

## **Management Discussion and Analysis for the Three and Nine Months ended December 31, 2013**

This Management Discussion and Analysis ("MD&A") of the financial condition and results of the operations of Auriga Gold Corp. ("Auriga Gold" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the three and nine months ended December 31, 2013. This discussion should be read in conjunction with the audited financial statements of the Company for the years ended March 31, 2013 and March 31, 2012, together with the notes thereto, and the unaudited condensed interim financial statements of the Company for the three and nine months December 31, 2013, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS.

As a result of ongoing review and possible amendments by interpretive guidance from IASB and IFRIC, IFRS in effect at March 31, 2014, may differ from IFRS and interpretation statements applied in preparing the audited annual financial statements for the year ended March 31, 2013, and the unaudited condensed interim financial statements for the three and nine months ended December 31, 2013.

In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the period presented are not necessarily indicative of the results that may be expected for any future periods. Information contained herein is presented as at December 31, 2013, unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Auriga Gold's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations is available on Auriga Gold's website at [www.aurigagold.ca](http://www.aurigagold.ca) or on SEDAR at [www.sedar.com](http://www.sedar.com).

## **Financial and Operating Highlights for the Three and Nine Months ended December 31, 2013**

### **Financial Situation**

- As of December 31, 2013, the Company had a cash position of \$279,480, current liabilities of \$3,645,524, and net loss of \$144,659 and \$414,358, respectively, for the three and nine months ended December 31, 2013. Exploration expenditures during the three and nine months periods totalled \$547,991 and \$617,097, respectively, which were offset by decrease of provision for closure and reclamation of \$11,979 and \$312,497, respectively, during the three and nine month periods ended December 31, 2013.

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- Management and the board of directors continue to focus on reducing overhead and G&A expenses while proactively seeking funding and responding to investor and industry inquiries expressing positive support for the future development of the Maverick Gold Project.
- Our cash improved during the quarter due to the completion of a \$570,094 non-brokered private placement of Special Warrants completed in November 2013.

### **Corporate Developments**

- Despite continued weakness in the equity capital markets the Company was successful in attracting new equity capital from existing shareholders. The funds were primarily directed to Flow Through eligible expenditures at the Maverick Gold Project. Work programs included diamond drilling to infill the area targeted for future open mining and related drill support and ground surveys. In addition to the field work management allocated a modest budget that will enable the PL Deposit resource estimate to be updated and to complete an initial NI 43-101 compliant resource for the Nokomis satellite deposit. Management and board continue to be fiscally prudent as we re-start activities at the Maverick Gold Project. It is anticipated that field work initiated during the quarter ended December 31, 2013 will lead to news flow in late Q4 2014 as drill results and updated resource estimates are completed.
- We have re-started our Corporate Social Responsibility (CSR) program with stakeholders in the development of the Maverick Gold project. We have re-introduced our development objectives to the local community and First Nations leaders. Re-start of field activity was welcomed by all and we will continue to expand the reach of our CSR program with a goal to earn the support of all stakeholders going forward.
- The Company has been actively seeking out financing and responding to significant positive interest in the project from a number of parties that are looking closely at the Maverick Gold Project for possible investment, the sale of all or a portion of the Maverick Gold Project, a gold asset merger or other gold sector business combination involving a third party or joint venture.
- It is the Company's current intention not to disclose developments with respect to the strategic review process until such time the Board of Directors has approved a specific transaction or otherwise determines that disclosure is necessary or appropriate. The Corporation cautions that there are no assurances or guarantees that the process will result in a transaction, and if a transaction is undertaken, as to the terms or timing of such transaction or mine development plan.

### **Maverick Gold Project**

- Management and the board of directors remain firmly committed to the future development of the Maverick Gold Project. Efforts to advance the project and attract adequate funding have been intensive and wide spread. We also continue to review all available project data to identify areas of capital and operating costs savings and have a detailed plan in place to complete a Pre-Feasibility-level detailed engineering program for the open pit mining, underground mining and updated mill rehabilitation costs. The planned program also includes an infill drilling program to upgrade shallow Inferred resources to the Measured and Indicated category. As noted above field work was re-started during the quarter with a small infill drill program and resource updates and engineering programs were also initiated.
- In addition to ongoing planning aimed at further de-risking the project we are also eager to test high priority drill targets located on strike from existing PL and Nokomis Deposit's that exhibit similar geophysical signatures. This work will resume when adequate funding is in place.

## **Special Note Regarding Forward-Looking Statements**

This Management's Discussion and Analysis includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. Such risks and uncertainties include, but are not limited to, risks associated with the mining industry (including operational risks in exploration development and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of reserve estimates; the uncertainty of estimates and projections in relation to production, costs and expenses; the uncertainty surrounding the ability of the Company to obtain all permits, consents or authorizations required for its operations and activities; and health safety and environmental risks), the risk of commodity price and foreign exchange rate fluctuations, the ability of the Company to fund the capital and operating expenses necessary to achieve the business objectives of the Company, the uncertainty associated with commercial negotiations and negotiating with foreign governments and risks associated with international business activities, as well as those risks described in public disclosure documents filed by the Company. Due to the risks, uncertainties and assumptions inherent in forward-looking statements, prospective investors in securities of the Company should not place undue reliance on these forward-looking statements. Statements in relation to "reserves" are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the reserves described can be profitably produced in the future.

Readers are cautioned that the foregoing lists of risks, uncertainties and other factors are not exhaustive. The forward-looking statements contained in this management discussion and analysis are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or in any other documents filed with Canadian securities regulatory authorities, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. The forward-looking statements are expressly qualified by this cautionary statement.

## **Overview and Strategic Activities**

Auriga Gold is a public traded company focused on gold resource expansion, near-term gold production at its major property, and project development and acquisition in Central Canada. The Company is listed on the TSX Venture Exchange as a Tier 2 mining issuer under the trading symbol "AIA".

Auriga Gold was incorporated July 19, 1994 pursuant to the laws of the *Companies Act of Barbados*. Since the Company's management and the principal office of the Company are located in Toronto, Ontario, a continuance (the "Continuance") of the Company from the laws of Barbados to the laws of the Province of Ontario was filed. As a result the corporate legislation that governs the Company ceased to be the Barbados Act, and the Company is now governed by the Business Corporations Act (Ontario).

The Company is focused on developing the PL mine and expanding gold resources on its PL and Nokomis deposits (collectively called the "Maverick Gold project"). The Company plans to upgrade and expand the resources at the Maverick Gold project, initiate test mining, complete feasibility studies of mineral reserves, and bring the PL mine back into production. The PL mine includes a 1,000 tpd flotation mill, a developed underground ramp to approximately 130 metres depth, and is fully road accessible and close to existing mining infrastructure.

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## Mineral Properties

Auriga Gold's exploration activities are at an early stage, and it has not yet been determined whether its properties contain an economic mineral reserve. Any activities of Auriga Gold will constitute exploratory searches for minerals. See "Risks and Uncertainties" below.

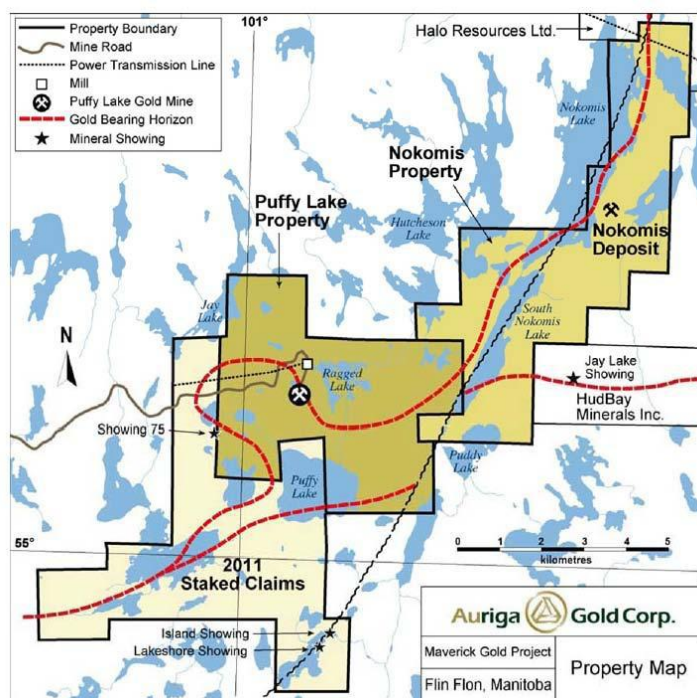
### Maverick Properties

On October 8, 2010, Auriga Gold completed the acquisition of the past-producing Puffy Gold Mine (PL mine) and interests in the adjacent Nokomis property from Pioneer Metals ULC ("Pioneer"). The purchased properties and other adjacent staked properties have been renamed the Maverick Gold Project or "MGP" and are all located 50 km northeast of the town of Flin Flon, Manitoba. Pioneer is a wholly-owned subsidiary of Barrick Gold Corporation ("Barrick"). Past gold production on the MGP amounted to over 28,000 ounces in 1988 and 1989. Under the agreement, Auriga Gold acquired 100% of Pioneer's interest in the PL mine subject to a 3% Net Smelter Royalty ("NSR") that reduces to 2.5% and 2% if gold is below US\$1,000/oz. and US\$750/oz., respectively. The agreement also provided for the acquisition of Pioneer's 54% interest in the adjacent Nokomis property. In consideration of the acquisitions, Auriga Gold:

- made total payments of \$2.5 million; and
- issued stock to Pioneer valued at \$1.0 million.

On November 22, 2011, the Company completed the acquisition the remaining 46% minority interest in the Nokomis property from Claude Resources Inc. ("Claude"). The property is located less than 8 kilometres northeast of the existing mine and mill infrastructure on the MGP, near Flin Flon, Manitoba.

The Company also acquired additional staked claims in the area in April 2011. Collectively, the PL property, Nokomis property and the staked claims are named the Maverick properties and are covering an area of approximately 6,640 hectares.



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### Maverick Gold Project

The Maverick Gold Project features a 1,000 tonne-per-day mill and concentrator in excellent condition, a deposit developed by a ramp to a depth of approximately 130 meters, and infrastructure related to the past-producing mine. In August 2011, Auriga Gold reported an initial NI 43 101 resource estimate for the former producing PL Gold deposit. Drilling to May 2011, has resulted in optimized in-pit and underground Indicated Resources totaling 174,000 ounces gold and Inferred Resources totaling 558,000 ounces gold. The resource was been estimated by P&E Mining Consultants Inc. using the results from over 300 historical drill holes by previous operators and 41 holes drilled by Auriga Gold since December 2010. A further 69 holes on the PL deposit were drilled but not included in the original resource estimate. Plans are underway to incorporate these drill results that could result in a material expansion to the existing resource and upgrade of Inferred Resources to Indicated Resources. At the PL Deposit an additional 4 shallow holes were drilled in November and December 2013 to infill areas of the resource that fall into the current open pit mine plan.

### PL Deposit, Mineral Resource Estimate

		TONNES (t)	Au (g/t)	Au ounces
In Pit Au 0.6 g/t cut-off	Indicated Resources	242,000	4.16	32,000
	Inferred Resources	78,000	3.81	10,000
Underground Au 2.5 g/t cut-off	Indicated Resources	702,000	6.29	142,000
	Inferred Resources	3,018,000	5.65	548,000
<b>Total</b>	<b>Indicated Resources</b>	<b>944,000</b>	<b>5.73</b>	<b>174,000</b>
	<b>Inferred Resources</b>	<b>3,096,000</b>	<b>5.61</b>	<b>558,000</b>

*(0) Mineral resources which are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.*

*(1) The quantity and grade of reported Inferred resources in this estimation are uncertain in nature and there has been insufficient exploration to define these Inferred resources as an indicated or Measured mineral resource and it is uncertain if further exploration will result in upgrading them to an Indicated or Measured mineral resource category.*

*(2) The mineral resources were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum ("CIM"), CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by CIM Council.*

*(3) Grade capping of 30g/t was utilized on composites.*

*(4) A bulk density of 2.72 t/m<sup>3</sup> was used for all tonnage calculations.*

*(5) Open pit resources were reported within an optimized pit shell.*

*(6) A gold price of US\$1,231/oz. and an exchange rate of US\$0.97US=C\$1.00 was utilized in the Au cut-off grade calculations of 0.6 g/t open pit and 2.5 g/t underground. Open pit mining costs were C\$3.75/t for mineralized material and C\$3.00/t for waste rock while underground mining costs were C\$75/t. Process costs were C\$17/t and G&A was C\$6/t. Process recovery used was 95%.*

The Company has continued a drilling program on the PL deposit and results of the autumn 2011 drilling program has continued to extend high grade mineralization in the northern part of the PL deposit. In this area, drill hole A3-81 intersected 1.69 meters grading 47.21 g/t gold including 0.46 meters grading 158.45 g/t gold at a depth of 98.8 meters and down-dip from the planned north starter pit. Hole A3-84, drilled 50 meters northwest of hole 81, intersected 6.23 meters grading 7.55 g/t gold including 0.50 meters grading 29.61 g/t gold at a depth of 98.2 meters.

On February 22, 2012, the Company completed a positive Updated Preliminary Economic Assessment ("PEA") for a proposed open pit and underground mining and milling operation of the PL mine. The combined open pit and underground mine plan and on-site processing rate were selected to improve the economics of the project.

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The proposed operation includes the open pit mining of 530,000 tonnes of potentially economic mineralization; the dewatering of the historic PL underground gold mine; and test stoping followed by underground mining. The existing PL mill would be refurbished as part of the program. The PEA was conducted by A.C.A. Howe based on the mineral resource estimate (see August 4, 2011 news release) prepared by P&E Mining Consultants Inc. Currencies reported below are in Canadian dollars unless otherwise specified.

P&E Mining Consultants Inc. has been engaged to update the resource estimate for the PL Deposit. A.C.A. Howe has also been engaged to calculate an initial NI 43-101 resource estimate for the satellite Nokomis deposit. Both resource estimates are anticipated to be complete by the end Q4 2014 and will be incorporated into an updated PEA with a target completion date of June 2014.

### **Highlights:**

- A total of approximately 2,039,000 tonnes of mill feed would be produced from five open pits and the underground mine and processed at the to-be-refurbished existing mill at a rate of 750 tons per day. The project would operate for 7.5 years and produce a total of about 348,000 oz gold for sale. The existing mill and infrastructure would be refurbished concurrently with the development of the initial open pit.
- The Base Case is based on a gold price of US\$1,400/Au oz (at December 31 2011, the 12 and 24 month trailing averages were US\$1,568/oz and US\$1,396/oz respectively). The projected pre-tax NPV(8%) is \$79.6M; pre-tax IRR is 84%; with pre-tax payback reached in 20 months of processing. It is projected that 50,000 tonnes of mill feed would be processed during mill ramp-up in the pre-production year.
- The capital costs amount to \$18.1M and include a 20% capital cost contingency. The projected life of mine sustaining capital costs including closure costs amount to \$26.6M.
- The projected average production cash cost is \$950/oz gold. This cost includes \$873/oz Au for operating costs and \$77/oz Au for sustaining capital costs.

	<b>Nine Months Ended December 31, 2013 \$</b>	<b>Year Ended March 31, 2013 \$</b>
<b>Exploration Expenditures</b>		
<b>Beginning balance</b>	<b>10,392,136</b>	<b>9,309,401</b>
Assays	(2,861)	17,604
Claim costs	-	239
Diamond drilling	389,455	109,106
Environmental	-	117,242
First nations	-	25,000
Geology	149,652	185,750
Office and supplies	-	27,709
Project management	-	406,074
Resource update	-	-



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Site / Capital improvements	-	657,375
Travel & accommodation	-	152,940
Mining asset retirement	(312,497)	(116,304)
<b>Exploration expenditures</b>	<b>223,749</b>	<b>1,582,735</b>
Mineral Property Write Down		(500,000)
<b>Total</b>	<b>10,615,885</b>	<b>10,392,136</b>

The Company has provided a letter of credit in the amount of \$75,000 to the Government of Manitoba under the terms of the Closure plan on the PL property. The Company further provided all assets, goods and personal property involved in the operation of the PL property, as a security of up to \$5,000,000 for the performance of the Closure plan and the rehabilitation program.

The Company's provision for closure and reclamation costs are based on management's estimates of costs to abandon and reclaim mineral properties and facilities as well as an estimate of the future timing of the costs to be incurred. The Company has estimated its total provision for closure and reclamation to be \$2,783,624 at December 31, 2013, based on a total future liability of approximately \$3,073,160 and at an inflation rate of 1.2% and a discount rate of 2.77%. Reclamation is expected to occur in approximately 10 years.

The following is an analysis of the asset retirement obligation:

	<b>Nine Months Ended December 31, 2013 \$</b>	<b>Year Ended March 31, 2013 \$</b>
<b>Beginning balance</b>	<b>3,038,953</b>	<b>3,099,270</b>
Effect of changes in discount rate	(312,497)	(116,305)
Accretion incurred in the current period	57,168	55,988
<b>Expenditure for the period</b>	<b>(255,329)</b>	<b>(60,317)</b>
<b>Total</b>	<b>2,783,624</b>	<b>3,038,953</b>

**Nokomis Property**

The October 2011, agreement with Pioneer provided for the acquisition of Pioneer's 54% joint venture interest in the Nokomis property. This property comprises approximately 2,200 hectares and is located north east of, and is contiguous with, the PL property.

On November 22, 2011, the Company completed the acquisition of the remaining 46% minority interest in the Nokomis property from Claude. Under the terms of acquisition, the Company issued to Claude, 3,428,572 common shares of the Company.

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During the year ended March 31, 2012, the Company initiated a 1,500 meter drilling program at the Nokomis deposit located approximately 8 km northeast of the PL mill with particular emphasis on testing near surface mineralization. A winter road to obtain access to the Nokomis deposit was constructed and drilling began in February 2012.

The Company completed drilling on the Nokomis deposit and intersected high grade gold intersections from initial drill holes. Intersections included A4-02 with 7.63 meters grading 9.22 g/t gold (cut), hole A4-03 with 5.20 m grading 12.27 g/t gold (cut), hole A4-11 with 6.43 m grading 5.10 g/t gold, hole A4-12 with 5.55 m grading 9.55 g/t (cut). Uncut results included an assay of 1,830 g/t over 0.5 m in hole A4-02.

On April 30, 2012, the Company announced additional drilling results from the Nokomis deposits and the drilling at Nokomis will be used, along with drill holes by previous operators, to complete an initial NI 43 101 resource estimate expected in the third quarter of 2012. Intersections at the Nokomis deposit include A4-18 with two 1.0 m intersects of 13.72 and 11.64 g/t gold, A4-14 with 6.0 m of 2.79 g/t gold, and hole A4-16 with 1.46 m of 4.89 g/t Au.

During the quarter ended December, 2013 ACA Howe International was retained to produce a NI 43-101 compliant resource estimate for the Nokomis deposit. Highlights of their work included a review of all drill data, a site visit and a review of QA/QC procedures. Concurrent to this work a field survey of all drill holes was completed. The purpose of the survey is to generate highly accurate location and elevation data to be included in the drill hole database used by ACA Howe.

	<b>Nine Months Ended December 31, 2013 \$</b>	<b>Year Ended March 31, 2013 \$</b>
<b>Exploration Expenditures</b>		
<b>Beginning balance</b>	<b>2,359,765</b>	<b>2,325,809</b>
Acquisition cost	-	-
Assays	-	3,172
Diamond drilling	7,355	13,351
Geology	70,000	5,320
Office and supplies	1,077	4,405
Resource update	-	-
Site / Capital improvements	-	-
Travel & accommodation	2,419	7,708
<b>Exploration expenditures</b>	<b>80,851</b>	<b>33,956</b>
<b>Total</b>	<b>2,440,616</b>	<b>2,359,765</b>



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### **Fox Properties**

On October 20, 2010, the Company completed the acquisition of the Fox properties. The Company acquired a 75% interest in the Dunlop property and a 100% interest in the Fox River property on execution of a formal definitive purchase agreement. The terms of this purchase include:

- a cash payment of \$50,000;
- the issuance of 1,262,500 common shares;
- staking mineral claims over all of the former Dunlop property; and,
- a minimum \$250,000 exploration program by April 15, 2010.

If a bankable feasibility defines a deposit containing inferred, measured and indicated Mineral Resources, inclusive of Mineral Resources modified to produce proven and probable Mineral Reserves, in accordance with NI 43 101, totaling at least the equivalent value of a 20 million tonne deposit at 1% nickel equivalent, the Vendor may give notice within 90 days of receiving such study to form a 50 / 50 Joint Venture by funding the implementation costs of the study until such time as such costs equal 150% of Auriga Gold's total expenditures at the time of delivery of such notice, and by arranging project financing costs. The Vendor may elect to become operator. Thereafter, the parties shall incur the balance of the expenditures pro-rata to their interests.

The Fox River property is subject to NSR according to the following schedule: 2% NSR when the LME spot price for Ni  $\geq$  \$12.00 / lb. for the applicable period; 1.5% NSR when Ni  $<$  \$12.00 / lb. and  $\geq$  \$6.00 / lb.; and, 1% NSR when Ni  $<$  \$6.00 / lb. The Vendor retains a first right and option to purchase all or any portion of concentrates or mineral products produced from the Fox River properties applicable to each 12 month period of commercial operation, to be set forth in a separate off-take agreement.

On the Dunlop property, a former property owner holds the remaining 25% interest as well as a 1.5% NSR, of which 0.5% can be purchased for \$500,000.

The Fox properties are located east of Gillam, in northern Manitoba. The properties comprised of staked claims and mineral exploration licenses with an area of 58,000 ha covering the Fox River belt which is considered to be an extension of the Thompson nickel belt. The properties were acquired with a substantial geological and geophysical exploration database and contain a number of drill targets associated with platinum group metal and base metal showings.

On July 13, 2010, the Company filed a NI 43-101 compliant technical report on the Fox properties that qualified a further exploration program on the property.

For the nine months ended December 31, 2013, the Company did not undertake any field activity. While the company believes there is significant platinum group metal and base metal (Ni-Cu) exploration potential the current funding climate and our focus on our core Maverick Gold Project precludes any expenditure on the project for the foreseeable future. As such the company wrote down the carrying value of its investment and will seek joint venture partners to fund any future work programs.

	<b>Nine Months Ended December 31, 2013 \$</b>	<b>Year Ended March 31, 2012 \$</b>
<b>Exploration Expenditures</b>		
<b>Beginning balance</b>	<b>Nil</b>	<b>1,494,669</b>

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Claim renewal costs	-	(39,448)
Assays	-	6,595
Diamond drilling	-	-
Geology	-	10,225
Office & supplies	-	2,264
Travel & accommodation	-	12,208
<b>Exploration expenditures</b>	<b>-</b>	<b>(8,156)</b>
Grant received	-	(63,270)
Mineral Property Write down	-	(1,423,243)
<b>Total</b>	<b>Nil</b>	<b>Nil</b>

### Knife Lake Property

On July 31, 2010, the Company had entered into two agreements to acquire a 100% interest subject to royalty considerations in the Knife Lake (Mokoman) Copper Gold property in Saskatchewan. The Knife Lake property consists of staked claims covering an area of approximately 1,500 hectares and is located approximately 75 km northwest of Flin Flon, Manitoba. The claims are subject to a 2% NSR to a former property owner. Consideration for the property is as follows:

\$35,625 cash payment on signing;  
\$35,625 cash payment on July 31, 2010;  
\$35,625 cash payment on July 31, 2011; and

125,000 common shares on signing;  
125,000 common shares on July 31, 2010;  
125,000 common shares on July 31, 2011.

During the year ended March 31, 2011, the Company accelerated the acquisition of the Knife Lake property. On November 24, 2010, the Company completed the acquisition with the final payment of and the issuance of 125,000 common shares, which was due on July 31, 2011.

The property contains a pre NI 43 101 resource of 6.0 million tonnes grading 0.90% copper and 0.18 g/t gold and is located in an extension of the Flin Flon greenstone belt. This resource was estimated by Micon International Ltd. in 1997 and is considered to be suitable for open pit mining. *(This resource is non NI 43 101 compliant, has not been verified by management and should not be relied on by investors).* The property was obtained with a significant geological and geophysical database and has a number of potential drill targets.

For the nine months-ended December 31, 2013, the Company did not undertake any field activity. While the company believes there is significant gold and base metal (Cu and Cu-Zn) exploration potential the current funding climate and our focus on our core Maverick Gold Project precludes any expenditure on the project for the foreseeable future. As such the company wrote down the carrying value of its investment and will seek joint venture partners to fund any future work programs.

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	Nine Months Ended December 31, 2013 \$	Year Ended March 31, 2013 \$
Exploration Expenditures		
Beginning balance	Nil	190,958
Claim costs	-	-
Exploration expenditures	-	Nil
Mineral Property Write Down	-	(190,958)
Total	Nil	Nil

## **Selected Quarterly Information**

Three Months Ended	Net Revenues (\$)	Net Income (Loss)		Total Assets (\$)
		Total (\$)	Per Share (Basic and Diluted) (\$)	
2013-December 31	-	(144,659)	(0.02)	13,829,058
2013-September 30	-	(39,619)	(0.00)	13,057,091
2013-June 30	-	(230,080)	(0.04)	13,326,710
2013-March 31	-	(2,689,618)	(0.50)	13,637,691
2012-December 31	-	(489,514)	(0.09)	16,313,754
2012-September 30	-	(873,414)	(0.16)	16,294,912
2012-June 30	-	(767,089)	(0.15)	16,190,271
2012-March 31	-	(773,154)	(0.20)	15,696,454

## **Results of Operations**

### **Nine Months Ended December 31, 2013, compared with Nine Months Ended December 31, 2012**

Auriga Gold reported net loss was \$414,358 for the nine months ended December 31, 2013, with basic and diluted loss per share of \$0.06. This compares with a net loss of \$2,130,017 with basic and diluted loss per share of \$0.40 for the nine months ended December 31, 2012. The decrease of \$1,715,659 in net loss was principally due to:

- A non-cash gain on debt settlement for shares of \$336,164 for the nine months ended December 31, 2013, compared to nil for the same period in 2012.

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- Nil share based compensation for the nine months ended December 31, 2013 compared to a \$346,750 expense recorded for the nine months ended December 31, 2012.
- A nearly ten-fold reduction in General and Administrative expenses for the nine months ended December 31, 2013 which declined to \$47,786 from \$461,578 for the nine months ended December 31, 2012. The \$413,792 reduction was derived from reduced staff and rent expenses.
- Management and directors compensation for the nine months ended December 31, 2013, were \$141,000, compared to \$420,346 for the nine months ended December 31, 2012, with the decrease largely related to management team downsizing in 2012.
- Professional and consulting fees for the nine months ended December 31, 2013, decreased to \$69,924, compared to \$131,014 for the nine months ended December 31, 2012. The decrease of \$61,090 was due to fiscally prudent use of consults and reduced fees payable to the auditors.
- Financing cost for the nine months ended December 31, 2013 increased by \$41,882 to \$273,787 from \$231,905 for the nine months ended December 31, 2012. The increase was due to higher financing expenses.

### **Three Months Ended December 31, 2013, compared with Three Months Ended December 31, 2012**

Auriga Gold reported net loss was \$144,659 for the three months ended December 31, 2013, with basic and diluted loss per share of \$0.02. This compares with a net loss of \$489,514 with basic and diluted loss per share of \$0.09 for the three months ended December 31, 2012. The decrease of \$344,855 in net loss was principally due to:

- Significantly lower General and Administrative expenses for the three months ended December 31 2013 which were \$(29,057) versus \$122,165 for the three months ended December 31, 2012. The \$151,222 reduction was derived from reduced staff and rent expenses and reversal of a \$67,472 CRA tax liability during the quarter.
- Management and directors compensation for the three months ended December 31, 2013, were \$47,000, compared to \$116,538 for the three months ended December 31, 2012, with the decrease largely related to management team downsizing in 2013.
- Professional and consulting fees for the three months ended December 31, 2013, decreased significantly to \$7,175, compared to \$71,370 for the three months ended December 31, 2012. The decrease of \$64,195 was due to a decrease in consulting fees and reduced fees payable the auditors.
- Financing cost for the three months ended December 31, 2013 decreased by \$4,487 to \$63,516 from \$68,003 for the three months ended December 31, 2012. The decrease was due to lower financing expenses.

## **Liquidity and Capital Resources**

This section should be read in conjunction with the unaudited condensed interim statements of financial position for the three and nine months ended December 31, 2013, and the corresponding notes thereto.

The activities of the Company, are principally the acquisition and exploration of mineral properties. The Company's financial statements have been prepared on a going concern basis, under which the Company is assumed to be able to realize its assets and discharge its liabilities in the normal course of operations. The Company currently has no revenue to finance its operations. It is therefore required to fund its activities

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through the issuance of equity securities and other financing alternatives. The Company's ability to continue as a going concern is therefore dependent upon its ability to raise funds.

The Company has not yet realized profitable operations and has incurred significant losses to date resulting in a cumulative deficit of \$6,883,676. As at December 31, 2013, the Company had cash of \$279,480 and current liabilities of \$3,645,524.

To continue operations and to fund future obligations, the Company will be required to raise funds through equity or other financing alternatives. Recent global economic conditions and market uncertainty may have an impact on the Company's ability to raise funds through the equity markets. Management believes that there are sources of financing available, however, there can be no assurance that the Company will be successful in its future fund-raising activities. See "Risks and Uncertainties" below.

The Company relies on the issuance of equity securities and alternative sources of financing, if required, to maintain adequate liquidity to support its ongoing working capital commitments. The following table is a summary of quantitative data about what the Company manages as capital:

	<b>December 31, 2013 \$</b>	<b>March 31, 2013 \$</b>	<b>Change \$</b>
Cash and cash equivalent (overdraft)	279,480	119,046	160,434
Share capital	12,383,462	12,244,862	138,600
Share based payment reserve	1,900,124	1,418,313	481,811
Deficit	(6,883,676)	(6,538,316)	(345,360)

The Company monitors these items to assess its ability to fulfill its ongoing financial obligations, including its flow-through obligations and its exploration program. To manage the Company's capital, given the recent economic conditions, management has streamlined operational costs and is preserving cash to the extent possible, while exploring means of raising additional funds as and when required.

As at December 31, 2013, the Company had working capital deficit of \$3,237,042 compared to working capital deficit of \$3,200,190 as at March 31, 2013. Management believes that additional financing will be available to discharge current liabilities.

Amounts receivables were \$123,382 at December 31, 2013, and consisted of HST/GST input tax credit claims compared to \$102,347 as at March 31, 2013. The increase is mainly due to higher HST/GST input tax credit claims related to the increase in exploration expenditures during the quarter. Amounts payable and accrued liabilities, which are expected to be paid in the normal course of business, were collectively \$2,355,784 at December 31, 2013, compared to \$2,357,422 at March 31, 2013.

### **Cash used in operating activities**

Cash used in operating activities was \$151,863 for the nine months ended December 31, 2013, compared to cash used in operating activities of \$495,402 for the nine months ended December 31, 2012. The decrease of \$343,539 in cash used in operating activities is due to: the decrease of net cash loss of \$302,047; and, the increase of \$150,184 in net non-cash working capital items.

### **Cash used in investing activities**

Cash used in investing activities was \$247,191 for the nine months ended December 31, 2013, compared to cash used in investing activities of \$1,637,584 for the nine months ended December 31, 2012. The decrease of \$1,390,393 in cash used in investing activities is due to the decreased spending of \$247,191 on deferred exploration expenditures for the nine months ended December 31, 2013, compared to \$1,480,330 for the

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nine months ended December 31 2012; and, \$nil on purchasing of equipment for the nine months ended December 31, 2013 compared to \$157,254 for the nine months ended December 31, 2012.

### **Cash from financing activities**

Cash from financing activities was \$559,488 for the nine months ended December 31, 2013, compared to cash from financing activities of \$1,513,977 for the nine months ended December 31, 2012. The decrease of \$954,489 in cash from financing activities is due to continued weak equity capital markets and low investor interest.

## **Shares Issued and Outstanding**

As of December 31, 2013, the issued and outstanding common shares of the Company totalled 6,578,124 and an aggregate of 911,823 share purchase warrants outstanding, each entitling the holder to acquire one common share of the Auriga Gold. In addition, a total of 233,500 stock options have been granted to purchase common shares of the Company.

On January 15, 2014, the Company completed a share consolidation of its common shares of one (1) post-consolidation common share for every ten (10) pre-consolidation common shares (the "Share Consolidation"). As part of the Share Consolidation, the stock options and warrants were also consolidated and the exercise price adjusted to reflect the consolidation. The Share Consolidation has been reflected in this MD&A and all applicable references to the number of shares, warrants and stock options and their strike price and per share information has been restated.

As of the date of this MD&A, share purchase warrants consisted of:

<b>Number of Warrants Outstanding</b>	<b>Exercise Price (\$)</b>	<b>Expiry date</b>
97,500	4.00	March 23, 2014
260,899	4.50	March 23, 2014
235,294	2.50	July 11, 2014
132,000	2.50	July 30, 2014
150,000	10.00	January 30, 2017
<b>875,693</b>		

As of the date of this MD&A, stock options consisted of:

<b>Number of Stock Options Outstanding</b>	<b>Exercise Price (\$)</b>	<b>Expiry date</b>
10,000	2.00	March 18, 2015
17,500	2.00	April 23, 2015
30,000	3.55	December 2, 2015
20,000	4.00	January 26, 2017
156,000	2.50	August 29, 2017
600,000	0.38	January 27, 2019



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833,500		

### **Financings**

On November 12, 2013, the Company completed a private placement offering 57,009,400 special warrants (the "Special Warrants") at a price of \$0.01 (the "Issue Price") per Special Warrant for gross proceeds of \$570,094 (the "Offering").

Each post-consolidated Special Warrant entitled the holder thereof to receive one Common Share (an "Underlying Share") in the capital of the Company, for no additional consideration, upon the exercise or deemed exercise of the Special Warrant. Each post-consolidated Special Warrant was automatically exercised for an Underlying Share upon satisfaction of the following conditions (collectively, the "Exercise Conditions"):

- (a) the completion of a consolidation of the outstanding Common Shares of the Company on a 10 (old) for 1 (new) basis;
- (b) receipt of approval of the TSX-Venture for the Offering and the Share Consolidation; and
- (c) receipt of all regulatory approvals required for the Offering and the Share Consolidation.

The Company shall use reasonable efforts to satisfy the Exercise Conditions. In the event that the Exercise Conditions are not satisfied on the date that is nine months from the closing date, the Special Warrants shall be redeemed at the Issue Price with interest at a rate of 10% per annum. In the event the Exercise Conditions are satisfied on or before the date that is nine months from the closing date, the Special Warrants shall be deemed to be exercised for no further consideration at 5:00 p.m. (Toronto time) on the date that the Exercise Conditions are satisfied.

On January 15, 2014 the Company announced that it had fulfilled the Exercise Conditions and the Special Warrants were converted to 5,700,940 shares.

### **Related Party Transactions**

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

Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.).

- (a) The Company entered into the following transactions with related parties:

	Three Months ended December 31,		Nine Months ended December 31,	
	2013 \$	2012 \$	2013 \$	2012 \$
Sutcliffe Geological Consultants Inc. <sup>(i)</sup>	Nil	Nil	Nil	189,500
Irwin Lowy LLP <sup>(ii)</sup>	3,421	Nil	17,852	2,760

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- (i) A former Chief Executive Officer ("CEO") of the Company controls Sutcliffe Geological Consultants Inc. (the "SGC Contract"). Fees relate to general corporate management, project supervision and geological consulting services provided by Sutcliffe Geological Consultants Inc. At December 31, 2013, Sutcliffe Geological Consultants Inc. was owed \$nil (March 31, 2013 - \$178,540) related to termination provisions in the SGC Contract and this is included in accounts payable and accrued liabilities. During the three and nine months ended December 31, 2013, the Company issued a total of 250,000 shares in settlement of \$180,215 owed in relation to the SGC Contract and to the former CEO.
- (ii) A director of the Company is a partner at Irwin Lowy LLP, a law firm, and the fees relate to professional services provided by the firm. As at December 31, 2013, the Company owed \$21,783 (March 31, 2013 - \$4,372) to this firm and this amount is included in accounts payable and accrued liabilities. The amount is unsecured, non-interest bearing with no fixed terms of repayment.
- (iii) To the knowledge of the directors and executive officers of the Company, as of December 31, 2013, the common shares of the Company were widely held.
- (iv) On August 12, 2013, the Company settled \$474,764 in debt with arm's length and nonarm's length parties, resulting in a gain on debt settlement of \$336,164. The indebtedness relates to the provision of services, supplies and consulting. A total of 693,000 shares priced at \$0.20 per share were issued to creditors in full or partial settlement, as the case maybe, of outstanding indebtedness, including 250,000 shares issued to the former CEO to settle \$180,215 indebtedness and 160,000 shares issued to a former employee of the Company to settle \$116,675 indebtedness. The value of the 693,000 shares was calculated by applying the market price of the shares at the time of issue. The shares will be subject to a four-month hold period and will be subject to customary Toronto Stock Exchange ("TSX") and regulatory approvals.

(b) Remuneration of Directors of the Company was as follows:

Directors	Three Months Ended December 31, 2013			Three Months Ended December 31, 2012		
	Fees \$	Stock Options \$	Total \$	Fees \$	Stock Options \$	Total \$
Gorden Glenn	4,000	-	4,000	10,500	-	10,500
Brian Robertson	4,000	-	4,000	10,500	-	10,500
Chris Irwin	4,000	-	4,000	10,500	-	10,500
James White	5,000	-	5,000	11,500	-	11,500
<b>Total</b>	<b>17,000</b>	<b>Nil</b>	<b>17,000</b>	<b>43,000</b>	<b>Nil</b>	<b>43,000</b>

Directors	Nine Months Ended December 31, 2013			Nine Months Ended December 31, 2012		
	Fees \$	Stock Options \$	Total \$	Fees \$	Stock Options \$	Total \$

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Gorden Glenn	12,000	-	12,000	23,500	-	23,500
Brian Robertson	12,000	-	12,000	23,500	47,500	71,000
Chris Irwin	12,000	-	12,000	23,000	47,500	71,000
James White	15,000	-	15,000	26,500	47,500	74,000
Richard Sutcliffe	-	-	-	1,500	-	1,500
<b>Total</b>	<b>51,000</b>	<b>Nil</b>	<b>51,000</b>	<b>98,000</b>	<b>142,500</b>	<b>240,500</b>

Director fees - the board of directors do not have employment or service contracts with the Company. Directors are entitled to director fees and stock options for their services.

(c) Remuneration key management personnel of the Company were as follows:

Officers	Three Months Ended December 31, 2013			Three Months Ended December 31, 2012		
	Fees \$	Stock Options \$	Total \$	Fees \$	Stock Options \$	Total \$
Gorden Glenn – Interim CEO	60,000	-	60,000	60,000	-	60,000
Vic Hugo – CFO <sup>(i)</sup>	-	-	-	79,538	-	79,538
<b>Total</b>	<b>60,000</b>	<b>Nil</b>	<b>60,000</b>	<b>139,538</b>	<b>Nil</b>	<b>139,538</b>

Officers	Nine Months Ended December 31, 2013			Nine Months Ended December 31, 2012		
	Fees \$	Stock Options \$	Total \$	Fees \$	Stock Options \$	Total \$
Gorden Glenn – Interim CEO	180,000	-	180,000	100,000	95,000	195,000
Vic Hugo – CFO <sup>(i)</sup>	-	-	-	133,846	26,600	160,446
<b>Total</b>	<b>180,000</b>	<b>Nil</b>	<b>180,000</b>	<b>233,846</b>	<b>121,600</b>	<b>355,446</b>

(i) The fulltime CFO position was terminated as of October 5, 2012.

Salaries and benefits - officers are entitled to stock options, consulting fees and salaries and benefits where employment or service contracts are in place with the Company for their services.

## **Significant Accounting Judgments and Estimates**

The preparation of the unaudited condensed interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The unaudited condensed interim financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

### **Assets' Carrying Values and Impairment Charges**

In the determination of carrying values and impairment charges, management looks at the higher of the recoverable amount or fair value less costs to sell in the case of assets and at objective evidence, significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

### **Capitalization of Exploration and Deferred Exploration Expenditure**

Management has determined that exploration properties and deferred exploration expenditure incurred during the period have future economic benefits and are economically recoverable. In making this judgment, management has assessed various sources of information including but not limited to the geologic and metallurgic information, history of conversion of mineral deposits to proven and probable mineral reserves, scoping and feasibility studies, proximity of operating facilities, operating management expertise and existing permits. See Note 8 to the unaudited condensed interim financial statements of the Company for the three months ended December 31, 2013 for details of capitalized exploration properties and deferred exploration expenditure.

### **Mineral Reserve Estimates**

The figures for mineral reserves and mineral resources are determined in accordance with NI 43 101, "Standards of Disclosure for Mineral Projects", issued by the Canadian Securities Administrators. There are numerous uncertainties inherent in estimating mineral reserves and mineral resources including many factors beyond the Company's control. Such estimation is a subjective process, and the accuracy of any mineral resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. Differences between management's assumptions including economic assumptions such as metal prices and market conditions could have a material effect in the future on the Company's financial position and results of operations.

### **Impairment of Exploration Properties and Deferred Exploration Expenditures**

While assessing whether any indications of impairment exist for exploration properties and deferred exploration expenditures, consideration is given to both external and internal sources of information.

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Information the Company considers includes changes in the market, economic and legal environment in which the Company operates that are not within its control that could affect the recoverable amount of mineral properties and deferred exploration expenditures. Internal sources of information include the manner in which exploration properties and deferred exploration expenditures are being used or are expected to be used and indications of expected economic performance of the assets. Estimates include but are not limited to estimates of the discounted future after tax cash flows expected to be derived from the Company's exploration properties, costs to sell the properties and the appropriate discount rate. Reductions in metal price forecasts, increases in estimated future costs of production, increases in estimated future capital costs, reductions in the amount of recoverable mineral reserves and mineral resources and/or adverse current economics can result in a write down of the carrying amounts of the Company's exploration properties and deferred exploration expenditures.

### **Estimation of Decommissioning and Restoration Costs and the Timing of Expenditures**

The cost estimates are updated annually to reflect known developments, (e.g. revisions to cost estimates and to the estimated lives of operations), and are subject to review at regular intervals. Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

### **Income Taxes and Recoverability of Potential Deferred Tax Assets**

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers whether relevant tax planning opportunities are within the Company's control, are feasible, and are within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

### **Share based Payments**

Management determines costs for share based payments using market based valuation techniques. The fair value of the market based and performance based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviours and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

## **Changes in Accounting Policies**

### **Change in accounting policies**

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Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods after March 31, 2013. The following new standards have been adopted:

(i) IFRS 10 - Consolidated Financial Statements ("IFRS 10") replaces portions of IAS 27 Consolidated and Separate Financial Statements and Interpretation SIC-12 Consolidation - Special Purpose Entities. The new standard requires consolidated financial statements to include all controlled entities under a single control model. The Company will be considered to control an investee when it is exposed, or has rights to variable returns from its involvement with the investee and has the current ability to affect those returns through its power over the investee. As required by this standard, control is reassessed as facts and circumstances change. Additional guidance is given on how to evaluate whether certain relationships give the Company the current ability to affect its returns, including how to consider options and convertible instruments, holding less than a majority of voting rights, how to consider protective rights, and principal-agency relationships (including removal rights), all which may differ from current practice. At April 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim financial statements.

(ii) IFRS 11 - Joint Arrangement ("IFRS 11") was issued by the IASB in May 2011. IFRS 11 is a new standard which focuses on classifying joint arrangements by their rights and obligations rather than their legal form. Entities are classified into two groups: parties having rights to the assets and obligations for the liabilities of an arrangement, and rights to the net assets of an arrangement. Entities in the former case account for assets, liabilities, revenues and exposure to variable returns from an investee; and the ability to use power to affect the reporting entity's returns. At April 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim financial statements.

(iii) IFRS 12 - Disclosure of Interests in Other Entities ("IFRS 12") was issued by the IASB in May 2011. IFRS 12 is a new standard which provides disclosure requirements for entities reporting interests in other entities, including joint arrangements, special purpose vehicles, and off balance sheet vehicles. At April 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim financial statements.

(iv) IFRS 13 - Fair Value Measurement is effective for the Company beginning on April 1, 2013, provides the guidance on the measurement of fair value and related disclosures through a fair value hierarchy. The Company's adoption of IFRS 13, on April 1, 2013, did not have a material financial impact upon the unaudited condensed interim financial statements.

(v) IAS 1 - Presentation of Financial Statements ("IAS 1") was amended by the IASB in June 2011 in order to align the presentation of items in other comprehensive loss with US GAAP standards. Items in other comprehensive loss will be required to be presented in two categories: items that might be reclassified into profit or loss and those that will not be reclassified. The flexibility to present the statement of comprehensive loss as one statement or two separate statements of profit and loss and other comprehensive loss remains unchanged. At April 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim financial statements.

(vi) IAS 27 - Separate Financial Statements ("IAS 27") was reissued to reflect the change as the consolidation guidance has recently been included in IFRS 10. In addition, IAS 27 now only prescribes the accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when the Company prepares separate financial statements. At April 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim financial statements.

### **Future Accounting Changes**

The following have not yet been adopted and are being evaluated to determine their impact on the Company.



IFRS 9 Financial Instruments ("IFRS 9"):

IFRS 9 was issued by the IASB in October 2010 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. In December 2011 the effective date of IFRS 9 was deferred to years beginning on or after January 1, 2018. Earlier application is permitted.

IAS 32 - Financial Instruments - Presentation ("IAS 32")

IAS 32 was amended to clarify the criteria that should be considered in determining whether an entity has a legally enforceable right of set off in respect of its financial instruments. Amendments to IAS 32 are applicable to annual periods beginning on or after January 1, 2014 with retrospective application required. Earlier application is permitted.

## **Financial Instruments**

There have been no changes to the risk objectives, policies and procedures from the previous period. 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 a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash, amounts receivable and restricted cash equivalents. Restricted cash equivalents consists of a GIC which have been invested with a reputable Canadian financial institution. The Company does not hold any non-bank asset backed commercial paper and management believes the risk of loss is remote. Management believes that the credit risk concentration with respect to its financial instruments is remote.

### **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 December 31, 2013, the Company did not have sufficient cash and cash equivalents to settle current liabilities of \$3,645,524. Management believes that additional financing (see "Financings" above) will be available to discharge current liabilities. Most of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

### **Interest Rate Risk**

The Company has cash balances subject to fluctuations in the prime rate. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. Currently, the Company does not hedge against interest rate risk.

### **Foreign Currency Risk**

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. Management believes the foreign exchange risk derived from currency conversions at this time are small, and therefore, does not hedge its foreign exchange risk.

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### **Commodity Price Risk**

The Company is exposed to price risk with respect to commodity prices. 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 as it relates to precious and base metals to determine the appropriate course of action to be taken by the Company.

### **Managing Capital**

The Company manages its capital with the following objectives:

- to ensure sufficient flexibility to achieve the ongoing business objectives including funding of future resource based exploration and investment initiatives; and,
- to maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and the industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. Management adjusts the capital structure as necessary in order to support the acquisition, exploration and development of its mineral properties for the mining of gold, nickel and copper. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

The Company considers its capital to be total shareholders' equity (managed capital) which at December 31, 2013, totaled \$7,399,910 (March 31, 2013 - \$7,124,859).

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, as well as other investing and financing activities. The forecast is regularly updated based on activities related to the acquisition, exploration and development of its mineral properties. The Board of Directors regularly reviews the Company's capital management approach. The Company's capital management objectives, policies and processes have remained unchanged during the three and nine months ended December 31, 2013.

The Company is not subject to any capital requirements imposed by a lending institution.

### **Commitments and Contractual Obligations**

The Company's activities are subject to environmental regulation (including regular environmental impact assessments and permitting) in each of the jurisdictions in which its mineral properties are located. Such regulations cover a wide variety of matters including, without limitation, prevention of waste, pollution and protection of the environment, labour relations and worker safety. The Company may also be subject under such regulations to cleanup costs and liability for toxic or hazardous substances which may exist on or under any of its properties or which may be produced as a result of its operations. It is likely that environmental legislation and permitting will evolve in a manner which will require stricter standards and enforcement. This may include increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a higher degree of responsibility for companies, their directors and employees. The Company has not determined, and is not aware whether any provision for such costs is required and is unable to determine the impact on its financial position, if any, of environmental laws and regulations that may be enacted in the future due to the uncertainty surrounding the form that these laws and regulations may take. The Company has provided a letter of credit in the amount of \$75,000 to the Government of Manitoba under the terms of the Closure Plan on the PL property. The Company further

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provided all assets, goods and personal property involved in the operation of the PL property, as a security of up to \$5,000,000 for the performance of the Closure Plan and the rehabilitation program.

As at December 31, 2013, the Company has fulfilled all of its flow-through contractual obligations with subscribers with respect to the Income Tax Act (Canada) pursuant to the terms of the flow-through share agreements.

The following table sets out as at December 31, 2013, the Company's known contractual obligations and the estimate time horizon for their repayment.

Contractual Obligations	Payments due by period				
	Total	<1 year	1-3 years	3-5 years	>5 years
Closure and reclamation	3,073,160	-	-	-	3,073,160
<b>Total</b>	<b>3,073,160</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>3,073,160</b>

## **Risks and Uncertainties**

### **Mining Industry**

The exploration for, development and mining 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, including the particular attributes of the deposit, such as size, grade and proximity to infrastructure, and 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.

The Company's activities are directed towards the extraction of ore and the search, evaluation, development and mining of future mineral deposits. Several of the mineral properties in which the Company has an interest contain no known body of commercial ore and any exploration programs thereon are exploratory searches for ore, while other properties in which the Company has an interest are subject to preliminary stages of exploration and development programs only. There is no certainty that the expenditures to be made by the Company as described herein will result in discoveries of further 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 Auriga Gold 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 and development 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 and development activities are also subject to

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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 and development 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 and development, mining and milling or more stringent implementation thereof could have a substantial adverse impact on the Company.

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.

### **Permits and Licenses**

Mineral exploration and mining activities may only be conducted by entities that have obtained or renewed exploration or mining permits and licenses in accordance with the relevant mining laws and regulations. No guarantee can be given that the necessary exploration and mining permits and licenses will be issued to the Company or, if they are issued, that they will be renewed, or that the Company will be in a position to comply with all conditions that are imposed. Nearly all mining projects require government approval. There can be no certainty that these approvals will be granted to the Company in a timely manner, or at all.

### **Environmental Risks and Hazards**

All phases of the Company's 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 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. Production at mineral properties may involve the use of dangerous and hazardous substances. While all steps will be taken to prevent discharges of pollutants into the ground water and the environment, the Company may become subject to liability for hazards that cannot be insured against.

### **Commodity Prices**

The future profitability of the Company will be directly related to the market price of metals. Metal prices fluctuate considerably and are affected by numerous factors beyond the Company's control, such as industrial

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demand, inflation and expectations with respect to the rate of inflation, the strength of the U.S. dollar and of other currencies, interest rates, forward sales by producers, production and cost levels and changes in investment trends. If these prices were to decline significantly or for an extended period of time, the Company might be unable to continue its operations, develop its properties or fulfill its obligations under its agreements with its partners or under its permits and licenses. As a result, the Company might lose its interest in, or be forced to sell, some of its properties. In the event of a sustained, significant drop in metal prices, the Company may be required to re-evaluate its assets, resulting in reduced estimates of reserves and resources and in material write-downs of the Company's investment in mining properties and increased amortization, reclamation and closure charges. Furthermore, since metal prices are established in US dollars, a significant increase in the value of the Canadian dollar relative to the US dollar, coupled with stable or declining metal prices, could adversely affect the Company's results with respect to development of, and eventual sale of these metals.

### **Failure to Exploration Target and Cost Estimates**

The Company prepares future exploration and capital cost estimates. Actual exploration and costs may vary from the estimates for a variety of reasons such as adverse weather conditions, unexpected labour shortages or strikes, equipment failures and other interruptions in development capabilities. Exploration and development costs may also be affected by increased mine development costs, increases in drilling costs, labour costs, raw material costs, inflation and fluctuations in currency exchange rates. Failure to achieve exploration and development targets or cost estimates could have a material adverse impact on our cash flow and overall financial performance.

### **Share Price Fluctuations**

The market price of securities of many companies experience wide fluctuations in price that are not necessarily related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that fluctuations in Auriga Gold's share price will not occur.

### **Conflicts of Interest**

Certain directors of the Company also serve as directors and/or significant shareholders of other companies involved in natural resource exploration and development and consequently there exists the possibility for such directors to be in a position of conflict. In the event that a director or executive officer has a material interest in any transaction being considered by the Company, any such conflict will be subject to and governed by procedures prescribed by the Business Corporations Act (Ontario) (the "OBCA") which require a director or officer of a corporation experiencing such a conflict to disclose his interest and refrain from voting on any such matter unless otherwise permitted by the OBCA. In addition, Section 134 of the OBCA provides that every director must act honestly and in good faith with a view to the best interests of the Company. Section 134 is a formalization of the fundamental fiduciary duty that a director has to the corporation and encompasses, among other obligations, a duty of loyalty and a duty of confidentiality. As a fiduciary, a director may not interfere with, or take advantage of, any opportunities that rightfully belong to the Company. That a director may represent a specific shareholder of the Company does not relieve the director from fulfilling his fiduciary duty to the Company. If such director was to take any action which preferred the interests of a third party to the interests of the Company, such director would be liable to the company for a breach of his fiduciary duty, regardless of any legal duties which such director may have to the third party.

### **Land Title**

Although title to the Company's mineral properties has been reviewed by or on behalf of the Company and title opinions were delivered to the Company, no assurances can be given that there are no title defects affecting the properties. Title insurance generally is not available for mining claims in Canada, and the Company's ability to ensure that it has obtained secure claim to individual mineral properties or mining

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concessions may be severely constrained. The Company has not conducted surveys of all the claims in which it holds direct or indirect interests; therefore, the precise area and location of such claims may be in doubt. Accordingly, the properties may be subject to prior unregistered liens, agreements, transfers or claims, including native land claims, and title may be affected by, among other things, undetected defects. In addition, the Company may be unable to operate the properties as permitted or to enforce its rights with respect to its properties.

### **Requirement of Additional Financing**

The continuing development of the Company's properties will depend upon the Company's ability to obtain financing through debt financing, equity financing or the joint venturing of projects or other means. No assurance can be given that the Company will be successful in obtaining the required financing on acceptable terms, if at all.

### **Dependence on Personnel**

The Company's ability to manage growth effectively will require the Company to continue to implement and improve the Company's management systems and to recruit and train new employees. Although the Company has done so in the past, the Company cannot assure that it will be successful in attracting and re-training skilled and experienced personnel.

### **Off Balance Sheet Items**

There are no off balance sheet items.

### **Outlook**

Auriga Gold remains committed to the future development of the PL mine but only under circumstances that minimize risk and maximize shareholder value. At the MGP our focus remains on; 1) building a strong technical team capable of re-starting and operating the mine safely and efficiently and 2) working with supportive investors and lenders to identify the optimal funding structure for the project.

Beyond the priority re-start of the PL mine management and the board of directors believe there are attractive, untested gold exploration targets on the Maverick Gold property and elsewhere in the Flin Flon greenstone belt and adjacent areas of central Canada. Management considers central Canada to be a very favourable environment for mineral exploration, development and potential acquisition opportunities to increase our attributable gold resource base and ultimately position us for production growth beyond the forecast near-term production from MGP. In addition the Company intends to analyse and, if warranted, acquire quality advanced projects with defined resources in order to establish gold camps in Canada. The Company's management and board have a proven record of discovery, resource expansion, permitting, financing and developing projects through to production.

Auriga Gold has combined its exploration and development activity of the PL property and Nokomis property as the Maverick Gold Project. On August 4, 2011, Auriga Gold announced an initial NI 43-101 resource estimate for the former producing PL mine deposit at the Maverick Gold Project, located 65 km Northeast of Flin Flon, Manitoba. Drilling to May 2011, has resulted in optimized in-pit and underground Indicated Resources totaling 174,000 ounces gold and Inferred Resources totaling 558,000 ounces gold. The resource was estimated by P&E Mining Consultants Inc. using the results from over 300 historical drill holes by previous operators and 41 holes drilled by Auriga Gold.

Exploration drilling at Maverick Gold continued through the winter of 2011/12 with an additional 69 holes completed but not included in the initial NI 43 101 resources. Results of this program will be incorporated into an updated NI 43-101 in early 2014. The company also completed a 1,500 meter drilling program at the



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Nokomis deposit located 7 km northeast of the PL mill with particular emphasis on testing near surface mineralization. Results confirmed the potential for a zone of consistent near-surface high-grade mineralization at the Nokomis Deposit and the Company plans to generate a NI 43-101 resource estimate for Nokomis and evaluate the deposit for open pit mining as part of a strategy to define low-cost, shallow resources on the Maverick mineralized trend that could potentially contribute to the proposed mining and milling operations at MGP.

The Company's proposed approach to re-starting the Maverick Gold project, as outlined in our NI 43-101 compliant Preliminary Economic Assessment, considers the sequential development of 5 open pits followed by a program of underground test mining and on-site milling. The major infrastructure for the project is already in place or would be refurbished. The reactivation of the PL mill and mine has been previously assessed by others including two historic feasibility studies (conducted in 1987 and 1993 that were not NI 43-101 compliant) in addition to the two NI 43-101 compliant technical reports; original PEA dated December 15 2011 and present updated PEA of February 21 2012. The major risks associated with the restart of mining operations as identified by the Company are obtaining provincial approval for open pit test mining; capital cost overrun risks on refurbishing the mill and associated infrastructure; mining risks including associated with test mining narrow and low angle vein structures. In consideration of the existing mill and infrastructure, historic production records demonstrating performance, its improved understanding of the PL Deposit, the fact that major risks would not be effectively addressed by further studies alone, and the current gold market, the Company's management remains committed to its stated strategic decision to complete all necessary permitting requirements and re-start production at MGP as soon as practical.

## **Disclosure Controls and Procedures**

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the Interim Chief Executive Officer ("Interim CEO") and Interim Chief Financial Officer ("CFO"), on a timely basis so that appropriate decisions can be made to facilitate full and timely disclosure to the public.

An evaluation of the effectiveness of the design and operation of our disclosure controls and procedures was conducted March 31, 2013, by and under the supervision of management, including the Interim CEO and Interim CFO. Based on this evaluation, the Interim CEO and CFO have concluded that disclosure controls and procedures, as defined in Multilateral Instrument 52-109 - Certification of Disclosure in Issuers' Annual and Interim Filings, are effective to ensure that information required to be disclosed in reports that are filed or submitted under Canadian securities legislation are recorded, processed, summarized and reported within the time periods specified in those rules.

Because of inherent limitations, internal control over financial reporting and disclosure controls can provide only reasonable assurances and may not prevent or detect misstatements. Furthermore, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Audit Committee of the Company has reviewed this MD&A, and the unaudited condensed interim financial statements for the three and nine months ended December 31, 2013, and the board of directors approved these documents prior to their release.

## Additional Disclosure

	Three Months Ended December 31,		Nine Months Ended December 31,	
	2013 \$	2012 \$	2013 \$	2012 \$
Bank charges	-	4,371	1,152	5,706
Business development	-	5,415	-	39,754
Office and general	15,722	56,781	47,842	175,660
Salaries and benefits	(67,727)	40,228	(56,649)	132,197
Shareholder information	104	5	104	17,452
Stock exchange and transfer agent fees	16,239	9,744	36,896	33,101
Travel	605	5,621	12,441	57,708
Part XII. 6 tax	6,000	-	6,000	-
<b>Total</b>	<b>(29,057)</b>	<b>122,165</b>	<b>47,786</b>	<b>461,578</b>

## Subsequent Events

- (i) On January 15, 2014, the Company completed the Share Consolidation of its common shares of one (1) post consolidation common share for every ten (10) pre-consolidation common shares and 5,700,940 shares were issued to holders of the 57,009,400 Special Warrants of the Company. As part of the Share Consolidation, the stock options and warrants were also consolidated and the exercise price adjusted to reflect the consolidation. The Share Consolidation has been reflected in the unaudited condensed interim financial statements for the three and nine months ended December 31, 2013 and in this MD&A and all applicable references to the number of shares, warrants and stock options and their strike price and per share information has been restated.
- (ii) On January 11 and 30, 2014, a total of 36,130 warrants exercisable at \$1.70 per share expired unexercised.
- (iii) On January 27, 2014, the Company granted incentive stock options to directors, officers and employees of the Company to purchase an aggregate of 600,000 common shares. The options are exercisable at a price of \$0.38 per common share, expire five years from their date of grant and vest immediately.
- (iv) On February 20, 2014, the Company announced that it intends to complete a best efforts non-brokered private placement financing of up to 714,286 common shares at a price of \$0.35 per share for gross proceeds of up to \$250,000 and up to 1,111,111 Flow Through Common Shares ("Flow Through Common Shares") at a price of \$0.45 per Flow Through Common Share for gross proceeds of up to \$500,000.
- (v) Subsequent to December 31, 2013, the registered office of the Company was moved to 365 Bay Street, Suite 400, Toronto, Ontario, M5H 2V1.

*"Signed Gordon Glenn"*

Gorden Glenn  
Interim Chief Executive Officer  
December 31, 2013.

*"Signed Christopher Irwin"*

Christopher Irwin  
Interim Chief Financial Officer