BITTERROOT RESOURCES LTD.
MANAGEMENT DISCUSSION & ANALYSIS
For the year ended October 31, 2014
As of February 18, 2015

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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 and 40 acres of privately-owned mineral rights, all in the Upper Peninsula of Michigan. In southern British Columbia, the Company owns 100 percent interests in the GK (Au) and North Brenda (Au/Cu/Mo) claims.

Between November 1, 2013 and the date of this report, gold spot prices declined approximately 7.5%, copper spot prices declined approximately 21.5% and the TSX Venture Exchange index declined 26.9%. 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 audited annual consolidated financial statements for the year ended October 31, 2014 and the related notes contained therein which have been prepared under International Reporting Financial Standards ("IFRS"). 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 year ended October 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 year were $780,065. Operating expenses, net of share-based payments and write-down of exploration and evaluation assets were $298,623.

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 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 purchased Prime Meridian Resources Corp.'s entire interest in a 40-acre minerals lease in Baraga County, Michigan, known as the "Loosemore" property. Bitterroot issued 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 made 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. This property covers a previously-drilled olivene gabbro intrusion which may represent a magma feeder zone. The Loosemore property is prospective for Ni-Cu-PGM mineralization similar to Lundin Mining Corporation's Eagle Mine (5.16 Mt @ 3.1% Ni and 2.6% Cu), located approximately 24 km ESE, in a similar geological setting. The 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.

In 2014 Bitterroot drill-tested geophysical targets on its wholly-owned mineral rights in the Haystack South area. These targets are also prospective for Eagle-type nickel-copper-PGM-bearing sulphide deposits. In the period 2010-2013, Rio Tinto was actively exploring in the area, in very close proximity to Bitterroot's land holdings. 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 identified several magmatic nickel-copper-PGM drill targets on Bitterroot's 100 percent-owned mineral rights.

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

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

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.

During the year ended October 31, 2014, Bitterroot spent $775,429 on its Michigan exploration projects, mainly on drilling, geophysical surveys, land acquisition and geological consultants. The Company wrote-down $164,193 (2013 - $1,310,039) of costs related to exploration on two targets on mineral rights leased from the State of Michigan. Mr. Glenn Scott, P.Geo 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 year.

During the year ended October 31, 2014, the Company did not explore the North Brenda claim block and wrote-down its remaining $976,654 (2013 - $1,076,998) of costs related to the North Brenda property. Mr. Charles Greig, P.Geo 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 year ended October 31, 2014. In June 2014, the Company forfeited the SPN property, which consisted of 13 claims covering 6,490 hectares.

SELECTED ANNUAL INFORMATION

The following table represents selected information of the Company for the three most recently completed financial years:

	October 31, 2014	October 31, 2013	October 31, 2012
Total revenue	$ -	$ -	$ -
Loss and comprehensive loss for the year	1,486,949	3,126,555	4,490,163
Basic and diluted loss per share	(0.01)	(0.03)	(0.04)
Total assets	4,457,755	5,407,697	7,428,677
Total long term liabilities	-	-	-

During the year ended October 31, 2014, the Company wrote-down $1,140,847 of capitalized expenditures on the North Brenda Property and Michigan Lands.

During the year ended October 31, 2013, the Company wrote-down $2,744,245 of capitalized expenditures on the North Brenda Property, Windy Property and Michigan Lands.

During the year ended October 31, 2012, the Company sold its Mineral Creek Property and as a result, the Company recorded a loss of $4,651,690 on the sale of its property.

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.

Expenses

During the year ended October 31, 2014, the Company recorded a loss of $1,486,949 ($0.01 per share) compared to a loss of $3,126,555 ($0.03 per share) for the year ended October 31, 2013.

Expenses were $1,486,949 for the year ended October 31, 2014 compared to $3,126,555 for the year ended October 31, 2013. During the year ended October 31, 2014, the Company's expenses excluding share-based payments and write-down of exploration and evaluation assets was $298,623, compared to $306,233 for the year ended October 31, 2013.

Expenses details are as follows:

a) Management fees of $120,000 (2013 - $102,000) – the increase is due to increased management fee rates.

b) Foreign exchange loss of $13,164 (2013 -$8,965) – the change in foreign exchange was due to fluctuations in the USD exchange rates during the year.

c) Professional fees of $55,704 (2013 - $68,152) – the decrease is mainly due to reduced audit fees during the current year, partially offset by higher legal costs.

d) Shareholder information of $10,130 (2013 - $17,958) and transfer agent fees of $17,464 (2013 - $18,779) decreased due to decreased capital raising and trading volumes in the current year compared to prior year.

e) Share-based payments of $47,479 (2013 - $76,077) –During the year ended October 31, 2014, the Company granted 2,000,000 (2013 – 1,500,000) stock options with initial fair market value of $62,085 (2013 - $133,281) or $0.03 (2013 - $0.09) per option. The Company expensed $47,479 (2013 - $76,077) 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 - $57,204) was capitalized to exploration and evaluation assets pertaining to stock options granted to technical consultants.

f) Interest income of $Nil (2013 - $4,307) – the decrease in the year is due to reduced interest from GIC's.

Fourth quarter - expenses

During the three months ended October 31, 2014, the Company recorded a loss of $1,227,497 ($0.01 per share) compared to a loss of $2,911,247 ($0.02 per share) for the three months ended October 31, 2013. During the three months ended October 31, 2014, the Company recorded share-based payments of $nil (2013 - $76,077) and wrote-down $1,140,847 (2013 - $2,744,245) of its North Brenda, Windy and Michigan properties. Excluding share based payments and write-down of exploration and evaluation assets, during the three months ended October 31, 2014, the Company recorded a loss of $86,650 ($0.00 per share) compared to a loss of $90,925 ($0.00 per share) for the three months ended October 31, 2013.

SUMMARY OF QUARTERLY RESULTS

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

	October 31, 2014	**July 31, 2014**	**April 30, 2014**	**January 31, 2014**
Revenue	$ nil	$ nil	$ nil	$ nil
Loss for the period	(1,227,497)	(107,137)	(85,756)	(66,559)
Exploration and evaluation assets	4,416,441	5,492,011	5,109,647	4,919,701
Total assets	4,457,755	5,693,773	5,425,472	5,296,991
Loss per share	(0.01)	(0.00)	(0.00)	(0.00)

	October 31, 2013	**July 31, 2013**	**April 30, 2013**	**January 31, 2013**
Revenue	$ nil	$ nil	$ nil	$ nil
(Loss) earnings for the period	(2,911,247)	(67,608)	(92,394)	(55,306)
Exploration and evaluation assets	4,777,223	7,131,874	7,054,268	6,614,003
Total assets	5,407,697	7,210,415	7,326,391	7,431,133
(Loss) income per share	(0.02)	(0.00)	(0.00)	(0.00)

During the quarter ended October 31, 2014, the Company wrote-down $1,140,847 of capitalized expenditures on its North Brenda and Michigan properties.

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 capitalized expenditures on its North Brenda, Windy and Michigan properties.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

As at October 31, 2014, the Company had cash of $5,977, $111,034 was owed to related parties, accounts payable and accrued liabilities were $210,402 and the working capital deficiency was $306,643.

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.

During the year ended October 31, 2014, the Company received loan proceeds of $67,500 from a family member of the Company's CEO.

Subsequent to year end, the Company finalized the loan agreement related to the proceeds advanced during the year as well as an additional $14,000 advanced subsequent to year end. The loan bears interest at a rate of 12% per annum and is payable on demand. Subject to registration, the loan will be secured by a general security agreement over all of the present and subsequently acquired assets of the Company. The terms of the loan are to be applied retrospectively to the total outstanding balance of $81,500.

RELATED PARTY TRANSACTIONS

Key management personnel are the persons responsible for the planning, directing and controlling the activities of the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all Directors and Officers of the Company to be key management personnel.

The following is a summary of related party transactions and balances during the year October 31, 2014, not disclosed elsewhere in the financial statements:

Management fees of $120,000 (2013 - $102,000) were incurred from a company controlled by the CEO of the Company.

Share-based payments include stock options granted to directors and officers recorded at fair value of $47,479 (2013 - $76,077).

As at October 31, 2014, the Company owed $43,534 (October 31, 2013 - $nil) to a company controlled by the CEO. During the year ended October 31, 2014, the Company received a loan from a family member of the CEO in the aggregate amount of $67,500.

NEW ACCOUNTING STANDARDS AND INTERPRETATIONS

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 Interests 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 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

IFRS 10, IFRS 12, IAS 27, Exception from Consolidation for "Investment Entities". IFRS 10 is amended to define an "investment entity" and introduce an exception from consolidation for investment entities. IFRS 12 and IAS 27 are amended to introduce disclosures that an investment entity needs to make.

IAS 32, Financial Instruments: Presentation. Amended to clarify 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.

Effective for annual periods beginning on or after January 1, 2015:

IFRS 7, Financial Instruments – Disclosure. Amended to require additional disclosures on transition from IAS 39 to IFRS 9.

Effective (proposed) for annual periods beginning on or after January 1, 2018:

IFRS 9, Financial Instruments – Classification and Measurement. IFRS 9 is a new standard on financial instruments that will replace IAS 39, Financial Instruments: Recognition and Measurement.

IFRS 9 addresses classification and measurement of financial assets and financial liabilities as well as derecognition of financial instruments. IFRS 9 has two measurement categories for financial assets: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is at fair value through profit or loss.

IFRS 15, Revenue from Contracts with Customers: IFRS 15 is a new standard to establish principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers. It provides a single model in order to depict the transfer of promised goods or services to customers. IFRS 15 supersedes IAS 11, Construction Contracts, IAS 18, Revenue, IFRIC 13, Customer Loyalty Programs, IFRIC 15, Agreements for the Construction of Real Estate, IFRIC 18, Transfers of Assets from Customers, and SIC-31, Revenue – Barter Transactions involving Advertising Service.

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 October 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.

- Operational 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 consolidated financial statements for the year ended October 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 audited consolidated financial statements for the year ended October 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 audited consolidated financial statements for the year ended October 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:

- 132,308,327 common shares

- Stock options:

Number of Options	Exercise Price ($)	Expiry Date
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
9,615,000		

- Warrants:

Number of Warrants	Exercise Price ($)	Expiry Date
5,445,000	0.10	March 4, 2015
500,000	0.10	September 15, 2016
5,945,000		

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