets minus current liabilities, at 30 April 2015 was a deficit of \$107,910 (deficit at 31 October 2014: \$42,903).

### 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 \$427,376 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

### Authorized share capital

The Company has authorized an unlimited number of common shares with no par value. As at 15 June 2015 (the date of this MD&A) the Company had 3,161,570 common shares outstanding (30 April 2015 and 31 October 2014: 3,161,570 – adjusted for the 100:1 share consolidation). The share consolidation at 100:1 was approved by the NEX on 24 February 2015 and trading in the new shares commenced on 25 February 2015.

### Shares issuances

No new shares were issued in the quarter ended 30 April 2015 or in the year ended 31 October 2014. No new shares have been issued from 30 April 2015 to the date of this MD&A.

### Stock options

The Company has established a share purchase option plan whereby the Board may from time to time grant stock options to directors, officers, employees or consultants up to 102,442 shares (adjusted for the 100:1 share consolidation) at any time. 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 of Directors at the time such option is granted and cannot be less than the closing market price on the NEX on the last trading day preceding the grant date, less any allowable discounts that may be permitted under applicable exchange policies.

The following is a summary of the changes in the Company's stock option plan as at 30 April 2015 and the year ended 31 October 2014:

|                                   | As at 30 April 2015 |                                    | As at 31 October 2014 |                                    |
|-----------------------------------|---------------------|------------------------------------|-----------------------|------------------------------------|
|                                   | Number of options   | Weighted average exercise price \$ | Number of options     | Weighted average exercise price \$ |
| Outstanding, beginning            | 22,366              | 17.50                              | 37,566                | 21.59                              |
| Cancelled                         | (2,000)             | 11.00                              | (15,200)              | 27.61                              |
| <b>Outstanding, end of period</b> | <b>20,366</b>       | <b>17.48</b>                       | <b>22,366</b>         | <b>17.50</b>                       |

No options were granted during the quarter and six months ended 30 April 2015 or to the date of this MD&A. This table has been adjusted for the 100:1 share consolidation approved on 24 February 2015 by the NEX.

## RELATED PARTY TRANSACTIONS

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

|                      | 6 Mths ended 30 Apr<br>2015 | 12 Mths ended 31 Oct<br>2014 |
|----------------------|-----------------------------|------------------------------|
| Short-term benefits  | -                           | 28,212                       |
| Share-based payments | -                           | -                            |
| Total                | -                           | 28,212                       |

Included in accounts payable and accrued liabilities is \$108,568 (2014: \$79,569) owing to current and former officer and directors. The \$108,568 is as follows: Harry Barr, former CEO, \$16,800 for consulting, Christine Melian, former director, \$40,000 for consulting, Fred Sveinson, former director, \$8,875 for director's fees and \$2,744 for consulting, Jacques McMullen, former director, \$8,875 for director's fees and Paul Dyer, current CFO, \$31,724 for consulting fees.

## SUBSEQUENT EVENTS

Richard Wells resigned as a director of the Company on 12 May 2015 and Stacey Bligh was appointed to the board of directors as of 21 May 2015.

## 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 condensed interim financial statements include, amongst other things, 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 interim financial statements for the quarter ended 30 April 2015.

## IFRS ACCOUNTING POLICIES

The Company's unaudited condensed interim financial statements at 30 April 2015 and audited consolidated financial statements as at 31 October 2014 have been prepared in accordance with IFRS as issued by the IASB.

## FINANCIAL INSTRUMENTS AND RISK

The Company's financial instruments consist of cash and trade payables. 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              | 25,151               | -  | -                                 | -                                    |
| Trade and other payables | N/A                  | -                    | -  | -                                 | 159,183                              |

### 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 30 April 2015.

### d) Interest Risk

The Company had no interest bearing debt at 30 April 2015.

## OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.