GRANDVIEW GOLD INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE AND NINE MONTHS ENDED

FEBRUARY 28, 2014

Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of Grandview Gold Inc. ("Grandview" 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 February 28, 2014. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three and nine months ended February 28, 2014, in addition to the audited annual consolidated financial statements of the Company for the year ended May 31, 2013, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. 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 interim periods presented are not necessarily indicative of the results that may be expected for any future period. Information contained herein is presented as at April 7, 2014, unless otherwise indicated. The Company's unaudited condensed interim consolidated 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 IFRS Interpretations Committee ("IFRIC"). The unaudited condensed interim consolidated 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.

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 the Company's common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) 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 can be obtained from the offices of the Company or on SEDAR at **www.sedar.com**.

Special Note Regarding Forward-Looking Information

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Forward-looking statements	Assumptions	Risk factors
The Company expects to identify suitable assets or businesses to acquire or merge with, with a view to maximizing value for shareholders	The Company expects that market conditions will be favourable and the Company will be able to identify suitable assets or businesses and negotiate terms acceptable to the Company	The Company's inability to identify suitable assets or businesses or market conditions not being favourable for the completion of corporate transactions
The Company expects to meet its working capital needs at the current level for the twelve-month period ending February 28, 2015	The operating activities of the Company for the twelve-month period ending February 28, 2015, and the costs associated therewith, will be consistent with the Company's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to the Company	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; regulatory compliance and changes in regulatory compliance and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "Risks and Uncertainties" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements, whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

Grandview is a mineral exploration company focused on creating value for shareholders by exploring and, if warranted, developing properties of merit for the mining of precious metals.

Grandview was incorporated in 1945 and was primarily engaged in the mineral exploration and resource sector up to 1987, when trading of the Company's securities ceased. In November 1998, Grandview invested in Navitrak International, a company involved in high-technology products for global positioning systems.

Grandview decided to return to mineral exploration and mining during 2004, after putting a new management team in place and identifying an exploration property of merit with a geological report in accordance with National Instrument 43-101 ("NI 43-101").

On June 4, 2013, the Company completed the initial step of filing a Form 15 with the United States Securities and Exchange Commission ("SEC"). The Form 15 filing allows the Company to cease being a reporting issuer with the SEC, commonly known as "Going Dark". Going Dark allowed the Company to cut administrative expenses for auditors, accountants and legal counsel.

Overall Performance

Highlights

- Management is actively pursuing financing, including alternative funding options, needed to meet the Company's ongoing requirements. The financial market climate has been very difficult for junior mining companies such as Grandview. To meet the challenges of the current climate in the financial markets, the Company is minimizing its expenditures.

Financial

- As of February 28, 2014, the Company's exploration and evaluation property interests remain impaired due to market conditions for junior mining companies. During the three and nine months ended February 28, 2014, the Company incurred $nil exploration expenditures, compared to $582 and $8,830, respectively during the three and nine months ended February 28, 2013. See "Exploration and Evaluation Property Interests" below. The Company incurred property carrying costs of $1,194 and $2,444, respectively for the three and nine months ended February 28, 2014 compared to $nil in the comparative period of the prior year.

- At February 28, 2014, the Company had a working capital deficit of $169,285 (May 31, 2013 – working capital deficit of $87,524). The Company had $1 in cash (May 31, 2013 - $17,187). The decrease in cash and working capital during the three and nine months ended February 28, 2014, was primarily due to general and administration expenditures.

- Management believes that additional funding will be required to fund the Company's general and administrative expenses as it searches for suitable assets or businesses to merge with or acquire. The Company expects to be funded in the short-term by shareholder loans. However, there can be no assurance that shareholder loans will be available or on terms acceptable to the Company. As of February 28, 2014, included in loan payable is a loan of $5,025 which is non-interest bearing and repayable on demand. The loan is due to a shareholder of the Company.

Outlook

For fiscal 2014, the Company plans to continue to search for suitable assets or businesses to acquire or merge with, with a view to maximizing value for shareholders.

Exploration and Evaluation Property Interests

Red Lake Properties – Loisan, Dixie Lake and Sanshaw-Bonanza in Ontario, Canada

Grandview has a 100% interest in eight mining claims, covering approximately 60 hectares, located in Red Lake, Ontario, Canada.

Grandview has an option agreement with Newmont Mining Corporation (formerly Fronteer Gold Inc.) under which it has earned a 67% interest in the 1,664 hectare Dixie Lake property located in the Red Lake Mining District, Ontario, Canada.

On April 28, 2010, Grandview acquired the final 40% interest in ten (10) unpatented mining claims, located in Red Lake, Ontario (the "Sanshaw-Bonanza Property") from joint venture partner EMCO Corporation S.A. ("EMCO"), and eliminated all net smelter royalties previously due to EMCO under the terms of the original agreement. Grandview now has a 100% interest in the claims. The Company negotiated the acquisition of two (2) additional unpatented mining claims and two (2) patented mining claims, and reduced the net smelter royalty on the Sanshaw-Bonanza Property to 0.375%.

On May 31, 2013, the Company decided not to continue with exploration on the Red Lake Gold Camp properties and wrote off $4,884,427 of project expenditures.

The Company does not have expenditures budgeted or planned as of the date of this MD&A.

Selected Quarterly Information

Three Months Ended	Total Revenue ($)	Profit or Loss	
		Total ($)	Per Share (Basic and Diluted) ($)
2014-February 28	-	(18,952) (1)	(0.00)
2013-November 30	-	(19,649) (2)	(0.00)
2013-August 31	-	(43,160) (3)	(0.00)
2013-May 31	-	187,049 (4)	0.00
2013-February 28	-	(5,330,907) (5)	(0.07)
2012-November 30	-	(64,126) (6)	(0.00)
2012-August 31	-	(48,891) (7)	(0.00)
2012-May 31	-	(122,419) (8)	(0.00)

Notes:

1. Net loss of $18,952 consisted of professional fees of $12,296; management and consulting services of $3,000; investor relations, business development and reporting issuer costs of $2,141 and office and administration of $321. The Company also incurred property carrying costs of $1,194.
2. Net loss of $19,649 consisted of professional fees of $10,773; management and consulting services of $4,500; investor relations, business development and reporting issuer costs of $2,928 and office and administration of $198. The Company also incurred property carrying costs of $1,250.

3. Net loss of $43,160 consisted of professional fees of $33,709; management and consulting services of $4,500; investor relations, business development and reporting issuer costs of $4,632 and office and administration of $319.
4. Net income of $187,049 consisted of investor relations, business development and reporting issuer costs of $7,833; management and consulting services of $4,500; professional fees of $24,312; office and administration of $76, income tax recovery of $225,000; and impairment of exploration and evaluation property interests of $1,230.
5. Net loss of $5,330,907 consisted of investor relations, business development and reporting issuer costs of $7,158; management and consulting services of $24,500; professional fees of $17,798; office and administration of $5,813; uncollected Peruvian valued added taxes of $41,027; and impairment of exploration and evaluation property interests of $5,234,611.
6. Net loss of $64,126 consisted of investor relations, business development and reporting issuer costs of $28,442; management and consulting services of $14,500; professional fees of $13,487; and office and administration of $7,697.
7. Net loss of $48,891 consisted of management and consulting services of $21,000; investor relations, business development and reporting issuer costs of $12,086; professional fees of $8,356; and office and administration of $7,512. These amounts were offset by interest income of $63.
8. Net loss of $122,419 consisted primarily of professional fees of $82,194; management and consulting services of $12,000; investor relations, business development and reporting issuer costs of $14,047; and office and administration of $14,547. These amounts were offset by interest income of $369.

Results of Operations

Nine months ended February 28, 2014, compared with nine months ended February 28, 2013

The Company's net loss totaled $81,761 for the nine months ended February 28, 2014, with basic and diluted loss per share of $0.00. This compares with net loss of $5,443,924 with basic and diluted loss per share of $0.07 for the nine months ended February 28, 2013. The decrease of $5,362,163 in net loss was principally because:

- No revenue was recorded in either period.

- For the nine months ended February 28, 2014, professional fees were $56,778 representing an increase of $17,137 compared to the corresponding period in 2013. This increase related to increased corporate activity requiring services from legal counsel and accountants.

- For the nine months ended February 28, 2014, investor relations, business development and reporting issuer costs decreased by $37,985; office and administration decreased by $20,121 and management and consulting services decreased by $48,000 compared to the corresponding period in 2013. These decreases are primarily due to the implementation of cost-saving initiatives.

- During the nine months ended February 28, 2013, the Company recorded an impairment charge regarding uncollected Peruvian valued added taxes of $41,027 and mining interests of $5,234,611. The Company determined that its mineral properties were impaired due to market conditions for junior mining companies. There is no such impairment charge for the nine months ended February 28, 2014.

Three months ended February 28, 2014, compared with three months ended February 28, 2013

The Company's net loss totaled $18,952 for the three months ended February 28, 2014, with basic and diluted loss per share of $0.00. This compares with net loss of $5,330,907 with basic and diluted loss per share of $0.07 for the three months ended February 28, 2013. The decrease of $5,311,955 in net loss was principally because:

- No revenue was recorded in either period.

- For the three months ended February 28, 2014, investor relations, business development and reporting issuer costs decreased by $5,017; office and administration decreased by $5,492; management and consulting services decreased by $21,500 and professional fees decreased by $5,502 compared to the corresponding period in 2013. These decreases are primarily due to the implementation of cost-saving initiatives.

- During the three months ended February 28, 2013, the Company recorded an impairment charge regarding uncollected Peruvian valued added taxes of $41,027 and mining interests of $5,234,611. The Company determined that its mineral properties were impaired due to market conditions for junior mining companies. There is no such impairment charge for the three months ended February 28, 2014.

Liquidity and Financial Position

The activities of the Company to date have been financed through equity offerings. During the nine months ended February 28, 2014, no equity transactions occurred. Management is actively pursuing funding options, including alternative funding options, required to meet the Company's ongoing requirements. There is no assurance that these initiatives will be successful or sufficient. The financial market climate continues to be very difficult for junior mining companies such as Grandview. See "Risks and Uncertainties" below.

The Company expects to be funded in the short-term by shareholder loans. However, there can be no assurance that shareholder loans will be available or on terms acceptable to the Company. As of February 28, 2014, the loan payable consisted of a loan of $5,025 which is non-interest bearing and repayable on demand. The loan is due to a shareholder of the Company.

At February 28, 2014, the Company had $1 in cash (May 31, 2013 - $17,187).

Accounts payable and accrued liabilities increased to $172,608 at February 28, 2014, compared to $112,781 at May 31, 2013.

The Company has no operating revenues and therefore must utilize its current cash reserves and other financing transactions to maintain its capacity to meet ongoing operating activities.

As of February 28, 2014, and to the date of this MD&A, all of the cash resources of Grandview are held with one Canadian chartered bank.

The Company has no debt, other than a shareholder loan of $5,025 and its credit and interest rate risk is minimal. Accounts payable and accrued liabilities are short term and non-interest bearing.

The Company's use of cash at present occurs, and in the future is expected to occur, principally in two areas, namely, funding of its general and administrative expenditures and funding of its investment activities. Those investing activities include the cash components of the cost of acquiring and exploring its exploration properties, which is budgeted to be $nil as of the date of this MD&A. The Company's operating expenses are estimated to average approximately $100,000 for fiscal 2014. The $100,000 covers reporting issuer costs, professional fees, management and consulting services, and office and administration expenses.

In order to meet future expenditures beyond February 28, 2014, the Company will need to raise additional financing. Although the Company has been successful in raising funds to date, there can be no assurance, and there is substantial doubt, that adequate funding will be available immediately and in the future, or available on terms favourable to the Company. Currently, the Company is deferring certain payments, to the extent possible, until additional financing is completed. The Company is unsure when the financing will be completed.

Related Party Transactions

i) For the three and nine months ended February 28, 2014, $nil (three and nine months ended February 28, 2013 - $20,000 and $45,000, respectively) was paid to Doublewood Consulting Inc. for the services of Paul T. Sarjeant to act as the President and Chief Executive Officer of the Company. Included in accounts payable and accrued liabilities as at February 28, 2014, is $20,000 (May 31, 2013 - $20,000) in relation to consulting services rendered.

ii) For the three and nine months ended February 28, 2014, $9,506 and $36,145, respectively (three and nine months ended February 28, 2013 - $19,499 and $43,292, respectively) in consulting and professional fees was paid or accrued to the current Chief Financial Officer (Carmelo Marrelli) or a company (Marrelli Support Services Inc.) controlled by him. Included in accounts payable and accrued liabilities as at February 28, 2014, is $59,151 (May 31, 2013 - $23,760) in relation to consulting and professional services rendered.

iii) For the three and nine months ended February 28, 2014, $150 and $600, respectively (three and nine months ended February 28, 2013 - $nil) in filing fees was paid or accrued to a company (DSA Filing Services) controlled by the current Chief Financial Officer (Carmelo Marrelli). Included in accounts payable and accrued liabilities as at February 28, 2014, is $nil (May 31, 2013 - $2,857) for filing services rendered.

There was no other remuneration of directors or key management personnel (determined to be the Chief Executive Officer and Chief Financial Officer) for the three and nine months ended February 28, 2014 (three and nine months ended February 28, 2013 - $nil), except as noted above. The Board of Directors and select officers do not have employment or service contracts with the Company. Directors are entitled to director fees and stock options for their services and officers are entitled to stock options for their services. Amounts payable to the related parties as disclosed above, are unsecured, non-interest bearing and are due on demand.

As at February 28, 2014, directors of the Company control 2,414,666 common shares of the Company or approximately 2.98% of the shares outstanding.

To the knowledge of directors and officers of the Company, the remainder of the Company's outstanding common shares are widely held. These holdings can change at any time, at the sole discretion of the shareholders.

Off-Balance-Sheet Arrangements

As of the date of this MD&A, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have a current or future effect on its results of operations or financial condition, including, and without limitation, such considerations as liquidity, capital expenditures and capital resources that would be considered material to investors.

Proposed Transactions

The Company continues to evaluate properties and corporate entities that it may acquire or form other joint ventures or similar arrangements with in the future.

Accounting Policies

Changes in accounting policies

IFRS 10 Consolidated Financial Statements ("IFRS 10")

IFRS 10 provides a single model to be applied in the control analysis for all investees, including entities that currently are Special Purpose Entities ("SPEs") in the scope of SIC-12. In addition, the consolidation procedures are carried forward substantially unmodified from IAS 27 (2008). On June 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim consolidated financial statements.

IFRS 11 Joint Arrangements ("IFRS 11")

IFRS 11 replaces the guidance in IAS 31 Interests in Joint Ventures ("IAS 31"). Under IFRS 11, joint arrangements are classified as either joint operations or joint ventures. IFRS 11 essentially carves out of previous jointly controlled entities, those arrangements which although structured through a separate vehicle, such separation is ineffective and the parties to the arrangement have rights to the assets and obligations for the liabilities and are accounted for as joint operations in a fashion consistent with jointly controlled assets/operations under IAS 31. In addition, under IFRS 11 joint ventures do not have the choice between equity accounting or proportionate consolidation; these entities must now use the equity method.

Upon application of IFRS 11, entities which had previously accounted for joint ventures using proportionate consolidation shall collapse the proportionately consolidated net asset value (including any allocation of goodwill) into a single investment balance at the beginning of the earliest period presented. The investment's opening balance is tested for impairment in accordance with IAS 28 and IAS 36 Impairment of Assets. Any impairment losses are recognized as an adjustment to opening retained earnings at the beginning of the earliest period presented. On June 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim consolidated financial statements.

IFRS 12 Disclosure of Interests in Other Entities ("IFRS 12")

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. On June 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim consolidated financial statements.

IFRS 13 Fair Value Measurement ("IFRS 13")

IFRS 13 was issued by the IASB on May 12, 2011. The new standard converges IFRS and US GAAP on how to measure fair value and the related fair value disclosures. The new standard creates a single source of guidance for fair value measurements, where fair value is required or permitted under IFRS, by not changing how fair value is used but how it is measured. The focus will be on an exit price. On June 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's unaudited condensed interim consolidated financial statements.

IAS 1 Presentation of Financial Statements ("IAS 1")

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

IAS 28 Investments in Associates and Joint Ventures ("IAS 28")

IAS 28 was issued by the IASB in May 2011 and supersedes IAS 28 Investments in Associates and prescribes the accounting for investments in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. IAS 28 defines significant influence as the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies. IAS 28 also provides guidance on how the equity method of accounting is to be applied and also prescribes how investments in associates and joint ventures should be tested for impairment. On June 1, 2013, the Company adopted this pronouncement and there was no material impact on the unaudited condensed interim consolidated financial statements.

Future accounting changes

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. IFRS 9 will be effective as at January 1, 2018. The Company is in the process of assessing the impact of this pronouncement.

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

IAS 32 was amended by the IASB in December 2011 to clarify certain aspects of the requirements on offsetting. The amendments focus on the criterion that an entity currently has a legally enforceable right to set off the recognized amounts and the criterion that an entity intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The amendments to IAS 32 are effective for annual periods beginning on or after January 1, 2014. Earlier adoption is permitted. The Company is assessing the impact of IAS 32 on its consolidated financial statements.

Capital Management

The Company considers its capital structure to consist of share capital, equity settled share based payments reserve and deficit. When managing capital, the Company's objective is to ensure the entity continues as a going concern as well as to achieve optimal returns to shareholders and benefits for other stakeholders. Management adjusts the capital structure as necessary in order to support the acquisition, exploration and development of its exploration and evaluation property interests. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management team to sustain the future development of the business.

The Company is currently in the exploration and evaluation stage. As such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration program and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts when economic conditions permit it to do so. Management has chosen to mitigate the risk and uncertainty associated with raising additional capital within current economic conditions by:

i) minimizing discretionary disbursements;
ii) reducing or eliminating exploration expenditures which are of limited strategic value; and
iii) exploring alternative sources of liquidity.

In light of the above, the Company will continue to assess new properties and seek to acquire an interest in additional properties if it believes there is sufficient potential and if it has adequate financial resources to do so.

There were no changes in the Company's approach to capital management during the three and nine months ended February 28, 2014. The Company is not subject to externally imposed capital requirements.

Financial Instruments

The Company's financial instruments consist of:

Description	February 28, 2014 $	May 31, 2013 $
Cash	1	17,187
Accounts payable and accrued liabilities	172,608	112,781
Loan payable	5,025	nil

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest and price rate risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company has more exposure to credit risk associated with cash. Cash is held with a reputable Canadian chartered bank, from which management believes the risk of loss to be minimal. HST and sundry receivables primarily consist of amounts due from the Canadian government. The Company's receivables are normally collected within a 60-90 day period. The Company has not experienced any significant collection issues to February 28, 2014. The Company is exposed to credit risk with regards to debtors refusing payment and the government denying the Company claims filed. The Company's maximum exposure to credit risk as at February 28, 2014 is the carrying value of cash and HST and sundry receivables.

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 February 28, 2014, the Company had a cash balance of $1 (May 31, 2013 - $17,187) to settle current liabilities of $177,633 (May 31, 2013 - $112,781). All of the Company's financial liabilities other than its loan payable have contractual maturities of less than 30 days and are subject to normal trade terms. The Company's loan payable is due on demand. The Company is currently searching for financing alternatives.

In light of the Company's current cash levels, management is reducing its expenditures until financing events are realized.

In the short-term, the Company will rely on shareholder loans. However, there can be no assurance that shareholder loans will be available or on terms acceptable to the Company.

Market Risk

Market risk is the risk of loss that may arise from changes in interest rates and commodity prices.

(a) Interest Rate Risk

The Company has cash balances and no interest-bearing debt and therefore is not subject to interest rate risk.

(b) Price Risk

The Company is not exposed to price risk with respect to commodity prices because it is in the exploration and evaluation stage and does not earn revenues. 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 they relate to gold to determine the appropriate course of action to be taken by the Company in the future.

Sensitivity Analysis

As of February 28, 2014, the carrying and fair value amounts of the Company's financial instruments are approximately equivalent due to their short term nature.

The sensitivity analysis shown in the notes below may differ materially from actual results.

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible" over a nine month period:

(i) Commodity price risk could adversely affect the Company. In particular, the Company's future profitability and viability of development depend upon the world market price of gold. Gold has fluctuated widely in recent years. There is no assurance that, even if commercial quantities of gold are produced in the future, a profitable market will exist for gold. A decline in the market price of gold may also require the Company to reduce its exploration and evaluation property interests further, which could have a material and adverse effect on the Company's value. As of February 28, 2014, the Company was not a gold producer. Even so, commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

Share Capital

The Company is authorized to issue an unlimited number of shares. As of the date of this MD&A, the Company had outstanding 81,163,032 common shares, and 2,900,000 stock options.

Risks and Uncertainties

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Only investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment should undertake such investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risks and Uncertainties" in the Company's MD&A for the fiscal year ended May 31, 2013, available on SEDAR at **www.sedar.com**. There have been no significant changes to such risk factors since the date thereof.

Disclosure Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the unaudited 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 unaudited condensed interim consolidated financial statements, and (ii) the unaudited condensed interim consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flow 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"), the Venture Issuer Basic Certificate filed by the Company 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 such 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 consolidated financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS).

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

The Company's general and administration expenses consist of:

Description	Three Months Ended February 28, 2014 $	Three Months Ended February 28, 2013 $	Nine Months Ended February 28, 2014 $	Nine Months Ended February 28, 2013 $
Investor relations, business development, and reporting issuer costs	2,141	7,158	9,701	47,686
Professional fees	12,296	17,798	56,778	39,641
Management and consulting services	3,000	24,500	12,000	60,000
Office and administration	321	5,813	838	20,959
Property carrying costs	1,194	nil	2,444	nil
	18,952	**55,269**	**81,761**	**168,286**

Additional Information

Additional information regarding the Company is available on SEDAR at **www.sedar.com**.

Subsequent Event

On March 21, 2014, Richard Brown resigned as a director of the Company. In addition, on March 26, 2014, Carmelo Marrelli resigned as Chief Financial Officer of the Company. Mr. Paul Sarjeant will act in the capacity of Chief Financial Officer until the Company fills the vacancy.