MANAGEMENT'S DISCUSSION AND ANALYSIS

OF THE COMPANY'S FINANCIAL CONDITION

AND RESULTS OF OPERATIONS

NINE MONTHS ENDED SEPTEMBER 30, 2012

THIS MD&A IS DATED NOVEMBER 27, 2012

NOTE TO READERS

The following is management's discussion in respect of the results of operations and financial position of Chimata Gold Corp. (the "Company" or “Chimata”), formerly Maxtech Resources Inc., for the nine months ended September 30, 2012 and should be read in conjunction with the Company’s unaudited condensed interim financial statements for the same period and audited financial statements for the most recent year ended December 31, 2011. Effective January 1, 2011 the Company adopted International Financial Reporting Standards (“IFRS”) as required by the Canadian Institute of Chartered Accountants. In accordance with these requirements the transition date for implementation of IFRS was November 16, 2010, being the Company’s incorporation date. Except as otherwise noted, all amounts reported in this MD&A and the accompanying financial statements have been presented in accordance with IFRS. The financial statements of the Company are presented in Canadian dollars. Additional information, including the above mentioned financial statements, which contain extensive disclosure of the history and properties of the Company are available on SEDAR and may be accessed at www.sedar.com.

FORWARD LOOKING STATEMENT

The information presented in this MD&A contains statements concerning future results, future performance, intentions, objectives, plans and expectations that are, or may be deemed to be, "forward–looking statements" or "forward-looking information" (collectively "forward-looking statements") as those terms are used in the Private Securities Litigation Reform Act of 1995 and similar Canadian laws.

Such forward–looking statements, including but not limited to those with respect to the price of metals, the timing and amount of estimated future mineralization and economic viability of properties, capital expenditures, costs and timing of exploration projects, permitting timelines, title to properties, the timing and possible outcome of pending exploration projects and other factors and events described in this MD&A involve known and unknown risks, uncertainties and other factors such as general economic and business conditions, change in foreign currency exchange rates, 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 such forward–looking statements. Since forward looking statements address future events and conditions, by their nature, they involve inherent risks and uncertainties. Readers should verify all claims and do their own due diligence before investing in any securities mentioned or implied in this document. Investing in securities is speculative and carries a high degree of risk.

These statements are based on management’s current expectations and are subject to a number of uncertainties and risks that could cause actual results to differ materially from those described in the forward-looking statements. Forward-looking statements are based on management’s current plans, estimates, projections, beliefs, and opinions and we do not intend nor do we undertake any obligation to update or revise any forward-looking statements whether written or oral that may be made by or on the Company's behalf should the assumptions related to these plans, estimates, projections, beliefs and opinions change, except as required by securities law.

DATE OF REPORT

The information in this report is presented as of November 27, 2012.

ABOUT CHIMATA

Under the *Business Corporations Act* of British Columbia (the “Act”) on November 16, 2010, the Company was incorporated as a wholly owned subsidiary of Maxtech Ventures Inc. (“Maxtech”) in the name of Maxtech Resources Inc. The principal business of the Company is acquisition, exploration, and development of resource properties. The Company may also acquire additional properties and carry out early stage exploration on such mineral properties and then sell, option or joint venture the mineral properties. The Company changed its name to Chimata Gold Corp. on February 10, 2011.

On January 15, 2011, the Company entered into an arrangement agreement (the "Arrangement Agreement") with Maxtech to proceed with a corporate restructuring by way of statutory plan of arrangement ("Arrangement") under the provisions of the Act, wherein Maxtech was to transfer all of its interest in the Guercheville mineral properties, located in Abitibi region of Québec, to the Company.

The Arrangement Agreement became effective August 17, 2011 and the Company spun out from Maxtech and became a reporting issuer. The Company's common shares started trading on the TSXV on September 16, 2011, under the symbol "CAT".

CORPORATE OVERVIEW AND OVERALL PERFORMANCE

Private Placement

On April 20, 2012, the Company completed a private placement by issuing 4,000,000 units at $0.05 per unit to raise gross proceeds total of $200,000. Each unit consists of one common share and one common share purchase warrant, with each share purchase warrant exercisable into one common share of the Company at a price of $0.10 per share for a period of two years from the issuance of warrant. Common shares issued are subject to a four-month holding period.

The Company has used the proceeds of the private placement to repay a $600,000 loan advanced by Maxtech before the Arrangement Agreement became effective.

Exploration and Evaluation Assets Update

During the nine months ended September 30, 2012, the Company is evaluating the work programs recommended in the 43-101 report and has not incurred exploration expenditure on Guercheville properties except paying $14,501 to renew those claims. Continuity of the Guercheville properties is as follows:

	December 31, 2011	Addition	June 30, 2012
	$	$	$
Acquisition	359,039	-	359,039
Renewal	-	14,501	14,501
Maintenance of mineral claims	585	-	585
Total	359,624	14,501	374,125

More details about the Company's Guercheville properties are discussed in the 43-101 technical report included as the schedule D to the Company's listing statement dated August 16, 2011 which is available at www.sedar.com under Chimata Gold Corp.

Proposed Acquisition of Mineral Properties

During the first quarter of 2012, the Company has paid $199,330 refundable deposit for the bidding of various mineral properties in Manitoba, Canada. The bidding was not successful and the Company has fully recovered all the deposit during the third quarter of 2012.

Proposed Share Consolidation

On May 10, 2012, the shareholders of the Company approved a special resolution authorizing the consolidation of the issued and outstanding common shares of the Company (the “Common Shares”) on the basis of one (1) post-consolidation Common Share for up to every three (3) pre-consolidation Common Shares (the “Share Consolidation”), with the actual consolidation ratio to be determined by the Board of Directors of the Company. The timing of the Share Consolidation is not determined as at the date of this MD&A.

The Company currently has an unlimited number of authorized Common Shares and the Company will continue to have an unlimited number of authorized Common Shares after the completion of the Share Consolidation.

SELECTED QUARTERLY INFORMATION

The Company is an exploration stage Company; thus its result of operation is not subject to seasonality. Management expects it will be difficult for the Company to obtain further equity or debt financing in the near future given that the current Canadian capital market is in a downturn for junior mining companies. The current resources on hand are not adequate for the Company to meet its long term business objective or to conduct any significant explorative activities to the existing mineral properties. In order to preserve cash on hands, management has decided to curtail the Company’s operations and will not conduct significant exploration activities until the Company can secure resources to finance such exploration activities by obtaining additional (equity or debt) financing or other arrangement including joint-venture and farm-out arrangements.

The Company’s information of the latest eight quarters is summarized as follows:

	2012			2011				2010
	Third Quarter	Second Quarter	First Quarter	Four Quarter	Third Quarter	Second Quarter	First Quarter	November 16 to December 31
	$	$	$	$	$	$	$	$
Total Assets	410,759	1,043,077	880,159	897,268	926,046	594,045	1	1
Revenue	-	-	-	-	-	-	-	-
Interest income	-	-	-	-	-	-	-	-
Operating expenses	29,933	54,795	42,350	55,104	49,936	456	4,500	1,000
Loss from continued operation	7,947	54,795	42,350	55,104	49,936	456	4,500	1,000
Loss per share, basic and diluted	0.00	0.00	0.00	0.01	0.02	456	4,500	1,000

RESULTS OF OPERATION

The Company is an exploration stage company and has not earned revenue since inception.

Nine Months Ended September 30, 2012 ("2012 Nine Months Period")

During the 2012 Nine Months Period, the Company had a loss of $105,092 comparing to $54,892 loss in the same period of last year. The $105,092 loss was mainly a result of incurring accretion and interest expense of $49,833 (2011 Nine Months Period - $14,122), $30,527 in consulting fees (2011 Nine Months Period - $4,110), $22,500 occupancy fees (2011 Nine Months Period - $2,500), and $21,986 gain from note payable settlement (2011 Nine Months Period - $nil). Consulting fees are fees paid to various consultants, including the Company's Chief Financial Officer ("CFO") and a company controlled by the relative of a Company's director, for management services provided. The Company was not active during the nine months ended September 30, 2011, thus incurred smaller amount of consulting fees and occupancy fees in that period.

On June 16, 2011, Maxtech, the Company's ex-parent and an entity with director(s) common to Chimata, advanced $600,000 (the "Promissory Note") to finance the Company's operational needs. The amount is unsecured and the stated interest rate is 8%. The amount was discounted to $546,529 at June 16, 2011 using a market interest rate of 15% and accreted up to $586,422 on December 31, 2011 (recent yearend). Principal and accrued interest of $674,000 was due on December 31, 2012. On August 23, 2012, Chimata repaid Maxtech $614,268 as full repayment of the Promissory Note (carrying value was $636,254 on August 23, 2012). As a result, the Company recorded a $21,986 gain on the settlement of the Promissory Note during the quarter ended September 30, 2012 and $49,833 accretion expense during the nine months ended September 30, 2012 respectively.

As at September 30, 2012, the Company's cash balance, exploration and evaluation assets, accounts payable and accrued liabilities, and note payable was $24,176 (December 31, 2011 - $530,418), $374,125 (December 31, 2011 - $359,624), $14,337 (December 31, 2011 - $9,332) and $nil (December 31, 2011 - $586,422) respectively. The decrease in cash is mainly a combined result of using $614,269 cash for repayment of the note payable; $77,472 in operating expenses; 14,501 for renewing the Company's resource properties, and the receipt of $200,000 from issuance of four million security units at $0.05/unit.

Three Months Ended September 30, 2012 ("2012 Q3")

During the 2012 Q3, the Company had a loss of $7,947 comparing to $49,936 loss in the same quarter of last year. The $7,947 loss was mainly a result of incurring accretion and interest expense of $7,508 (2011 Q3 - $14,122), $9,787 in consulting fees (2011 Q3- $4,110), $7,500 occupancy fees (2011 Q3 - $2,500), and a $21,986 one time gain from settlement of the Promissory Note. The Company started its operation from September 2011, thus incurred smaller amount of consulting and rental expenditures in 2011 Q3.

Accretion and interest expense decreased in 2012 Q3 because the Promissory Note was settled in the middle of 2012 Q3; thus the amount of accretion expense incurred was less. The gain from Promissory Note settlement has been discussed in the above discussion for the result of 2012 Nine Months period.

LIQUIDITY AND CAPITAL RESOURCES

The Company is an exploration stage company and has not earned revenue from operating activities since inception. Financing of operations has been achieved by equity and debt financing. As at September 30, 2012, the Company had $24,176 in cash, and working capital of $15,416. The Company has no operations that generate cash inflow. Management realizes that the current resources are not enough to meet the Company's long term business objectives. As a result, the Company will need to raise additional funds to finance its exploration activities and cover administrative expenses. While the Company has a history of financing its operation through debt or equity financing in the past, there are no guarantees that the Company can do so in the future.

During the nine months ended September 30, 2012, the Company received $200,000 by issuing four million security units at $0.05 per unit on April 20, 2012.

Cash used in investing activities was $14,501 which represented payments to renew the Company's Guercheville properties.

The Company is not subject to external capital requirements and does not have capital commitment as of the date of this MD&A.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have off-balance sheet arrangements.

PROPOSED TRANSACTIONS

Company does not have any proposed transactions that have material impacts to the Company to discuss at this time.

CRITICAL ACCOUNTING ESTIMATES

Not applicable, the Company is a venture issuer.

OUTSTANDING SHARE DATA

As of the date of this MD&A, the Company has 37,649,002 shares issued and outstanding and 4,000,000 share purchase warrants that can be convertible to the Company's common share on one-to-one basis. The Company does not have options outstanding as at the date of this MD&A that are convertible to common shares of the Company.

TRANSACTIONS WITH RELATED PARTIES

Related parties transactions other than the early settlement of the Promissory Note (discussed in the section "Result of Operation" are as follows:

During the nine months ended September 30, 2012, the Company incurred $8,027 (2011 nine months - $2,610) in consulting fees to a company controlled by the Company's chief financial officer ("CFO"); $22,500 (2011 nine months- $2,250) in occupancy expenditures and $22,500 (2011 nine months- $2,250) in consulting fees to a company controlled by a relative of a director.

During the nine months ended September 30, 2012, the Company did not pay or grant any short-term employee benefits, post-employment benefits, other long-term benefits, termination benefits to its management; and there was $nil share-based payments paid to the Company's management and directors.

As at September 30, 2012, the Company's accounts payable balance included $1,932 balance owing due to the Company's CFO (December 31, 2011 - $nil).

Due to Related Parties balances are not secured, non-interest bearing, and have the same terms as the Company's accounts payables balances with other trade creditors. Related party transactions have been recorded at their exchange amounts, being the amounts agreed to and by the related parties.

CHANGES IN ACCOUNTING POLICIES

The Company has not changed its significant accounting policies since its last year ended December 31, 2011. Details about the new accounting standards issued not yet adopted are available at the Note 3 to the unaudited condensed interim financial statements for the nine months ended September 30, 2012.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Refer to Notes 3 and 9 to the Company's audited annual financial statements for the year ended December 31, 2011 for details of the Company's financial instruments and related risk management policies.

RISK FACTORS

Risks of the Company's business include the following:

Mining Industry

The exploration for and development of mineral deposits involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish ore reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration programs planned by the Company will result in a profitable commercial mining 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 metal 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 are subject to all the hazards and risks normally encountered in the exploration, development and production of ore, 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. Although adequate precautions to minimize risk will be taken, milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas, which may result in environmental pollution and consequent liability.

The Company's mineral exploration activities are directed towards the search, evaluation and development of mineral deposits. There is no certainty that the expenditures to be made by the Company as described herein will result in discoveries of commercial quantities of ore. There is aggressive competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company will compete with other interests, many of which have greater financial resources than it will have for the opportunity to participate in promising projects. Significant capital investment is required to achieve commercial production from successful exploration efforts.

Government Regulation

The exploration activities of the Company are subject to various federal, provincial and local laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substance and other matters. Exploration activities are also subject to various federal, provincial and local laws and regulations relating to the protection of the environment. These laws mandate, among other things, the maintenance of air and water quality standards, and land reclamation. These laws also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste.

Although the Company's exploration activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of exploration, mining and milling or more stringent implementation thereof could have a substantial adverse impact on the Company.

Permits and Licenses

The exploitation and development of mineral properties may require the Company to obtain regulatory or other permits and licenses from various governmental licensing bodies. There can be no assurance that the Company will be able to obtain all necessary permits and licenses that may be required to carry out exploration, development and mining operations on its properties.

Environmental Risks and Hazards

All phases of the Company's mineral exploration operations are subject to environmental regulation in the various jurisdictions in which it operates. 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 is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties on which the Company holds interests which are unknown to the Company at present, which have been caused, by previous or existing owners or operators of the properties. The Company may become liable for such environmental hazards caused by previous owners and operators of the properties even where it has attempted to contractually limit its liability. Government approvals and permits are currently, and may in the future be, required in connection with the Company's operations. To the extent such approvals are required and not obtained; the Company may be curtailed or prohibited from proceeding with planned exploration or development of mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions there under, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties. Production of mineral properties may involve the use of dangerous and hazardous substances such as sodium cyanide. While all steps will be taken to prevent discharges of pollutants into the ground water the environment, the Company may become subject to liability for hazards that cannot be insured against.

Commodity Prices

The profitability of mining operations is significantly affected by changes in the market price of gold and other minerals. The level of interest rates, the rate of inflation, world supply of these minerals and stability of exchange rates can all cause significant fluctuations in base metal prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems and political developments. The price of gold and other minerals has fluctuated widely in recent years, and future serious price declines could cause continued commercial production to be impracticable.

Depending on the price of gold and other minerals, cash flow from mining operations may not be sufficient. Any figures for reserves presented by the Company will be estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Market fluctuations and the price of gold and other minerals may render reserves uneconomical. Moreover, short-term operating factors relating to the reserves, such as the need for orderly development of the ore bodies or the processing of new or different grades of ore, may cause a mining operation to be unprofitable in any particular accounting period.

Uninsured Risks

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include environmental pollution or other hazards against which such corporations cannot insure or against which they may elect not to insure.

Conflicts of Interest

Certain of the directors of the Company also serve as directors and/or officers of other companies involved in natural resource exploration and development. Consequently, there exists the possibility for such directors to be in a position of conflict. Any decision made by such directors involving the Company will be 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 conflict of interest.

Property Title

Although the Company has obtained title opinions with respect to certain of its properties, there may still be undetected title defects affecting such properties. Accordingly, such properties may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects which could have a material adverse impact on the Company's operations.

FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES

During the nine months ended September 30, 2012, there was no significant change in the Company's internal control over financial reporting since last year ended December 31, 2011.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they make. Investors should be aware that inherent limitations on the ability of the Company's certifying officers 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.

In connection with Exemption Orders issued in November 2007 and revised in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis.

In contrast to the certificate under National Instrument ("NI 52-109") (Certification of Disclosure in Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

OFFICERS AND DIRECTORS

Sonny Janda	President, CEO & Director
Rana Vig	Director
Gurdeep Johal	Director
Larry Tsang	CFO

CONTACT ADDRESS

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