BE RESOURCES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED

MARCH 31, 2014

(EXPRESSED IN US DOLLARS UNLESS OTHERWISE NOTED)

Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of BE Resources Inc. (the "Company" or "BE") constitutes management's review of the factors that affected the Company's financial and operating performance for the three months ended March 31, 2014. This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited annual consolidated financial statements of the Company for the years ended December 31, 2013 and 2012, as well as the unaudited condensed interim consolidated financial statements of the Company for the three months ended March 31,2014, together with the notes thereto. Results are reported in US dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. Information contained herein is presented as at April 16, 2014, unless otherwise indicated.

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the IFRS Interpretations Committee ("IFRIC"). The unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by the IASB and interpretations issued by the IFRIC.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of BE common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations is available on SEDAR at **www.sedar.com**.

Cautionary Note Regarding Forward-Looking Information

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward looking statements.

Forward-looking statements	Assumptions	Risk factors
Potential of the Company's properties to contain economic deposits of gold and/or other metals.	Financing will be available for future exploration and development of the Company's properties; the actual results of the Company's exploration and development activities will be favourable; operating, exploration and development costs will not exceed the Company's expectations; the Company will be able to retain and attract skilled staff; all requisite regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company, and applicable political and economic conditions are favourable to the Company; the price of gold and/or other applicable metals and applicable interest and exchange rates will be favourable to the Company; no title disputes exist with respect to the Company's properties	Gold price volatility; uncertainties involved in interpreting geological data and confirming title to acquired properties; the possibility that future exploration results will not be consistent with the Company's expectations; availability of financing for and actual results of the Company's exploration and development activities; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; the Company's ability to retain and attract skilled staff
The Company believes it has sufficient cash on hand to continue operations for twelve months after March 31, 2015.	The Company has anticipated all material costs and the operating activities of the Company for the twelve-month period ending March 31, 2015, and the costs associated therewith, will be consistent with the Company's current expectations	Unforeseen costs to the Company will arise; any particular operating costs increase or decrease from the date of the estimation; changes in economic conditions
The Company will be able to carry out anticipated business plans.	The operating and exploration activities of the Company for the twelve-month period ending March 31, 2015, will be consistent with the Company's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions are favourable to the Company; financing will be available for the Company's exploration and development activities and the results thereof will be favourable; the Company will be able to retain and attract skilled staff; all applicable regulatory and governmental approvals for exploration projects and other	Mineral resource price volatility, changes in debt and equity markets; timing and availability of external financing on acceptable terms; the uncertainties involved in interpreting geological data and confirming title to acquired properties; the possibility that future exploration results will not be consistent with the Company's expectations; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; the Company may be

	operations will be received on a timely basis upon terms acceptable to the Company; the Company will not be adversely affected by market competition; the price of gold and/or other applicable metals will be favourable to the Company; no title disputes exist with respect to the Company's properties	unable to retain and attract skilled staff; receipt of applicable permits
Management's outlook regarding future trends	Financing will be available for the Company's future business or property acquisition and operating activities; the price of gold and/or other applicable metals will be favourable to the Company	Mineral resource price volatility; changes in debt and equity markets; interest rate and exchange rate fluctuations; changes in economic and political conditions
Sensitivity analysis of financial instruments	Based on management's knowledge and experience of the financial markets, the Company believes that there would be no material changes to its results for the three months ended March 31, 2014, as a result of the change in liquidity, interest rate, foreign exchange and commodity price risks	Changes in debt and equity markets; interest rate and exchange rate fluctuations

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors referenced in the "Risk Factors" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. 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 MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

The Company's focus is currently on the exploration of its LaFlamme property as well as on acquiring additional interests in mineral resource exploration and development properties.

The ability of the Company to continue as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary equity financing to continue operations and the attainment of profitable operations. BE's unaudited condensed interim consolidated financial statements have been prepared on the basis that the Company is a going concern and do not include adjustments that would be necessary should the Company be unable to continue as a going concern. These adjustments could be material.

Proposed Transaction

The Company is focused on the identification and evaluation of suitable exploration and development properties. Although there are projects that are extremely promising, the Company will likely have to raise additional capital to fund any new project.

Overall Performance

On April 3, 2014, the Company released a National Instrument 43-101 report on its LaFlamme Property dated March 31, 2014. The report is available on SEDAR at **www.sedar.com**.

During the three months ended March 31, 2014, the Company earned no revenue and reported a net loss of $80,024 ($0.00 basic and diluted loss per share). That compares with net loss of $104,439 for the three months ended March 31, 2013 ($0.01 basic and diluted loss per share).

At March 31, 2014, the Company had assets of $307,265 (December 31, 2013 - $359,409) and shareholders' deficiency of $81,814 (December 31, 2013 - shareholders' equity of $2,305). At March 31, 2014, the Company had $389,079 of current liabilities (December 31, 2013 - $357,104).

At March 31, 2014, the Company had working capital deficit of $81,814 (December 31, 2013 - working capital of $2,305). The Company had cash of $297,635 at March 31, 2014 (December 31, 2013 - $341,439).

The Company will use its cash balance to fund its operating expenses and its exploration and evaluation expenses although additional financing will be required to complete exploration and evaluation activities. See "Liquidity and Financial Position" section below.

Trends

The Company plans to focus on the exploration of its LaFlamme property as well as to continue to search for suitable mineral resource exploration and development properties to acquire, with a view to maximizing value for shareholders. Management monitors economic and financial market conditions and estimates their impact on the Company's plans and strategic decisions. Apart from these and the risk factors noted under the heading "Risk Factors", management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

Overall Objective

For the remainder of fiscal 2014, the Company plans to continue to search for suitable assets or businesses to acquire or merge with, with a view to maximizing value for shareholders. See "Risk Factors" below and "Proposed Transaction" above.

(Expressed In US Dollars Unless Otherwise Noted)

Selected Quarterly Information

Three Months Ended (*)	Net Revenues ($)	Net Income (Loss) [9] ($)	
March 31, 2014	nil	(80,024) [1]	(0.00)
December 31, 2013	nil	(126,379) [2]	(0.01)
September 30, 2013	nil	(185,129) [3]	(0.01)
June 30, 2013	nil	(103,632) [4]	(0.01)
March 31, 2013	nil	(104,439) [5]	(0.01)
December 31, 2012	nil	(132,346) [6]	(0.01)
September 30, 2012	nil	(156,263) [7]	(0.02)
June 30, 2012	nil	(156,373) [8]	(0.02)

(*) All periods presented are under IFRS.

Notes:

(1) Net loss of $80,024 principally related to transfer agent and filing fees of $11,969, management and consulting fees of $27,177, professional fees of $24,809, and geological consulting fees of $16,306.

(2) Net loss of $126,379 principally related to share-based compensation of $16,150, management and consulting fees of $29,088, professional fees of $27,459, and geological consulting fees of $17,866.

(3) Net loss of $185,129 principally related to share-based compensation of $103,377, management and consulting fees of $29,178, professional fees of $28,894, and geological consulting fees of $17,008.

(4) Net loss of $103,632 principally related to management and consulting fees of $27,230, professional fees of $63,477, and geological consulting fees of $14,714.

(5) Net loss of $104,439 principally related to management and consulting fees of $29,400, professional fees of $25,878, transfer agent and filing fees of $24,892 and geological consulting fees of $14,812.

(6) Net loss of $132,346 principally related to management and consulting fees of $30,153, impairment of uncollectible reclamation bond of $25,946, geological consulting fees of $16,746 and professional fees of $15,457.

(7) Net loss of $156,263 principally related to professional fees of $55,216, accretion expense of $33,744, management and consulting fees of $30,498, geological consulting fees of $18,648 and travel expenses of $16,338.

(8) Net loss of $156,373 principally related to professional fees of $53,577, management and consulting fees of $29,439, geological consulting fees of $20,966 and travel expenses of $19,387.

(9) Basic and diluted adjusted to reflect the consolidation of the Company's common shares. See "Share Capital" below.

Discussion of Operations

Three months ended March 31, 2014, compared with three months ended March 31, 2013

For the three months ended March 31, 2014, BE realized a net loss of $80,024 (three months ended March 31, 2013: net loss of $104,439) or loss of $0.00 per share (three months ended March 31, 2013: loss of $0.01 per share), on no revenue.

During the three months ended March 31, 2014, there were increases/decreases in professional fees, geological consulting fees, office and general, management and consulting fees and transfer agent and filing fees. Each of these items are analyzed in more detail immediately below:

- Professional fees decreased by $1,069 for the three months ended March 31, 2014, from the comparative period in 2013. This is mainly due the weakness of the Canadian dollar as the majority of these expenses are denominated in Canadian dollars.
- Geological consulting fees increased by $1,494 for the three months ended March 31, 2014, from the comparative period in 2013. This is mainly due the expenses related to the 43-101 report completed (see "Overall Performance" above) which was partially offset by the weakness of the Canadian dollar as the majority of these expenses are denominated in Canadian dollars.
- Office and general decreased by $9,597 for the three months ended March 31, 2014, from the comparative period in 2013. This is mainly due to the writing off of old accounts payable balances.
- Management and consulting fees decreased by $2,223 for the three months ended March 31, 2014, from the comparative period in 2013. This is mainly due the weakness of the Canadian dollar as the majority of these expenses are denominated in Canadian dollars.
- Transfer agent and filing fees decreased by $12,923 for the three months ended March 31, 2014, from the comparative period in 2013. This is mainly due the costs incurred on the share consolidation done in March 2013.

BE expects to incur losses until such time, if ever, it identifies commercial amounts of mineralized material and successfully extracts such material for sale to third parties or otherwise identifies another business venture.

Liquidity and Financial Position

As of March 31, 2014, the Company had a working capital deficit of $81,814 (December 31, 2013 - working capital of $2,305), consisting of current assets of $307,265 (December 31, 2013 - $359,409) and current liabilities of $389,079 (December 31, 2013 - $357,104). BE's working capital at March 31, 2014, represents a decrease in its working capital deficit of $84,119 from working capital at December 31, 2013. The decrease is due to ongoing corporate overhead charges to keep the Company compliant with its public company reporting and disclosure obligations and for the investigation and negotiation of prospective merger and acquisition opportunities.

Substantially all of BE's current assets at March 31, 2014, consisted of cash and prepaid expenses, deposits and other receivables. BE's current liabilities at March 31, 2014, consisted of accounts payable and accrued liabilities.

BE has financed all of its operations since inception through the sale of common stock and warrants and expects that to be the case for the foreseeable future.

The Company has not developed an exploration budget for the LaFlamme property and will not until a financing is completed. The property will be on care and maintenance until such financing is completed.

The Company's long term ability to carry out its business plan is dependent on its achieving profitable operations or obtaining additional financing. As of the date of this MD&A, the Company believes it has sufficient cash on hand to continue operations for twelve months after March 31, 2014, subject to the Company identifying an additional property requiring additional financing and deferring certain payments, to the extent practical. However, further financing will be required for operations beyond the next twelve months. BE's outstanding warrants and outstanding exercisable stock options may provide some additional capital. If all those warrants and stock options are exercised, of which there is no assurance, BE would obtain additional proceeds of CAD$1,676,417 ($1,516,487).

Related Party Transactions

The below noted transactions are in the normal course of business and are measured at the exchange amount, as agreed to by the parties, and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.

- During the three months ended March 31, 2014, the Company incurred fees for accounting services rendered of $4,957 (three months ended March 31, 2013 - $8,005) charged by Marrelli Support Services Inc. ("Marrelli Support"), a corporation controlled by Carmelo Marrelli, an officer of the Company and consulting fees of $5,435 (three months ended March 31, 2013 - $5,947) charged by this officer. These amounts are included in professional fees in the unaudited condensed interim consolidated statement of loss and comprehensive loss. During the three months ended March 31, 2014, the Company incurred fees for corporate secretarial services rendered of $3,397 (three months ended March 31, 2013 - $3,864) charged by DSA Corporate Services Inc. ("DSA") a corporation of which Carmelo Marrelli, an officer of the Company is also an officer and ultimate shareholder of DSA. Included in accounts payable as at March 31, 2014 is $6,207 (December 31, 2013 - $8,081) owing to Marrelli Support and $2,710 (December 31, 2013 - $1,771) owing to DSA. These amounts are unsecured, non-interest bearing with no fixed terms of repayment.

- Starting February 23, 2012, the Company paid or accrued a monthly consulting fee of CDN$10,000 to an officer and director (Jon Pereira) of the Company. During the three months ended March 31, 2014, consulting fees of $27,177 (three months ended March 31, 2013 - $29,400) are included in management and consulting fees in the unaudited condensed interim consolidated statement of loss and comprehensive loss. Included in accounts payable as at March 31, 2014 is $97,516 (December 31, 2013 - $73,148) owing to the same officer and director (Jon Pereira) of the Company. This amount is unsecured, non-interest bearing with no fixed terms of repayment.

- During the three months ended March 31, 2014, the Company incurred fees for geological consulting services rendered of $13,589 (three months ended March 31, 2013 - $14,812) charged by a corporation controlled by a former director (Slavko Marinkovich). Included in accounts payable as at March 31, 2014 is $nil (December 31, 2013 - $nil) owing to this corporation.

- During the three months ended March 31, 2014, the Company incurred fees for legal services rendered of $nil (three months ended March 31, 2013 - $nil) charged by a corporation controlled by a director (Gary Sugar) of the Company. These amounts are included in professional fees in the unaudited condensed interim consolidated statement of loss and comprehensive loss.

Included in accounts payable as at March 31, 2014 is $10,432 (December 31, 2013 - $10,843) owing to this corporation.

- As of March 31, 2014, an officer and director of the Company (Jon Pereira) controlled 2,000,000 common shares of the Company or approximately 10% of the total common shares outstanding.

- As of March 31, 2014, directors and officers of the Company (Ed Godin, Mani Verma, Gary Sugar and Carmelo Marrelli) with control of less than 10% of the common shares of the Company collectively controlled 2,009,904 common shares of the company or approximately 10% of the total common shares outstanding.

- To the knowledge of the directors and officers of the Company as of March 31, 2014, the remaining common shares of the Company were widely held.

Off-Balance-Sheet Arrangements

The Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on its results of operations or financial condition, including, without limitation, such considerations as liquidity, capital expenditures and capital resources that would be considered material to investors.

Change in Accounting Policies

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods after December 31, 2013. The following new standards have been adopted:

IAS 32 – Financial Instruments: Presentation ("IAS 32") was amended by the IASB in December 2011 to clarify certain aspects of the requirements on offsetting. The amendments focus on the criterion that an entity currently has a legally enforceable right to set off the recognized amounts and the criterion that an entity intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. At January 1, 2014 the Company adopted this standard and there was no material impact on the Company's unaudited condensed interim consolidated financial statements.

Recent Accounting Pronouncements

IFRS 9 – Financial Instruments ("IFRS 9") was issued by the IASB in October 2010 and will replace IAS 39 - Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted.

Financial Instruments

The Company is exposed to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign exchange rate risks and commodity price risks) as explained below. Risk management is carried out by the Company's management team with guidance from the Audit Committee and the Board of Directors. There have been no material changes in the risks, objectives, policies and procedures during the three months ended March 31, 2014.

Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash deposits. Cash deposits with a major Canadian chartered bank are insured by the Canadian Deposit Insurance Company up to Cdn$100,000. As at March 31, 2014, the Company held $297,635 (December 31 2013 - $341,439) with a major Canadian chartered bank.

Liquidity Risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at March 31, 2014, the Company had cash of $297,635 (December 31, 2013 - $341,439) to settle current liabilities of $389,079 (December 31, 2013 - $357,104).

Interest Rate Risk

The Company currently does not have any short-term or long-term debt that is interest bearing and, as such, the Company's current exposure to interest rate risk is minimal.

Foreign Exchange Risk

Certain of the Company's expenses were incurred in Canadian currency and are therefore subject to gains or losses due to fluctuations in this currency. As at March 31, 2014, the Company held cash of Cdn$328,709 (US$297,350) denominated in Canadian dollars (December 31, 2013 - Cdn$360,754 (US$339,181)) and had accounts payable and accrued liabilities of Cdn$228,537 (US$206,734) denominated in Canadian dollars (December 31, 2013 - Cdn$139,670 (US$131,337)).

Commodity Price Risk

The ability of the Company to develop its properties and the future profitability of the Company is directly related to the market price of certain minerals. The Company's risk management objectives are to ensure that business and financial exposures to risk that have been identified and measured are minimized using the most effective and efficient methods to reduce, transfer and, when possible, eliminate such exposures. Operating decisions contemplate associated risks and management strives to structure proposed transactions to avoid or reduce risk whenever possible.

Capital Management

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- to maximize shareholder return.

(Expressed In US Dollars Unless Otherwise Noted)

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

The Company considers its capital to be shareholders' deficiency, which at March 31, 2014, totaled $81,814 (December 31, 2013 – shareholders' equity of $2,305). The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on its exploration and development activities. Selected information is provided to the Board of Directors of the Company. The Company's capital management objectives, policies and processes have remained unchanged during the three months ended March 31, 2014. The Company is not subject to any capital requirements imposed by a lending institution.

Outlook

For the remainder of fiscal 2014, the Company plans to continue to search for suitable assets or businesses to acquire or merge with, with a view to maximizing value for shareholders. See "Risk Factors" below and "Proposed Transaction" above.

Share Capital

On March 21, 2013, the Company completed the share consolidation of its issued and outstanding common shares on the basis of one post-consolidation common share for every six pre-consolidation common shares. As part of the share consolidation, the stock options and warrants were also consolidated and the exercise price adjusted to reflect the consolidation. The share consolidation has been reflected in the unaudited condensed interim consolidated financial statements and this MD&A and all applicable references to the number of shares, warrants and stock options, their strike price and per share information has been restated.

As of the date of this MD&A, the Company had 19,357,625 issued and outstanding common shares. In addition, the Company had 1,491,667 outstanding stock options exercisable for 1,491,667 common shares and 10,183,333 outstanding warrants exercisable for 10,183,333 common shares.

As at date of this MD&A, the following stock options were outstanding:

Expiration Date	Options Outstanding	Exercise Price
November 12, 2014	66,667	CDN$0.37
June 7, 2015	8,333	CDN$0.37
September 9, 2016	266,667	CDN$0.37
August 7, 2018	1,150,000	CDN$0.10
	1,491,667	

(Expressed In US Dollars Unless Otherwise Noted)

As at date of this MD&A, the following warrants were outstanding:

Expiration Date	Warrants Outstanding	Exercise Price
September 6, 2014	833,333	CDN$0.60
August 1, 2018	9,350,000	CDN$0.10
	10,183,333	

Disclosure of Internal Controls

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the unaudited condensed interim consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited condensed interim consolidated financial statements; and (ii) the unaudited condensed interim consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

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

> i) 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
>
> ii) 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 generally accepted accounting principles (IFRS). The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Subsequent Event

On April 3, 2014, the Company released a National Instrument 43-101 report on its LaFlamme Property dated March 31, 2014.

(Expressed In US Dollars Unless Otherwise Noted)

Additional Disclosure for Venture Issuers Without Significant Revenue

General and administrative

	Three months ended March 31, 2014 ($)	Three months ended March 31, 2013 ($)
Management and consulting fees	27,177	29,400
Office and general	(3,715)	5,882
Professional fees	11,020	8,062
Professional fees - related party	13,789	17,816
Foreign exchange loss	3,478	3,575
Transfer agent and filing fees	11,969	24,892
Total	**63,718**	**89,627**

Exploration and development costs

	Three months ended March 31, 2014 ($)	Three months ended March 31, 2013 ($)
Geological consulting fees	16,306	14,812
Total	**16,306**	**14,812**

Risk Factors

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risk Factors" in the Company's MD&A for the fiscal year ended December 31, 2013, available on SEDAR at **www.sedar.com.**