Red Ore Gold Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three months ended July 31, 2013

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(Information as at September 25, 2013 unless otherwise noted)

Cautionary Statements

Forward-Looking Information

Except for statements of historical fact relating to Red Ore Gold, certain statements contained in this MD&A constitute forward-looking information, future oriented financial information or financial outlooks (collectively "forward-looking information") within the meaning of Canadian securities laws. Forward-looking information may relate to this document and other matters identified in Red Ore Gold's public filings, Red Ore Gold's future outlook and anticipated events or results and in some cases can be identified by terminology such as "may", "will", "could", "should", "expect", "plan", "anticipate", "believe", "intend", "estimate", "projects", "predict", "potential", "targeted", "possible", "continue", "objective" or other similar expressions concerning matters that are not historical facts and include, commodity prices, access to sufficient capital resources, mineral resources, mineral reserves, realization of mineral reserves, existence or realization of mineral resource estimates, results of exploration activities, the timing and amount of future production, the timing of construction of the proposed mine and process facilities, the timing of cash flows, capital and operating expenditures, the timing of receipt of permits, rights and authorizations, communications with local stakeholders and community relations, employee relations, settlement of disputes, status of negotiations of joint ventures, availability of financing and any and all other timing, development, operational, financial, economic, legal, regulatory and political factors that may influence future events or conditions. Such forward-looking statements are based on a number of material factors and assumptions including but not limited in any manner, those disclosed in any other of Red Ore Gold's public filings and include the ultimate determination of mineral reserves, availability and final receipt of required approvals, licenses and permits, ability to acquire necessary surface rights, sufficient working capital to develop and operate the proposed mine, access to adequate services and supplies, economic conditions, commodity prices, foreign currency exchange rates, interest rates, access to capital and debt markets and associated cost of funds, availability of a qualified work force, positive employee relations, lack of social opposition and legal challenges, ability to settle disputes and the ultimate ability to mine, process and sell mineral products on economically favorable terms. While Red Ore Gold considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in other Red Ore Gold filings. Forward-looking statements are based upon management's beliefs, estimate and opinions on the date the statements are made and, other than as required by law, Red Ore Gold does not intend and undertakes no obligation to update any forward-looking information to reflect, among other things, new information or future events.

This MD&A includes but is not limited to, forward looking statements regarding: the potential and planned exploration on the Company's properties; the Company's ability to meet its working capital needs for the nine-month period ending April 30, 2014; the plans, costs, capital and timing of future exploration and development of the Company's property interest in Nevada; the Company's ability to find strategic partnerships for its Bottle Creek property, the Company's ability to obtain a listing on a Canadian stock exchange, the Company's ability to achieve a settlement with creditor on old outstanding accounts payable.

INTRODUCTION

The following provides Management's Discussion and Analysis of the financial position of Red Ore Gold Inc. ("the Company") and the results of operations of the Company for the three months ended July 31, 2013. Management's Discussion and Analysis was prepared by Company management and approved by the Board of Directors on September 25, 2013.

All figures are presented in Canadian dollars (unless otherwise indicated) and are in accordance with International Financial Reporting Standards ("IFRS"). These statements together with the following Management Discussion and Analysis dated September 25, 2013, are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as forward-looking statements relating to potential future performance. Red Ore Gold's consolidated financial statements were prepared in accordance with IFRS. All amounts in this MD&A are expressed in Canadian dollars ("CAD"), unless otherwise noted.

NATURE OF OPERATIONS

Corporate summary

Red Ore Gold is an exploration stage junior mining company engaged in the identification, acquisition, evaluation and exploration of precious and base metals with mineral properties in the United States. At the date of these consolidated financial statements, the Company has not determined whether the properties contain mineral reserves that are economically recoverable. The recoverability of amounts recorded for mineral exploration properties and deferred exploration expenditures is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of these reserves and upon attaining future profitable production from the properties or sufficient proceeds from disposition of the properties. Red Ore Gold Inc. (the "Company" or "Red Ore") was incorporated under the name "Red Ore Gold Inc." under the laws of the Province of British Columbia by Articles of Incorporation dated January 13, 2011.

Galahad Metals Inc., formerly Phoenix Matachewan Mines, trading on the TSX Venture Exchange under the symbol GAX, at July 31, 2013, currently owns 6,613,430 common shares of Red Ore, and has a convertible debenture with Red Ore which if exercised would result in an additional 419,443 common shares if the outstanding balance and interest were converted. As at July 31, 2013, Galahad currently owns 33% of the issued and outstanding Red Ore common shares and 35% on a partially diluted basis. Red Ore has a verbal agreement with Galahad to allow the Company to operate without Galahad imposing any influence over the operations of the Company.

The Company has applied for its common shares to be listed on the TSX Venture Exchange under the symbol RXX. The primary office is located at 3643 Marine Drive, West Vancouver, British

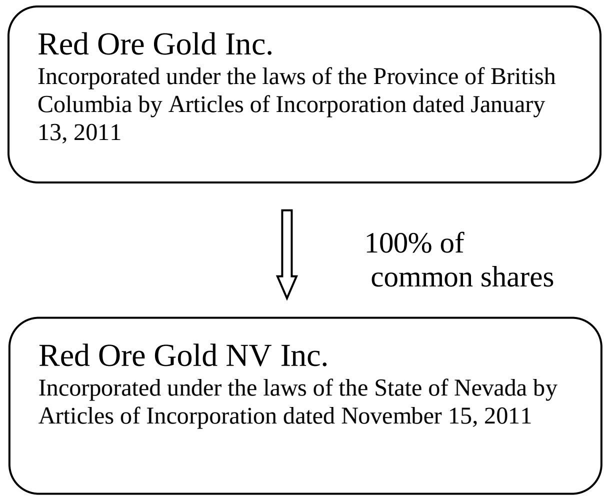
Columbia, V7V 1N3 with the operating office located at #205-2742 St Joseph Blvd, Orleans, Ontario, Canada, K1C 1G5.

Corporate history

On March 25, 2011, Galahad, a related party, received board of director approval to transfer all of its 60% ownership of Bottle Creek Exploration LLC ("BCE"), which was incorporated in the State of Nevada, to the Company in exchange for 8,838,939 common shares.

On August 10, 2012 the Company completed the dissolution of Bottle Creek Exploration LLC, a 60% owned subsidiary. Per the terms of the dissolution of the subsidiary, the Bottle Creek exploration claims as well as all assets and liabilities of BCE were transferred in the name of Golden Gryphon USA ("Golden"), with the Company retaining its 60% interest in the Bottle Creek exploration claims only. On September 5, 2012, the Company had received notice from Golden Gryphon that Red Ore was delinquent on the cash calls made and as a result would see its ownership diluted. As at July 31, 2013, Red Ore has not yet received notice of the percentage of dilution in its interest in Bottle Creek exploration claims.

GROUP STRUCTURE



Highlights

Highlights for the three months ended July 31, 2013 include:

- Completed a private placement for gross proceeds of $20,000, through the issuance of 200,000 common shares.
- Michael Newman has relinquished his position as director of the Company.

Listing Application

The Company will revisit the listing application when the drill program along with a 43-101 on the Ryepatch property is completed. Management anticipates the completion of a drill program in the fall 2013.

FOCUSED EXPLORATION

The Company has always had a different approach to gold exploration. Rather than have millions of acres and large budgets, it has instead gone to projects where gold and gold indicator minerals were already present and then taken only enough claim ground to efficiently explore. In keeping with this method the Company, in the 2014 fiscal year, will focus on its Ryepatch claims in Nevada, USA.

Management is considering divesting its interest in the Bottle Creek property.

ON-GOING PROJECTS

Listed below is a summary of the main projects and their status:

Country	Project	Commodity	Status at July 31, 2013	2014 Plans	Red Ore Ownership	Financial Statements
United States	Bottle Creek	Gold	Trenching completed Phase I drilling completed	Look for joint venture or option partner.	60%	Held in Golden Gryphon USA.
United States	Rye patch	Gold	Signed lease option agreement	Commence initial drill exploration program fall of 2013.	100%	Held in Red Ore Gold NV Inc.

On September 5, 2012, the Company had received notice from Golden Gryphon that Red Ore was delinquent on the cash calls made and as a result would see its ownership diluted. Red Ore as at July 31, 2013, has not yet received notice of the percentage of dilution in its interest in Bottle Creek exploration claims.

Mineral resources and mineral reserves

The Corporation has no known mineral reserves as defined by and compliant with the requirements of National Instrument 43-101.

Exploration and evaluation expenditures

During the quarter ended July 31, 2013, the Company and its subsidiary did not incur any costs on exploration and evaluation activity.

Bottle Creek Property – Nevada

On September 5, 2012, the Company had received notice from Golden Gryphon that Red Ore was delinquent on the cash calls made and as a result would see its ownership diluted. Red Ore as at July 31, 2013, has not yet received notice of the percentage of dilution in its interest in Bottle Creek exploration claims.

The business relationship between Golden Gryphon and Red Ore remains contentious. The company is currently looking at potential joint venture or option agreements to fund or divest this project.

Rye Patch Property - Nevada

On November 5, 2011, the Company announced that it had signed a definitive Option Lease Agreement Gold Range Company LLC (GRC). The Rye Patch property is comprised of 75 unpatented lode claims and one patented lode claim, covers approximately 1,500 acres and 2.5 miles of prospective strike length over the productive Humboldt Thrust Fault.

The terms of the definitive Option Lease Agreement are:

1) The Company will make a US$10,000 payment upon signing the Letter of Intent (paid);
2) The Company will make a US$10,000 payment upon signing the option lease agreement (paid);
3) The Company will make a US$20,000 payment on the 1st anniversary of signing the lease option agreement (unpaid and accrued as accounts payable as at July 31, 2013);
4) The Company will make a US$30,000 payment on the 2nd anniversary of signing the lease option agreement (unpaid);
5) The Company will make a US$50,000 payment on the 3rd anniversary of signing the lease option agreement;
6) The Company will make a US$100,000 payment on the 4th anniversary of signing the lease option agreement;
7) The Company will make a US$ 200,000 payment on the 5th anniversary of signing the lease option agreement and thereafter for a total of 20 years renewable in 20 year increments.

The advance royalty payments shall be deductible from future production royalties.

GRC retains a 5% NSR which shall be subject to a buy-down clause in favour of RXX to 3% NSR for US$3,000,000 and to an additional buy-down to 1.5% NSR for an additional amount of US$3,000,000. The advance production royalty payments shall be deductible from future production royalties. There are no work commitments in the deal.

The Rye Patch property, including the historic Rye Patch Group Mine, is believed to host the potential to develop both additional high-grade veins and also large gold-silver bulk mineable mineralization similar to the adjacent Florida Canyon and Standard open pit/heap leach mines, hosted in carbonate rocks of the Triassic age Grass Valley, Natchez Pass and Prida Formations. The Rye Patch property is comprised of 75 unpatented lode claims and one patented lode claim, covering approximately 600 hectares (1,500 acres) and 4 km (2.5 miles) of prospective strike length over the productive Humboldt Thrust Fault. Also located on this mineralized trend are the Standard Mine 8.3 kilometers (5.2 miles) to the north, and the Coeur Rochester Mine 17.3 kilometers (10.8 miles) to the south.

Discovered about 1860, the Rye Patch Mine is reported by the Nevada Bureau of Mines and Geology to have produced more than 600,000 ounces of silver by 1870. In 1954 they reported that 80 tons of high grade tungsten ore was produced and also that minor high-grade antimony was produced during the 1960's. The gold-silver target zone has been traced for more than 4 km (2.5 miles), and occupies a north-south trending structural corridor 120 to 300 m (400 to 1,000 feet) in width along a major thrust fault. Previous explorers have reported that mineralization on the south end of the corridor is silver dominated, progressively becoming enriched in gold to the north, where historic surface grab samples range from 1.25 to 3.44 grams per tonne (.04 to .11 ounces per ton) gold in the mineralized zone in the Prida and Rochester Rhyolite Formations. Antimony-rich veins are frequently associated with gold mineralization and historic surface grab samples from the central portion of the main corridor have yielded results to 1.25 grams per tonne (.041 ounces per ton) gold and 291 grams per tonne (9.3 ounces per ton) silver.

Extensive mine workings exist to only a depth of 61 meters (200 feet) near the southern portion of the property in the vicinity of the Rye Patch Group Mine. Additional small mine workings are present along the entire strike of the mineralized corridor. Most of the historic workings below surface are accessible but none have been adequately mapped or sampled. The Rye Patch property claim group was fairly recently consolidated from a collection of smaller claim holdings, explaining the lack of modern exploration activity. The property is a 100% leasehold, without earn-in requirements, with lease payments considered to be advances against the NSR held by the lessor. The property has never been drilled.

Red Ore will pursue a drill program on the Ryepatch property in the fall of 2013, for which all necessary permits have already been obtained. Management has estimated that the costs for the proposed target specified drill program on Ryepatch would be approximately $165,000 and that the results would be available in the fall 2013.

SELECTED FINANCIAL INFORMATION

The following table contains selected financial information of the Company for the three months ended July 31, 2013 and the year ended April 30, 2013.

	Quarter ended July 31, 2013	Quarter ended July 31, 2012
Revenue	**Nil**	Nil
Total expenses	**$ 29,265**	$ 188,798
Net loss for the period attributable to the Company	**$ 18,692**	$ 182,088
Basic and diluted loss per common share	**$ 0.00**	$ 0.01
	As at July 31, 2013	As at April 30, 2013
Total assets	**$ 20,285**	$ 21,745
Total long-term financial liability	**$ 158,440**	$ 157,868
Cash dividends per common share	NIL	NIL

The chart below presents the summary financial information of Red Ore Gold Inc.:

Consolidated Statement of Position	**Balance as of July 31, 2013 $**	**Consolidated Statement Of Comprehensive Loss**	**Quarter ended July 31, 2013 $**
Current assets	15,223	Operating expenses	(29,265)
Non current assets	5,062	Other items	10,573
Current liabilities	451,475	Other comprehensive gain	-
Noncurrent liabilities	158,440	Total loss	(18,692)
Shareholders' equity (deficiency)	(589,630)		

OVERALL PERFORMANCE AND RESULTS OF OPERATIONS

Expenses and Net Loss for the Quarter End

Total expenses for the quarter ended July 31, 2013, were $29,265 (July 31, 2012 - $188,798).

Significant variance

Management fees were lower by $38,000 in 2014 compared to 2013. This was due to the fact that no salary was paid to the CEO, as well as no directors fees accrued during Q1 2014 compared to $38,000 paid to the CEO and directors fee accruals in Q1 2013.

Promotion and investor conference expense was $14,597 lower in Q1 - 2014 due to the Company not attending any conferences. The Company in an attempt to preserve funds has significantly reduced its promotion budget in 2014.

Professional fees for the company were lower by $66,091 in Q1 2014 compared to Q1 2013. The reason for the decrease is that there no legal fees incurred in preparing for the initial public offering in Q1 2014 compared to the listing application in Q1 2013.

Exploration expenses were approximately $35,357 lower in Q1 2014 compared to Q1 2013. This is due to the fact that no exploration was undertaken in 2014.

Other expenses were $6,999 lower in Q1 - 2014 due to the Company attempting to preserve funds by reducing administrative costs.

Finance costs for the quarter ended July 31, 2013, were $4,768 (2012 – $138). The increase is due to the interest on the convertible debenture with Galahad Metals Inc. of $4,460.

The company realized other income of $18,150 in Q1 2014 compared to $6,748 in Q1 2013. In 2013, Galahad Metals Inc., waived $6,748 of old outstanding payables, while in Q1 2014 another creditor settled an old outstanding payable resulting in a debt forgiveness of $18,150.

No cash dividends have been paid by the Company. The Company has no present intention of paying cash dividends on its common shares as it anticipates that all available funds will be invested to finance new and existing exploration activities.

Quarterly results

Quarter	**Net Income (Loss) ($)**	**Income (Loss)/ Share ($)**	**Total Assets ($)**	**Shareholder's Equity ($)**	**Non controlling interest ($)**
Q1/2014	(18,692)	0.00	20,285	(589,630)	-
Q4/2013 *	8,948	0.00	21,745	(590,938)	-
Q3/2013 *	(76,363)	(0.00)	59,775	(612,581)	-
Q2/2013 *	(179,548)	(0.02)	75,443	(601,219)	-
Q1/2013	(182,088)	(0.01)	90,400	(521,570)	5,954
Q4/2012	(151,903)	(0.01)	190,845	(342,200)	7,396
Q3/2012	(350,593)	(0.03)	381,666	(225,386)	141,720
Q2/2012	(581,116)	(0.05)	556,370	(466,094)	136,257

* On August 10, 2012 the Company dissolved its 60% owned subsidiary Bottle Creek Exploration LLC.

CRITICAL ACCOUNTING ESTIMATES

Preparing financial statements in conformity with IFRS requires the Company to select from possible alternative accounting principles. Estimates also affect classification and reported amounts for various assets, liabilities, equity balances, revenues and expenses. Prior estimates are revised as new information is obtained and are subject to change in future periods. Management believes the accounting policies and estimates used in preparing the consolidated financial statements are considered appropriate in the circumstances but are subject to numerous judgments and uncertainties inherent in the financial reporting process.

Exploration and evaluation costs – Exploration and evaluation costs of mineral exploration properties together with direct exploration and development expenditures are only capitalized when the Board of Directors is convinced that the Company has an economically feasible mineral reserve located on one of its exploration properties. Until that point, all exploration and evaluation costs are expensed until an economically feasible reserve is identified.

Income taxes - The Company is subject to income taxes in numerous jurisdictions. Significant judgment is required in determining the worldwide provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities based on the Company's current understanding of tax laws as applied to the Company's circumstances. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

Stock option valuation - Issuances and grants of share options are valued using the fair value method. Management uses the Black-Scholes valuation model to estimate the fair value of options determined at grant date. Grants of options result in non-cash charges to expense or development property and a corresponding credit to share-based payment reserves. Charges associated with granted options are recorded over the vesting period. Significant assumptions affecting valuation of options include the trading value of the Company's shares at the date of grant, the exercise price, the term allowed for exercise, a volatility factor relating to the Company's historical share price, forfeiture rates, dividend yield and the risk-free interest rate.

LIQUIDITY AND CAPITAL RESOURCES

At July 31, 2013, the Company had cash totaling at $10,051. During the quarter ended July 31, 2013, the Company obtained/spent cash of $(22,257) through operating activities, and received $20,000 through financing activities.

The Company has financed its operations from inception to date through the issuance of equity securities. The Company has budgeted exploration work programs, administrative and other expenses that exceed available cash resources. As at July 31, 2013, the Company had total cash of $10,051 of which none is restricted to exploration on the Bottle Creek property. The Company requires additional funding to be able to further its existing exploration projects and to meet ongoing requirements for general operations. The ability of the Company to continue as a going concern is dependent on raising additional financing, development of its properties and generation of profitable operations in the future.

Financing Transactions

Fiscal 2014 issuance

On July 9, 2013, the Company issued 200,000 units to investors at a price of $0.10 per unit for gross proceeds of $20,000 as part of a private placement. Each unit consists of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder thereof to acquire one common share of the Company at a price of $0.15 per common share exercisable on or before July 9, 2015.

Fiscal 2013 Issuance

On September 21, 2012, the Company issued 120,000 units to investors at a price of $0.10 per unit for gross proceeds of $12,000 as part of a private placement. Each unit consists of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder thereof to acquire one common share of the Company at a price of $0.15 per common share expiring on September 21, 2014.

On October 24, 2012, the Board of Directors of the Company extended the expiry date from April 30, 2013 to April 30, 2014 for 1,870,000 share purchase warrants (the "Warrants") issued on July 31, 2011.

On October 9, 2012, the Company issued 550,000 units to investors at a price of $0.10 per unit for gross proceeds of $55,000 as part of a private placement. Each unit consists of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder thereof to acquire one common share of the Company at a price of $0.15 per common share expiring on October 9, 2014.

On November 21, 2012, the Company issued 50,000 common shares with a deemed value of $0.10 per share as payment on the land management agreement for the Ryepatch property (Notes 14 and 20).

On November 21, 2012, the Company issued 550,000 units to investors at a price of $0.10 per unit for gross proceeds of $55,000 as part of a private placement. Each unit consists of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder thereof to acquire one common share of the Company at a price of $0.15 per common share expiring on November 21, 2014.

On March 18, 2013, the Company issued 100,000 units to investors at a price of $0.10 per unit for gross proceeds of $10,000 as part of a private placement. Each unit consists of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder thereof to acquire one common share of the Company at a price of $0.15 per common share exercisable with the warrants expiring on March 18, 2015.

OUTSTANDING SHARE DATA

Information with respect to outstanding common shares, warrants, compensation options, compensation option warrants and stock options as at September 25, 2013, July 31, 2013 and April 30, 2013, are as follows:

	September 25, 2013	July 31, 2013	April 30, 2013
Common shares	21,063,939	20,013,939	19,813,939
Stock options	1,550,000	1,550,000	1,550,000
Warrants	11,074,500	10,274,500	10,074,500
Fully diluted shares outstanding	**33,688,439**	**31,838,439**	**31,438,439**

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, accounts payable, and convertible debenture. The fair value of certain instruments approximates the carrying value due to their short-term nature.

Per financial instrument:

	Financial Instrument Classification	Carrying amount $	Fair value $
Financial assets			
Cash	Financial assets through profit and loss	10,051	10,051
Accounts receivable[1]	Loans and receivables	-	-
Financial liabilities			
Accounts payable	Loans and borrowings	444,515	444,515
Convertible debenture	Loans and borrowings	165,400	186,419

1 Accounts receivable does not include sales tax receivables.

The following table provides an analysis of the Company's financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to 3 based on the degree to which the inputs used to determine the fair value are observable.

- Level 1 fair value measurements are those derived from quoted prices in active markets for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1, that are observable either directly or indirectly.
- Level 3 fair value measurements are those derived from valuation techniques that include inputs that are not based on observable market data. As at July 31, 2013, the Company does not have any Level 3 financial instruments.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any material off-balance sheet arrangements such as guarantee contracts, contingent interests in assets transferred to unconsolidated entities, derivative instrument obligations, or with respect to any obligations under a variable interest entity arrangement.

TRANSACTIONS WITH RELATED PARTIES

Related parties include the Board of Directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

Transactions with key management personnel

Key management of the company are members of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, Vice President of Exploration, and President. Key Management remuneration includes the following:

	July 31, 2013	July 31, 2012
Short-term key management benefits		
Compensation including bonuses	**$ 7,080**	$ 60,320
Long-term key management benefits		
Share based payments	-	-
Total remuneration	**$ 7,080**	$ 60,320

Transactions with related companies

Galahad Metals Inc.

In 2013/14 Red Ore shared office space with Galahad. The Board of Directors for Red Ore and Galahad have agreed that the rent for the operating office in Ottawa shall be paid by Galahad and all operating costs are to be paid by Red Ore. In September 2012, Red Ore and Galahad ceased sharing costs and Red Ore began paying its own rent.

On August 6, 2013, Galahad and Red Ore Gold no longer share office space and as a result no longer incur shared costs.

Furthermore, Galahad made advances to fund start-up costs, initial IPO costs and exploration and evaluation expenditures related to the Bottle Creek, Ryepatch and Pogonip properties. At July 31, 2013, the Company has an amount payable to Galahad of $Nil (April 30, 2013 - $NIL) and a long term convertible note with a face value $186,419 (April 30, 2013 - $186,419) (Note 8). The convertible debt has accrued interest of $4,460 as at July 31, 2013. All of the interest accrued on the convertible debt during the year ended April 30, 2013 has been waived by Galahad. The waived accrued interest of $17,088 has been treated as forgiveness of debt and taken into other income as at April 30, 2013.

On September 9, 2013, Red Ore Gold Inc. and Galahad Metals Inc. signed an agreement for the repurchase and cancellation of 6,609,088 common shares of Red Ore Gold currently held in the Galahad treasury. The agreement also includes the cancellation of a convertible debenture held by Galahad, in the amount of $184,319.19.

The transaction will close upon the payment of $135,000 to Galahad, the funds to be obtained from the proceeds of the current private placement.

Upon cancellation of the Galahad shares, and assuming completion of the maximum offering in the current private placement, Red Ore will then have 18,654,851 common shares issued and outstanding.

2232097 Ontario Inc.

The Company has a land management fee agreement with 2232097 Ontario Inc., a company controlled by Garry Smith, Red Ore's VP of Exploration, whereby the Company is required to make annual payments as long as it continues its exploration on the Pogonip and Ryepatch properties. Per the agreement, the Company is required to make the following payments for both Pogonip and Ryepatch properties:

- The Company will make a $10,000 payment and 100,000 common shares upon signing the option lease agreement (paid);
- The Company will make a $20,000 payment and 50,000 common shares on the 1st and 2nd anniversary of signing the lease option agreement (paid for Ryepatch, cancelled for Pogonip); and
- The Company will make a $25,000 payment and 50,000 common shares on the 3rd anniversary of signing the lease option agreement and thereafter.

On March 18, 2013, the Company terminated its Option Lease Agreement on the Pogonip property and returned the claims to Gold Range Company LLC. The agreement with 2232097 Ontario Inc. has been modified to no longer include fees for the Pogonip property.

During the quarter ended July 31, 2013, the Company incurred total land management fees of $NIL (April 30, 2013 - $20,000) in relation to the signing of the option lease agreements related to the Ryepatch property and issued no common shares (2013 - 50,000 valued at $5,000 ($0.10 per share)).

BOARD PURPOSE AND FUNCTION

The directors and management of the parent company have extensive experience operating in the United States and taking projects through to various stages of exploration and development. There is a balanced representation of directors with operational, corporate and financial backgrounds.

The Board's purpose is to ensure corporate governance, risk, strategy and shareholder interests are priorities at all times. At the end of the financial year under review, the board consisted of four members.

Except as disclosed below, Red Ore Gold Inc. is not aware of any director or of the families of any directors, having any interest, direct or indirect, in any transaction during the last financial year or in any proposed transaction with any company in the Red Ore Gold Inc. which has affected or will materially affect Red Ore Gold Inc.

DIRECTORS AND OFFICERS, CHANGES

On June 25, 2013, Michael Newman, resigned from the Board of Directors.

On August 27, 2013, Patricia Purdy resigned as Corporate Secretary.

QUALIFIED PERSON

The Company relies on Garry Smith, P. GEO, as the Qualified Person as defined under National Instruments 43-101. Mr. Smith has read and approved the technical information contained in this MD&A. The disclosure on mineralization on properties has not been verified by Mr. Smith and is not necessarily indicative of the Company's anticipated resulted. Where provided, potential quantity and grade is conceptual in nature as the Company has not conducted sufficient exploration to define resources and it is uncertain if further exploration will result in the target being delineated as a mineral resource.

INVESTOR RELATIONS

As at the date of this Management Analysis and Discussion, Red Ore Gold Inc., has not yet signed a contract with an investor relation company. Once the listing application is completed and the Company obtains a listing on the TSX Venture it will focus on hiring an investor relations firm.

PROPOSED TRANSACTIONS

As is typical of the mineral exploration and development industry, the Company is continually reviewing potential merger, acquisition, investment and joint venture transactions and opportunities that could enhance shareholder value.

The Company is currently in the process of looking for a joint venture or option partner for its Bottle Creek project. Management believes that this is a complex property and would require a third party to advance the exploration and development of the project.

The Company is currently in the process of reaching settlement agreements with creditors to clear some of the old outstanding payables.

CONTRACTUAL OBLIGATIONS

The Company does not have any fixed contractual obligations or commitments for capital or operating leases, purchase obligations or other long-term commitments except for those related to property option agreements and as disclosed below. Any commitments under exploration property option agreements are cancellable at the Company's option but would result in forfeiture of rights under those agreements.

a) The Company's operations are governed by governmental laws and regulations regarding environmental protection. Environmental consequences are hardly identifiable, in term of level, impact or deadline. At the present time and to the best knowledge of its management, the Company is in conformity with the laws and regulations in effect. Restoration costs will be accrued in the financial statements only when they will be reasonably estimated and will be charged to the earnings at the time.

b) The Company had a commitment to pay PI a total of $50,000 for their acceptance to act as the Company's advisor, which has expired. As at July 31, 2013, the Company had two monthly installments of $6,250 owing; and
c) The Company has a commitment with its Chief Financial Officer in which the Company guarantees a minimum of 250 billable hours per year at an hourly rate of $100 per hour over a 3 year term ending December 31, 2013.
d) On September 5, 2012, the Company had received notice from Golden Gryphon that Red Ore was delinquent on the cash calls made related to the Bottle Creek Property and as a result would see its ownership diluted. Red Ore as at July 31, 2013, has not yet received notice of the percentage of dilution in its interest in Bottle Creek exploration claims.
e) The Company has a commitment with Galahad related to interest and principal payments on convertible debt.

Year ended April 30	2014	2015	2016	2017	2018	Total
Convertible debenture	$ 1,554	$ 18,642	$ 18,642	$ 18,642	$ 205,061	$ 262,541

f) As at July 31, 2013, the Company has negative working capital of $436,452 (April 30, 2013 - $438,132) and as a result does not have significant working capital to meet its existing obligations and fund its operations over the next twelve months. The Company is entirely dependent upon its ability to obtain sufficient cash to cover its operating costs by way of external financing.

CONTROL AND PROCEDURES

The Chief Executive Officer and Chief Financial Officer are responsible for designing internal controls over financial reporting in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's financial statements for external purposes in accordance with IFRS. The design of the Company's internal control over financial reporting was assessed as of the date of this Management Discussion and Analysis.

Based on this assessment, it was determined that certain weaknesses existed in internal controls over financial reporting. As indicative of many small companies, the lack of segregation of duties and effective risk assessment were identified as areas where weaknesses existed. The existence of these weaknesses is to be compensated for by senior management monitoring, which exists. The officers will continue to monitor very closely all financial activities of the Company and increase the level of supervision in key areas. It is important to note that this issue would also require the Company to hire additional staff in order to provide greater segregation of duties. Since the increased costs of such hiring could threaten the Company's financial viability, management has chosen to disclose the potential risk in its filings and proceed with increased staffing only when the budgets and work load will enable the action. The Company has attempted to mitigate these weaknesses, through a combination of extensive and detailed review by the CFO of the financial reports, the integrity and reputation of senior accounting personnel, and candid discussion of those risks with the audit committee.

EVENTS AFTER THE REPORTING DATE

On August 13, 2013, the Company settled an outstanding and overdue account with a creditor, in which the Company agreed to make a payment of $50,000 in exchange for the $297,493 owing to them. Red Ore has agreed to pay $2,500 and issue 250,000 common shares (valued at $0.10 per share) on or before August 30, 2013. Red Ore will than carry a payable of $22,500, which will be drawn down at a rate of 2% of any revenue or new capital received by Red Ore.

During Q2 2014 the Company received funds of $80,000 in relation to an ongoing private placement. The Company has an obligation to issue 800,000 units to investors at a price of $0.10 per unit. Each unit consists of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder thereof to acquire one common share of the Company at a price of $0.15 per common share exercisable for two years from the date of issuance.

On August 27, 2013, Patricia Purdy resigned as Corporate Secretary.

On September 9, 2013, Red Ore Gold Inc. and Galahad Metals Inc. signed an agreement for the repurchase and cancellation of 6,609,088 common shares of Red Ore Gold currently held in the Galahad treasury. The agreement also includes the cancellation of a convertible debenture held by Galahad, in the amount of $184,319.19.

The transaction will close upon the payment of $135,000 to Galahad, the funds to be obtained from the proceeds of the current private placement.

RISKS AND UNCERTAINTIES

The Company is subject to a number of risks and uncertainties due to the nature of its business and the present stage of development of its business. Investment in the natural resource industry in general and the exploration and development sector in particular, involves a great deal of risk and uncertainty. Current and potential investors should give special consideration to the risk factors involved.

<u>Exploration Stage Company</u>

The Company is engaged in the business of acquiring and exploring mineral properties in the hope of locating economic deposits with the discovery of gold being the Company's focus. The Company's property interests are in the exploration stage only and are without a known economic mineral deposit. Accordingly, there is little likelihood that the Company will realize any profits in the short to medium term. Any profitability in the future from the Company's business will be dependent upon locating an economic mineral deposit, which itself is subject to numerous risk factors. Further, there can be no assurance, even if an economic deposit of minerals is located, that any of the Company's property interests can be commercially mined. The exploration and development of mineral deposits involve a high degree of financial risk over a significant period of time of which even a combination of careful evaluation, experience and knowledge of management may not eliminate. While discovery of additional ore-bearing structures may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves by drilling and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration programs of the Company will result in profitable commercial mining operations. The profitability of the Company's operations will be, in part, directly related to the cost and success of its exploration programs which may be affected by a number of factors. Substantial expenditures are required to establish reserves which are sufficient to commercially mine and to construct, complete and install mining and processing facilities in those properties that are actually mined and developed.

Economic Risk

The price of gold and other minerals fluctuate. The future direction of the price of any mineral will depend on numerous factors beyond the Company's control including international, economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and increased production due to new extraction developments and improved extraction and production methods. The effect of these factors on the price of minerals and therefore on the economic viability of the Company's properties, cannot accurately be predicted. As the Company is only at the exploration stage, it is not yet possible for it to adopt specific strategies for controlling the impact of fluctuations in the price of gold.

Management

Dependence on Key Personnel, Contractors and Service Providers, shareholders of our Company rely on the good faith, experience and judgment of the Company's management and advisors in supervising and providing for the effective management of the business and the operations of the Company and in selecting and developing new investment and expansion opportunities. The Company may need to recruit additional qualified contractors and service providers to supplement existing management. The Company will be dependent on a relatively small number of key persons, the loss of any one of whom could have an adverse effect on the Company.

Industry Conditions

The exploration and development of mineral deposits involve significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of a deposit may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves, to develop processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration and development programs planned by the Company will result in a profitable commercial operation.

Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as mineral prices which are highly cyclical and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

Mining operations generally involve a high degree of risk. The Company's operations will be subject to all the hazards and risks normally encountered in the exploration and development of minerals, including unusual and unexpected geology formations, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability.

Value of Our Common Shares

The value of the Company’s common shares could be subject to significant fluctuations in response to variations in quarterly and annual operating results, the success of the Company's business strategy, competition or other applicable regulations which may affect the business of the Company and other factors.

Competition

There is aggressive competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company competes with other interests, many of which have greater financial resources than it has, for the opportunity to participate in promising projects. Significant capital investment is required to achieve commercial production from successful exploration efforts.

Additional Funding and Financing Risk

Additional funds will be required for future exploration and development. The source of future funds available to the Company is through the sale of additional equity capital or borrowing of funds. There is no assurance that such funding will be available to the Company. Furthermore, even if such financing is successfully completed, there can be no assurance that it will be obtained on terms favorable to the Company or will provide the Company with sufficient funds to meet its objectives, which may adversely affect the Company's business and financial position. In addition, any future equity financings by the Company may result in substantial dilution for existing shareholders.

Environmental Risk

Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There can be no assurance that future changes to environmental regulation, if any, will not adversely affect the Company’s operations. Environmental hazards may exist on the properties in which the Company holds interests that have been caused by previous or existing owners or operators.

Title to Property

Although the Company has obtained title opinions with respect to certain of its properties and has taken reasonable measures to ensure proper title to its properties, there is no guarantee that title to any of its properties will not be challenged or impugned. Third parties may have valid claims underlying portions of the Company's interests.

Uninsured Hazards

The Company currently carries minimal insurance coverage. The nature of the risks the Company faces in the conduct of its operations are such that liabilities could exceed policy limits in any insurance policy or could be excluded from coverage under an insurance policy. The potential costs that could be associated with any liabilities not covered by insurance or in excess of insurance coverage or compliance with applicable laws and regulations may cause substantial delays and require significant capital outlays, adversely affecting the Company's financial position.

Conflicts of Interest

Certain Directors of the Company also serve as Directors of other companies involved in natural resource exploration, development and production. Consequently, there exists the possibility that such Directors will be in a position of conflict of interest. Any decision made by such Directors involving the Company are made in accordance with their duties and obligations to deal fairly and in good faith with the Company and such other companies. In addition, such Directors will declare and refrain from voting on, any matter in which such Directors may have a material conflict of interest.

Permits, Licenses and Approvals

The operations of the Company may require licenses and permits from various governmental authorities. The Company believes it holds or is in the process of obtaining all necessary licenses and permits to carry on the activities which it is currently conducting under applicable laws and regulations. Such licenses and permits are subject to changes in regulations and in various operating circumstances. There can be no guarantee that the Company will be able to obtain all necessary licenses and permits that may be required to maintain its mining activities, construct mines or other facilities and commence operations of any of their exploration properties. In addition, if the Company proceeds to production on any exploration property, it must obtain and comply with permits and licenses which may contain specific conditions concerning operating procedures, water use, the discharge of various materials into or on land, air or water, waste disposal, spills, environmental studies, abandonment and restoration plans and financial assurances. There can be no assurance that the Company will be able to obtain such permits and licenses or that it will be able to comply with any such conditions.

Land Claims

At the present time, none of the properties in which the Company has an interest or an option to acquire an interest is the subject of an aboriginal land claim. However, no assurance can be provided that such will not be the case in the future.

Regulatory Matters

The Company's business is subject to various federal, provincial and local laws governing prospecting and development, taxes, labor standards and occupational health, mine safety, toxic substances, environmental protection and other matters. Exploration and development are also subject to various federal, provincial and local laws and regulations relating to the protection of the environment. These laws impose high standards on the mining industry to monitor the discharge of waste water and report the results of such monitoring to regulatory authorities, to reduce or eliminate certain effects on or into land, water or air, to progressively rehabilitate mine properties, to manage hazardous wastes and materials and to reduce the risk of worker accidents. A violation of these laws may result in the imposition of substantial fines and other penalties.

Mineral Price Fluctuations

The marketability of any mineral is subject to numerous factors beyond the control of the Company. The price of minerals can experience volatile and significant movements over short periods of time. Factors impacting price include but are not limited to demand for the particular mineral, political and economic conditions and production levels and costs of production in other areas or countries.

<u>Operating in Foreign Jurisdictions</u>

The Company operates in the United States of America and as a result is exposed to a level of political, economic and other risks and uncertainties associated with operating in a foreign jurisdiction. Changes, if any, in mining or investment policies or shifts in political attitude in a foreign country in which it operates may adversely affect business operations.

STRATEGY AND OUTLOOK

Our objective is to maximize the value of the Company for our shareholders and our strategy to obtain this result is to continually develop our mineral properties.

To proceed with this strategy, the Company intends, subsequent to the year end, to complete a private placements and drill program on the Ryepatch property. When economic and market conditions improve the Company intends to resume its listing application with the TSX Venture.

Red Ore Gold Inc. short term list of objectives is as follows:

1) Complete a drill program on the Ryepatch property;
2) Complete listing application for a listing of the Red Ore common shares on a Canadian Stock Exchange;

While management has been successful in obtaining sufficient funding for its operating, capital and exploration requirements from the inception of the Company to date there is, however, no assurance that additional future funding will be available to the Company or that, when it is required it will be available on terms which are acceptable to Management.

OTHER INFORMATION

Other information and additional disclosure of the Company's technical reports, material change reports, news releases, and other information may be found on the Company's website http://redoregold.com/.

CORPORATE INFORMATION

Directors and Officers
Robin Dow, HBA, MBA, FCSI – Chairman
Larry Hoover – Director, President and CEO
Sabino Di Paola, CPA, CA – CFO
Robert Schellenberg, CPA – Director
Patricia L. Purdy – Director

Corporate Office
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Symbol
RXX (not yet listed on any stock exchange)

Independent Auditor
James Stafford Chartered Accountants

Corporate Banker
Royal Bank of Canada, Ottawa

Transfer Agent
Capital Transfer Agency Inc., Toronto