For the Year Ended July 31, 2014

The following management's discussion and analysis ("MDA") has been prepared as of November 24, 2014 and should be read in conjunction with Damara Gold Corp.'s *(formerly Solomon Resources Limited)* audited consolidated financial statements for the year ended July 31, 2014. The financial statements have been prepared in accordance with International Financial Reporting Standards and all numbers are reported in Canadian dollars, unless otherwise stated.

Throughout the report we refer to Damara, the "Company", "we", "us", "our" or "its". All these terms are used in respect of Damara Gold Corp. Additional information on the Company can be found on SEDAR at www.sedar.com and the Company's website at www.damaragoldcorp.com.

Cautionary Statement on Forward-Looking Information

This report contains "forward-looking statements", including, the Company's expectations as to but not limited to, comments regarding the timing and content of upcoming work programs and exploration budgets, geological interpretations, receipt of property titles, and potential mineral recovery processes. Forward-looking statements express, as at the date of this report, the Company's plans, estimates, forecasts, projections, expectations, or beliefs as to future events or results. The material factors and assumptions used to develop the forward-looking statements and forward looking information contained in this MD&A include the following: our approved budgets, exploration and assay results, results of the Company's planned exploration expenditure programs, estimated drilling success rates and other prospects. Due to the nature of the mineral resource industry, budgets are regularly reviewed in light of the success of the expenditures and other opportunities that may become available to the Company. Accordingly, while the Company anticipates that it will have the ability to spend the funds available to it, there may be circumstances where, for sound business reasons, a reallocation of funds may be prudent.

Forward-looking statements involve a number of risks and uncertainties, and there can be no assurance that such statements will prove to be accurate. Therefore, actual results and future events could differ materially from those anticipated in such statements and Damara assumes no obligation to update forward-looking information in light of actual events or results.

Factors that could cause results or events to differ materially from current expectations expressed or implied by the forward-looking statements, include, but are not limited to, factors associated with fluctuations in the market price of minerals, mining industry risks and hazards, environmental risks and hazards, economic and political events affecting metal supply and demand, uncertainty as to calculation of mineral reserves and resources, requirement of additional financing, and other risks. Actual results may differ materially from those currently anticipated in such statements.

Readers are cautioned that the foregoing list of important factors and assumptions is not exhaustive. Forward-looking statements are not guarantees of future performance. Events or circumstances could cause the Company's actual results to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements or the foregoing list of factors, whether as a result of new information or future events or otherwise, except as may be required under applicable laws.

Overview Performance and Operations

Damara Gold Corp. *(formerly Solomon Resources Limited*) ("Damara" or the "Company") was incorporated on August 1, 1989 under the *Business Corporations Act* of British Columbia. On September 30, 2014, the Company changed its name to Damara Gold Corp. Effective October 1, 2014 the Company commenced trading on the TSX Venture Exchange (the "Exchange") under the symbol "DMR" as a Tier 2 issuer.

Pursuant to receipt of shareholder approval at the Company's Special Meeting held on September 22, 2014, the Company received Exchange approval on September 30, 2014 to consolidate its share capital on the basis of 1 new common share of the Company for every 10 existing common shares (the "Consolidation"). As a result, the common shares of Damara have been consolidated on a 10:1 basis, such

that the previously existing 56,884,992 common shares have been consolidated and there are now 5,688,499 post-Consolidation common shares issued and outstanding.

The Company is in the business of exploring and developing mineral property interests with a focus in Namibia. The Company's principal asset is its optioned DGP Property located in Namibia. The Company has not earned significant revenues from its mineral property interests and is considered to be in the exploration stage. The Company's corporate head office is at Suite 110-2300 Carrington Road, West Kelowna, British Columbia V4T 2N6.

Additional information relating to the Company can be found on SEDAR at www.sedar.com and on the Company website at www.damaragoldcorp.ca.

Exploration Activities:

On March 21, 2014, the Company and Helio Resource Corp ("Helio") entered into a Letter Agreement, whereby Damara can earn up to a 60% interest in Helio's Damara Gold and Tin Project (DGP) in Namibia (the "Transaction"). The DGP Property is comprised of 2 exploration licenses covering 722km^2 located in Namibia.

The principal terms of the two-stage agreement are as follows *(all share issuances noted below are pre-consolidation)*:

- **Damara can acquire an initial 51% interest (Stage 1) by issuing an aggregate 15,000,000 common shares (5,000,000 in Year 1) and completing $1,500,000 in exploration expenditures ($300,000 in Year 1) over a 3 year period**
- **Damara can acquire an additional 9% interest (Stage 2) by issuing an additional 5,000,000 common shares and completing a further $1,500,000 in exploration expenditures in year 4.**

Additionally, under the terms of the arrangement, finder's fees of an aggregate 1,500,000 of the shares issued will be issued at each share issuance for the Transaction.

The Company received TSX Venture Exchange approval for the Transaction July 16, 2014, and accordingly issued 2,500,000 common shares to Helio and 250,000 common shares in finders' fees to a third party.

In connection with the transaction, Dr. James Oliver, PH,D., P.GEO an independent Qualified Person completed on behalf of the Company, a NI 43-101 Technical Report (the "Report") dated June 2, 2014 revised July 4, 2014 – "Technical Report on the Gold Kop – Damara Gold Project Central, Namibia with an effective date of May 15, 2014. The Report is filed on www.sedar.com under the Company's profile and Company's website www.damaragoldcorp.ca.

To provide working capital the Company entered into certain related and non-related party loans for an aggregate $260,000. The loans are un-secured with an interest rate of 15% and a maturity of 24 months from the date of advance.

As part of the Company's initial expenditures under its work commitments, the Company completed soil sampling programs at the GoldKop Extension and Twin Peaks Targets at the DGP Gold Project where in 2,117 samples were analyzed. Highlights of the programs included:

- **Discovery of the Snake River Target on the GoldKop Extension Grid - a 2.5km long, NNE-SSW trending, Ag ± Au ± Bi ± Cu ± W anomaly, located 1km north of GoldKop.**
- **The scale of polymetallic geochemical response at the Snake River Target is significantly greater than seen at GoldKop.**
- **Three new Au anomalies discovered in the Twin Peaks Target – an area with the same geology as the nearby Navachab gold mine.**
- **To date, only ~10% of the prospective geology within the project area has been covered by soil sampling.**

See Company news release dated October 28, 2014 and Company website for further details of results.

<u>Summary</u>

These results continue to demonstrate the substantial exploration potential of the DGP project. The Company intends to conduct more detailed follow up on these new targets and advance them to drill testing as soon as funds permit.

The Company announced on September 23, 2014, it would undertake a private placement for up to 5,000,000 units in the capital of the Company at a price of $0.20 per Unit for gross proceeds of up to $1,000,000. As at the date of this report the Company has not closed the transaction. The Company in light of the current market conditions post its Share Consolidation continues its efforts to complete such financing.

Selected Annual Information

		2014		2013	Comment
Royalties	$	(3,914)	$	(10,010)	1
General and administrative expenses					
Total general and administrative expenses	$	215,908	$	461,011	2
Management fees	$	120,343	$	183,283	3
Website, shareholder communication	$	5,158	$	23,618	4
Office and misc		12,934		104,525	5
Professional fees	$	46,214	$	156,207	6
Rent	$	3,655	$	33,509	7
Interest on loans payable	$	6,432	$	—	8
Other income and expense items					
Write-off of expenditures on mineral properties	$	—	$	(623,312)	9
Recovery of expenditures on mineral properties	$	—	$	10,310	10
Gain on disposal of equipment	$	7,500	$	14,322	11
Gain on sale of oil and gas interest	$	56,249	$	—	12
Gain on settlement of debt	$	168,747	$	35,000	13
Net income(loss) for the year	$	10,420	$	(972,030)	14
Net income (loss) per share (basic and fully diluted)	$	0.00	$	(0.24)	
Weighted average of shares in issue – (post-Consolidation)		5,299,286		4,118,045	
Share capital at end of period (post-Consolidation)					
Shares in issue - number of shares		5,688,499		4,831,397	15
Options and warrants - number of options and warrants		1,561,360		2,053,760	16
Fully diluted share capital at year end		7,249,859		6,885,157	
Other cash flows					
Proceeds on issue of shares	$	—	$	383,023	
Cash spent on mineral property interests	$	(153,663)	$	(400,047)	
Other balance sheet items					
Total assets	$	254,900	$	38,692	17
Working capital (deficiency)	$	(71,490)	$	(369,210)	18

Comparative information for 2012:

Revenue from royalties:	$11,701	
Net loss for the year:		$2,569,569
Net loss per share:		$0.10
Total assets:		$425,089
Long term debt:		$Nil

Comments

1. Revenue comprises oil and gas royalty receipts. The royalty interests were sold on November 19, 2013.
2. The decrease in general and administrative costs, primarily relate to the substantial decrease in legal fees and a decrease in audit fees for the year ended 2014. Additionally, office and administrative costs decreased as a result of the scale back of activities and personnel from the prior year.
3. Readers are referred to the section on transactions with related parties for details on management fees.
4. Website and shareholder communication expenditures decreased as a result of the reduction in news dissemination.
5. Office expenses in the prior year 2013 included a $48,000 penalty for leasehold improvements in connection to breaking the Company's office lease space. Additionally a reduction in overall expenses resulted from the scale back of personnel and activity including a substantial decrease in insurance costs.
6. The decrease in legal fees related to reduction in activity and a decrease in audit for the year ended 2014. Additionally in the comparative year legal and corporate tax fees of $23,228 related to the windup of the Company's Australian subsidiary.
7. The Company vacated its offices in April 2013 and in FY2014 Q3 commenced renting on a month to month basis in shared office spaces for rent, administration and reception of $951 per month compared to office rent only of $3,000 per month for the comparative year 2013.
8. Interest paid relates to loans advance from related and unrelated parties for an aggregate $260,000 in advances.
9. During the Company's prior year 2013, the write off arose when the Company returned the Rurembo property in Rwanda that it had optioned towards the end of 2012. The write off relates to expenditures incurred in both cash and through the issue of shares.
10. During the Company's prior year 2013, recoveries relate to properties given up in the Yukon Territory and the sale of the Company's interest in the Sleitat tin property in Alaska.
11. During the current year 2014, the Company recovered costs from the sale of camp equipment of $7,500. During the prior year 2013, the Company incurred a loss on disposal of equipment in Rwanda but this was offset by the gain on disposal of equipment in connection with the settlement of debt to the Company's former Chief Executive Officer (See Comment 13 for further details).
12. During the Company's current year 2014, it sold its 20% oil and gas royalty interest on its Sleitat tin property in Alaska for proceeds of $60,000 and recorded a gain of $56,249.
13. During the Company's current year 2014, reached debt settlements with various related parties (See Related Party Transactions).
14. The Company's loss in the prior year ended 2013 primarily included the write-off of expenditures on mineral properties wherein the Company's current year ended 2014, incurred a net income of $10,420 as a result of lower costs as described hereinabove offset by the settlement of debt described in Comment 13 above.
15. The increase in shares in issue for the Company's current year 2014 is due to the issuance of the Helio Shares and finders' fees related to the Transaction described in Exploration Activities hereinabove. Additionally the Company issued shares in connection with the debt settlements as described under Transactions with related parties.
16. The decrease in options and warrants for the Company's current year 2014 related to the early expiry of options held by former directors, officers and employees.
17. The increase in total assets for the Company's current year 2014, included cash of $108,175 and expenditures on exploration and evaluation assets related to the DGP property.
18. The Company as at July 31, 2014 had a working deficiency of $71,490 as a result of the reduction in trade and other payables financed by loans advanced of $260,000 recorded as non-current loans due in 2016.

Summary of quarterly results

FY 2014	Q1 $	Q2 $	Q3 $	Q4 $
Revenues	2,602	1,313	—	—
Comprehensive income (loss)	151,783	1,746	(28,090)	(115,019)
Comprehensive income (loss) per share	0.03	0.00	(0.01)	0.02

FY 2013	Q1 $	Q2 $	Q3 $	Q4 $
Revenues	1,724	1,852	5,164	1,270
Comprehensive loss	(92,893)	(228,174)	(900,088)	249,123
Comprehensive income (loss) per share	(0.03)	(0.06)	(0.20)	0.05

Notes:
1. Revenue consists of gas royalties.
2. There were no extraordinary items in the years under review.
3. The Company has non-current loans outstanding of $260,000 due in 2016.
4. The Company has no history of declaring dividends.
5. Annual and quarterly results can vary significantly depending on whether the Company has acquired any new mineral property interests, abandoned any properties, acquired or sold equipment or marketable securities, or granted any stock options.
6. The Company sold its royalty interest during Q1 2014.
7. The difference in the levels of comprehensive income (loss) between the 4th quarters of Q4 2014 and Q4 2013 respectively arises from a different timing in respect to mineral property impairments and year end audit adjustments.

As with most junior exploration companies, however, the results of operations are not the main factor in establishing the financial health of the Company. Of far greater significance are the properties the Company has, its working capital and how many shares it has outstanding.

Liquidity and capital resources

	July 31, 2014	July 31, 2013
Financial position:	$	$
Cash and cash equivalents	**108,175**	37,403
Working capital (deficiency)	**(71,490)**	(369,210)
Exploration and evaluation assets	**135,359**	1
Total Assets	**254,900**	38,692
Shareholders' deficiency	**(196,131)**	(369,209)

The Canadian capital markets for 2013 and 2014 years ended continued to be extremely challenging, especially for junior resource companies.

July 31, 2014

During the Company's current year 2014 no new shares were issued for cash. Changes to the Company's financial condition at July 31, 2014 from the Company's year ended July 31, 2013 included the decrease in working capital deficiency from 369,210 to $(71,490) as a result in loans advanced of $260,000 recorded as non-current and settlement of outstanding debt through the issuance of 5,621,020 pre-consolidated common shares of approximately $281,051.

Additionally the Company incurred $80,359 in expenditures on exploration and evaluation assets all of which on the Company's DGP property.

As at July 31, 2014 the Company had long term debt of, $260,000 in loans received from related and unrelated parties. The loans will mature in 2016 with interest payable at 15% accrued and paid annually and some cases quarterly.

As noted hereinabove the Company is working towards the completion of a private placement as the Company will require funds to complete the balance of Year 1 work commitments by 2015 as well as provide the necessary working capital for a further 12 months for overhead expenditures.

July 31, 2013

The Company closed a private placement in October 2012 and raised $732,200 (gross), of which $300,000 had been received as subscriptions prior to July 31, 2012. 14,644,000 pre-consolidated units were issued to subscribers, each unit comprising one common share and one share purchase warrant exercisable for two years at $0.10. Finder's fees were paid by way of $25,480 in cash and 509,600 pre-consolidated finder warrants exercisable at $0.10 for two years, with a calculated value of $8,970.

Efforts to raise further capital in the early months of calendar 2013 were unsuccessful. The Company was thus forced to abandon its option on the Rurembo property in the Republic of Rwanda as a result of being unable to fund, or postpone, both a debt repayment that was due to the optionors and the work commitment for the balance of the option period.

The Company spent a total of $472,973 in cash in exploring its mineral properties in the year ended July 31, 2013, all of which was spent on the Rurembo license in the Republic of Rwanda. During fiscal 2013 the Company issued 6,000,000 pre-consolidated shares with a deemed value of $300,000 and a fair value of $120,000 to secure mineral property options in Rwanda.

During the year ended July 31, 2013, the Company carried no long-term debt and had no lease commitments at the year-end. The Company terminated its lease on its office in Vernon BC on April 30, 2013 and incurred charges for unamortized leasehold improvements of $42,000 and a penalty of two months' rent, being $6,000. The charges were settled partly in cash and partly by the issue of shares.

The Company had negative working capital at July 31, 2013 of $370,497 of which $37,403 was held in cash.

Off balance-sheet arrangements

There are currently no off balance sheet arrangements and no new information to report since the annual management's discussion and analysis.

Transactions with related parties

(a) Key Management Compensation

		2014		2013
Key management compensation comprised				
Short-term benefits	$	**120,343**	$	183,283
Share-based payments		**—**		28,260
	$	**120,343**	$	211,543

(i) Consulting fees of $30,000 (2013 - $Nil) were paid and/or accrued to 43983 Yukon Inc. a company, controlled by Lawrence Nagy, the Company's Chief Executive Officer;
(ii) Consulting fees of $60,000 (2013 - $15,000) were paid and/or accrued to Minefill Services Inc. ("Minefill"), a company controlled by David Stone ("Stone"), the Company's President and Chief Operating officer.
(iii) Consulting fees of $14,320 (2013 - $Nil) were paid and/or accrued to Minco Corporate Management Inc. ("Minco"), a company controlled by Terese Gieselman, Chief Financial Officer and Secretary of the Company;
(iv) Consulting fees of $16,023 (2013 - $63,283 of which $5,440 was capitalized to exploration and evaluation assets) were paid and/or accrued to Paul Maarschalk ("Maarschalk"), the Company's former Chief Financial Officer;

(v) Consulting fees of $Nil (2013 - $105,000 of which $90,806 was capitalized to exploration and evaluation assets) were paid and/or acrrued to Longford Exploration Services Ltd. ("Longford"), a company controlled by Randy Rogers ("RRogers"), the Company's former President and Chief Executive Officer.

(vi) Consulting fees of $Nil (2013 - $21,435) were paid and/or accrued to Susan Rogers ("SRogers"), a relative to the former President and Chief Executive Officer Randy Rogers.

(b) Related Party Liabilities

Amounts due to:	Service for:		July 31 2014		July 31 2013
Minco	Consulting Fees	$	**14,670**	$	—
Minefill	Consulting Fees	$	**60,000**	$	—
David Stone	Consulting Fees	$	—	$	15,000
43983	Consulting Fees	$	**30,000**	$	—
43983	Expenses	$	**752**	$	—
Paul Maarschalk	Consulting Fees	$	**4,366**	$	55,598
Longford	Consulting Fees	$	—	$	43,260
Randy Rogers	Expenses	$	—	$	15,322
Susan Rogers	Consulting Fees	$	—	$	900
Susan Rogers	Expenses	$	—	$	602
Total related party payables		$	**109,788**	$	130,682

(c) Debt Settlements

During the year ended July 31, 2014, the Company settled debt amounts to the following related parties as follows;

i) For an amount of $48,732 due to Maarschalk, issued 96,745 (post-consolidation) shares at a fair value of $14,512 for a gain on settlement of $34,220;
ii) For an amount of $10,000 due to Stone, issued 20,000 (post-consolidation) shares at a fair value of $3,000 for a gain on settlement of $7,000;
iii) For an amount of $15,322 due to RRogers, issued 20,000 (post-consolidation) shares at a fair value of $3,000 for a gain on settlement of $7,000;
iv) For an amount of $4,400 due to James Rogers, issued 88,000 (post-consolidation) shares at a fair value of $1,320 for a gain on settlement of $3,080; and
v) For an amount of $1,503 due to SRogers, issued 30,063 (post-consolidation) shares at a fair value of $451 for a gain on settlement of $1,052.

During the year ended July 31, 2013, the Company settled debt amounts to Longford as follows;

vi) For an amount of $50,000, issued 100,000 (post-consolidation) shares with a total fair value of $15,000 for a gain on settlement of $35,000;
vii) For an amount owing of $20,000, transferred mineral property claims with a book value of $3 for a gain on disposal of $19,997;
viii) For an amount owing of $23,501, transferred exploration equipment with a book value of $Nil for a gain on disposal of $23,501; and

Settled an amount of $5,541 owing to SRogers by the transfer of office equipment with a book value of $5,771 for a loss on disposal of $230.

Critical Accounting Policies and Estimates

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below.

Judgments

Assets' Carrying Values and Impairment Charges

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

Income Taxes

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

In addition, the Company only recognizes deferred tax assets relating to tax losses carried forward to the extent that it is probable that taxable profit will be available against which a deductible temporary difference can be utilized. This is deemed to be the case when there are sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity, which are expected to reverse in the same year as the expected reversal of the deductible temporary difference, or in years into which a tax loss arising from the deferred tax asset can be carried back or forward. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

Estimates

Share-based Payments

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

Standards, Amendments and Interpretations Not Yet Effective

Certain pronouncements have been issued by the IASB that are mandatory for accounting years beginning after January 1, 2014.

IFRS 9 *Financial Instruments* (2009)

IFRS 9 introduces new requirements for classifying and measuring financial assets, as follows:

- **Debt instruments meeting both a "business model" test and a "cash flow characteristics" test are measured at amortized cost (the use of fair value is optional in some limited circumstances)**
- **Investments in equity instruments can be designated as "fair value through other comprehensive income" with only dividends being recognized in profit or loss**
- **All other instruments (including all derivatives) are measured at fair value with changes recognized in profit or loss**

- The concept of "embedded derivatives" does not apply to financial assets within the scope of the standard and the entire instrument must be classified and measured in accordance with the above guidelines.

The IASB has indefinitely postponed the mandatory adoption date of this standard.

IFRS 9 *Financial Instruments* (2010)

This is a revised version incorporating revised requirements for the classification and measurement of financial liabilities, and carrying over the existing de-recognition requirements from IAS 39 *Financial Instruments: Recognition and Measurement*.

The revised financial liability provisions maintain the existing amortized cost measurement basis for most liabilities. New requirements apply where an entity chooses to measure a liability at fair value through profit or loss; in these cases, the portion of the change in fair value related to changes in the entity's own credit risk is presented in other comprehensive income rather than within profit or loss.

The IASB has indefinitely postponed the mandatory adoption date of this standard.

IFRS 9 *Financial Instruments* (2014)

This is a finalized version of IFRS 9, which contains accounting requirements for financial instruments, replacing IAS 39. The standard contains requirements in the following areas:

- **Classification and measurement**. Financial assets are classified by reference to the business model within which they are held and their contractual cash flow characteristics. The 2014 version of IFRS 9 introduces a 'fair value through other comprehensive income' category for certain debt instruments. Financial liabilities are classified in a similar manner to under International Accounting Standard ("IAS") 39, however there are differences in the requirements applying to the measurement of an entity's own credit risk.

- **Impairment**. The 2014 version of IFRS 9 introduces an 'expected credit loss' model for the measurement of the impairment of financial assets, so it is no longer necessary for a credit event to have occurred before a credit loss is recognized
- **Hedge accounting**. Introduces a new hedge accounting model that is designed to be more closely aligned with how entities undertake risk management activities when hedging financial and non-financial risk exposures
- **Derecognition**. The requirements for the derecognition of financial assets and liabilities are carried forward from IAS 39.

Applicable to the Company's annual period beginning August 1, 2018.

Offsetting Financial Assets and Financial Liabilities (Amendments to IAS 32)

Amends IAS 32 *Financial Instruments: Presentation* to clarify certain aspects because of diversity in application of the requirements on offsetting, focused on four main areas:

- the meaning of "currently has a legally enforceable right of set-off"
- the application of simultaneous realization and settlement
- the offsetting of collateral amounts
- the unit of account for applying the offsetting requirements.

Applicable to the Company's annual period beginning August 1, 2014.

Accounting for Acquisitions of Interests in Joint Operations (Amendments to IFRS 11)

Amends IFRS 11 *Joint Arrangements* to require an acquirer of an interest in a joint operation in which the activity constitutes a business (as defined in IFRS 3 *Business Combinations*) to:

- apply all of the business combinations accounting principles in IFRS 3 and other IFRS, except for those principles that conflict with the guidance in IFRS 11
- disclose the information required by IFRS 3 and other IFRS for business combinations.

The amendments apply both to the initial acquisition of an interest in joint operation, and the acquisition of an additional interest in a joint operation (in the latter case, previously held interests are not remeasured).

Note: The amendments apply prospectively to acquisitions of interests in joint operations in which the activities of the joint operations constitute businesses, as defined in IFRS 3, for those acquisitions occurring from the beginning of the first period in which the amendments apply. Amounts recognized for acquisitions of interests in joint operations occurring in prior periods are not adjusted.

Applicable to the Company's annual period beginning August 1, 2016.

Clarification of Acceptable Methods of Depreciation and Amortization (Amendments to IAS 16 and IAS 38)

Amends IAS 16 *Property, Plant and Equipment* and IAS 38 *Intangible Assets* to:

- clarify that a depreciation method that is based on revenue that is generated by an activity that includes the use of an asset is not appropriate for property, plant and equipment
- introduce a rebuttable presumption that an amortization method that is based on the revenue generated by an activity that includes the use of an intangible asset is inappropriate, which can only be overcome in limited circumstances where the intangible asset is expressed as a measure of revenue, or when it can be demonstrated that revenue and the consumption of the economic benefits of the intangible asset are highly correlated
- add guidance that expected future reductions in the selling price of an item that was produced using an asset could indicate the expectation of technological or commercial obsolescence of the asset, which, in turn, might reflect a reduction of the future economic benefits embodied in the asset.

Applicable to the Company's annual period beginning August 1, 2016.

Annual Improvements 2010-2012 Cycle

Makes amendments to the following standards:

- IFRS 2 — Amends the definitions of "vesting condition" and "market condition" and adds definitions for "performance condition" and "service condition"
- IFRS 3 — Require contingent consideration that is classified as an asset or a liability to be measured at fair value at each reporting date
- IFRS 8 — Requires disclosure of the judgments made by management in applying the aggregation criteria to operating segments, clarify reconciliations of segment assets only required if segment assets are reported regularly
- IFRS 13 — Clarify that issuing IFRS 13 and amending IFRS 9 and IAS 39 did not remove the ability to measure certain short-term receivables and payables on an undiscounted basis (amends basis for conclusions only)
- IAS 16 and IAS 38 — Clarify that the gross amount of property, plant and equipment is adjusted in a manner consistent with a revaluation of the carrying amount
- IAS 24 — Clarify how payments to entities providing management services are to be disclosed

Applicable to the Company's annual period beginning August 1, 2014.

Annual Improvements 2011-2013 Cycle

Makes amendments to the following standards:

- IFRS 1 — Clarify which versions of IFRSs can be used on initial adoption (amends basis for conclusions only)
- IFRS 3 — Clarify that IFRS 3 excludes from its scope the accounting for the formation of a joint arrangement in the financial statements of the joint arrangement itself
- IFRS 13 — Clarify the scope of the portfolio exception in paragraph 52

- IAS 40 — Clarifying the interrelationship of IFRS 3 and IAS 40 when classifying property as investment property or owner-occupied property

Applicable to the Company's annual period beginning August 1, 2014.

Annual Improvements 2012-2014 Cycle

Makes amendments to the following standards:

- IFRS 5 — Adds specific guidance in IFRS 5 for cases in which an entity reclassifies an asset from held for sale to held for distribution or vice versa and cases in which held-for-distribution accounting is discontinued
- IFRS 7 — Additional guidance to clarify whether a servicing contract is continuing involvement in a transferred asset, and clarification on offsetting disclosures in condensed interim financial statements
- IAS 9 — Clarify that the high quality corporate bonds used in estimating the discount rate for post-employment benefits should be denominated in the same currency as the benefits to be paid
- IAS 34 — Clarify the meaning of 'elsewhere in the interim report' and require a cross-reference

Applicable to annual periods beginning on or after August 1, 2016.

Financial instruments and other instruments

The Company is exposed through its operations to the following financial risks:

- Market Risk
- Credit Risk
- Liquidity Risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these consolidated financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated in this note.

General Objectives, Policies and Processes

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's management. The effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets are reviewed periodically by the Board of Directors if and when there are any changes or updates required.

The overall objective of the Board of Directors is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market prices are comprised of interest rate, commodity price risk and foreign currency risk. The Company is not exposed to significant market risk.

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or a counter party to a financial instrument fails to meet its contractual obligations. The financial instrument that is potentially subject to credit risk for the

Company consists primarily of cash. Cash is maintained with financial institutions of reputable credit and may be redeemed upon demand.

The carrying amount of financial assets represents the maximum credit exposure. Credit risk exposure is limited through maintaining cash with high-credit quality financial institutions and management considers this risk to be minimal for all cash assets based on changes that are reasonably possible at each reporting date.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The key to success in managing liquidity is the degree of certainty in the cash flow projections. If future cash flows are fairly uncertain, the liquidity risk increases.

Typically, the Company ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 90 days. To achieve this objective, the Company would prepare annual capital expenditure budgets, which are regularly monitored and updated as considered necessary. Further, when required, the Company utilizes authorizations for expenditures on exploration projects to further manage expenditures.

The Company monitors its risk of shortage of funds by monitoring the maturity dates of existing trade and other accounts payable and option payment commitments. The Company does not maintain any trade payables beyond a 30 day period to maturity.

Determination of Fair Value

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The carrying amounts for cash, trade and other payables, and loans payable approximate fair value due to their short-term nature.

Capital Management

The Company considers its capital to be comprised of shareholders' deficiency.

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 the capital structure, the Company may attempt to issue new shares. Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will continue this method of financing due to the current difficult market conditions.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. Management reviews the capital structure on a regular basis to ensure that the above objectives are met. The Company's capital is not subject to any externally imposed capital requirements. There have been no changes to the Company's approach to capital management during the year ended July 31, 2014.

Risks and uncertainties

The Company is in the mineral exploration and development business and as such, is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business. The industry is capital intensive and is subject to fluctuations in market sentiment, metal prices, foreign exchange and

interest rates. There is no certainty that properties which the Company has described as assets on its balance sheet will be realized at the amounts recorded. The only sources of future funds for further exploration programs or, if such exploration programs are successful for the development of economic ore bodies and commencement of commercial production thereon, which are presently available to the Company are the sale of equity capital or the offering by the Company of an interest in its properties to be earned by another party carrying out further exploration or development. Although the Company has been successful in accessing the equity market during the past years, there is no assurance that such sources of financing will be available on acceptable terms, if at all.

The Company does not have any employees. All work is carried out through independent consultants and the Company requires that all professional consultants carry their own insurance to cover any potential liabilities as a result of their work on a project. In certain cases where consultants are unable to carry their own insurance the Company includes such individuals under its coverage.

Outstanding Share Data

As of the date of this discussion the following table presents the Company's outstanding share data:

Shares in issue and fully diluted:

			Number of shares
At	November 24, 2014	In issue	5,688,499
	Dilution:	Options	46,000
		Fully diluted	5,734,499

Share options

Options outstanding:

Expiry Date	Exercise Price	Number of shares
December 1, 2014	$ 2.65	10,000
December 17, 2015	$ 1.65	6,000
December 13, 2017	$ 1.00	30,000
Total		**46,000**

Other Requirements

Additional disclosure of the Company's material change reports, news release and other information can be obtained on SEDAR at www.sedar.com.