

**Sierra Iron Ore Corporation**  
**Management Discussion and Analysis (“MD&A”)**  
**Nine Months Period Ended June 30, 2015**

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The effective date of this report is August 24, 2015.

## **Management Discussion & Analysis**

Management’s discussion and analysis (“MD&A”) provides a detailed analysis of the results and financial condition of Sierra Iron Ore Corporation (the “Company” or “Sierra”) for the period ended June 30, 2015. The following MD&A should be read in conjunction with the unaudited condensed consolidated interim financial statements for the periods ended June 30, 2015, which have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and in accordance with International Accounting Standards (“IAS”) 34, Interim Financial Reporting.

The reader should also refer to the audited consolidated financial statements for the year ended September 30, 2014, which were prepared in accordance with IFRS.

The unaudited condensed consolidated interim financial statements were prepared in accordance with IFRS with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The operations of the Company were primarily funded by the issue of share capital.

The continued operations of the Company are dependent on its ability to develop a sufficient financing plan, receive continued financial support from related parties, complete sufficient public equity financing, or generate profitable operations in the future. The condensed consolidated interim financial statements do not include any adjustments to the amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue business.

The Company’s continuing operations are dependent upon its ability to identify, evaluate and negotiate an agreement to acquire an interest in a material asset or business. Any acquisition or investment proposed by the Company will be subject to regulatory approval.

News releases and previous filings may be found on SEDAR at [www.SEDAR.com](http://www.SEDAR.com).

The Company’s management is responsible for presentation and preparation of the financial statements and the MD&A.

## **Description of Business**

Sierra Iron Ore Corporation (the “Company”) was incorporated under the Business Corporations Act (British Columbia) on July 20, 2009 and is publicly listed and traded on the TSX Venture Exchange (“TSX-V”). The Company is currently engaged in the identification, acquisition and exploration of prospective precious metal properties in Canada. The Company’s head office address is 13236 Cliffstone Court, Lake Country, British Columbia, V4V 2R1, Canada. The Company’s registered and records office is located 1400 – 1125 Howe Street, Vancouver, British Columbia, V6Z 2K8, Canada.

## **Forward Looking Statements**

Certain information within the meaning of applicable Canadian securities laws. Such forward-looking information may include, but is not limited to, information which reflect management’s expectations regarding the Company’s future growth, results of operations (including, without limitation to future production and capital expenditures), performance (both operational and financial) and business prospects (including the timing and development of new deposits and the success of exploration activities) and opportunities. Often, this information includes words 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.

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In making and providing the forward-looking information included in this MD&A the Company’s assumptions may include among other things: (i) assumptions about the price of base metals; (ii) that there are no material delays in the optimization of operations at the exploration and evaluation assets; (iii) assumptions about operating costs and expenditures; (iv) assumptions about future production and recovery; (v) that there is no unanticipated fluctuation in foreign exchange rates; and (vi) that there is no material deterioration in general economic conditions. Although management believes that the assumptions made and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information will prove to be accurate. By its nature, forward-looking information is based on assumptions and involves known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, performance or achievements, or results, to be materially different from future results, performance or achievements expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include among other things the following: (i) decreases in the price of base metals; (ii) the risk that the Company will continue to have negative operating cash flow; (iii) the risk that additional financing will not be obtained as and when required; (iv) material increases in operating costs; (v) adverse fluctuations in foreign exchange rates; and (vi) environmental risks and changes in environmental legislation.

This MD&A (See “Financial Instruments and Risk Management”) contains information on risks, uncertainties and other factors relating to the forward-looking information. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company’s control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to reissue or update forward looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward-looking information disclosed in this document is qualified by this cautionary statement.

## **Overall Performance**

- The Company’s loss for the period ended June 30, 2015 was \$623,404.
- Working capital deficit was \$1,296,795 at June 30, 2015.

## **Mineral Properties**

### **Emerald Lake, Ontario**

On April 29, 2014, the Company signed a letter of intent, replaced with a definitive agreement which was later amended, with Emerald Lake Development Corporation. Subject to the agreement, the Company will have the right to earn 60% of the iron mineralization located on a property located north of the town of Emo, Ontario. The acquisition terms will require:

- i) pay \$5,000 (paid)
- ii) pay \$50,000 (paid)
- iii) pay \$200,000 to be paid on or before the earlier of October 14, 2016 or when a positive production decision is mutually determined
- iv) issue 2,608,000 common shares (issued at a value of \$352,080)
- v) issue 6,392,000 common shares upon the earlier of the presentation to the parties of a positive feasibility study respecting the property, or the commencement of commercial production.

The Company will be required to make exploration expenditures over 24 months of a minimum of \$2,000,000. The Company will also have the right to acquire an additional 32% interest in the iron ore mineralization present on the property, as well as a right of first refusal respecting properties acquired in future by the vendor. A finder’s fee of 373,100 shares is issuable (issued 257,625 shares valued at \$34,779, the remaining 115,475 shares are to be issued by October 14, 2015).

During the period ended June 30, 2015, the Company paid a \$250,000 deposit toward future mineral property exploration costs.

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In August 2014, the Company purchased a free-hold farm property in Ontario. The 170 acre property includes a 4 bedroom house and out buildings suitable for storing equipment. The Company will use this property as a field base for its Ontario operations. The Property is proximally located to the mineral claims (gold/iron ore) recently optioned by the Company. The Company has also acquired the iron ore and gold mineralization rights underlying this property; however, these rights have been assigned to the arm's length mortgage lender as partial security for a mortgage of \$263,791 which the Company gave in order to fund the purchase.

**Farm Property, Emo, Ontario**

In May 2015, the Company entered into an option agreement with Emerald Lake Development Corporation (“ELD”) which will entitle the Company to earn up to 92% of all mineral rights on Claim #4271029 Located in the N1/2 of Lot 8, Con 5. (About 6 miles north of Emo Ontario) - An area of about 158 acres - subject to a 3% net smelter return royalty.

This acquisition complements the Company's previous acquisitions in the area. Reference is made to its press releases of July 24, 2014 and August 26, 2014.

In July 2015, the Company amended the above option agreement. The original terms of the option agreement specified that the Company issue shares consisting of 19.9% of the Company's issued and outstanding capital upon the receipt of a positive prefeasibility study on the property (in order to earn a 50% interest), and issue shares having a value equal to the fair market value of the property upon the receipt of a positive feasibility study (in order to earn the other 42%). There was also a required work commitment of \$2,000,000 over two years.

The amended option agreement specifies that the Company pay to ELD for an initial undivided 50% interest in the Property:

- (i) \$250,000 upon regulatory approval;
- (ii) \$250,000 on or before one year after regulatory approval;
- (iii) 3,000,000 common shares upon regulatory approval; and
- (iv) 3,000,000 common shares no later than one year after the preceding share issuance.

The Company will also be required to complete a work program having a cost of no less than \$2,000,000 over the 24-month period following the date of the option agreement.

Provided that the Company completes the foregoing requirements to complete the purchase of 50% in the Property, for a period of 2-years from the date of earning the Company will have a right of first refusal to purchase an additional 42% of the Property at a price to be determined by an independent third party valuator.

The property consists primarily of an approximately kilometre long segment of a linear tabular body existing along a strike length of approximately 31 kilometres. The area has been shown by detail ground magnetics to possess width regularity and the mineralized zone is hosted by clastic sediments, representing a portion of the Richardson trough. An anticlinal fold has been decapitated by erosion so as to expose an underlying noritic (laccomorphic) layered complex. Thermal effects attributed to the emplacement of the complex, have yet to be determined. The presence of nearby outcropping of bedrock suggests the presence of variable to manageable thicknesses of overburden.

In June 2015, the Company announced positive results from a geochemical survey conducted on its Emo, Ontario optioned claims. In addition to defining a drill target for gold, targets were located for other metals, including Ni -Cu-PGMs were identified. Significantly all targets align along the apparently same NNE- SSW trend. Additional anomalies will require and expanded geochemical survey to enhance refinement.

In June 2015, the Company announced that it was analyzing its geochemical results for the purpose of confirming suggested mineralization trends. This analysis will assist in the prioritization of its identified anomalies in preparation for planned Q3 diamond drilling. The Company has solicited tenders for diamond drilling of previously unidentified anomalies located on

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its optioned ground in western Ontario. The Ni- Cu – PGM anomalies appear to be supplemented by Fe (magnetite) +Au. Sierra fully expects the drilling to commence in Q3.

On July 22, 2015, the Company announced it had received competitive bids from a number of drilling contractors for the drilling program. The bids are being currently being reviewed with the successful bid being awarded at a later date for an August start.

Mr. Frank Puskas, P. Eng., a Qualified Person (QP) as defined by National Instrument 43-101, is responsible for the technical information contained in this MD&A relating to the Ontario Properties.

### **Tom Cat Claims, British Columbia**

Pursuant to an option agreement dated June 17, 2010 the Company was granted an option to earn up to a 100% undivided interest in certain mining claims (known as the Tom Cat Claims) located in the Nicola Mining District, British Columbia in consideration for \$35,000 and the issuance of 450,000 common shares to the optionor over two years as follows:

- \$10,000 on signing the option agreement (paid);
- 150,000 shares following TSX-V approval (issued at a value of \$27,000);
- \$25,000 and 100,000 shares on November 10, 2011 (paid and issued at a value of \$50,000); and
- 200,000 shares on November 10, 2012 (issued at a value of \$130,000)

The optionor will retain an NSR royalty of 2%; 1% of which may be purchased for \$2,000,000 for five years from the start of commercial production.

The Tom Cat property is located 200 kilometers east-northeast of Vancouver within the historic Aspen Grove copper camp and shares a property boundary with the Big Kidd property that was recently optioned by Extrata and currently under exploration. The region is well known to host some of the world's significant copper resources, including those at Copper Mountain and at the Highland Valley.

In October 2012, the Company announced the commencement of an exploration program of geological mapping and sampling program as a prelude to a planned diamond drill program on the property.

In December 2012, the Company staked additional mineral claims adjacent to the Tom Cat property and, with the addition of the newly staked claims, the Tom Cat property is now comprised of ten contiguous mineral claims covering an area of 4013 hectares.

The Aspen Grove area was recognized for its potential in developing economic mineral deposits since the initial discovery of copper mineralization in the late 1880's. The recognition was later progressively justified with the perseverance of exploration to the development of productive mineral resources at the recently reactivated Copper Mountain mine 50 kilometres to the south and the world class Highland Valley mine 80 kilometres to the north, in addition to other producers, past producers and pending producers within this prime geological porphyry belt. The ground covered by the property has been explored by prospecting and trenching since 1906 resulting in the discovery of nine documented mineral prospects and/or showings. Continued exploration on the Tom Cat showing resulted in a 1965 Pyramid Mining drill intersection of 45.7 meters of 0.32% copper. In 2006 & 2007 exploration by Bold Ventures resulted in the delineation of variable chargeability IP drill targets followed by a the diamond drilling on the Tom Cat showing which confirmed the historic result in the intersection of 4.4 metres of 0.54% copper in a 40 metre section of mineralization. In one of the nine holes drilled a - 50° drill hole (K07-05) 650 metres north of the Tom Cat was terminated in progressively altered volcanics indicating a potential intrusive contact.

A 2015 diamond drilling program is planned for the Property. The first drill hole is proposed for a location 600 metres north-northwest of the Tom Cat showing, near the AR2 mineral showing where a 0.5 metre sample from a volcanic shear zone reportedly (Minfile) returned a assay of 0.5% copper and where the 2006 IP survey indicated a progressively increasing chargeability to 12-14ms at the 300 metre level.

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The initial drill hole is proposed for a 500 metre depth to test for a potential mineralized intrusive indicated from the 2006 K05-07 drill hole, the possible surface seepage in the shear zone of the AR2 mineral showing, and by the anomalous IP zone at a 300 metre depth.

The degree of mineralization and potential for a copper mineral zones is indicated on the properties adjacent to the Property.

To the north, Minfile records report an inferred 1.8 million tonnes of 1.00% copper on the Paycinci developed prospect and a drill indicated 54,000 tonnes of 0.876% copper on the Cincinnatti. To the south at the Par prospect, Minfile records report a historical noncompliant assay from a trench over various samples taken on 116 meters averaged 0.64% copper. (NOTE: Historic records cannot be relied upon unless verified in accordance with NI 43-101.)

The Company is applying to reactivate a previously issued permit for diamond drilling on the Property.

The Tom Cat diamond drill program is proposed to commence on or around June 15, 2015.

Ruben Verzosa, P. Eng., a Qualified Person (QP) as defined by National Instrument 43-101, is responsible for the technical information contained in this MD&A relating to the Tom Cat property.

### **Liquidity, Capital Resources and Capital Expenditures**

The continued operations of the Company are dependent on its ability to develop a sufficient financing plan, receive continued financial support from related parties, complete sufficient public equity financing, or generate profitable operations in the future.

The Company's continuing operations are dependent upon its ability to identify, evaluate and negotiate an agreement to acquire an interest in a material asset or business.

The Company will take appropriate measures to raise the necessary funding through private placements, exercising of stock options, warrants and/or credit facilities to address its liabilities and to continue operations.

At June 30, 2015, the Company's working capital (deficit), defined as current assets less current liabilities, was \$(1,094,795) down from \$(1,583,209) at September 30, 2014, primarily due to settlement of accounts payable.

During the period ended June 30, 2015, the Company:

- i) issued 3,849,291 common shares to creditors to settle debts aggregating \$577,394.
- ii) issued 1,767,000 units for gross proceeds of \$265,050. Each unit consists of one common share issued at \$0.15 per share, and one common share purchase warrant. Each common share purchase warrant may be exercised by the holder to purchase an additional common share at a price of \$0.20 for 24 months from closing. At September 30, 2014, the Company had received \$190,050 in subscriptions which was recorded as subscriptions received in advance.
- iii) issued 2,865,625 shares at a value of \$386,859 for the acquisition of the Emerald Lake property.
- iv) issued 1,066,667 units for gross proceeds of \$160,000. Each unit consists of one common share issued at \$0.15 per share, and one common share purchase warrant. Each common share purchase warrant may be exercised by the holder to purchase an additional common share at a price of \$0.20 for 24 months from closing.

In April 2015, the Company issued 300,000 units for gross proceeds of \$45,000. Each unit consists of one common share issued at \$0.15 per share, and one common share purchase warrant. Each common share purchase warrant may be exercised by the holder to purchase an additional common share at a price of \$0.20 for 24-months from closing.

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In May 2015, the Company issued 1,000,000 units for gross proceeds of \$240,000. Each unit consists of one common share issued at \$0.24 per share, and one common share purchase warrant. Each common share purchase warrant may be exercised by the holder to purchase an additional common share at a price of \$0.24 for 24-months from closing.

In May 2015, the Company announced a private placement to a qualified investor of a convertible debenture with a value of \$250,000. The debenture has a term to maturity of 18-months from issuance, will bear interest at 10% and is convertible into common shares of the Company (as to principal and/or interest), at a price of \$0.30 per share, at any time prior to maturity.

The Company’s cash is mainly in Canadian dollars. The Company is subject to only minor exchange rate fluctuations relative to the reporting currency.

The Company has not made any commitments for capital expenditures, for exploration and development expenses, or for mineral property option payments.

The Company has not made any arrangements for sources of financing that remain undrawn.

### **Contractual Obligations**

The Company has no long-term debt outstanding or contractual obligations other than those contained in option agreements respecting its mineral properties.

### **Summary of Quarterly Results**

The table below provides, for each of the quarters since incorporation, a summary of both property acquisition and exploration costs on a project-by-project basis, and of corporate expenses.

|                                     | <b>Loss per<br/>quarter</b> | <b>Fully<br/>diluted loss<br/>per share</b> | <b>Interest<br/>income</b> | <b>Property<br/>costs –<br/>Tom<br/>Cat claims</b> | <b>Property<br/>costs -<br/>Emerald<br/>Lake</b> | <b>Property<br/>costs<br/>EI<br/>Creston</b> |
|-------------------------------------|-----------------------------|---------------------------------------------|----------------------------|----------------------------------------------------|--------------------------------------------------|----------------------------------------------|
| Jul. 1, 2013 – Sept. 30, 2013 (i)   | (457,804)                   | 0.02                                        | -                          | -                                                  | -                                                | 645,729                                      |
| Oct. 1, 2013 – Dec. 31, 2013 (ii)   | (213,214)                   | 0.01                                        | -                          | 12,000                                             | -                                                | 180,909                                      |
| Jan. 1, 2013 – Mar. 31, 2014        | (229,853)                   | 0.01                                        | -                          | 3,000                                              | -                                                | 87,743                                       |
| Apr. 1, 2014 – Jun. 30, 2014        | (210,898)                   | 0.01                                        | -                          | -                                                  | 5,000                                            | 96,136                                       |
| Jul. 1, 2014 – Sept. 30, 2014 (iii) | (5,866,598)                 | 0.26                                        | -                          | 24,000                                             | 60,000                                           | 50,566                                       |
| Oct. 1, 2014 – Dec. 31, 2014        | (238,542)                   | 0.01                                        | -                          | -                                                  | 4,500                                            | -                                            |
| Jan. 1, 2015 – Mar. 31, 2015        | (209,943)                   | 0.01                                        | -                          | -                                                  | -                                                | -                                            |
| Apr. 1, 2015 – Jun. 30, 2015        | (174,919)                   | 0.01                                        | -                          | -                                                  | 8,800                                            | -                                            |

(i) Includes share-based compensation expense of \$156,015.

(ii) Includes share-based compensation expense of \$227,270.

(iii) Includes the write off of El Creston property and equipment of \$5,536,567.

### **Nine Months Ended June 30, 2015**

Net loss and comprehensive loss for the period ended June 30, 2015 was \$623,404 compared to \$653,965 for period ended June 30, 2014. During the period ended June 30, 2015:

- i) Consulting fees decreased to \$95,801 (2014 - \$134,683) due to decreased consulting services during the current period.
- ii) General, rent, and administrative decreased to \$51,389 (2014 – \$95,142) due to a decrease of overall activities during the current period.
- iii) Office and miscellaneous increased to \$150,698 (2014 - \$113,029) due to increased overall activities in the current period.

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- iv) Professional fees increased to \$108,692 (2014 - \$61,990) due to higher legal costs associated with the private placement and the share for debt settlement occurred in the current period.
- v) Regulatory fees decreased to \$12,034 (2014 – \$37,416) due to a decrease overall activities in the current period.
- vi) Travel and promotion decreased to \$56,517 (2014 - \$96,003) due to the Company taking less trips to properties in the current period.

### **Three Months Ended June 30, 2015**

Net loss and comprehensive loss for the period ended June 30, 2015 was \$174,919 compared to \$210,898 for period ended June 30, 2014. During the period ended June 30, 2015:

- i) Consulting fees decreased to \$56,784 (2014 - \$41,926) due to a decrease of overall activities during the current period.
- ii) General, rent, and administrative decreased to \$15,652 (2014 – \$60,196) due to a decrease of overall activities during the current period.
- iii) Office and miscellaneous increased to \$11,050 (2014 - \$20,836) due to an increase of overall activities in the current period.
- iv) Regulatory fees decreased to \$2,072 (2014 – \$1,536) due to a decrease overall activities in the current period.
- v) Travel and promotion increased to \$30,236 (2014 - \$26,050) due to the Company taking more trips to properties in the current period.

### **Financial Risk Factors**

The Company’s risk exposures and the impact on the Company’s financial instruments are summarized below:

The carrying value of the Company’s subscriptions receivable, accounts payable and accrued liabilities and due to related parties approximate their fair value because of the short-term nature of these instruments. Cash is carried at a fair value using a level 1 fair value measurement.

#### *Credit risk*

Credit risk is the risk of loss associated with counterparty’s inability to fulfil its payment obligations. The Company’s management believes it has no significant credit risk.

#### *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 June 30, 2015, the Company had a cash balance of \$16,026 (September 30, 2014 - \$12,541) to settle current liabilities of \$1,382,127 (September 30, 2014 - \$1,610,875). All of the Company’s accounts payable and accrued liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms. The Company expects to fund these liabilities through the use of existing cash resources and additional equity financing.

### **Capital Management**

The Company’s primary objectives in capital management are to safeguard the Company’s ability to continue as a going concern in order to provide return for shareholders and to maintain sufficient funds to finance the exploration and development of its exploration and evaluation interests. Capital is comprised of the Company’s shareholders’ equity. As at June 30, 2015, the Company’s shareholders’ equity was \$307,468 (September 30, 2014 – deficiency of \$566,234).

The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital and is not subject to externally imposed capital requirements. There were no changes in the Company’s approach to capital management during the period ended June 30, 2015.

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*Market risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

The Company has cash balances held with financial institutions. The Company is satisfied with the credit rating of its bank.

b) Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash and accounts payable and accrued liabilities that are denominated in a foreign currency. As at June 30, 2015, the Company had minimal cash amounts in foreign currencies and considers foreign currency risk insignificant.

c) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. 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 of commodities, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

**Off Balance Sheet Arrangements**

The Company did not have any off-balance sheet arrangements as at June 30, 2015.

**Related Party Transactions**

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and Board of Director members. Other than disclosed below, there was no other compensation paid to key management during the periods ended June 30, 2015 and 2014. During the period ended June 30, 2015, the Company paid or accrued:

- (i) general, rent and administration fees of \$6,975 (2014 - \$79,244) to the CEO and a company with a common director of the Company.
- (ii) management fees of \$88,627 (2014 - \$82,000) to the CEO and CFO and companies controlled by CEO and CFO of the Company.
- (iii) directors fees of \$22,310 (2014 - \$15,000) to directors of the Company.
- (iv) consulting fees of \$Nil (2014 - \$48,614) to a company controlled by an ex-officer of the Company.

Included in accounts payable and accrued liabilities as at June 30, 2015 is \$158,571 (September 30, 2014 - \$302,880) due to directors, a spouse of a director, and companies controlled by directors.

At June 30, 2015, the Company owed the CEO \$434,561 (September 30, 2014 - \$399,786) for management fees as well as expenses that he paid for on behalf of the Company and \$24,500 for loans received from the CEO (Note 5). The Company has a balance receivable from a corporation with common directors of \$195,451 (September 30, 2014 - \$201,239) for expenses incurred for the USA Subsidiary.



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**Outstanding Share Information at August 24, 2015**

Authorized Capital

Unlimited common shares without par value.

Issued and Outstanding Capital

35,324,321 shares outstanding

Stock Options and Warrants Outstanding

The following stock options were outstanding August 24, 2015:

| Expiry Date        | Exercise Price | Number of Options | Number of Options Exercisable |
|--------------------|----------------|-------------------|-------------------------------|
| September 7, 2015  | \$ 0.40        | 473,746           | 473,746                       |
| January 17, 2016   | \$ 0.42        | 421,428           | 421,428                       |
| June 28, 2016      | \$ 0.80        | 214,903           | 214,903                       |
| May 8, 2018        | \$ 0.40        | 400,000           | 400,000                       |
| September 7, 2018  | \$ 0.40        | 132,500           | 132,500                       |
| September 17, 2018 | \$ 0.43        | 117,500           | 117,500                       |
| July 21, 2017      | \$ 0.75        | 1,730,000         | 1,730,000                     |
|                    |                | 3,490,077         | 3,490,077                     |

The following warrants were outstanding at August 24, 2015:

| Number of Warrants | Exercise Price | Expiry Date        |
|--------------------|----------------|--------------------|
| 637,500            | \$ 0.40        | September 12, 2015 |
| 257,500            | \$ 0.55        | February 25, 2016  |
| 1,666,668          | \$ 0.20        | June 19, 2016      |
| 1,767,000          | \$ 0.20        | December 21, 2016  |
| 1,066,667          | \$ 0.20        | March 6, 2017      |
| 300,000            | \$ 0.20        | April 7, 2017      |
| 1,000,000          | \$ 0.24        | May 6, 2017        |
| 6,695,335          |                |                    |

**Uncertainties and Risk Factors**

Being in the exploration stage, the Company will face a variety of risks, and while unable to eliminate all of them, the Company aims at managing and reducing such risks as much as possible. The Company faces a variety of risk factors such as project feasibility, risks related to determining the validity of mineral property title claims, commodities prices, Political and environmental laws and regulations. Management monitors its activities and those factors that could impact them in order to manage risk and make timely decisions.

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## **Board of Directors**

On December 17, 2014, the Company announced the appointment of Mr. David Cross to the Board of Directors.

On July 17, 2015, the Company announced that Mr. David Cross had resigned from the Board of Directors.

On August 10, 2015, the Company announced that Mr. Laurence Sookochoff had resigned the Board of Directors.

## **Financial Instruments**

Please refer to Note 2 and Note 8 in the June 30, 2015 unaudited condensed consolidated interim financial statements on [www.SEDAR.com](http://www.SEDAR.com) for financial instrument information.

## **New Accounting Policies and New Accounting Pronouncements**

Please refer to Note 2 in the June 30, 2015 unaudited condensed consolidated interim financial statements on [www.SEDAR.com](http://www.SEDAR.com) for newly adopted accounting policies and recent accounting pronouncements.

## **Presidents Message**

The Management Team would like to thank the shareholders for their continued support in the Company’s quest to establish economic mineralization on its properties. Management’s goal is to continue pursuing opportunities in order to enhance shareholder value.

During the year ended September 30, 2014, the Company faced difficult operating challenges. In general, world economic conditions, reduced the demand for commodities and precious metals and those markets saw only tepid recoveries from recent lows. Our industry, mineral property exploration and development, is showing slow signs of recovery; this hopefully signals a continuing upward trend.

Financing remains difficult. Traditionally, property exploration and development decisions have been driven by factors such as the geological merit of a property, commodities markets and industry trends; this has, in turn, affected the availability of financing for given projects. Another set of factors has been added that has particularly targeted companies operating in politically unstable areas; political instability in the Americas has added the risk of danger to personnel and damage to or loss of property.

The Company’s focus has changed based upon a combination of factors. In Mexico, the Company faced capital raising difficulties, potentially adverse reclamation and environmental issues, coupled with an increasing environment of political and civil instability. The Company has now shut down all operations in Mexico in favour of Canadian exploration opportunities.

Sierra Iron Ore Corp. has now raised sufficient funding to complete a surface program on the recently acquired Emo Ontario Properties followed up by a planned 1<sup>st</sup> stage 1,000 meter drill program on the properties commencing in September, 2015.

We hope for and expect greater things from Sierra’s newly acquired properties.