ENDURANCE GOLD CORPORATION
MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS
For the nine month period ended September 30, 2013

This Management's Discussion and Analysis ("MD&A") has been prepared as of November 26, 2013 (the "Report Date"), and contains information up to and including the Report Date. This MD&A reviews the operating results and financial position of Endurance Gold Corporation and its U.S. subsidiary ("Endurance", or the "Company") for the nine month period ended September 30, 2013 with the comparable period in 2012. This MD&A should be read in conjunction with the unaudited condensed interim consolidated financial statements ("Condensed Interim FS") of Endurance for the nine months ended September 30, 2013 and the related notes, which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All monetary amounts are in Canadian dollars. Additional information relating to the Company is available for viewing on the Company's website at www.endurancegold.com or on SEDAR at www.sedar.com.

Overview

Endurance (formerly 6172342 Canada Ltd.) was incorporated under the provisions of the *Canada Business Corporations Act* on December 16, 2003 and continued into British Columbia on August 16, 2004. Endurance is a company focused on the exploration and development of mineral properties in North America. The Company's current commodity focus is on gold, rare earth minerals, nickel and copper. The Company's common shares have been listed and traded on the TSX Venture Exchange (the "Exchange") under the symbol "EDG" since August 4, 2005.

The Company's properties are in the exploration stage and the Company has not yet determined whether these properties contain ore reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets and related deferred exploration expenditures are dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the exploration and development of the exploration and evaluation assets and upon future profitable production or proceeds from the disposition thereof.

The Company formed a 100% owned U.S. subsidiary, Endurance Resources Inc. ("ERI"), on October 28, 2008 to acquire and evaluate exploration project opportunities in the United States.

Exploration Activities

During the current nine month period, the Company incurred about $517,000 in acquisition and exploration expenditures, which amount included a total of $70,500 in cash payments and 5,200,000 shares issued at a value of $260,000 for acquisition costs and an option payment, and recovered exploration expenditures of $23,523 received from an optionee. The costs were primarily related to the Company's expenditures on the Bandito Property in the Yukon, the Rattlesnake/Natrona Property in Wyoming and Elephant Mountain Property in Alaska.

Considerable effort has been directed at the evaluation of new acquisition opportunities for the Company with evaluation primarily focused on North America.

Dollar amounts stated in this document are expressed in Canadian currency unless otherwise indicated.

Bandito Property, Yukon, Canada (100% interest)

The Bandito Property is 257 claims covering approximately 5,400 hectares. In August 2010, the Company entered into an option agreement ("Option Agreement") with True North Gems Inc. ("TGX"), whereby the Company could earn up to a 75% interest in the Bandito Property located in the Watson Lake District, Yukon Territory.

In January 2013, the Company entered into a Purchase and Sale Agreement (the "Acquisition Agreement") with True North which replaced the Option Agreement. Under the terms of the Acquisition Agreement, the Company acquired a 100% interest in the Bandito Property by paying True North a $50,000 cash payment and five million common shares of the Company. True North retained a 1% net smelter returns royalty ("**NSR**"), one-half of which may be purchased by the Company for $1,000,000. A further cash bonus payment of $500,000 will be payable to True North in two tranches, with the initial $150,000 payable upon completion and filing of a bankable feasibility study, and the balance of $350,000 to be paid after project financing has been obtained to place the Bandito Property into commercial production.

The Bandito Property is underlain by Proterozoic-aged argillite, quartzite and andesite-jasper breccia which have been intruded by Proterozoic-aged (650 Ma) reddish coloured nepheline syenite (**Red Syenite**) with pegmatitic, fine grained and coarse grained phases. An approximate nine-square kilometre area of the Red Syenite and host rocks has been altered through potassium and sodium metasomatism and the introduction of iron oxides, primarily hematite.

Alteration occurs both within the Red Syenite, which is fluorite enriched, iron oxide and sericite altered, and in the adjoining Proterozoic-aged sediments in which the host rocks have been intruded by fine grain porphyritic Red Syenite dykes with associated extensive hornfels and variably altered to potassium feldspar, albite, carbonates, arfvedsonite, riebeckite, aegirine, specular hematite, hematite, chlorite, magnetite, sphene, zircon, monazite, xenotime, pyrochlore, fluorite, ferrocolumbite, and apatite **(Fenite)**.

Rare Earth Rock Sampling Highlights – Rare Earth mineralization has been discovered both within the Red Syenite and the adjoining Fenites. The most significant prospects in Red Syenite were identified during follow-up to extensive rare earth element (**REE**) and niobium soil anomalies. Highlights of prospects within the Red Syenite include:

- highly metasomatized Red Syenite - 3.491% TREO+Y with 76.7% HREO ratio, 0.887% Nb_2O_5, 43.2% ZrO_2.
- highly metasomatized Red Syenite – 1.978% TREO+Y with 74.9% HREO ratio, 0.958% Nb_2O_5, 43.6% ZrO_2.
- Bedrock - hematite altered Red Syenite – 0.698% TREO+Y with 46% HREO ratio.

TREO+Y means total REE oxides plus yttrium oxide
HREO ratio refers to the percentage of the heavy rare earth oxides (from europium to lutetium plus yttrium) as a percentage of total rare earth oxides.

The most significant rare earth element prospects discovered to date in the Fenites include:

South Fenite trenches		
northern	2.30% TREO+Y	Over 6 metres
	Including 3.32% TREO+Y	Over 4 metres
southern	1.38% TREO+Y	Over 8 metres
	Including 2.08% TREO+Y	Over 5 metres

The South Fenite trench (northern) averages 10.8% HREO ratio and 10.8% neodymium oxide (Nd_2O_3) ratio.

Niobium – Tantalum Rock Sampling Highlights - In addition to these encouraging REE discoveries reconnaissance scale prospecting and sampling has identified other significant niobium-tantalum prospects, including:

- A grab sample with 1.3% Nb_2O_5, and 0.094% Ta_2O_5 associated with pyrochlore and specular hematite alteration in Red Syenite.
- Rock samples in Red Syenite up to 0.958% Nb_2O_5 (grab), 0.323% Nb_2O_5 (grab), 0.316% Nb_2O_5 (grab), 0.312% Nb_2O_5 (grab), and 0.243% Nb_2O_5 (grab) plus 0.22% Nb_2O_5 over 3.0 metres.
- In the North Fenite, South Fenite and Copper Pass Fenite (2.9 kilometres strike) about thirty (30) samples returned values greater than 1,000 parts per million ("ppm") niobium (>0.143% Nb_2O_5) including values up to 0.429% Nb_2O_5 over 1.0 metre and 0.21% Nb_2O_5 over 6 metres.

The elevated rare earth and niobium values in rock samples fall within at least a two (2) square kilometre area underlain by the metasomatized Red Syenite. The area is largely tree covered with poor outcrop exposures and underlain by the extensive REE, Nb, Tantalum and Zirconium soil anomalies which anomalies remain open to expansion.

Nickel – Copper Rock Sampling Highlights - The Nickel Discovery Zone has returned assays up to 11.35% nickel. Representative samples were collected by the Company from six prospect pits over a thirteen (13) metre width at the Nickel Discovery Zone. These pits average 0.8% nickel. The pits are distributed evenly across 13 metres of a quartz-sericite-pyrite stock work alteration zone ("**QSP Alteration**"). This QSP Alteration covers a mapped area of 600 x 200 metres and is in part coincident with but has different characteristics from the nine square kilometre area with sodium metasomatism related to the REE-Nb system.

A program of additional soil sampling, trenching and drilling is justified to advance this rare earth-niobium-zircon target to the discovery stage.

In September 2012 the Yukon Environmental and Socioeconomic Assessment Board recommended acceptance and in October 2013 the Government of the Yukon issued the Mining Land Use Approval (MLUA) document for a Class 3 Land Use Permit that will allow for a multi-year trenching and drilling program.

Rattlesnake-Natrona Gold Project, Wyoming, USA (100% interest and option to earn 100%)

The Company, through ERI, owns a 100% interest in six staked properties and one Wyoming State lease granted in April 2013 for a total of about 2,500 acres in the Rattlesnake Hills area of Wyoming. In April the Company announced it had entered into an option agreement that resulted in the acquisition of additional 5,220 acres of claims in the district, which was reduced to 4,498 acres in August. The terms of the agreement with a private vendor ("Vendor") provide the Company with the option to earn a 100% interest in the Vendor's property, by completing a total of US$300,000 in exploration expenditures in the district, making US$100,000 in cash payments, and delivering 1.2 million Endurance common shares prior to December 31, 2016. The Vendor has received a $20,000 cash payment and 200,000 common shares of the Company. Once the Company has earned its interest the Vendor has the right to a 1% NSR on both the Vendor's and the Company's federal lode mining claims. Half of the NSR can be purchased by the Company for US$500,000 at any time. The Letter Agreement required a program be conducted during 2013, which was carried out between August and October.

The ERI properties and recently optioned mineral claims immediately adjoin Evolving Gold Corporation's ("**EVG**") Rattlesnake Hills property where significant gold mineralization has been discovered at the North Stock Target and Antelope Target. ERI's properties are within 1.0 kilometre of the North Stock Target area on the EVG property. In the northern part of the district, one of the Endurance properties immediately adjoins and is about 200 metres east of EVG's Bald Mountain drill target on which EVG has reported chip samples of 7.45 gpt Au, 5.17 gpt Au, and 3.97 gpt Au (see EVG website). On the southeastern part of the district one of Endurance's properties is less than 400 metres east of EVG's Growler Prospect which has returned chip samples up to 3.1 gpt Au.

The geologic setting of the Endurance properties and the EVG discovery are similar to large scale alkalic intrusive hosted gold deposits within the Rocky Mountain alkalic gold province that includes Cripple Creek in Colorado. The Cripple Creek District has produced 21 million ounces of gold to date.

The combined Endurance properties were targeted to cover areas underlain by Tertiary phonolite (alkalic) intrusions, emplaced into Precambrian aged metavolcanics. This geological environment is identical to that hosting Evolving Gold's North Stock and Antelope Basin discoveries, where gold mineralization occurs in brecciated zones within and adjacent to the alkalic intrusions, and extends into the surrounding schists of the Precambrian country rock.

Mapping has confirmed the presence of at least eighteen (18) Tertiary alkalic intrusions on the Company's properties. Zones of intense brecciation and shearing associated with favourable alteration, anomalous gold-in-soil samples (up to 213 ppb), and grab samples (up to 0.66 gpt Au) have been identified and warrant further work.

The encouraging geological setting of the Company's properties and the favourable exploration results generated on the immediately adjoining EVG property justify further exploration activities on the Company's properties including additional geophysics and drilling.

A 2013 field program involving geological mapping, rock sampling and soil geochemistry was conducted in August through October 2013. In September 2013 the Company announced the discovery of the *QL Copper Prospect* which returned copper values from a single grab sample which assayed 2.65% total copper associated with malachite, chrysocolla and copper wad. A second grab sample, located 93 metres away, returned 2,750 ppm copper associated with an iron-oxide gossan. A subsequent mapping and soil sampling program was completed in four areas on the property with final results pending.

Pardo Property Joint Venture, Ontario, Canada

Endurance owns a JV interest in the 33 square kilometres "Pardo JV" Property, located 65 kilometres northeast of Sudbury, in east-central Ontario. The original Vendors have retained a 3% NSR royalty, of which one-half can be purchased for $1,500,000 at any time.

The road accessible property covers a sequence of Proterozoic aged rocks of the Matinenda and Mississagi Formations, basal units of the Huronian Supergroup sedimentary assemblage that forms the 15,000 square kilometre Cobalt Embayment.

Gold mineralization defined to date on the Pardo Property is spatially associated with pyritic and quartz pebble bearing portions of these conglomerates, at a major regional unconformity. Geological studies have demonstrated similar geologic processes are at work on the Pardo Property to those that created the world's largest gold deposits in the Witwatersrand Basin of South Africa. Pardo constitutes the discovery of the first confirmed paleo-placer gold prospect in Ontario. The most significant gold intersections from the drilling to-date are related to visible gold, detrital pyrite hosted within the Proterozoic-aged Huronian quartz pebble conglomerates, near a regionally significant unconformity.

Prior to 2009, Endurance completed approximately $1,000,000 in exploration on the claim block, including trenching and two drilling campaigns totaling 1,626 metres in 97 holes. Intercepts up to 2.01 gpt Au over 8.4 metres were returned from Endurance's drilling program.

In 2009, the Company entered into an option agreement with a wholly-owned subsidiary of Ginguro Exploration Inc. ("Ginguro"). Under the terms of the option agreement, Ginguro earned a 55% interest in the property by completing $1,000,000 in exploration expenditures (including 154 drill holes) and making cash payments totaling $200,000 to Endurance over a three year period. As a result, the 45% (Endurance) and 55% (Ginguro) Pardo JV was formed. Ginguro is appointed operator (the "Operator") under the terms of the Pardo JV agreement.

In April 2012, the Pardo JV Management Committee approved a drilling and geological basin analysis program with a budget of approximately $1 million (the "2012 Program"). The Company elected (as it was permitted to do) to not fund its proportionate share of this program, which was to have been completed by the end of 2012.

As part of the 2012 Program, 64 drill holes for a total of 1,366 metres of drilling were completed on the Pardo JV Property. Thirty five (35) vertical drill holes were completed on the Trench 2 target on the Pardo JV Property and were designed to further explore a shallow flat-lying gold zone discovered by Endurance.

The 2012 Program drilling expanded the "footprint" of the approximately flat-lying gold zone at the Trench 2 target area to 400 by 400 metres in size. Highlights of the drilling include:

- 13.6 gpt Au over 0.83 metres (m),
- 13.2 gpt Au over 0.75 m,
- 27.2 gpt Au over 0.25 m,
- 31.0 gpt Au over 0.25 m,
- 15.8 gpt Au over 0.25 m, and
- 13.8 gpt Au over 0.25 m.

Within this 400 x 400 metre area, the deepest intersection in the 2012 drilling program was 16.47 metres below surface. The shallow zone of gold mineralization at the Trench 1-2 area is still open to expansion.

Throughout 2012 and continuing until mid-August 2013 the Operator did not provide any financial or technical reports for the 2012 Program to the Company, which, as Operator, it was required to do under the JV Agreement. After the 2012 Program was completed,, the Operator initiated a 2013 program without submitting that program to the Management Committee for its consideration and approval and did not provide the Company the opportunity to participate in certain participation and funding options to which the Company was entitled, pursuant to the terms of the JV agreement.

In August and September 2013, Ginguro reported the discovery of the 007 Zone and the Eastern Reef Zone. A highlight at the 007 Zone includes the discovery of consecutive cut channel samples of 0.5 metre each, on a flat-lying surface pyritic conglomerate outcrop, which assayed 40.1 g/t gold over 22.5 metres. Ginguro estimates a true width of 2 metres for this pyritic conglomerate. A highlight at the Eastern Reef Zone includes the discovery of consecutive cut channel samples of 0.5 metre each, on a flat-lying surface pyritic conglomerate outcrop which assayed 4.4 g/t gold over 42.5 metres. Ginguro estimates a true width of 3 to 6 metres for this pyritic conglomerate.

Subsequent to the reporting period, on October 24, 2013 Ginguro announced it had commenced arbitration proceedings against Endurance to enforce their claimed 70.95% JV ownership. Endurance rejects that Endurance's Pardo JV Property Interest has been diluted as represented by Ginguro. The disputes between the parties stem from the following facts:

1. Ginguro as Operator of the Pardo JV failed to conduct the approved 2012 Pardo JV exploration program in accordance with the JV Agreement;
2. Ginguro carried out a 2013 program on the JV property without Management Committee approval, without the knowledge of the Company, thus denying the Company the opportunity to participate in funding the 2013 program. It was only in mid-August, when Ginguro presented a draft press release on preliminary results from this activity for review, that the Company learned of the existence of the 2013 program on the JV property;
3. The Operator withheld from Endurance the fact that the Operator's expenditures on the 2012 JV program executed by the Operator were significantly less than the amounts that had been budgeted for under the approved 2012 JV program. These under-expenditures were of such magnitude that, had they been disclosed to Endurance, would have entitled Endurance to the option to exercise its right under the JV agreement to "back- in" to the 2012 JV Program (by funding its proportionate share of the actual expenditures incurred) and thereby enable Endurance to maintain its 45% JV interest;
4. Despite requests from Endurance, the Operator withheld the required periodic financial reports and technical reports and updates for over 15 months; and
5. Since approval of the 2012 JV program in April 2012, the Operator inappropriately allocated to the Pardo JV exploration expenditures solely related to Ginguro's 100% owned exploration properties, and other corporate costs.

Elephant Mountain Gold Property, Alaska, USA (Option to earn 100% interest)

The Elephant Mountain Property is located in the Rampart and the Manley Hot Springs placer gold mining district near Eureka, Alaska. The property can be accessed by road from Eureka, a placer mining area, located about 76 miles (123 kilometres) west of Fairbanks.

Under the terms of the letter agreement announced in January 2012, Endurance can earn a 100% interest in the Elephant Mountain Property by completing a total of US$200,000 in exploration expenditures, US$200,000 (US$12,000 paid) in cash payments and delivering 400,000 Endurance common shares by December 31, 2017. The initial 25,000 share payment and an additional cash payment of $13,000 are payable to the vendor on finalization of a formal option agreement which is currently in negotiation. The option is subject to a 2% net smelter royalty ("NSR"), and Endurance can purchase half of the NSR at any time for US$750,000.

Between 1989 and 1992, the Elephant Mountain Property was explored for gold by Placer Dome, Inc. ("PDI"). PDI identified a gold-arsenic soil geochemical anomaly over the intrusive that extends for at least 6,000 feet and up to 1,500 feet wide, with peak values in soil samples up to 1,540 parts per billion ("ppb") gold ("Au"). During that time, PDI completed extensive trenching and ten (10) drill holes. The best of the PDI drill holes returned an average grade of 0.015 ounce per ton Au (0.514 grams per tonne "gpt" Au) over a width of 326 feet (99.4 metres). In the drill holes, gold mineralization is associated with arsenopyrite and native gold related to quartz veinlet stock-work, in silicified and sericite altered intrusive. The intrusive host is a Cretaceous-aged diorite to granite pluton that intrudes quartzite, siltstone and shale. Subsequent to the PDI exploration program, North Star Exploration Inc. completed additional soil sampling and drilled two holes in the intrusive and also encountered anomalous gold in silicified granite.

The Elephant Mountain area is, in part, drained by Eureka and Pioneer Creeks. Alluvial gold was first discovered in Eureka Creek in 1898 and both Eureka and Pioneer Creeks and their small tributaries are two of the most significant alluvial gold bearing creeks in the Eureka-Hot Springs gold district.

The Elephant Mountain prospect is interpreted to be a reduced intrusion-related gold system (RIRG) similar to the Fort Knox Mine, Ryan Lode, and True North deposits located in the nearby Fairbanks Gold Mining District in Alaska, as well as the Brewery Creek and Dublin Gulch deposits in the Yukon. All of these RIRG deposits are related to late Cretaceous-aged intrusive events within the Tintina Gold Province of Alaska and the Yukon, and are associated with historic placer gold mining.

The placer gold deposits, gold-in-soil anomalies, and wide drill intersections in intrusive indicate that the Elephant Mountain Property warrants a systematic exploration program of rock and soil sampling followed by drilling to confirm historic results and identify new exploration targets.

A rock and soil sampling program was completed in August 2013. The Company is currently awaiting a technical summary report from the exploration consulting group managing the program.

McCord Gold Property, Alaska, USA (100% interest)

The 100% owned McCord Property was staked by the Company and consists of 49 Alaska State mineral claims located in the Fairbanks Mining District, near Livengood. Sixteen additional, mostly junior, claims were acquired in April 2013.

In 2012, the Company entered into an option agreement with Liberty Gold Corp. ("Liberty"), whereby Liberty can earn a 60% interest in the McCord Gold Property by incurring US$600,000 in exploration expenditures and making US$85,000 (US$35,000 received) in cash payments to the Company over three years. For 2012, Liberty exceeded its US$150,000 work requirement and completed its US$20,000 payment due on December 31, 2012 thereby electing to continue with its option in 2013.

The McCord Property is located in the eastern extension of the Livengood Gold District and immediately adjoins International Tower Hill's ("**ITH"**) Livengood Property on the eastern side. ITH has reported in-situ measured and indicated resource (at 0.22 gpt cut-off) of 16.5 million ounces of gold (see the ITH website for complete disclosure).

The combined 2011 and 2012 programs consisted of grid-based and power auger assisted soil sampling (454 soil samples to date), geological mapping, prospecting, and rock sampling (59 rock samples to date). The combined soil sampling programs have identified at least five gold-in-soil anomalies. The two largest multi-element soil anomalies, exceeding 10 ppb Au, are approximately 1500 by 400 metres, and 1100 by 500 metres in size. The maximum soil value exceeds 100 ppb Au, which is the upper detection limit for the analytical method used. The Livengood District has not been glaciated and therefore any soil anomalies are interpreted to represent a local source area.

The geology in the McCord Creek area is interpreted to consist of Proterozoic to Paleozoic sedimentary and volcanic rocks near an ophiolitic thrust assemblage of mafic volcanics that has been cross-cut by Cretaceous-aged intrusives. This geological setting is similar to ITH's adjoining property.

Under the terms of the option agreement, Liberty assumed the status of operator in 2013 but has not conducted a 2013 program. Liberty completed sufficient exploration expenditures in 2012 to meet the current work requirements.

Fuego Property, Yukon, Canada (100% interest)

Endurance owns a 100% interest in 16 Yukon quartz claims located in the Watson Lake District, Yukon Territory immediately west of the Bandito Property. The claims were staked to cover a previously mapped intrusive syenite and/or trachyte breccia. The breccia on Fuego is similar to similar breccia mapped on the Bandito Property. Historic sampling suggests that the Fuego Property also hosts potential for shale-hosted zinc and lead mineralization.

A program of prospecting, rock sampling, reconnaissance soil sampling, and additional claim staking was completed in 2011. The identification of soil samples anomalous in niobium, zinc and lead justifies further work, but no program has been conducted in 2012 and 2013. Ten claims were allowed to lapse in August 2013.

Vana Property, Alaska, USA (100% interest)

ERI owned a 100% interest in 22 Alaska State mineral claims encompassing over 3,200 acres located in Tolovana Mining District in Alaska, USA. The Vana Property is located adjacent to Tolovana Hot Springs Dome ("THSD") which is 19 miles southwest of the community of Livengood, Alaska and ITH's Livengood deposit.

During the current reporting period, the Company allowed all the claims to lapse and wrote-off the carrying value of $21,201 in acquisition and expenditures costs incurred on the property.

Other Properties

Flint Lake (Dogpaw) JV Gold Project, Ontario, Canada (22% JV interest)
The Flint Lake (Dogpaw) JV Property is located approximately 58 kilometres southeast of Kenora in northwestern Ontario. The property is now comprised of 24 mining claims all situated within the Kenora Mining Division.

In 2007 Endurance entered into an option agreement with Metals Creek Resources Corp. ("**MEK**"), whereby MEK could acquire a 75% interest in 14 claims comprising 60 units in the Dogpaw Lake and Flint Lake areas of northwestern Ontario. Since that date, MEK has earned its 75% interest through issuing 450,000 shares to EDG and completing $450,000 in exploration expenditures, and a JV was formed in 2010. MEK is appointed as the Operator.

In July 2012, the Flint Lake (Dogpaw) JV considered a two-phased exploration program including further trenching and possible follow-up drilling. The first phase of the budget (trenching) was approved and completed during the year. The Company elected to not participate in funding the trenching program and as a result its joint venture interest has been reduced to 22%.

The 2012 program was successful in upgrading the Stephens Lake occurrence. The best trenching results from the Stephens Lake occurrence returned a surface channel cut of 1.43 gpt Au over 21 metres hosted in altered granodiorite. The Stephens Lake occurrence is located about 11 kilometres east of Highway 71. Trenching also discovered 7.80 gpt Au over 3.1 metres on the strike extension of the Flint Central Zone.

No field activity was completed on the property during 2013 but a Management Committee meeting is scheduled for the fourth quarter to consider a JV program for the winter and summer of 2014.

Nechako Gold Property, British Columbia, Canada (76% JV interest)
The Nechako Gold Property, British Columbia is owned 76% by Endurance and 24% by Amarc Resources Ltd. No further exploration is recommended on the Nechako Gold Project.

The Company also retains minor NSR interests in an exploration and evaluation asset in Ontario.

Results of Operations

Nine months ended September 30, 2013

The Company incurred a net loss of $202,851 or $0.00 per common share, as compared to a net loss of $113,254 or $0.00 per common share for the same period in 2012. The loss in 2012 reflected a deferred tax recovery of $135,000 that relates to the renouncement of $540,000 of flow-through expenditures to investors. The renouncement had no effect on cash.

Excluding the non-recurring tax item, the Company would have incurred a net loss of $202,851 for the nine months ended September 30, 2013 as compared to $248,254 in the same period in 2012. The net loss in the current period is inclusive of interest income of $3,420 (2012 - $4,315); an unrealized loss on marketable securities of $8,000 (2012 – a gain of $3,200); and write-off of exploration and evaluation assets of $21,201 (2012 - $10,582).

General and administrative expenses before other items for the nine month period ended September 30, 2013, totaled $177,070 (2012 - $245,187), $68,117 lower than comparable expenses incurred in the same period last year. The variance was mainly attributable to:

- Business development and property investigation expenses totaled $47,079 (2012 - $33,258), an increase of $13,821 due to increased activities in evaluating potential exploration projects for new acquisition. During the current period, an additional $26,100 (2012 - $22,050) in management fees were included in business development and property investigation expenses.
- Corporate communications totaled $22,321 (2012 - $28,792), a decrease of $6,471. Management fees and website hosting expenses were accounted for the decrease. During the current period, $5,850 (2012 - $9,675) in management fees were included in Corporate communications expense.
- Management fees totaled $45,000 (2012 - $54,675), a decrease of $9,675. During the current nine month period, an additional $90,900 (2012 - $90,000) in management fees were capitalized to exploration and evaluation assets, and included in property investigation and corporate communication expenses.
- Office and administrative totaled $46,814 (2012 - $48,587), a decrease of $1,773, which amounts included insurance expense of $11,138 (2012 – $12,157); office rent and service expenses of $31,924 (2012 – 28,994); and an unrealized foreign exchange gain of $1,100 (2012 – a loss of $981).
- Professional fees totaled $4,553 (2012 - $10,030), a decrease of $5,477. The decrease was due to the timing of invoices received and the adjustment of prior year's accrued audit fees.
- Share-based compensation expense (a non-cash charge) of $nil (2012 - $58,080), incurred as a result of the vesting of nil (2012 – 1,100,000) stock options granted.

Three months ended September 30, 2013

The Company's net loss for the three months ended September 30, 2013 was $92,739 or $0.00 per common share, as compared to a net loss of $114,980 or $0.00 per common share for the same period in 2012. The net loss in the current three month period is inclusive of interest income of $1,699 (2012 - $2,273); an unrealized gain on marketable securities of $nil (2012 – $6,400); and write-off of exploration and evaluation assets of $21,201 (2012 - $10,582).

General and administrative expenses before other items for the current three month period ended September 30, 2012, totaled $73,237 (2012 - $113,071), $39,834 lower than comparable expenses incurred in the same period of last year. The variance was mainly attributable to:

- Business development and property investigation expenses totaled $28,094 (2012 - $16,309), an increase of $11,785 due to increased activities in evaluating potential exploration projects for new acquisition. During the current quarter, an additional $10,350 (2012 - $11,025) in management fees were included in business development and property investigation expenses.
- Corporate communications totaled $8,796 (2012 - $6,547), a decrease of $2,249. Management fees were accounted for the increase. During the current quarter, $2,700 (2012 - $450) in management fees were included in Corporate communications expense.
- Management fees totaled $15,000 (2012 - $15,000). During the current quarter, an additional $33,300 (2012 - $29,925) in management fees were capitalized to exploration and evaluation assets, and included in property investigation and corporate communication expenses.
- Office and administrative totaled $15,684 (2012 - $15,186), an increase of $498, which amounts included insurance expense of $3,712 (2012 – 4,067); office rent and service expenses of $10,681 (2012 – 9,587); and an unrealized foreign exchange loss of $1,270 (2012 – a gain of $1,051).
- Professional fees totaled $4,984 (2012 - $971), an increase of $4,013. The decrease was due to the timing of invoices received.
- Share-based compensation expense (a non-cash charge) of $nil (2012 - $58,080), incurred as a result of the vesting of nil (2012 – 1,100,000) stock options granted.

Summary of Quarterly Results

Results for the eight most recent quarters ending with the last quarter for the three months ending on September 30, 2013 are summarized in the table below.

	IFRS							
Quarter Ended: **Year:**	**Sept 30 2013**	**June 30 2013**	**Mar. 31 2013**	**Dec. 31 2012**	**Sept. 30 2012**	**June 30 2012**	**Mar. 31 2012**	**Dec. 31 2011**
Net sales or total revenue ($000s)	$ Nil	$ Nil	$ Nil	$ Nil	$ Nil	$ Nil	$ Nil	$ Nil
Income (loss) from continuing operations:								
(i) in total (000s)	$ (93)	$ (48)	$ (63)	$ (231)	$ (115)	$ (63)	$ 65	$ (666)
(ii) per share(1)	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)	$ 0.00	$ (0.01)
Net income or loss:								
(i) in total (000s)	$ (93)	$ (48)	$ (63)	$ (231)	$ (115)	$ (63)	$ 65	$ (666)
(ii) per share(1)	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)	$ 0.00	$ (0.01)

(1) Basic and diluted losses per share are the same, as the effect of potential issuances of shares under stock option agreements would be anti-dilutive.

- The net loss reported in the third quarter of 2013 includes a write-off of exploration and evaluation assets of $21,201.
- The net loss reported in the second quarter of 2013 includes an unrealized loss on marketable securities of $1,600.
- The net loss reported in the first quarter of 2013 includes an unrealized loss on marketable securities of $6,400.
- The net loss reported in the fourth quarter of 2012 includes an unrealized loss on marketable securities of $3,200 and a reversal of deferred income tax recovery of $135,000 originally recorded in the first quarter of 2012.
- The net loss reported in the third quarter of 2012 includes share-based compensation of $58,080 incurred as a result of the vesting of 1,100,000 stock options; an unrealized gain on marketable securities of $6,400 and a write-off of exploration and evaluation assets of $10,582.
- The net loss reported in the second quarter of 2012 includes an unrealized loss on marketable securities of $11,200.
- The net income reported in the first quarter of 2012 includes an unrealized gain on marketable securities of $8,000 and a deferred tax recovery of $135,000 related to the renouncement of $540,000 of flow-through expenditures to investors in the current quarter.
- The net loss reported in the fourth quarter of 2011 includes an unrealized loss on marketable securities of $9,600 and a write-off in exploration and evaluation assets of $567,610.

The Company's operations and business are not driven by seasonal trends, but rather the achievement of project milestones such as various geological, technical, environmental and socio-economic objectives as well as receipt of financings to fund these projects.

The operating results of junior exploration companies typically demonstrate wide variations from period to period. These variances arise from fluctuations in such costs as share-based compensation, exploration costs expensed or written-off, professional fees, listing and transfer agent fees, corporation communications and office expenses. Management of the Company believe that meaningful information about our operations cannot be derived from an analysis of quarterly fluctuations unless the reader examines in more detail the information presented in the quarterly and annual financial statements. See "Results of Operations".

Liquidity and Capital Resources

The exploration and evaluation assets of the Company are in the exploration stage and, as a result, the Company has no operations that generate cash flow. The Company finances its activities primarily by the sale of its equity securities or from the sale of an interest in its properties in whole or in part.

The Company does not use debt financing to fund its property acquisitions and exploration activities and has no current plans to use debt financing.

The Company has no stand-by credit facilities, or any off-balance sheet arrangements and it does not use hedges or other financial derivatives.

Cash and Financial Conditions

The Company's cash position was $524,980 at September 30, 2013 ($553,433 at December 31, 2012), a decrease of $28,453. The Company had working capital of $514,637 at September 30, 2013, as compared to $460,013 at December 31, 2012.

The Company's current working capital position may not provide it with sufficient liquidity to meet its current and future exploration activities. The development of the Company's properties will therefore depend upon the Company's ability to obtain financing through the equity markets. There can be no assurance that the Company will succeed in obtaining additional financing. Failure to raise additional financing on a timely basis could cause the Company to suspend its operations and eventually to forfeit or sell its interest in its properties.

Investing Activities

During the current period, the Company's cash flow used for investing activities in exploration and evaluation assets was $336,597 (2012 - $289,577), all of which represented acquisition and exploration costs that were capitalized; $23,523 (2012 - $202,185) in exploration and evaluation assets recovery received.

Financing Activities

During the nine month period ended September 30, 2013, the Company closed a non-brokered private placement raising gross proceeds of $500,000 by issuing 5,000,000 units (each, a "Unit") at a price of $0.10 per Unit. Each Unit consists of one common share and one non-transferable common share purchase warrant (the "Warrant"). Each Warrant is exercisable into one common share at an exercise price of $0.10 until July 11, 2018. The Warrants are subject to an accelerated expiry date which comes into effect when the trading price of the common shares of the Company closes at or above $0.30 per share for twenty consecutive trading days in the period commencing four months after the Closing. In the event that the Company gives an expiry acceleration notice (the "Notice") to the holder of the warrants, the expiry date of the Warrants will be 30 days from the date of the Notice. The Units were fully subscribed by directors or companies controlled by directors of the Company.

During the nine month period ended September 30, 2012, the Company closed a non-brokered private placement raising gross proceeds of $500,000 by issuing 5,000,000 units (each, a "Unit") at a price of $0.10 per Unit. Each Unit consists of one common share and one non-transferable common share purchase warrant (the "Warrant"). Each Warrant is exercisable into one common share at an exercise price of $0.10 until May 24, 2017. The Warrants are subject to an accelerated expiry date which comes into effect when the trading price of the common shares of the Company closes at or above $0.30 per share for twenty consecutive trading days in the period commencing four months after the Closing. In the event that the Company gives an expiry acceleration notice (the "Notice") to the holder of the warrants, the expiry date of the Warrants will be 30 days from the date of the Notice. A total of 3,200,000 Units were subscribed by directors and companies controlled by directors of the Company.

Outstanding share data as at the Report Date:

On the Report Date, the Company had 68,922,586 common shares outstanding or 83,272,586 shares on a fully diluted basis as follows:

	No. of Shares	Exercise Price	Expiry Date
Stock Options	4,350,000	$0.10 - $0.21	Feb. 24, 2014 to Aug. 22, 2017
Warrants	10,000,000	$0.10	May 24, 2017 to July 11, 2018

Transactions with related parties

Key Management Personnel

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of the Company's Board of Directors and corporate officers, including the Company's Chief Executive Officer and Chief Financial Officer.

The Company entered into the following transactions with related parties and key management personnel during the period ended September 30, 2013:

Paid or accrued the following to Cooper Jack Investments Limited, a private company controlled by Robert T. Boyd, the President, Chief Executive Officer and a director of the Company:

	2013	2012
Management fees	$ -	$ 9,675
Geological & consulting fees	90,900	90,000

Paid or accrued the following to T.P. Cheng & Company Ltd., a private company controlled by Teresa Cheng, the Chief Financial Officer of the Company:

	2013	2012
Management fees	$ 45,000	$ 45,000

Paid or accrued the following to Adera Company Management Inc., a private company controlled by J. Christopher Mitchell, a director of the Company:

	2013	2012
Consulting fees	$ 1,688	$ 4,725

Included in accounts payable and accrued liabilities at September 30, 2013 is $11,808 (2012 - $16,430) due to related parties. Amounts due to related parties are unsecured, non-interest bearing, and have no specific terms of repayment.

The amounts charged to the Company for the transactions provided have been determined by negotiations amongst the parties. These transactions were in the normal course of operations and were measured at the same value as if the transactions had occurred with non-related parties.

FUTURE ACCOUNTING POLICY CHANGES ISSUED BUT NOT YET IN EFFECT

The following new standards and interpretations are not yet effective and have not been applied in preparing these consolidated financial statements. The Company is currently evaluating the potential impacts of these new standards.

- IFRS 9, *Financial Instruments* (effective January 1, 2015) introduces new requirements for the classification and measurement of financial assets, and will replace IAS 39. IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple classification options available in IAS 39.

FINANCIAL INSTRUMENTS AND RISK

Fair value

IFRS 7 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at September 30, 2013, the Company's financial instruments are comprised of cash and cash equivalents, marketable securities, receivables, and accounts payable and accrued liabilities. The carrying value of receivables, and accounts payable and accrued liabilities approximate their fair values due to the relatively short periods to maturity of these financial instruments.

Financial instruments measured at fair value on the statements of financial position are summarized in levels of fair value hierarchy as follows:

September 30, 2013

Assets	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	$ 524,980	$ -	$ -	$ 524,980
Marketable securities	11,200	-	-	11,200
Total	$ 536,180	$ -	-	$ 536,180

December 31, 2012

Assets	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	$ 553,433	$ -	$ -	$ 553,433
Marketable securities	19,200	-	-	19,200
Total	$ 572,633	$ -	-	$ 572,633

Risk Management

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

Credit risk

Credit risk is the risk of potential loss to the Company if a customer or counterparty to a financial instrument fails to meets its contractual obligations. The Company's credit risk is limited to the carrying amount on the statement of financial position and arises from the Company's cash and cash equivalents, marketable securities and receivables.

The Company's cash and cash equivalents are held through a Canadian chartered bank, which is a high-credit quality financial institution. The Company's receivables primarily consist of recoverable sales tax due from the Government of Canada.

Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2013, the Company had a cash balance of $524,980 to settle current liabilities of $44,053. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

Market risk

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

(a) Interest rate risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term certificates of deposits issued by its banking institution. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its bank.

(b) Foreign currency rate risk

While the Company is domiciled in Canada and its capital is raised in Canadian dollars, a portion of its business is conducted in the United States of America. As such, it is subject to risk due to fluctuations in the exchange rate between the Canadian and US dollars. At September 30, 2013, the Company has cash, accounts payable and an advance from an optionee denominated in US dollars of US$3,489, $6,318 and $1,243 respectively. Each 1% change in the Canadian dollar versus the U.S. dollar will result in a gain/loss of approximately $43.

Management believes the foreign exchange risk derived from currency conversions is insignificant and therefore does not hedge its foreign exchange risk.

The carrying value of cash and cash equivalents, marketable securities, receivables, and accounts payable and accrued liabilities approximate their fair values due to the relatively short periods to maturities of these financial instruments.

Based on management's knowledge of and experience in the financial markets, management does not believe that the Company's current financial instruments will be materially affected by credit risk, liquidity risk or market risk.

CAPITAL MANAGEMENT

The Company manages its cash and cash equivalents, and common shares as capital. The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the on-going business objectives including, but not limited to pursuing the exploration of its exploration and evaluation assets, funding of future growth opportunities, and pursuit of new acquisitions; and
- to maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company manages its capital structure by issuing new shares, adjusting capital spending or disposing of assets. In addition, management of the Company's capital structure is facilitated through its financial and operational forecasting processes. The forecast of the Company's future cash flows is based on estimates of commodity prices, forecast capital and operating expenditures, and other investing and financing activities. The forecast is regularly updated based on new commodity prices and other changes, which the Company views as critical in the current environment.

The Company's working capital as at September, 2013 was $514,637 (December 31, 2012 - $460,013). The Company's capital management objectives, policies and processes have not been changed over the period presented. The Company is not subject to any externally imposed capital requirements.

Risk Factors Relating to the Company's Business

As a company active in the mineral resource exploration and development industry, the Company is exposed to a number of risks.

Exploration Stage Operations

The Company's operations are subject to all of the risks normally incident to the exploration for and the development and operation of exploration and evaluation assets. The Company has implemented comprehensive safety and environmental measures designed to comply with government regulations and ensure safe, reliable and efficient operations in all phases of its operations. The Company maintains liability insurance, where reasonably available, in such amounts it considers prudent. The Company may become subject to liability for hazards against which it cannot insure or which it may elect not to insure against because of high premium costs or other reasons.

All of the Company's properties are still in the exploration stage. Mineral exploration and exploitation involves a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to avoid. Few properties that are explored are ultimately developed into producing mines.

Mineral exploration in various jurisdictions may involve consultation with First Nations groups. The Company endeavours to consult with such groups on a good faith basis, however, there are no guarantees the consultation process will result in decisions acceptable to all parties. The risk of unforeseen aboriginal title claims and disputes could affect the Company's existing operations as well as development projects and future acquisitions.

Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, extreme weather events, flooding, explosions, tailings impoundment failures, cave-ins, landslides and the inability to obtain adequate machinery, equipment or labour are some of the risks involved in mineral exploration and exploitation activities. The Company has relied on and may continue to rely on consultants and others for mineral exploration and exploitation expertise. Substantial expenditures are required to establish mineral reserves and resources through drilling, to develop metallurgical processes to extract the metal from the material processed and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining.

There is no assurance that commercial quantities of ore will be discovered. Even if commercial quantities of ore are discovered, there is no assurance that the properties will be brought into commercial production or that the funds required to exploit mineral reserves and resources discovered by the Company will be obtained on a timely basis or at all. The commercial viability of a mineral deposit once discovered is also dependent on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices. Most of the above factors are beyond the control of the Company.

There can be no assurance that the Company's mineral exploration activities will be successful. In the event that such commercial viability is never attained, the Company may seek to transfer its property interests or otherwise realize value or may even be required to abandon its business and fail as a "going concern".

Competition

The mining industry is intensely competitive in all of its phases, and the Company competes with other companies with greater technical and financing resources than itself with respect to acquire properties of merit, the recruitment and retention of qualified employees and other persons to carry out its mineral exploration activities. Competition in the mining industry could adversely affect the Company's prospects for mineral exploration in the future.

Commitments

The Company entered into an office lease agreement commencing March 1, 2011 and ending February 28, 2015. Minimum annual lease payments are as follows:

2013	$ 43,858
2014	44,996
2015	7,657
	$ 96,511

Outlook

The Company will need to raise additional funds to advance its property portfolio and to fund 2014 exploration field programs for the Rattlesnake-Natrona Property in Wyoming, the Elephant Mountain Property in Alaska, and the Pardo and Flint Lake Joint Ventures in Ontario. Furthermore acquisition evaluations will need to be funded. The Company will also need to raise additional funds to meet its future estimated overhead expenditures. The Company is working to secure those funds from conventional equity financing sources, from private investors, through farm-outs of existing properties in the Company's portfolio and from strategic partnerships. Failure to raise such funds on a timely basis could cause the Company to suspend its operations and eventually to forfeit or sell its interest in its properties.

Forward-Looking Statements

Certain of the statements made and information contained herein is "forward-looking information" within the meaning of the Securities Acts in British Columbia and Ontario. This includes statements concerning the Company's plans at its exploration and evaluation assets, which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. Forward-looking information is subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking information, including, without limitation, the ability of the Company to continue to be able to access the capital markets for the funding necessary to acquire and maintain exploration properties and to carry out its desired exploration programs; inability to fund the Company's share of costs incurred under JV agreements to which it is a party, and reduction or elimination of its JV interest as a result; competition within the minerals industry to acquire properties of merit, and competition from other companies possessing greater technical and financial resources; difficulties in executing exploration programs on the Company's proposed schedules and within its cost estimates, whether due to weather conditions in the areas where it operates, increasingly stringent environmental regulations and other permitting restrictions, or other factors related to exploring of its properties, such as the availability of essential supplies and services; factors beyond the capacity of the Company to anticipate and control, such as government regulations relating to health, safety and the environment, and the scale and scope of royalties and taxes on production; the availability of experienced contractors and professional staff to perform work in a competitive environment and the resulting adverse impact on costs and performance and other risks and uncertainties, including those described in each management's discussion and analysis of financial condition and results of operations. In addition, forward-looking information is based on various assumptions including, without limitation, assumptions associated with exploration results and costs and the availability of materials and skilled labour. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Accordingly, readers are advised not to place undue reliance on forward-looking information. Except as required under applicable securities legislation, the Company undertakes no obligation to publicly update or revise forward-looking information, whether as a result of new information, future events or otherwise.