EXPLOREX CAPITAL LTD

(A DEVELOPMENT STAGE COMPANY)

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS

AND RESULTS OF OPERATIONS

FOR THE FIRST QUARTER ENDED JUNE 30, 2013

The following is management's discussion and analysis ("MD&A") is intended to assist the reader to assess material changes in financial condition and results of operations of Explorex Captial Ltd. ("Explorex" or the "Company") as at June 30, 2013

This MD&A which should be read in conjunction with the annual financial statements as at June 30, 2013 and a summary of significant accounting policies and other explanatory information. These financial statements have been prepared using accounting policies consistent with IFRS as issued by the International Accounting standards Board ("IASB").

All monetary amounts are in Canadian dollars unless otherwise specified. The effective date of this MD&A is August 28, 2013 Additional information relating to the Company is available on SEDAR at www.sedar.com.

Overview

Explorex Resources Inc. (the "Company", formerly Explorex Capital Ltd.) was incorporated under the Business Corporations Act (British Columbia) on January 6, 2011 as Explorex Capital Ltd., and changed its name to Explorex Resources Inc. on June 11, 2012. The Company was classified as a Capital Pool Company ("CPC") as defined by the policies of the TSX Venture Exchange (the "Exchange"). The Company is currently engaged in the acquisition, exploration and evaluation of its mineral property interests located in Eastern Canada. The Company's shares are listed on the Exchange under the symbol EX. During the current year, the Company closed its Qualifying Transaction (Note 12) and as such, the Company graduated from being a CPC to a Tier 2 mining issuer on the Exchange.

Highlights for the year ended June 30, 2013

During the current quarter, the Company terminated its option agreement on the Porcupine property in New Brunswick. An initial program of geochemical sampling, trenching and mapping has been completed.

Highlights subsequent to the year ended March 31, 2013

Subsequent to the year end June 30, 2013, the Company conducted property reviews and due diligence on several prospective properties.

Results of operations for the quarter ended June 30, 2013

The following table sets forth information for the years ended March 31, 2013 and 2012.

	Quarter ended June 30, 2013	Quarter end June 30, 201
Financial results:		
Net (loss) for the period	$ (38,832)	$ (27,122)
Basic and diluted gain (loss) per share	-	-
Balance sheet data:		
Current assets	188,169	243,675
Total assests	188,169	494,755
Shareholders' equity	183,327	494,755
Cash flow data:		
Common share proceeds (gross)	-	-

The table below sets forth selected results of operations for the Company's most recently completed quarters since incorporation.

	Quarter Ended			
	June 30 2013	March 31 2013	December 31 2012	September 30 2012
Net loss	$ (38,832)	(323,913)	(57,022)	$ (49,617)
Basic and diluted loss per share	-	-	-	-
Total assets	188,169	254,912	531,549	583,811
Working capital	183,327	222,159	280,468	402,451

	Quarter Ended			
	June 30 2012	March 31 2012	December 31 2011	September 30 2011
Net loss	$ (27,122)	(46,526)	(16,786)	(47,021)
Basic and diluted loss per share	-	-	-	-
Total assets	619,952	363,250	436,559	439,444
Working capital	534,892	295,863	342,390	394,235

Quarter ended June 30, 2013 compared to quarter ended June 30, 2012

For the quarter ended June 30, 2013, the Company recorded a net loss of $38,832 compared to $27,122 in the previous year. Significant changes in individual expenses in the current year include consulting expense of $nil (2012 - $6,000) due to decreased use of consultants to manage the company's business after receiving Tier 2 status. Other individual expenses that changed in the current quarter include management expense of $18,000 (2012 - $nil) and general office expenses of $10,059 (2012 - $4,849). Management and office expense increased in the current quarter due to the Company conducting due diligence reviews of resource property.

The Company's working capital of $183,327 is less than the previous year due to exploration expenditures on the porcupine property.

Summary of previous quarterly results

March 31, 2013

For the year ended March 31, 2013, the Company recorded a net loss of $437,673 compared to $113,757 in the previous year. Significant changes in individual expenses in the current year include consulting expense of $11,644 (2012 - $nil) due to increased use of consultants to manage the company's business after receiving Tier 2 status. Other individual expenses that changed in the current quarter include write-off of exploration and evaluation assets of $258,676 (2012 - $nil) and general office expenses of $27,297 (2012 - $5,580). The write-off of exploration and evaluation assets in the current year occurred due to the termination of the Porcupine option agreement.

The Company's working capital of $222,159 is less than the previous year due to a greater amount in office and miscellaneous expenses incurred during the current year.

December 31, 2012

For the three-month period ended March 31, 2013, the Company recorded a net loss of $57,022 compared to $49,617 in the previous quarter. Significant changes in individual expenses in the current quarter include consulting expense of $23,000 (2011 - $nil) due to increased use of consultants to manage the company's business after receiving Tier 2 status. Other individual expenses that changed in the current quarter include transfer agent and filing fees of $529 (2011 - $9,450) and professional fees of $22,350 (2011 - $21,593).

The Company's working capital of $260,468 is less than the previous year due to greater amount in office and miscellaneous expense during the current year.

September 30, 2012

For the three-month period ended September 30, 2012, the Company recorded a net loss of $49,617 compared to $47,021 in the previous quarter. Significant changes in individual expenses in the current quarter include consulting expense of $18,000 (2011 - $nil) due to increased use of consultants to manage the company's business after receiving Tier 2 status. Other individual expenses that changed in the current quarter include transfer agent and filing fees of $3,476 (2011 - 10,419) and professional fees of $13,230 (2011 - $5,942).

The Company's working capital of $402,451 is greater than the previous year due to financing completed during the current year.

June 30, 2012

For the three-month period ended June 30, 2012, the Company recorded a net loss of $7,122 compared to $3,424 in the previous quarter with the increase primarily due to increases in various expenses due to the Company becoming more active in the current year. Other individual expenses that increased in the current quarter include transfer agent and filing fees of $4,007 (2011 - $1,196) and consulting fees of $6,000 (2011 - $nil).

March 31, 2012

For the three-month period ended March 31, 2012, the Company recorded a net loss of $46,526 compared to $18,093 in the previous quarter with the increase primarily due to increases in various expenses due to the Company becoming more active in the current year. Significant increases in individual expenses in the current quarter include professional expense of $26,335 (2011 - $13,315) due to increased use of legal fees in required to complete the company's listing statement to acquire Tier 2 status. Other individual expenses that increased in the current quarter include transfer agent and filing fees of $17,948 (2011 - $nil) and rent of $4,800 (2011 - $nil).

The Company's working capital of $295,863 is greater than the previous year due to financing completed during the current year.

December 31, 2011

For the three-month period ended December 31, 2011, the Company recorded a net loss of $16,786 compared to $47,021 in the previous quarter. The decreased loss in the current quarter compared to previous quarter is primarily due to a decrease in stock-based compensation during the current quarter which was $nil compared to $18,656 in the previous quarter.

The Company's working capital of $342,390 is less than the previous quarter by $51,845 due to general and administrative expenses incurred in the current quarter.

September, 30, 2011

For the three-month period ended September 30, 2011, the Company recorded a net loss of $47,021 compared to $3,424 in the previous year. The increased loss in the current quarter compared to previous quarter is primarily due to increases in professional and transfer agent expenses incurred during the current quarter related to initial public offering fees and stock-based compensation expense.

The Company's working capital of $394,235 is much higher in the current period due to the Company completing its initial public offering raising $300,000.

Exploration Projects

The Company entered into an option agreement ("Agreement") to acquire up to an 85% interest in several mineral claims comprising the Porcupine property in New Brunswick, Canada. The Agreement constituted the Company's Qualifying Transaction. Under the terms of the agreement, in order to exercise the option to acquire the initial 70% interest, the Company will be required to make, over a three year period, total cash payments of $180,000 ($25,000 paid), issue a total of 850,000 common shares of the Company (150,000 issued) and incur exploration expenditures of $1,000,000. The Company can acquire an additional 15% interest upon completion of a positive bankable feasibility study on or before September 30, 2018. The agreement was subsequently amended the whereby the minimum work expenditure was reduced. Subsequent to the year end March 31, 2013, the Company terminated this option agreement, and accordingly, all related costs are written off to operations.

Liquidity and Capital Resources

The following table summarizes the Company's current assets, working capital and cash flow.

As at June 30		2013		2012
Current assets	$	188,169	$	328,190
Working capital		183,327		295,863

		June 30, 2013		June 30, 2012
Cash used in operating activities		(54,360)		(41,055)
Cash used in investing activities		-		(30,000)
Cash provided by financing activities		-		296,150
Change in cash	$	(54,360)	$	225,095

The Company is dependent on the sale of common shares to finance its exploration activities, property acquisition payments and general and administrative costs.

Share Capital

The Company has authorized share capital of an unlimited number of common shares of which 9,199,855 shares were issued and outstanding at the end of June 30, 2013.

As at August 28, 2013, 9,199,855 shares were issued and outstanding.

As at August 28, 2013, there were 250,000 options outstanding.

During the previous year, the Company completed a non-brokered private placement of 1,417,500 units at $0.20 per unit for gross proceeds of $283,500. Each unit consists of one common share and one share purchase warrant. Each share purchase warrant will entitle the holder thereof to purchase one additional share of the Company at a price of $0.30 per share for a period of up to twelve months from the closing date of the private placement. The Company paid finder's fees of $17,350.

During the year ended March 31, 2011, the Company issued a total of 4,250,000 seed common shares at a price of $0.05 per share for total proceeds of $212,500.

During the year ended March 31, 2012, additional 200,000 seed common shares were issued at a price of $0.05 per share for total proceeds of $10,000.

The Company issued 3,000,000 common shares from its initial public offering (the "Offering") at $0.10 per share for gross proceeds of $300,000. In connection with the Offering the Company granted the agent an option to acquire an aggregate of 300,000 common shares (agent's options) at an exercise price of $0.10 per share until August 8, 2013. The agent's options were granted with a value of $15,730. The Company paid an administration fee of $10,000, a cash commission of $30,000 and $38,383 in other issuance costs.

Related Parties

During the quarter ended March 31, 2013, the Company entered into the following transactions with related parties:

- Paid or accrued rent of $4,500 and management fees of $18,000 to a company controlled by a director of the Company.
- Paid or accrued management fees of $1,450 to the Company's Corporate Secretary.
- Paid or accrued professional fees of $4,500 to the Chief Financial Officer of the Company.

Financial Instruments

The Company's main financial risk exposures and its risk management policies are as follows:

Credit Risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk.

Interest Rate Risk

The Company has cash balances and no interest-bearing debt. As of the year ended March 31, 2012, the Company held an interest bearing GIC term deposit with a variable rate of 1.05% (1.95 below prime), 364 day term maturing August 3, 2012 and cashable at any time.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet the obligations associated with its financial liabilities. All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal period. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due.

Fair Value

The recorded value of the Company's financial assets and liabilities approximate their fair values due to their demand nature and their short term maturity.

Capital Risk Management

The Company manages its capital to ensure that it will be able to continue as a going concern while maximizing the return to shareholders through a suitable debt and equity balance appropriate for an entity of the Company's size and status. The capital structure of the Company consists of equity attributable to common shareholders, comprised of issued capital and deficit.

Use of Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of the financial statements and the reported amount of expenses during the period. Significant areas requiring the use of management estimates relate to the determination of environment obligations and impairment of exploration and evaluation assets and deferred costs and inputs used in accounting for share-based compensation. Actual results may differ from these estimates. By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes in such estimates in future periods could be significant.

Risk and Uncertainties

The Company's Operations and results are subject to a number of different risks at any given time. These factors , include but are not limited to disclosure regarding exploration , additional financing, project delay, titles to properties, price fluctuations and share price volatility, operating hazards , insurable risk and limitations of insurance, management , foreign country and regulatory requirements, currency fluctuations and environmental regulation risk.

(a) the state of the capital markets, which will affect the ability of the Company to finance mineral property acquisitions and expand its contemplated exploration programs;
(b) the prevailing market prices for base metals and precious metals;
(c) the consolidation and potential abandonment of the Company's property as exploration results provide further information relating to the underlying value of the property;
(d) the ability of the Company to identify and successfully acquire additional mineral properties in which the Company may acquire an interest whether by option, joint venture or otherwise, in addition to or as an alternative to the property;

OTHER RISK FACTORS

ADDITIONAL FINANCING

The Company has limited financial resources and provides no assurance that it will obtain additional funding for future acquisitions and development of projects or to fulfill its obligations under applicable agreements. The Company provides no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the Company's Properties with the possible dilution or loss of such interests. Further, revenues, financings and profits, if any, will depend upon various factors, including the success, if any, of exploration programs and general market conditions for natural resources. The Company provides no assurance that it can operate profitably or that it will successfully implement its plans for its further exploration and development of its Properties.

Permits and Licenses

The Company will require licenses and permits from various governmental and non-governmental authorities for its operations. The Company has obtained, or plans to obtain all necessary licenses and permits required carrying on the activities it is currently conducting or which it proposes to conduct under applicable laws and regulations. However, such licenses and permits are subject to change in regulations and in various operating circumstances. The Company provides no assurance that it will obtain all necessary licenses and permits required to carry out exploration, development and mining operations.

Political Regulatory Risks

Any changes in government policy may result in changes to laws affecting ownership of assets, mining policies, monetary policies, taxation, rates of exchange, environmental regulations, and labour relations, repatriation of income and return of capital. This may

affect both the Company's ability to undertake exploration and development activities in respect of the Principal Properties in the manner currently contemplated, as well as its ability to continue to explore, develop and operate the Principal Properties. The possibility that future governments may adopt substantially different policies, which might extend to expropriation of assets, cannot be ruled out.

Currency Risk

Currency fluctuations may affect the cash flow which the Company may realize from its operations, since most mineral commodities are sold in a world market in United States dollars. The Company's costs are incurred primarily in Canadian dollars.

Dependence on Key Individuals

The Company is dependent on a relatively small number of key personnel, the loss of any one of whom could have an adverse effect on the Company. In addition, the Company will be highly dependent upon contractors and third parties in the performance of its exploration and development activities. The Company provides no guarantee that such contractors and third parties will be available to carry out such activities on behalf of the Company or be available upon commercially acceptable terms.

Competitive Factors in the Precious and Base Metals Markets

Most mineral resources including precious and base metals are essentially commodities markets in which we would expect to be a small producer with an insignificant impact upon world production. As a result, production, if any, would be readily sold and would likely have no impact on world market prices. In recent months due to the significant downturn in the world economies has driven the commodities prices much lower which has made raising capital more difficult more competitive than past years.

Overall the upward trend in the price of gold (approximately US$1200 an ounce) in the last year with a more consistent price above US$1200 in 2012 has been a benefit to Gold exploration companies. As these higher gold prices and the difference between the Canadian dollar and US dollar spread will help the Company in raising capital. Base metal prices have been improving in the past few months will help the company as it also has some historic base metal mines.

Internal Control over Financial Reporting

The Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") of the Company, together with the Company's management, are responsible for the information disclosed in this MD&A and in the Company's other external disclosure documents. For the year ended March 31, 2013, the CEO and the CFO have designed, or caused to be designed under their supervision, the Company's disclosure controls and procedures ("DCP") to provide reasonable assurance that material information relating to the Company and its consolidated subsidiaries has been disclosed in accordance with regulatory requirements and good business practices and that the Company's DCP will enable the Company to meet its ongoing disclosure requirements. The CEO and CFO have evaluated the effectiveness of the Company's disclosure controls and procedures and have concluded that the design and operation of the Company's DCP were effective as of March 31, 2013 and that the Company has the appropriate DCP to ensure that information used internally by management and disclosed externally is, in all material respects, complete and reliable.

The CEO and the CFO are also responsible for the design of the internal controls over financial reporting ("ICFR") within the Company in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards ("IFRS").

During the design and evaluation of the Company's ICFR, management identified certain nonmaterial deficiencies, a number of which have been addressed or are in the process of being addressed in order to enhance the Company's processes and controls. The Company employs entity level and compensating controls to mitigate any deficiencies that may exist in its process controls. Management intends to continue to further enhance the Company's ICFR.

The Company's management, including its CEO and CFO, believe that any DCP and ICFR, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override to the future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may

occur and not be detected. There have been no changes in the Company's ICFR during the year ended March 31, 2013 that have materially affected, or are reasonably likely to materially affect, the Company's ICFR.

Critical Accounting Estimates

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Changes in accounting policies

Standards issued but not yet effective up to the date of issuance of the Company's financial statements are listed below. This listing is of standards and interpretations issued, which the Company reasonably expects to be applicable at a future date. The Company intends to adopt those standards when they become effective. The Company does not expect the impact of such changes on the financial statements to be material.

IFRS 9 Financial Instruments

In November 2009, the IASB published IFRS 9, "Financial Instruments", which 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, entities would be required to reverse the portion of the fair value change due to their own credit risk out of earnings and recognize the change in other comprehensive income. IFRS 9 is effective on January 1, 2015. Early adoption is permitted and the standard is required to be applied retrospectively.

IFRS 10 Consolidated Financial Statements

IFRS 10, "Consolidated Financial Statements", requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces SIC-12, "Consolidation - Special Purpose Entities", and parts of IAS 27, "Consolidated and Separate Financial Statements". The standard is effective for annual periods beginning on or after January 1, 2013. Entities early adopting this standard must also adopt the other standards included in the 'suite of five' standards on consolidation, joint arrangements and disclosures: IFRS 11, "Joint Arrangements", IFRS 12, "Disclosure of Interests in Other Entities", IAS 27 (2011), "Separate Financial Statements" and IAS 28 (2011), "Investments in Associates and Joint Ventures".

IFRS 11 Joint Arrangements

IFRS 11, "Joint Arrangements", requires a venturer to classify its interest in a joint arrangement as a joint venture or a joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation, the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. IFRS 11 supersedes IAS 31, "Interests in Joint Ventures", and SIC-13, "Jointly Controlled Entities - Non-monetary Contributions by Venturers". The standard is effective for annual periods beginning on or after January 1, 2013. Entities early adopting this standard must also adopt the other standards included in the 'suite of five' standards on consolidation, joint arrangements and disclosures: IFRS 10, "Consolidated Financial Statements", IFRS 12, "Disclosure of Interests in Other Entities", IAS 27 (2011), "Separate Financial Statements" and IAS 28 (2011), "Investments in Associates and Joint Ventures".

IFRS 12 Disclosure of Interests in Other Entities

IFRS 12, "Disclosure of Interests in Other Entities", establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, and special purpose vehicles and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interests in other entities. The standard is effective for annual periods beginning on or after January 1, 2013. Entities early

adopting this standard must also adopt the other standards included in the 'suite of five' standards on consolidation, joint arrangements and disclosures: IFRS 10, “Consolidated Financial Statements”, IFRS 11, “Joint Arrangements”, IAS 27 (2011), “Separate Financial Statements” and IAS 28 (2011), “Investments in Associates and Joint Ventures”.

IFRS 13 Fair Value Measurement

IFRS 13, “Fair Value Measurement”, is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes disclosures about fair value measurement. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures.

IAS 1 Presentation of Financial Statements

In June 2011, the IASB issued amendments to IAS 1, “Presentation of Financial Statements” to: (a) require companies to group together items within other comprehensive income (“OCI”) that may be reclassified to the statement of loss; and (b) require tax associated with items presented before tax to be shown separately for each of the two groups of OCI items (without changing the option to present items of OCI either before tax or net of tax). The amendments also reaffirm existing requirements that items in OCI and income or loss should be presented as either a single statement or two separate statements. The amended standard is effective for annual periods beginning on or after July 1, 2012.
IAS 19 Employee Benefits (Amended in 2011)

IAS 19 (2011), “Employee Benefits”, amends IAS 19, “Employee Benefits” with revised requirements for pensions and other postretirement benefits, termination benefits and other changes. The key amendments include:

- Requiring the recognition of changes in the net defined benefit liability (asset) including immediate recognition of defined benefit cost, disaggregation of defined benefit cost into components, recognition of measurements in other comprehensive income, plan amendments, curtailments and settlements (eliminating the 'corridor approach' permitted by the existing IAS 19);
- Introducing enhanced disclosures about defined benefit plans;
- Modifying accounting for termination benefits, including distinguishing benefits provided in exchange for service and benefits provided in exchange for the termination of employment and affect the recognition and measurement of termination benefits;
- Clarifying various miscellaneous issues, including the classification of employee benefits, current estimates of mortality rates, tax and administration costs and risk-sharing and conditional indexation features; and
- Incorporating other matters submitted to the IFRS Interpretations Committee.

The amended standard is effective for annual periods beginning on or after January 1, 2013.

The Company expects no impact from the adoption of the amendments on its financial position or performance.

Critical judgements in applying the Group’s accounting policies

The following is the critical judgement, apart from those involving estimations that management have made in the process of applying the Group’s accounting policies and that have the most significant effect on the amounts recognized in the financial statements.

Exploration and evaluation assets

When there are events or changes in the circumstances which indicate the carrying amount of the exploration and evaluation assets may not be recoverable, the Group will take into consideration of the recoverable amounts of the relevant cash generating unit (“CGU”). After taking into account the current economic environment, the management reviews the developing projects and exploration plans and confirms that there is no indicator for impairment on the exploration and
evaluation assets of the Group at the reporting dates.

Cautionary Statement on Forward-Looking Information

This MD&A, which contains certain forward-looking statements, are intended to provide readers with a reasonable basis for assessing the financial performance of the Company. All statements, other than statements of historical fact, are forward-looking statements.

The words “believe”, “expect”, “anticipate”, “contemplate”, “target”, “plan”, “intends”, “continue”, “budget”, “estimate”, “may”, “will”, “schedule” and similar expressions identify forward looking statements. Forwardlooking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic and competitive uncertainties and contingencies.

Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements. Such factors include, but are not limited to, fluctuations in the currency markets such as Canadian dollar, fluctuations in the prices of commodities, changes in government legislation, taxation, controls, regulations and political or economic developments in Canada, the United States, or other countries in which the Company carries or may carry on business in the future, risks associated with mining or development activities, the speculative nature of exploration and development, including the risk of obtaining necessary licenses and permits, and quantities or grades of reserves. Many of these uncertainties and contingencies can affect the Company’s actual results and could cause actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, the Company.

Readers are cautioned that forward-looking statements are not guarantees of future performance. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those acknowledged in such statements. Specific reference is made to the Company's most recent Annual Information Form on file with Canadian provincial securities regulatory authorities for a discussion of some of the factors underlying forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except to the extent required by applicable laws.