

BITTERROOT RESOURCES LTD.
MANAGEMENT DISCUSSION & ANALYSIS

For the period ended July 31, 2014

As of September 17, 2014

TABLE OF CONTENTS

INTRODUCTION	3
FORWARD LOOKING STATEMENTS.....	3
SUMMARY OF ACTIVITIES	4
OVERALL PERFORMANCE.....	5
Results of Operations	5
<i>Michigan Lands, Michigan</i>	5
<i>North Brenda Project, British Columbia</i>	6
<i>Other</i>	6
SUMMARY OF FINANCIAL RESULTS.....	7
<i>Revenues</i>	7
<i>General and administrative expenses</i>	7
SUMMARY OF QUARTERLY RESULTS.....	8
FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES.....	8
RELATED PARTY TRANSACTIONS.....	9
NEW ACCOUNTING STANDARDS AND INTERPRETATION.....	9
FINANCIAL INSTRUMENTS AND RISKS.....	10
Capital management	10
Liquidity risk.....	10
Credit risk	10
Currency risk	10
Interest rate risk.....	11
Price risk	11
Fair value	11
RISKS AND UNCERTAINTIES	11
DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE	12
OUTSTANDING SHARES, STOCK OPTIONS AND WARRANTS.....	13
OFF-BALANCE SHEET ARRANGEMENTS	13
PROPOSED TRANSACTIONS.....	13
CRITICAL ACCOUNTING ESTIMATES.....	13

CONTINGENCIES	14
INTERNAL CONTROLS OVER FINANCIAL REPORTING	14
MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS.....	14
OTHER MD&A REQUIREMENTS.....	14
DIRECTORS AND OFFICERS	14

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INTRODUCTION

Bitterroot Resources Ltd. is a mineral resource company engaged directly and indirectly through its wholly-owned subsidiaries, (collectively referred to herein as “the Company” or “Bitterroot”), in the acquisition and exploration of mineral properties. In Michigan, Bitterroot’s wholly-owned subsidiary Trans Superior Resources, Inc. owns recorded mineral title interests covering approximately 363 square miles and leases 880 acres of State of Michigan mineral rights in the Upper Peninsula. In southern British Columbia, the Company owns 100 percent interests in the GK (Au) and North Brenda (Au/Cu/Mo) claims.

During and subsequent to the nine month period ended July 31, 2014 and up to the date of this report, gold spot prices declined approximately 6.7% and copper spot prices declined approximately 1.9%. The Company is exposed to commodity price and equity market risk due to the cyclical nature of the mineral exploration business. Management seeks to minimize commodity risk by exploring for several metals (primarily nickel, copper and PGMs) and seeks to minimize exploration costs and political risk by operating in mining-friendly, road-accessible locations in North America.

The following Management Discussion and Analysis (MD&A) should be read in conjunction with Bitterroot Resources Ltd.’s condensed consolidated interim financial statements for the period ended July 31, 2014 and the related notes contained therein which have been prepared under International Reporting Financial Standards (“IFRS”). The following should also be read in conjunction with the audited annual consolidated financial statements and MD&A for the year ended October 31, 2013. This information and exploration results are presented in news releases and project summaries available on www.sedar.com or on the Company’s website (www.bitterrootresources.com).

All financial information in this MD&A related to 2014 and 2013 has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

FORWARD LOOKING STATEMENTS

Certain information in this MD&A, including all statements that are not historical facts, constitutes forward-looking information within the meaning of applicable Canadian securities laws. Such forward-looking information may include, but is not limited to, information which reflect management’s expectations regarding the Company’s future growth, results of operations (including, without limitation, future production and capital expenditures), performance (both operational and financial) and business prospects (including the timing and development of new deposits and the success of exploration activities) and opportunities. Often, this information includes words such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate” or “believes” or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

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

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

SUMMARY OF ACTIVITIES

In the nine months ended July 31, 2014, the majority of Bitterroot Resources Ltd.'s exploration expenditures were on drilling, ground-based geophysical (electromagnetic and gravity) surveys, geological consulting and land acquisition in Michigan. Exploration and evaluation expenditures in the period were \$712,802. Operating expenses were \$259,452.

In early March 2014, the Company closed a non-brokered private placement and issued 5,200,000 units at a price of \$0.05 per unit for gross proceeds of \$260,000. Each unit consists of one common share and one common share purchase warrant which is exercisable at \$0.10 expiring March 4, 2015. In connection with this private placement, the Company issued 245,000 broker warrants which are exercisable into common shares at \$0.10 per share expiring March 4, 2015. The fair value of the broker warrants under the Black-Scholes pricing model was \$5,716 and was recorded as share issue costs. The Company paid \$14,300 of cash share issue costs in relation to the private placement.

Under the terms of its Stock Option Plan, Bitterroot Resources Ltd. granted, effective January 24, 2014 incentive stock options to acquire 200,000 common shares at \$0.10 per share, expiring January 23, 2019. On June 20, 2014, the Company issued incentive stock options to acquire 1,800,000 common shares at \$0.10 per share, expiring June 19, 2019.

OVERALL PERFORMANCE

Results of Operations

Michigan Lands, Michigan

Bitterroot Resources Ltd. owns a 100% interest in approximately 360 square miles of mineral rights in the Upper Peninsula of Michigan, U.S.A. On approximately 100 square miles (the "Copper Range Lands") the vendor retains a 2% net smelter return royalty (NSR) and the Company has the option to purchase one half of this NSR royalty by paying \$1,000,000 U.S. on or before December 31, 2048. The Company's remaining wholly-owned mineral rights (the "Voyageur Lands") are not encumbered by royalties. The Company also currently holds leases covering 880 acres of State of Michigan mineral rights. State leases are subject to a sliding scale production royalty ranging from 2% to 7%, or to a net smelter returns royalty, the terms of which are negotiated on a case-by-case basis. In September 2014, the Company's Michigan subsidiary entered into an agreement whereby it will purchase Prime Meridian Resources Corp.'s entire interest in a 40-acre minerals lease in Baraga County, Michigan. Bitterroot will issue to Prime Meridian 500,000 units, with each unit consisting of one Bitterroot common share and one common share purchase warrant, exercisable for two years at C\$0.10, plus make a one-time C\$7,500 cash payment to Prime Meridian. The lease requires annual advance royalty payments of US\$100 per acre and the lessor retains a 3% NSR royalty.

In 2014 Bitterroot's management has focussed on drill-testing geophysical targets on its wholly-owned mineral rights. These targets are prospective for nickel-copper-PGM-bearing sulphides similar to the high-grade Eagle deposit which currently hosts NI 43-101-compliant Proven and Probable Mineral Reserves of 5.1 Mt @ 3.1% Ni and 2.6% Cu (source: www.lundinmining.com). The Eagle deposit is located in a similar geological setting, approximately 75 km northeast of the Company's Target H and 25 km east of the newly-acquired Loosemore property. Between October 2012 and the date of this report, Bitterroot's geophysical contractors surveyed over 157 line-kilometres with Pulse EM (PEM) and collected over 3,900 gravity measurements on twelve targets. The PEM and gravity surveys have identified several high-priority magmatic nickel-copper-PGM drill targets on Bitterroot's 100 percent-owned mineral rights.

In October 2013, Bitterroot Resources Ltd.'s drilling contractor completed 1,115-metres of core drilling to test two targets. Drilling did not intersect mineralization and these two targets have been downgraded.

In December 2013 and January 2014, an 800-station gravity survey was conducted on Target H. On Target F-West, a 12 line-kilometer Pulse EM survey was done in February 2014. These surveys have defined several drill targets.

In March 2014, the Company mobilized a drill rig to test Target H. One 316 meter-long drill hole was completed, which intersected metasediments of the Michigamme Formation.

In June 2014, the Company released State of Michigan metallic minerals leases covering 1,498 acres.

In July 2014, the Company completed five drill holes totalling 1,704 metres on Target H. Three of the five drill holes deviated significantly from their initial azimuth and dip and did not reach their planned target depth. Based on contact metamorphism and hydrothermal alteration

observed in metasediments intersected in the final hole, Bitterroot's management concludes that the hole was terminated within close proximity of the targeted mafic intrusion. Borehole electromagnetic surveys (BHEM) were done in August. Preliminary results from the BHEM surveys indicated the presence of an off-hole conductive zone. Additional Maxwell modelling of the data is underway to confirm the location and veracity of the conductive zone.

On September 15, 2014, the Company announced it had entered into an agreement to acquire a minerals lease on the road-accessible, 40-acre "Loosemore" property, located in the Baraga Basin, some 25 km west of, and in a similar geological setting, as Lundin Mining's high-grade Eagle nickel-copper mine, which currently hosts NI 43-101-compliant Proven and Probable Mineral Reserves of 5.1 Mt @ 3.1% Ni and 2.6% Cu (source: www.lundinmining.com). The highly prospective Baraga Basin hosts several other nickel and copper sulphide-bearing ultramafic intrusions, including Lundin Mining's Eagle East and Rio Tinto's Bovine Igneous Complex. Ni-Cu-PGM-mineralized boulders have been discovered in gravel pits less than 2 km east and south ("down-ice") of the Loosemore property. One drill hole was completed on the Loosemore property by previous lessor Kennecott Exploration Company, a subsidiary of Rio Tinto, in the mid-1990's. The drill hole intersected disseminated chalcopyrite mineralization in olivine gabbro and associated mafic/ultramafic intrusive rocks. This encouraging drill hole has not been followed up with additional drilling or geophysics. Bitterroot's management believes that the Loosemore property has potential to host the feeder zone of a multi-phased mafic intrusive system, as suggested by core sample analyses and the presence of magnetic and gravity highs centred on the Loosemore property. Bitterroot is planning to conduct detailed ground magnetic and gravity surveys on the property in late 2014, prior to drilling in early 2015, subject to financing. During the period ended July 31, 2014, Bitterroot spent \$712,802 on its Michigan exploration projects, mainly on drilling, geophysical surveys, land acquisition and geological consultants. The Company wrote-down \$1,310,039 of costs related to exploration on two targets in Michigan during the year ended October 31, 2013. Mr. Glenn Scott, P.Geol is the Qualified Person responsible for the technical content of this disclosure.

North Brenda Project, British Columbia

Soil sampling, mapping and prospecting have expanded the size of multi-element soil geochemical anomalies located in recently logged areas. In order to conserve working capital, no field work was done on the North Brenda property in the period.

During the period ended July 30, 2014, Bitterroot spent \$1,986 on the North Brenda property. Approximately half of the property will no longer be pursued by the Company. As a result, the Company wrote-down \$1,076,998 of costs related to the North Brenda property during the year ended October 31, 2013. Mr. Charles Greig, P.Geol is the Qualified Person responsible for the technical content of this disclosure.

Other

The Company owns a 100% interest in the GK (Au) claims in southern BC. No work was done on this property in 2013 and the nine month period July 31, 2014. In June 2014, the Company forfeited the SPN property, which consisted of 13 claims covering 6,490 hectares.

SUMMARY OF FINANCIAL RESULTS

Revenues

Due to the Company's status as an exploration and development stage mineral resource company and a lack of commercial production from its properties, the Company currently does not have any revenues from its operations.

General and administrative expenses

During the nine months ended July 31, 2014, the Company recorded a loss of \$259,452 (\$0.00 per share) compared to a loss of \$215,308 (\$0.00 per share) for the period ended July 31, 2013.

General and administrative expenses (G+A) were \$259,452 for the nine months ended July 31, 2014 compared to \$219,473 for the nine months ended July 31, 2013. During the nine months ended July 31, 2014, the Company's G+A excluding share-based payments was \$211,973, compared to G+A of 219,473 for the period ended July 31, 2013. Expenses details are as follows:

- a) Management fees of \$90,000 (2013 - \$72,000) – the increase is due to increased management fee rates.
- b) Foreign exchange loss of \$8,326 (2013 -\$2,494) – the change in foreign exchange was due to fluctuations in the USD exchange rates during the period.
- c) Professional fees of \$21,548 (2013 - \$36,053) – the decrease is mainly due to reduced audit fees during the current period, partially offset by higher legal costs.
- d) Shareholder information of \$9,572 (2013 - \$17,185) and transfer agent fees of \$15,757 (2013 - \$17,197) decreased due to decreased capital raising and trading volumes in the current period compared to prior period.
- e) Share-based payments of \$47,479 (2013 - \$nil) – The increase was due to stock options granted to Directors and Officers in the nine month period ended July 31, 2014 compared to the nine month period ended July 31, 2013. During the nine months ended July 31, 2014, the Company granted 2,000,000 (2013 – 500,000) stock options with initial fair market value of \$62,085 (2013 - \$38,186) or \$0.03 (2013 - \$0.08) per option. The Company expensed \$47,479 (2013 - \$Nil) to operations for the options granted to officers and directors of the Company. These options mainly were granted to replace options which had recently expired. The remaining balance of \$14,606 (2013 - \$38,186) was capitalized to exploration and evaluation assets pertaining to stock options granted to newly hired field consultants.
- f) Interest income of \$Nil (2013 - \$4,165) – the decrease in the period is due to reduced interest from GIC's.

Third quarter - general and administrative expenses

During the three months ended July 31, 2014, the Company recorded a loss of \$107,137 (\$0.00 per share) compared to a loss of \$67,608 (\$0.00 per share) for the three months ended July 31, 2013. The increase in the current period is mainly a result of the stock options granted during the three months ended July 31, 2014. Excluding these share based payments, During the three

months ended July 31, 2014, the Company recorded a loss of \$59,658 (\$0.00 per share) compared to a loss of \$67,608 (\$0.00 per share) for the three months ended July 31, 2013. The Company granted 1,800,000 (2013 – nil) stock options to initial fair market value of \$53,414 (2013 - \$nil) and expensed \$47,479 (2013 - \$nil) to operations for the options granted to officers and directors of the Company. These options mainly were granted to replace options which had recently expired. The remaining balance of \$5,935 (2013 - \$nil) was capitalized to exploration and evaluation assets pertaining to stock options granted to field consultants. Professional fees, office expenses and shareholder information fees decreased as a result of decreased activities and austerity measures in the current period compared to the prior period.

SUMMARY OF QUARTERLY RESULTS

The following tables set forth a comparison of revenues and expenses for the previous eight quarters ending with July 31, 2014.

	July 31, 2014	April 30, 2014	January 31, 2014	October 31, 2013
Revenue	\$ nil	\$ nil	\$ nil	\$ nil
Loss for the period	(107,137)	(85,756)	(66,559)	(2,911,247)
Exploration and evaluation assets	5,492,011	5,109,647	4,919,701	4,777,223
Total assets	5,693,773	5,425,472	5,296,991	5,407,697
Loss per share	(0.00)	(0.00)	(0.00)	(0.02)

	July 31, 2013	April 30, 2013	January 31, 2013	October 31, 2012
Revenue	\$ nil	\$ nil	\$ nil	\$ nil
(Loss) earnings for the period	(67,608)	(92,394)	(55,306)	462,255
Exploration and evaluation assets	7,131,874	7,054,268	6,614,003	6,336,888
Total assets	7,210,415	7,326,391	7,431,133	7,428,677
(Loss) income per share	(0.00)	(0.00)	(0.00)	0.00

During the quarter ended July 31, 2014, the Company recorded share-based payments of \$47,479.

During the quarter ended October 31, 2013, the Company recorded share-based payments of \$76,077 and wrote-down \$2,744,245 of its North Brenda, Windy and Michigan properties.

During the quarter ended October 31, 2012, the Company recorded a deferred income tax recovery of \$744,000 and share-based payments of \$168,638.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

As at July 31, 2014, the Company had cash of \$165,749, \$10,500 was owed to a related party, accounts payable and accrued liabilities were \$326,957 and the working capital deficiency was \$162,585.

In March 2014, the Company received gross proceeds of \$260,000 from the issuance of 5,200,000 common shares from the completion of a non-brokered private placement.

RELATED PARTY TRANSACTIONS

The following is a summary of related party transactions and balances during the period July 31, 2014:

(a) Management fees of \$90,000 (2013 - \$72,000) were incurred from a company controlled by a director in common.

(b) Share-based payments include stock options granted to directors and officers recorded at fair value of \$47,479 (2013 - \$nil).

As at July 31, 2014, the Company owed \$10,500 (October 31, 2013 - \$nil) to a company controlled by a director in common for management fees.

NEW ACCOUNTING STANDARDS AND INTERPRETATION

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after January 1, 2013, including IAS 27 Separate Financial Statements, IAS 28 Investments in Associates and Joint Ventures, IFRS 10 Consolidated Financial Statements, IFRS 11 Joint Arrangements, IFRS 12 Disclosure of Interest of Other Entities, and IFRS 13 Fair Value Measurement. The Company has adopted these policies and none of them have a significant effect on the condensed interim consolidated financial statements.

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements.

Accounting Standards Issued and Effective January 1, 2014

IAS 32, "Financial Instruments: Presentation" clarifies 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; and
- the unit of account for applying the offsetting requirements.

FINANCIAL INSTRUMENTS AND RISKS

Capital management

The Company manages its capital to safeguard the Company's ability to continue as a going concern, so that it can continue to provide adequate returns to shareholders and benefits to other stakeholders, and to have sufficient funds on hand for business opportunities as they arise.

The Company considers the items included in share capital as capital. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through short-term prospectuses and private placements, or return capital to shareholders. As at July 31, 2014 the Company does not have any debt and is not subject to externally imposed capital requirements.

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include liquidity risk, credit risk, currency risk, interest rate risk and price risk. Where material, these risks are reviewed and monitored by the Board of Directors.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company is considered to be in the exploration stage. Thus, it is dependent on obtaining regular financings in order to continue its exploration programs. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings. The Company's cash consist of cash deposited in business accounts and redeemable guaranteed investment certificates held by high credit quality financial institutions. The Company is not invested in any asset backed commercial paper.

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash, prepaid expenses, receivables and reclamation deposits. The Company limits exposure to credit risk by maintaining its cash and reclamation deposits with high-credit quality financial institutions. Deposits held with these institutions may exceed the amount of insurance provided on such deposits. The receivables balance consists of GST recoverable. There is ongoing review to evaluate the credit worthiness of these counterparties. The Company's maximum exposure to credit risk at the reporting date is the carrying value of cash prepaid expenses, receivables and reclamation deposits.

Currency risk

The Company's operations are in Canada and the United States. The international nature of the Company's operations results in foreign exchange risk as transactions are denominated in foreign currency. The operating results and the financial position of the Company are reported in Canadian dollars. The fluctuations of the operating currencies in relation to the Canadian dollar will, consequently, have an impact upon the reported results of the Company and may also affect the value of the Company's assets and liabilities. The Company has not entered into any

agreements or purchased any instruments to hedge possible currency risks at this time. A strengthening (weakening) of the Canadian dollar against the US dollar of 10% would not have a significant effect on net loss.

Interest rate risk

The Company's exposure to interest rate risk arises from the interest rate impact on its cash. The Company's practice has been to invest cash at floating rates of interest, in order to maintain liquidity, while achieving a satisfactory return for shareholders. There is minimal risk that the Company would recognize any loss as a result of a decrease in the fair value of any guaranteed bank investment certificates included in cash as they are generally held with large financial institutions.

Price risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors the commodity prices of precious metals and the stock market to determine the appropriate course of action to be taken by the Company.

Fair value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair value of cash is measured based on level 1 inputs of the fair value hierarchy.

The estimated fair value of financial liabilities is equal to their carrying values due to the short-term nature of these instruments.

RISKS AND UNCERTAINTIES

Natural resources exploration, development, production and processing involve a number of business risks, some of which are beyond the Company's control. These can be categorized as operational, financial and regulatory risks.

- Operation risks include finding and developing reserves economically, marketing production and services, product deliverability uncertainties, changing government law and regulation, hiring and retaining skilled employees and contractors and conducting operations in a cost effective and safe manner. The Company continuously monitors and responds to changes in these factors and adheres to all regulations governing its operations. Insurance may be maintained at levels consistent with prudent industry

practices to minimize risks, but the Company is not fully insured against all risks, nor are all such risks insurable.

- Financial risks include commodity prices, interest rates and the Canadian dollar and the United States dollar, which are beyond the Company's control.
- Regulatory risks include the possible delay in getting regulatory approval to the transactions that the Board of Directors believe to be in the best interest of the Company, increased fees for filing, the introduction ever more complex reporting requirements the cost of which the Company must meet in order to maintain its exchange listing and the resulting potential for accounting errors which may lead to fines, interest charges and cash calls.

Bitterroot's ability to meet its ongoing financial obligations will be determined by management's success in acquiring exploration and evaluation assets, obtaining equity financing, negotiating joint venture arrangements and facilitating the exercise of outstanding share purchase warrants and options. There can be no assurance that the Company will be able to continue to raise funds, in which case it may be unable to meet its obligations. Should Bitterroot be unable to realize its assets and discharge its liabilities in the normal course of business, the realizable value of its assets may be materially less than the amounts recorded on the statements of financial position. Details of funding commitments on the Company's exploration and evaluation assets are disclosed in Note 4 of the condensed consolidated interim financial statements for the period ended July 31, 2014.

DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

An analysis of the material components of the Company's general and administrative expenses is disclosed in the unaudited condensed consolidated interim financial statements for the period ended July 31, 2014 to which this MD&A relates. An analysis of the material components of the exploration and evaluation assets of the Company is disclosed in Note 4 of the unaudited condensed consolidated interim financial statements for the period ended July 31, 2014 to which this MD&A relates.

OUTSTANDING SHARES, STOCK OPTIONS AND WARRANTS

As at the date of this report, the Company has the following outstanding:

- 131,808,327 common shares
- Stock options:

Number of Options	Exercise Price (\$)	Expiry Date
670,000	0.12	December 20, 2014
570,000	0.10	March 21, 2015
100,000	0.10	July 8, 2015
200,000	0.10	September 2, 2015
650,000	0.12	January 13, 2016
655,000	0.13	April 28, 2016
2,310,000	0.10	January 17, 2017
1,780,000	0.105	September 9, 2017
450,000	0.10	March 24, 2018
900,000	0.105	August 28, 2018
200,000	0.10	January 23, 2019
1,800,000	0.10	June 19, 2019
10,285,000		

- Warrants:

Number of Warrants	Exercise Price (\$)	Expiry Date
5,445,000	0.10	March 4, 2015
5,445,000		

OFF-BALANCE SHEET ARRANGEMENTS

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

PROPOSED TRANSACTIONS

The Company continues to evaluate property acquisitions and dispositions, actively target sources of additional financing through alliances with financial, exploration and mining entities and to explore and develop its exploration and evaluation assets. Should it enter into agreements over new properties, it may be required to make cash payments and complete work expenditure commitments.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual reports could differ from management's estimates.

CONTINGENCIES

There are no contingent liabilities.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

Changes in Internal Control over Financial Reporting (“ICFR”)

In connection with National Instrument 52-109, Certification of Disclosure in Issuer’s Annual and Interim Filings (“NI 52-109”) adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to financial information contained in the unaudited condensed consolidated interim financial statements and the audited consolidated financial statements and respective accompanying Management’s Discussion & Analysis. The Venture Issue Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

MANAGEMENT’S RESPONSIBILITY FOR FINANCIAL STATEMENTS

Information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements. Management maintains a system of internal controls to provide reasonable assurances that the Company’s assets are safeguarded and to facilitate the preparation of relevant and timely information.

OTHER MD&A REQUIREMENTS

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

DIRECTORS AND OFFICERS

Michael S. Carr, *CEO, President & Director*
Terence S. Ortslan, *Secretary & Director*
George W. Sanders, *Director*
Barney Magnusson, *Chief Financial Officer*