Phoenix Gold Resources Corp.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF

PHOENIX GOLD RESOURCES CORP.

(An exploration stage company)
(Formerly Zuri Capital Corp.)

For the Three Months Ended April 30, 2014 and period from inception (March 11, 2013) to April 30, 2013

(Expressed in Canadian dollars)

Dated as of June 26, 2014

This Management Discussion and Analysis ("MD&A") of the consolidated financial condition, results of operations, and cash flows of Phoenix Gold Resources Corp. ("PXA" or the "Company") are for the three months ended April 30, 2014 and period from inception (March 11, 2013) to April 30, 2013. This MD&A should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements and related notes thereto for the three months ended April 30, 2014 and period from inception (March 11, 2013) to April 30, 2013 and with the Company's audited consolidated financial statements and related notes thereto for the period from inception (March 11, 2013) to January 31, 2014 of Phoenix Gold Resources Ltd. ("Phoenix").

The financial information in this MD&A is derived from the Company's unaudited condensed interim consolidated financial statements which have been prepared in Canadian dollars unless otherwise noted, in accordance with International Accounting Standard 34, "Interim Financial Reporting", as issued by the International Accounting Standards Board. The content of this MD&A has been approved by the Board of Directors, on the recommendation of its Audit Committee. This MD&A is dated June 26, 2014 and is current to date, unless otherwise noted.

Additional information relating to the Company is available on the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com as well as the Company's website at www.phoenixgoldresources.com.

DESCRIPTION OF BUSINESS

Phoenix Gold Resources Corp. (formerly Zuri Capital Corp. ("Zuri")) was incorporated on May 2, 2011 under the laws of the province of British Columbia, Canada. The Company is a TSX Venture Exchange ("Exchange") Tier 2 listed mineral exploration and development company with its principal business focusing on the acquisition and exploration of the gold mineral rights located in Nevada, USA. The Company has not yet determined whether the property contains mineral reserves that are economically recoverable.

Zuri entered into a letter of agreement dated July 29, 2013 (the "Letter Agreement") which was amended on October 8, 2013, November 14, 2013, December 2, 2013, December 16, 2013, January 21, 2014, and February 21, 2014, with Phoenix, a private corporation incorporated in the province of British Columbia on March 11, 2013. On April 23, 2014, Zuri and Phoenix completed a reverse takeover transaction (the "RTO Transaction") which has been accounted for as a reverse takeover of net assets in accordance with the Company's accounting policies on reverse takeover transactions that do not constitute business combinations. As a result, Zuri carries on the business of Phoenix and continues pursuant to the laws of British Columbia effective April 23, 2014 with respect to the RTO Transaction. Zuri changed its name to "Phoenix Gold Resources Corp." effective April 23, 2014. Also effective April 25, 2014, Zuri resumed trading on the Exchange with the trading symbol "PXA".

OVERVIEW AND HIGHLIGHTS

Major Events

On July 9, 2013, Phoenix issued 500,000 common shares to Americas Gold Exploration Inc. ("AGEI"), at $0.10 per share in order to acquire a 50% right, title and interest to the Plumas Property and 100,000 common shares to William Matlack ("Matlack") at $0.10 per share as consideration for a 20-year renewable lease entered into for the remaining 50% right, title and interest to the Plumas Property. Matlack has the option to convert the lease payments into a 1% net smelter return royalty on the Plumas Property and the Company has the right to buy back this option by paying Matlack $1,096,000 (US$1,000,000). The Plumas Property consists of two patented lode mining claims with extra lateral rights (40 acres) and one patented mill site claim (8.5 acres) situated in Battle Mountain, Lander County, Nevada, USA.

On April 23, 2014, Zuri and Phoenix completed the RTO Transaction which has been accounted for as a reverse takeover transaction that does not constitute a business combination. Immediately prior to and in connection with the closing of the RTO Transaction, Zuri changed its name to "Phoenix Gold Resources Corp." from "Zuri Capital Corp." The RTO Transaction was structured as a three-cornered amalgamation between a wholly owned subsidiary of PXA and Phoenix. Under the amalgamation, all shareholders of Phoenix exchanged their common shares of Phoenix to PXA in return for common shares of PXA on a 1-to-1 basis. As a result of the RTO Transaction, the business of Phoenix becomes the business of the PXA, which resumed trading on the Exchange on April 25, 2014 with the trading symbol "PXA".

Immediately prior to and in connection with the closing of the RTO Transaction, Phoenix completed the pre-closing private placement financing (the "Concurrent Financing") for gross proceeds of $1,554,400. This Concurrent Financing was comprised of a $509,900 brokered portion and a $1,044,500 non-brokered portion.

Under the Concurrent Financing, Phoenix issued 15,544,000 units ("Unit") consisting of one share and one-half of one common share purchase warrant. Each whole warrant entitles the holder to acquire one common share of the Company at an exercise price of $0.20 per share until April 23, 2017. The details of Concurrent Financing and related costs of financing are as follows:

<u>$509,900 brokered portion:</u>

- Phoenix raised gross proceeds of $509,900 by issuing 5,099,000 Units through a brokered financing. Phoenix paid a corporate finance fee of $42,000 (including GST), 8% cash commission of $40,792, and expense reimbursements of $50,234 to the broker. Phoenix issued 140,000 broker's warrants each entitling the holder to acquire one common share of the Company at a price of $0.10 per common share until April 23, 2015, and 280,000 agent's options each entitling the holder to acquire one Unit of the Company at a price of $0.10 per Unit. Sub-agents who participated in brokered portion of the Concurrent Financing received an aggregate of 267,920 broker's warrants each entitling the holder to acquire one common share of the Company at a price of $0.10 per common share until April 23, 2015.

$1,044,500 non-brokered portion:

- 5,950,000 Phoenix Units were issued and exchanged with 324,657 ordinary shares of Global Resources Investment Trust PLC ("GRIT") at a deemed price of $0.10 per Unit for a total gross proceeds of $595,000. The finder received 25,973 shares of GRIT (8% of 324,657 shares of GRIT) and 476,000 broker's warrants each entitling the holder to acquire one common share of the Company at a price of $0.10 per common share until April 23, 2015. As a result, the Company held 298,684 ordinary shares of GRIT as of April 30, 2014 and June 26, 2014;

- Phoenix raised the remaining gross proceeds of $449,500 by issuing 4,495,000 shares at $0.10 per Unit. Phoenix paid a cash commission of $17,120 and issued 171,200 broker's warrants each entitling the holder to acquire one common share of the Company at a price of $0.10 per common share until April 23, 2015.

Corporate

On April 23, 2014, Mr. Glenn Laing replaced Mr. Mike Gillis as the Company's President and Chief Executive Officer and Mr. Sean Choi replaced Mr. Iqbal Boga as the Company's Chief Financial Officer and Corporate Secretary upon completion of the RTO Transaction. On May 1, 2014, Mr. Don McDowell was appointed as the Company's Vice President of Corporate Development/Exploration.

On April 23, 2014, Mr. Glenn Laing, Mr. William Matlack, Mr. Paul Jones, and Mr. Andrew Lee were appointed as the Company's Board of Directors (the "Board"), and SF Partnership LLP, Chartered Accountants, was appointed as auditor of Company.

RESOURCES

Location

The Phoenix Gold Properties (as defined below) are located in Lander County, Nevada, within the Battle Mountain Mining District, which hosts a series of gold mines (Marigold, Lonetree, Fortitude, Trenton Canyon and is immediately adjacent to Newmont Mining Corporation's Phoenix Mine, one of the largest operating mines in North America.

The Properties cover 60.66 hectares (149.4 acres) and have been subject to exploration since the 1880's through the 1940's with modern exploration continuing through 2013 with more than $1,300,000 invested in the completion of an estimated 6,439 metres of drilling by Barrick Gold Corporation and Homestake Mining in 1986-1990 and over $250,000 by AGEI from 2008-2012, including US$112,390 in land and exploration expenses for the Plumas Property and Eldorado Property during the period since December 2010.

Technical Report Recommendations

The National Instrument 43-101 *Standards of Disclosure for Mineral Projects* technical report (the "Technical Report") entitled "NI 43-101 Technical Report on the Phoenix Gold Project Located at Lander County, Battle Mountain Mining District, Nevada USA" dated effective March 10, 2014 by Allen J. Maynard recommends that all of the primary target areas, being the Plumas Property and the Eldorado Property be explored initially. It also recommends including comprehensive surface geology, alteration and structural mapping and extensive geochemical sampling and detailed re-logging of earlier drill holes to improve the understanding of the geological controls of the mineralization and proposes a mapping and drill exploration program be initiated and carried out over a twelve (12) month period.

Proposed work program and budget

The Technical Report also recommends a work program, which it estimates at a total of $500,000, to include geologic, alteration and structural mapping detailed relogging of earlier drill holes taking into consideration the latest district geological interpretations of the structures, rock-types and controls on the mineralization. This will require an estimated approximately 800m of new drilling to both expand and delineate gold resources. The drilling cost estimates in the recommended work program below are "fully weighted costs" which includes the costs associated with drilling in the area of Nevada where the Phoenix Gold Properties are located, including the actual drill contractor costs, bonding for drilling permits (included in the reverse-circulation drilling unit cost), rig mobilization costs, road and drill pad construction, geologist costs, travel and associated field expenses, and a contingency.

Mineral Rights Expenditures and Balances

The cumulative costs incurred on the Company's mineral properties are as follows:

	Plumas Gold Project (Nevada, USA)
Balance - Opening	-
Additions – capitalized exploration expenditures	65,322
Balance as at January 31, 2014	**65,322**
Additions - capitalized exploration expenditures	208,082
Balance as at April 30, 2014	**273,404**

RESULTS OF OPERATIONS AND SELECTED FINANCIAL INFORMATION

As at April 30, 2014, the Company had working capital of $197,632 (January 31, 2014 – negative working capital of $477,359), and reported a deficit of $1,279,509 (October 31, 2013 - $472,053).

Operating and Administrative Expenses

	Three Months Ended April 30, 2014	Period from inception (March 11, 2013) to April 30, 2013
RTO Expense	$ 384,648	$ -
Consulting fees	51,833	-
Management fees	58,898	30,000
Investor relations	35,066	-
Professional fees	9,507	-
Office and administration	4,838	-
Foreign exchange loss	1,962	-
Total Operating and Administrative Expenses	$ 546,752	$ 30,000
Other Loss		
Unrealized loss on short-term investment*	202,083	-
Net Loss and Comprehensive Loss	**$ 748,835**	**$ 30,000**

*The Company recognized an unrealized loss of $202,083 on its investment holdings in shares of GRIT which were acquired pursuant to the Concurrent Financing (as described on page 4 above), based on the fair value assessment of the 288,684 GRIT shares held by the Company as of April 30, 2014 based on the closing market price of the GRIT shares on the London Stock Exchange.

For the three months ended April 30, 2014

The Company's net loss and comprehensive loss for the three months ended April 30, 2014 was $748,835 (April 30, 2013 - $30,000). RTO Transaction expenses totalled $384,648 (April 30, 2013 - $Nil). RTO Transaction expenses were incurred by the Company in relation to the professional fees and charges related to the RTO Transaction that happened during the quarter. There was no such transaction during the prior comparative period. Consulting fees totalled $51,833(April 30, 2013 - $Nil). Consulting fees increased as the Company hired consultants to carryout business activities during the quarter whereas the Company did not have any consultants in the prior comparative period.

In addition to the above consulting, the Company entered into seven consulting engagements with arm's length unrelated third parties for the provision of financial advisory and administrative services. Pursuant to those engagements, the Company has paid fees of $13,250 plus GST and prepaid an aggregate of $95,000 plus GST as a retainer for those services for periods covering the next three to five months and $255,000 plus GST as retainers for those services for periods covering the next six to twelve months.

Management fees totalled $58,898 (April 30, 2013 - $30,000). The management fees increased because the current quarter covers three months compared to two months in the prior comparative period. Also, the increase is due to more management activities and duties during and after the RTO Transaction compared to the prior comparative period. Investor relations expense, professional fees, office and administration expenses totalled $49,411 (April 30, 2013 - $Nil). These expenses were incurred as the

Company's business activities increased during the quarter whereas there were very little business activities in the prior comparative period. Foreign exchange loss totalled $1,962 (April 30, 2013 - $Nil) due to unfavourable fluctuations in the value of Canadian dollar as compared to the United States dollar for the quarter.

Financial results for the three months ended April 30, 2014 and period from inception (March 11, 2013) to April 30, 2013

	Three months ended April 30, 2014	Period from inception (March 11, 2013) to April 30, 2013
Revenue	$Nil	$Nil
Total net loss	$748,835	$30,000
Total net loss per share (basic and diluted)	$0.04	$0.00
Total assets	$1,205,440	$106,236
Total long-term liabilities	$Nil	$Nil
Total liabilities	$734,404	$518,273
Shareholders' equity (Deficiency)	$471,036	$(412,053)
Cash dividends per share	$Nil	$Nil

SUMMARY OF QUARTERLY RESULTS FOR EACH OF THE LAST EIGHT QUARTERS:

Quarter ended	Total revenue	Net loss	Basic and diluted loss per share
April 30, 2014	$Nil	$748,835	$0.04
January 31, 2014	$Nil	206,022	$0.01
October 31, 2013	$Nil	156,598	$0.01
July 31, 2013	$Nil	79,433	$0.01
Inception (March 11, 2013) to April 30, 2013	$Nil	30,000	$0.00

OFF BALANCE-SHEET ARRANGEMENTS

The Company has no off balance-sheet arrangements.

LIQUIDITY AND CAPITAL RESOURCES

The Company has historically relied upon equity financings and loans from directors to satisfy its capital requirements and will continue to depend heavily upon equity capital to finance its activities. There can be no assurance the Company will be able to obtain the required financing in the future on acceptable terms.

The Company has limited financial resources, no source of operating income and no assurance that additional funding will be available to it for current or future projects, although the Company has been successful in the past in financing its activities through the sale of equity securities. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and its exploration success. Any quoted market for the Company's shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings.

As at April 30, 2014, the Company had the following contractual arrangements and commitments in place for certain services and in respect of its mineral properties:

a) Effective April 30, 2014, the Company entered into services agreement with CHF Investor Relations for ongoing investor relations services with monthly fees of $6,000 and reimbursement of disbursements and the grant of 600,000 stock options exercisable for five years at a price of $0.10 per share.

b) As part of the Letter Agreement entered into with AGEI and Matlack on July 9, 2013 and as amended on October 29, 2013, December 16, 2013, January 21, 2014, and February 21, 2014 for the acquisition of certain patented mineral claims in Nevada, comprised of the Eldorado Property, the Plumas Property (together, the "Phoenix Gold Properties"), the Company has the following commitments:

   (i) The Company is required to make an initial cash payment to Matlack in the amount of $38,360 (US$35,000) and obtain and maintain insurance coverage of a minimum of US$1 million protecting AGEI and Matlack (as lessors) against damages arising out of the Company's operations on the Plumas Property. The Company has made the initial lease payment of $38,360 (US$35,000) for the Plumas Property (see item (ii), below) and is currently arranging for the other initial cash payment and insurance.

   (ii) The Company is required to make annual lease payments to Matlack for the lease of the Plumas Property of $38,360 (US$35,000) on each anniversary date of April 23, 2014 for a period of 20 years. Future minimum lease payments are as follows:

2014	$ 38,360
2015	38,360
2016	38,360
2017	38,360
2018	38,360
Thereafter	38,360 per year

FINANCING ACTIVITIES

On March 11, 2013, the Company issued 100 common shares at a value of $0.01 per share upon incorporation.

On March 22, 2013, the Company issued 15,149,900 common shares at a value of $0.000001 per share for $15 (rounded) to directors and shareholders of the Company.

On July 9, 2013, the Company issued 500,000 common shares to AGEI and 100,000 common shares to Matlack at a price of $0.10 per share as part of the consideration to acquire the Plumas Property.

On April 23, 2014, the Company redeemed and cancelled 4,250,000 shares.

Concurrent to the RTO Transaction on April 23, 2014, Phoenix completed the Concurrent Financing for gross proceeds of $1,554,400. Under the Concurrent Financing, Phoenix issued 15,544,000 Units consisting of one common share and one-half of one common share purchase warrant. Each whole warrant entitles the holder to acquire one common share of the Company at an exercise price of $0.20 per share until April 23, 2017. The fair value of these 7,772,000 warrants was estimated at $337,305. Phoenix incurred commission and expenses of $197,747 related to the Concurrent Financing. In addition, the Company issued 1,055,120 broker's warrants and 280,000 agent's options. Each brokers warrant entitles the holder to acquire one common share of the Company at a price of $0.10 per until April 23, 2015. Each agent's option entitles the holder to acquire one unit of the Company at a price of $0.10 per unit for a period of 3 years from the date of issuance. Each unit is comprised of one common share and half of the common share purchase warrant of the Company, with each whole warrant entitling the holder to acquire one common share of the Company for $0.20 per share for a period of 3 years from the date of issuance. The fair value of 1,055,120 broker's warrants was estimated at $32,076 and the fair value of 280,000 agent's options was estimated at $19,796.

On April 23, 2014, Phoenix acquired Zuri pursuant to the RTO Transaction. Prior to the RTO Transaction Zuri had 4,000,000 common shares outstanding. Zuri acquired 27,044,000 common shares of Phoenix in return for its net assets. Zuri then issued 27,044,000 of its common shares to the original shareholders of Phoenix. In connection with the RTO Transaction, the Company incurred $443,269 of costs, of which $384,648 was expensed on the statement of loss during the period with the remaining $58,621, representing the cash acquired, was charged directly to deficit.

On May 5, 2014, the Company issued 600,000 stock options (the "Options") to CHF Investor Relations pursuant to the terms of the investor relations service agreement ("Service Agreement"). The Options are exercisable for a period of five years from the date of grant at an exercise price of $0.10 per share. The Options will vest quarterly, with a five-year maximum term. Upon termination of the Service Agreement, any vested options will be cancelled after 30 days.

RELATED PARTY BALANCES AND TRANSACTIONS

The Company considers its Board of Directors and certain consultants which, by virtue of the contracts in place and the functions performed, to be key management. The Company has no compensation arrangements with its Board of Directors. Compensation accrued to the key management is listed below:

	Three months ended April 30, 2014	Period from inception (March 11, 2013) to April 30, 2013
Management fees	$ 58,898	$ 30,000

For the three months ended April 30, 2014, the Company paid or accrued management fees of $43,898 (April 30, 2013 - $20,000) to Avonlea Ventures Inc., and $15,000 (April 30, 2013 - $10,000) to 2238012 Ontario Inc., companies controlled by officers of the Company.

During the three months ended April 30, 2014, the Company expensed consulting fees of $2,500 (April 30, 2013 - $Nil) and office and administration costs of $2,568 (April 30, 2013 - $Nil) to Ecuador Gold and Copper Corp., a company under common control. As at April 30, 2014, a total of $46,184 (January 31, 2014 - $40,457) is included in accounts payables and accrued liabilities.

These transactions are in the normal course of operations and at the exchange amount agreed to by the related parties.

As of April 30, 2014, the Company had advances from a related company, which is owned and controlled by an officer and director of the Company, in the amount of $10,279 (January 31, 2014 - $2,591). The advances are non-interest bearing, unsecured, and due on demand.

William Matlack is a director of the Company and Donald McDowell, who partly owns and controls AGEI, is Vice-President Corporate Development of the Company, and so Matlack and AGEI are related parties to the Company. Accordingly, the contractual arrangements concerning the Phoenix Gold Properties and the Plumas Property, in particular, are related party contracts. The payments and commitments under these contractual arrangements are described in item "b)" under the heading, LIQUIDITY AND CAPITAL RESOURCES" above.

FINANCIAL INSTRUMENTS

The Company's financial instruments include cash, other receivable, prepaid expense, short-term investment, accounts payable and accrued liabilities, and advances from related company. The carrying values of these financial instruments approximate their fair values due to their short-term nature.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to market conditions and the Company's activities. The Company has exposure to credit risk, liquidity risk and market risk as a result of its use of financial instruments. Note 13 to the unaudited condensed interim consolidated financial statements for the three months ended April 30, 2014 and period from inception (March 11, 2013) to April 2013 presents information about the Company's exposure to each of the above risks and the Company's objectives, policies and processes for measuring and managing these risks.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's critical accounting estimates are defined as those estimates that have a significant impact on the portrayal of its financial position and operations and that require management to make judgements, assumptions and estimates in the application of IFRS. Judgments, assumptions and estimates are based on historical experience and other factors that management believes to be reasonable under current conditions. As events occur and additional information is obtained, these judgements, assumptions and estimates may be subject to change. The Company's significant accounting policies can be found in note 3 of the Company's condensed interim consolidated financial statements. The Company believes the followings are the critical accounting estimates used in the preparation of its consolidated financial statements.

Use of estimates

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of the accounting policies to financial information presented. Actual results may differ from the estimates, assumptions and judgements made. Estimates and underlying assumptions are reviewed on an ongoing basis. Changes made to estimates are reflected in the period the changes are made.

Significant areas requiring the use of estimates and assumptions include accounts payable and accrued liabilities, valuation of share-based payment reserves, warrant reserves, valuation of short-term investments, valuation of mineral rights, and recoverability of deferred tax assets. By their nature, these estimates and assumptions are subject to measurement uncertainty, and the impact of changes in estimates in the financial statements of future period could be material. These assumptions are reviewed periodically and, as adjustments become necessary, they are reported in earnings (loss) in the periods in which they become known.

Intangible assets: mineral rights

Under IFRS, the Company defers all cost relating to the acquisition and exploration of its mineral properties after the legal right to explore a property has been obtained, but before technical feasibility and commercial viability of the property has been established. Any revenues received from such properties are credited against the costs of the property. When commercial production commences on any of the Company's properties, any previously capitalized costs would be charged to operations using unit-of-production method. The Company reviews the carrying value of its mineral properties for recoverability when events or changes in circumstances indicate that the properties may be impaired. If such a condition exists and the carrying value of a property exceeds the estimated net recoverable amount, provision is made for the impairment in value.

The existence of uncertainties during the exploration stage and the lack of definitive empirical evidence with respect to the feasibility of successful commercial development of any exploration property does create measurement uncertainty concerning the estimate of the amount of impairment to the value of any mineral property. The Company relies on its own or independent estimates of further geological prospects of a particular property and also considers the likely proceeds from a sale or assignment of the rights before determining whether or not impairment in value has occurred.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit" or "CGU"). The allocation of the Company's assets into CGUs requires judgement. A CGU recoverable amount is the higher of fair value less costs to sell and

value in use. In assessing value in use, the estimated future cash flows are discounted to their present value, using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which estimates of future cash flows have not been adjusted. If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount is reduced to the recoverable amount. Impairment is recognized immediately in profit or loss. Where an impairment subsequently reverses, the carrying amount is increased to the revised estimate of recoverable amount but only to the extent that this does not exceed the carrying value that would have been determined if no impairment had previously been recognized.

Share-based payment

The Company uses the fair value method, utilizing the Black-Scholes pricing model, for valuing stock options granted to directors, officers, and consultants. The estimated fair value is recognized over the applicable vesting period as stock-based compensation expense and an increase to share-base payment reserve. Any consideration paid by employees on the exercise of stock options or purchase of stock is credited to share capital plus the amounts originally recorded as share-base payment reserve. The fair value of options is estimated using the Black-Scholes pricing model based on estimates and assumptions for expected life of the options, expected volatility, risk-free interest rate and dividend yield. By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes in such estimates could be material in future periods.

Warrant reserve

The Company uses the fair value method, utilizing the Black-Scholes pricing model, for valuing warrants. The fair value of warrants is estimated using the Black-Scholes pricing model based on estimates and assumptions for expected life of the warrants, expected volatility, risk-free interest rate and dividend yield. By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes in such estimates could be material in future periods.

Fair value of equity settle transaction

IFRS 2 recommends that an entity shall measure any equity-settled share-based payment transactions directly at the fair value of the goods or services received. The Company issued warrants and options as part of the private placements and compensation payments to agents and brokers. The Company determined that the fair value of services received is not reliably measurable because the warrants attached to these transactions are not from the result of any services purchased by the Company. Also, fair value of services from agents and brokers are not reliably determinable because there is no similar open market for the services they provide, and the compensation is not based on a fixed market rate, but rather subject to negotiation by management. Lastly, it is common for exploration stage companies to provide share-based compensation as part of its equity and debt transactions in addition to a cash component. As such management determined that the fair value of warrants rather than the fair value of services received should be used to determine the fair value of share-based transactions.

Income tax

The future income tax provision is based on the liability method. Future income taxes arise from the recognition of the tax consequences of temporary differences by applying enacted or substantively enacted tax rates applicable to future years of differences between the financial statement carrying amounts and the tax bases of certain assets and liabilities. The Company records a valuation allowance against any portion of those future income tax assets to the extent that it is more than likely that future income tax assets will not be realized. As a result, future earnings are subject to significant management judgement.

CHANGES IN ACCOUNTING POLICIES AND NEW ACCOUNTING STANDARDS AND RECENT PRONOUNCEMENTS

A number of new standards, and amendments to standards and interpretations, are not yet effective for the period ended April 30, 2014, and have not been applied in preparing the condensed interim consolidated financial statements. The following standards and interpretations have been issued by the International Accounting Standards Board and the International Financial Reporting Interpretations Committees with effective dates relating to the annual accounting periods starting on or after the effective dates as follows:

International Accounting Standards		Effective Date
IAS 32 – Financial Instruments: Presentation	The objective of this Standard is to establish principles for presenting financial instruments as liabilities or equity and for offsetting financial assets and financial liabilities. It applies to the classification of financial instruments, from the perspective of the issuer, into financial assets, financial liabilities and equity instruments; the classification of related interest, dividends, losses, and gains; and the circumstances in which financial assets and financial liabilities should be offset. The principles in this Standard complement principles for recognizing and measuring financial assets and financial liabilities in IFRS 9, and for disclosing information about them in IFRS 7. Concurrent with the amendments to IFRS 7, the IASB also amended IAS 32 to clarify the existing requirements for offsetting financial instruments in the balance sheet.	January 1, 2014
IFRS 9 – Financial Instruments	IFRS 9 was issued in November 2009 and contained requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: Amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments and such instruments are either recognized at the fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent not clearly representing a return of investment; however, other gains and losses (including impairments) associated with such instruments remain in accumulated other comprehensive income indefinitely. Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, Financial Instruments – Recognition and Measurement, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income.	January 1, 2015

The Company is in the process of assessing the impact that the new and amended standards will have on its financial statements or whether to early adopt the new requirements.

RISKS AND UNCERTAINTIES

The Company's securities should be considered a highly speculative investment and investors should carefully consider all of the information disclosed in the Company's Canadian regulatory filings prior to making an investment in the Company.

General

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits, which, though present, are insufficient in quantity and/or quality to return a profit from production.

The Company is in the resource sector and as such is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same industry. Some of the current risks include the following:

(a) The Company has no history of earnings and will not generate earnings until production commences;

(b) Any future equity financings by the Company for the purposes of raising additional capital may result in substantial dilution to the holdings of existing shareholders;

(c) There can be no assurance that an active and liquid market for the Company's shares will develop and investors may find it difficult to resell their shares; and

(d) The directors and officers of the Company will devote a portion of their time to the business and affairs of the Company and some of them are or will be engaged in other projects or businesses, and as such, conflicts of interest may arise from time to time.

The Company's business is subject to exploration and development risks

The Phoenix Gold Properties are in the exploration stage and no known reserves have been discovered on such properties. At this stage, favourable results, estimates and studies are subject to a number of risks, including, but not limited to:

- the limited amount of drilling and testing completed to date;
- the preliminary nature of any operating and capital cost estimates;
- the difficulties inherent in scaling up operations and achieving expected metallurgical recoveries;
- the likelihood of cost estimates increasing in the future; and
- the possibility of difficulties procuring needed supplies of electrical power and water.

There is no certainty that the expenditures to be made by the Company in the exploration of the Phoenix Gold Properties described herein will result in discoveries of mineral resources in commercial quantities or that any of the Phoenix Gold Properties will be developed. Most exploration projects do not result in the discovery of mineral resources and no assurance can be given that any particular level of recovery of mineral resources will in fact be realized or that any identified resource will ever qualify as a commercially mineable (or viable) resource which can be legally and economically exploited. Estimates of reserves, mineral deposits and production costs can also be affected by such factors as environmental permit regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of mineral resource ultimately discovered may differ from that indicated by drilling results. There can be no

assurance that mineral resource recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale.

Mineral exploration and development involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. The long-term profitability of the Company's operations will be related to the cost and success of its exploration programs, which may be affected by a number of factors beyond the Company's control.

Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of mineral resources, any of which could result in work stoppages, damage to property, and possible environmental damage.

Hazards such as unusual or unexpected formations and other conditions such as fire, power outages, labour disruptions, flooding, cave-ins, landslides and the inability to obtain suitable machinery, equipment or labour are involved in mineral exploration, development and operation. The Company may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material, adverse effect on the Company's financial position.

The Company will continue to rely upon consultants and others for exploration and development expertise. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing mineral properties is affected by many factors including the costs of operations, fluctuations in markets, allowable production, importing and exporting of minerals and environmental protection.

Political Risk
The Company's property is located in Nevada, USA, and will be subject to changes in political conditions and regulations in that country. The Company's activities are subject to extensive laws and regulations governing worker health and safety, employment standards, waste disposal, protection of historic and archaeological sites, mine development, protection of endangered and protected species and other matters.

USA regulators have broad authority to shut down and/or levy fines against facilities that do not comply with regulations or standards. The Company's mineral exploration and mining activities in the USA may be adversely affected in varying degrees by changing government regulations relating to the mining industry or shifts in political conditions that increase the costs related to the Company's activities or maintaining its licenses. Operations may also be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, and expropriation of property, environmental legislation and mine safety.

A number of other approvals, licenses and permits may be required for various aspects of mine development. While the Company will use its best efforts to ensure title to the licenses and access to surface rights continue into the future, these titles or rights may be disputed, which could result in costly litigation or disruption of operations. The Company is uncertain if all necessary permits will be maintained on acceptable terms or in a timely manner. Future changes in applicable laws and regulation or changes in their enforcement or regulatory interpretation could negatively impact current or planned

exploration and development activities on the Phoenix Gold Properties. Any failure to comply with applicable laws and regulations or failure to obtain or maintain permits, even if inadvertent, could result in the interruption of exploration and development operations or material fines, penalties or other liabilities.

Financing Risks
Although the Company was able to obtain adequate financing in the past, there is no assurance that the Company will continue to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its projects with the possible loss of such properties.

Fluctuating Price and Currency
The Company raises its equity primarily in Canadian dollars and will conduct its principal business and operation activities in and proposes to maintain certain accounts in Canadian dollars and United States dollars ("US dollars"). The Company's operations in the USA make it subject to foreign currency fluctuation and such fluctuations may adversely affect the Company's financial position and operating results.

Foreign Countries and Regulatory Requirements
Even if the Phoenix Gold Properties are proven to host economic reserves of gold and/or other mineral resources, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits or repatriation of profits. Any changes in regulations or shifts in political conditions in the USA are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, environmental legislation and mine safety.

Uninsurable Risk
In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

No Assurance of Surface Right
The Company has represented that it has mineral property interests in the Phoenix Gold Properties. However, it remains possible that surface rights corresponding to the mineral properties may be subject to prior other rights or may be affected by undetected defects.

Permits and Licenses
The operations of the Company may require licenses and permits from various governmental authorities. There can be no assurance that such licenses and permits as may be required to carry out exploration, development and mining operations at its projects will be granted.

Competition
The mineral industry is intensely competitive in all its phases. The Company competes with many companies processing greater financial resources and technical facilities than itself for the acquisition of

mineral concessions, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and service providers. Factors beyond the control of the Company may affect the marketability of mineral substances discovered. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, 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 or losing its investment capital.

Environmental Risk
The Company's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which could result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for noncompliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors, consultants and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. In addition, environmental risks may exist on properties in which the Company holds interests which are unknown at present and which have been caused by previous or existing owners or operators. Furthermore, future compliance with environmental reclamation, closure and other requirements may involve significant costs and other liabilities. The Company intends to fully comply with all environmental regulations.

Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements.

DISCLOSURE ON INTERNAL CONTROLS

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the condensed interim consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the condensed interim consolidated financial statements; and (ii) the condensed interim consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

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), this 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. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's accounting policies.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. 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.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

For the three months ended April 30, 2014 and period from inception (March 11, 2013) to April 30, 2013, the Company incurred the following costs and expenses:

	Three Months Ended April 30, 2014	**Period from inception (March 11, 2013) to April 30, 2013**
Capitalized exploration expenditures	$208,082	$Nil
Expensed pre-exploration and development costs	$Nil	$Nil
RTO expense	$384,648	$Nil
Consulting fees	$51,833	$Nil
Management fees	$58,898	$30,000
Investor relations	$35,066	$Nil
Professional fees	$9,507	$Nil
Office and administration	$4,838	$Nil
Foreign exchange loss	$1,962	$nil
Unrealized loss on short-term investment*	$202,083	$Nil

*The Company recognized an unrealized loss of $202,083 on its investment holdings in shares of GRIT which were acquired pursuant to the Concurrent Financing (as described on page 4 above), based on the fair value assessment of the 288,684 GRIT shares held by the Company as of April 30, 2014 based on the closing market price of the GRIT shares on the London Stock Exchange.

OUTSTANDING SHARE DATA

The Company has an unlimited number of common shares authorized for issuance without par value. As at April 30, 2014 and June 26, 2014, there were 31,044,000 common shares issued and outstanding; 680,000 and 1,280,000 incentive stock options (both vested and non-vested) outstanding, respectively; and 8,827,120 common share purchase warrants outstanding.

The principals of the Company collectively hold 13,500,000 common shares, of which 11,500,000 are subject to a Tier 2 Value Security Escrow Agreement dated April 22, 2014 and 2,000,000 remain subject to a Form 2F CPC escrow agreement dated May 2, 2011.