ELY GOLD & MINERALS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2014

Suite 480 – 789 West Pender St, Vancouver, BC V6C 1H2

1.1 INTRODUCTION

Set out below is a review of the activities, financial performance and financial position of Ely Gold & Minerals Inc. ("Ely", or the "Company") and its subsidiaries for the three and nine months ended September 30, 2014 and 2013. The discussion below should be read in conjunction with the Company's September 30, 2014 unaudited condensed interim consolidated financial statements and notes thereto. All dollar figures included in the following Management Discussion and Analysis ("MD&A") are quoted in Canadian dollars unless otherwise indicated. This MD&A has been prepared as at November 26, 2014.

The Company is a reporting issuer in the provinces of British Columbia and Alberta in Canada and is listed on the TSX Venture Exchange ("Exchange") under the symbol "ELY".

Additional information related to the Company is available on SEDAR at www.sedar.com. The Company's website is at http://www.elygoldandminerals.com/s/Home.asp

1.2 FORWARD LOOKING STATEMENTS

This MD&A contains "forward-looking statements" within the meaning of applicable Canadian securities legislation, which include all statements, other than statements of historical fact that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future. These include, without limitation:

- the Company's anticipated results and developments in the Company's operations in future periods
- planned exploration and development of its mineral properties
- planned expenditures and budgets
- evaluation of the potential impact of future accounting changes
- estimates concerning share-based payment and carrying value of properties; and
- other matters that may occur in the future.

These statements relate to analyses and other information that are based on expectations of future performance and planned work programs.

Statements concerning mineral resource estimates may also be deemed to constitute forward-looking statements to the extent that they involve estimates of the mineralization that will be encountered if the related property is developed.

With respect to forward-looking statements and information contained herein, the Company has made a number of assumptions with respect to, including among other things, the price of gold and other metals, economic and political conditions, and continuity of operations. Although the Company believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that forward-looking statements or information contained or incorporated by reference herein will prove to be accurate.

Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors which could cause actual events or results to differ materially from those expressed or implied by the forward-looking statements, including, without limitation:

- fluctuations in mineral prices;
- the Company's dependence on a limited number of mineral projects;
- the nature of mineral exploration and mining and the uncertain commercial viability of certain mineral deposits;
- the Company's lack of operating revenues;
- the Company's ability to obtain necessary financing to fund the development of its mineral properties or the completion of further exploration programs;
- jurisdiction operating risks which can over time include changes in political, economic, regulatory and taxation regimes;
- governmental regulations and specifically the ability to obtain necessary licenses and permits;
- risks related to the Company's mineral properties being subject to prior unregistered agreements, transfers, or claims and other defects in title;
- fluctuations in the currency markets;
- changes in environmental laws and regulations which may increase costs of doing business and restrict the Company's operations;
- risks related to the Company's dependence on key personnel; and
- estimates used in the Company's consolidated financial statements proving to be incorrect.

This is not an exhaustive list of the factors that may affect the Company's forward-looking statements. 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 the forward-looking statements. The Company's forward-looking statements are based on beliefs, expectations and opinions of management on the date the statements are made. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

1.3 DESCRIPTION OF BUSINESS

The Company's registered office is Suite 480 – 789 West Pender St, Vancouver, British Columbia, Canada, V6C 1H2.

The Company's operations are conducted through Ely and its wholly-owned subsidiaries, DHI Minerals Ltd. ("DHI") and its subsidiary DHI Minerals (US) Ltd. ("DHI US").

The Company is an exploration stage natural resource company engaged in the evaluation, acquisition, exploration and development of natural resource projects. The Company is currently focused on gold projects in North America.

The recoverability of costs capitalized to mineral properties and the Company's future financial success is dependent upon the extent to which economic gold mineralized bodies can develop to producing entities. Such development may take years to complete and the amount of resulting income, if any, is difficult to determine with any certainty. Many of the key factors for advancing the Company's projects to production are dependent on outside factors; such as, obtaining the necessary rights and permitting which need to be granted from certain local and governmental agencies located in the jurisdictions that the Company operates in. Additional risk factors that may affect the financial success of the Company and its consolidated financial statements and the risk factors related to mineral exploration and development are set out under the heading "Risks and Uncertainties" listed below.

The Company knows of no trends, demands, commitments, events or uncertainties outside of the normal course of business that may result in the Company's liquidity either materially increasing or decreasing at the present time or in the foreseeable future. Material increases or decreases in the Company's liquidity are substantially determined by the success or failure of the Company's exploration programs and overall market conditions for smaller resource companies. The Company is not aware of any seasonality in the business that may have a material effect upon its financial condition, other than those normally encountered by public reporting junior resource companies. The Company is not aware of any changes in the results of its operations that are other than those normally encountered in its ongoing business.

1.4 HIGHLIGHTS

- On January 28, 2014, the Company granted incentive stock options to certain directors and officers of the Company entitling them to purchase 900,000 common shares at a price of $0.12 per share for a period of 10 years.

- On February 20, 2014, the Company received US$250,000 cash and 50,000 shares from Solitario Exploration & Royalty Corp. ("Solitario").

- As of September 30, 2014, the Company had cash of $320,530 and consolidated working capital of $1,032,508.

1.5 PROJECT UPDATES AND ACQUISITION

i. Acquisition of DHI Minerals Ltd. ("DHI")

On February 28, 2008, as amended on November 16, 2009, the Company acquired 100% of the issued and outstanding common shares of DHI, which owns 100% of the shares of DHI US, pursuant to an agreement with Augusta. As consideration for the acquisition, the Company agreed to pay US$6,625,000 (the "Acquisition Payment") and issued 3,000,000 share purchase warrants with an exercise price of $0.50 per share, exercisable for 18 months from the date of the agreement at a fair value of $2,828,661.

The amended agreement on November 16, 2009 extended the Acquisition Payment for which the Company issued an additional 2,000,000 share purchase warrants to Augusta to purchase 2,000,000 common shares of the Company at $0.25 per share for a period of 18 months, expiring May 16, 2011. These warrants were exercised during the year ended December 31, 2011.

On November 20, 2013, the Company entered into an Amending Agreement with Augusta to reduce the Acquisition Payment by US$450,000 to US$6,175,000. Pursuant to the Amending Agreement, the Company has the right to satisfy all obligations to Augusta by paying the reduced amount owing of US$1,300,000 by November 30, 2013 (paid).

Upon signing	US $1,625,000 (paid – $1,592,175)
February 28, 2009	$1,000,000 (paid – $1,247,520)
June 1, 2010	250,000 (paid - $266,353)
June 1, 2011	500,000 (paid – $488,043)
June 1, 2012	750,000 (paid – $757,380)
June 1, 2013	750,000 (paid - $774,975)
November 30, 2013	1,300,000 (paid - $1,377,090)
	US $6,175,000

ii. Collaboration with Solitario

On December 22, 2010 and as subsequently amended on June 28, 2012 and August 10, 2012, the Company and Solitario incorporated MH-LLC pursuant to a Letter of Intent ("LOI") and an Operating Agreement to advance the Company's Mount Hamilton project located near Ely, Nevada, through to a BFS and into production. The following summarizes the terms of the LOI and Operating Agreement:

(a) Solitario to subscribe for $500,000 in units comprising one common share and one-half of one share purchase warrant of Ely (issued);

(b) Solitario to contribute its initial investment to MH-LLC by making a US$300,000 advance royalty payment to the original owners of the Mount Hamilton property ("Underlying Royalty Holder") subject to the Mount Hamilton lease for a 10% interest in MH-LLC (paid);

(c) Ely to contribute its mineral properties (Mount Hamilton and Monte Cristo) with a fair value of $2,738,340 (US$2,700,00) for a 90% interest in MH-LLC (contributed);

(d) Solitario to subscribe for three additional tranches of common shares of Ely:

(i) US$750,000 of common shares on or before May 1, 2013; (received US$500,000 on April 23, 2013)
(ii) US$750,000 of common shares on or before May 1, 2014 (settled on November 22, 2013); and
(iii) US$1,000,000 of common shares on or before May 1, 2015 (settled on November 22, 2013).

The price per common share for each tranche will be equal to the greater of (a) the 20 day weighted moving average price of the Company's shares on the Exchange over the 20 days immediately preceding the subscription date; and (b) the Discounted Market Price (as that term is defined in the Policies of the Exchange) of the Company's shares on the last trading day immediately preceding the date of the subscription agreement.

The Company shall utilize the proceeds of each tranche only to make the required payments to Augusta, which are currently due on June 1, 2013, June 1, 2014 and June 1, 2015 and will make such payments within three business days after the day in which the proceeds from the respective tranche has been received.

The Company has the right, but not the obligation, to reduce the aggregate subscription amount for any given tranche, provided that the Company has provided written notice to Solitario stating its election to reduce the aggregate subscription amount of the respective tranche and that the Company has sufficient funds to make the required payments to Augusta by the respective due dates.

At Solitario's request Ely shall have the obligation to negotiate with Augusta to seek a discounted payoff of any and all payments to Augusta. However, Ely shall not amend or modify any existing agreement or instrument or enter into any new agreement relating to or affecting in any way the payments to Augusta without the written consent of Solitario. Any discount from the amount of payments to Augusta shall reduce, on a dollar-for-dollar basis, the obligation of Solitario to subscribe for the Additional Tranches.

On November 22, 2013, at Solitario's request, Ely entered into an agreement (the "Amending Agreement") with Augusta reducing the payments to Augusta from US$1,750,000 to US$1,300,000.

On November 22, 2013, Solitario subscribed for 13,571,354 common shares of the Company at a price of $0.10 per share for gross proceeds of $1,357,135. With this subscription, Solitaro concluded its obligation to subscribe to the common shares of Ely under the Additional Tranches.

(e) Phase I. To earn an additional 41% interest in MH-LLC, for a total of 51%, Solitario is required to:

(i) incur a minimum of US$1,000,000 in exploration expenditures by August 23, 2011 (incurred);
(ii) invest US$300,000 into MH-LLC for an advance royalty payment to the Underlying Royalty Holder; and (paid)
(iii) make payments totaling US$1,750,000 to DHI US (paid) and issue 100,000 Solitario common shares to DHI US by August 23, 2012 (issued).

(f) Phase II. To earn an additional 19% interest in MH-LLC, for a total of 70%, Solitario is required to:

  (i) invest US$300,000 into MH-LLC for an advance royalty payment to the Underlying Royalty Holder; and
  (ii) make payments totaling US$500,000 to DHI US and issue 100,000 Solitario common shares to DHI US by August 23, 2013. (received US$500,000 and 100,000 Solitario common shares in 2013).

(g) Phase III. To earn an additional 10% interest in MH-LLC, for a total of 80%, Solitario is required to:

  (i) invest US$600,000 into MH-LLC for an advance royalty payment to the underlying royalty holder;
  (ii) make payments totaling US$500,000 to DHI US and issue 100,000 Solitario common shares to DHI US by August 23, 2014;
  (iii) buy-down the existing 8% net smelter return royalty ("NSR") to a 3% NSR by paying the Underlying Royalty Holder US$5,000,000 upon commencement of commercial production; and
  (iv) Fund all bonding requirements to achieve commercial production as described in the BFS.

Alternatively, Solitario may also earn an 80% interest in MH-LLC by completion of a BFS at any time prior to the completion of Phase III Earn-in. However, if Solitario completes a BFS and earns an 80% interest in MH-LLC, as of that date, it will no longer be able to opt out of any future required payments, and will be obligated to make any unpaid payments of cash and common shares to DHI US, any unpaid payments to the Underlying Royalty Holder and any uncompleted additional subscriptions due to Ely by the due dates described above. Solitario is required per the terms of the Operating Agreement to fund all expenditures until completion of a BFS.

As of February 22, 2012, Solitario earned an 80% interest in MH-LLC by completion of a BFS and is committed and obligated to make the following payments and share issuances:

(i) make unpaid payments of cash and common shares to DHI US totaling US$1,000,000 (received US$1,000,000) and 200,000 common shares (200,000 common shares) of Solitario;
(ii) make unpaid payments to the Underlying Royalty Holder (US$5,900,000);
(iii) subscribe to the uncompleted additional subscriptions due to DHI US by the due dates described above; and
(iv) provide funding for all bonding requirements to achieve commercial production (collectively referred to as the "Continuing Payment Obligations").

Should Solitario default on any of the Continuing Payment Obligations, DHI US' equity interest in MH-LLC will revert to 51% and Solitario's interest will be reduced to 49%.

All other costs incurred by MH-LLC will be shared by Solitario and DHI US pro-rata based on equity interest owned (80%:20%). In the event DHI US's share of expenditures are funded by Solitario, Solitario shall recover all expenditures made on DHI US's behalf, plus interest at a commercially competitive rate, exclusively from 80% of DHI US's share of distributions from MH-LLC.

iii. Mineral properties

Mount Hamilton Property

The Mount Hamilton property is a 525 acre property located at the southern end of the Battle Mountain Gold Trend, 65 kilometres west of the town of Ely, Nevada. The property contains both precious and base metal mineralization that occurs within a gently folded sequence of Cambrian aged sedimentary rocks. The property was developed by Rea Gold, a Vancouver based company that mined the Seligman gold deposit from 1995-1997.

The current focus on the Mt. Hamilton property is gold-silver mineralization that was first outlined in programs dating back to the late 1970's. Historical and recent exploration by Ely in 2008 and Solitario in 2011-2014 have outlined two near-surface, contiguous deposits, Centennial and Seligman. These deposits gold-silver resources that have been the subject of recent reserve/resource calculations carried out by SRK Consulting US Inc. for MH-LLC, results of which are tabulated below.

Centennial Gold-Silver Deposit Mineral Reserve Statement

Reserve Category	Tons (millions)	Gold Grade		Silver Grade*		Contained Gold (oz)	Contained Silver (oz)
		Oz/Ton	g/Tonne	Oz/Ton	g/Tonne		
Proven	0.923	0.032	1.10	0.155	5.31	29,300	142,700
Probable	21.604	0.021	0.72	0.134	4.59	457,800	2,884,300
Prov.+Probable	**22.527**	**0.022**	**0.75**	**0.136**	**4.66**	**487,100**	**3,028,200**

Seligman Gold-Silver Mineral Resource Statement

Resource Category	Tons Millions	Gold Grade		Silver Grade*		AuEq	Contained Ounces		
		Oz/Ton	g/Tonne	Oz/Ton	g/Tonne	Oz/ Ton	Gold	Silver	AuEq
Indicated	6.96	0.022	0.76	0.097	3.34	0.024	154,388	676,665	166,691
Inferred	3.77	0.021	0.71	0.144	4.94	0.023	78,044	543,671	87,929

The addition of the Seligman Resource represents nearly a 29% increase in previously reported in-pit Measured and Indicated Resources for the Mt. Hamilton project and a 134% increase in Inferred Resources.

A second mineralized zone was identified on the Mount Hamilton property during the Philips Petroleum Corporation exploration of the Mount Hamilton property. This zone lies above and adjacent to the gold zone described above and consists of molybdenum, tungsten and copper mineralization. A study completed by the Ralph Parsons Company (now Fluor Corp.) in June 1978 for Philips Petroleum Corporation estimated the following non 43-101 compliant historical resource:

Zone	Tons	MoS2 (%)	Tungsten (%)	Copper (%)
Westside	4,199,300	0.52	0.37	0.6
Eastside	2,024,800		0.28	

The Company has not done the work necessary to verify the classification of the resource and is not treating the resource estimates as a NI 43-101 defined resource verified by a Qualified Person and therefore should not be relied upon by investors.

The Mount Hamilton property is subject to minimum advance royalty payments of US$100,000 per year until November 19, 2010 when the minimum royalty payments increase to US$300,000 per annum.

On November 16, 2009, the Company negotiated an extension of the time permitted to make the US$100,000 advanced royalty payment otherwise required to be made by November 19, 2009. As consideration for the extension, the Company agreed to increase the amount of the payment from US$100,000 to US$110,000 and to issue to the lessor warrants exercisable to purchase up to an aggregate of 50,000 common shares of the Company at the price of $0.25 each until May 16, 2011. The extension warrants were exercised during the year ended December 31, 2011.

Upon commencement of commercial production, a base rate of 3% NSR is payable, subject to an increase whenever the price of gold is greater than US$400 per ounce. The NSR shall increase by one-half of 1% for each US$50 increment to a maximum of 8% NSR. Of the NSR, 1.5% can be bought down at any time prior to the date commercial production commences for US$2,000,000 (“First Royalty Reduction Option”).

On February 22, 2010 and April 28, 2010, the Company further negotiated amendments to the Mount Hamilton lease to reduce the NSR under the original agreement. If the Company exercises the First Royalty Reduction Option (noted above) and reduces the NSR to 6.5%, it will have the option to purchase an additional 1.75% NSR for a further $1,500,000 payment at any time prior to the date commercial production commences (“Second Royalty Reduction Option”), reducing the NSR to 4.75%. Upon exercise of the Second Royalty Reduction Option, the Company will have the option to purchase an additional 1.75% NSR for a further $1,500,000 payment at any time prior to the date commercial production commences (“Third Royalty Reduction Option”), reducing the NSR to 3.0%.

In addition, the Company issued to the lessor share purchase warrants exercisable to purchase 4,000,000 common shares of the Company at a price of $0.32 per share to February 28, 2013. If commercial production has not commenced before the sixtieth day (the “Trigger Date”) before the expiry date, then within 10 days of the Trigger Date, the Company will apply to the Exchange to extend the time period within which they may be exercised to February 28, 2015. On January 23, 2013, the warrants were extended from February 28, 2013 to February 28, 2015.

On May 27, 2011, MH-LLC entered in to an agreement to buy-down the NSR on the Mount Hamilton project (“Purchase Agreement”). Pursuant to the Purchase Agreement, the 3% NSR base rate has been reduced to 1% and the maximum NSR has been reduced from 8% to 6%; the percentages and costs of the three royalty reduction options noted above remain unchanged. MH-LLC purchased the royalty buy-down for US$2.52 million, ($2.56 million).

Solitario contributed the entire purchase price of the royalty buy-down and loaned DHI US its 20%, US$504,000, proportionate share, The loan payable by DHI US to Solitario will bear interest at 6% per annum and will be repaid from DHI US’s future production proceeds. The entire purchase price of the royalty buy-down has been included in mineral properties as acquisition costs.

On February 22, 2012 Solitario announced positive Feasibility Study results on the Centennial Deposit. With the completion of this Feasibility Study, Solitario will hold an 80% interest in Mt. Hamilton LLC. The Feasibility Study was prepared SRK Consulting (U.S.) Inc. (SRK). Highlights from the Feasibility Study are as follows:

- Base Case: Gold Price-$1,323; Silver Price- $25.34
- Production Rate: 8,500 tons ore per day
- Mine Life: 8.0 years
- Average Gold Recovery: 79% (70% of recoverable gold in the first 30 days)
- Average Silver Recovery: 90% of soluble silver (~ 36% of total contained silver)
- Life of mine strip ratio: 2.4:1.0 (waste:ore)
- Initial Capital Cost: $71.9 M (including $6.3 M contingency)
- Sustaining Capital: $35.3 M (including $4.3 M contingency and $10.3 M end-of-mine closure costs)
- Working Capital: $7.1 M
- Underlying NSR-Royalty: 1%
- Cash Costs per Gold-Equivalent Ounce Recovered: $535
- Average Annual Gold Production: 48,000 ounces
- Average Annual Silver Production: 330,000 ounces
- Average Annual Gold-Equivalent Production: 54,000 ounces (at a 52:1 silver to gold ratio)

The economic analysis in the Feasibility Study assumed a declining price curve for gold and silver. Realized gold/silver prices were set at $1,600/$35.45 per ounce for the first year of production, $1,420/$28.25 for the second year, and $1,280/$23.90 per ounce for all subsequent years. These prices are based on the 12-month, 24-month and 36-month trailing average of gold and silver prices, respectively. This declining gold price scenario results in an average life-of mine price of $1,323 per ounce for gold and $25.34 per ounce for silver.

Mineral Reserve Statement, Centennial Gold-Silver Deposit, SRK Consulting Inc.:

Reserve Category	Tons (000's)	Gold Grade		Silver Grade*		Contained Gold (oz.)	Contained Silver (oz.)
		Oz./Ton	g/Tonne	Oz./Ton	g/Tonne		
Proven	0.923	0.032	1.1	0.15	5.31	29,300	142,700
Probable	21.604	0.021	0.72	0.134	4.59	457,800	2,884,300
Prov. & Prob.	22.527	0.022	0.75	0.136	4.66	487,100	3,028,200

*Reported silver grade is cyanide soluble

The Feasibility Study resource and reserve estimations demonstrate a potential to increase the size of the existing Centennial deposit through step-out exploration drilling around the east and southeast margins of the current pit configuration. This mineralization falls entirely within a pit design based on $1,600/oz. gold and $40/oz. silver and is situated immediately adjacent to the reserve pit. Approximately 2.6 million tons of Indicated Resources grading 0.017 oz/t gold (45.3 koz of gold) and 0.153 oz/t silver (397.6 koz of silver) and 2.8 million tons of Inferred Resource grading 0.018 oz/t gold (50.2 koz of gold) and 0.080 oz/t silver (223.5 oz of silver) above a 0.006 oz/t gold cut-off have been identified outside of the reserve pit, but within the resource envelope (Whittle™ shell). Drilling is planned in these areas with the objective to upgrade the mineralization to Measured and Indicated Resources.

A new NI-43-101 compliant resource estimate was completed on the Seligman gold and silver deposit situated roughly 1,500 feet north of the Centennial deposit which contains previously reported reserves and resources. The study was prepared on behalf of Solitario by SRK Consulting (U.S.) Inc. ("SRK") and serves to update the previously reported (February 22, 2012) Mt. Hamilton Feasibility Study.

The Seligman resource estimate was constrained by an optimized pit using a gold price of $1,500 per ounce of gold and $20.00 per ounce of silver. At Seligman, SRK estimated an in-pit Indicated Resource containing 166,691 ounces of gold equivalent ("AuEq"), with an additional in-pit Inferred Resource totaling 87,929 AuEq ounces. This represents nearly a 29% increase in previously reported in-pit Measured and Indicated Resources for the Mt. Hamilton project and a 134% increase in Inferred Resources. The table below provides greater detail to the recently completed Seligman in-pit resource estimate.

The Seligman resource estimate was based on the pre-existing Mt Hamilton database consisting of 531 drill holes. The data was verified/validated by SRK in compliance with NI-43-101 requirements.

The Seligman mineralization was mined for several years in the mid-1990's, but mining ceased in 1997 due to low gold prices. Seligman mineralization, if mined, would require significantly less pre-stripping of waste than the Centennial ore body situated immediately to the south. This could advance initial production by at least six months and reduce initial capital costs by $5.0 to $7.0 million, compared to the Centennial Feasibility Study mining plan that did not include Seligman mineralization.

On June 11, 2012, MH-LLC entered into an agreement with Sandstorm Gold Ltd. ("Sandstorm") whereby Sandstorm has purchased a 2.4% NSR on the Mount Hamilton gold project for US$10 million. US$6 million was paid upon signing and the remaining US$4 million was paid to MH-LLC on January 15, 2013. As part of the agreement, MH-LLC will have the option, for a period of 30 months, to repurchase up to 100% of the NSR for US$12 million, provided that Solitario enters into a gold stream agreement with Sandstorm that has an upfront deposit of no less than US$30 million. In addition, MH-LLC has provided Sandstorm with a right of first refusal on any future royalty or gold stream financing for the Mount Hamilton project.

Shell/Monte Cristo Properties

The Shell and Monte Cristo properties are located southwest of the Mount Hamilton project, on claims that are contiguous with the Mount Hamilton property. The Shell property was originally explored in the late 1970's and early 1980's by Union Carbide Corporation for its gold, molybdenum, and tungsten potential. Mineralization is localized in a brecciated fault contact between shaley limestones above, and underlying calcareous shales of Cambrian age, near the intrusive Monte Cristo stock.

Drilling by Union Carbide identified mineralization from two separate zones that are separated by between 20 to 40 feet and remain open in all directions. A molybdenum rich zone lies above a gold rich zone. Union Carbide estimated resources in 1981 for these two zones as follows:

Zone	**Tons**	**MoS2 (%)**	**Au (ozs/ton**	**Tungsten (%)**
Molybdenum	1,151,774	1.20	0.01	0.12
Gold	499,919	0.17	0.24	0.17

This resource estimate is a non 43-101 compliant historical resource; the Company has not done the work necessary to verify the classification of the resource and is not treating the resource estimates as a NI 43-101 defined resource verified by a Qualified Person and therefore should not be relied upon by investors.

The Shell deposit is located near the Mount Hamilton property and is subject to minimum advance royalty payments starting with US$80,000 payable on June 6, 2006 and increasing by US$20,000 per annum until production commences ($156,789 paid in 2009).

The Shell property was transferred in MH-LLC during the year ended December 31, 2011 and MH-LLC has assumed all liabilities related to the Shell property.

The Monte Cristo property was included as part of the Company's initial contribution into MH-LLC.

On May 23, 2013, MHLLC amended the Shell property lease to reduce advance royalty payments and eliminate current work commitments. Advance royalty payments were reduced to $50,000 in 2014 and $95,000 for 2015. There are no work commitments in 2014 or 2015.

Great American, Nevada

During the year ended December 31, 2011, MH-LLC entered into an option agreement with Great American Minerals, Inc. to acquire 100% of the Great American claims for a total payment of US$525,000, payable as follows:

- On signing the agreement - US$50,000 (paid)
- On or before September 8, 2012 – US$50,000 (paid)
- On or before September 8, 2013 – US$75,000 (paid)
- On or before September 8, 2014 – US$150,000 (paid)
- On or before September 8, 2015 – US$200,000

The Great American property is subject to:

- an annual advanced minimum royalty payment, of the greater of US$30,000 or the cash value of 33 ounces of gold, commencing on September 8, 2016 and ending when production commences; and
- a 3% NSR from all gold or silver productions and 2% NSR from all other products produced or sold.

Green Springs, Nevada

On February 4, 2013, the Company acquired the Green Springs property in White Pine County, Nevada for US$300,000 (paid) and $50,000 (paid) cash. The Green Springs property is subject to a 2% NSR.

Green Springs covers an area of 1498 acres and lies approximately 5 miles south of Ely Gold's Mt Hamilton project which is currently in the permitting process for mine development. The Mt Hamilton Project is being managed by Solitario under a joint venture agreement with Ely Gold whereby Solitario owns 80% and Ely Gold owns 20%. The Green Springs property is located 14 miles southeast of Midway Gold's ("Midway") Pan Deposit which is in the permitting process for mine development and 7 miles southeast of Midway's Goldrock project and 10 miles northwest of Pilot Gold's Griffon project.

Previous work on the Green Springs property was conducted by U.S. Minerals Exploration Company ("USMX") during the 1980's. The work outlined six zones of gold mineralization from approximately 650 reverse circulation drill holes. Using a cut-off grade of 0.7g/t gold, USMX developed and produced from three of these mineralized zones. Historic production records, from 1988-1990, indicate that 1.1 million metric tons of ore averaging 2.1 g/t gold were mined by open pit mining and heap leaching, and gold recoveries of approximately 80% were obtained from a relatively coarse crush. Very little exploration work was done on peripheral targets after the initial discoveries by USMX. However in 2004-2008, previous owners conducted extensive ground sampling, mapping and a CSMAT geophysical survey. The USMX figures are historical figures obtained from a 1991 report by the Geological Society of Nevada. However, a qualified person has not done sufficient work to classify the historical estimate as current mineral resources or mineral reserves and the issuer is not treating the historical estimate as current mineral resources or mineral reserves. Therefore, the USMX figures should not be relied upon by investors.

At the Green Springs project Ely Gold owns 76 unpatented lode mining claims and has an option to acquire a 100% interest in a further 2 unpatented lode mining claims that altogether cover an area of 1,498 acres. The property hosts Carlin style, epithermal, disseminated, sediment hosted gold-silver mineralization. The principal target horizon at Green Springs in the 1980's was the Lower Chainman Shale and Upper Joana Limestone similar to Midway's Goldrock project. These units lie stratigraphically above the Pilot Shale, a primary host to Carlin style gold mineralization elsewhere in the region, including Midway's Pan deposit.

The Company will initially focus on compilation of historical data to provide direction to define targets proximal to the historic pits as well as new exploration targeting the Pilot Shale. To that end, SRK Consulting has been retained to compile, review and digitize historic data, and create a modern geologic and mineralization model for the Property, to ultimately produce a National Instrument 43-101 Geological Report with recommendations for future exploration and development. In addition, Enviroscientists, Inc. was retained by the Company to coordinate the permitting and environmental requirements for exploration and development on the property.

Cox Claims, Nevada

On January 16, 2013, the Company acquired a mining lease and a 100% purchase option on two mining claims contiguous to the Green Springs property, known as the Cox Claims. The lease on the Cox claims has a term of 10 years with escalating advance royalty payments and a 100% purchase option. The minimum advance royalty payments total US$222,500

The Company has the option to purchase the claims for an amount equal to US$200,000 less the aggregate of the annual advance royalty payments made prior to the date of exercising the purchase option. Upon exercise of the purchase option, title to the Cox Claims will be taken subject to annual advance royalty payments of US$25,000 until commencement of commercial production, after which a 2% NSR will be payable, after recovery of the aggregate advance royalties. The Company has the option to buy-down 1% of the NSR for US$500,000.

In connection with the acquisition of the Cox Claims, the Company entered into an Agency Agreement with Urawest Energy LLC ("Urawest") to compensate Urawest for its involvement in the acquisition of the Cox Claims. Under the terms of the Agency Agreement, the Company will make total aggregate payments of US$47,500 to Urawest, payable in annual installments over the 10 year term of the Cox Claims lease. In the event the Company exercises the purchase option to acquire 100% of the Cox Claims, any unpaid fees to Urawest as at the date of exercise shall be paid in full. Upon commencement of commercial production from the Cox Claims, the Company shall pay Urawest a 0.25% NSR.

Cathedral Well, Nevada

In July 2014 Ely Gold signed an Exploration and Option Agreement with Eurasian Minerals through its wholly-owned subsidiary Bronco Creek Exploration, Inc., for EMX's Cathedral Well gold project. The Cathedral Well property bounds Ely Gold's Green Springs project area to the east and the west.

Pursuant to the Agreement, Ely Gold can earn a 100% interest in the Project by paying EMX a total of US$100,000 as follows: US$25,000 upon execution of the Agreement and US$75,000 over the next three years, after which EMX will retain a 2.5% net smelter return (NSR) royalty, inclusive of an underlying 0.5% NSR royalty. In addition, after earning the 100% interest in the Project, Ely Gold will pay EMX annual advance royalties equal to a) 20 ounces of gold each year until completion of a feasibility study, prepared in accordance with the requirements of NI 43-101 and CIM definitions and guidelines, covering either, or both, of the Project and the adjacent Ely Gold properties, and b) 35 ounces of gold each year thereafter until commencement of commercial production from either, or both, of the Project and the adjacent Ely Gold properties. Ely Gold may purchase 0.5% of the EMX NSR royalty by paying Eurasian 500 ounces of gold within 60 days after commencement of commercial production from either, or both, of the Project and the adjacent Ely Gold properties.

The EMX property contains numerous outcropping jasperoids and de-calcified zones developed along the Joanna-Chainman sedimentary rock contact, as well as widespread alteration in sedimentary units above and below the Chainman Formation.

EMX acquired Cathedral Well through staking in 2008, and immediately optioned the property to a wholly-owned subsidiary of Eldorado Gold Corp. ("Eldorado"). EMX and Eldorado completed 30.5 line kilometers of NSAMT and CSAMT geophysical surveys, soil and stream sediment surveys totaling 1,597 samples, and identified seven targets that were permitted for drill testing. Six reverse circulation drill holes totaling 1,426 meters were completed over the western target area. Eldorado relinquished their property interest in 2011, leaving the prospective outcrops and targets on the eastern portion of the property untested. Ely Gold will be the operator of the program, with technical assistance from EMX through a defined Management Committee arrangement during the option period.

Ely Gold has submitted a Plan of Operations and an Environmental Assessment to the US Forest Service which will permit a drill program to test multiple targets within the consolidated land package. The Environmental Assessment was approved in July 2014 and the Forest Service filed a Decision Notice with a Finding of No Significant Impact in September 2014. Subsequent to the quarter ending September, 30 2014, the Decision Notice had no public objections it became final. Ely Gold has posted the initial bond, in cash and the Plan of Operations has been approved.

1.6 RESULTS OF OPERATIONS

Three months ended September 30, 2014, compared to the three months ended September 30, 2013.

The Company recorded a net loss of $392,411 ($0.00 loss per common share) for the three months ended September 30, 2014 (the "current period") compared to a net loss of $216,892 ($0.00 loss per common share) during the three months ended September 30, 2013 (the "comparative period"), an increase of $175,59, as explained in the following paragraphs.

- Consulting fees were $21,522 lower in the current period ($189,222) when compared to the comparative period ($210,744), which is a result of a reduction in bonuses that were paid to certain directors and officers in the current period when compared to the prior period.

- Professional fees were $922 lower in the current period ($27,540) when compared to the comparative period ($28,462). The Company incurred additional legal fees in the comparative period as a result of acquiring the Green Springs property.

- Share-based payments, a non-cash expense, were $14,976 lower in the current period ($nil) when compared to the comparative period ($14,976). The decrease is a result of the Company having options vest in the comparative period and having no options vest in the current period.

- Interest expense was $33,522 lower in the current period ($20,247) when compared to the comparative period ($53,769). The comparative period included interest accretion on the loan payable to Augusta while the current period only includes the accretion of interest on deferred compensation.

- Gain/loss arising from foreign exchange was $84,658 lower in the current period (Loss: $45,776) when compared to the comparative period (gain: $38,882). The Company has mineral properties in the US and incurs US dollar payables, which can result in fluctuations in the gain/loss arising from foreign exchange on a period by period basis.

- Interest income was $12,043 lower in the current period ($109) when compared to the comparative period ($12,152). The prior period interest income relates to the interest accretion on the consideration receivable from Solitario, which was settled in the first quarter of the current year.

- Gain on fair value of receivables was $7,499 lower in the current period ($nil) when compared to the comparative period ($7,499). The change in fair value of receivables related to the Solitario common shares component of the consideration receivable from Solitario, which was settled during the first quarter of the current year.

- Gain/loss on marketable securities was $73,611 higher in the current period (loss: $75,111) when compared to the comparative period (Loss: $1,500). During the current period the fair market value of the Solitario shares held by the Company decreased in value.

Nine months ended September 30, 2014, compared to the nine months ended September 30, 2013.

The Company recorded a net loss of $685,747 ($0.00 loss per common share) for the nine months ended September 30, 2014 (the "current period") compared to a net loss of $1,414,474 ($0.02 loss per common share) during the nine months ended September 30, 2013 (the "comparative period"), a decrease of $728,727, as explained in the following paragraphs.

- Consulting fees were $60,878 lower in the current period ($622,633) when compared to the comparative period ($683,511), which is a result of a reduction in bonuses that were paid to certain directors and officers in the current period when compared to the prior period.

- Professional fees were $37,722 lower in the current period ($51,469) when compared to the comparative period ($89,191). The Company incurred additional legal fees in the comparative period as a result of acquiring the Green Springs property.

- Travel and promotion was $797 lower in the current period ($22,489) when compared to the comparative period ($23,286) reflecting a decrease in the level of travel by the Company's management and consultants.

- Share-based payments, a non-cash expense, were $107,599 lower in the current period ($91,921) when compared to the comparative period ($199,520). The Company granted more options in the current period as compared to the number of options granted in the comparative period. However, during the comparative period, the Company extended the expiry period of 4,000,000 warrants by two years, which resulted in an additional share-based payment expense of $142,228.

- Gain/loss arising from foreign exchange was $72,118 lower in the current period (Loss: $112,111) when compared to the comparative period (Loss: $39,993). The Company has mineral properties in the US and incurs US dollar payables, which can result in fluctuations in the gain/loss arising from foreign exchange on a period by period basis.

- Interest income was $39,094 lower in the current period ($2,650) when compared to the comparative period ($41,744). The prior period interest income relates to the interest accretion on the consideration receivable from Solitario, which was settled in the first quarter of the current year. The Company's current cash balance is held in US dollars, which currently offers minimal returns.

- Interest expense was $115,223 lower in the current period ($39,280) when compared to the comparative period ($154,503). The comparative period included interest accretion on the loan payable to Augusta while the current period only includes the accretion of interest on deferred compensation.

- Gain on fair value of receivables was $102,516 higher in the current period (Gain: $40,515) when compared to the comparative period (Loss: $62,001). The change in fair value of receivables related to the Solitario common shares component of the consideration receivable from Solitario, which was settled during the first quarter of the current year.

- Gain/loss on marketable securities was $389,222 higher in the current period (Gain: $296,722) when compared to the comparative period (Loss: $92,500). During the current period the fair market value of the Solitario shares held by the Company increased in value.

1.7 SUMMARY OF QUARTERLY RESULTS (unaudited)

The following table summarizes selected information from the Company's unaudited consolidated financial statements, prepared in accordance with IFRS, for the last eight quarters.

For the quarters ended

	Sept 30 2014	Jun 30 2014	Mar 31 2014	Dec 31 2013
Total revenues (Interest & other income)	$109	$ -	$2,541	$7,975
Loss for the quarter	($392,411)	($211,556)	($81,780)	($123,007)
Loss per share	($0.00)	($0.00)	($0.00)	($0.00)

For the quarters ended

	Sept 30 2013	Jun 30 2013	Mar 31 2013	Dec 31 2012
Total revenues (Interest & other income)	$12,152	$12,616	$16,976	$23,216
Loss for the quarter	($216,892)	($630,579)	($567,003)	($236,505)
Loss per share	($0.00)	($0.01)	($0.00)	($0.003)

The Company earns interest income from its cash and cash equivalents, which will vary from period to period depending on their relative balances.

1.8 LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2014 the Company had cash of $320,530 and consolidated working capital of $1,032,508, which is sufficient working capital to fund its operations for the next twelve months.

The Company's cash and cash equivalents are highly liquid and held at a major Canadian financial institution.

	Increase (Decrease) in Cash & Cash Equivalents for the Period Ended September 30			
		2014		**2013**
Operating activities	$	(230,365)	$	(38,837)
Investing activities		(177,613)		(412,856)
Financing activities		-		(261,785)
Total Change in Cash		(407,978)		(713,478)
Cash and Cash Equivalents, Beginning of the Period		728,508		1,645,595
Cash and Cash Equivalents, End of the Period	$	320,530	$	932,117

Operating Activities
The nature of the Company's operations has not significantly changed when compared to the prior period. The change from the prior period relates to a reduction in share-based payments as a result of fewer options having vested in the current period and the change in the fair market value of the Company's marketable securities.

Investing Activities
For the period ending September 30, 2014, the decrease in cash used for investing activities when compared to the prior period is a result of the Company acquiring its Green Springs property in the prior period. Current year investing activities relate to the exploration and evaluation activities currently being undertaken on the Green Springs property and the addition of the Cathedral Well project.

Financing Activities
During the period ended September 30, 2013 the Company issued common shares for total proceeds of $513,115 and made a cash payment of $774,900 payment to Augusta as part of its obligations under the terms of the agreement to acquire DHI.

The Company currently has no revenues from operations and has been dependent on equity financing to fund its operations. Management has been successful in accessing the equity markets in prior years, but there is no assurance that such sources will be available, on acceptable terms, or at all in the future. Factors which could impact management's ability to access the equity markets include the state of capital markets, market prices for natural resources and the non-viability of the projects.

1.9 TRANSACTIONS WITH RELATED PARTIES

Key management comprises directors and executive officers. The Company did not pay post-employment benefits and long-term benefits to key management. The following compensation was paid to key management as of September 30:

		2014		2013
Short-term employment benefits	$	598,853	$	612,599
Share-based payments		91,921		57,292
Total	$	690,774	$	669,891

As at September 30, 2014, $21,805 (December 31, 2013 - $5,250) is owing to related parties for consulting fees, which are included in accounts payable and accrued liabilities. A prepaid advance of $Nil (December 31, 2013 - $13,042 (US $12,000)) was made to an officer and director of the Company.

As at Septembere 30, 2014, $1,299,023 (December 31, 2013 – $903,793) is owing to related parties for deferred consulting fees; $1,000,336 (December 31, 2013 – $647,899) is payable January 1, 2016 and $298,687 (December 31, 2013 – $255,894) is payable January 1, 2020. The amounts are included in the consolidated statements of financial position as deferred compensation.

On April 1, 2014, the Company amended the terms of the payment of consulting fees so that the amount payable accrues interest at the Prime Rate. The value of the deferred compensation fluctuates based on movements in the Prime Rate, and therefore it meets the definition of a derivative financial liability with fair value gains and losses recorded in profit or loss. Due to the long-term nature of the payment of the deferred compensation, the carrying value of the estimated obligation of $1,445,763 is discounted at September 30, 2014 using an effective interest rate of 10%. Prior to this amendment, the payment of consulting fees was indexed to the DJIA. Management determined that the amended terms were substantially different to the terms previously in place and accounted for the amendment as an extinguishment of the original liability and recognition of a new liability in accordance with IAS 39 *Financial Instruments: Recognition and Measurement*.

During the nine months ended September 30, 2014, the Company recognized in the condensed interim consolidated statements of operations:

- a loss on the extinguishment of the original derivative financial liability of $339,319 (2013 - $nil);
- a gain on the derivative financial liability $317,201 (2013 – a loss on the original derivative financial liability of $147,863); and
- an interest expense of $39,280.

All other amounts due to related parties are payable on demand. Interest is not charged on outstanding balances.

The Company entered into termination clause agreements with four of the Company's officers and directors whereby the officers and directors are entitled to a cumulative amount of $1,060,000 in the event they are terminated without cause; or $1,960,000 in the event there is a change of control.

1.10 SHARE CAPITAL AND DISCLOSURE OF OUTSTANDING SHARE DATA

At September 30, 2014 the authorized share capital was an unlimited number of common shares and there were 80,312,749 common shares issued and outstanding. As at the date of this MD&A the Company had 80,312,749 common shares issued and outstanding.

Stock Options and Warrants

The following summarizes information on the number of stock options outstanding at September 30, 2014:

Expiry Date	Exercise Price	Number of options
June 4, 2015	$ 0.20	750,000
July 7, 2015	$ 0.15	1,000,000
September 1, 2015	$ 0.15	1,000,000
January 5, 2016	$ 0.25	800,000
February 26, 2017*	$ 0.12	600,000
July 24, 2017	$ 0.14	200,000
September 22, 2021	$ 0.20	1,300,000
January 30, 2023	$ 0.14	400,000
January 28, 2024	$ 0.12	900,000
Total		6,950,000

The following summarizes information on the number of warrants outstanding at September 30, 2014:

Expiry Date	Exercise Price	Number of warrants
February 28, 2015*	$ 0.32	4,000,000
		4,000,000

* During the three months ended March 31, 2013, these warrants were extended for a period of two years from February 28, 2013 to February 28, 2015.

Outstanding share data

As at the date of this report, the Company's fully diluted shares outstanding is as follows:

Common shares	80,312,749
Options	6,950,000
Warrants	4,000,000
Fully diluted shares outstanding	91,262,749

1.11 OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

1.12 PROPOSED TRANSACTIONS

The Company has no proposed transactions.

1.13 CONTRACTUAL OBLIGATIONS

On February 22, 2012, MH-LLC completed a BFS and accordingly Solitario has earned an 80% interest in MH-LLC. Per the Operating Agreement, once Solitario has completed the BFS, all costs will be shared by Solitario and DHI US pro-rata based on the equity interest owned.

In the event DHI US's share of such post-BFS expenditures are funded by Solitario, Solitario shall recover all expenditures made on DHI US's behalf, plus interest at a commercially competitive rate, exclusively from eighty percent of DHI US's share of distributions from MH-LLC.

As at September 30, 2014, the Company has no liability outstanding to Solitario for its pro-rata share of post-BFS expenditures.

The Company has no commitments, material capital lease agreements and no material long term obligations other than the above.

1.14 RISKS AND UNCERTAINTIES

The Company is in the mineral exploration and development business and has not commenced commercial operations and has no assets other than cash and mineral property agreements under option. It has no history of earnings, and it is not expected to generate earnings or pay dividends in the foreseeable future.

Precious and Base Metal Price Fluctuations
The profitability of the precious and base metal operations in which the Company has an interest will be significantly affected by changes in the market prices of precious and base metals. Prices for precious and base metals fluctuate on a daily basis, have historically been subject to wide fluctuations and are affected by numerous factors beyond the control of the Company such as the level of interest rates, the rate of inflation, central bank transactions, world supply of the precious and base metals, foreign currency exchange rates, international investments, monetary systems, speculative activities, international economic conditions and political developments. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving adequate returns on invested capital or the investments retaining their respective values. Declining market prices for these metals could materially adversely affect the Company's operations and profitability.

Fluctuations in the Price of Consumed Commodities
Prices and availability of commodities consumed or used in connection with exploration, development and mining, such as natural gas, diesel, oil, electricity, cyanide and other reagents fluctuate affecting the costs of exploration in our operational areas. These fluctuations can be unpredictable, can occur over short periods of time and may have a materially adverse impact on our operating costs or the timing and costs of various projects.

Foreign Exchange Rate Fluctuations
Operations may be subject to foreign currency exchange fluctuations. The Company to-date has raised its funds through equity issuances which are priced in Canadian dollars. DHI US and MH-LLC operate in the United States and incur exploration and administration expenditures denominated in United States dollars. As a result, the Company may suffer losses due to adverse foreign currency fluctuations.

Competitive Conditions
Significant competition exists for natural resource acquisition opportunities. As a result of this competition, some of which is with large, well established mining companies with substantial capabilities and significant financial and technical resources, the Company may be unable to either compete for or acquire rights to exploit additional attractive mining properties on terms it considers acceptable. Accordingly, there can be no assurance that the Company will be able to acquire any interest in additional projects that would yield reserves or results for commercial mining operations.

Operating Hazards and Risks
Exploration activities may generally involve a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. These risks include, but are not limited to, the following: environmental hazards, industrial accidents, third party accidents, unusual or unexpected geological structures or formations, fires, power outages, labour disruptions, floods, explosions, cave-ins, land-slides, acts of God, periodic interruptions due to inclement or hazardous weather conditions, earthquakes, war, rebellion, revolution, delays in transportation, inaccessibility to property, restrictions of courts and/or government authorities, other restrictive matters beyond the reasonable control of the Company, and the inability to obtain suitable or adequate machinery, equipment or labour and other risks involved in the normal course of exploration activities.

Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of precious and base metals, any of which could result in work stoppages, delayed production and resultant losses, increased production costs, asset write downs, damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damages. The Company may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. Any compensation for such liabilities may have a material, adverse effect on the Company’s financial position.

Infrastructure
Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. The lack of availability of acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploitation or development of the Company’s projects. If adequate infrastructure is not available in a timely manner, there can be no assurance that the exploitation or development of the Company’s projects will be commenced or completed on a timely basis, if at all.

Exploration and Development
There is no assurance given by the Company that its exploration and development programs and properties will result in the discovery, development or production of a commercially viable ore body or yield new reserves to replace or expand current reserves.

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. At this time, none of the Company's properties have any defined ore-bodies with proven reserves.

The economics of developing silver, gold and other mineral properties are affected by many factors including capital and operating costs, variations of the tonnage and grade of ore mined, fluctuating mineral markets, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. Depending on the prices of silver, gold or other minerals produced, the Company may determine that it is impractical to commence or continue commercial production. Substantial expenditures are required to discover an ore-body, to establish reserves, to identify the appropriate metallurgical processes to extract metal from ore, and to develop the mining and processing facilities and infrastructure. The marketability of any minerals acquired or discovered may be affected by numerous factors which are beyond the Company's control and which cannot

be accurately foreseen or predicted, such as market fluctuations, conditions for precious and base metals, the proximity and capacity of milling and smelting facilities, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting minerals and environmental protection. In order to commence exploitation of certain properties presently held under exploration concessions, it is necessary for the Company to apply for an exploitation concession. There can be no guarantee that such a concession will be granted. Unsuccessful exploration or development programs could have a material adverse impact on the Company's operations and profitability.

Business Strategy
As part of the Company's business strategy, it has sought and will continue to seek new exploration and development opportunities in the mining industry. In pursuit of such opportunities, it may fail to select appropriate acquisition candidates, negotiate appropriate acquisition terms, conduct sufficient due diligence to determine all related liabilities or to negotiate favorable financing terms. The Company may encounter difficulties in transitioning the business, including issues with the integration of the acquired businesses or its personnel into the Company. The Company cannot assure that it can complete any acquisition or business arrangement that it pursues, or is pursuing, on favorable terms, or that any acquisitions or business arrangements completed will ultimately benefit its business.

Environmental Factors
All phases of the Company's operations are subject to environmental regulation in the various jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that any future changes in environmental regulation, will not adversely affect the Company's operations. The costs of compliance with changes in government regulations have the potential to reduce the profitability of future operations. Environmental hazards that may have been caused by previous or existing owners or operators may exist on the Company's mineral properties, but are unknown to the Company at the present.

Title to Assets
Although the Company has or will receive title opinions for any properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. The Company has not conducted surveys of the claims in which it holds direct or indirect interests and, therefore, the precise area and location of such claims may be in

doubt. The Company's claims may be subject to prior unregistered agreements or transfers, or native land claims, and title may be affected by unidentified or unknown defects. The Company has conducted as thorough an investigation as possible on the title of properties that it has acquired or will be acquiring to be certain that there are no other claims or agreements that could affect its title to the concessions or claims. If title to the Company's properties is disputed, it may result in the Company paying substantial costs to settle the dispute or clear title and could result in the loss of the property, which events may affect the economic viability of the Company.

Uncertainty of Funding

The Company has limited financial resources, and the mineral claims in which the Company has an interest or an option to acquire an interest require financial expenditures to be made by the Company. There can be no assurance that adequate funding will be available to the Company so as to exercise its option or to maintain its interests once those options have been exercised. Further exploration work and development of the properties in which the Company has an interest or option to acquire depend upon the Company's ability to obtain financing through joint venturing of projects, debt financing or equity financing or other means. Failure to obtain financing on a timely basis could cause the Company to forfeit all or parts of its interests in mineral properties or reduce or terminate its operations.

Agreements with Other Parties

The Company has entered into agreements with other parties relating to the exploration, development and production of its properties. The Company may in the future, be unable to meet its share of costs incurred under agreements to which it is a party, and the Company may have its interest in the properties subject to such agreements reduced as a result. Furthermore, if other parties to such agreements do not meet their share of such costs, the Company may be unable to finance the costs required to complete recommended programs.

Potential Conflicts of Interest

The directors and officers of the Company may serve as directors and/or officers of other public and private companies, and may devote a portion of their time to manage other business interests. This may result in certain conflicts of interest. To the extent that such other companies may participate in ventures in which the Company is also participating, such directors and officers of the Company may have a conflict of interest in negotiating and reaching an agreement with respect to the extent of each company's participation. The laws of British Columbia, Canada, require the directors and officers to act honestly, in good faith, and in the best interests of the Company and its shareholders. However, in conflict of interest situations, directors and officers of the Company may owe the same duty to another company and will need to balance the competing obligations and liabilities of their actions.

There is no assurance that the needs of the Company will receive priority in all cases. From time to time, several companies may participate together in the acquisition, exploration and development of natural resource properties, thereby allowing these companies to: (i) participate in larger properties and programs; (ii) acquire an interest in a greater number of properties and programs; and (iii) reduce their financial exposure to any one property or program. A particular company may assign, at its cost, all or a portion of its interests in a particular program to another affiliated company due to the financial position of the company making the assignment. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, it is expected that the directors and officers of the Company will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Third Party Reliance

The Company's rights to acquire interests in certain mineral properties may have been granted by third parties who themselves may hold only an option to acquire such properties. As a result, the Company may have no direct contractual relationship with the underlying property holder.

Assurance on Financial Statements

We prepare our financial reports in accordance with accounting policies and methods prescribed by IFRS and previously under pre-changeover Canadian GAAP. In the preparation of financial reports, management may need to rely upon assumptions, make estimates or use their best judgment in determining the financial condition of the Company. Significant accounting policies and practices are described in more detail in the notes to our consolidated financial statements for the year ended December 31, 2011. In order to have a reasonable level of assurance that financial transactions are properly authorized, assets are safeguarded against unauthorized or improper use and transactions are properly recorded and reported, we have implemented and continue to analyze our internal control systems for financial reporting. Although we believe our financial reporting and financial statements are prepared with reasonable safeguards to ensure reliability, we cannot provide absolute assurance in that regard.

General Economic Conditions

The unprecedented events in global financial markets during the last few years have had a profound effect on the global economy. Many industries, including the gold and silver mining industry, are affected by these market conditions. Some of the key effects of the current financial market turmoil include contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global equity, commodity, foreign exchange and precious metal markets, and a lack of market liquidity. A continued or worsened slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates, and tax rates may adversely affect the Company's growth and profitability.

Substantial Volatility of Share Price

In recent years, the securities markets have experienced a high level of price and volume volatility, and the securities of many mineral exploration companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. The price of the Company's common shares is also likely to be significantly affected by short-term changes in mineral prices or in the Company's financial condition or results of operations as reflected in its quarterly financial reports.

Potential dilution of present and prospective shareholdings

In order to finance future operations and development efforts, the Company may raise funds through the issue of common shares or the issue of securities convertible into common shares. The Company cannot predict the size of future issues of common shares or the issue of securities convertible into common shares or the effect, if any, that future issues and sales of the Company's common shares will have on the market price of its common shares. Any transaction involving the issue of shares, or securities convertible into shares, could result in dilution, possibly substantial, to present and prospective holders of shares.

1.15 CRITICAL ACCOUNTING POLICIES AND MANAGEMENT ESTIMATES

The preparation of the Company's condensed interim consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported revenues and expenses during the period. Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

Critical accounting estimates

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, which could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- recoverability of marketable securities and receivables;
- completeness of accrued liabilities;
- the recognition of deferred income tax assets; and
- the assumptions used in the calculation of the fair value assigned to share-based payments.

Critical accounting judgments

Management must make judgments given the various options available as per accounting standards for items included in the condensed interim consolidated financial statements. Judgments involve a degree of uncertainty and could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual events differ from a judgment made. A summary of items involving management judgment include, but are not limited to:

- the determination of the categories in which financial assets and liabilities are classified; and
- the determination of fair value of the remaining interest of the investment in associate on the date the Company lost control.

Changes in circumstances in the future, many of which are outside of management's control, will impact the Company's estimates of future recoverability of net amounts to be realized from their assets. Such factors include, but are not limited to, the availability of financing, the identification of economically recoverable reserves, co-venturer decisions and developments, market prices of minerals, the Company's plans and intentions with respect to its assets and other industry and competitor developments.

1.16 FUTURE ACCOUNTING STANDARDS

Changes to accounting policies

The following accounting standards and amendments to existing standards were adopted 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.

Amendments to IAS 36 *Impairment of Assets* reduces the circumstances in which the recoverable amount of assets or cash-generating units is required to be disclosed, clarifies the disclosures required and introduces and explicit requirement to disclose the discount rate used in determining impairment (or reversals) where the recoverable amount (based on fair value less costs of disposal) is determined using the a present value technique.

The adoption of these standards has not had a significant impact on the Company's financial position or financial performance.

Changes in accounting standards not yet adopted

Accounting Standards Issued where the Adoption Date is not Specified

IFRS 9 *Financial Instruments* replaces the current standard IAS 39 *Financial Instruments: Recognition and Measurement,* replacing the current classification and measurement criteria for financial assets and liabilities with only two classification categories: amortized cost and fair value.

The Company anticipates that the application of these standards, amendments and interpretations will not have a material impact on the results and financial position of the Company.

1.17 FINANCIAL INSTRUMENTS

The Company classifies its cash and cash equivalents, shares receivable and deferred compensation, as fair value through profit and loss; marketable securities, as available-for-sale; receivables, as loans and receivables; and accounts payable and accrued liabilities and other liabilities, as other financial liabilities.

The carrying values of accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of these financial instruments. The carrying value of cash and cash equivalents, marketable securities and shares receivable have been based on quoted market prices, a Level 1 measurement according to the fair value hierarchy. The carrying value of deferred compensation is based on inputs other than quoted prices, but the significant input of the DJIA is based on observable market data. Consequently this is considered to be a Level 2 measurement according to the fair value hierarchy. The carrying value of receivables and other liabilities approximate fair values, as the instruments are subject to market rates of interest. The carrying value of receivables and other liabilities approximate fair values as the instruments are subject to market rates of interest.

The Company's risk exposure and the impact on the Company's financial instruments are summarized below.

(a) Credit risk

Credit risk refers to the potential that a counterparty to a financial instrument will fail to discharge its contractual obligations. The Company manages credit risk, in respect of cash and cash equivalents, by placing its cash balances at a major Canadian financial institution. The Company manages credit risk, in respect of additional consideration receivable from Solitario, by holding a security of Solitario's interest in MH-LLC. Should Solitario default on any of the payments to DHI US, Solitario's interest will be reduced from 80% to 49%.

Concentration of credit risk exists with respect to the Company's cash and cash equivalents, as all amounts are held at major Canadian financial institutions and with respect to other receivables, as it is due from only one party. The Company's concentration of credit risk and maximum exposure thereto is as follows:

	September 30, 2014	December 31, 2013
Cash and cash equivalents	$ 320,530	$ 728,508
Receivables	$ -	$ 291,105

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. At September 30, 2014, the Company has cash and cash equivalents of $320,530 (December 31, 2013 - $728,508), current liabilities of $56,977 (December 31, 2013 - $109,928) and working capital of $1,032,508 (December 31, 2013 - $1,397,226).

The amounts listed below are the remaining contractual maturities for financial liabilities held by the Company as at September 30, 2014:

Due Date	Accounts Payable and Accrued Liabilities	Deferred Compensation
0 – 90 days	$ 56,977	$ -
90 – 365 days	$ -	$ -
More than 1 year	$ -	$ 1,299,023

The amounts listed below are the remaining contractual maturities for financial liabilities held by the Company as at December 31, 2013:

Due Date	Accounts Payable and Accrued Liabilities	Deferred Compensation
0 – 90 days	$ 109,928	$ -
90 – 365 days	$ -	$ -
More than 1 year	$ -	$ 903,793

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

(i) Interest rate risk

Interest rate risk consists of two components:

(a) To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.

(b) To the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

Fluctuations in the interest rates impact the value of cash equivalents. As at September 30, 2014, the impact of interest rates on the Company is not deemed significant. The Company's other liabilities are not exposed to interest rate risk, as they are carried at amortized cost.

(ii) Foreign currency risk

The Company incurs expenditures in Canada and the US and has deferred compensation and a loan payable in US dollars. Foreign currency risk arises because the amount of the US dollar cash, intercompany balances and payables will vary in Canadian dollar terms due to changes in exchange rates.

As at September 30, 2014 and December 31, 2013, the Company has not hedged its exposure to currency fluctuations.

At September 30, 2014 and December 31, 2013, the Company is exposed to currency risk through the following assets and liabilities denominated in US dollars:

		September 30, 2014		December 31, 2013
Cash	US$	233,482	US$	654,111
Amounts receivable (1)		-		250,000
Other financial liabilities (2)		(1,159,014)		(873,860)
Net	US$	(925,532)	US$	30,251
Canadian dollar equivalent		(1,037,336)		32,175

(1) Includes receivables and other receivables.
(2) Includes accounts payable and accrued liabilities, deferred compensation and other liabilities.

Based on the above net exposures as at September 30, 2014, a 5% (December 31, 2013 - 5%) change in the Canadian/US exchange rate would impact the Company's earnings by approximately $52,000 (December 31, 2013 - $3,533).

(iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is exposed to other price risk on its deferred compensation, which accrues interest at the Prime Rate thus its value fluctuates based on movement in that Prime Rate. At September 30, 2014, a 1% change in the Prime Rate would impact the Company's earnings by approximately $7,000. At December 31, 2013 a 5% change in the DJIA would impact the Company's earnings by approximately $58,000. The Company is not exposed to significant price risk on its marketable securities.

(iv) Fair value hierarchy

The following tables summarize the Company's financial instruments under the fair value hierarchy, as at September 30, 2014 and December 31, 2013:

September 30, 2014	Level 1	Level 2	Level 3	Total
FVTPL				
Cash and cash equivalents	$320,530	$ -	$ -	$320,530
Deferred compensation	$ -	$1,299,023	$ -	$1,299,023
Available-for-sale				
Marketable securities	$832,999	$ -	$ -	$832,999

December 31, 2013	Level 1	Level 2	Level 3	Total
FVTPL				
Cash and cash equivalents	$728,508	$ -	$ -	$728,508
Shares receivable	$ 43,500	$ -	$ -	$ 43,500
Deferred compensation	$ -	$903,793	$ -	$903,793
Available-for-sale				
Marketable securities	$461,166	$ -	$ -	$461,166

Additional information related to the Company is found on SEDAR at www.sedar.com.