FORMERLY C LEVEL III INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FOR THE YEAR ENDED DECEMBER 31, 2013

DATED MARCH 25, 2014

The following discussion and analysis of the financial position and results of operations for Canoe Mining Ventures Corp. (formerly C Level III Inc.) (the "Company" or "Canoe") should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2013. These statements were prepared under International Financial Reporting Standards ("IFRS"). The Company adopted IFRS and the following disclosure and associated financial statements are presented in accordance with IFRS. All comparative information provided is in accordance with IFRS. Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis ("MD&A") are quoted in Canadian dollars.

Certain information and discussion included in this MD&A constitutes forward looking information. Readers are encouraged to refer to the cautionary notes contained in the section Forward-Looking Statements at the end of the MD&A.

The Company's financial statements and the financial data included in the MD&A have been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee.

Selected Annual Financial Information

The following table provides selected financial information that should be read in conjunction with the audited consolidated financial statements of the Company.

	Year-Ended December 31, 2013	**Year-Ended December 31, 2012**
Revenue	-	-
Net loss	$703,004	$1,433,484
Net loss per share	$0.04	$0.09
Total assets	$3,035,877	$1,510,499
Total shareholders' equity	$2,465,568	$(936,310)

Company Overview and Going Concern

The Company was incorporated under the Canada Business Corporations Act on June 10, 2011 and was originally classified as a Capital Pool Corporation ("CPC") as defined by the TSX Venture Exchange Inc. ("the Exchange"). The Company is domiciled in Canada and its shares are publicly traded on the Exchange under the symbol CLV.

Prior to December 5, 2013, the Company was classified as a Capital Pool Company ("CPC") for the purposes of the policies of the Exchange. Effective December 5, 2013, 2299895 Ontario Inc. ("2299895") was acquired by the Company through an acquisition of 100% of the issued and outstanding shares of 2299895 which constituted a Qualifying Transaction for the Company ("QT").

The QT was carried out by means of securities exchange agreements between the Company, Giyani Gold Corp. (the majority shareholder of 2299895) ("Giyani Gold"), and two minority 2299895 shareholders (collectively, the "Securities Exchange Agreements"), pursuant to which C Level III Inc. ("C Level") acquired all of the issued and outstanding common shares of 2299895 in exchange for the issuance of 20,000,000 common shares in the share capital of the Company.

In connection with the QT, the Company and 2299895 each carried out respective private placements on November 28, 2013. The Company completed a private placement of 2,540,000 FT Unit Subscription Receipts at a price of $0.20 per FT Unit Subscription Receipt for aggregate gross proceeds of $508,000. 2299895 carried out a private placement of 865,395 New 2299895 Shares at a price of $1.05 per New 2299895 Share for aggregate gross proceeds

of $908,665. The aggregate gross proceeds raised through the Company's Private Placement and the 2299895 Private Placement was $1,416,665.

Pursuant to the terms of the Offering, each FT Subscription Receipt automatically converted into one Canoe Share issued on a flow-through basis and one-half flow-through Canoe Warrant (each whole flow-through Canoe Warrant, a entitling the holder thereof to acquire one Canoe FT Share for each whole Canoe FT Warrant at an exercise price of $0.30 per Canoe FT Share for a period of twenty-four months from the issue date.

Each 2299895 Subscription Receipt converted into seven Canoe Shares and seven Canoe Warrants, representing an aggregate total of 6,057,765 Canoe Shares and 6,057,765 Canoe Warrants issued on conversion. Each Canoe Warrant entitles the holder thereof to acquire one additional Canoe Share for each Canoe Warrant at an exercise price of $0.25 per Canoe Share for a period of twenty-four months from the date of issue.

As a result of the Securities Exchange Agreements and the Offering, the Company currently has 33,827,708 Common Shares, 2,199,399 options to acquire Common Shares, and 7,698,521 share purchase warrants to acquire Common Shares outstanding. 22,650,000 Canoe Shares will be subject to Tier 2 Value Escrow pursuant to the policies of the Exchange.

On December 5, 2013, the Company changed its name to Canoe Mining Ventures Corp, and changed its registered address to Suite 403 - 277 Lakeshore Road East, Oakville, Ontario, L6J 6J3.

The Company is based in Canada and is building a portfolio of under-explored yet highly prospective gold assets. The principal business of the Company is the acquisition, exploration and, if warranted, the development of mineral properties. The Company's exploration activities are focused in the White River region of Ontario, Canada, home to the Abbie Lake-Keating Gold Project. In addition to the Abbie Lake-Keating Gold Project in Ontario, the Company also owns the Baska-Eldorado Uranium/REE project in Saskatchewan, Canada. Further details on the Iron Lake Gold Project can be found in the Exploration and Evaluation Update section below.

Giyani Gold (TSXV: WDG) is the majority shareholder of Canoe, owning 57.4% of the outstanding common shares as of the MD&A date.

On March 4, 2014 the Company and Birch Hill Gold Corp. ("Birch Hill") announced that they entered into a business combination agreement pursuant to which Canoe will acquire all the issued and outstanding shares of Birch Hill. Birch Hill holds a 100% interest in the rights of the Coldstream Property located 115km west of Thunder Bay, Ontario.

The Company intends to commence an exploration program in fiscal 2014 on its Ontario properties. This $508,000 program will be funded by flow through proceeds raised in 2013 which are required to be spent in 2014. Additional funds will need to be raised to further advance the exploration program.

The Company is subject to the risks and challenges experienced by other companies at a comparable stage. These risks include, but are not limited to, continuing losses, dependence on key individuals and the ability to secure adequate financing or to complete corporate transactions to meet the minimum capital required to successfully complete its projects and fund other operating expenses. Advancing the Company's projects through exploration and development to the production stage will require significant financings. Given the current economic climate, the ability to raise funds may prove difficult. Refer to the Risks and Uncertainties and Liquidity and Capital Resources sections for additional information.

None of the Company's projects have commenced commercial production and, accordingly, the Company is dependent upon debt and/or equity financings and the optioning and/or sale of resource or resource-related assets for its funding. The recoverability of the carrying value of exploration and evaluation projects, and ultimately the Company's ability to continue as a going concern, is dependent upon exploration results which indicate the potential for the discovery of economically recoverable reserves and resources, and the Company's ability to finance exploration of its projects through debt and/or equity financings and the optioning and/or sale of resource or resource-related assets such as royalty interests for its funding.

The Company reported a net loss of $703,004 for the period ended December 31, 2013 (December 31, 2012 - $1,433,484). In addition to its ongoing working capital requirements, the Company must secure sufficient funding for existing commitments and exploration costs. These circumstances may cast significant doubt as to the ability of the Company to meet its obligations as they come due and, accordingly, the appropriateness of the use of accounting principles applicable to a going concern.

The Company's financial statements have been presented on the basis that the Company will continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of the business. As of December 31, 2013, the Company had working capital of $999,947 compared to working capital deficiency of $22,221 as at December 31, 2012. Working capital is defined as current assets less current liabilities (excluding amounts due to related parties).

Management is continuing to actively pursue strategies to realize on the potential of its assets or secure additional financings in order to funds its operations.

Significant Events and Outlook

During 2013, the Company successfully completed its QT with 2299895, and raised aggregate gross proceeds of $1,416,665.

The Company intends to commence an exploration program in fiscal 2014 on its Ontario properties. This $508,000 program will be funded by flow through proceeds raised in 2013 which are required to be spent in 2014. Additional funds will need to be raised to further advance the exploration program.

On March 4, 2014 the Company and Birch Hill announced that they had entered into a business combination agreement pursuant to which Canoe will acquire all the issued and outstanding shares of Birch Hill. Birch Hill holds a 100% interest in the rights of the Coldstream Property located 115km west of Thunder Bay, Ontario. The Company intends to close this transaction prior to June 2014.

Results of Operations

Selected Quarterly Financial Information

The following table summarizes information derived from the Company's consolidated financial statements for each of the eight mostly recently completed quarters:

Three months ended	Total Revenues $	Net loss $	Loss per share (basic and diluted) $
December 31, 2013	Nil	689,792	0.04
September 30, 2013	Nil	(20,913)	0.00
June 30, 2013	Nil	33,975	0.00
March 31, 2013	Nil	150	0.00
December 31, 2012	Nil	1,147,769	0.11
September 30, 2012	Nil	97,802	0.01
June 30, 2012	Nil	100,291	0.01
March 31, 2012	Nil	87,622	0.01

The Company had a loss of $703,004 for the period ending December 31, 2013, compared to a loss of $1,433,484 for the same period in the previous year.

Results of Operations:
Consolidated Statements of Loss and Comprehensive Loss
For the years ended December 31,

	2013 $	2012 $
Expenses		
Management and consulting	16,797	368,781
Professional fees	28,777	20,000
Office, rent and other	6,948	6,760
General exploration	2,214	7,500
Travel	2,101	2,742
Public company listing expense	645,361	-
Write-down of exploration and evaluation assets	-	1,046,058
Loss before income tax	702,198	1,451,841
Income tax expense (recovery)	806	(18,357)
Net Loss and Comprehensive loss for the year	703,004	1,433,484
Loss per share – basic and diluted	$0.04	$0.09
Weighted average number of common shares outstanding	19,728,170	16,321,735

The Company had a loss of $703,004 for the period ending December 31, 2013, compared to a loss of $1,433,484 for the same period in the previous year.

The reduced loss results primarily from a write down of exploration and evaluation assets recorded in 2012 of $1,046,058 that did not reoccur in 2013, offset by a public company listing expense of $645,361 relating to the Company's QT.

Management fees were reduced by $351,984 in 2013 to $16,797 versus $368,781 in 2012. The Company did not incur management fees from its majority shareholder, as operations were minimized due to the QT.

Professional fees increased in 2013 to $28,777 versus $20,000 in 2012, as a direct result of additional professional services required to complete the QT.

The QT resulted in C Level shareholders receiving a deemed equivalent of $750,651 of shares in the Company. The value of $795,646 including the deemed re-issued C Level broker warrants and C Level stock options was determined and agreed between C Level and 2299895. The excess value of $645,361 total consideration over C Level net assets deemed received has been reflected as a public company listing expense in the statement of loss and comprehensive loss.

Loss per share was $0.04 based on average number of common shares outstanding of 19,728,170 versus a loss in the prior year of $0.09 per share on 16,321,735 average outstanding shares.

Exploration and Evaluation Update:

The Company's approach has been to acquire a significant parcel of land and then conduct a focused and aggressive geological, geochemical, and geophysical exploration program over those properties.

Iron Lake Project - Canada

The Iron Lake Property is the Company's primary mining property in Canada and was acquired through option agreements, licensing agreements and by staking claims. The Company has initiated a focused and aggressive geological, geochemistry, and geophysical exploration program over the Iron Lake properties and is now in a position to drill test the eastern extension of the trend identified and the Tundra Gold zone in attempt to assemble a compliant resource. The exploration work at Iron Lake is being funded with flow-through capital on hand with a view to developing a geological model for the property. To date, the Company has conducted extensive airborne and ground geophysical programs with 17 holes totalling approximately 1,950 metres of "NQ" core drilled primarily in the Keating portion of the Iron Lake Property.

The Company has spent approximately $1.5 million in the Iron Lake region on the geophysical and drilling programs. The Iron Lake Property covers a 38 kilometer section of the Kabenung Lake greenstone belt that hosts the Iron Lake Deformation Zone and subsidiary shear zones which have been proven to contain significant gold showings.

An exploration budget will be prepared and assessed to further evaluate the Iron Lake Property over the next 12-18 months. The proposed exploration program will be comprised of diamond drilling and Induced Polarization surveying to potentially extend the known gold bearing alteration zones.

Other Mineral Property Interests through Option and Licensing Agreements

UCEL Option Agreement

In September 2011 the Company executed an option agreement (the "UCEL Agreement") with Upper Canada Explorations Limited (the "Optionor"), an arm's length party, whereby the Company had a right to earn a 100% interest in certain surface and mineral rights (the "Abbie Lake Property") near Sault Ste. Marie, Ontario, Canada. The Company paid the Optionor $50,000 upon receipt of the approval of the UCEL Agreement by the Exchange in November 2011 (the "Approval Date"). In accordance with the UCEL Agreement, $50,000 was paid to the Optionor within 12 months of the Approval Date (paid October 2012) and an additional $50,000 was paid in December 2013. The Company issued 200,000 common shares in the capital stock of the Company on December 9, 2011. The Company issued a further 150,000 common shares on September 23, 2012. Pursuant to an amending agreement dated October 28, 2013, the Company renegotiated the final share payment to be 75,000 shares which were issued on December 17, 2013.

As the Company was not be listed on a stock exchange before December 31, 2012, the Optionor was entitled to exchange all shares in the Company held by the Optionor for common shares of Giyani Gold on the basis of a valuation of $1 for each common share so owned by the Optionor at December 31, 2012. In April 2013, 350,000 shares of the Company held by the Optionor were cancelled and converted to 350,000 shares in Giyani Gold.

The Company must pay Michael Tremblay and Jacques Robert (collectively "Tremblay/Robert") a 3% net smelter royalty ("NSR") on ore and a 3% gross overriding royalty ("GOR") on gemstones and diamonds covered under the UCEL Agreement, provided however that the Company may purchase 1.5% of the NSR at any time upon 30 days' notice in writing in consideration for the sum of $1,500,000. The Company must pay Trelawney Mining and Exploration Inc. a 2% NSR on the sale or disposition of minerals covered under the UCEL Agreement, provided however that the Company may purchase 1.5% of the NSR at any time upon 30 days' notice in writing in consideration for the sum of $750,000.

Pursuant to an amending agreement dated January 23, 2013, the Company renegotiated the Initial Work Program such that $600,000 must be incurred prior to December 31, 2013 and a total of $1,000,000 must be incurred by December 31, 2014. Pursuant to an amending agreement dated October 28, 2013, the Company renegotiated the

Initial Work Program to be $600,000 prior to June 30, 2014 and a total of $1,000,000 by June 30, 2015. To date $434,546 of eligible expenses have been incurred against the Initial Work Program. In addition, pursuant to the January 23, 2013 amending agreement, UCEL has agreed that all future obligations pursuant to the UCEL Agreement shall be those jointly of the Company.

Michipicoten Licensing Agreement

In November 2011, the Company executed a licensing agreement (the "Michipicoten Agreement") with 3011650 Nova Scotia Limited, trading as Michipicoten Forest Resources (the "Licensor"), an arm's length party, to acquire the license for an exploration area within the District of Algoma, Ontario, Canada. The term of the lease is five years and contains an option to extend the agreement for an additional five years.

The Company is required to pay $8,040 for the first year of the agreement and $500 multiplied by the number of grid claims that constitute the licensed area for the remaining four years of the agreement. For the renewal term, the Company is required to pay $600 multiplied by the number of grid claims that constitute the licensed area for the additional five years of the agreement. The Company is responsible for all taxes related to the licensed area during the term of the Michipicoten Agreement. The current land package for the exploration area held by the Company is 70.02 grid claims.

The Company is required to incur minimum exploration expenditures during each license year. During each license year of the original term, an annual amount of $2,500 multiplied by the number of grid claims that constitute the licensed area must be incurred. During each license year of the renewal term, an annual amount of $3,000 multiplied by the number of grid claims that constitute the licensed area must be incurred.

The Company shall pay the Licensor a 3% Royalty ("Royalty") for all minerals produced, saved, and marketed from the Licensed Area. Should production commence in the Licensed Area, the Royalty would be due and payable quarterly.

The Company shall pay the Licensor for each mine commencing commercial production, the conditional option of reducing the Royalty retained by and payable to the lessor therein to a maximum of 2%for all minerals except for diamonds, gems and other precious or semi-precious stones which will remain at 5%. The purchase price for the first 1.0%of the Royalty shall be $1,000,000 and for each remaining 0.5%increment of the Royalty there-after the purchase price shall be $1,000,000.

By various amending letter agreements executed in 2012 with Licensor, the Company has acquired additional land contiguous to the original licensed lands. Such newly acquired land are subject to the same terms and conditions as the Michipicoten Agreement which has been amended to add the additional lands.

Keating East Property License Agreement

On March 21, 2012, the Company executed an agreement (the "Keating East Agreement") with 2099840 Ontario Inc., trading as Emerald Geological Services (the "Emerald"), an arm's length party, to have Emerald release an additional 985 Ha area of claims ("the Lands") in the form of certain surface and mineral rights situated in Keating Township, Ontario, contiguous to the Company's Iron Lake Property and then to have these lands included in the licensing agreement with the Licensor.

The agreement entitles Emerald to release completely its interest in the Lands from the Licensor and to have the Company acquire a 100% interest in the Lands in exchange for a combination of consideration comprised of: $126,600 in cash payable over three years; $100,000 in exploration expenditures and other work programs, and up to 200,000 shares in the Company over a period of three years. The total current value of the maximum cash consideration payable if all conditions are satisfied is $226,600. Under the terms of the agreement, Emerald has agreed to relinquish its license and rights in the Lands and to allow the Company to acquire its interest and rights in the Lands under license from a private arms-length corporate entity to the Company and the owner of the Lands, in exchange for an annual fee payable to that party and an annual work program.

Pursuant to an amendment agreement, dated February 13, 2012, between the Company and Emerald agreed to exchange its 50,000 229985 shares it held for 125,000 shares of the Resulting Issuer Pursuant to an amending agreement dated April 10, 2013, the Company and Emerald agreed and issued 125,000 shares of the Reporting Issuer and to pay Emerald $25,000 December, 2013.

Killen Agreement

On July 12, 2012, the Company executed a licensing agreement with a private arm's length party ("Killen agreement"). The agreement entitles the Company to acquire a 100% interest and rights in 39.5 square kilometers of surface and mineral rights situated in Keating Township, Ontario, in exchange for an annual fee payable and an annual work program.

The license agreement for the Lands will be the same terms and conditions as the Michipicoten Agreement.

Thibodeau Option Agreement

In October 2011, the Company executed an option agreement (the "Thibodeau Agreement") with Richard Thibodeau ("Thibodeau"), an arm's length party, to earn a 100% interest in certain surface and mineral rights (the "Goldrich Property") near White River-Wawa, Ontario, Canada. The Company paid Thibodeau $10,000 upon execution of the Thibodeau Agreement and paid an additional $40,000 within 10 days of receipt of the approval of the Thibodeau Agreement by the Exchange (the "Approval Date"). The Thibodeau Agreement also specifies payments to Thibodeau in the amount of $50,000 within 12 months of the Approval Date and $50,000 within 24 months of the Approval Date. The Company issued 200,000 common shares in the capital stock of the Company within 10 days of the Approval Date. In October 2012, the Company decided not to pursue this option and wrote down the book value of the asset to Nil at year-end. In a share exchange agreement executed July 4, 2013, Thibodeau agreed to exchange 200,000 shares in 2299895 for 500,000 Canoe shares upon completion of the QT.

Property Expenditures

The following table sets out the material components of costs and expenditures relating to each property. The amounts shown for acquisition costs represent costs incurred to date and do not necessarily reflect present or future values.

	Abbie Lake	Keating	Thibodeau[1]	Total
Balance January 1, 2012	**$ 368,112**	**$ 177,150**	**$ 336,872**	**$ 882,134**
Acquisition costs	70,868	79,708	143	150,719
2012 expenditures	124,168	663,811	709,045	1,497,022
Asset impairment	-	-	(1,046,058)	(1,046,058)
Balance, December 31, 2012	**$ 563,148**	**$ 920,669**	**$ -**	**$ 1,483,817**
Acquisition costs	62,000	107,480	-	169,480
2013 expenditures	22,823	31,230	-	54,053
Write off of Intercompany Loan [2]	(30,690)	(26,215)	-	(56,905)
Balance, December 31, 2013	**$ 617,280**	**$ 1,033,164**	**$ -**	**$ 1,650,445**

Note:

1. The Company did not renew the underlying option agreement in 2012 resulting in a full write-down of $1,046,058.

2. In conjunction with the QT, Giyani Gold and the Company agreed to write off its inter-company balance of $56,905 that was used primarily to fund exploration and acquisition costs related to the properties.

Liquidity and Capital Resources

The Company intends to seek equity financings through private placements and/or public offerings. The Company will require additional funding in the near future in order to obtain the necessary working capital for general overhead and to further its intended exploration efforts.

While the Company cannot provide any assurances that it will be successful in securing equity financings in order to conduct its operations uninterruptedly, it is the Company's intention to obtain the required funding. Management is continuing to actively pursue strategies to realize on the potential of its assets or secure one or more financings in order to provide funds for operations.

As at the date of this MD&A, the Company had 2,199,399 stock options with an exercise price of $0.20 to $0.25 and 7,698,521 warrants with an exercise price of $0.15 to $0.30 outstanding which, if exercised, would result in cash proceeds of $2,490,934. There is no assurance that these exercises will occur.

The Company's cash balance at December 31, 2013 was $1,320,531 (December 31, 2012 - $1,211) and the Company's working capital was $999,947 (December 31, 2012 - a working capital deficiency of $22,221).

Commitments

	2014	2015	2016	2017	2018
Exploration commitments	165,454	407,500	7,500	-	-
License and Taxes	63,000	63,000			
Option payments	35,000	50,000	-	-	-
Total	263,454	457,500	7,500	-	-

Flow-through spending liability

The Company is committed to incur by December 31, 2014, $508,000 in qualifying resource expenditures pursuant to its November 28, 2013 private placement for which flow-through proceeds were received.

Changes in Accounting Principles

Refer to accounting policies of the Company as set out in detail in Note 2 of the audited consolidated financial statements for the year ended December 31, 2013. Such policies have been consistently applied to all periods presented in these financial statements.

Significant Accounting Policies

The significant accounting policies followed in these condensed interim financial statements are consistent with those applied in the Company's annual financial statements for the year ended December 31, 2013, except as described below.

Accounting Standards Adopted

The Company has adopted the following new and revised accounting standards, along with any consequential

amendments, effective January 1, 2013. These changes were made in accordance with the applicable transitional provisions.

International Financial Reporting Standard 10, Consolidated Financial Statements ("IFRS 10")
IFRS 10 replaces the guidance on control and consolidation in IAS 27 "Consolidated and Separate Financial Statements", and SIC-12 "Consolidation – Special Purpose Entities". IFRS 10 requires consolidation of an investee only if the investor possesses power over the investee, has exposure to variable returns from its involvement with the investee and has the ability to use its power over the investee to affect its returns. Detailed guidance is provided on applying the definition of control. The accounting requirements for consolidation have remained largely consistent with IAS 27.

The Company assessed its consolidation conclusions on January 1, 2013 and determined that the adoption of IFRS 10 did not result in any change in the consolidation status of any of its subsidiaries.

International Financial Reporting Standard 11, Joint Arrangements ("IFRS 11") IFRS 11 supersedes IAS 31 "Interests in Joint Ventures" and requires joint arrangements to be classified either as joint operations or joint ventures depending on the contractual rights and obligations of each investor that jointly controls the arrangement. For joint operations, a company recognizes its share of assets, liabilities, revenues and expenses of the joint operation. An investment in a joint venture is accounted for using the equity method as set out in IAS 28 "Investments in Associates and Joint Ventures". The Company has reviewed its joint arrangements and concluded that the adoption of IFRS 11 did not result in any changes in the accounting for its joint arrangements.

International Financial Reporting Standard 12, Disclosure of Interest in Other Entities ("IFRS 12") IFRS 12 was issued in May 2011 and it is a new and comprehensive standard on disclosure requirements for all forms of interests in other entities, including subsidiaries, joint arrangements, associates and unconsolidated structured entities. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interest in other entities.

International Financial Reporting Standard 13, Fair Value Measurement ("IFRS 13") IFRS 13 establishes new guidance on fair value measurement and related disclosure requirements and clarifies that the measurement of fair value of an asset or liability is based on assumptions that market participants would use when pricing the asset or liability under current market conditions, including assumptions about risk.

IAS 36 – Impairment of assets - IAS 36, "Impairment of assets" ("IAS 36") has been amended to require entities to disclose the recoverable amount of an asset or cash generating unit when an impairment loss has been recognized or reversed, and to provide detailed disclosure on how the fair value less costs of disposal has been measured when an impairment loss has been recognized or reversed. These changes did not result in any changes in the accounting for impairment of assets

The adoption of IFRS 13 by the Company did not require any adjustments to the valuation techniques used by the Company to measure fair value and did not result in any measurement adjustments; however, the adoption of this standard has resulted in additional disclosure about the fair value of financial instruments that are measured on a recurring basis as reported in the interim financial statements.

Future Accounting Pronouncements

International Financial Reporting Standard 9, Financial Instruments ("IFRS 9") IFRS 9 was issued in November 2009 and contained requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit or loss.

IFRS 9 also replaces the models for measuring equity instruments, and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent not clearly representing a return of investment; however, other gains and losses (including impairments) associated

with such instruments remain in accumulated comprehensive income indefinitely.

Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, Financial Instruments – Recognition and Measurement, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. The Company is in the process of assessing the impact of this pronouncement.

Basis of Presentation and Accounting Policies

The financial statements have been prepared on a going concern basis using historical.

The financial statements are presented in Canadian Dollars, which is the Company's functional and presentation currency except where otherwise indicated.

Critical Accounting Estimates

The Company performed an analysis of risk factors which, if any should realize, could materially and adversely affect the results, financial position and/or market price of its securities.

The preparation of financial statements in conformity with IFRS requires Management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of expenses and other income for the year. These estimates and assumptions were based on Management's knowledge of the relevant facts and awareness of circumstances, having regard to prior experience. Significant estimates and assumptions include the following:

i) Recoverability of Exploration and Evaluation Properties

Management considered the economics of the Projects, including the drill and geophysical results.

ii) Other Accounting Estimates

Other estimates included the benefits of future income tax assets and whether or not to recognize the resulting assets on the Statement of Financial Position, estimated useful lives of capital assets, and determinations as to whether exploration costs are expensed or capitalized.

While Management believes that these estimates and assumptions are reasonable, actual results may differ from the amounts included in the financial statements.

iii) Stock-Based Compensation

Management is required to make certain estimates when determining the fair value of stock options awards, and the number of awards that are expected to vest. These estimates affect the amount recognized as stock-based compensation in the statements of loss based on estimates of forfeiture and expected lives of the underlying stock options.

Off-Balance Sheet Arrangements

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

Related Party Transactions

The Company currently shares office rent and management with Giyani Gold. Management and consulting fees of $16,797 (2012 - $350,196) were incurred in respect of accounts paid or due to Giyani Gold, a company with certain common officers and directors. As at December 31, 2013, $38,626 (2012 - $2,252,515) was presented as amounts due to related parties on the consolidated statements of financial position.

During the year ended December 31, 2012, the Company received funds from Giyani Gold of $2,252,515, by means of an unsecured loan, with no due date, bearing no interest. During the year ended December 31, 2013, the loan was settled through the issuance of 2,252,515 common shares of 2299895, ascribed a fair value of $2,252,515. These shares were exchanged for 3,505,174 of the Company on the closing of the QT.

During the year ended December 31, 2013, the Company incurred legal fees of $95,911 (2012 - $nil) with a legal firm where a partner is a Director of the Company. As at December 31, 2013 $137,452 (2012 - $nil) was included in accounts payable.

During the year the Company reversed an intercompany loan payable to Giyani Gold for $56,905.

The Company is currently owned 57.4% by Giyani Gold.

Proposed Transactions

Except as otherwise disclosed in this MD&A, there are no proposed transactions that have been approved or which management reasonably believes will be approved by the Board.

Outstanding Share Data

As at the date of this MD&A there were 33,827,708 common shares outstanding.

Corporate Structure

The Company owns 100% of 2299895, and its majority shareholder is Giyani Gold which currently owns 57.4% of the Company.

Risk Factors

An investment in the Company involves a number of risks. You should carefully consider the following risks and uncertainties in addition to other information in this interim report in evaluating the Company and its business before making any investment decision in regards to the common shares of the Company.

The Company's business, operating and financial condition could be harmed due to any of the following risks. The risks described below are not the only ones facing the Company. Additional risks not presently known to us may also impair business operations.

Global Financial and Economic Conditions
Current global financial and economic conditions, while improving, remain extremely volatile. Access to public and private capital and financing continues to be negatively impacted by many factors as a result of the recent global financial crisis. Such factors may impact the Company's ability to obtain financing in the future on favourable terms or obtain any financing at all. Additionally, global economic conditions may cause a long term decrease in asset values. If such global volatility, market turmoil and the global recession continue, the Company's operations and financial condition could be adversely impacted.

Exploration and Development Risks
The Company's activities will be directed towards the exploration and development of the Abbie Lake-Keating Property and the other Canoe Properties.

Resource exploration and mineral development is a highly speculative and extremely volatile business. The Company's exploration and initial development activities involve significant risks that cannot be eliminated or adequately mitigated, even with careful and prudent planning and evaluation, experience, knowledge and operational know-how. Few properties which are explored are ultimately developed into producing mines. Exploration for gold involves many risks and uncertainties and success in exploration is dependent on a number of factors, including the quality of management, quality and availability of geological expertise and the availability of exploration capital.

Substantial expenditures are required to (i) establish Mineral Resources and Mineral Reserves, (ii) complete drilling and to develop metallurgical processes to extract the minerals, (iii) develop mining and processing facilities and suitable infrastructure at any site chosen for mining, and (iv) establish commercial operations. Also, substantial expenses may be incurred on exploration projects which are subsequently abandoned due to poor exploration results or the inability to define reserves which can be mined economically. Even if an exploration program is successful and economically recoverable gold is found, it can take a number of years from the initial phases of drilling and identification of the mineralization until production is possible, during which time the economic feasibility of extraction may change and gold that was economically recoverable at the time of discovery ceases to be economically recoverable. There can be no assurance that gold recovered in small scale tests will be duplicated in large scale tests under on-site conditions or in production scale operations. The Company cannot ensure or provide any comfort that the exploration or development programs planned by the Company will result in a profitable commercial mining operation in respect of the Canoe Properties.

The commercial viability of the Canoe Properties depends upon on a number of factors, all of which are beyond the control of the Company, including: the particular attributes of a deposit, such as size, grade and proximity to infrastructure, market fluctuations in the price of gold, general and local labour market conditions, the proximity and capacity of milling facilities, and local, provincial, federal and international government regulation, including regulations relating to prices, taxes, royalties, land tenure, land use, and the importing and exporting of gold and environmental protection. The effect of these factors, either alone or in combination, cannot be accurately predicted and their impact may result in the Company not being able to economically extract gold from any identified Mineral Resource or Mineral Reserve which, in turn, could have a material and adverse impact on the Company's cash flows, earnings, results of operations and financial condition and prospects. The Company cannot provide any certainty that its planned expenditures will result in the successful operation of the Canoe Properties.

Estimates of reserves, deposits and production costs can also be affected by such factors as environmental permitting, social activism, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the quantity or grade of gold ultimately extracted may differ from the quantity or grade indicated by drilling results. Short term factors relating to reserves, such as the need for orderly development or the processing of new or different grades, may also have an adverse effect on mining operations and on results from operations. Any material changes in reserves, grades, stripping ratios or recovery rates may affect the economic viability of the Canoe Properties, and as such, the viability of the Company may be negatively affected.

Aboriginal Claims

Aboriginal peoples have claimed aboriginal title and rights to portions of eastern Canada, including Ontario. The Company is not aware that any claims have been made in respect of its property and assets; however, if a claim arose and was successful this could have an adverse effect on the Company and its operations.

The Pic Mobert First Nations community located north of White River, Ontario and the Michipicoten First Nations community located near Wawa Ontario are the First Nations communities that could be affected by work conducted on the Abbie Lake-Keating Property. Consultations with both First Nations communities in the area were conducted in 2011 and 2012.

Seasonality

The level of activity in the North American mining industry is influenced by seasonal weather patterns. Wet weather and spring thaw may make the ground unstable. Consequently, municipalities and state/provincial transportation departments enforce road bans that restrict the movement of rigs and other heavy equipment, thereby reducing activity levels. Also, certain mineral producing areas are located in areas that are inaccessible other than during the summer months because the ground surrounding the sites in these areas consists of swampy terrain. Seasonal factors and unexpected weather patterns may lead to declines in exploration and production.

No Mineral Reserves/Mineral Resources

All of the properties in which Canoe currently holds an interest are considered to be in the exploration stage only and do not contain a known body of commercial minerals. Canoe has no proved reserves. Canoe has identified prospects based on available geological information that indicates the potential presence of minerals. However, the areas Canoe decides to mine may not yield minerals in commercial quantities or quality, or at all. Most of Canoe's current prospects are in various stages of evaluation that will require substantial drill-hole data interpretation. Even when

properly used and interpreted, drill hole data analysis techniques are only tools used to assist geoscientists in identifying subsurface structures and mineral indicators and do not enable the interpreter to know whether minerals are, in fact, present in those structures. Canoe does not know if any of its prospects will contain minerals in sufficient quantities or quality to recover exploration costs or to be economically viable. Even if minerals are found on Canoe's prospects in commercial quantities, construction costs of infrastructure and transportation costs may prevent the prospects from being economically viable. If a significant number of Canoe's prospects do not prove to be commercially viable, Canoe will be materially adversely affected.

Technical Report

The Technical Report, prepared by the Company by J. Garry Clark P.Geo of Clark Expl. Consulting dated November 19, 2013 includes projections that are based on assumptions and current expectations relating to future events and financial trends. There is no assurance that these projections will prove to be accurate. These projections were prepared for the narrow purpose of illustrating, under certain limited and simplified assumptions, Canoe's resources and costs. In addition, because of the subjective judgments and inherent uncertainties of projections and because the projections are based on a number of assumptions that are subject to significant uncertainties and contingencies beyond Canoe's control, there can be no assurance that the projections or conclusions derived therefrom will be realized. Actual resources, costs, cash flow, profit margin and risk exposure of Canoe's exploration and production business may be significantly less favourable than those projected in the Technical Report. An inherent risk of resource estimates is that a mineral deposit may not be considered economically viable. The possibility of not finding reserves is an intrinsic risk of Canoe's business. Downward revisions in Canoe's resource estimates could lead to lower levels of expected production in the future, which could have a material adverse effect on Canoe. Accordingly, you may lose some or all of your investment, particularly to the extent that these projections or conclusions are not ultimately realized.

Reliance on Historical Data

An extensive amount of historical data and records on the Iron Lake Property was available to the Company and was reviewed by J. Garry Clark, P. Geo., in connection with the preparation of the Technical Report. However, the Company cannot provide any comfort that it can rely upon, verify or necessarily authenticate such historical information in connection with its exploitation of the Abbie Lake-Keating Property. The Company cannot guarantee that the historical records that will be available to it are free from material errors or inaccuracies.

Title to Canoe Properties

Although Canoe has taken reasonable measures to ensure proper title to the properties within the Canoe Properties, there is no guarantee that title to the properties within the Canoe Properties will not be challenged or impugned. Third parties may have valid claims underlying portions or all of the Company's interest.

Risks Associated with Market Fluctuations

The market price for gold is volatile and is influenced by a number of factors, including, among others, political stability, general economic conditions, mine production and the intent of foreign governments who own significant above-ground reserves, central bank lending, sales and purchases of gold, producer hedging activities, expectations of inflation, the level of demand for gold as an investment, speculative trading, the relative exchange rate of the U.S. dollar with other major currencies, interest rates, global and regional demand, political and economic conditions and uncertainties, industrial and jewellery demand, production costs in major gold producing regions and worldwide production levels. The aggregate of such factors (all of which are beyond the control of the Company) is impossible to predict with accuracy, and as such, the Company can provide no assurances that it can effectively manage such factors. In addition, the price of gold has on occasion been subject to very rapid short-term changes because of speculative activities. Fluctuations in gold prices may materially adversely affect the Company's financial performance or results of operations. The world market price of gold has fluctuated during the last several years. If the market price of gold falls significantly from its current levels, the development of the Company's Properties may be rendered uneconomic and such development may be suspended or delayed.

No Anticipated Dividends

The Company does not expect to pay dividends on its issued and outstanding Company shares in the foreseeable future. If the Company generates any future earnings such cash resources will be retained to finance further growth and current operations. The board of directors of the Company will determine if and when dividends should be declared and paid in the future based on the financial position of the Company and other factors relevant at the

particular time. Until the Company pays dividends, which it may never do, a shareholder will not be able to receive a return on his or her investment in the Company shares unless such Company shares are sold. In such event, a shareholder may only be able to sell his, her or its Company shares at a price less than the price such shareholder originally paid for them, which could result in a significant loss of such shareholder's investment.

Significant Future Capital Requirements, Future Financing Risk and Dilution

No assurances can be provided that the Company's financial resources will be sufficient for its future needs. Revenues from operations are insufficient to meet the Company's foregoing capital requirements. As such, the Company will be required to undertake future financings which may be in the form of a sale of equity, debt secured by assets or forward purchase payments. No assurances can be made that the Company will be able to complete any of these financing arrangements or that the Company will be able to obtain the capital that it requires. In addition, the Company cannot provide any assurances that any future financings will be obtained on terms that are commercially favourable to the Company.

Any such sale of Company shares or other securities will lead to further dilution of the equity ownership of existing shareholders. Additionally, options and warrants or other conversion rights issued or granted by the Company may adversely affect future equity offerings, and the exercise of those options and warrants may have an adverse effect on the value of the Company shares. If any such options, warrants or conversion rights are exercised at a price below the then current market price, then (i) the market price of the Company shares could decrease, and (ii) shareholders may experience dilution of his or her investment. The issuance of Company shares in the future will result in a reduction of the book value and market price of the then outstanding Company shares. If any such additional Company shares are issued such issuances will result in a reduction in the proportionate ownership and voting power of all current shareholders. Further, such issuance may result in a change of control of the Company.

A prolonged decline in the price of the Company shares could result in a reduction in the liquidity of the Company shares and a reduction in the Company's ability to raise capital. As a significant portion of the Company's operations will probably be financed through the sale of equity securities a decline in the price of the Company shares could be especially detrimental to liquidity.

Share Price Volatility

The market price for the Company shares cannot be assured. Securities markets have recently experienced an extreme level of price and volume volatility, and the market price of securities of many companies has experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies.

The trading price of the Company shares has been, and the trading price of the Company shares may continue to be, subject to large fluctuations. For the same reason, the value of any of the Company's securities convertible into, or exchangeable for, Company shares may also fluctuate significantly, which may result in losses to investors. The trading price of the Company shares and, if applicable, any securities exercisable for, convertible into, or exchangeable for, Company shares may increase or decrease in response to a number of events and factors, both known and unknown. In addition, the market price of the Company shares will be affected by many variables not directly related to the Company's success and will therefore not be within the Company's control, including other developments that affect the market for all resource sector securities, the breadth of the public market for the common shares, and the attractiveness of alternative investments. The effect of these and other factors on the market price of the Company shares on the stock exchanges on which the Company shares trade has historically made the Canoe share price volatile and suggests that the Company's share price will continue to be volatile in the future.

In the past, following periods of volatility in the market price of a company's securities, shareholders have instituted class action securities litigation against those companies. Such litigation, if instituted, could result in substantial costs and diversion of management attention and resources, which could significantly harm the Company's profitability and reputation.

The market price for the Company shares may also be affected by the Company's ability to meet or exceed expectations of analysts or investors. Any failure to meet these expectations, even if minor, may have a material adverse effect on the market price of the Company shares.

Significant Governmental Regulations

The Company's planned exploration activities are subject to extensive federal, provincial, local and foreign laws and regulations governing environmental protection, natural resources, prospecting, development, production, post-closure reclamation, taxes, labour standards and occupational health and safety laws and regulations including mine safety, toxic substances and other matters related to the mining business. The costs associated with compliance with such laws and regulations are substantial. Possible future laws and regulations, or more restrictive interpretations of current laws and regulations by governmental authorities could cause additional expense, capital expenditures, restrictions on or suspensions of the Company's operations and delays in the development of the Abbie Lake-Keating Property and other properties. Moreover, governmental authorities and private parties may bring lawsuits based upon damage to property and injury to persons resulting from the environmental, health and safety impacts of the Company's future operations, which could lead to the imposition of substantial fines, penalties and other civil and criminal sanctions. Substantial costs and liabilities, including bonding, reclamation funding, or other requirements for restoring the environment after the closure of mines, will be inherent in the development of the Company's Properties.

In the context of environmental permits, including reclamation plans, the Company must comply with standards and regulations which entail significant costs and can entail significant delays. Such costs and delays could have an adverse impact on the Company's operations.

Failure to comply with applicable environmental and health and safety laws may result in injunctions, damages, suspension or revocation of licences or permits and the imposition of penalties. There can be no assurance that the Company has been or will be at all times in complete compliance with such laws, regulations and permits, or that the costs of complying with current and future environmental and health and safety laws and permits will not adversely affect the Company's business, results of operations, financial condition or prospects.

Climate Change Controls

The primary source of greenhouse gas emissions in Canada is the use of hydrocarbon energy. The operations of the Company's Properties will depend significantly on hydrocarbon energy sources to conduct daily operations, and there are currently no economic substitutes for these forms of energy. The federal and provincial governments have not finalized any formal regulatory programs to control greenhouse gases, and it is not yet possible to reasonably estimate the nature, extent, timing and cost of any programs contemplated or their potential effects on the operations of the Company's Properties. However, the broad adoption of emission limitations or other regulatory efforts to control greenhouse gas emissions may affect the demand for gold as well as increase production and transportation costs.

Obtaining and Renewing of Government Permits

In the ordinary course of business, the Company is required to obtain or renew governmental permits for mineral exploration or for the development, construction, commencement, operation or expansion of mining operations. Obtaining or renewing the necessary governmental permits is a complex and time-consuming process involving numerous agencies which can often involve public hearings and costly undertakings. The duration and success of the Company's efforts to obtain or renew permits are contingent upon many variables not within the Company's control, including the interpretation of applicable requirements implemented by the permitting authority or potential legal challenges from various stakeholders such as environmental groups, nongovernmental organizations, aboriginal groups or other claimant. The Company may not be able to obtain or renew permits that are necessary to its operations, or the cost to obtain or renew permits may exceed what the Company believes it can recover from the Company's Properties once in production. Any unexpected delays or costs associated with the permitting process could delay the development or impede the operation of a mine, which could have a material adverse effect on the Company's operations and profitability.

Competition in the Mining Industry

The international mining industry is highly competitive. The Company's ability to acquire properties with reserves in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable properties or prospects for mineral exploration. The Company may be at a competitive disadvantage in acquiring additional mining properties because it must compete with other individuals and companies, many of which have greater financial resources, operational experience and technical capabilities than the Company. The Company may also encounter increasing competition from other mining companies in its efforts to hire experienced mining professionals. Competition for exploration resources at all levels is currently very intense, particularly

affecting the availability of manpower, drill rigs and helicopters. Increased competition could adversely affect the Company's ability to attract necessary capital funding or acquire suitable producing properties or prospects for mineral exploration in the future.

Increased demand for services and equipment could cause project costs to increase materially, resulting in delays if services or equipment cannot be obtained in a timely manner due to inadequate availability, and increase potential scheduling difficulties and cost increases due to the need to coordinate the availability of services or equipment, any of which could materially increase project exploration, development or construction costs, result in project delays or both.

Acquisitions and Integration

From time to time, the Company may pursue opportunities to acquire additional mining assets and businesses. Any acquisition that the Company may choose to complete may be of a significant size, may change the scale of the Company's business and operations, and may expose the Company to new geographic, political, operating, financial and geological risks. The Company's success in its acquisition activities will depend on its ability to identify suitable acquisition candidates, negotiate acceptable terms for any such acquisition, and integrate the acquired operations successfully with those of the Company. Any acquisitions would be accompanied by risks. For example, there may be a significant change in commodity prices after the Company has committed to complete the transaction and established the purchase price or exchange ratio; a material ore body may prove to be below expectations; the Company may have difficulty integrating and assimilating the operations and personnel of any acquired companies, realizing anticipated synergies and maximizing the financial and strategic position of the combined enterprise, and maintaining uniform standards, policies and controls across the organization; the integration of the acquired business or assets may disrupt the Company's ongoing business and its relationships with employees, customers, suppliers and contractors; and the acquired business or assets may have unknown liabilities which may be significant. In the event that the Company chooses to raise debt capital to finance any such acquisition, the Company's leverage will be increased. If the Company chooses to use equity as consideration for such acquisition, existing shareholders may suffer dilution. Alternatively, the Company may choose to finance any such acquisition with its existing resources. There can be no assurance that the Company would be successful in overcoming these risks or any other problems encountered in connection with such acquisitions.

Litigation Risk

All industries, including the mining industry, are subject to legal claims, with and without merit. Defence and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding could have a material adverse effect on the Company's business, prospects, financial condition and results of operations.

Employee Recruitment

Recruiting and retaining qualified personnel is critical to the success of the Company. The number of persons skilled in acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Company's business activity grows, the Company will require additional key executive, financial, operational, administrative and mining personnel. There can be no assurance that the Company will be successful in attracting, training and retaining qualified personnel. If the Company is not successful in attracting and training qualified personnel, the efficiency of its operations could be affected, which could have a material adverse effect on the Company's results of operations and profitability.

Market Perception

Market perception of gold exploration companies such as the Company may shift such that these companies are viewed less favourably. This factor could impact the value of investors' holdings and the ability of the Company to raise further funds, which could have a material adverse effect on the Company's business, financial condition and prospects.

Insurance and Uninsured Risks

The Company may become subject to liability as Canoe's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage

to mineral properties or production facilities, personal injury or death, environmental damage to the Company's property or the properties of others, delays in development or mining, monetary losses and possible legal liability.

Although, the Company plans to maintain insurance for protection against certain risks in amounts it considers being reasonable, such insurance may not cover all the potential risks associated with Canoe's operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Moreover, insurance against political risk and risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Limited Operating History

The Company has no history of operations but is focused on the business of mining, mineral and resource exploration and development. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

Negative Cash Flow and Absence of Profits

The Company has not earned any profits to date and there is no assurance that the Company will earn any profits in the future, or that profitability, if achieved, will be sustained. The success of the Company will ultimately depend on its ability to generate revenues from operations. There is no assurance that any future revenues will be sufficient to generate the required funds to develop the Company's Properties.

Management of Growth

The Company may be subject to growth-related risks including pressure on its internal systems and controls. The Company's ability to manage its growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth could have a material adverse impact on its business, operations and prospects. The Company may experience growth in the number of its employees and the scope of its operating and financial systems, resulting in increased responsibilities for the Company's personnel, the hiring of additional personnel and, in general, higher levels of operating expenses. In order to manage its current operations and any future growth effectively, the Company will also need to continue to implement and improve its operational, financial and management information systems and to hire, train, motivate, manage and retain its employees. There can be no assurance that the Company will be able to manage such growth effectively, that its management, personnel or systems will be adequate to support the Company's operations or that the Company will be able to achieve the increased levels of revenue commensurate with the increased levels of operating expenses associated with this growth.

Key Personnel

The Company's business involves a certain degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. As such, the Company's success is dependent on the services of its senior management. The loss of one or more of the Company's key employees could have a material adverse effect on the Company's operations and business prospects. In addition, the Company's future success depends on its ability to attract and retain skilled technical, management, sales and marketing personnel. There can be no assurance that the Company will be successful in attracting and retaining such personnel and the failure to do so could have a material adverse effect on the Company's business, its operating results as well its overall financial condition.

Conflicts of Interest

There are potential conflicts of interest to which the proposed directors, officers, insiders and promoters of the Company will be subject in connection with the operations of the Company. Some of the directors, officers, insiders and promoters have been and will continue to be engaged in the identification and evaluation, with a view to potential acquisition of interests in businesses on their own behalf and on behalf of other companies, and situations may arise where some or all of the directors, officers, insiders and promoters will be in direct competition with the Company. Conflicts, if any, will be subject to the procedures and remedies prescribed by the CBCA and/or the OBCA, as applicable, the Exchange, and applicable securities laws, regulations and policies.

Internal Control and Disclosure Controls over Financial Reporting

Management of the Company is responsible for the design, implementation and monitoring of effective internal controls over financial reporting (as defined in National Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings), to provide reasonable assurance regarding the reliability of financial reporting and the preparation of audited consolidated financial statements in accordance with IFRS. Management has established processes which are in place to provide the Company's certifying officers with sufficient knowledge to support management representations to confirm that reasonable diligence has been exercised that (i) the Consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the audited consolidated financial statements; and (ii) the Consolidated financial statements fairly present in all material respects the financial condition, results of the operations and cash flows of the Company, as of the date of and for the periods presented by the Consolidated financial statements.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109"), the Company utilizes the Venture Issuer Basic Certificate which does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing the Certificate are not making any representations relating to the establishment and maintenance of:

a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Forward-Looking Statements

All statements made in this MD&A, other than statements of historical fact, are forward-looking statements. The Company's actual results may differ significantly from those anticipated in the forward-looking statements and readers are cautioned not to place undue reliance on these forward-looking statements. Except as required by securities regulations, the Company undertakes no obligation to publicly release the results of any revisions to forward-looking statements that may be made to reflect events or circumstances after the date of this MD&A or to reflect the occurrence of unanticipated events. Forward-looking statements include, but are not limited to, statements with respect to the future metal prices, success of exploration activities, permitting time lines, currency fluctuations, requirements for additional capital, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage and the timing and possible outcome of pending litigation.

In certain cases, forward-looking statements can be identified by the use of 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 state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to the

integration of acquisitions; future price of metals; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Additional information and corporate documents may be found on SEDAR www.sedar.com, and the Canoe website www.canoemining.com,