MANAGEMENT'S DISCUSSION AND ANALYSIS OF
MAPLE GOLD MINES LTD.
(An Exploration Stage Company)

FOR THE YEAR ENDED
DECEMBER 31, 2018

Dated: April 23, 2019

HIGHLIGHTS FOR THE YEAR ENDED DECEMBER 31, 2018 AND THE PERIOD UP TO APRIL 23, 2019

Exploration highlights

- The Company received permits for drilling and commenced the 2019 winter drilling program in March 2019.
- The Company announced that it had created a new 3D geological and structural model for the Douay Gold Project.
- The Company completed the 2018 summer mapping program, see section 1.2.2 for further details.
- The Company completed a 22,593 metre winter 2018 drilling program, see section 1.2.2 for further details.
- On March 29, 2018 the Company announced an updated Indicated Mineral Resource Estimate at the Douay Gold Project of 479,000 ounces of gold in 9,383,000 tonnes at an average gold grade of 1.59 g/t Au (0.45 g/t gold cut-off grade) and an Inferred Mineral Resource Estimate of 2,759,000 ounces of gold in 84,152,000 tonnes at an average gold grade of 1.02 g/t Au (0.45 g/t gold cut-off grade). The updated estimate included additional drilling and assays from work completed during 2017 with updated block model wireframes, modified search ellipses and modified geologic interpretations, all of which targeted a more refined and constrained model.

Corporate highlights

- On April 8, 2019, the Company issued 568,182 common shares at a price of $0.11 per common share in settlement of certain outstanding obligations.
- On March 26, 2019 the Company completed a non-brokered flow through private placement for aggregate proceeds of $2,300,000 through the issuance of 18,400,000 common shares at a price of $0.125 per share.
- On February 20, 2019 the Company received $1.9 million from Revenu Quebec with respect to the Company's 2017 tax credit refund.
- On January 17, 2019 the Company granted 7,330,000 incentive stock options to certain directors, employees and consultants at an exercise price of $0.16 and a 5-year term.
- On June 1, 2018 the Company completed a non-brokered flow through private placement for aggregate proceeds of $2,499,990 through the issuance of 8,333,300 common shares at a price of $0.30 per share. In connection with the private placement, the Company paid finders fees of $119,999 and issued 399,998 broker warrants with a strike price of $0.35 and an expiry date of December 1, 2019.
- On April 12, 2018 the Company completed a non-brokered private placement for aggregate proceeds of $3,950,000 through the issuance of 16,458,334 common shares at a price of $0.24 per share. In connection with the private placement, the Company paid administrative fees of $187,000 to certain participants.

Readers are cautioned that this Management Discussion and Analysis ("MD&A") contains "forward-looking statements" and that actual events may vary from management's expectations. Readers are encouraged to read the cautionary note below regarding such forward-looking statements.

1.1.1 Date

This MD&A of Maple Gold Mines Ltd. (the "Company" or "Maple Gold") has been prepared by management to assist the reader to assess material changes in the financial condition and results of operations of the Company as at December 31, 2018 and for the three and twelve months then ended. This MD&A should be read in conjunction with the financial statements of the Company and related notes thereto as at and for the year ended December 31, 2018 and 2017. All financial information has been prepared in accordance with International Financial Reporting Standards ("IFRS") and all dollar amounts presented are Canadian dollars unless otherwise stated.

1.1.2 Forward-looking statements

This MD&A contains "forward-looking information" or "forward-looking statements" (collectively, "forward-looking statements") which reflect the Company's current expectations regarding the future results of operations, performance and achievements of the Company. Forward-looking statements in this MD&A include, but are not limited to, statements with respect to the Company's opinions and beliefs, financial position, business strategy, budgets, mineral resource estimates, ongoing or future development and exploration opportunities and projects, drilling, re-logging, geochemical and geological modeling plans, data from sampling programs, references to potential higher grades, references to additional potential discoveries, targeting efforts in greenfields areas, gold-in-till anomalies, assay results, expanded mineralized zones, ground surveys, the remote spectral geology project, top-of-bedrock sampling data, publication of updated mineral resource estimates, classification of mineral resources, and plans and objectives of management for properties and operations.

The Company has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as "plan", "anticipate", "believe", "estimate", "expect", "is expected to", "budget", "schedule", "forecast", "intend" or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative connotation thereof.

The forward-looking statements reflect the current beliefs of the management of the Company, and are based on currently available information and upon a number of factors and assumptions that, if untrue, could cause the actual results, performances or achievements of the Company to be materially different from future results, performances or achievements expressed or implied by such statements. Such statements and information are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future, including the price of gold, anticipated costs and ability to achieve goals. Certain important factors that could cause actual results, performances or achievements to differ materially from those in the forward-looking statements include, among others, the Company's ability to receive mining, exploration and other permits; the impact of increasing competition in the gold business; exploration and development costs for the Douay Gold Project; anticipated results of drilling campaigns; exploration and development activities; mineral resource estimates and metallurgical recoveries; availability of additional financing; and the Company's ability to obtain additional financing on satisfactory terms. Although the Company believes its expectations are based upon reasonable assumptions and has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended.

Forward-looking statements are subject to known and unknown risks, uncertainties and other factors which could cause the actual results, performance, or achievements of the Company to differ materially from those expressed in, or implied by, these statements. These uncertainties are factors that include, but are not limited to, risks related to general economic conditions; actual results of current exploration activities and unanticipated reclamation expenses; fluctuations in prices of gold and other commodities; fluctuations in foreign currency exchange rates; increases in market prices of mining consumables; possible variations in mineral resources, grade or recovery rates; accidents, labour disputes, title disputes, claims and limitations on insurance coverage and other risks of the mining industry; delays in obtaining governmental approvals or financing; changes in national and local government regulation of mining operations, tax rules and regulations, and political and economic developments in Canada; as well as other factors discussed in the section entitled "General Development of Business - Risk Factors" in the Company's most recent annual information form available on SEDAR at www.sedar.com. Additional information relating to the Company and its operations is also available on SEDAR at www.sedar.com and on the Company's web site at www.maplegoldmines.com.

The Company's management reviews periodically information reflected in forward-looking statements. The Company has and continues to disclose in its MD&A and other publicly filed documents, changes to material factors or assumptions underlying the forward-looking statements and to the validity of the statements themselves, in the period the changes occur. Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement. Maple Gold does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

1.2.1 Description of business

Maple Gold is an exploration company focused on the exploration of its sole mineral property, the Douay Gold Project located in Quebec.

The Company was incorporated under the Ontario Business Corporations Act on June 3, 2010 and was continued under the Canada Business Corporations Act by articles of continuance dated June 22, 2011. The Company is listed on the TSX Venture Exchange under the symbol MGM, on the OTCQB in the US under the symbol MGMLF and on the Frankfurt Stock Exchange, Germany under the symbol M3G. The registered office of the Company is 250 Place d'Youville, 2e etage, Montreal, Quebec, H2Y 2B6.

1.2.2 Douay Gold Project ("Douay")

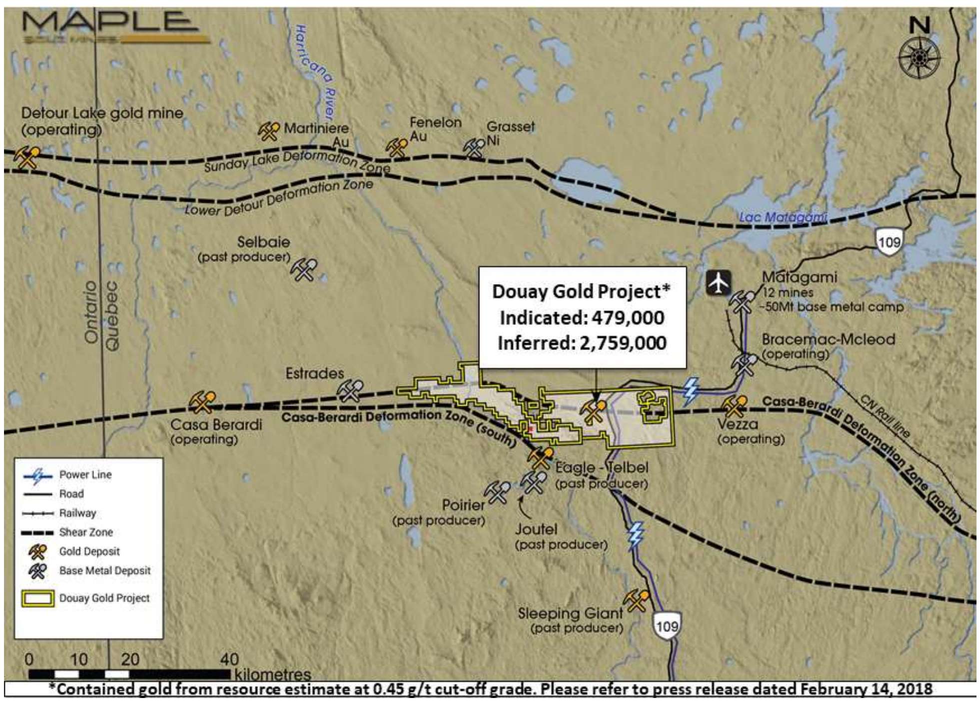

Figure 1 – regional map showing the location of the Douay Project and past and current mineral operations.

Douay is located approximately 55 km southwest of Matagami and 130 km north of Amos, Quebec by road. It is accessible by an all season paved Provincial Highway (#109), which is the major North-South regional highway linking the towns of Amos (Val-d'Or region) and Matagami (James Bay region), and which cuts across the property. Utilities are available on site including hydro-electricity provided directly from Hydro-Quebec's power grid to the Company's on-site substation. Currently, there is a 75-person exploration camp on the property with drill core logging, sawing, sampling and storage facilities.

Douay currently consists of 666 claims covering approximately 355 km^2. Douay now covers a 55 km segment of the Casa Berardi Deformation Zone ("CBDZ"), one of several metalliferous "breaks", in the Abitibi Belt of northern Quebec.

Ownership

The Company holds a 100% interest in 634 mostly contiguous claims totalling approximately 343 km^2 and a 75% interest (the remaining 25% interest is held by SOQUEM) in 32 contiguous claims totalling approximately 12 km^2. SOQUEM participated pro-rata in the 2018 drill program for the joint venture area.

There is a 1% NSR Royalty owned by Cambior Inc. (now controlled by IAMGOLD) which covers the Northwest and West Zone claims (not to be confused with the separate Douay West Zone), with 37 claims in total subject to the NSR.

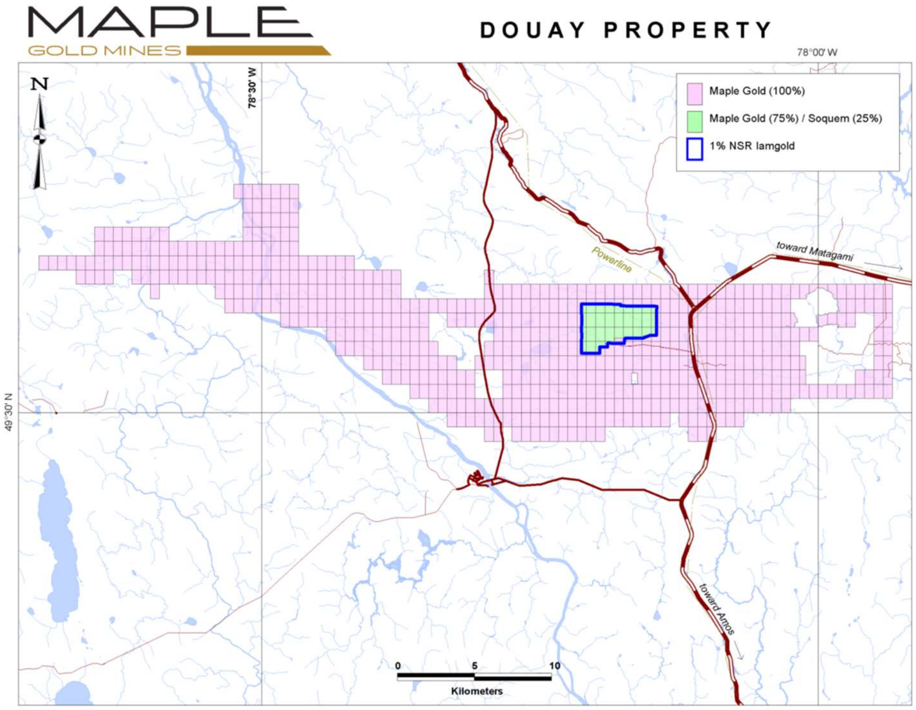

Figure 2 – Douay Project ownership map

Mineral Resources

Mineral resources at Douay currently extend along a 6.1km corridor characterized by the presence of a large, alkalic intrusive-hydrothermal system emplaced into a sequence consisting predominantly of basalts, with lesser gabbroic and sedimentary and/or volcaniclastic and pyroclastic intervals. While the entire current resource averages just over 1 g/t Au, there are multiple areas of significantly higher grade gold mineralization, typically hosted in pyritic mafic rocks with lesser injections of syenitic intrusions, but also within the intrusive complex itself. There is potential to discover additional gold mineralization within and beyond this corridor, both along strike and down-plunge of existing zones, as well as in entirely new zones, as has been demonstrated by the results of the 2018 winter drilling program. On February 14, 2018, the Company reported an updated resource estimate (see press release dated February 14, 2018). As per the updated estimate, this corridor now hosts Indicated Mineral Resources totalling 0.479 million ounces of gold (9.38 Mt @ 1.59 g/t Au) in addition to Inferred Mineral Resources totalling 2.759 million ounces of gold (84.15Mt @1.02 g/t Au), both using a 0.45 g/t Au cut-off (Micon 2018). This independent Technical Report was completed by Micon International Limited ("Micon"), titled "NI 43-101 F1 Technical Report, Mineral Resource Estimate for the Douay Gold Project, Douay Township, Quebec, Canada" dated March 15, 2018 (the "Technical Report"), filed under Maple Gold's profile at www.sedar.com, with an effective date of February 9, 2018).

The 2018 mineral resource is listed in the table below:

Mineralized Zone	Category	Metric Tonnes	Average Gold Grade (g/t)	Contained Gold (oz)
Porphyry (POR)	Indicated	5,690,000	1.01	185,000
	Inferred	68,910,000	0.97	2,142,000
Douay West (DW)	Indicated	3,693,000	2.47	294,000
	Inferred	2,932,000	1.39	131,000
531 Zone (531)	Inferred	4,998,000	1.33	214,000
Main Zone (MZ)	Inferred	1,849,000	1.43	85,000
Zone 10 (MZ10)	Inferred	1,864,000	1.14	68,000
North-West (NW)	Inferred	828,000	1.80	48,000
Zone 20 (MZ20)	Inferred	1,685,000	0.69	38,000
Central Zone (CZ)	Inferred	1,086,000	0.96	33,000
Grand Total Indicated		**9,383,000**	**1.59**	**479,000**
Grand Total Inferred		**84,152,000**	**1.02**	**2,759,000**

Table 1 - Pit Constrained Mineral Resource Estimate for the Douay project at 0.45 g/t Au Cut-off by Zone as of February 9, 2018 taken from the NI 43-101 Technical Report prepared by Micon (2018).

The majority of the gold resources defined to-date at Douay are hosted within or near often porphyritic syenitic intrusions that have been emplaced with the broad CBDZ. This style of gold mineralization belongs to a relatively recently defined class of intrusive-related gold ("IRGS") deposits in the Abitibi, which includes Malartic, Young-Davidson and Beattie. The largest zone within the Douay intrusive-hydrothermal system, is the Porphyry Zone (5.7Mt @1.01 g/t Au Indicated and 68.9 Mt @ 0.97 g/t Au Inferred; Micon, 2018), which represents a large prospective bulk mining target. Additional gold mineralization at Douay, generally of higher grade, is also hosted by altered mafic volcanics with lesser syenitic injections, occurring in zones such as Douay West (3.69 Mt @ 2.47 g/t Au Indicated and a further 2.93Mt @1.39 g/t Au inferred; Micon, 2018). In addition, unrelated base metal mineralization possibly of volcanogenic massive sulphide ("VMS") type also occurs on the property.

Several parts of the current Douay property remain relatively under-explored, despite its location along a major regional structure. These greenfields areas are considered to have potential not only for VMS and IRGS styles of mineralization, but also for orogenic style of gold mineralization (i.e. typically gold-quartz vein-related) such as occurs at the nearby Casa Berardi, Vezza and Sleeping Giant mines. Vezza has less quartz veins and more quartz flooding. Some of these greenfields areas were tested during the winter 2018 winter drill program, with 57 shallow "Top-of-Bedrock" RC holes and 12 diamond drill holes.

The Company continues with its exploration plans to leverage both the brownfields and greenfields potential at Douay. A thorough review and analysis of all existing geological, geochemical and geophysical data is continuing, which combined with generation of new data from re-logging, as well as from the winter 2018 drilling programs, has been used to produce a comprehensive exploration strategy and diamond drilling plan through to mid 2019.

2018 Exploration program at the Douay Gold Project

Drilling is best conducted during the winter season to avoid more costly helicopter-support necessary for drilling on unfrozen ground. Following review and analysis of the extensive geological, geochemical and geophysical datasets available to the geological team, on January 16, 2018 the Company commenced a revised and refocused diamond drilling campaign with a single drill rig testing the highest priority of the remaining approximately 55 permitted sites. Four additional forestry intervention permits were requested for a further 99 diamond drill and 100 RC drilling sites; these permits were received between February 16 and 28, 2018. With these permits in hand, the drill program was ramped up to a full complement of 8 diamond drills and 1 RC drill. The program was completed on May 2, 2018, with a total of 21,122 metres of diamond drilling in 52 holes. A Reverse Circulation ("RC") drill rig was also active on the western and central part of the property; drilling 1,471 metres (57 short holes). The total drilling for the 2018 winter drill program was 22,593 metres of which 71% was within and surrounding the resource area and 29% was on greenfields targets, the NE Syenite and NW Greenfield target areas.

The following outline highlights from the various areas drilled in the 2018 campaign along with initial interpretation and analysis.

(i) Resource Area

Central Resource Area (Porphyry Zone infill/step-out): 29 drill-holes (11,735 metres)
This drilling mainly focussed on confirming along strike and down-dip (or up-dip) continuity of existing zones, in particular in areas with lower density of drill-holes.

Highlighted results (true-widths estimated to be approximately 90% of down-hole length):

- DO-18-216: 52m @ 3.53 g/t Au (including 21m @ 7.87 g/t Au) within broader ~150m halo of lower grade material; DO-18-203: 19m @ 0.88 g/t Au. These zones extend from surface to over 300m vertical depth.
- DO-18-229: cut several mineralized zones, including 12m @ 1.90 g/t Au, 8.5m @ 3.80 g/t Au and 5.5m @ 1.94 g/t Au, all of which form part of a broader envelope of mineralization that extends to surface; DO-18-234: numerous mineralized zones, including 7m @ 1.47 g/t Au and 27.9m @ 0.66 g/t Au; DO-18-230: multiple zones, 24m @ 0.75 g/t Au (including 7m @ 1.17 g/t Au) and 4.8m @ 1.25 g/t Au, these zones also extend to surface.
- DO-18-247: cut several mineralized zones, including 21m @ 3.49 g/t Au, including 6.0 m of 9.32 g/t Au; DO-18-254: cut 27.5 m of 1.25 g/t Au, including 2.1 m of 5.36 g/t Au; DO-18-244: cut several mineralized zones, including 7m @ 2.06 g/t Au and three others over one g/t Au. All of these zones extend to surface.

The assay results from drilling in the central part of the Porphyry Zone (including DO-18-216) support the Company's concept of multiple higher-grade zones or shoots within the Porphyry Zone, demonstrated the continuity of this style of mineralization in the central part of the Porphyry Zone, and opened the possibility of increasing grades at depth.

Highlighted results from the east-central part of the Porphyry Zone (DO-18-247, DO-18-254 and DO-18-244) targeted an area with lower drill density and intersected significantly higher grades than adjacent holes, indicating that grade may increase at depth in this area.

Drilling in the western half of the Porphyry Zone (i.e. west of DO-18-216) confirmed the presence of a broad (90- to 130-metre true width) halo of gold mineralization, extending several hundred metres along strike and mainly hosted in syenites (DO-18-229, DO-18-230, DO-18-234).

NW Zone, NW Gap Area (including new Nika Zones): 11 drill-holes for 4,528 metres
Drilling focused on an area with low drill density between the NW, Douay West and Porphyry Zones (the NW Gap Area), where several scattered higher grade intercepts had previously been obtained, mainly outside of the existing conceptual pits, where additional drilling could confirm continuity of these intercepts and expand the existing conceptual pits.

Highlighted results (True widths are estimated to be approximately 90% of down-hole lengths):

- DO-18-217: 17m @ 1.08 g/t Au within broader ~100m halo of lower-grade mineralization; DO-18-218: 50m @ 1.77 g/t Au with excellent continuity and up-dip extension open to surface; DO-18-227: 5m @ 2.32 g/t Au on the southeast edge of an existing (Micon 2018) conceptual pit; DO-18-241: 12m @ 1.78 g/t Au confirming eastern continuity and extension of gold mineralization from DO-18-218.

Drilling in the NW Gap area identified several new zones of mineralization (the Nika zones). There are large bodies of syenite in this area, which together with initial interpretation of trace element patterns, appear to indicate this area may represent one of several intrusive-hydrothermal centers forming part of the Douay Resource. As is also the case for the Porphyry Zone, higher-grade intervals are surrounded by broad lower-grade haloes. Additional drilling is required to further define these new mineralized zones, along strike and up-dip and down-dip.

(ii) Greenfield drilling

Top-of-Bedrock RC Drill Program
Much of the company's prospective ground over the CBDZ is covered by post-mineral glacial deposits, so that conventional soil sampling is ineffective at targeting bedrock anomalies. The Company's technical committee previously recommended a property-scale reverse circulation drilling or similar top-of-bedrock sampling program in areas with no outcrop and little historical drilling, to provide critically important geochemical data, including characterization of lithologies, alteration and mineralization, for exploration vectoring and targeting. Part of this work was completed with one specialized RC drill rig, 1,471 metres (57 short holes).

The results of this program are encouraging, with at least five significant gold-in-till anomalies, three of which may define a single 600m wide NNW-trending dispersion train with a source area coincident with, or extending NNW of the eastern projection of the Estrades horizon (past production at the Estrades mine was 0.18Mt averaging 12.9% Zn, 1.1% Cu, 6.4 g/t Au, and 172.3ppm Ag). Bedrock geochemistry anomalies from the same program generally coincide with probable source areas for the gold-in-till anomalies

NE Syenite (2,869 metres) and NW Greenfield (1,991 metres)
An initial review of the assays from core drilling results received for both the NE Syenite and NW Greenfield areas showed encouraging anomalies in several pathfinder elements that can be associated with gold in the Resource Area; these geochemical anomalies deserve further surface work with the objective of vectoring in on and refining future drill targets in these areas.

2018 Summer Mapping Program
The objectives of the completed 2018 summer mapping program were to identify target areas for follow-up, be they alkaline intrusive-related gold, orogenic gold or VMS, all of which occur along the CBDZ. A total 334 rock samples were collected and analysed by ALS Laboratory Group for Au + 48 elements that allow not only to determine the geographic distribution of trace metal anomalies, but also to help discriminate between the different rock types present on the property. The area is underlain by mafic volcanic rocks and related intrusive rocks of the Cartwright Group, with breaks in mafic volcanic activity marked by intermediate to felsic rocks and graphitic sedimentary rocks and cherts. The latter not only form structural markers that can readily be detected geophysically, but also by themselves are targets for mineralization.

Results show a few modest gold anomalies (up to 0.1 g/t), as well as characteristic pathfinder elements association such as Ce, K, La, Na, P, Sr and W characteristic of the intrusive-related alkaline systems, and S, Sn, Zn, Cu and Mn with variable Na that may reflect a VMS-type system. The spatial distribution of these anomalies provides us with a number of targets for follow-up, initially geophysical, then if warranted, drilling. The strongest Zn anomaly (0.11%) is associated with an interflow graphitic sedimentary/chert horizon that has a known geophysical expression at depths of less than about 150m. Follow-up work is required.

Historical Drill-Core Re-logging & Assaying Program
The Company is very fortunate to have more than 240,000 metres of historical drill core archived onsite, covering all of the drill programs back to the initial discovery by Inco Gold in 1976. The Company's exploration team has re-logged much of this historical core over the past two years, significantly simplifying the geological model and improving understanding of controls on gold and, to a lesser extent, base metal mineralization. Ongoing re-logging, as required, is an important step that will provide valuable targeting information for future exploration and drilling campaigns.

Results from the 2018 winter drilling program have permitted identification of mineralization vectors and to substantively improve geological modelling of the Douay Mineral Resources.

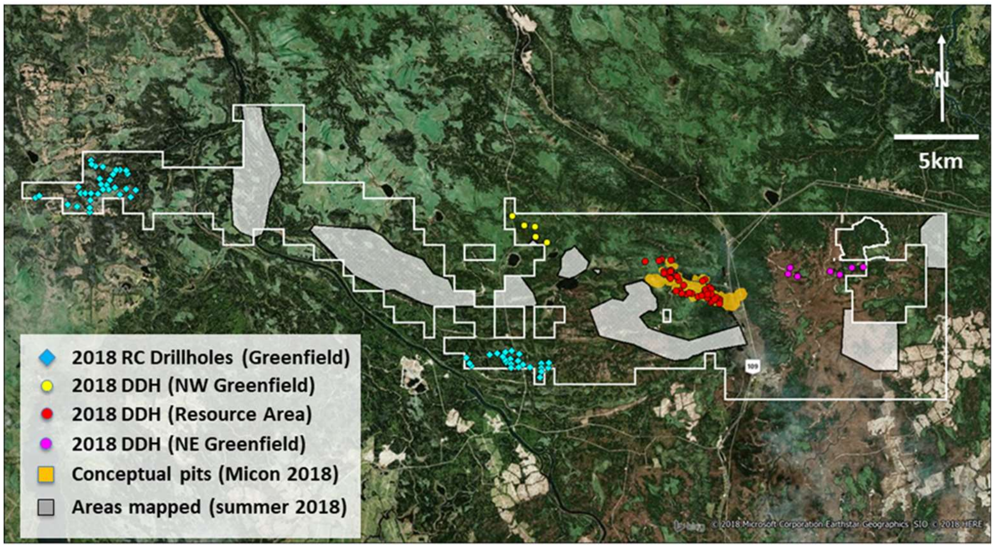

Figure 3 – 2018 Drill plan on Bing image base, including areas mapped during summer 2018

2019 Programs

Geological Modelling
Historical and 2018 drill data has been used to create a 3D geological model as well as updated cross, long sections and level plans. These products have allowed for more precise targeting for winter 2019 drilling. This modelling work, includes not only an updated 0.1 g/t Au wireframe, but also a higher grade 2 g/t Au wireframe within it, taking into account structural and additional geological elements that appear to be controlling the distribution of gold. This model will feed into the resource estimate update that is underway with RPA. Modelling results show a number of new high priority drill targets within the resource area, including gaps in drilling in high priority areas, extensions of known zones as well as peripheral mineralized zones that have not received much attention to date.

Exploration program at the Douay Gold Project
Planning for the winter 2019 drill program began in late 2018. In addition to previously renewed drill sites, a further 39 sites were requested in the 2019 forestry intervention permit application. This permit was received on March 5, 2019 with site preparation beginning on March 19, 2019 and drilling commencing on March 25, 2019, initially with a single rig. The Company is currently drilling and remains on track to drill approximately 6,000m this winter.

Geophysical Program
The Douay project is partly covered by both airborne magnetic and EM surveys that provide a solid basis for interpretation of stratigraphic and structural trends, as well as the potential for detection of gold and base metal mineralization associated with conductive and magnetic features. However, Induced Polarization ("IP") technology has progressed significantly since the 1990s when most of the previous IP surveys were completed on the Douay property; modern IP technologies allow much greater depth penetration than historical surveys were capable of. The currently producing Vezza gold mine is located approximately 20km to the east of the IP grid and the Company is hopeful that today's improved IP technology will detect one or more sulphide systems that could lead the Company's technical team toward new Vezza-type gold discoveries or other discoveries in that area. Given the considerable land package we are dedicated to employing a discovery model on multiple fronts to build value for shareholders on a cost-effective basis and our geophysical program is part of this plan.

The survey included 400m-spaced lines covering a total of approximately 40 line-km, over a very sparsely drilled 15 km² area. Data inversions and interpretations are pending.

1.2.3 Overall program analysis

During the year ended December 31, 2018 and 2017, the Company incurred $4,339,014 and $8,528,553, respectively, in exploration and evaluation expenses as detailed in the table below:

	2018	2017
	$	$
Acquisition	**—**	357,500
Camp set up, camp costs and field supplies	**1,529,237**	744,367
Drilling and core assaying	**3,467,828**	5,069,606
Equipment rental and fuel	**280,655**	—
Engineering	**35,109**	156,318
Enviromental	**8,667**	124,523
Geology	**174,765**	698,792
Geophysics	**—**	115,206
Licences and permits	**42,177**	98,981
Other exploration support costs	**134,169**	330,823
Salaries and benefits	**1,328,297**	160,450
Share-based payments	**41,591**	139,674
Site reclamation	**—**	50,384
	7,042,495	8,046,624
Mineral exploration tax credits	**(2,321,289)**	481,929
Recoveries from JV partners	**(382,192)**	—
	4,339,014	8,528,553
Opening accumulated expenses	**39,145,599**	30,617,046
Closing accumulated expenses	**43,484,613**	39,145,599

1.2.4 Qualified persons and technical disclosures

The scientific and technical data contained in this MD&A was reviewed and prepared under the supervision of Fred Speidel, M.Sc., P. Geo., Vice-President Exploration, of Maple Gold. Mr. Speidel is a Qualified Person under National Instrument 43-101 Standards of Disclosure for Mineral Projects. Mr. Speidel has verified the data related to the exploration information disclosed in this MD&A through his direct participation in the work.

Certain scientific and technical information with respect to the Douay Gold Project contained in this MD&A has been taken from the Technical Report authored by William J. Lewis, B.Sc., P.Geo., Richard M. Gowans, B.Sc. P.Eng. and Antoine Yassa, P.Geo. A copy of the Technical Report is available on the Company's SEDAR profile at www.sedar.com. Detailed descriptions, results and analysis of Maple Gold's data verification, drilling, exploration program, geophysical program, mapping program, geological modelling, QA/QC programs, and mineral resource estimation methodology can be found in the Technical Report.

Cautionary Note to United States Investors concerning Estimates of Measured, Indicated and Inferred Resource Estimates

This disclosure has been prepared in accordance with the requirements of Canadian provincial securities laws which differ from the requirements of U.S. securities laws. Unless otherwise indicated, all mineral resource estimates included in this disclosure have been prepared in accordance with Canadian National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101") and the Canadian Institute of Mining, Metallurgy and Petroleum classification systems. NI 43-101 is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. These standards differ significantly from the requirements of the United States Securities and Exchange Commission (the "SEC"), and resource estimates disclosed may not be comparable to similar information disclosed by U.S. companies.

In addition, this disclosure uses the terms "measured and indicated resources" and "inferred resources" to comply with the reporting standards in Canada. The Company advises United States investors that while those terms are recognized and required by Canadian regulations, the SEC does not recognize them. United States investors are cautioned not to assume that any part or all of the mineral deposits in these categories will ever be converted into mineral reserves. Further, "inferred resources" have a great amount of uncertainty as to their existence and as to whether they can be mined legally or economically. Therefore, United States investors are also cautioned not to assume that all or any part of the "inferred resources" exist. In accordance with Canadian securities laws, estimates of "inferred resources" cannot form the basis of feasibility or other economic studies. It cannot be assumed that all or any part of "measured and indicated resources" or "inferred resources" will ever be upgraded to a higher category or are economically or legally mineable. In addition, disclosure of "contained ounces" is permitted disclosure under Canadian securities laws; however, the SEC only permits issuers to report mineralization as in place tonnage and grade without reference to unit measures.

1.3 Selected annual information

	Year ended December 31, 2018	Year ended December 31, 2017	Year ended December 31, 2016
Loss for the year	$5,681,912	$12,297,067	$3,025,625
Total comprehensive loss for the year	$5,681,912	$12,088,149	$2,960,825
Basic and diluted loss per share	$0.03	$0.08	$0.04
Total assets	$5,367,688	$7,002,726	$5,309,080
Total long-term liabilities	$177,898	$126,974	$-

The Company generated no revenues from operations during the above periods.

1.4 Results of operations

Three months ended December 31, 2018 and 2017

During the three months ended December 31, 2018, the Company reported income for the period of $1,185,382 and income per share of $0.01 compared to a loss for the period of $3,284,002 and loss per share of $0.02, respectively, for the three months ended December 31, 2017. Income was reported for the three months ended December 31, 2018 as the Company recorded a mineral exploration tax credit ("METC") receivable of $1,919,456 as at December 31, 2018 relating to the Company's 2017 METC claim. The $1,919,456 was received in full in February 2019.

Exploration and evaluation expenses before METC and recoveries from JV partner decreased by $1,027,548 during the three months ended December 31, 2018 compared to the same period in the previous year. There were increases in salaries and benefits of $203,470 and equipment rental and fuel of $49,144 offset by decreases in drilling and core assaying of $450,651, geology of $240,771, camp costs and supplies of $198,354, other exploration support costs of $180,487 and other activities. Camp costs were higher in the three months ended December 31, 2017 as the Company commenced installing a new 75-man camp during the period.

Exploration and evaluation expenses during the three months ended December 31, 2018 were offset by METC of $1,919,456 whereas exploration and evaluation expenses increased in the comparative period of 2017 by $645,374 due to METC claims no longer meeting the criteria for recognition.

General and administrative expenditures decreased by $1,171,293 during the three months ended December 31, 2018 compared to the same period in the previous year. The main drivers of this decrease were the decreases in travel, marketing and investor relations of $350,708, share-based payments of $300,171, salaries and benefits of $223,149 professional fees of

$136,419 and office and general of $110,378 which is directly in line with the cost reduction programs that management implemented effective July 1, 2018.

During the three months ended December 31, 2018, the Company granted nil stock options to directors, officers, employees and others versus 1,270,000 in the same period of the previous year. Share-based compensation expense decreased by $300,171 during the three months ended December 31, 2018 compared to the prior year period due to the amortization of option grants with higher fair values that were granted during the year ended December 31, 2017. In addition, there was a $97,830 reversal of stock based compensation expense recorded during the three months ended December 31, 2018 related to the cancellation of 785,000 unvested stock options. The weighted average grant date fair value of options granted in the three months ended December 31, 2018 was $nil (2017 - $0.25).

During the three months ended December 31, 2018, the Company recorded other income of $125,325 related to the amortization of the flow-through share premium liability of $583,331 recognized in connection with the Company's June 1, 2018 private placement (see section 1.6/1.7). As of December 31, 2018, approximately $1,408,202 of eligible exploration expenditures has been incurred, of which $1,374,882 has been paid. For comparison, the amortization of flow-through share liability during the three months ended December 31, 2017 was $395,415 and related to the amortization of the flow-through share premium liability of $2,341,464 recognized in connection with the June and July 2017 flow-through share private placement.

Year ended December 31, 2018 and 2017

During the year ended December 31, 2018, the Company reported a loss for the year of $5,681,912 and loss per share of $0.03 compared to a loss for the year of $12,297,067 and loss per share of $0.08, respectively, for the year ended December 31, 2017. The $6,615,155 decrease in loss for the period is driven by a $4,189,539 decrease in exploration and evaluation expenses (see section 1.2.3), $1,380,029 decrease in general and administrative expenses and $937,985 increase in amortization of the flow through liability premium.

Exploration and evaluation expenses before METC and recoveries from JV partner decreased by $1,004,129 during the year ended December 31, 2018 compared to the previous year. The Company conducted a 22,593 metre winter 2018 drill program compared with 23,965 metre program that was completed in mid 2017. There were increases in camp costs and supplies of $784,870, salaries and benefits of $1,167,847 and equipment rental and fuel of $280,655 offset by decreases in drilling and core assaying of $1,601,778, geology of $524,027 and other activities. Salaries and benefits have increased due to the Company no longer using (since August 2017) external contractors to manage the Company's exploration activities. Previously contractors' costs to manage the drilling program were part of the total costs of drilling and core assaying. Camp costs and supplies increased following the Company installing a new 75-man camp in the fourth quarter of 2017 and first quarter of 2018. This increased the Company's ongoing costs to maintain the camp; however, the new camp allows the Company to extend the time-window of its drilling campaigns in addition to increasing drill manpower.

Exploration and evaluation expenses during the year ended December 31, 2018 were offset by METC of $2,321,289 and recoveries from JV partner of $382,192, which were all received as at the date of this MD&A. The METC relates to the Company's 2016 and 2017 claims.

General and administrative expenditures decreased by $1,380,029 during the year ended December 31, 2018 compared to the previous year. The main drivers of this decrease were the decreases in share-based payments of $701,110, salaries and benefits of $301,289, professional fees of $304,126 and travel, marketing and investor relations of $257,231, which is directly in line with the cost reduction programs that management implemented effective July 1, 2018. The decrease in these expenses was partly offset by increases in business development and directors' fees. The Company moved into its Toronto office in June 2017 leading to higher rental costs and in December 2017 the Company opened a Vancouver office. During the year ended December 31, 2018, the Company entered into sub-lease agreements for significant portions of its office space in Toronto and Vancouver and rental expense has started to decrease.

During the year ended December 31, 2018, the Company granted 450,000 stock options to directors, officers, employees and others versus 6,845,000 in the previous year. Share-based compensation expense decreased by $701,110 during the year ended December 31, 2018 compared to the previous year due to the amortization of option grants with higher fair values that were granted during the year ended December 31, 2017. The weighted average grant date fair value of options granted in the year ended December 31, 2018 was $0.16 (2017 - $0.27).

During the year ended December 31, 2018, the Company recorded income of $1,804,015 related to the amortization of flow-through premium, of which:

- $1,475,434 related to the full amortization of the flow-through share premium liability recognized in connection with the Company's June and July 2017 private placements (see section 1.6/1.7), and
- $328,581 related to the to the amortization of the flow-through share premium liability of $583,331 recognized in connection with the Company's June 1, 2018 private placement (see section 1.6/1.7).

1.5 Summary of quarterly results

	December 31 2018	September 30 2018	June 30 2018	March 31 2018	December 31 2017	September 30 2017	June 30 2017	March 31 2017
Exploration and evaluation	-$ 1,433,648	$ 409,923	$ 1,364,184	$ 3,998,555	$ 2,158,728	$ 1,144,705	$ 2,328,564	$ 2,896,556
General and administrative	364,829	482,058	1,179,679	1,148,096	1,536,123	1,478,761	1,008,109	531,698
Finance (income) and other (income)	(38,235)	(23,175)	(15,804)	(18,830)	(16,570)	(7,785)	(2,540)	(4,199)
Finance expense	46,997	992	4,039	939	1,136	1,015	1,214	815
Amortization of flow-through share premium	(125,325)	(104,568)	(98,688)	(1,475,434)	(395,415)	(452,406)	(18,209)	-
Loss on disposition of property and equipment	-	-	-	15,328	-	-	-	-
Loss on sale of marketable securities	-	-	-	-	-	-	-	106,767
(Income) loss for the period	(1,185,382)	765,230	2,433,410	3,668,654	3,284,002	2,164,290	3,317,138	3,531,637
Other comprehensive (income) loss	-	-	-	-	-	-	-	(208,918)
Total comprehensive (income) loss	-$ 1,185,382	$ 765,230	$ 2,433,410	$ 3,668,654	$ 3,284,002	$ 2,164,290	$ 3,317,138	$ 3,322,719
Basic and diluted (income) loss per common share	-$ 0.01	$ 0.00	$ 0.01	$ 0.02	$ 0.02	$ 0.01	$ 0.02	$ 0.02
Weighted average number of common shares	208,468,772	208,468,772	200,801,670	182,975,267	181,689,784	176,119,288	144,165,470	133,335,441

The changes in the Company's financial results on a quarter-by-quarter basis are due primarily to fluctuations in the level of activity of Company's exploration programs and administration. The Company is a mineral exploration company and does not earn any revenue. The Company's current mineral property portfolio consists of the Douay exploration-stage project in Quebec, Canada.

1.6 and 1.7 Financial position, liquidity and capital resources

	December 31, 2018	December 31, 2017
Cash and cash equivalents	$2,786,340	$5,905,140
Current assets	5,174,363	6,736,118
Total assets	5,367,688	7,002,726
Current liabilities	1,603,721	3,758,061
Non-current liabilities	177,898	126,974

As at December 31, 2018, the Company had cash and cash equivalents of $2,786,340 (December 31, 2017 - $5,905,140) and working capital of $3,570,642 (December 31, 2017 - $2,978,057). Current liabilities that are to be settled in cash as at December 31, 2018 include accounts payable and accrued liabilities of $896,422, which were primarily incurred in connection with the work program at Douay and general and administrative costs.

During the year ended December 31, 2018, Revenu Quebec completed its audits of the Company's 2015, 2016 and 2017 METC filings. The 2016 and 2017 METC filings were audited in advance of any payment being made by Revenu Quebec. During Q3 and Q4 2018 the Company received $390,023 with respect to the 2016 METC filing and at December 31, 2018 recorded a receivable of $1,919,456 with respect to the 2017 METC filing which was received, in full, subsequent to December 31, 2018.

The Company has received METC payments from Revenu Quebec with respect to the 2011 to 2014 tax years and these tax years are currently under audit by Revenu Quebec. Revenu Quebec has disallowed certain amounts that the Company believes are claimable qualifying expenditures. The Company intends to defend its filing positions and the Company has filed notice of objections with Revenu Quebec's Appeals Division for each of the years 2011 to 2014.

During the year ended December 31, 2018, the Company used net cash of $9,376,889 in operating activities compared to $10,718,850 during the prior year.

The Company used net cash of $31,269 in investing activities during the year ended December 31, 2018, on property and equipment additions. For comparison, the Company used net cash of $84,532 during the year ended December 31, 2017 from $300,085 spent on property and equipment additions offset by the proceeds on sale of marketable securities of $215,553.

During the year ended December 31, 2018, the Company generated net proceeds of $6,289,358 (2017 - $11,973,580) from financing activities through the issuance of shares pursuant to private placements and on the exercise of options and warrants.

On April 11, 2018, the Company closed a non-brokered private placement for aggregate proceeds of $3,950,000 through the issuance of 16,458,334 common shares at a price of $0.24 per share. In connection with the private placement, the Company incurred share issuance costs of $257,991. The Company intends on using the net proceeds from the private placement to continue advancing the Douay Gold Project and for general corporate purposes.

On June 1, 2018, the Company closed a non-brokered flow through private placement of 8,333,300 common shares at a price of $0.30 per common share for gross proceeds of $2,499,990. In connection with the private placement, the Company incurred a total of $133,249 in cash share issuance costs, inclusive of $119,990 in finder's fees. In addition, 399,998 broker warrants were issued with a strike price of $0.35 and an expiry date of December 1, 2019. The Company will use the gross proceeds for eligible expenditures on the Douay Gold Project.

On March 26, 2019, the Company announced the closing of a non-brokered flow through private placement of 18,400,000 common shares at a price of $0.125 per common share for gross proceeds of $2,300,000. The Company will use the gross proceeds for eligible expenditures on the Douay Gold Project.

On April 8, 2019, the Company issued 568,182 common shares at a price of $0.11 per common share in settlement of certain outstanding obligations.

Effective July 1, 2018, as a response to weaker market conditions in the junior gold sector work processes were realigned resulting in efficiency gains that have allowed the Company to achieve general and administrative overhead reductions, resulting in significant cost savings per month as a commitment to preserve hard dollar capital and allow the Company to remain well-positioned financially. In addition, the Company has looked at and continues to look at other cost reduction programs. The cost reduction programs will be reviewed on a quarterly basis and will take into account the Company's financial position and general market conditions. These cost reduction programs are expected to leave the Company financially well positioned through 2019.

The Company believes that it has adequate resources to maintain its minimum obligations, including general corporate activities, based on its cash position and ability to pursue additional sources of financing, including equity placements. However, the Company currently has no source of operating cash flow, and has no assurance that additional funding will be available to it for additional exploration programs at its property, or to enable the Company to fulfill its obligations under any applicable agreements. The ability of the Company to continue as a going concern is dependent on its ability to obtain additional sources of financing to successfully explore its property and, ultimately, to achieve profitable operations. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration of the Company's property and the possible loss of title to such property. As such, there is material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Common shares issued

April and June 2018 Private Placements

As noted previously the Company closed two private placements during the year ended December 31, 2018.

	Number of common shares	$
Private placement – common shares	16,458,334	3,950,000
Private placement – flow through shares	8,333,300	2,499,990
Share issuance costs	-	(391,240)
Subtotal	24,791,634	6,058,750
Valuation of warrants issued	-	(13,457)
Flow-through share premium liability	-	(583,331)
	24,791,634	5,461,962

The fair value of the 399,998 warrants was estimated using the Black-Scholes option pricing model to be $13,457. The following weighted average assumptions were used: expected dividend yield - 0%; expected volatility - 69% which is based on historical volatility; estimated risk-free interest rate – 1.88%; and an expected average life of 1.5 years.

The intended use of the net proceeds of $6,058,750 is $558,760 towards general working capital and $5,499,990 towards eligible exploration expenditures at the Douay Gold Project. As at December 31, 2018 the Company had incurred approximately $nil of general working capital expenditure and approximately $4,374,8782 of eligible exploration expenditures, including $1,374,882 related to flow-through expenditures.

June and July 2017 Private Placements

On June 26, 2017, the Company closed the first tranche of a private placement of 7,536,501 flow-through units at a price of $0.41 per unit for gross proceeds of $3,089,965 and 16,400,000 common share units at a price of $0.25 per unit for gross proceeds of $4,100,000. On July 14, 2017, the Company closed the final tranche of its private placement of 7,097,649 flow-through units at a price of $0.41 per unit for gross proceeds of $2,910,036. Each flow-through unit consisted of one flow-through common share and one share purchase warrant. Each common share unit consisted of one non flow-through common share and one share purchase warrant. Each warrant entitles the holder to purchase one additional common share of the Company at an exercise price of $0.40 per share until June 26, 2022 and July 14, 2022, respectively. In connection with the placement, finders' fees of $186,002 were incurred.

The fair value of the 31,034,150 warrants was estimated using the Black-Scholes option pricing model to be $4,767,987. The following weighted average assumptions were used: expected dividend yield - 0%; expected volatility - 151% which is based on historical volatility; estimated risk-free interest rate - 1.12%; and an expected average life of 5 years.

1.8 Off-balance sheet arrangements

As at December 31, 2018, the Company had no off-balance sheet arrangements.

1.9 Transactions with related parties

During the period, compensation to key management personnel was as follows:

	2018	2017
	$	$
Salaries and benefits	431,000	449,609
Share-based payments	366,433	791,900
Termination payments	-	260,000
	797,433	1,501,509

1.10 Fourth Quarter

Refer to section 1.4.

1.11 Subsequent events

Refer to sections 1.6 and 1.7.

1.12 Proposed transactions

None

1.13 Critical accounting estimates

The required disclosure is provided in Note 2 in the notes to the financial statements which accompany this MD&A and which are available under the Company's profile at www.sedar.com.

1.14 Changes in accounting policies including initial adoption

The required disclosure is provided in Note 2 and 3 in the notes to the financial statements which accompany this MD&A and which are available under the Company's profile at www.sedar.com.

1.15 Financial instruments and other instruments

The Company's financial instruments consist of cash and cash equivalents, deposits, and accounts payable and accrued liabilities. The fair values of these financial instruments approximate their carrying values, unless otherwise noted.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following summarizes fair value hierarchy under which the Company's financial instruments are valued:

Level 1 – fair values based on unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – fair values based on inputs that are observable for the asset or liability, either directly or indirectly; and
Level 3 – fair values based on inputs for the asset or liability that are not based on observable market data.

As at December 31, 2018 and 2017 no financial instruments were measured at fair value.

No transfer occurred between the levels during the year.

The Company's financial instruments are exposed to credit risk, liquidity risk, and market risks, which include currency risk and interest rate risk.

(a) Credit risk

Credit risk is the risk that a third party fails to discharge its obligations under the terms of the financial contract and causes a financial loss for the Company. The Company's credit risk is attributable to its cash and cash equivalents and deposits. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash and cash equivalent balances in highly rated Canadian financial institutions. The Company considers the risk of loss associated with cash and cash equivalents to be low.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure.

Accounts payable and accrued liabilities are due within twelve months of the statement of financial position date.

(c) Market risk

This is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Significant market risks to which the Company is exposed are as follows:

(i) Foreign currency risk

The Company is exposed to currency risk by having balances and transactions in currencies that are different from its functional currency (the Canadian dollar). As at December 31, 2018 and 2017 and throughout 2018 and 2017, the Company held immaterial balances in foreign currencies. Foreign currency risk is considered to be minimal.

(ii) Interest rate risk

Interest rate risk is the risk arising from the effect of changes in prevailing interest rates on the Company's financial instruments. The Company's exposure to interest rate risks is limited to potential increases or decreases on the interest rate offered on cash and cash equivalents held at chartered Canadian financial institutions, which would result in higher or lower relative interest income. This risk is considered to be minimal.

1.16 Other requirements

Additional information relating to the Company may be found on SEDAR at www.sedar.com.

1.16.1 Capital structure

As at the date of this report, the Company had 227,436,954 common shares issued and outstanding, 17,575,000 common shares issuable under stock options and 76,608,534 common shares issuable under share purchase warrants. The fully diluted outstanding share count is 321,620,488.

1.16.2 Internal controls over financial reporting and disclosure controls and procedures

The Company has disclosure controls and procedures in place to provide reasonable assurance that any information required to be disclosed by the Company under securities legislation is recorded, processed, summarized and reported within the applicable time periods and that required information is gathered and communicated to the Company's management so that decisions can be made about the timely disclosure of that information.

The Company's management is responsible for establishing and maintaining adequate internal controls over financial reporting. Any system of internal controls over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

The Company's management, including the Chief Executive Officer and the Chief Financial Officer, believe that any disclosure controls and procedures or internal controls 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. Because of the inherent limitations in all control systems, the Company's management cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgements in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any control system is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will 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.

1.16.3 Risk Factors

The securities of the Company are highly speculative and subject to a number of risks. A prospective investor or other person reviewing the Company for a prospective investor should not consider an investment in the Company unless the investor is capable of sustaining an economic loss of their entire investment. The risks associated with the Company's business include:

Mineral Exploration and Development

The exploration and development of minerals is highly speculative in nature and involves a high degree of financial and other risks over a significant period of time, which even a combination of careful evaluation, experience and knowledge may not eliminate. The Douay Gold Project is currently in the early exploration stage. While discovery of a mineral deposit may result in significant rewards, few properties which are explored are ultimately developed into producing mines. Whether a mineral deposit will be commercially viable depends on a number of factors, including the particular attributes of the deposit, financing costs, the cyclical nature of commodity prices, and government regulations (including those related to prices, taxes, currency controls, royalties, land tenure, land use, importing and exporting of mineral products, and environmental protection). The effect of these factors or a combination thereof, cannot be accurately predicted but could have an adverse impact on the Company.

The Company's operations are also subject to all of the hazards and risks normally encountered in mineral exploration and development. These risks include unusual and unexpected geological formations, seismic activity, rock bursts, cave-ins, water inflows and other conditions involved in the drilling and removal of material, environmental hazards, industrial accidents, periodic interruptions due to adverse weather conditions, labour disputes, political unrest and theft. The occurrence of any of the foregoing could result in damage to, or destruction of, mineral properties or interests, production facilities, personal injury, damage to life or property, environmental damage, delays or interruption of operations, increases in costs, monetary losses, legal liability and adverse government action.

Financing Risks

The Company has limited financial resources and there is no assurance that sufficient additional funding will be available to enable it to fulfill the Company's existing obligations or for further exploration and development on acceptable terms or at all. The Company does not generate revenue or cash flow and there can be no assurance that the Company will be able to obtain sufficient financing in the future on terms acceptable to it. The ability of the Company to arrange additional financing in the future will depend, in part, on prevailing capital market conditions as well as the business performance of the Company. The most likely source of future financing presently available to the Company is through the sale of additional Common Shares, which would mean that each existing shareholder would own a smaller percentage of the Common Shares then outstanding. Also, the Company may issue or grant warrants or options in the future pursuant to which additional Common Shares may be issued. Exercise of such warrants or options will result in dilution of equity ownership to the Company's existing shareholders.

Failure to obtain additional funding on a timely basis could result in delay or indefinite postponement of further exploration and development and could cause the Company to forfeit its interests in the Douay Gold Project or to reduce or terminate its operations.

Uncertainty in the Estimation of Mineral Resources

The Company has delineated mineral resources at the Douay Gold Project and has included mineral resource estimates in this AIF in accordance with NI 43-101. Mineral resources are estimates only and no assurance can be given that the anticipated tonnages and grades will be achieved or that assumptions on recovery will be realized. Investors are cautioned not to assume that any part or all of those mineral deposits classified as a mineral resource will ever be converted into mineral reserves or that that the anticipated tonnages and grades will be achieved." Estimation is a subjective process, and the accuracy of any mineral resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. Further, the bulk of these resource estimates are classified as "inferred mineral resources." Inferred mineral resources have a great amount of uncertainty as to their existence, and economic and legal feasibility. There can be no assurance that the Company will be able to increase the confidence level of all or any of the inferred resources. If the Company's actual mineral resources are less than current estimates or if the Company fails to develop its resource base through the realization of identified mineralized potential, its results of operations or financial condition may be materially and adversely affected.

Price of Gold
The ability of the Company to develop the Douay Gold Project will be significantly affected by changes in the market price of gold. The price of gold is affected by numerous factors beyond the Company's control. The level of interest rates, the rate of inflation, the world supply of and demand for gold, as well as the stability of currency exchange rates can all cause fluctuations in price. Such external economic factors are influenced by changes in international investment patterns and monetary systems as well as various political developments.

A drop in the price of gold would adversely impact the Company's future prospects. The price of gold has historically fluctuated widely and future price declines could cause the development of (and any future commercial production from) the Company's properties to be impracticable. In addition, sustained low gold prices could result in a halt or delay the exploration and development of the Company's properties; and reduce the potential for financings required for further exploration and development activities. These developments could have a material adverse impact on the Company's financial performance and results of operations.

Potential Profitability and Factors Beyond the Control of the Company
The potential profitability of mineral properties is dependent upon many factors beyond the Company's control. For instance, world prices of and markets for gold are unpredictable, highly volatile, potentially subject to governmental fixing, pegging and/or controls and respond to changes in domestic, international, political, social and economic environments. Profitability also depends on the costs of operations, including costs of labour, equipment, electricity, environmental compliance or other production inputs. Such costs may fluctuate in ways the Company cannot predict and are beyond the Company's control, and such fluctuations will impact profitability and may eliminate profitability altogether. Additionally, due to worldwide economic uncertainty, the availability and cost of funds for development have become increasingly difficult, if not impossible, to project. These changes and events may materially affect the financial performance of the Company.

Environmental Risks and Hazards
All phases of the Company's operations are subject to extensive environmental regulations. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation, provide for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry activities and operations. They also set forth limitations on the generation, transportation, storage and disposal of hazardous waste. A breach of these regulations may result in the imposition of fines and penalties. In addition, certain types of mining operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the viability or profitability of operations. Environmental hazards may exist on the properties in which the Company holds its interests or on properties that will be acquired which are unknown to the Company at present and which have been caused by previous or existing owners or operators of those properties.

Title Risks
While the Company has investigated title to the Douay Gold Project, there is a risk that title to the property will be challenged or impugned. The property may be subject to prior unregistered agreements or transfers or aboriginal land claims and title may be affected by undetected defects. If title defects do exist, it is possible that the Company may lose all or a portion of its rights, title, estate and interest in and to the properties, when and if earned, to which the title defects relate.

First Nations
The legal nature of first nation land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in the Douay Gold Project cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of first nation rights in the area in which the Douay Gold Project is located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Pursuant to section 35 of The Constitution Act of 1982, the Federal and Provincial Crowns have a duty to consult Aboriginal peoples and, in some circumstances, a duty to accommodate them. When development is proposed in an area to which a first nation group asserts Aboriginal rights and titles, and a credible claim to such rights and titles has been made, a developer may be required

by the Crown to conduct consultations with Aboriginal groups which may be affected by the project and, in some circumstances, accommodate them. The Company has signed a letter of collaboration with the Abitibiwinni First Nation, whose traditional territory encompasses the Douay Gold Project. The Company's relations with the nation are positive, and it is the Company's belief that there is broad support for future mineral development and production operations that would support the local economy. Nevertheless, the Company has not yet concluded with them any definitive agreement in respect of future development or production.

Competition
The mineral exploration business is competitive in all of its phases. The Company competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources, in the search for and the acquisition of attractive mineral properties. The Company's ability to acquire properties in the future will depend not only on the Company's ability to develop of the properties, but also on the Company's ability to select and acquire suitable prospects for mineral exploration or development. In addition, the mining industry periodically faces a shortage of equipment and skilled personnel and there can be intense competition for experienced geologists, engineers, field personnel and other contractors. There is no assurance that the Company will be able to compete successfully with others in acquiring prospective properties, equipment or personnel.

Dependence on a Single Project
The only project of the Company is the Douay Gold Project. In the absence of additional mineral projects, the Company is solely dependent on the success of the Douay Gold Project for its business success. Should the Company suffer adverse consequences in the progression of the Douay Gold Project the Company's business and financial position will be significantly adversely affected.

Infrastructure
Development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources, and water supply are important determinants for capital and operating costs. The lack of availability on acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploration or development of the Douay Gold Project. If adequate infrastructure is not available in a timely manner, there can be no assurance that the exploration or development of the Douay Gold Project will be commenced or completed on a timely basis, if at all. In addition, unusual weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect our exploration and development activities.

Government Regulations
The Company's current or future operations, including exploration and development activities and the commencement of commercial production, require licenses, permits or other approvals from various federal, provincial and/or local governmental authorities and such operations are or will be governed by laws and regulations relating to prospecting, development, mining, production, exports, taxes, labour standards, occupational health and safety, waste disposal, toxic substances, land use, water use, environmental protection, aboriginal land claims and other matters. The Company believes that it is in substantial compliance with all material laws and regulations which currently apply to the Company's activities. There can be no assurance, however, that the Company will obtain on reasonable terms or at all the permits and approvals, and the renewals thereof, which the Company may require for the conduct of the Company's current or future operations or that compliance with applicable laws, regulations, permits and approvals will not have an adverse effect on the Douay Gold Project. Possible changes to mineral tax legislation and, regulations could cause additional expenses, capital expenditures, restrictions and delay on the Company's planned exploration and operations, the extent of which cannot be predicted. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Price Volatility and Lack of Active Market
The market price of a publicly traded stock, especially a junior resource issuer such as the Company, is affected by many variables in addition to those directly related to exploration successes or failures. Such factors include the general condition of markets for resource stocks, the strength of the economy generally, the availability and attractiveness of alternative

investments, and the breadth of the public markets for the stock. As a result, the market price of the Common Shares is highly volatile and there can be limited liquidity in the market. Therefore, holding Common Shares involves a high degree of risk and investors could suffer significant losses if the Company's Common Shares are depressed or illiquid when an investor seeks liquidity.

Key Executives
The Company is dependent on the services and technical expertise of several key executives, including the directors of the Company and a small number of highly skilled and experienced executives and personnel. Due to the relatively small size of the Company, the loss of any of these individuals may adversely affect the Company's ability to attract and retain additional highly skilled employees and may impact its business and future operations.

Internal Controls
Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, and not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation. The Company is undertaking to put into place a system of internal controls appropriate for its size, and reflective of its level of operations, however, given the size of the Company and its limited resources, these controls may be inadequate to identify all errors.

Conflicts of Interest
Certain of the Company's directors, officers and other members of management do, and may in the future, serve as directors, officers, promoters and members of management of other mineral exploration and development companies and, therefore, it is possible that a conflict may arise between their duties as a director, officer, promoter or member of the Company's management team and their duties as a director, officer, promoter or member of management of such other companies. The Company's directors and officers are aware of the laws establishing the fiduciary duties of directors and officers including the requirement that directors disclose conflicts of interest and abstain from voting on any matter where there is a conflict of interest. The Company will rely upon these laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors or officers.

Surface Rights
The Company does not own all of the surface rights at its properties and there is no assurance that surface rights owned by the government will be granted, nor that they will be on reasonable terms if granted. Failure to acquire surface rights may impact the Company's ability to access its properties, as well as its ability to commence and/or complete construction or production, any of which would have a material adverse effect on the profitability of the Company's future operations.

Uninsured Risks
The Company's business is subject to a number of risks and hazards including adverse environmental effects and technical difficulties due to unusual or unexpected geologic formations.

Such risks could result in personal injury, environmental damage, damage to and destruction of the facilities, delays in exploration and development and liability. For some of these risks, the Company maintains insurance to protect against these losses at levels consistent with industry practice. However, the Company may not be able to maintain current levels of insurance, particularly if there is a significant increase in the cost of premiums. Insurance against environmental risks is generally expensive and may not continue to be available for the Company and other companies in the industry. The Company's current policies may not cover all losses. The Company's existing policies may not be sufficient to cover all liabilities arising under environmental law or relating to hazardous substances. Moreover, in the event that the Company is unable to fully pay for the cost of remedying an environmental problem, the Company might be required to suspend or significantly curtail its activities or enter into other interim compliance measures.

Other Risks
For further information regarding risks related to the Company, please refer to the section entitled "General Development of Business - Risk Factors" in the Company's most recent Annual Information Form available on SEDAR at www.sedar.com.