

NOVO RESOURCES CORP.
MANAGEMENT DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
October 31, 2013

BACKGROUND

The following management discussion and analysis of the results of operations and financial condition (“MD&A”), prepared as of December 19, 2013, should be read in conjunction with the unaudited condensed interim consolidated financial statements of Novo Resources Corp. (the “Company” or “Novo”) for the nine-month period ended October 31, 2013, as well as the audited annual consolidated financial statements for the year ended January 31, 2013, and accompanying notes thereto. The condensed interim consolidated financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”) and this discussion includes the results of the Company’s subsidiaries, Novo Resources (USA) Corp., Conglomerate Gold Exploration (B.V.I.) Ltd., Conglomerate Gold Exploration Pty. Ltd., Nullagine Gold Pty. Ltd., Beatons Creek Gold Pty. Ltd., and Grant’s Hill Gold Pty. Ltd.

During the nine-month period ended October 31, 2013, the Company’s critical accounting estimates, significant accounting policies and risk factors have remained substantially unchanged and are still applicable to the Company unless otherwise indicated. All amounts are expressed in Canadian dollars unless noted otherwise.

CAUTIONARY NOTE REGARDING FORWARDING LOOKING STATEMENTS

This MD&A, which contains certain forward-looking statements, are intended to provide readers with a reasonable basis for assessing the financial performance of the Company. All statements, other than statements of historical fact, are forward-looking statements. The words “believe”, “expect”, “anticipate”, “contemplate”, “target”, “plan”, “intends”, “continue”, “budget”, “estimate”, “may”, “will”, “schedule” and similar expressions identify forward looking statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic and competitive uncertainties and contingencies.

Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements. Such factors include, but are not limited to, fluctuations in the currency markets such as Canadian dollar, Australian dollar, and U.S. dollar, fluctuations in the prices of commodities, changes in government legislation, taxation, controls, regulations and political or carries or may carry on business in the future, risks associated with mining or development activities, the speculative nature of exploration and development, including the risk of obtaining necessary licenses and permits, and quantities or grades of reserves. Many of these uncertainties and contingencies can affect the Company’s actual results and could cause actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, the Company.

Readers are cautioned that forward-looking statements are not guarantees of future performance. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those acknowledged in such statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except to the extent required by applicable laws.

DESCRIPTION OF BUSINESS AND OVERALL PERFORMANCE

Novo Resources Corp. was incorporated on October 28, 2009 pursuant to the provision of the *Business Corporations Act* (British Columbia). The Company is engaged primarily in the business of evaluating, acquiring and exploring natural resource properties.

The Company’s common shares commenced trading on the Canadian National Stock Exchange (the “CNSX”) on June 14, 2010.

NOVO RESOURCES CORP.
MANAGEMENT DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
October 31, 2013

On June 27, 2011, the Company changed its name from Galliard Resources Corp. to Novo Resources Corp. On June 29, 2011, the Company's common shares began trading under the new symbol "NVO."

The Company has entered into a farm-in and joint venture agreement (the "Millennium Agreement") on August 2, 2011 with Millennium Minerals Ltd. ("Millennium") that provides the Company with the exclusive right to earn a 70% interest (as to gold and minerals associated with and normally mined with gold) in the tenements comprising Mining Leases 46/9, 46/10 and 46/11 covering the Beatons Creek conglomerates located in Western Australia (the "Beatons Creek Tenements").

On June 26, 2012, the Company entered into a sale and purchase agreement (the "Sale and Purchase Agreement") with Welcome Stranger Mining Ltd. ("Welcome Stranger") for the prospecting license, mining information and title transfer of the P46/1806 tenement.

On July 16, 2012, the Company entered into four farm-in and joint venture agreements (each a "JVA" and collectively the "JVAs") with the Creasy Group ("Creasy") of Western Australia whereby Nullagine Gold Pty. Ltd. ("Nullagine"), is entitled to earn a 70% interest (as to gold and minerals associated with and normally mined with gold, being "Gold Rights") in the prospecting, exploration and mining tenements and applications related to Creasy's 100% controlled Pilbara Paleo-Placer project. On September 7, 2012, the Company entered into a deed of variation agreement to recognize one additional tenement with respect to the JVAs. In total this project covers 33 tenements or applications for tenements (the "Properties") in the Nullagine embayment and Marble Bar sub-basin located in Western Australia.

On August 14, 2012, the Company's shares commenced trading in the United States on the OTC market's prestigious tier, OTCQX International under the symbol of "NSRPF".

On December 12, 2012, the Company completed a brokered private placement, raising \$3,767,010 by the issuance of 5,795,400 units at a price of \$0.65 per unit. Each unit consists of one (1) common share and one (1) common share purchase warrant. Each warrant entitles the holder thereof to purchase one (1) additional common share of the Company at a price of \$0.90 per share for a period of two (2) years from the closing date of the private placement. The warrants are subject to an accelerated expiry whereby if, at any time following the expiry of the statutory hold period, the volume weighted average trading price of the Company's common shares is equal to or exceeds \$1.20 for any 20 consecutive trading days, the Company can choose to give notice to the warrant holders that the warrants will expire on the 31st calendar day following the date of notice.

On April 11, 2013, the Company entered into a sale and purchase agreement with Talga Resources Limited ("Talga Resources"). As consideration for the prospecting licence and title transfer of the P46/1748 and P46/1749 tenements, the Company paid AUD\$40,000 plus GST to Talga Resources.

On September 30, 2013, Novo Resources (USA) Corp. ("Novo USA") signed a letter agreement (the "Letter Agreement"), with Marcus Smith ("Mr. Smith") to acquire an undivided 100% interest in and to the Sunday Silence Property (the "Sunday Silence Property"), subject to a 3% net smelter return ("NSR") to Mr. Smith, with an option to buy 50% of the NSR for USD\$150,000 at any time. The Sunday Silence Property, located in the Churchill and Mineral Counties of Nevada, USA, is comprised of 126 unpatented mineral claims.

Total current assets amount to \$8,449,175 (January 31, 2013 - \$5,776,507). The increase in total current assets is mainly due to the cash raised from the exercise of warrants issued in a private placement closed on November 30, 2011 (see the Company's news release of December 3, 2013). Non-current assets at October 31, 2013, totaled \$6,624,247 (January 31, 2013 - \$6,357,882). The increase in non-current assets is mainly due to the Company's expenditures on its mineral properties, but it is offset by the impairment of the Company's marketable securities.

NOVO RESOURCES CORP.
MANAGEMENT DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
October 31, 2013

During the nine-month period ended October 31, 2013, the Company reported a net loss of \$2,033,873 (October 31, 2012 – \$1,348,673) (\$0.05 basic and diluted loss per share) (October 31, 2012 - \$0.04 basic and diluted loss per share). The increase in net loss is mainly due to the impairment of the Company's marketable securities and the realized loss on sale of marketable securities.

RESULTS OF OPERATIONS

Current Quarter

During the three-month period ended October 31, 2013, the Company incurred a net loss of \$410,793 compared to a net loss of \$452,132 for the three-month period ended October 31, 2012. The net loss in the three-month period ended October 31, 2013 relates primarily to an operating loss of \$341,113 (October 31, 2012 - \$471,581) and a non-operating loss of \$69,680 (October 31, 2012 – gain of \$19,449). The operating loss was mainly due to consulting fees of \$74,328 (October 31, 2012 - \$73,292) related to administration, geological, corporate communication, investor relations, computer services and management services provided by directors, officers and consultants of the Company; project investigation expenses of \$28,789 (October 31, 2012 - \$24,652) related to legal services and geological activities investigating properties for future exploration potential; legal fees of \$24,907 (October 31, 2012 - \$19,018) related to corporate matters; share-based payments of \$18,824 (October 31, 2012 - \$231,339) related to the issuance of stock options; accounting fees of \$31,938 (October 31, 2012 - \$1,998) related to the previous year's financial statement audit and tax return services; insurance expense of \$5,902 (October 31, 2013 - \$6,603) related to directors' and officers' liability insurance coverage; transfer agent fees of \$3,781 (October 31, 2012 - \$3,776) related to transfer agent services; filing fees of \$8,295 (October 31, 2012 - \$5,213) related to the CNSX's monthly listing fees and other regulatory fees; wages and salaries of \$63,479 (October 31, 2012 - \$14,132) were related to employee payroll; advertising and promotion expenses of \$51,239 (October 31, 2012 – \$40,800); and other general office and administrative expenses of \$19,505 (October 31, 2012 - \$37,546) were mainly related to general and administrative expenses. The residual balance of \$10,126 (October 31, 2012 - \$13,212) is comprised of depreciation, meals and entertainment, professional development, rent, and travel expenses. During the three month-period ended October 31, 2013, non-operating items includes interest income of \$18,798 (October 31, 2012 - \$4,440). Other non-operating items include: foreign exchange gains of \$54 (October 31, 2012 –\$15,009) related to the exploration expenditures and acquisition costs during the period that are denominated in Australian dollars and United States dollars; a realized loss on the sale of marketable securities of \$283,741 (October 31, 2012 - \$nil); and an impairment of marketable securities of \$195,209 (October 31, 2012 - \$nil) related to the fair value of the common shares of Evolving Gold Corp., Pinetree Capital Ltd., Prosperity Goldfields Corp., and Euromax Resources Ltd., and the sale of Pinetree's common shares.

During the three-month period ended October 31, 2013, the Company recognized an unrealized holding loss of \$40,244 (October 31, 2012 - \$nil) in other comprehensive income on the marketable securities (common shares) designated as available-for-sale instruments and the unrealized holding loss of \$40,244 has been recorded as an impairment on the statements of comprehensive loss. The Company also recognized foreign exchange gains on the translation of subsidiaries of \$403,788 in other comprehensive income.

During the period from incorporation on October 28, 2009 to October 31, 2013, there were no operating revenues as the Company was still in the acquisition and exploration stage.

Due to the Company being in its early stage of development, management foresees further increases in the Company's expenses during the coming year resulting from its exploration activities. These expenses are contingent upon the Company's ability to fund these projects through private placements and other forms of financing. In the event that the Company does not receive the required funding, management will review all on-going expenditures and take appropriate actions to remedy the funding shortage.

NOVO RESOURCES CORP.
MANAGEMENT DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
October 31, 2013

Year-to-Date

During the nine-month period ended October 31, 2013, the Company incurred a net loss of \$2,033,873 compared to a net loss of \$1,348,673 for the nine-month period ended October 31, 2012. The net loss in the nine-month period ended October 31, 2013, relates primarily to an operating loss of \$798,419 (October 31, 2012 - \$1,379,976) and non-operating losses of \$1,235,454 (October 31, 2012 - gain of \$31,303). The operating loss was mainly due to consulting fees of \$229,070 (October 31, 2012 - \$227,742) related to administration, geological, corporate communication, investor relations, computer services and management services provided by directors, officers and consultants of the Company; project investigations of \$34,362 (October 31, 2012 - \$224,884) related to legal services and geological activities investigating properties for future exploration potential; legal fees of \$83,059 (October 31, 2012 - \$64,435) related to corporate matters; share-based payments of \$29,596 (October 31, 2012 - \$552,003) related to the issuance of stock options; accounting fees of \$119,469 (October 31, 2012 - \$46,018) related to the previous year's financial statement audit and tax return services; insurance expense of \$19,928 (October 31, 2012 - \$21,076) related to directors' and officers' liability insurance coverage; transfer agent fees of \$10,538 (October 31, 2012 - \$8,447) related to transfer agent services; filing fees of \$24,002 (October 31, 2012 - \$16,279) related to the CNSX's monthly listing fees and other regulatory fees; wages and salaries of \$126,598 (October 31, 2012 - \$63,712) were related to employee payroll; advertising and promotion expenses of \$52,744 (October 31, 2012 - \$40,800); and other general office and administrative expenses of \$43,962 (October 31, 2012 - \$81,193) were mainly related to general and administrative expenses. The residual balance of \$25,091 (October 31, 2012 - \$33,387) is comprised of depreciation, meals and entertainment, professional development, rent, and travel expenses. During the nine-month period ended October 31, 2013, non-operating items includes interest income of \$45,405 (October 31, 2012 - \$23,945). Other non-operating items include foreign exchange losses of \$18 (October 31, 2012 - gains of \$7,358) related to the exploration expenditures and acquisition costs during the period that are denominated in Australian dollars and United States dollars; a realized loss on the sale of marketable securities of \$580,522 (October 31, 2012 - \$nil); and an impairment of marketable securities of \$700,319 (October 31, 2012 - \$nil) related to the fair value of the common shares of Evolving Gold Corp., Pinetree Capital Ltd., Prosperity Goldfields Corp., and Euromax Resources Ltd., and the sale of Pinetree's common shares.

During the nine-month period ended October 31, 2013, the Company recognized an unrealized holding loss of \$672,083 (October 31, 2012 - \$nil) in other comprehensive income on the marketable securities (common shares) designated as available-for-sale instruments and the unrealized holding loss of \$660,319 has been recorded as an impairment on the statements of comprehensive loss. The Company also recognized foreign exchange losses on the translation of subsidiaries of \$287,651 in other comprehensive income.

During the period from incorporation on October 28, 2009 to October 31, 2013, there were no operating revenues as the Company was still in the acquisition and exploration stage.

Due to the Company being in its early stage of development, management foresees further increases in the Company's expenses during the coming year resulting from its exploration activities. These expenses are contingent upon the Company's ability to fund these projects through private placements and other forms of financing. In the event that the Company does not receive the required funding, management will review all on-going expenditures and take appropriate actions to remedy the funding shortage.

SUMMARY OF QUARTERLY RESULTS

The following table sets out selected unaudited quarterly financial information of the Company for the eight most recently quarters of operation. This information is derived from unaudited quarterly financial statements prepared by management. The financial data for the quarters ended from January 31, 2012, to October 31, 2013, are prepared in accordance with IFRS.

NOVO RESOURCES CORP.
MANAGEMENT DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
October 31, 2013

	3rd Quarter 2014 October 31, 2013	2nd Quarter 2014 July 31, 2013	1st Quarter 2014 April 30, 2013	4th Quarter 2013 January 31, 2013	3rd Quarter 2013 October 31, 2012	2nd Quarter 2013 July 31, 2012	1st Quarter 2013 April 30, 2012	4th Quarter 2012 January 31, 2012
Net Sales	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net Income Gain/(Loss) Basic and Diluted	(410,793)	(558,425)	(1,064,655)	(1,186,083)	(279,570)	(414,855)	(474,352)	(130,164)
Loss Per Share	(\$0.01)	(\$0.01)	(\$0.03)	(\$0.03)	(\$0.01)	(\$0.01)	(\$0.02)	(\$0.05)

Overall, accounting fees, consulting fees, project investigation, share-based payments, legal fees, wages and salaries and general office and administrative expenses were the major components that caused variances in net loss from quarter to quarter. During the three-month period ended October 31, 2013, the major expenses of the Company were consulting fees of \$74,328, wages and salaries of \$63,479, advertising and promotion expenses of \$51,239, accounting and audit fees of \$31,938, project investigation expenses of \$28,789, and legal fees of \$24,907. During the three-month period ended October 31, 2013, operating expenses were mitigated by non-operating items such as interest income of \$18,798.

MINERAL PROPERTIES AND DEFERRED EXPLORATION EXPENDITURES

Millennium Property

On August 2, 2011 (the "Effective Date"), the Company and Beatons Creek Gold Pty Ltd. ("Beatons Creek"), a subsidiary of the Company, entered into a farm-in and joint venture agreement (the "Millennium Agreement") with Millennium Minerals Ltd. ("Millennium"). As consideration for the farm-in right to earn the 70% interest in and to the Beatons Creek Tenements, the Company issued 1,293,875 common shares to Millennium. In order to earn a 70% interest in the Beatons Creek Tenements, the Company must issue to Millennium such number of common shares of the Company having a value of AUD\$500,000, incur expenditures on the Beatons Creek Tenements of not less than AUD\$1,000,000 by the second anniversary of the Effective Date, including not less than AUD\$500,000 by the first anniversary of the Effective Date, and procuring (at its cost) a bankable feasibility study in respect of the gold rights before the fifth anniversary of the Effective Date. The Company will solely fund all expenditures on the Beatons Creek Tenements required under the *Mining Act 1978* (Western Australia) in relation to gold rights, and Millennium will not be required to fund any such expenditures on the Beatons Creek Tenements during the farm-in period. Millennium will bear costs associated with exploring for and recovering minerals other than gold.

As at October 31, 2013, the Company has completed the following requirements to fulfill its obligation under the Millennium Agreement:

Date	Shares	Exploration Expenditures
Upon signing of the Millennium Agreement	1,293,875 shares (Issued)	-
August 2, 2012	-	\$500,000 AUD (Completed)
August 2, 2013	-	\$500,000 AUD (Completed)
Total	1,293,875 shares (Issued)	\$1,000,000 AUD (Completed)

NOVO RESOURCES CORP.
MANAGEMENT DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
October 31, 2013

On December 16, 2011, the Company and Millennium entered into a tribute agreement (the "Tribute Agreement") with Gravity Gold Pty. Ltd. ("Gravity Gold") by which Gravity Gold is entitled to produce gold from alluvial deposits at the Beatons Creek Tenements. Gravity Gold will pay a 10% production royalty to the Company on all gold production. The Tribute Agreement has a maximum term of three years. The Company is focused on exploring for the bedrock source of this alluvial gold mineralization, and any activities conducted by Gravity Gold during mining of alluvial deposits will not interfere with the Company's exploration efforts.

Paleo-Placer Project

The Company, Conglomerate Gold Exploration Pty Ltd ("CGE"), and Nullagine, entered into four farm-in and joint venture agreements (the "JVA") dated July 16, 2012 and one deed of variation dated September 7, 2012 with Witx Pty Ltd, Mark Gareth Creasy, Whim Creek Mining Pty Ltd, and Tantalumx Pty Ltd. (collectively the "Creasy Group") of Western Australia. As consideration for the farm-in right to acquire a 70% interest in all gold rights, the Company must spend AUD\$1 million on exploration expenditure across the Paleo-Placer Property. The Company will solely fund all expenditures on the Paleo-Placer Property.

CGE will reimburse past exploration expenditure on the Paleo-Placer Property incurred by the Creasy Group, as verified by CGE, up to a maximum of AUD\$5.5 million. The reimbursement is contingent on CGE achieving a listing on a recognized stock exchange (an "IPO") within 4 years of the execution of the JVA's. The reimbursement will be paid from net funds raised in an IPO (if completed) and subsequent funding rounds (if completed), capped at 10% of net funds from each round, until the verified expenditure is reimbursed. If CGE has not achieved an IPO within 4 years, the Paleo-Placer Property will be returned to 100% ownership by the Creasy Group at no cost, unless otherwise agreed. If a mining decision is made under any of the JVA's following a bankable feasibility study but the Creasy Group elects not to participate in mining, its interest in relation to that mining area and the underlying ground will be transferred to Nullagine and converted to a 1% net smelter royalty.

The Company, Conglomerate Gold Exploration (B.V.I.) Ltd ("CGE BVI"), and CGE have also entered into a CGE Shareholders Agreement and a CGE Share Issue Agreement with Yandal Investments Pty Ltd and Mark Gareth Creasy (collectively "Creasy"). Novo initially controls 63.33% of the issued shares in CGE and Creasy controls 36.67%. CGE is entitled to spend (via Nullagine and Beatons Creek) up to a further AUD\$3.5 million in aggregate on the Paleo-Placer Property and the Beatons Creek Tenements to increase its shareholding in CGE to 81% (and reducing Creasy's interest to 19%), subject to a maximum included expenditure on the Beatons Creek Tenements of AUD\$2 million. Creasy is obliged to use its best endeavours to negotiate a right for Nullagine to participate in an existing adjacent joint venture to which Creasy is a party, including bringing certain ground within that joint venture. In return, Creasy's and one other party's interests under that joint venture with respect to exploration expenditure will be free carried by Nullagine and CGE will reimburse AUD\$125,000 to Creasy. If CGE achieves an IPO it will also issue AUD\$50,000 of shares in CGE to a former tenement holder. If Creasy does not satisfy the obligation prior to an IPO of CGE (if completed) then Creasy will forfeit 23.3% of its shareholding in CGE. Prior to an IPO of CGE (if completed) that 23.3% of CGE shares shall have no voting or dividend rights. If the obligation is satisfied then the ground within that joint venture will be included within the minimum expenditure commitments and additional expenditure entitlements referred above.

The Company has entered into loan agreements with its subsidiaries to fund their obligations under the JVA's. The Company is entitled to be reimbursed up to AUD\$500,000 for IPO related costs of CGE (if completed) and stamp duty costs of Nullagine.

Grant's Hill Property

On June 26, 2012, the Company entered into a sale and purchase agreement with Welcome Stranger Mining Ltd. ("Welcome Stranger"). As consideration for the prospecting licence, mining information and title transfer of the P46/1806 tenement, the Company paid AUD\$60,000 plus GST to Welcome Stranger.

NOVO RESOURCES CORP.
MANAGEMENT DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
October 31, 2013

On April 11, 2013, the Company entered into a sale and purchase agreement with Talga Resources Limited (“Talga Resources”). As consideration for the prospecting licence and title transfer of the P46/1748 and P46/1749 tenements, the Company paid AUD\$40,000 plus GST to Talga Resources.

Sunday Silence Property

On September 30, 2013, Novo Resources (USA) Corp. (“Novo USA”) signed a letter agreement (the “Letter Agreement”), with Marcus Smith (“Mr. Smith”) to acquire an undivided 100% interest in and to the Sunday Silence Property (the “Sunday Silence Property”), subject to a 3% net smelter return (“NSR”) to Mr. Smith, with an option to buy 50% of the NSR for USD\$150,000 at any time. The Sunday Silence Property, located in the Churchill and Mineral Counties of Nevada, USA, is comprised of 126 unpatented mineral claims.

As at October 31, 2013, the Company has the following future requirements to fulfill its obligation under the Letter Agreement:

Date	Cash Payments
Upon signing of the Letter Agreement	\$10 USD(Paid)
September 30, 2014	\$40,000 USD
September 30, 2015	\$60,000 USD
Total	\$100,010 USD

NOVO RESOURCES CORP.
MANAGEMENT DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
October 31, 2013

	Beatons Creek \$	Grant's Hill \$	Paleo-Placer \$	Sunday Silence \$	Total \$
Balance, January 31, 2013	3,385,948	66,131	1,026,468	-	4,478,547
Acquisition Costs	-	39,508	740	10	40,258
Exploration Expenditures:					
Drilling	225,118	55,752	268,510	-	549,380
Feasibility Study	78,254	-	-	-	78,254
Field Work	84,252	26,520	169,224	410	280,406
Fuel	3,485	1,353	9,611	-	14,449
Geology	24,701	6,096	70,404	-	101,201
Legal	5,505	-	101,294	-	106,799
Meals & Travel	60,615	23,281	152,454	-	236,350
Office and General	51,417	22,196	54,050	-	127,663
Reports, Data and Analysis	42,781	33,678	251,086	7,511	335,056
Rock Samples	81,082	47,911	112,581	-	241,574
Tenement Administration	8,889	5,130	89,396	-	103,415
Foreign Exchange	(178,215)	(3,446)	(53,491)	-	(235,152)
	487,884	218,471	1,225,119	7,921	1,939,395
Balance, October 31, 2013	3,873,832	(324,110)	(2,252,327)	(7,931)	6,458,200

	Beatons Creek \$	Grant's Hill \$	Paleo-Placer \$	Sunday Silence \$	Total \$
Balance, January 31, 2012	933,822	-	-	-	933,822
Acquisition Costs	-	62,250	288,806	-	351,326
Exploration Expenditures:					
Drilling	1,045,598	-	209,032	-	1,254,630
Feasibility Study	23,250	-	-	-	23,250
Field Work	222,219	469	110,242	-	332,930
Fuel	5,527	-	5,320	-	10,847
Geology	162,127	-	125,572	-	287,699
Legal	23,473	-	26,833	-	50,306
Meals & Travel	133,645	-	60,321	-	193,966
Office and General	73,026	-	33,701	-	106,727
Reports, Data and Analysis	151,916	1,250	70,742	-	223,908
Rock Samples	597,390	-	42,205	-	639,595
Tenement Administration	10,352	1,892	53,694	-	65,938
Foreign Exchange	3,603	-	-	-	3,603
	2,452,126	3,611	737,662	-	3,193,399
Balance, January 31, 2013	3,385,948	66,131	1,026,468	-	4,478,547

NOVO RESOURCES CORP.
MANAGEMENT DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
October 31, 2013

Exploration Highlights

Beatons Creek Tenements

On May 1, 2013, the Company announced the first ever National Instrument (NI) 43-101 compliant resource estimate for its Beatons Creek Gold Project in Western Australia. This resource estimate is based on 16,107 meters of reverse circulation (RC) drilling and 478 meters of diamond core drilling completed in 2011-12. The effective date of this resource estimate is April 30, 2013.

Highlights:

- Inferred resource of 421,000 troy ounces gold contained in 8.9 million tonnes at a grade of 1.47 grams gold per tonne.
- This inferred resource was defined by 16,107 meters of vertical RC drilling. Specific gravity measurements were taken from core samples from eight recently completed diamond drill holes totaling 478 meters. Costs related to drilling total approximately \$2.5 million making the cost of discovery about \$6/troy ounce gold.
- Most of this resource is contained within two shallow, sub-horizontal gold-bearing conglomerate horizons (reefs) displaying strong lateral continuity.
- Mineralization remains open to the north, west and south into the basin. There is a good potential for expanding this resource through further drilling given the strong sub-surface continuity of these reefs as demonstrated by drilling coupled with the Company's recent success in tracing their surface expression along the northern and northwestern perimeter of the basin (*see the Company's news release dated January 24, 2013*).
- This inferred resource enables undertaking of a preliminary economic assessment planned for later this year. It is expected that upgrading this resource to the indicated category can be accomplished by drilling approximately 3,710 meters more infill RC holes. Doing so would enable advancement toward a prefeasibility study.

Beatons Creek NI 43-101 resource estimate is summarized below:

Classification	Au Cut-off (grams per tonne)	Tonnage (million metric tonnes)	Au Grade (grams per tonne)	Contained Au (troy ounces)
Inferred	0.20	9.2	1.44	424,000
	0.30	9.2	1.44	424,000
	0.50	8.9	1.47	421,000
	0.60	8.6	1.5	415,000
	0.80	7.1	1.67	381,000
	1.00	5.5	1.89	334,000
	1.50	3.0	2.43	236,000
	2.00	1.6	3.02	160,000
	2.50	0.9	3.71	106,000
	3.00	0.6	4.22	78,000

1 troy ounce = 31.1035 grams

NOVO RESOURCES CORP.
MANAGEMENT DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
October 31, 2013

Mineral resources were estimated by Ordinary Kriging (OK), Inverse Distance Squared (ID2) and Nearest Neighbor (NN) methods. The OK estimation was selected as the preferred method and a cut-off grade of 0.5 g/t Au was applied. Mineralization is currently defined in 3 domains containing 23 individual mineralised bodies, all of which are considered to be primary in origin, despite the shallow weathering profile.

The majority of assays used for the estimate were determined using LeachWELL® methodology, which was statistically determined to be the most reliable method for the nuggety gold distribution in this deposit. Acceptable statistical verification and comparisons of LeachWELL® assays with equivalent Screen Fire Assays and Fire Assays supported this assessment. Assays were not capped but higher values were given a restricted search range. All resource blocks in the block model were estimated in one pass with any blocks that were estimated flagged as Inferred Resources, based on the variography and Quantitative Kriging Neighborhood Analyses.

[Mineral resources that are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, sociopolitical, marketing, or other relevant issues. The quantity and grade of reported inferred resources in this estimation are uncertain in nature and there has been insufficient exploration to define these inferred resources as an indicated or measured mineral resource and it is uncertain if further exploration will result in upgrading them to an indicated or measured mineral resource category. The mineral resources in this disclosure were estimated using current Canadian Institute of Mining, Metallurgy and Petroleum (CIM) standards, definitions and guidelines.]

Patrick Huxtable of Tetra Tech, Perth, Australia, has prepared the Mineral Resource Estimate for the Beatons Creek Gold Project, and is independent of the Company for purposes of National Instrument 43-101 - Standards of Disclosure for Mineral Projects ("NI 43-101"). Mr. Huxtable (RPGEO MAIG) is a Qualified Person as defined by NI 43-101.

Analytical results from RC drilling completed in July and August, 2013 and analytical results from eight core holes completed earlier in 2013 were announced in a news release dated October 2, 2013. Approximately 1,500 meters of RC drilling was undertaken in an area north of the 421,000 troy ounce gold inferred resource. One hole, BCRC13-019, was completed on Creasy Group Pty. Ltd. ground south of the resource.

Hole BCRC13-019 is the first hole drilled deep enough to test for the Grant's Hill mineralized reef package on the downthrown side of a northwest-trending fault that cuts through this area. This hole encountered 16 meters at 1.29 grams per tonne (gpt) gold including 3 meters at 4.42 gpt gold. Interestingly, this hole continued in conglomerates with low-level mineralization grading approximately 0.2 gpt gold for an additional 130 meters below this horizon. Such a thick footwall halo has thus far not been seen elsewhere at Beatons Creek.

RC drilling north of the resource area proved challenging. Because the gold-bearing reefs here occur at shallow depths, they are heavily oxidized, porous and broken. Upon recognizing drill sample recovery from these holes was poor to inconsistent; several attempts were made to modify drilling procedures to produce reasonable quality, representative drill samples. However, loss of fine, potentially gold-bearing material continued to prove a concern. The Company is currently considering alternative options for collecting satisfactorily representative samples from this area.

Highlights from LeachWell analyses of the eight core holes include 6.35 meters at 3.23 gpt gold in hole BCDD13-001, 10.80 meters at 1.89 gpt gold in hole BCDD13-005, and 27.45 meters at 1.54 gpt gold including 2.30 meters at 12.41 gpt gold in hole BCDD13-008. The sample size of split PQ size core (approximately half of an 8.5 cm diameter cylinder) is considerably smaller than that of a reverse circulation hole (approximately 15 cm diameter). Considering the nuggety nature and erratic distribution of gold in these conglomerates, results from these core holes are understandably different from those from

NOVO RESOURCES CORP.
MANAGEMENT DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
October 31, 2013

nearby RC holes. The Company plans to use the remaining half core from these holes for metallurgical test work.

Summary of Drill Results from Beatons Creek

Hole	From (meters)	To (meters)	Length (meters)	Gold (grams per tonne)
<i>Diamond Core:</i>				
BCDD13-001	23.42	73.12	49.70	0.78
<i>including</i>	44.10	50.45	6.35	3.23
<i>including</i>	44.10	44.85	0.75	25.72
<i>including</i>	61.29	73.12	11.83	1.06
<i>including</i>	66.05	67.87	1.82	3.68
BCDD13-002	7.90	10.03	2.13	0.61
	31.70	35.05	3.35	0.80
BCDD13-003	3.40	6.70	3.30	0.71
	21.94	34.00	12.06	1.02
<i>including</i>	29.50	31.53	2.03	4.83
<i>including</i>	29.50	30.12	0.62	9.48
BCDD13-004	0.00	9.52	9.52	0.52
<i>including</i>	7.85	9.52	1.67	1.85
	15.50	18.50	3.00	2.38
<i>including</i>	18.00	18.50	0.50	8.75
BCDD13-005	64.00	74.80	10.80	1.89
<i>including</i>	68.20	71.05	2.85	6.60
<i>including</i>	68.20	68.35	0.15	94.39
BCDD13-006	58.23	61.68	3.45	1.31
<i>including</i>	58.23	58.61	0.38	8.91
	66.35	73.70	7.35	0.50
<i>including</i>	67.00	68.00	1.00	1.51
BCDD13-007	29.35	31.00	1.65	3.98
	43.42	51.26	7.84	0.84
<i>including</i>	43.42	45.42	2.00	2.17
BCDD13-008	0.00	27.45	27.45	1.54
<i>including</i>	12.70	19.00	6.30	5.93
<i>including</i>	14.95	17.25	2.30	12.41
<i>Reverse Circulation:</i>				
BCRC13-019	118.00	134.00	16.00	1.29
	123.00	126.00	3.00	4.42

Weighted averages were used to calculate all reported intervals

RC drilling resumed at Beatons Creek in late September and continued through late October. Approximately 2,100 meters of drilling was accomplished in eleven holes. Five holes, each 200-350 meters deep, followed up in the area around hole BCRC13-019 discussed above. The remaining six holes were drilled immediately west of the resource area. Results from these holes are expected back in early December. Once these results have been compiled into the database, the Company will evaluate

NOVO RESOURCES CORP.
MANAGEMENT DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
October 31, 2013

where to expand drilling in 2014.

Pilbara Paleo-Placer Project

At Marble Bar, the Company conducted an aggressive reconnaissance level exploration program over this sub-basin between June and August, 2013. This work followed up on stream sediment sampling conducted last year. Rock chip sampling at an area called Contact Creek at the northwestern edge of the basin has revealed what appears to be the first laterally continuous gold-bearing reef in this basin. At South Contact Creek, samples taken from approximately 800 meters of strike along this reef grade 0.16-15.96 gpt gold. At North Contact Creek, the reef was sampled in an arcuate trend approximately 2 kilometers long with samples grading between 0.03-9.26 gpt gold. In both locations, this reef ranges from 0.5-5 meters thick and dips between 20-40 degrees east to southeast. The reef remains open along strike to the north of North Contact Creek where the Company plans to resume exploration in 2014.

In late November, the Company conducted baseline BLEG sampling under the guidance of Newmont Mining Corp. Samples were taken from areas with known gold mineralization in order to determine background response using this type of sampling method. Results of this program will be used to guide an expanded BLEG program over larger areas across the projects next in 2014.

FINANCING ACTIVITIES

During fiscal 2013:

- (a) On December 12, 2012, the Company completed a brokered private placement of 5,795,400 units at a price of \$0.65 per unit for gross proceeds of \$3,767,010. Each unit consists of one common share and one share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share of the Company at a price of \$0.90 per share for a period of 2 years from the closing date of the private placement. As part of the private placement, the Company incurred share issuance costs of \$486,437, which included 334,524 broker's warrants. The broker's warrants were granted to the broker of the private placement with an exercise price of \$0.65 and expire in 2 years. The broker's warrants were valued at fair value of \$162,869. The fair value of these warrants was \$0.49 per share where the exercise price is \$0.65 and the fair value of each warrant granted is calculated using the Black-Scholes option pricing model assuming a risk-free interest rate of 1.09%, a dividend yield of \$Nil, an expected volatility of 123% and an average expected life of 2 years. The average remaining contractual life in years is 1.62. As of October 31, 2013, 334,524 of the broker's warrants remain outstanding.

LIQUIDITY AND CAPITAL RESOURCES

As at October 31, 2013, the Company had cash and cash equivalents balance of \$8,251,789 compared to \$5,293,833 as at January 31, 2013. The Company had working capital as at October 31, 2013, of \$8,105,901 compared to working capital of \$5,477,480 as at January 31, 2013. The increase in working capital is mainly due to the cash raised from the exercise of warrants issued in a private placement closed on November 30, 2011 (see the Company's news release of December 3, 2013).

Cash used in operating activities during the nine-month period ended October 31, 2013, was \$788,041 (October 31, 2012 - \$786,361). The slight increase over the period relates mainly to increases in accounting and audit, legal fees, wages and salaries, and receivables.

Cash used for investing activities during the nine-month period ended October 31, 2013, was \$1,452,481 (October 31, 2012 - \$4,173,332). The Company's principal investing activity is the acquisition and exploration of its resource properties. During the nine-month period ended October 31, 2013, the Company incurred \$1,871,960 (October 31, 2012 - \$2,573,332) on its resource properties.

NOVO RESOURCES CORP.
MANAGEMENT DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
October 31, 2013

Cash provided by financing activities during the nine-month period ended October 31, 2012 was \$5,198,478 (October 31, 2012 - \$353,944), which is related to options and warrants exercised.

As at the date of this MD&A, the contractual obligations of the Company are the Millennium Agreement and the JVA's. Reference should be made to the section titled: Exploration and Evaluation Assets.

OFF BALANCE SHEET TRANSACTIONS

There are currently no off balance sheet arrangements which could have a material effect on current or future results of operations, or the financial condition of the Company.

RELATED PARTY TRANSACTIONS

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. Certain of these entities transacted with the Company during the period.

(a) *Key Management Personnel Disclosures*

During the periods ended October 31, 2013 and 2012, the following amounts were incurred with respect to the Chief Executive Officer, the Chief Financial Officer and directors of the Company:

	October 31, 2013	October 31, 2012
	\$	\$
Consulting services	126,000	117,250
Wages and salaries	47,348	113,386
Wages and salaries included in exploration and evaluation assets	76,734	71,652
Share-based payments	26,499	197,706
	276,581	499,995

(b) *Other Related Party Disclosures*

During the periods ended October 31, 2013 and 2012, the following amounts were incurred with respect to a corporation controlled by the Chief Financial Officer:

	October 31, 2013	October 31, 2012
	\$	\$
Consulting services	90,000	90,000
	90,000	90,000

PROPOSED TRANSACTIONS

The Company does not currently have any proposed transactions approved by the Board of Directors. All current transactions are fully disclosed in the unaudited condensed interim consolidated financial statements for the six month period ended October 31, 2013.

CRITICAL ACCOUNTING ESTIMATES

The preparation of consolidated financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of

NOVO RESOURCES CORP.
MANAGEMENT DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
October 31, 2013

the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both the current and future periods.

A detailed summary of all the Company's critical accounting estimates is included in Note 2 – Significant Accounting Policies to the October 31, 2013, condensed interim consolidated financial statements.

CHANGES IN ACCOUNTING POLICIES

A detailed summary of all the Company's changes in accounting policies is included in Note 2 – Significant Accounting Policies to the October 31, 2013, condensed interim consolidated financial statements.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

a) Fair value

The Company's financial instruments include cash and cash equivalents, marketable securities (warrants and common shares), and accounts payable and accrued liabilities. IFRS 7 establishes a fair value hierarchy for financial instruments measured at fair value that reflects the significance of inputs in making fair value measurements as follows:

- Level 1 – applied to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.
- Level 2 – applies to assets or liabilities for which there are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly such as quoted prices for similar assets or liabilities in active markets or indirectly such as quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions.
- Level 3 – applies to assets or liabilities for which there are unobservable market data.

The recorded amounts of accounts payable and accrued liabilities approximate their respective fair values due to the short-term nature.

Cash and cash equivalents and marketable securities (common shares) are measured using Level 1 inputs. The fair values of marketable securities (common shares) are measured at the closing market price obtained from the exchange.

Marketable securities (warrants) are measured using Level 3 inputs. The fair values of marketable securities (warrants) are based on management's assessment of realizable value.

b) Credit Risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and cash equivalents. The Company limits its exposure to credit loss by placing its cash and cash equivalents with high credit quality financial institutions. The carrying amount of financial assets represents the maximum credit exposure

NOVO RESOURCES CORP.
MANAGEMENT DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
October 31, 2013

c) Foreign Exchange Rate Risk

The Company has operations in Canada and Australia subject to foreign currency fluctuations. The Company's operating expenses are incurred in Canadian, Australian and the United States dollar, and the fluctuation of the Canadian dollar in relation to these other currencies will have an impact upon the profitability of the Company and may also affect the value of the Company's assets and the amount of shareholders' equity. The Company's exposure to foreign currency risk arises primarily on fluctuations between the Canadian dollar, US dollar, and the Australian dollar.

The Company has not entered into any derivative instruments to manage foreign exchange fluctuations.

At October 31, 2013 and January 31, 2013 the Company's Australian and US dollar denominated monetary assets and monetary liabilities are as follows:

Australian Monetary assets	October 31, 2013	January 31, 2013
Cash and cash equivalents	\$102,216	\$7,218
Accounts payable and accrued liabilities	\$328,285	\$241,229
US Monetary assets	October 31, 2013	January 31, 2013
Cash and cash equivalents	\$7,316	\$14,732
Accounts payable and accrued liabilities	\$4,162	\$12,371

The exposure to foreign exchange rate risk is considered minimal.

d) Liquidity Risk

Liquidity risk is managed by ensuring sufficient financial resources are available to meet obligations associated with financial liabilities. All of the Company's financial liabilities are classified as current and the Company has a practice of paying their outstanding payables within 30 days.

e) Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and evaluation activities is subject to risks associated with fluctuations in the market price of commodities.

As at October 31, 2013, the Company owns common shares and share purchase warrants included in marketable securities. By holding these marketable securities, the Company is inherently exposed to various risk factors including market price risk.

f) Interest Risk

Interest rate risk is the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has interest-bearing assets in relation to cash at banks and GICs carried at floating interest rates with reference to the market. The Company's operating cash flows are substantially independent of changes in market interest rates. The Company has not used any financial instrument to hedge potential fluctuations in interest rates.

The exposure to interest rates for the Company is considered minimal. The Company has no

NOVO RESOURCES CORP.
MANAGEMENT DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
October 31, 2013

interest bearing borrowings.

DISCLOSURE OF OUTSTANDING SHARE DATA

The following information relates to share data of the Company as at the date of this MD&A

Share capital

As at the date of this MD&A, the Company has 55,505,310 issued and outstanding common shares.

Fully diluted securities

Type of Security	Number	Exercise Price	Expiry Date
Stock options	250,000	\$0.20	June 10, 2020
Stock options	250,000	\$0.20	August 12, 2020
Stock options	1,252,500	\$0.45	February 20, 2017
Total	1,752,500		
Share purchase warrants	5,795,400	\$0.90	December 12, 2014
Share purchase warrants	334,524	\$0.65	December 12, 2014
Total	6,129,924		

ADDITIONAL DISCLOSURE FOR JUNIOR ISSUERS

The Company has incurred the following material cost components:

	Period ended October 31, 2013	Period ended October 31, 2012
	\$	\$
Accounting Fee	119,469	46,018
Consulting Fee	229,070	227,742
Legal Fees	83,059	64,435
Office & General	43,962	81,193
Project Investigation	34,362	224,884
Share-based Payment	29,596	552,003
Wages & Salaries	126,598	63,712
Exploration and Evaluation Assets	6,458,200	3,613,750

During the nine-month period ended October 31, 2013, \$119,469 (October 31, 2012 - \$46,018) in accounting fees was paid in relation to the previous year's financial statement audit and tax return services.

During the nine-month period ended October 31, 2013, consulting fees totalling \$229,070 (October 31, 2012 - \$227,742) were mainly paid to directors, officers and consultants of the Company to provide geological, corporate communication, administrative, investor relations, computer services and management services to the Company. The transactions were conducted in the normal course of operations, on commercial terms established and agreed to by the related parties, and were recorded at the exchange amount.

Legal fees during the nine-month period ended October 31, 2013, totaling \$83,059 (October 31, 2012 - \$64,435) were related to general corporate affairs.

NOVO RESOURCES CORP.
MANAGEMENT DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
October 31, 2013

General office administrative expenses during the nine-month period ended October 31, 2013, totaling \$43,962 (October 31, 2012 - \$81,193) were mainly related to the purchase of geological computer software and general office supplies.

During the nine-month period ended October 31, 2013, \$34,362 (October 31, 2012 - \$224,884) in project investigation was paid in relation to geological filing fees and geological activities provided for investigating properties for future exploration potential.

During the nine-month period ended October 31, 2013, \$29,596 in share-based payments was expensed (October 31, 2012 - \$552,003), a non-cash charge, are the estimated fair value of the stock options vested in the period. The Company used the Black-Scholes option pricing model for all fair value calculations.

During the nine-month period ended October 31, 2013, \$126,598 (October 31, 2012 - \$63,712) in wages and salaries was paid to employees for providing management, geological and administrative services to the Company.

During the nine-month period ended October 31, 2013, exploration and evaluation assets totalling \$6,458,200 (October 31, 2012 - \$3,613,750) was related to the Millennium, Paleo-Placer, Grant's Hill, and Sunday Silence properties. Reference should be made to the section titled: Mineral Properties and Deferred Exploration expenditures.

The Company has capitalized the following exploration and development costs:

	Beatons Creek	Grant's Hill	Paleo-Placer	Sunday Silence	Total
	\$	\$	\$	\$	\$
Balance, January 31, 2013	3,385,948	66,131	1,026,468	-	4,478,547
Acquisition Costs	-	39,508	740	10	40,258
Exploration Expenditures:					
Drilling	225,118	55,752	268,510	-	549,380
Feasibility Study	78,254	-	-	-	78,254
Field Work	84,252	26,520	169,224	410	280,406
Fuel	3,485	1,353	9,611	-	14,449
Geology	24,701	6,096	70,404	-	101,201
Legal	5,505	-	101,294	-	106,799
Meals & Travel	60,615	23,281	152,454	-	236,350
Office and General	51,417	22,196	54,050	-	127,663
Reports, Data and Analysis	42,781	33,678	251,086	7,511	335,056
Rock Samples	81,082	47,911	112,581	-	241,574
Tenement Administration	8,889	5,130	89,396	-	103,415
Foreign Exchange	(178,215)	(3,446)	(53,491)	-	(235,152)
	487,884	218,471	1,225,119	7,921	1,939,395
Balance, October 31, 2013	3,873,832	(324,110)	(2,252,327)	(7,931)	6,458,200

As at the nine-month period ended October 31, 2013, the Company capitalized exploration and development costs of \$6,458,200 (October 31, 2012 - \$3,613,750). Reference should be made to the section titled: Exploration and Evaluation Assets.

RISK AND UNCERTAINTIES

The Company is engaged in the exploration and development of mineral properties. These activities involve

NOVO RESOURCES CORP.
MANAGEMENT DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS
October 31, 2013

a high degree of risk which, even with a combination of experience, knowledge and careful evaluation, may not be overcome. Consequently, no assurance can be given that commercial quantities of minerals will be successfully found or produced.

The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many common risks to new and developing enterprises, including under-capitalization, cash shortages and 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 positive return on shareholders' investment.

The Company has no source of operating cash flow and no assurance that additional funding will be available to it for further exploration and development of its projects when required. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of its properties.

The Company's property interests are located in remote, undeveloped areas and the availability of infrastructure such as surface access, skilled labour, fuel and power at an economic cost, cannot be assured. These are integral requirements for exploration, development and production facilities on mineral properties. Power may need to be generated on site.

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

The Company competes with other junior mineral exploration companies, some of which have greater financial resources and technical facilities. The business of mineral exploration and extraction involves a high degree of risks and few properties that are explored are ultimately developed into production. In addition to specific risks disclosed throughout this discussion, other risks facing the Company include reliance on third parties, environmental and insurance risks, statutory and regulatory requirements, metal prices and foreign currency fluctuations, share price volatility and title risks.

ADDITIONAL INFORMATION

Additional information about the Company is available for viewing on SEDAR at www.sedar.com.