GoGold Resources Inc

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three months ended December 31, 2012

Date and Background

This discussion and analysis of financial position and results of operations is prepared as at February 27, 2013 and should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three month period ended December 31, 2012 for GoGold Resources Inc. (the "Corporation"). Those financial statements have been prepared, in Canadian dollars (except as otherwise disclosed), in accordance with International Financial Reporting Standards ("IFRS"). Additional information relevant to the Corporation's activities can be found on SEDAR at www.sedar.com.

Forward Looking Statements

Certain information included in this discussion may constitute forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Corporation to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Examples of such statements include the intention to complete an acquisition or disposition and the Corporation's plans for its mineral projects. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this document. Such forward-looking statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to: the ability of the Corporation to obtain necessary financing; satisfy conditions under any acquisition agreement; satisfy the requirements of the Toronto Stock Exchange ("TSX") with respect to an acquisition; consumer interest in the Corporation's services and products; competition; and anticipated and unanticipated costs. The forward-looking statements contained in this document are made as of the date of this document and the Corporation does not undertake to update publicly or revise the forward-looking information contained in this document, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. These forward-looking statements should not be relied upon as representing the Corporation's views as of any date subsequent to the date of this document. Although the Corporation has attempted to identify factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The factors identified above are not intended to represent a complete list of the factors that could affect the Corporation. Additional factors are noted under "Risk Factors" in the Corporation's Annual Information Form dated January 15, 2013, a copy of which may be obtained on the SEDAR website at www.sedar.com, as well as other continuous disclosure materials filed from time to time with Canadian securities regulatory authorities.

Any financial outlook or future-oriented financial information in this document, as defined by applicable securities legislation, has been approved by management of the Corporation as of the date of this document. Such financial outlook or future oriented financial information is provided for the purpose of providing information about management's current expectations and plans relating to the future. Readers are cautioned that such outlook or information should not be used for purposes other than for which it is disclosed in this document.

Mr. Terence F. Coughlan, P.Geo, President and Chief Executive Officer of the Corporation, who is a qualified person as defined by National Instrument 43-101, *Standard of Disclosure for Mineral Projects*, is responsible for, and has reviewed and approved, the scientific and technical information contained in this document.

Overall Performance and Corporation Overview

The Corporation was incorporated under the *Canada Business Corporations Act* (the "CBCA") on January 18, 2008. The head office and the registered office of the Corporation are located at 2000 Barrington Street, Suite 1301, Cogswell Tower, Halifax, Nova Scotia, B3J 3K1. On January 22, 2010, the Corporation received final receipts for a prospectus dated January 20, 2010 and became a reporting issuer in the Provinces of British Columbia, Alberta, Nova Scotia and Ontario. The Corporation completed its initial public offering (the "Offering") to raise gross proceeds of $500,000 on February 8, 2010 and had its common shares listed for trading on the TSX Venture Exchange ("TSXV") as a capital pool Corporation on February 12, 2010, under the symbol GGD.P.

On July 30, 2010, following the receipt of all necessary regulatory approvals for approval of its Qualifying Transaction, the common shares of the Corporation commenced trading on the TSX Venture Exchange under the symbol GGD as a Tier 2 mining exploration Corporation.

On April 13, 2011, the Corporation acquired all of the issued and outstanding shares of Mexican Gold Holdings Corporation Incorporated ("MHC"), a Canadian Corporation (the "MHC Transaction"). MHC and MHC's wholly owned Canadian subsidiary, North American Gold Holdings Corporation Incorporated ("NAHC"), together own 100% of Minera Dorango Dorado S.A. DE C.V., a Mexican Corporation, ("MDD"). MDD is a party to agreements to earn a 100-per-cent interest in five (5) gold and silver properties consisting of a number of Mexican mining concession titles (the "MDD Claims") in Durango, Mexico (the "MDD Agreements").

The Corporation issued 14,000,000 common shares to the shareholders of MHC and paid cash consideration of $1,100,000. The fair value of $10,920,000 pursuant to the share issuance has been included in share capital and acquisition cost for the MDD Claims (also called the "San Diego Project"). The cash payment has been included in the acquisition cost of the project.

Subsequent transactions have increased the San Diego project land area to 71,495 hectares.

The following table summarizes the minimum future financial commitments (in US$) as of the date of this document to keep the MDD Agreements, including Mina La Blanca, in good standing:

	Fiscal year 2013	2014	2015	2016	2017	2018	2019
Work commitments	250,000	150,000	150,000	150,000	150,000	150,000	-
Property payments	250,000	-	-	-	-	-	-
Minimum advance royalty	-	178,000	178,000	178,000	178,000	178,000	8,000
Total	500,000	328,000	328,000	328,000	328,000	328,000	8,000

Note: Excess work commitment expenditures in any given year can be applied against future commitments

On July 30, 2012, the Corporation closed the acquisition of Absolute Gold Holdings Incorporated ("Absolute"). GoGold acquired all of the 83,000,000 issued and outstanding common shares of Absolute ("Absolute Shares") and the 15,000,000 common share purchase warrants of Absolute ("Absolute Warrants") in exchange for the issuance of 0.81 of a common share of GoGold ("GoGold Share") for each Absolute Share and 0.81 of a common share purchase warrant of GoGold ("GoGold Warrant") for each Absolute Warrant, through a plan of arrangement ("Plan of Arrangement") completed under the Canada Business Corporations Act (the "Acquisition Transaction").

Under the terms of the Acquisition Transaction, the 83,000,000 Absolute Shares and the 15,000,000 Absolute Warrants issued and outstanding are to be exchanged under the terms of the Acquisition Transaction into 67,230,000 GoGold Shares and 12,150,000 GoGold Warrants, in accordance with the terms of the Plan of Arrangement. Each GoGold Warrant is exercisable into one GoGold Share at an exercise price of $1.50 until January 24, 2015.

On January 22, 2013, the Corporation commenced the trading of its common shares ("Common Shares") on the Toronto Stock Exchange (the "TSX") under the symbol "GGD". The Corporation's Common Shares were simultaneously delisted from the TSX Venture Exchange.

On January 22, 2013, the Corporation announced it had appointed Mr. Terry Cooper, QC to the board of directors of the Corporation as well as to the Audit Committee and the Corporate Governance Committee. At the same time, Mr. Daniel Whittaker resigned from both the board of directors, the audit committee and the corporate governance committee. The audit committee now consists of three independent directors.

Summary of Quarterly Results (in $)

	Revenue	Expenses	Net Loss	Working Capital	Total Assets	Shareholder Equity	Loss per Share
December 31, 2012	**0**	**754,245**	**754,245**	**21,730,823**	**94,993,318**	**94,697,439**	**.01**
September 30, 2012	**0**	**722,414**	**722,414**	**24,495,431**	**96,040,317**	**95,183,786**	**.01**
June 30, 2012	**0**	**545,754**	**545,754**	**866,978**	**21,124,489**	**20,643,348**	**.01**
March 31, 2012	**0**	**687,765**	**687,765**	**3,111,218**	**21,293,858**	**21,057,774**	**.01**
December 31, 2011	**0**	**456,882**	**456,882**	**4,884,168**	**21,592,944**	**21,339,914**	**.01**
September 30, 2011	**0**	**435,278**	**435,278**	**2,111,435**	**17,442,319**	**17,183,696**	**.01**
June 30, 2011	**0**	**274,060**	**274,060**	**4,298,585**	**17,764,730**	**17,686,049**	**.01**
March 31, 2011	**0**	**208,211**	**208,211**	**6,591,813**	**7,210,452**	**7,096,442**	**.01**

Note: Fully diluted loss per share equals Loss per Share

Results of Operations

During the three month period ended December 31, 2012, the Corporation was carrying out a prefeasibility study on the Parral Tailings Project acquired in the acquisition of Absolute Gold and has now received the results which were released in a news release on February 21, 2013. The final report is required to be filed on SEDAR within 45 days of the release. In addition, exploration is continuing on the San Diego property which to date has focused on drilling the Chispa South area as well as sampling, trenching and mapping other areas of the property.

During the three month period ended December 31, 2012, and in the comparable period, the Corporation earned no revenue from operations. During the three month period ended December 31, 2012, the Corporation incurred general and administrative expenses of $573,681. The comparative figure for the prior year was $334,639. The increase in these expenses are a result of increased business activity as a result of the Corporation's acquisition of Absolute Gold. During the three month period ended December 31, 2012, the Corporation also incurred marketing and public relations expenses of $253,232. The corresponding expenses for the previous year period were $122,243. The increase in the marketing and public relations expenses is due to an increased level of trade show attendance and marketing efforts due to the increased business activity. The Corporation also incurred a foreign currency gain arising from translation of foreign subsidiaries during the period of $35,340 (2011 – loss of $161,238). This has been recorded under other comprehensive income for the period.

These expenses resulted in a net loss prior to the foreign currency translation loss for the three months ended December 31, 2012 of $754,245 (2011 - $456,882). Total comprehensive loss for the period was $718,905 (2011 - $618,120).

The Corporation's cash used in operations was $997,182 during the three months ended December 31, 2012 and $198,279 during the prior period. The increase is primarily due to the increased level of business activity as a result of the Parral acquisition being completed and exploration continuing at an aggressive pace on San Diego. These projects require higher levels of head office general and administrative expenditures incurred in Canada in the form of consulting fees, personnel, administrative work, marketing efforts and regulatory fees.

Cash used in investing activities amounted to $2,244,901 in the three months ended December 31, 2012 (2011 - $1,516,979). The increase is partially due to expenditures incurred on the Parral Project and partially due to increased expenditures on the San Diego project. A second drill was added and a significant portion of the drilling completed during the quarter required helicopter support. With the encouraging results obtained, a decision has been made to build a road which is expected to reduce drilling costs going forward once the road is complete.

Finally, cash provided by financing activities totaled $nil in the three months ended December 31, 2012 (2011 - $4,617,636). The difference is accounted for by the fact that no financing was completed during the current period while a private placement financing and stock options were exercised during the prior period for net proceeds of $4,617,636.

The above resulted in the Corporation's cash balance being reduced from $24,727,903 at September 30, 2012 to $21,485,820 at December 31, 2012. Total current assets were similarly reduced from $25,351,962 on September 30, 2012 to $22,026,702 on December 31, 2012.

Total non-current assets, consisting of Property, plant and equipment and Exploration and evaluation assets increased from $70,541,902 on September 30, 2012 to $72,966,616 on December 31, 2012 as a result of exploration expenditures.

On the liability side, current liabilities were reduced from $856,531 on September 30, 2012 to $295,879 on December 31, 2012 as a result of a number of trade payables being paid.

Total equity decreased from $95,183,786 on September 30, 2012 to $94,697,439 on December 31, 2012 due primarily to the net loss and a stock-based compensation charge associated.

Exploration Activities

The following table summarizes the exploration and acquisition costs incurred for the three month period ended December 31, 2012 on the Parral, San Diego and Rambler projects:

	Balance September 30, 2012			Additions for three months ended December 31, 2012			Balance December 31, 2012			Total December 31, 2012
	Rambler	San Diego	Parral	Rambler	San Diego	Parral	Rambler	San Diego	Parral	
Property acquisition costs	$ 199,960	$12,679,825	$48,314,611	$ -	198,037	$ -	$199,960	$12,877,862	$48,314,611	$ 61,392,433
Deferred property exploration costs:										
Assays	59,342	961,428	93,641	-	164,993	-	59,342	1,126,421	93,641	1,279,404
Survey and geophysics	-	358,938	81,851	-	-	176,283	-	358,938	258,134	617,072
Drilling and site work	158,291	2,406,036	78,327	-	742,779		158,291	3,148,815	78,327	3,385,433
Geological and consulting	196,651	2,109,751	39,810	-	395,980	110,206	196,651	2,505,731	150,016	2,852,398
On site accommodation	11,441	158,746	-	-	28,523	86	11,441	187,269	86	198,796
Equipment rental and fuel	15,756	770,196	-	-	194,058	792	15,756	964,254	792	980,802
Technical and professional	33,642	233,306	133,115	-	97,912	1,655	33,642	331,218	134,770	499,630
Trenching and field work	18,765	144,875	-	-	-	-	18,765	144,875	-	163,640
Management and administration	21,000	1,165,636	12,630	-	143,494	93,383	21,000	1,309,130	106,013	1,436,143
Total exploration costs	514,888	8,308,912	439,374	-	1,767,739	382,405	514,888	10,076,651	821,779	11,413,318
Less: Government assistance	-	-		-	-	-	-	-	-	-
Cumulative effect of movements in FX rate		77,817	6,515	-	22,423	1,874	-	22,423	1,874	24,297
Total property costs	$ 714,848	$21,066,554	$48,760,500	$ -	$1,988,199	$ 384,279	$714,848	$22,976,936	$49,138,264	$ 72,830,048

Parral Project

The Parral Project is located in the state of Chihuahua, Mexico and comprises dry land tailings deposited from the historical Mina la Prieta silver and base metal mine. Please see the NI 43-101 compliant technical report dated May 11, 2012 and filed June 4, 2012 on SEDAR for a complete description of the project. Work on the Parral Project has focused on completing the prefeasibility study, the results of which have been received as mentioned above. The Corporation is now considering the next steps for the project.

San Diego Project

Exploration work on the San Diego project (please see the NI 43-101 compliant technical report dated June 27, 2012 and filed June 28, 2012 on SEDAR for a complete description of the project) has focused on drilling the Chispa South area and trenching, sampling and mapping the surrounding area.

On February 13, 2013, the Corporation announced new drilling results from the Chispa South area which lies within the larger Chispa De Oro target at the Corporation's San Diego Project in Durango, Mexico. Hole GGS-064 intercepted 42.05 meters of 190 g/t silver, 1.9% copper, and 0.69 g/t gold which included an intercept of 24.1 meters of 305 g/t silver, 2.1% copper and 1.03 g/t gold. Hole GGS-62 returned 31.3 meters of 235 g/t silver 0.50% copper and 1.15 g/t gold at a potential open pit target developing at the Chispa South area.

The Corporation intends to define a resource at Chispa South through definition drilling and to continue to define other high grade areas within the San Diego Project that we believe can develop into resources quickly.

The drills on the property have been moved from the Chispa South location while the Corporation awaits a drilling road permit. Up to this date drilling activity in the area has required helicopter support. Current successful results warrant the construction of a road which we anticipate will reduce the cost of drilling. Construction is expected to take approximately three months to complete.

In the meantime, drilling has commenced at the Las Europas high grade silver target located approximately four kilometers to the south of Chispa South. Mapping has identified eight main structures some up to 1.2 km in length ranging from 2 to 10 m in width. Initial sampling of these structures has identified numerous high grade zones within the structures. The highlights of this new target zone are trench SDL -903 had 10 m of 318.2 g/t silver and 0.62 gold including 4 m of 555.2 silver 0.67g/t gold, trench SDL- 904 had 6 m of 331.5 g/t silver and 0.33 g/t gold including 4 m of 452.3 g/t silver 0.47 g/t gold, trench SDL-901 6m of 146.6 g/t silver including 4 m of 202.4 g/t silver, and trench SDL- 909 had 4 m of 451.5 g/t silver highlight the recent discovery.

The Las Europas discovery is the third area of high importance for potential resource development within the San Diego claim group. With only about 10% of the 71,495 Hectare San Diego area systematically mapped and sampled this has resulted in the discovery of three zones of significant mineralization identified. This bodes well for the additional discovery of more areas within this perspective land package. The other two areas are Chispa De Oro and Breccia Hill where the Corporation has some very exciting silver, gold and copper drill intercepts to date.

Refer to the Corporation's news release dated February 13, 2013 for more information on the new drilling results, which is available on SEDAR at www.sedar.com.

Rambler Project
The Corporation is evaluating options with regard to its Rambler project including joint venturing and selling the property.

Liquidity and Capital Resources

At December 31, 2012, the Corporation had cash of $21,485,820 (September 30, 2012 - $24,727,903).

At December 31, 2012, the Corporation had working capital of $21,730,823 (September 30, 2012 - $24,495,431).

The Corporation believes that the results of the Parral prefeasibility study were positive and has immediately initiated front end engineering work to more accurately determine the level of capital costs specified in the study. Additional capital may be required and the Corporation is exploring potential debt financing alternatives to fund these requirements. The ability of the Corporation to raise the necessary funds cannot be guaranteed.

The Corporation's commitments to keep the Parral project in good standing are a US$30,000 payment per month made to the municipality and a 12% net profits interest paid on a monthly basis once the project is put into production.

Off-Balance Sheet Arrangements

The Corporation has no off-balance sheet arrangements.

Transactions with Related Parties

Included in general and administrative expense during the period ended December 31, 2012 are insurance premiums amounting to $19,999 (2011 - $8,454) paid to Bell and Grant Insurance, a corporation in which a significant interest is owned by Mr. Phil Gaunce, a director of the Corporation.

The transactions were in the normal course of operations and were measured at the exchange amounts, which are the amounts agreed to by the related parties.

Critical Accounting Estimates and Significant Accounting Policies

a) Foreign currency

i) Foreign currency transactions

In preparing the financial statements of each individual corporate entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognized in profit or loss in the period in which they arise except for: exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognized initially in other comprehensive income and reclassified from cumulative translation account to profit or loss on repayment of the monetary items.

ii) Foreign operations

The results and financial position of all the Corporation's entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- shareholders' equity and intercompany loans are translated at historical rates of exchange at the reporting date;
- assets and liabilities are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each income statement presented are translated at monthly average exchange rates; and
- all resulting exchange differences are recognized within Accumulated Other Comprehensive Income ("AOCI") which is a separate component of equity.

On the loss of control of a foreign operation, all the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Corporation are recognized in the income statement as part of the gain or loss on sale.

Goodwill and fair value adjustments on identifiable assets and liabilities acquired arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognized in AOCI.

Recent accounting pronouncements:

A number of new standards, and amendments to standards and interpretations under IFRS, are not yet effective, and have not been applied in preparing these condensed consolidated interim financial statements.

a) Financial instruments

The IASB has issued a new standard, IFRS 9 (2010), Financial Instruments, which will ultimately replace IAS 39, Financial Instruments – Recognition and Measurement and augments the previously issued IFRS 9 (2009). The standard eliminates the existing IAS 39 categories of held-to-maturity, available-for-sale and loans and receivables. This standard becomes effective on January 1, 2015. The Company is currently evaluating the impact of this new standard.

The IASB issued IFRS 9 *Financial Instruments* ("IFRS 9") in November 2009 and contained requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments, and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. This standard is required to be applied for accounting periods beginning on or after January 1, 2015, with earlier adoption permitted. The Company will evaluate the impact of the change to its consolidated financial statements based on the characteristics of its financial instruments at the time of adoption.

b) Consolidated financial statements

The IASB issued IFRS 10, Consolidated Financial Statements on May 12, 2011 to replace the current IAS 27, Consolidated and Separate Financial Statements. The new standard identifies the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent company. This new standard is effective for fiscal years beginning on or after January 1, 2013. The Company is currently evaluating the impact of this new standard.

c) Joint arrangements

The IASB issued IFRS 11, Joint Arrangements on May 12, 2011 to replace the current IAS 31, Interests in Joint Ventures. The new standard classifies joint arrangements as either joint ventures or joint operations. Interests in joint ventures will be accounted for using equity accounting, eliminating the proportionate consolidation option currently available under IAS 31. This new standard is effective for fiscal years beginning on or after January 1, 2013. The Company is currently evaluating the impact of this new standard.

d) Disclosure of interest in other entities

On May 12, 2011 the IASB issued IFRS 12, Disclosure of Interest in Other Entities. This standard establishes disclosure requirements for interests in other entities, including joint arrangements, associates, special purpose entities and other off balance sheet entities. This new standard is effective for fiscal years beginning on or after January 1, 2013. The Company is currently evaluating the impact of this new standard.

e) Fair value measurement

The IASB issued IFRS 13, Fair Value Measurement on May 12, 2011. This is a comprehensive standard for fair value measurement and disclosure of fair value measurements across various IFRS standards. IFRS 13 provides a definition of fair value, sets out a single IFRS framework for measuring fair value, and outlines requirements for disclosure of fair value measurements. The new standard is effective for fiscal years beginning on or after January 1, 2013. The Company is currently evaluating the impact of this new standard.

f) Other standards

The IASB amended IAS 1, Presentation of Financial Statements with changes effective July 1, 2012 and IAS 19, Employee Benefits with changes effective January 1, 2013. These standards have been reviewed and they are not anticipated to have a significant impact on the Company.

Financial Instruments and Other Risks

The Corporation's financial instruments consist of cash, input taxes recoverable, pre-paid expenses, short-term deposits, accounts payable and accrued liabilities. Management does not believe the financial instruments held by the Corporation expose it to any significant interest, currency or credit risks. The fair market value of these financial instruments approximates their carrying values, unless otherwise noted.

Development and exploration of resource properties involves risks, many of which are outside the Corporation's control. At this stage in the Corporation's development it relies on equity financing for the funds to explore its property and potentially develop any resource that may be found. Future financing could be affected by many factors outside the Corporation's control such as market or commodity price changes and general economic conditions. The Corporation may not have sufficient funds from its current financial resources to put any resource in commercial production. There is no assurance such financing will be available to the Corporation when required, or that it will be available on acceptable terms.

Additional detail on risks and uncertainties is discussed in the Corporation's Annual Information Form dated January 15, 2013, a copy of which may be obtained on the SEDAR website at www.sedar.com, as well as other continuous disclosure materials filed from time to time with Canadian securities regulatory authorities.

Outstanding Share Data

As at December 31, 2012, the Corporation had a total of 128,288,331 common shares issued and outstanding with a recorded value of $89,703,697. Comparative figures for December 31, 2011 were 60,966,665 and $23,183,073.

As of the date of this document, the Corporation has 128,288,331 common shares issued and outstanding and 144,023,331 fully diluted, including:

- 3,415,000 options granted under the Corporation's incentive stock option plan exercisable into 3,415,000 common shares;
- 12,150,000 warrants issued in connection with the Acquisition Transaction exercisable into 12,150,000 common shares; and
- 170,000 finder's warrants issued in connection with a private placement completed on December 23, 2011 exercisable into 170,000 common shares.

Disclosure Controls and Procedures and Internal Controls over Financial Reporting

Disclosure controls and procedures ("DC&P") are intended to provide reasonable assurance that material information is gathered and reported to senior management to permit timely decisions regarding public disclosure. Internal controls over financial reporting ("ICFR") are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian generally accepted accounting principles.

Venture issuers are not required to provide representations in their annual and interim filings relating to the establishment and maintenance of DC&P and ICFR, as defined in National Instrument 52-109, *Certification of Disclosure in Issuers' Annual and Interim Filings* ("NI 52-109"). In particular, the CEO and CFO do not make any representations relating to the establishment and maintenance of (a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation, and (b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The Corporation ceased to be a venture issuer on January 22, 2013, subsequent to the three-month period ended December 31, 2012, as a result of the listing of its common shares on the TSX. The Corporation is currently in the process of developing and implementing NI 52-109 compliance DC&P and ICFR, which will be incorporated over the next several months.

Other Information

Additional information regarding the Corporation, including the Corporation's Annual Information Form dated January 15, 2013, is available on SEDAR at www.sedar.com.

Dated: February 27, 2013