WESDOME

WESDOME GOLD MINES LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED

DECEMBER 31, 2013

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This Management's Discussion and Analysis ("MD&A") dated February 28, 2014, should be read in conjunction with Wesdome Gold Mines Ltd.'s ("Wesdome" or "the Company") audited consolidated financial statements for the years ended December 31, 2013 and 2012, and their related notes which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

This MD&A contains "forward-looking statements" that are subject to risk factors set out in the cautionary statement below. All figures are in Canadian dollars unless otherwise stated. Additional information on Wesdome, including current and previous years' Annual Information Forms ("AIF") and other corporate information, can be found at www.wesdome.com or www.sedar.com. Wesdome trades on the Toronto Stock Exchange under the symbol "WDO". The Company's head office is at 8 King Street East, Suite 1305, Toronto, Ontario, Canada.

CAUTIONARY STATEMENT ON FORWARD-LOOKING STATEMENTS

All statements, other than statements of historical fact, constitute "forward-looking statements" and are based on expectations, estimates and projections as at the date of this MD&A. The words "believe", "expect", "anticipate", "plan", "intend", "continue", "estimate", "may", "will", "schedule" and similar expressions identify forward-looking statements. The Company cautions the reader that such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Wesdome to be materially different from the Company's estimated future results, performance or achievements expressed or implied by the forward-looking statements and the forward-looking statements are not guarantees of future performance. Factors that could cause results or events to differ materially from current expectations expressed or implied are inherent to the gold mining industry and include, but are not limited to, those discussed in the section entitled "Risks and Uncertainties". The Company does not intend, and does not assume any obligation to update these forward-looking statements, whether as a result of new information, future events or results or otherwise except as required by applicable laws.

OVERALL PERFORMANCE

The Company owns and operates the Eagle River Mine Complex in Wawa, Ontario and the Kiena Mine Complex in Val-d'Or, Quebec. On January 1, 2012, the Mishi mine in Wawa commenced commercial production. The Eagle River and Mishi mines feed a common mill and are referred to as the Eagle River Mine Complex. The Eagle River mine has been in continuous production since commercial production commenced January 1, 1996. It has produced 961,936 ounces to date. The Kiena mine was purchased by the Company in 2003. It restarted commercial production on August 1, 2006. It was previously in production from 1982 – 2002. To date the Kiena mine has produced 1,757,475 ounces of gold.

At December 31, 2013, the Company had $8.5 million in working capital. In 2013, revenue exceeded mining and processing costs by $15.4 million and $10.9 million in capital costs were incurred. Cash flow from operations totalled $13.3 million and a net loss of $3.9 million was recorded on one-time, non-cash charges.

In 2013, 52,980 ounces of gold were produced and 54,914 ounces were sold. Production costs decreased 25.3% to average $1,088 per ounce for the year, and at year end the Company had 7,034 ounces of gold inventory.

On March 7, 2013, the Company announced the suspension of operations at the Kiena Mine Complex. This preserved and improved the Company's financial position, allowing capital allocation to projects with better returns to shareholders. Kiena remains a good long-term investment but tight margins and declining gold prices forced prompt action.

External factors that significantly influenced the financial and operational results in 2013 were three-fold:

1) Weather – Spring floods and a lightning strike on our main electrical transformer resulted in a loss of about two months of milling.

2) Crashing Market Confidence – Gold prices dropped 30% after rising for 10 years. Investors capitulated and sold off gold shares. The situation was exacerbated by fund redemptions forcing sales into an illiquid, no-bid market. The consequences of these losses were an industry-wide management rout (and its associated costs) to which we were not immune.

3) Rise of Anti-Mining Public Sentiment – The consequences of this are intensified regulation and economic pressures on mine operators. Significant cumbersome amendments to both the Ontario and Quebec Mining Acts were adopted in 2013. The implementation of these amendments could have a material impact on financial results going forward.

On the bright side, conditions forced a refocus on basics and pruning of higher cost production, increased quality manpower availability and enabled quality strategic tuck-in acquisitions at very reasonable costs. We remain confident in the longer term potential of our assets and are relieved to put 2013 in the rear view mirror.

SELECTED ANNUAL INFORMATION

(in thousands except income per common share)	**2013**	2012
Total revenue	**$ 79,726**	$ 92,308
Net loss	**(3,868)**	(45,253)
Loss per common share	**(0.04)**	(0.44)
Total assets	**103,049**	108,850
Long term financial liabilities	**8,832**	8,968

RESULTS OF OPERATIONS

	Three Months Ended Dec31		**Twelve Months Ended Dec 31**	
	2013	2012	**2013**	2012
EAGLE RIVER MINE COMPLEX				
Eagle River Mine				
Tonnes milled	**39,766**	36,940	**124,861**	155,020
Recovered grade (g/t)	**12.3**	7.0	**10.7**	6.5
Production (oz)	**15,726**	8,314	**42,850**	32,223
Mishi Mine				
Tonnes milled	**2,788**	11,919	**22,536**	64,915
Recovered grade (g/t)	**2.5**	1.5	**3.3**	2.3
Production (oz)	**221**	562	**2,360**	4,776
Surface stockpile (tonnes)	**81,443**	37,301	**81,443**	37,301
Total Eagle River Mine Complex				
Production (oz)	**15,947**	8,876	**45,210**	36,999
Sales (oz)	**13,400**	7,500	**46,800**	36,400
Bullion revenue ($000) †	**17,882**	12,709	**67,777**	60,545
Mining and processing costs (cost of sales) ($000) *	**12,114**	11,460	**50,446**	44,759
Mine operating profit ($000) *	**5,768**	1,246	**17,331**	14,786

	Three Months Ended Dec31		Twelve Months Ended Dec 31	
	2013	2012	**2013**	2012
KIENA MINE COMPLEX				
Tonnes milled	**-**	70,279	**97,158**	265,872
Recovered grade (g/t)	**-**	2.2	**2.5**	2.2
Production (oz)	**-**	4,869	**7,700**	18,814
Sales (oz)	**1,514**	5,000	**8,114**	19,100
Bullion revenue ($000) †	**2,046**	8,498	**11,949**	31,763
Mining and processing costs (cost of sales) ($000) *	**1,970**	6,970	**13,836**	31,780
Mine operating profit (loss) ($000) *	**76**	1,528	**(1,887)**	(17)
TOTAL MINE OPERATIONS				
Production (oz)	**15,947**	13,745	**52,980**	55,813
Sales (oz)	**14,914**	12,500	**54,914**	55,500
Gold inventory (oz)	**7,034**	8,965	**7,034**	8,965
Bullion revenue ($000) †	**19,928**	21,207	**79,726**	92,308
Mining and processing costs (cost of sales) ($000) *	**14,084**	18,430	**64,282**	76,539
Mine operating profit ($000) *	**5,844**	2,777	**15,444**	15,769
Gold price realized ($Cdn/oz)	**1,336**	1,697	**1,452**	1,660

RECONCILIATION OF PRODUCTION COSTS TO MINING AND PROCESSING COSTS (Cost of Sales)

	Three Months Ended Dec 31		Twelve Months Ended Dec 31	
	2013	2012	**2013**	2012
Eagle River Mine Complex				
Mining and processing costs ($000)	**12,114**	11,460	**50,446**	44,759
Inventory-related adjustments ($000) ††	**(217)**	2,089	**(6,122)**	1,143
Production costs ($000) *	**11,897**	13,549	**44,324**	45,902
Production costs per ounce ($Cdn)	**746**	1,526	**980**	1,241
Kiena Complex				
Mining and processing costs ($000)	**1,970**	6,970	**13,836**	31,780
Inventory-related adjustments ($000) ††	**(1,970)**	(289)	**(506)**	(477)
Production costs ($000) *	**-**	6,681	**13,330**	31,303
Production costs per ounce ($Cdn)		1,372	**1,731**	1,664
TOTAL MINE PRODUCTION COSTS				
Production costs ($000) *	**11,897**	20,230	**57,654**	77,205
Production costs per ounce ($Cdn)	**746**	1,383	**1,088**	1,383

† Bullion revenue includes minor by-product silver sales

* The Company has included in this report certain non-IFRS performance measures, including mine operating profit, mining and processing costs to applicable sales, and production costs. Production costs per ounce reflect actual mine operating costs incurred during the fiscal period divided by the number of ounces produced. These measures are not defined under IFRS and therefore should not be considered in isolation or as an alternative to or more meaningful than, net income(loss) or cash flow from operating activities as determined in accordance with IFRS as an indicator of our financial performance or liquidity. The Company believes that, in addition to conventional measures prepared in accordance with IFRS, certain investors use this information to evaluate the Company's performance and ability to generate cash flow.

†† Inventory-related adjustments are adjustments made to production costs in order for the Company's gold inventory to be valued at the lower of production cost on a first-in, first-out basis and at net realizable value, in accordance with its accounting policy under IFRS.

In 2013, bullion sales exceeded mining and processing costs resulting in a mine operating profit, or gross margin, of $15.4 million. In addition to these direct operating costs, additional cash costs, including royalty payments, corporate and general costs and interest payments amounted to $8.8 million. These other costs were $4.0 million greater than last year's due to expenses related to reconfiguring the board and management and costs related to suspending mining operations at Kiena. We expect such costs to return to normal levels in subsequent years. Additionally, as a result of the decline in gold prices observed in 2013, the Company recorded a one-time impairment charge of $1.7 million against its deferred tax assets, due to the adverse impact of the price decline on future revenue forecasts.

At the Eagle River Mine recovered grades increased 65% from last year's average to 10.7 gAu/tonne. This lowered production costs per ounce to $980 from $1,241 in 2012. Proven and Probable Reserves increased 28%, net of depletion. Two new parallel zones were discovered and we are now forecasting potential to extend our high grade mining sequence beyond 2015.

At Mishi we suspended contract mining in the spring and continue to work off substantial ore stockpiles of 81,443 tonnes grading 2.8 gAu/tonne at year end. In 2013, we milled 22,536 tonnes at a recovered grade of 3.3 gAu/tonne to produce 2,360 ounces. Mishi proven and probable reserves increased to 1,592,000 tonnes at 2.2 gAu/tonne with a life-of-mine stripping ratio of 2.7:1.

We are focused on refurbishing and expanding our milling and tailings management systems to increase production and decrease unit costs moving forward. We expect a 50% increase in mill throughput in 2014 with overall costs stable.

Mining operations at Kiena were suspended June 30, 2013. Costs associated with this action amounted to about $3.4 million. This included a one-time charge in the fourth quarter of $1.5 million against its parts inventory at the mine. Also, an additional $0.6 million impairment charge was recorded to cover the period January 1, 2013 to June 30, 2013. About $0.5 million cash proceeds were derived from equipment sales. Furthermore, some equipment and materials transported to the Eagle River Mine Complex are already generating tangible productivity improvements. We estimate costs to maintain and explore our Val d'Or properties and infrastructure at about $2.0 million per year. We envision a two year exploration program, targeting higher grade portions of our substantial resources for expansion. In 2014, planning, costing, and scheduling work will be undertaken to define more clearly the economic conditions required to generate reasonable risk adjusted returns. All options will be considered for our Kiena property to enhance shareholder value.

Two strategic acquisitions were initiated in 2013. We merged with Windarra Minerals Ltd. to consolidate and expand our land position at Mishi and eliminate future royalties. Subsequent to year end, we announced a business combination with subsidiary company Moss Lake Gold Mines Ltd. This is scheduled to close in the spring of 2014 and will clarify ownership and a potential development path for the large Moss Lake gold deposit located near Thunder Bay, Ontario.

In summary, in an environment of unforeseen tumultuous market upheavals, we posted a loss of $3.9 million on one-time costs and charges, reduced costs per ounce significantly and set a clear capital investment path that should generate strong returns moving forward.

Summary of Quarterly Results

(in thousands except per share data)	2013			
	4th Quarter	**3rd Quarter**	**2nd Quarter**	**1st Quarter**
Total revenue	$ 19,928	$ 16,669	$ 21,709	$ 21,420
Net (loss) income	(1,782)	(2,095)	43	(34)
(Loss) earnings per share basic and diluted	(0.02)	(0.02)	0.00	0.00

	2012			
	4th Quarter	**3rd Quarter**	**2nd Quarter**	**1st Quarter**
Total revenue	$ 21,207	$ 23,108	$ 25,948	$ 22,045
Net income (loss)	(46,464)	819	700	(308)
Earnings (loss) per share basic and diluted	(0.46)	0.01	0.01	(0.00)

Fourth Quarter

During the fourth quarter, 2013, combined operations produced 15,947 ounces of gold and 14,914 ounces were sold at an average realized price of $1,336 per ounce. This represents a 16% increase in production and a 19% increase in ounces sold compared to the fourth quarter of 2012. Realized gold prices were $1,336 per ounce, or 21% lower than in the fourth quarter, 2012.

Production came primarily from Eagle River, which generated 15,726 ounces of gold from 39,766 tonnes milled at an average recovered grade of 12.3 gAu/tonne.

This solid performance generated free cash flow (Cash Flow from Operations less capital investments) of $4.4 million in the fourth quarter despite weak gold prices. We believe this is a good representation of what our streamlined operations are capable of.

LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2013, the Company had working capital of $8.5 million compared to $13.9 million at December 31, 2012. During fiscal 2013, capital expenditures totalled $11.1 million compared to $11.2 million in 2012. Capital expenditures were concentrated in underground development, mine and mill infrastructure. If the one-time charge of $1.5 million related to Kiena's parts inventory is not taken into account, working capital as at December 31, 2013, would have been $10.0 million, compared to $9.8 million as at September 30, 2013.

The Company carries an inventory of gold. At December 31, 2013, this liquid asset consisted of 7,034 ounces of gold with a market value of approximately $9.0 million. The gold inventory is carried at the lower of cost or market, in this case at a cost of $5.7 million. Furthermore, the Mishi ore stockpile at the mill is estimated to contain about 6,500 ounces of recoverable gold, or approximately $4.5 million, net of milling costs. Including these non-IFRS working capital adjustments, working capital would increase to approximately $16.3 million.

On May 24, 2012, the Company completed a $7,021,000 placement of unsubordinated convertible debentures. The term is 5-years bearing interest at 7% per annum payable semi-annually and convertible into common shares at $2.50 per common share. The net proceeds of $6,821,000, along with cash at hand, were used to redeem existing convertible debentures in the amount of $10,931,000 that matured on May 31, 2012. This resulted in the Company paying down $4.1 million in debt.

Management believes we have sufficient liquidity to carry out our mining, development and exploration programs and prefers not to dilute shareholders' interest with equity issues.

With current gold prices, operations are capable of generating strong cash flow as evidenced by the fourth quarter results.

The following table shows the timing of cash outflows relating to contractual obligations going forward.

	Payments Due by Period (in thousands)				
Contractual Obligations	**Total**	**Less than 1 year**	**1 – 2 years**	**3 – 5 years**	**After 5 years**
Equipment leases	$ 929	$ 524	$ 295	110	-
Convertible debentures	8,659	491	983	$ 7,185	-
	$ 9,588	$ 1,015	$ 1,278	$ 7,295	-

OFF-BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

Key management personnel and director compensation comprised of the following:

	Three months ended Dec 31		Twelve months ended Dec 31	
	2013	2012	**2013**	2012
Salaries and short-term employee benefits	**$ 287**	$ 311	**$ 1,704**	$ 1,212
Post employment benefits	**8**	11	**62**	46
Share-based payments	**83**	76	**231**	415
	$ 378	$ 398	**$ 1,997**	$ 1,673

In fiscal 2013, the Company paid a total of $55,200 in directors' fees, $76,908 in consulting fees, and $98,500 in legal fees to the following companies, whose managing partners or presidents are/were directors of the Company. These services were incurred in the normal course of operations for attendance at committee and board meetings as well as general corporate matters. All services were made on terms equivalent to those that prevail with arm's length transactions.

Directors Fees

- Capital Inter A World Inc.: $43,200 – Marc Blais, Managing Partner
- Aird & Berlis LLP: $12,500 – Eldon Bennett, Managing Partner

Consulting Fees

- Chauvin Engineering Ltd.: $40,500 – JP Chauvin, Managing Partner
- The Rosedale Group: $36,400 – Rolly Uloth, President

Legal Fees

- Aird & Berlis LLP: $98,500 – Eldon Bennett, Managing Partner

OUTLOOK

In 2014 we forecast 50,000 ounces of gold production, or a 10% increase from Eagle River and Mishi over 2013. Production will come primarily from the Eagle River Mine and the Mishi stockpile, and strong grades at the Eagle River Mine are expected to persist. Mill throughput is expected to increase 50% during the year, resulting in increased Mishi throughput, as millfeed from Eagle River is expected to remain steady. A strong fourth quarter performance, new gold discoveries, recently resurgent gold prices and an ambitious yet realistic capital investment plan give us great confidence in the potential of our streamlined operations.

At Mishi, reserves within the existing mine plan represent less than a third of the open pit resource base. Subject to positive in-fill drilling results and increased mill availability and capacity, we see significant potential for future expansion.

SIGNIFICANT JUDGMENTS AND SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continually evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

CRITICAL JUDGMENTS IN APPLYING ACCOUNTING POLICIES

(i) Exploration and evaluation expenditures

Judgment is required in determining whether the respective costs are eligible for capitalization where applicable, and whether they are likely to be recoverable by future exploration, which may be based on assumptions about future events and circumstances. Estimates and assumptions made may change if new information becomes available.

(ii) Equity component of convertible debentures

The convertible debentures are classified as liabilities, with the exception of the portion relating to the conversion feature, resulting in the carrying value of the liability being less than its face value. The discount is being accreted over the term of the debentures, utilizing the effective interest method which approximates the market rate at the date the debentures were issued. Management uses its judgment to determine an interest rate that would have been applicable to non-convertible debt at the time the debentures were issued.

KEY SOURCES OF ESTIMATION UNCERTAINTY

(i) Reserves

Proven and probable reserves are the economically mineable parts of the Company's measured and indicated mineral resources that have been incorporated into the mine plan. The Company estimates its proven and probable reserves and measured and indicated and inferred mineral resources based on information compiled by appropriately qualified persons. The information relating to the geological data on the size, depth and shape of the ore body requires complex geological judgments to interpret the data. The estimation of future cash flows related to proven and probable reserves is based upon factors such as estimates of foreign exchange rates, commodity prices, future capital requirements and production costs along with geological assumptions and judgments made in estimating the size and grade of the ore body.

Changes in the proven and probable reserves or measured, indicated and inferred mineral resources estimates may impact the carrying value of mining properties and equipment, depletion, impairment assessments and the timing of decommissioning and remediation obligations.

(ii) Depletion

Mining properties are depleted using the units-of-production method ("UOP") over a period not to exceed the estimated life of the ore body based on recoverable ounces to be mined from proven and probable reserves and measured and indicated resources.

Mobile and other equipment are depreciated, net of residual value over the useful life of the equipment but does not exceed the related estimated life of the mine based on proven and probable reserves and measured and indicated resources.

The calculation of the UOP rate, and therefore the annual depletion expense, could be materially affected by changes in the underlying estimates. Changes in estimates can be the result of actual future production differing from current forecasts of future production, expansion of mineral reserves through exploration activities, differences between estimated and actual costs of mining and differences in the gold price used in the estimation of mineral reserves.

Significant judgment is involved in the determination of useful life and residual values for the computation of depletion and no assurance can be given that actual useful lives and residual values will not differ significantly from current assumptions.

(iii) Provision for decommissioning obligations

The Company assesses its provision for decommissioning on an annual basis or when new material information becomes available. Mining and exploration activities are subject to various laws and regulations governing the protection of the environment. In general, these laws and regulations are continually changing and the Company has made, and intends to make in the future, expenditures to comply with such laws and regulations. Accounting for decommissioning obligations requires management to make estimates of the future costs the Company will incur to complete the decommissioning work required to comply with existing laws and regulations at each mining operation. Also, future changes to environmental laws and regulations could increase the extent of decommissioning work required to be performed by the Company. Increases in future costs could materially impact the amounts charged to operations for decommissioning. The provision represents management's best estimate of the present value of the future decommissioning obligation. Actual future expenditures may differ from the amounts currently provided.

(iv) Share-based payments

The determination of the fair value of share-based payments is not based on historical cost, but is derived based on subjective assumptions input into an option pricing model. The model requires that management make forecasts as to future events, including estimates of the average future hold period of issued stock options before exercise, expiry or cancellation; future volatility of the Company's share price in the expected hold period (using historical volatility as a reference); and the appropriate risk-free rate of interest. Share based payments incorporate an expected forfeiture rate. The expected forfeiture rate is estimated based on historical forfeiture rates and expectations of future forfeiture rates, and is adjusted if the actual forfeiture rate differs from the expected rate.

The resulting value calculated is not necessarily the value that the holder of the option could receive in an arm's length transaction, given that there is no market for the options and they are not transferable. It is management's view that the value derived is highly subjective and dependent entirely upon the input assumptions made.

(v) Deferred taxes

Preparation of the consolidated financial statements requires an estimate of income taxes in each of the jurisdictions in which the Company operates. The process involves an estimate of the Company's current tax exposure and an assessment of temporary differences resulting from differing treatment of items, such as depreciation and depletion, for tax and accounting purposes. These differences result in deferred tax assets and liabilities that are included in the Company's consolidated statements of financial position.

An assessment is also made to determine the likelihood that the Company's deferred tax assets will be recovered from future taxable income.

Judgment is required to continually assess changing tax interpretations, regulations and legislation, to ensure liabilities are complete and to ensure assets are realizable. The impact of different interpretations and applications could be material.

(vi) Recoverability of mining properties

The Company's management reviews the carrying values of its mining properties on a regular basis to determine whether any write-downs are necessary. The recovery of amounts recorded for mining properties depends on confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof. Management relies on life-of-mine ("LOM") plans in its assessments of economic recoverability and probability of future economic benefit. LOM plans provide an economic model to support the economic extraction of reserves and resources. A long-term LOM plan and supporting geological model identifies the drilling and related development work required to expand or further define the existing ore body.

(vii) Inventory – ore stockpile

Expenditures incurred and depletion of assets used in mining and processing activities are deferred and accumulated as the cost of ore maintained in stockpiles. These deferred amounts are carried at the lower of cost or net realizable value ("NRV"). Impairments of ore in stockpiles resulting from NRV impairments are reported as a component of current period costs.

The allocation of costs to ore in stockpiles and the determination of NRV involve the use of estimates. There is a significant degree of uncertainty in estimating future milling costs, future milling levels, prevailing and long-term gold and silver prices, and the ultimate estimated recovery for ore.

FINANCIAL INSTRUMENTS – DISCLOSURES AND PRESENTATION

Financial instruments disclosures requires the Company to provide information about: a) the significance of financial instruments for the Company's financial position and performance and, b) the nature and extent of risks arising from financial instruments to which the Company is exposed during the period and at the statement of financial position date, and how the Company manages those risks.

Financial Instruments – Fair Values

Following is a table which sets out the fair values of recognized financial instruments using the valuation methods and assumptions described below:

(in thousands)	**2013**		2012	
	Carrying Value	**Fair Value**	Carrying Value	Fair Value
Financial Liabilities				
Other financial liabilities:				
Convertible debentures	**$ -**	**$ -**	$ -	$ -
Convertible debentures – new issue	**$ 7,021**	**$ 5,968**	$ 7,021	$ 7,021

Determination of Fair Value

The fair value of a financial instrument is the amount of consideration that would be agreed upon in an arm's length transaction between willing parties. The Company uses the following methods and assumptions to estimate fair value of each class of financial instruments for which carrying amounts are included in the consolidated balance sheets as follows:

Cash and cash equivalents and restricted funds – The carrying amounts approximate fair values due to the short maturity of these financial instruments.

Receivables – The carrying amounts approximate fair values due to the short maturity of these financial instruments.

Other financial liabilities – Payables and accruals and the convertible debentures are carried at amortized cost. The carrying amount of payables and accruals approximates fair value due to the short maturity of these financial instruments. The fair value of the convertible debentures is based on the quoted market price.

The fair value hierarchy for financial instruments measured at fair value is Level 1 for convertible debentures. The Company does not have Level 2 or Level 3 inputs.

Financial Risk Management
The Company is exposed to a number of different risks arising from normal course business exposures, as well as the Company's use of financial instruments. These risk factors include: (1) market risks relating to commodity prices, foreign currency risk and interest rate risk; (2) liquidity risk; and, (3) credit risk. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework and establishes and monitors risk management policies to: identify and analyze the risks faced by the Company; to set appropriate risk limits and controls; and to monitor risks and adherence to market conditions and the Company's activities.

1) ***Market Risk***
Market risk is the risk or uncertainty arising from possible market price movements and their impact on the future performance of the business. The market price movements that could adversely affect the value of the Company's financial assets and liabilities include commodity price risk, foreign currency exchange risk and interest rate risk.

(a) *Commodity price risk*
The Company's financial performance is closely linked to the price of gold which is impacted by world economic events that dictate the levels of supply and demand. The Company had no gold price hedge contracts in place as at or during the years ended December 31, 2013 and 2012.

(b) *Foreign currency exchange risk*
The Company's revenue is exposed to changes in foreign exchange rates as the Company's primary product, gold, is priced in U.S. dollars. The Company had no forward exchange rate contracts in place and no foreign currency holdings as at or during the years ended December 31, 2013 and 2012.

(c) *Interest rate risk*
Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

Financial assets and financial liabilities with variable interest rates expose the Company to cash flow interest rate risk. The Company's cash has in the past included highly liquid investments that earn interest at market rates and interest paid on the Company's convertible debentures is based on a fixed interest rate. Fluctuations in market rates of interest do not have a significant impact on the Company's results of operations due to the short term to maturity of the investments held, if any.

2) ***Liquidity Risk***
Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company believes it has access to sufficient capital through internally generated cash flows and equity and debt capital markets. Senior management is also actively involved in the review and approval of planned expenditures.

The following table shows the timing of cash outflows relating to payables and accruals, mining taxes, capital leases and convertible debentures:

December 31, 2013

	<1 Year	**1-2 Years**	**3-5 Years**	**Over 5 Years**
Payables and accruals	**$ 9,393**	**-**	**-**	**-**
Obligations under finance leases	**$ 524**	**$ 295**	**110**	**-**
Convertible debentures	**$ 491**	**$ 983**	**$ 7,185**	**-**

December 31, 2012

	<1 Year	1-2 Years	3-5 Years	Over 5 Years
Payables and accruals	$13,996	-	-	-
Obligations under finance leases	$ 921	$ 695	-	-
Convertible debentures	$ 491	983	7,675	-

3) Credit Risk

Credit risk is the risk of a financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligation. The Company minimizes its credit risk by selling its gold exclusively to financial institutions with forty-eight hour terms of settlement. The Company's accounts receivable consist primarily of government refunds and credits. The Company estimates its maximum exposure to be the carrying value of cash and cash equivalents, accounts receivable and funds held against standby letters of credit.

The Company manages credit risk by maintaining bank accounts with Schedule 1 Canadian banks and investing only in Guaranteed Investment Certificates. The Company's cash is not subject to any external limitations.

RISKS AND UNCERTAINTIES

The operations of the Company are speculative due to the high risk nature of its business which is the operation, exploration and development of mineral properties. In addition to risks described elsewhere herein, shareholders should note the following:

Nature of Mineral Exploration

The exploration for and development of mineral deposits involves significant financial risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an orebody may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish ore reserves, to develop metallurgical processes and to construct mining and processing facilities at a site. It is impossible to ensure that the exploration programs planned by the Company will result in a profitable commercial mining operation.

Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices which are highly cyclical and government regulations. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

Mining Risks and Insurance

The business of mining is generally subject to a number of risks and hazards, including environmental hazards, industrial accidents, labour disputes, encountering unusual or unexpected geologic formations, cave-ins, flooding and periodic interruptions due to inclement or hazardous weather conditions. Such risks could result in damage to, or destruction of, mineral properties or producing facilities, personal injury, environmental damage, delays in mining, monetary losses and possible legal liability. Insurance against environmental risks (including potential for pollution or other hazards as a result of disposal of waste products occurring from exploration and production) is not generally available to the Company or to other companies within the industry.

Government Regulations and Environmental Matters

The Company's activities are subject to extensive federal, provincial and local laws and regulations controlling not only the mining of and exploration for mineral properties, but also the possible effects of such activities upon the environment. Permits from a variety of regulatory authorities are required for many aspects of mine operation and reclamation. Future legislation and regulations could cause additional expense, capital expenditures, restrictions and delays in the development of the Company's properties, the extent of which cannot be predicted. In the context of environmental permitting, including the approval of reclamation plans, the Company must comply with known standards, existing laws and regulations which may entail greater or lesser costs and delays depending on the nature of the activity to be permitted and how stringently the regulations are implemented by the permitting authority. It is possible that the costs and delays associated with compliance with such laws, regulations and permits could become such that the Company would not proceed with the development or operation of a mine.

In Ontario, the Company has obtained approval for its closure plan for the Eagle River Mill, Eagle River Mine and the Mishi-Magnacon Complex and has provided security of approximately $0.9 million to cover estimated rehabilitation and closure costs. In Quebec, the Company has obtained approval for its closure plan for the Kiena Mine and Milling Complex and has provided security of approximately $1.0 million to cover estimated rehabilitation and closure costs. In the event of any future expansion or alteration of a mine on the Eagle River property or the Kiena Mine, the Company would likely be required to amend its closure plans and could also be required to provide further security.

Reliance on Management

The Company is heavily reliant on the experience and expertise of its executive officers. If any of these individuals should cease to be available to manage the affairs of the Company, its activities and operations could be adversely affected.

Economic Conditions

General levels of economic activity and recessionary conditions may have an adverse impact on the Company's business.

Mineral Resource and Mineral Reserve Estimates

There are numerous uncertainties inherent in estimating mineral resources and mineral reserves, including many factors beyond the Company’s control. Such estimation is a subjective process, and the accuracy of any mineral resources and mineral reserves estimate is a function of the quality of available data and of the assumptions made and judgements used in engineering and geological interpretation. Differences between management’s assumptions, including economic assumptions such as metal prices and market conditions, could have a material effect in the future on the Company’s financial position and results of operations.

Competition

The mining industry is intensely competitive in all of its phases, and the Company competes with many companies possessing greater financial resources and technical facilities in its search for, and the acquisition of, mineral properties as well as the recruitment and retention of qualified employees with technical skills and experience in the mining industry. There can be no assurance that the Company will be able to compete successfully with others in acquiring mineral properties, obtaining adequate financing and continuing to attract and retain skilled and experienced employees.

Conflicts of Interest
Certain officers and directors of the Company are, or may be, associated with other companies that acquire interests in mineral properties. Such associations may give rise to conflicts of interest from time to time. The directors are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project or opportunity of the Company. Not every officer or director devotes all of their time and attention to the affairs of the Company.

Insurance
The Company carries insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include environmental pollution, mine flooding or other hazards against which such companies cannot insure or against which they may elect not to insure.

Additional Funding Requirements
Further exploration on, and development of, the Company's mineral resource properties, will require additional capital. In addition, a positive production decision on any of the Company's development projects would require significant capital for project engineering and construction. Accordingly, the continuing development of the Company's properties will depend upon the Company's ability to either generate sufficient funds internally or to obtain financing through the joint venturing of projects, debt financing, equity financing or other means. Although the Company has been successful in the past in obtaining financing through the sale of equity securities and the issuance of debt instruments, there can be no assurance that it will obtain adequate financing in the future.

SUMMARY OF SHARES ISSUED

As of February 28, 2014, the Company's share information is as follows:

Common shares issued	105,803,191
Common share purchase options	2,720,000

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Disclosure Controls and Procedures
In accordance with the requirements of National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*." the Company's management, including the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO"), have evaluated the effectiveness of the Company's disclosure controls and procedures. Based upon the results of that evaluation, the Company's CEO and CFO have concluded that as at December 31, 2013, the Company's disclosure controls and procedures to provide reasonable assurance that the information required to be disclosed by the Company in reports it files is recorded, processed, summarized and reported within the appropriate time periods and forms were effective.

Internal Control over Financial Reporting
Internal control over financial reporting ("ICFR") is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with applicable Canadian GAAP. Internal control over financial reporting should include those policies and procedures that establish the following:

- maintenance of records in reasonable detail, that accurately and fairly reflect the transactions and dispositions of our assets
- reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with applicable Canadian GAAP
- receipts and expenditures are only being made in accordance with authorizations of management and the Board of Directors

- reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial instruments

The Company's management, with the participation of the CEO and CFO, assessed the effectiveness of the Company's internal controls over financial reporting and concluded that as at December 31, 2013, the Company's internal control over financial reporting was effective.

Limitations of Controls and Procedures

The Company's management, including the CEO and CFO, believe that any disclosure controls and procedures or internal control over financial reporting, no matter how well conceived and operated can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that any design will not succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.