ARROWHEAD GOLD CORP.

FOR THE SIX MONTHS ENDED FEBRUARY 28, 2015

Management Discussion and Analysis (MD&A) Form 51-102F1

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of Arrowhead Gold Corp. (the "Company" or "Arrowhead") constitutes management's review of the factors that affected the Company's financial and operating performance for the six months ended February 28, 2015. This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion is dated April 29, 2015. This MD&A should be read in conjunction with the audited annual financial statements of the Company for the year ended August 31, 2014 , and the unaudited interim financial statements for the six months ended February 28, 2015, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The audited annual financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The unaudited interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") for interim financial reporting and, accordingly, include condensed information and notes required by IFRS for interim financial statements. 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 29, 2015 unless otherwise indicated.

The Company is currently engaged in exploration and development of mineral properties and does not have any source of revenue or operating assets. The recoverability of the amounts shown for mineral properties is dependent upon the ability of the Company to obtain necessary financing to complete exploration, technical studies and, if warranted, development and future profitable production or proceeds from the disposition of properties. The amounts shown as mineral properties represent costs to date and do not necessarily represent present or future values.

At February 28, 2015, the Company had not yet achieved profitable operations, had a working capital of $118,641 which may not be sufficient to sustain operations over the next year and expects to incur further losses in the development of its business, all of which casts significant doubt about the Company's ability to continue as a going concern. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future.

The Company is a reporting issuer under applicable securities legislation in the provinces of Alberta and British Columbia and its outstanding common shares ("Common Shares") are listed on the CSE Canadian Venture Exchange (the "CSE") under the symbol "AWH".

Further information about the Company is available on SEDAR at www.sedar.com.

International Financial Reporting Standards ("IFRS")

The Company's audited financial statements and the financial data included in the MD&A have been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee.

Cautionary Note Regarding Forward-Looking Statements

Except for statements of historical fact relating to the Company, certain information contained in this MD&A constitutes "forward-looking information" under Canadian securities legislation. Forward-looking information may include, but is not limited to, statements with respect to the potential of the Company's properties; the future price of coal, gold, silver and copper; success of exploration activities; cost and timing of future exploration and development; the estimation of mineral resources; conclusions of economic evaluations; requirements for additional capital; and other statements relating to the financial and business prospects of the Company. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, and is inherently subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to risks related to: unexpected events and delays during permitting; the possibility that future exploration results will not be consistent with the Company's expectations; timing and availability of external financing on acceptable terms and in light of the current decline in global liquidity and credit availability; uncertainty of mineral resources; future prices of coal, gold, silver and copper; currency exchange rates; government regulation of mining operations; failure of equipment or processes to operate as anticipated; risks inherent in coal, gold, silver and copper exploration and development including environmental hazards, industrial accidents, unusual or unexpected geological formations; and uncertain political and economic environments. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

The Company undertakes no obligation to publicly update or review the forward-looking statements whether as a result of new information, future events or otherwise. Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

Overview

The Company is in the exploration stage and its principal business activity is the sourcing and exploration of mineral properties.

The Company is in the process of exploring its principal mineral properties and has not yet determined whether the properties contain reserves that are economically recoverable. The recoverability of amounts shown for mineral properties and related deferred exploration costs is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development and upon future profitable production or proceeds from the disposition thereof. The common shares of the Company trade on the CSE under the symbol: AWH

Purini Gold Property, Purini, Guyana

On June 17, 2010, the Company signed an assignment agreement with Trevor Taylor ("Taylor") of Ajax, Ontario whereby the Company will own 100% of joint venture interest in a contiguous land block comprised of five mining permits -- and Taylor's exclusive and sole right to purchase Henry Alphonso's one prospecting permit -- medium-scale (PPMS), totaling in area approximately 6,900 acres, The property is known as the Purini Gold Property located in Purini, Mazaruni Mining District No. 3, Guyana (the "Property"). Total consideration consists of $50,000 (paid) and 3,500,000 shares of the Company (issued). The property is subject to a 2% NSR. The Company may at any time purchase 1% of the NSR for US$1,000,000 and may purchase the balance of the NSR for US$2,000,000. On Feb 22, 2011, the Company closed the agreement with Trevor Taylor .There was a finder's fee of 350,000 shares of the Company. In March 2011 the Company announced the results of a preliminary geochemical survey, on the Puruni gold project in the Mazaruni mining district of Guyana. From the 224 saprolite (weathered bedrock) samples collected, 57 samples returned anomalous gold values greater than 14 parts per billion based on the 75th percentile threshold. Of these 57 samples, 23 samples are considered strongly anomalous ranging from 34.6 to 4003.8 ppb Au based on the 90th percentile break. The samples were collected at 100-metre intervals on lines spaced 500 m apart over a grid 6.5 kilometres long and 1.6 km wide located in the central part of the property area. A hand-powered auger was used to collect the samples at depths from two to three metres. Although the survey provides limited preliminary coverage, it clearly points to at least five prospective gold targets within the survey area. The sampling was completed by the Otish Gold (Guyana) field crew under the supervision of Martin Zambrano, senior geologist. All analytical work was completed at Acme Analytical Laboratories Ltd. in Vancouver, B.C. Acme is accredited under ISO 9001. The samples were bagged on site and then delivered to Acme's facility in Georgetown, Guyana, where they were prepared by crushing one kilogram to 80 per cent passing 10 mesh and then pulverizing a 250-gram pulp subsample to 85 per cent passing 200 mesh. The pulps were shipped to Vancouver and analyzed for 37 elements (including gold) by 15-gram aqua regia digestion, ICP-MS finish technique.

On July 28, 2011 the Company released rock sample assay results from the Puruni gold project. Sample PRX-01 returned 1,940.0 grams per tonne gold or 56.8 ounces per ton gold. Sample PRX-02 returned 503.8 gpt Au (14.71 ounces per ton Au). Sample PRX-03 returned 791.3 gpt Au (23.28 ounces per ton Au). The samples are selective grabs taken from quartz boulders recently excavated from zone A on the Puruni property. Zone A is marked by a strong induced polarization anomaly and a coincident gold-in-soil geochemical anomaly. The sampling was completed by the Otish Gold (Guyana) field crew under the supervision of Martin Zambrano, senior geologist. All analytical work was completed at Acme Analytical Laboratories Ltd. in Vancouver, B.C. Acme is accredited under ISO 9001. The samples were bagged on site and then delivered to Acme's facility in Georgetown, Guyana, where they were prepared by crushing one kilogram to 80-per-cent passing 10 mesh and then pulverizing a 250-gram pulp subsample to 85-per-cent passing 200 mesh. The pulps were shipped to Vancouver and initially analyzed for gold by 30-gram fire assay ICP-MS technique. All three samples were above the detection limit of this technique and accordingly were reassayed using 30-gram fire assay gravimetric technique.

On February 7, 2012 the Company commenced phase II of its drill program on the wholly owned Puruni gold project in Guyana, South America. The phase II drilling program consisted of 906 metres in depth. Most of phase II was a follow-up to the 2,000 metres of diamond drilling completed in 2011. All seven holes drilled in 2011 returned anomalous gold values and tested only a small length of the broad altered and mineralized area defined by the mapping and sampling program at the surface.

On April 19, 2012, the Company released the results from phase II of its four-hole, 906-metre drill program on the wholly owned Puruni gold project in Guyana. The drilling intersected up to 19.9 grams per tonne silver over 10.0 metres from 3.0 m in hole 11. This interval included a higher grade subinterval of 60.7 gpt Ag over 3.0 m from 3.0 m. The best gold value was 0.5 gpt Au over 2.0 m from 85.0 m in hole 11.

All analytical work was completed at Acme Analytical Laboratories Ltd. in Vancouver, B.C. Acme is accredited under ISO 9001. Core samples were prepared at Acme's Georgetown, Guyana, facility by crushing to 80 per cent passing minus-10 mesh and then pulverizing a 250-gram subsample to 85 per cent passing minus-200 mesh. A 15-gram pulp subsample was then sent to Vancouver and analyzed for 37 elements by aqua regia digestion Ultratrace ICP-MS method.

The Company will re-examine geochemical analysis and drill results to determine the next phase of exploration.

Kaburi Gold Property, Mazaruni, Guyana

On December 17, 2010 the Company signed a letter of intent with Misters Clinton and Henry Alphonso, of Georgetown Guyana, SA, whereby the Company acquired all of the hardrock mining rights (the "Rights") in the Guyana Geology and Mines Commission Large Scale Prospecting Licence No. 01/2009 locate in the Kaburi Area, Mazaruni, Guyana SA. The consideration payable by the Company for the purchase of the Rights will be US$150,000 (of which $100,000 is paid), and 900,000 common shares in the capital stock of the Company (issued). The property is subject to a 3% NSR. The Company may at any time purchase 1% of the NSR for US$1,500,000 and may purchase the balance of the NSR for US$2,000,000. There was a finder's fee of 90,000 shares of the Company.

On December 7, 2011, the Company entered into an option agreement with Tajiri Resources Inc. ("Tajiri"), another public company having directors in common, whereby the Company granted Tajiri an option to acquire a 51% interest in the Company's Kaburi Gold Property. In order to exercise the Option, Tajiri must pay a sum of $100,000 (received $50,000), incur a total of $1,500,000 in exploration expenditures on the Kaburi Property and issue an aggregate of 7,000,000 common shares (received 3,000,000 shares) in its capital stock, over a period of three years.

On June 28, 2012, the Company signed a letter of intent with Tajiri Resources Corp., whereby the Tajiri will acquire the remaining 49% all of the hardrock mining rights (the "Rights") in the Guyana Geology and Mines Commission Large Scale Prospecting Licence No. 01/2009 locate in the Kaburi Area, Mazaruni, Guyana SA. Under the terms of the letter and upon approval by the TSX Venture Exchange, Tajiri will issue to the Company a total of 3 million common shares (received 3 million shares) and make a one-time payment of $20,000CDN (paid).

TSX Venture Exchange has accepted for expedited filing documentation of an amending agreement dated November 4, 2013, between Arrowhead Gold Corp. and Tajiri Resources Corp. whereby the issuer may finalize its acquisition of 100 percent interest in the Kaburi PL gold property, district 7, Guyana, South America. In satisfaction of existing obligations under agreement dated October 21, 2011 and June 27, 2012, the issuer will make cash payment of $50,000 and issue 1.65 million shares. As per agreement the shares have been issued and $28,000 cash payment is outstanding.

Gobin Gold Property, Cuyuni, Guyana

On January 18, 2011 the Company signed a letter of intent with Mr. Kennard Gobin of East Coast Demerara, Guyana, SA whereby the Company acquired all of the hard rock mining rights (the "Rights") in the Guyana Geology and Mines Commission Mining Permit No. 187/2010, Guyana Geology and Mines Commission Mining Prospecting Permit PPMS/626/2010 and Guyana Geology and Mines Commission Mining Prospecting Permit PPMS/627/2010 in the Cuyuni Mining District #4, Guyana SA. The consideration payable by the Company for the purchase of the Rights was US$10,000 payable in cash (paid) and 600,000 common shares in the capital stock of the Company (issued). The Company acknowledged that the property comprising each of the Prospecting Permits is subject to 2% Net Smelter Returns Royalty ("NSR") in favour of Goban. The Company will have the option, at any time, to acquire 1% of the NSR for a cash payment of $1,000,000 and to acquire the remaining 1% of the NSR for a cash payment of $2,000,000.

During the year ended August 31, 2014 the Company ended its interest in the property resulting in a write-off of $148,000 in exploration and evaluation expenditures.

Selected Quarterly Information

Summary of quarterly results

The Company is an exploration stage entity engaged in the acquisition, exploration, evaluation and development of principally gold resource properties. At this time, any issues of seasonality or commodity market fluctuations have no direct impact on the Company's results or operations. The Company currently defers its exploration expenditures to mineral exploration properties. A summary of selected information for each of the eight most recent quarters is as follows:

Quarter		Revenue	Net Loss	Loss Per Share
May 31, 2013	IFRS	nil	$(56,017)	$0.00
August 31, 2013	IFRS	nil	$(107,627)	$0.00
November 30, 2013	IFRS	Nil	$(86,128)	$(0.01)
February 28, 2014	IFRS	nil	$(46,868)	$(0.01)
May 31, 2014	IFRS	nil	$(103,205)	$(0.01)
August 31, 2014	IFRS	nil	$(203,178)	$(0.01)
November 30, 2014	IFRS	nil	$(2,985)	$0.00
February 28, 2015	IFRS	nil	$(114,318)	$0.00

The following brief discussion should be read in conjunction with the unaudited consolidated financial statements and related notes for February 28, 2015.

	Three Months Period Ended February 28, 2015	Three Months Period Ended February 28, 2014	Six Months Period Ended February 28, 2015	Six Months Period Ended February 28, 2014
EXPENSES				
Amortization	$ 7,820	$ 24,823	$ 15,696	$ 48,612
Consulting (Note 11)	-	15,000	1,000	30,000
Management fees (Note 11)	-	21,000	-	42,000
Office and miscellaneous	2,787	58	2,869	140
Professional fees (Note 11)	9,993	(34,000)	27,493	(19,000)
Rent (Note 11)	8,000	10,500	8,000	21,000
Transfer agent, filing fees	3,604	9,487	13,790	10,244
Travel and promotion	543	-	543	-
	32,747	46,868	69,391	132,996
LOSS BEFORE OTHER ITEMS	$ (32,747)	$ (46,868)	$ (69,391)	$ (132,996)
Gain on settlement of debt	-	-	101,500	-
Realized loss on sales of marketable securities	(75,580)	-	(75,580)	-
INCOME (LOSS) FOR THE PERIOD	$ (108,327)	$ (48,868)	$ (43,471)	$ (132,996)
Other comprehensive income (loss)				
Unrealized gain (loss) on investment	37,200	-	37,200	(201,300)
INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD	$ (71,127)	$ (48,868)	$ (6,271)	$ (334,296)
INCOME (LOSS) PER SHARE - BASIC AND FULLY DILUTED	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)

Three months ended February 28, 2015, compared with three months ended February 28 2014

The Company's loss totaled $71,127 for the three months ended February 28, 2015, which compares with loss of $48,868 for the three months ended February 28, 2014. The increase in loss of $22,259 was principally due to:

- Realized loss on investment of $75,580 in the current quarter compared to $0 in the previous year quarter
- Decrease in management fees by $21,000 in the current quarter compared to the previous year quarter.
- Decrease in amortization by $17,003 in the current quarter compared to the previous year quarter

Six months ended February 28, 2015, compared with six months ended February 29 2014

The Company's loss totaled $6,271 for the six months ended February 28, 2015, which compares with loss of $334,296 for the six months ended February 28, 2014. The increase in loss of $328,025 was principally due to:

- Realized loss on investment of $75,580 in the current quarter compared to $0 in the previous year quarter
- Decrease in management fees by $42,000 in the current quarter compared to the previous year quarter.
- Decrease in amortization by $32,916 in the current quarter compared to the previous year quarter
- Gain on settlement of debt $101,500 in the current quarter compared to the previous year quarter.
- Unrealized gain on investment of $37,200 in the current quarter compared to a loss $201,300 in the previous year quarter

Selected Quarterly Information for three months ended February 28:

Selected first quarter data for the periods ended February 28, 2015, 2014 and 2013. Items chosen are discussed within the present MD&A.

	February 28, 2015	**February 28, 2014**	**February 28, 2013**
Consulting fees	-	15,000	15,000
Filing costs, transfer agent & shareholder reporting	3,604	9,487	757
Management fees	-	21,000	21,000
Office and miscellaneous	2,787	58	82
Professional fees	9,993	(34,000)	15,000
Rent	8,000	10,500	10,500
Travel and promotion	543	-	-
Write-off of mineral property	-	-	-
Net loss and comprehensive loss for the period	(71,127)	(48,868)	(287,428)
Working capital	118,641	(283,825)	(324,481)
Mineral properties and deferred costs	2,508,377	2,620,774	2,683,475
Shareholder equity	2,627,018	2,896,424	2,432,751

Liquidity and Capital Resources

The Company has no operating revenue and therefore must utilize it current cash reserves and rely on external financing to generate capital to maintain its capacity to meet working capital requirements and ongoing discretionary exploration programs. As a result, the Company continues to incur net losses. As of February 28, 2014, the Company had $60,906 in cash, 20,940,494 common shares issued and 1,207,500 options outstanding.

During the period ended February 28, 2015, the Company spent $52,460 in operations and $NIL in mineral property acquisitions and exploration activities and $0 in purchase of equipment and machinery.

The Company's management believes that the Company has sufficient funds for the next three months to enable to meet the ongoing obligations as they become due.

The Company recognizes that it will require additional funding which the Company will raise through the market and debt instruments but there can be no assurance the management can raise the required capital.

To the date of this MD&A, the cash resources of the Company are held in cash with a major Canadian financial institution. The Company continues to have no debt and its credit and interest rate risk is minimal. Accounts payable and accrued liabilities are short-term and non-interest bearing. The Company's liquidity risk with financial instruments is minimal. In addition, accounts receivable are composed mainly of sales tax receivable from government authorities in Canada.

SHARE CAPITAL:

As at April 29, 2015, there were following issued and outstanding:

a. 20,940,494 common shares outstanding.

b. 1,207,500 stock options outstanding.

Transactions with related parties

During the period ended, the Company incurred the following transactions with directors and/or companies controlled by directors:

	Six month ended	
	February 28,2015	**February 28, 2014**
Consulting	$ -	$ 15,000
Management fees	-	21,000
Professional fees	7,500	15,000
Office rent and supplies	-	10,500
	$ 7,500	$ 61,500

These charges were measured by the exchange amount, which is the amount agreed upon by the transacting parties.

a. The Company paid $Nil (2014 - $42,000) in management fees to its President and paid $15,000 (2014 - $60,000) in professional fees to its CFO.

b. $NIL (2014 - $30,000) paid in consulting fees for administration to a director of the Company.

c. $NIL (2014 - $21,500) paid in rent to a company controlled by two directors of the Company.

d. See Note 9(c) for transactions with Tajiri Resources Corp., a Company with common directors

Off-balance sheet items:

The Company does not have any off-balance sheet items.

Significant accounting policies and new accounting policies

A detailed summary of the Company's significant accounting policies is included in note 2 of the Company's unaudited financial statements for the period ended February 28, 2015.

Critical Accounting Estimates

The Company is a development stage company. The financial statements have been prepared using accounting principles applicable to a going concern which assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. There are conditions which may raise doubt regarding this assumption. The financial statements do not include adjustments that would be necessary should the Company be unable to continue as a going concern. These adjustments could be material.

The amounts recorded for capitalized exploration and evaluation assets, stock based compensation and future income taxes are based on estimates. By their nature, these estimates are subject to measurement uncertainty and changes in these estimates may impact the financial statements for future periods. Amounts recorded for exploration and evaluation assets represent costs incurred to date and are not intended to reflect present or future values. The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves and future production or proceeds from the disposition the

Financial instruments

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. All financial instruments are required to be measured at fair value on initial recognition, except for certain related party transactions.

The Company's exposure to financial risk factors is detailed in Note 16 to the financial statements. While the Company is a development stage company and has no production or sales revenues, it bears commodity price risk in that commodity prices may influence investors and thus impact the outcome of the Company's future equity financings. The Company considers that supply and demand fundamentals for gold remain strong.

Capital Disclosure:

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern to pursue the development of its mineral properties and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents. As at February 28, 2015, the Company has not entered into any debt financing.

The Company is dependent on the capital markets as its sole source of operating capital and the Company's capital resources are largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for investor support of its projects.

The Company is not subject to any capital requirements.

Investor relations activities

Investor Relations activities of the Company consisted of the dissemination of news releases by officers and directors. In addition, management of the Company responded to requests by shareholders and investment dealers for information, and disseminated financial information as required by applicable laws. The Directors of the Company have been actively contacting interested parties.

Risk factors

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their 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.

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.

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Exploration and Mining Risks

The Company is engaged in mineral exploration and development activities. Mineral exploration and development involves a high degree of risk and few properties which are explored are ultimately developed into producing mines. There is no assurance that a mineral deposit will ever be discovered and economically produced.

The long-term profitability of our operations will be in part directly related to the cost and success of our exploration programs, which may be affected by a number of factors beyond our control. Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of mineral resources, any of which could result in work stoppages, damage to property, and possible environmental damage.

Hazards such as unusual or unexpected formations and other conditions such as formation pressures, fire, power outages, labour disruptions, flooding, explorations, cave-ins, landslides and the inability to obtain suitable machinery, equipment or labour are involved in mineral exploration, development and operation. We may become subject to liability for pollution, cave-ins or hazards against which we cannot insure or against which we may elect not to insure. The payment of such liabilities may have a material, adverse effect on our financial position. The Company relies upon consultants and others for exploration and development expertise. Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining.

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

History of losses:

The Company has historically incurred losses as evidenced by its audited consolidated financial statements for the years ended August 31, 2014 and August 31, 2013. The Company has financed its operations principally through the sale of its equity securities. The Company does not anticipate that it will earn any revenue from its operations until its properties are placed into production, if ever. If the Company is unable to place its properties into production, the Company may never realize revenues from operations, will continue to incur losses and you may lose the value of your investment.

Unexpected delays:

The Company's minerals business will be subject to the risk of unanticipated delays including permitting its contemplated projects. Such delays may be caused by fluctuations in commodity prices, mining risks, difficulty in arranging needed financing, unanticipated permitting requirements or legal obstruction in the permitting process by project opponents. In addition to adding to project capital costs (and possibly operating costs), such delays, if protracted, could result in a write-off of all or a portion of the carrying value of the delayed project.

Trends

The mineral exploration industry goes through difficult period with low prices for both precious and base metals. Lack of interest may lead to low market capitalizations. Environmental groups have successfully lobbied for more wilderness areas and parks where exploration and mining activities are not allowed. Native groups are actively pursuing land claims and there is a rise of militant national and religious groups in many parts of the world. These issues tend to restrict the areas where mineral exploration and development of new mines can occur.

Industry

The Company is engaged in the exploration of mineral properties, an inherently risky business. There is no assurance that a mineral deposit will ever be discovered and economically produced. Most exploration projects do not result in the discovery of commercially mineable ore deposits.

Cash flows and additional funding requirements

The Company has not commenced operations as yet. If any of the Company's exploration programs are successful and optionees of properties complete their earn-in, the Company would have to provide its share of ongoing exploration and development costs in order to maintain its interest in the projects. Additional capital would be required to put a property into commercial production. Although the Company presently has sufficient financial resources to undertake all of its currently planned exploration programs, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be advantageous to the Company.

Financing Risks

The Company is limited in both financial resources, and sources of operating cash flow and has no assurance that additional funding will be available to us for further exploration and development of our projects or to fulfill our obligations under any applicable agreements. There can be no assurance that we will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of our projects with the possible loss of such properties. Also see the Company audited financial statements (Note 16).

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Environmental Regulations

The Company's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for noncompliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. There is no assurance that future changes in environmental regulation, if any, will not adversely affect our operations.

Failure to comply may result in enforcement actions causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures.

Laws and regulations

The Company's exploration activities are subject to extensive federal, provincial, state and local laws and regulations governing prospecting, development, production, exports, taxes, labour standards, occupational health and safety, mine safety and other matters in all the jurisdictions it operates in. Such laws and regulations are subject to change, can become more stringent and compliance can therefore become more costly. The Company applies the expertise of its management, its advisors, its employees and contractors to ensure compliance with current laws in Canada.

Title to mineral properties

While the Company has investigated title to its mineral properties, this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects. Unresolved native land claim issues in British Columbia may affect the Company's properties in these jurisdictions in the future.

Possible Dilution to Present and Prospective Shareholders

The Company's plan of operation, in part, contemplates the financing of the conduct of its business by the issuance of cash, securities of the Company, or a combination of the two, and possibly, incurring debt. Any transaction involving the issuance of previously authorized but unissued shares of common stock, or securities convertible into common stock, would result in dilution, possibly substantial, to present and prospective holders of common stock. The Company may seek a joint venture partner to fund in whole or in part exploration projects. This dilutes the

Company's interest in properties it has acquired. This dilution of interest in properties is done to spread or minimize the risk and to expose the Company to more exploration plays but means that any profit that might result from a possible discovery would be shared with the joint venture partner. There is no guarantee that the Company can find a joint venture partner for any property.

Conflict of Interest

Some of the Company's directors and officers are directors and officers of other natural resource or mining-related companies. These associations may give rise from time to time to conflicts of interest. As a result of which, the Company may miss the opportunity to participate in certain transactions and may have a material, adverse effect on its financial position.

Competition

The mineral industry is intensely competitive in all its phases. We compete with many companies possessing greater financial resources and technical facilities than the Company for the acquisition of mineral concessions, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees. In addition, there is no assurance that a ready market will exist for the sale of commercial quantities of ore. Factors beyond the control of the Company may affect the marketability of any substances discovered. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital or losing our investment capital.

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Markets for Securities

There can be no assurance that an active trading market in our securities will be established and sustained. The market price for our securities could be subject to wide fluctuations. Factors such as commodity prices, government regulation, interest rates, share price movements of our peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the securities of the Company. The stock market has from time to time experienced extreme price and volume fluctuations, particularly in the mining sector, which have often been unrelated to the operating performance of particular companies.

The relatively low trading volume of the Company's shares reduces the liquidity of an investment in the Company's shares.

Trading Volume

The relatively low trading volume of the Company's shares reduces the liquidity of an investment in the Company's shares.

Volatility of Share Price

Market prices for shares of early stage companies are often volatile. Factors such as announcements of mineral discoveries, financial results, and other factors could have a significant effect on the price of the Company's shares.

Reliance on Key Individuals

Our success depends to a certain degree upon certain key members of the management. It is expected that these individuals will be a significant factor in our growth and success. The loss of the service of members of the management and certain key employees could have a material adverse effect on the Company

Disclosure of internal controls

There have been no significant changes in the Company's disclosure controls and processes

In the light of the Company's small size, controls and procedures for financial reporting and public disclosure are affected by limited segregation of duties. To mitigate potential control weaknesses, the Chief Executive Officer ('CEO') is actively involved in the day to day business of the Company, the CEO and Chief Financial Officer ('CFO') jointly review all payments, and the Company has implemented accounting data review procedures to assist the integrity of reports. It is not economically feasible, at the Company's current size and with the limited number of staff available, to achieve optimum or complete segregation of duties. Also, the Company does not have a sufficient number of finance personnel with the required technical knowledge to address all complex and non-routine accounting transactions that may arise. These weaknesses in internal controls raise the possibility that a material misstatement may not be prevented or detected. Management and the Board of Directors work towards mitigating the risk of material misstatements: the integral role of the CEO in day to day operations provides a direct connection to source data, the review and approval by the Board of all material transactions and the use of accounting data review procedures, all provide a further level of assurance. The Company has no plans to remediate the above weaknesses which are linked with its current size and nature of operations.

Although the British Columbia Securities Commission exempted Venture Issuers from the requirement to certify disclosure controls and procedures, Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that

(i) the audited annual 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 audited annual financial statements; and

(ii) the audited annual financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings (NI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

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

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

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

There have been no significant changes in the Company's disclosure controls and processes during the period ended February 28, 2015.

ADDITIONAL INFORMATION

Additional information relating to the Company, including the most recently completed fiscal year, is available on SEDAR at www.sedar.com.

On behalf of the Board of Directors,

"Steve Smith"
Steve Smith
President and Director

April 29, 2015