

FAR RESOURCES LTD.

Form 51-102F1

Management's Discussion and Analysis

This management discussion and analysis of financial position and results of operations ("MD&A") is prepared as at August 29, 2013 and should be read in conjunction with the unaudited condensed interim financial statements for the period ended June 30, 2013 of Far Resources Ltd. ("Far" or the "Company") with the related notes thereto. Those unaudited condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

Readers may also want to refer to the March 31, 2013 audited financial statements and the accompanying notes. All dollar amounts included therein and in the following MD&A are expressed in Canadian dollars except where noted.

Further information regarding the Company and its operations are filed electronically on the System for Electronic Document Analysis and Retrieval (SEDAR) in Canada and can be obtained from www.sedar.com.

Disclaimer

Except for statements of historical facts relating to the Company, this MD&A contains "forward-looking statements" within the meaning of applicable securities legislation. These forward-looking statements are made as of the date of this MD&A and the Company does not intend, and does not assume any obligation, to update these forward-looking statements, except as required by applicable securities laws.

Forward-looking statements may include, but are not limited to, statements with respect to the future price of metals, the estimation of mineral resources, the realization of mineral resource estimates, the timing and amount of future exploration programs, capital expenditures, success of exploration activities, permitting time lines, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage, the completion of transactions and future listings and regulatory approvals. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information in this MD&A includes, among other things, disclosure regarding: the Company's mineral properties as well as its future outlook, statements with respect to the success of exploration activities, permitting time lines, costs and expenditure requirements for additional capital, regulatory approvals, as well as the information under the headings "Overall Performance", "Liquidity" and "Capital Resources".

In making the forward looking statements in this MD&A, the Company has applied certain factors and assumptions that it believes are reasonable, including that there is no material deterioration in general business and economic conditions; that the timing, costs and results of the Company's recommended exploration programs on its Tchentlo Lake property are consistent with the Company's current expectations; that the Company receives regulatory and governmental approvals and permits for its properties on a timely basis; that the Company is able to obtain financing for its properties on reasonable terms and on a timely basis; that the Company is able to procure equipment and supplies in sufficient quantities and on a timely basis; that engineering and exploration timetables and capital costs for the Company's exploration plans are not incorrectly estimated or affected by unforeseen circumstances or adverse weather conditions; that any environmental and other proceedings or disputes are satisfactorily resolved.

However, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors may include, among others, actual results of current and proposed exploration activities; actual results of reclamation activities; future metal prices; accidents, labor disputes, adverse weather conditions, unanticipated geological formations and other risks of the mining industry; delays in obtaining governmental or regulatory approvals or financing or in the completion of exploration activities, as well as those factors discussed in the section entitled "Risks and Uncertainties " in this MD&A. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements, except in accordance with applicable securities laws.

1.1 Date

This MD&A is dated as of August 29, 2013.

1.2 Overall Performance

Although incorporated in 2005, the Company has carried out only limited and sporadic business and exploration activities to date.

From 2005 to 2007 the Company's activities were focused primarily on raising seed capital and investigating potential mineral resource properties for acquisition and exploration. See Item 1.6 "Capital Resources" below.

On December 8, 2011 the Company completed its initial public offering (the "IPO") by issuing 4,000,000 common shares at \$0.15 per share for gross proceeds of \$600,000. Since then, the Company has been traded on the Canadian National Stock Exchange ("CNSX") under the stock symbol FAT.

Tchentlo Lake Property, British Columbia

The Tchentlo Lake Property encompasses six mineral tenures totaling 2,508 hectares in two separate claim blocks expiring on July 30, 2015. The North Block consists of three contiguous mineral tenures (1,196 hectares) and the South Block consists of three contiguous mineral tenures (1,312 hectares). The Tchentlo Lake Property is 100% owned by the Company and was staked at a total cost of \$28,260. As of June 30, 2013, the Company had incurred geological and consulting fees of \$78,448 on the Tchentlo Lake Property.

The Tchentlo Lake Property is an early stage gold/copper exploration prospect. The Company plans to carry out Stage 1 and, if warranted, Stage 2 of the recommended exploration program. Stage 1 consists of widely spaced grid soil geochemical surveys on the North Block and a combined verification and grid-based soil geochemical survey on the South Block designed to confirm previous gold-in-soil anomalies identified by Placer Dome and determine if the anomalous zone continues to the southeast. The estimated cost of Stage 1 is \$60,000. If Stage 1 confirms the presence of elevated gold, arsenic and antimony values in soils or identifies any significant copper anomalies, a follow up Stage 2 program of fill-in soil sampling and trenching would be warranted at an estimated cost of \$220,000.

Additional information on the Tchentlo Lake Property can be obtained from the technical report of C. Von Einsiedel, P.Geo., dated effective July 30, 2011 and entitled "Review of Technical Information and Proposed Exploration Program for the Tchentlo Lake Property" (the "Tchentlo Lake Report") prepared in compliance with National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("NI 43-101"). The full text of the Tchentlo Lake Hill Report may be accessed on the SEDAR website at www.sedar.com.

There is no known body of ore of commercial grade or tonnage on the Tchentlo Lake Property. If the Company's exploration programs are successful, additional funds will be required for the development of an economic ore body and to place it in commercial production. There are no assurances that the Company will continue to be successful in raising additional funds or that other forms of equity capital or debt financing will be available to the Company in the future on satisfactory terms or at all. Any additional equity financing may be on terms that are dilutive, or potentially dilutive, to the Company's shareholders and debt financing, if available, may involve restrictive covenants with respect to the Company's ability to pay dividends, raise additional capital or execute various other financial and operational plans. See Item 1.5, "Liquidity", Item 1.6 "Capital Resources" and Item 1.13 "Other MD&A Requirements – Risks and Uncertainties".

Silver Switchback Property, British Columbia

On August 20, 2012, the Company announced that it has entered into an option agreement to purchase a 100% interest, subject to a 3% net smelter return royalty, in the Silver Switchback property located southwest of Smithers in central British Columbia (the "Silver Switchback Property"). The Silver Switchback Property is being acquired under terms of an option agreement with Robert F. Weicker and Multiple Metals Resources Ltd., a private B.C. company (together the "Optionors").

Pursuant to the agreement, the Company is required to:

- i) pay cash of \$255,000 over a period of four years, of which \$15,000 has been paid;
- ii) issue 1,000,000 common shares of the Company over a period of four years, of which 200,000 shares have been issued; and
- iii) incur exploration expenses of \$200,000 over a period of two years (\$132,847 incurred).

The Company is also responsible for keeping the Property in good standing and, if terminating the option, will return the Property to the Optionors with a minimum of 12 months assessment work. The Optionors will retain a 3.0% net smelter return royalty, of which the Company may reduce to 1% at anytime for \$2,000,000 based on \$500,000 per 0.5% segment.

The Silver Switchback property contains zones of silver-copper mineralization with individual grab samples returning assays up to 802 g/t silver and 7.24 % copper. The mineralization is thought to be stratabound, hosted within Jurassic age Hazelton Group volcanic and sedimentary rocks. A program of soil sampling aimed at extending the known mineralization under shallow cover was recently completed. The results of the soil sampling, combined with the known geology suggest that the zone of mineralization may extend for up to 1.7 kilometres in a NNW direction. Confirmation of the grade, thickness and extent of the mineralization requires drilling which is subject to the company raising additional funding.

1.3 Selected Annual Information

The following table sets forth selected financial information for the Company expressed in Canadian dollars for the three most recently completed financial years and should be read in conjunction with the Company's financial statements and related notes for such periods.

	For the Fiscal Year ended March 31, 2013	For the Fiscal Year ended March 31, 2012	For the Fiscal Year ended March 31, 2011
Revenue	\$ -	\$ -	\$ -
Expenses	\$ 231,685	\$ 364,681	\$ 73,086
Total comprehensive loss	\$ 191,685	\$ 364,681	\$ 73,086
Loss per share – basic and diluted	\$ (0.01)	\$ (0.02)	\$ (0.01)
Working capital (deficiency)	\$ 237,016	\$ 626,933	\$ (28,523)
Exploration and evaluation assets	\$ 276,716	\$ 47,473	\$ 46,973
Total assets	\$ 573,607	\$ 772,897	\$ 119,741
Total long-term financial liabilities	\$ -	\$ -	\$ -
Deficit	\$ (1,099,484)	\$ (912,231)	\$ (547,550)
Weighted average number of shares outstanding	18,525,023	14,620,274	6,883,289

1.4 Summary of Quarterly Results

A summary of selected financial information for the eight most completed quarters is set out below and should be read in conjunction with the Company's financial statements and related notes for such periods.

	Three Months Ended June 30, 2013	Three Months Ended March 31, 2013	Three Months Ended December 31, 2012	Three Months Ended September 30, 2012
Revenue	\$ -	\$ -	\$ -	\$ -
Expenses	\$ 103,442	\$ 62,684	\$ 63,300	\$ 61,846
Total comprehensive loss	\$ 103,442	\$ 62,684	\$ 41,454	\$ 56,291
Loss per share – basic and diluted ⁽¹⁾	\$ (0.01)	\$ (0.01)	\$ (0.00)	\$ (0.00)
Total assets	\$ 507,007	\$ 573,607	\$ 634,607	\$ 716,726
Total liabilities	\$ 73,963	\$ 59,875	\$ 61,202	\$ 101,867
Total equity	\$ 433,044	\$ 513,732	\$ 573,405	\$ 614,859
Weighted average number of common shares outstanding	18,525,023	18,606,667	18,606,667	18,480,580

	Three Months Ended June 30, 2012	Three Months Ended March 31, 2012	Three Months Ended December 31, 2011	Three Months Ended September 30, 2011
Revenue	\$ -	\$ -	\$ -	\$ -
Expenses	\$ 43,855	\$ 67,044	\$ 46,845	\$ 216,265
Total comprehensive loss	\$ 31,256	\$ 67,044	\$ 46,845	\$ 216,265
Loss per share – basic and diluted ⁽¹⁾	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.02)
Total assets	\$ 734,799	\$ 772,897	\$ 859,691	\$ 285,410
Total liabilities	\$ 91,649	\$ 98,491	\$ 118,241	\$ 108,067
Total equity	\$ 643,150	\$ 674,406	\$ 741,450	\$ 177,343
Weighted average number of common shares outstanding	18,406,667	18,406,667	14,258,407	13,095,218

(1) Based on the weighted average number of shares outstanding during the period.

For the three month period ended June 30, 2013

The Company earned no revenue and had a comprehensive loss of \$80,688 (2012 - \$31,256).

Total expenses were \$103,442 (2012 - \$43,855), comprised of the following significant items:

- Professional fees of \$21,003 (2012 - \$12,540) were higher in the current period as a result of increased transactions and activities related to accounting and legal services.
- Management fees of \$19,500 (2012 - \$12,000) were related to director fees and administrative fees paid or accrued to the CEO and directors of the Company.
- Consulting fees of \$10,500 (2012 - \$4,500) increased as a result of a new consulting service agreement made during the current period.
- Office expenses of \$8,553 (2012 - \$4,152) increased as a result of higher administration activities during the current period.
- Investor relations of \$6,000 (2012 - \$Nil) as a result of new investor relations services provided during the current period.
- Share-based payments of \$22,754 (2012 - \$Nil) as a result of 200,000 options granted during the current period.

1.5 Liquidity

The Company has not generated any revenue from operations and to date has relied entirely upon the sale, by way of private placement, of Common Shares and Seed Units to carry on its business. See Item 1.6 "Capital Resources" below.

The Company's financial statements have been prepared on a going concern basis and assume that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing.

	June 30, 2013	March 31, 2013
Working capital	\$ 150,489	\$ 237,016
Deficit	\$ (1,199,915)	\$ (1,099,484)

Net cash used in operating activities for the period ending June 30, 2013 was \$74,731 compared to of \$46,535 during the period ending June 30, 2012 and consists primarily of the operating loss adjusted for other income and changes in non-cash working capital items.

Net cash used in investing activities for the period ending June 30, 2013 was \$5,839 compared to of \$56,695 during the period ending June 30, 2012, which consists of exploration and evaluation expenditures.

As of June 30, 2013, the Company had a working capital surplus of \$150,489 comprised of current assets of \$224,452 and current liabilities of \$73,963.

The Company anticipates that the net proceeds from financings, together with the Company's current working capital surplus, will be sufficient to enable the Company to carry out its proposed exploration programs on its properties and satisfy its business and properties commitments for the ensuing year.

1.6 Capital Resources

Between January 1, 2011 to May 31, 2011, the Company sold a total of 6,200,000 (consisting of 1,200,000 and 5,000,000 during the year ended March 31, 2011 and 2012 respectively) seed units (the "Seed Units") at a price of \$0.05 per Seed Unit for gross proceeds of \$310,000 to fund, inter alia, the costs of going public and the ongoing day to day operations of the Company. See Item 1.5 "Liquidity" above. Each Seed Unit consists of one common share (a "Common Share") and one share purchase warrant (a "Seed Warrant"). Each Seed Warrant entitles the holder thereof to purchase an additional common share (a "Seed Warrant Share") at a price of \$0.15 on or before June 30, 2012. These warrants have expired unexercised.

On December 8, 2011 the Company completed its initial public offering (the "IPO") by issuing 4,000,000 common shares at \$0.15 per share for gross proceeds of \$600,000. In connection with the IPO, the Company paid \$135,448, issued 400,000 agent's options with a fair value of \$37,586, and issued 100,000 shares at \$0.15 per share as part of share issuance costs. The Company has since been traded on the Canadian National Stock Exchange under the stock symbol FAT.

On December 29, 2011 the Company completed a non-brokered private placement, issuing 1,000,000 "flow-through" common shares at \$0.18 per share for gross proceeds of \$180,000. In connection with the private placement, the Company paid share issuance costs of \$12,600 and issued 70,000 agent's options with a fair value of \$4,432.

In connection with the issuance of flow-through common shares in December 2011, the Company has a commitment to incur \$180,000 of qualifying flow-through expenditures by December 2012. As at June 30, 2013, the Company has fulfilled the commitment by incurring \$180,000 on qualifying flow-through expenditures.

Contractual Obligations

Other than miscellaneous stock option and consulting agreements, the Company does not presently have any other material contractual obligations. See Item 1.8 "Transactions with Related Parties".

As at June 30, 2013, the Company had no long-term debt and no agreements with respect to borrowings had been entered into by the Company.

1.7 Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

1.8 Transactions with Related Parties

During the period ended June 30, 2013 the Company paid or accrued a total of \$15,000 in management fees to Keith C. Anderson in his capacity as the President and Chief Executive Officer of the Company.

During the same period, the Company paid or accrued a total of \$3,000 in management fees to Leon F. Anderson, a director and former Secretary of the Company, \$1,500 in management fees to Lindsay Bottomer, a director of the Company and \$14,950 in accounting fees to Davidson & Company LLP. Cyrus Driver, the Chief Financial Officer and a director of the Company, is a partner of Davidson & Company LLP.

A summary of the remuneration paid or accrued to the Company's directors and executive officers during the period ended June 30, 2013 and 2012 is set out below:

Transactions with related parties and key management personnel are as follows:

	Nature of transactions	Three Month Period Ended March 31, 2013	Three Month Period Ended March 31, 2012
Key management personnel:			
Directors	Management	\$ 4,500	\$ 3,000
CEO	Management	<u>15,000</u>	<u>9,000</u>
		\$ 19,500	\$ 12,000
Related party:			
A firm of which the CFO is a partner	Professional	\$ 14,950	\$ 12,300

The amounts due to related parties included in accounts payable and accrued liabilities are as follows:

	As at June 30, 2013	As at March 31, 2013
Due to a firm of which the CFO of the Company is a partner	\$ 24,407	\$ 21,855
Due to directors of the Company	<u>14,000</u>	<u>14,000</u>
	\$ 38,407	\$ 35,855

1.9 Proposed Transactions

Save as disclosed herein, there are no asset or business acquisitions or dispositions currently being proposed by the directors or senior management of the Company that will have a material effect on the financial condition, results of operations or cash flows of the Company.

1.10 Use of Estimates and Judgments

Significant accounting judgments

Significant accounting judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the financial statements include, but are not limited to, the following:

- i) Determination of categories of financial assets and financial liabilities; and
- ii) Assessment of any indicators of impairment of the carrying value of the Company's exploration and evaluation assets.

Critical accounting estimates

Key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year include, but are not limited to, the following:

Share based payments

The fair value of share-based payments is determined using a Black-Scholes Option pricing model. Such option pricing models require the input of subjective assumptions including the expected price volatility, option life, dividend yield, risk-free rate and estimated forfeitures at the initial grant.

Income taxes

The Company is periodically required to estimate the tax basis of assets and liabilities. Where applicable tax laws and regulations are either unclear or subject to varying interpretations, it is possible that changes in these estimates could occur that materially affect the amounts of deferred income tax assets and liabilities recorded in the financial statements.

Changes in deferred tax assets and liabilities generally have a direct impact on earnings in the period that the changes occur. Each period, the Company evaluates the likelihood of whether some portion or all of each deferred tax asset will not be realized. This evaluation is based on historic and future expected levels of taxable income, the pattern and timing of reversals of taxable temporary timing differences that give rise to deferred tax liabilities, and tax planning initiatives.

1.11 New Accounting Standards and Amendments to Existing Standards

New and amended standards adopted by the Company

Effective April 1, 2012, the Company adopted the following standards:

- Amendments to IFRS 7, *Financial Instruments: Disclosures* that were issued by the IASB. The application of these amendments has not had any material impact on current and prior year disclosures but may affect disclosures for future transactions or arrangements.
- Amendments to IAS 12, *Income Taxes*, which removed some subjectivity in determining on which basis an entity measures the deferred tax relating to an asset. The amendment introduced a presumption that an entity will assess whether the carrying value of an asset will be recovered through the sale of the asset. There was no impact to the Company arising from the adoption of this standard.

New or revised standards and amendments to existing standards not yet effective

The Company has not applied the following new or revised standards and amendments that have been issued but are not yet effective at June 30, 2013:

(i) Effective for annual periods beginning on or after January 1, 2014:

- Amendments to IAS 32, *Financial Instruments: Presentation*, clarifies certain aspects because of diversity in application of the requirements on offsetting financial assets and financial liabilities, focused on four main areas: the meaning of “currently has a legally enforceable right of set-off”; the application of simultaneous realization and settlement; the offsetting of collateral amounts; and the unit of account for applying the offsetting requirements.

(ii) Effective for annual periods beginning on or after January 1, 2015:

- New standard IFRS 9, *Financial Instruments, classification and measurement* is the first part of a new standard on classification and measurement of financial assets that will replace IAS 39, “*Financial Instruments: Recognition and Measurement*.” IFRS 9 has two measurement categories: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise, it is at fair value through profit and loss.

The Company is currently assessing the impact that these standards will have on the Company's financial statements. The Company plans to adopt these standards as soon as they become effective for the Company's reporting period.

1.12 Financial and Other Instruments

Capital and Financial Risk Management

Capital management

The Company's objective when managing capital is to safeguard the entity's ability to continue as a going concern.

In the management of capital, the Company monitors its adjusted capital which comprises all components of equity (i.e. capital stock, reserves and deficit).

The Company sets the amount of capital in proportion to risk. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue Common Shares through private placements. The Company is not exposed to any externally imposed capital requirements.

The Company's overall strategy remains unchanged from fiscal year 2013.

Fair value

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The carrying value of cash, receivables and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

Financial risk factors

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash. The Company limits its exposure to credit loss by placing its cash with major Canadian financial institutions.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2013, the Company had a cash balance of \$162,993 (March 31, 2013 – \$243,563) to settle current liabilities of \$73,963 (March 31, 2013 – \$59,875). All of the Company's financial liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

(a) Interest rate risk

The Company has cash and cash equivalents balances and no interest-bearing debt. The Company's cash and cash equivalents do not have significant exposure to interest. As of June 30, 2013 and 2012 the Company did not have any investments.

(b) Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash, receivables and accounts payable and accrued liabilities that are denominated in a foreign currency. As at June 30, 2013 and March 31, 2013, the Company did not have any accounts in foreign currencies and considers foreign currency risk insignificant.

(c) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Save and except as aforesaid, there were no significant changes in the Company's accounting policies during the period ended June 30, 2013.

1.13 Other MD&A Requirements

Disclosure of Outstanding Security Data

As at August 29, 2013, the following shares and options were issued and outstanding:

	Issued & Outstanding	Authorized
Share capital		
- Common	18,606,667	unlimited
- Preferred	Nil	unlimited
Options	1,300,000	
Agent's warrants	400,000	

Except as disclosed above, there are no options, warrants or other rights to acquire common shares of the Company outstanding.

Additional Disclosure for Junior Issuers

The Company has allocated sufficient funds from the net proceeds of the financings to cover the estimated general and administrative expenses after which time the Company will require additional funds to satisfy its ongoing expenses.

There can be no assurance that financing, whether debt or equity, will always be available to the Company in the amount required at any particular time or for any particular period or, if available, that it can be obtained on terms satisfactory to the Company. See "Risks and Uncertainties" below.

Risks and Uncertainties

Mineral exploration is subject to a high degree of risk, which even a combination of experience, knowledge and careful evaluation may fail to overcome. These risks may be even greater in the Company's case given its formative stage of development.

Exploration activities are expensive and seldom result in the discovery of a commercially viable resource. There is no assurance that the Company's exploration will result in the discovery of an economically viable mineral deposit. The Company has generated losses to date and anticipates that it will have sufficient financial resources to undertake its planned exploration programs for the ensuing year, it will require additional funds to further explore its properties. There is no assurance such additional funding will be available to the Company on commercially reasonable terms or at all. Additional equity financing may result in substantial dilution thereby reducing the marketability of the Company's shares. The Company's activities are subject to the risks normally encountered in the mining exploration business. The economics of exploring, developing and operating resource properties are affected by many factors including the cost of exploration and development operations, variations of the grade of any ore mined and the rate of resource extraction and fluctuations in the price of resources produced, government regulations relating to royalties, taxes and environmental protection and title defects. The Company's mineral resource properties have not been surveyed and may be subject to prior unregistered agreements, interests or land claims and title may be affected by undetected defects. In addition, the Company may become subject to liability for hazards against which it is not insured. The mining industry is highly competitive in all its phases and the Company competes with other mining companies, many with greater financial and technical resources, in the search for, and the acquisition of, mineral resource properties and in the marketing of minerals. Additional risks include the current lack of any market for the Company's securities and the present intention of the Company not to pay dividends. Certain of the Company's directors and officers also serve as directors or officers of other public and private resource companies, and to the extent that such other companies may participate in ventures in which the Company may participate, such directors and officers of the Company may have a conflict of interest. Finally, the Company has no history of earnings, and there is no assurance that any of its current or future mineral properties will generate earnings, operate profitably or provide a return on investment in the future. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

For a more detailed discussion of the risk factors affecting the Company and its exploration activities, please refer to the Prospectus which can be assessed on the SEDAR website at www.sedar.com.

Internal Control over Financial Reporting Procedures

The management of the Company is responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. Management is also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the statements made in this MD&A and the Company's financial statements for the period ended June 30, 2013 (together the "**Interim Filings**").

The management of the Company has filed the Venture Issuer Basic Certificate with the Annual Filings on SEDAR at www.sedar.com.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* ("**NI 52-109**"), the venture issuer basic certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("**DC&P**") and internal control over financial reporting ("**ICFR**"), as defined in NI 52-109. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency, and timeliness of interim and annual filings and other reports provided under securities legislation.