

# MANAGEMENT DISCUSSION AND ANALYSIS



(Formerly Monarques Resources Inc.)

**PERIOD ENDED  
MARCH 31, 2015  
3<sup>RD</sup> QUARTER**

## MONARQUES GOLD CORPORATION

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The following management's discussion and analysis (the "MD&A") objective is to help the reader better understand the activities of Monarques Gold Corporation (Formerly Monarques Resources Inc.) (the "Company") and the highlights of its financial situation. It explains the financial situation and the results for the three-month and nine-month periods ended March 31, 2015 and the comparison of the Company's statement of financial position as at March 31, 2015 and June 30, 2014.

The MD&A has been prepared in accordance with Regulation 51-102 and should be read in conjunction with the audited consolidated financial statements of the Company for the fiscal year ended June 30, 2014 and the related notes thereto.

The unaudited consolidated condensed interim financial statements and this MD&A have been reviewed by the Audit Committee and approved by the Company's Board of Directors on May 26, 2015. Unless otherwise indicated, all the amounts in this MD&A are in Canadian dollars.

### **Forward looking statements**

Some statements contained in this MD&A, specially the opinions, the projects, the objectives, the strategies, the estimates, the intent and the expectations of the Company that are not historical data, are forward looking statements. Such statements can be recognized by the terms "forecast", "anticipate", "consider", "foresee" and other terms and similar expressions. These statements are based on information available at the time they are made, on assumptions established by the management and on the management expectation, acting in good faith, concerning future events and concerning, by their nature, known and unknown risks and uncertainties mentioned herein (see the section Risks and uncertainties). The real results for the Company could differ in an important way of those which state or that these forward looking statements show the possibility for. Consequently it is recommended not to trust unduly these statements. These statements do not reflect the potential incidence of special events which could be announced or take place after the date of this MD&A. Except if the applicable legislation requires it, the Company does not intend to update these prospective statements to reflect, in particular, new information or future events, and it is by no means committed doing so.

### **Reporting entity and going concern**

The Company incorporated on February 16, 2011 under the *Canada Business Corporations Act*, is engaged in the acquisition and exploration of mining properties. Its shares trade on the TSX Venture Stock Exchange under the symbol MQR. Its activities are in Canada. The Company is an associate of Nemaska Lithium Inc. (Nemaska), a company that trades on the TSX Venture under the symbol NMX and owns 19.84% as at March 31, 2015 (24.54% as at June 30, 2014) of the share capital of the Company.

The Company has not yet determined if the properties contain ore reserves that are economically recoverable. Although the Company has taken steps to verify title to mineral properties in which it has an interest in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

The recoverability of amounts shown for mining properties and related exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof. As at the date of the financial statements, management determined that the carrying amount of mining properties represents the best estimate of their net recoverable value. This value may nonetheless be reduced in the future.

Management expects that the working capital available to the Company at the end of the period, combined with the closing of a non-brokered private placement during the fourth quarter of the fiscal year 2014-2015 (see Note 19

“Subsequent event” of the consolidated condensed interim financial statements for the period ended March 31, 2015), will provide the Company with adequate funding in order to cover its 2015 calendar year budget for general administrative expenses, to meet its short-term obligations and to complete its planned 2015 calendar year exploration budget. Since the Company does not generate revenues, the Company will need to periodically obtain new funds to pursue its operations and, despite its ability to obtain funds in the past, there is no guarantee that it will be able to raise financing in the future.

These consolidated condensed interim financial statements have been prepared in accordance with the International Financial Reporting Standards (“IFRS”) and on the assumption of going concern. The application of IFRS under the assumption of going concern may be inappropriate because the above condition indicates the existence of a material uncertainty which may cast significant doubt on the ability of the Company to continue as a going concern. These consolidated financial statements do not include adjustments that should be made to the carrying amount of assets and liabilities if the assumption of going concern proves to be unfounded.

### **Highlights for the nine-month period ended March 31, 2015 and up to the date of this report, scope of activities and next steps**

The principal business objectives that the Company expects to accomplish in the near term are i) to update the information on the indicated resources of the Croinor Gold Property; and ii) to perform a drilling program in an effort to convert the inferred resources to indicated resources. The Company is currently conducting an exploration program to better evaluate the overall potential of its Croinor Gold Property by revisiting the main historical showings and by conducting a geological reconnaissance on geophysical anomalies.

On February 10, 2015 the Company started drilling on its Croinor Gold project, approximately 70 kilometres east of Val-d'Or. The Company is conducting a definition drilling and exploration program on the property following the completion of a prefeasibility study of the Croinor deposit by InnovExplo Inc. of Val-d'Or. The Company plans to drill a total of 13,000 metres in 2015, in three separate phases. Phase 1 of the 2015 drilling program announced on February 9 was completed on March 17, with 12 holes drilled for a total of 3,984 metres of drilling. The full results for eight of the holes were reported previously, on March 26, 2015, and April 10, 2015. Many significant values were intersected at 670 metres and 680 metres west of the center of the deposit, especially in Hole CR-15-426, where three separate gold zones were identified (from 203 to 207, 214-217 and 231 to 233). Hole CR-15-427 was drilled about 18 metres from CR-15-426 and also intersected the 3 zones (222.3 to 225.3, 228.3 to 229.5 and 246.8 to 247.8). Also a major 96-metre zone was by far the biggest breakthrough of this program to date.

Phase II which started on May 12th includes about 9,000 metres of diamond drilling aimed at continuing to define the extensions of the deposit along strike and at depth. Two drills will be in operation through to early July. A geophysical survey using Abitibi Géophysique's Orevision IPmethod has also been added to the program. The survey will be carried out over a 2-km section along the mineralized axis of the Croinor deposit and its extensions. The advantage of this method is that it detects anomalies up to 700 metres deep. Some of the drilling has been earmarked to test targets identified by the survey. Finally, in September 2015, Phase 3 will test some promising historical showings on the property, outside the mining lease. Some 2,000 to 3,000 metres of drilling are planned for this phase of exploration. The work will be based on the results of a compilation of previous results, stripping in the summer of 2014 and reinterpretation of the geophysical data. Depending on the results of the first two drilling campaigns, some of the drilling may test the best results from the earlier phases.

The Company has recorded, during the three-month and nine-month period ended March 31, 2015, an asset retirement obligation for costs associated with mine reclamation and closure activities at the Croinor property, which reflects the

present value of the estimated amount of cash flows required to satisfy the asset retirement obligation. The primary component of this obligation is for the revegetation of the site including waste piles and overburden, infilled area, and polishing pond. Following the restoration plan submitted in 2014 by the Company to the Ministère des ressources naturelles et de la faune of the province of Québec (the "MRNF"), the MRNF advised the Company on January 23, 2015 that to cover the asset retirement obligation of \$416,155 a financial guarantee for the full amount would be required. As at December 31, 2014, the Company has invested \$105,178 (\$105,178 as at June 30, 2014) in term deposits in accordance with the current financial guarantee requirements set forth by the MRNF for future site restoration costs at the Croinor mining site. As at March 31, 2015, the remaining amount of \$310,977 was to be deposited in a trust account on the following dates: i) \$102,900 on April 23, 2015; ii) \$104,039 on January 23, 2016 and; iii) \$104,039 on January 23, 2017. On April 21, 2015, an amount of \$102,900 was paid in relation to these commitments.

On January 14, 2015 the Company announced that it had changed its name for "Corporation Aurifère Monarques / Monarques Gold Corporation". The new name is more representative of the sector in which the Corporation currently operates. The stock symbol of the Company remains unchanged.

On January 8, 2015, the Company announced the appointment of Valère Larouche, ing. as Chief Geologist.

During the nine-month period that ended March 31, 2015 and up to the date of this report, the Company has raised, before share issuance costs, a total of \$2,703,160 by the issuance of common shares for a total of \$1,018,560 and by the issuance of flow-through shares for a total of \$1,684,600 as described below:

- On May 4, 2015, the Company closed a non-brokered private placement of an aggregate of 4,000,000 units at a price of \$0.10 per unit. Each unit is comprised of: (i) one common share in the capital of the Company at a price of \$0.10 per share; and (ii) one common share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share in the capital of the Company at a price of \$0.14 for a period of 24 months following the closing of the private placement.
- On December 15 and 23, 2014, the Company closed two tranches of a brokered short-form prospectus placement for an aggregate gross proceeds of \$2,303,160. Pursuant to these placements, the Company issued a total of 3,608,925 of "A units" at a price of \$0.13 per unit, 747 of "B units" at a price of \$1,000 per unit, and 6,793,750 of "C units" at a price of \$0.16 per unit. Each "A unit" consists of one common share in the capital of the Company at a price of \$0.13 per common share and one common share purchase warrant. Each "B unit" consists of 5,000 common shares to be issued as flow-through shares at a price of \$0.16 per flow-through share, 1,538 common shares at a price of \$0.13 per common share and 3,269 warrants. Each "C unit" consists of one flow-through share at a price of \$0.16 per flow-through share and one-half of one warrant. Each warrant entitles its holder thereof to purchase one common share at a price of \$0.18 per common share, until December 15, 2017. In consideration for its services, the agent received a cash commission of \$230,316 and 917,195 agent's compensation warrants to purchase, until December 15, 2017, a total of 917,195 common shares at a price of \$0.13 per common share. The warrants issued to the shareholders related to this financing were listed on the TSX Venture Exchange on January 23, 2015 under the trading symbol "MQR.WT.A".

On October 30, 2014, the Company filed on SEDAR an amended NI-43-101 compliant prefeasibility study prepared by InnovExplo, which was originally filed on October 17, 2014, with an effective date of October 7, 2014 concerning the Croinor Gold property.

**Prefeasibility Study Highlights, Mineral Resources and Mineral Reserves**

The Prefeasibility Study considers an underground mining operation with custom milling of the ore at a fully-permitted milling facility near Val-d'Or. The expected mine life is five years. The following table shows the highlights from the Prefeasibility Study report; all currency is in Canadian dollars unless otherwise indicated.

**PREFEASIBILITY STUDY HIGHLIGHTS <sup>(1)</sup>**

Parameters	Prefeasibility Study Results
Proven and probable mineral reserves	541,534 t at 6.77g/t <sup>(2)</sup>
Mine life (including 18 months of preproduction)	5 years
Daily mine production	425 tpd rising to 675 tpd in Year 4
Recovery	97.5%
Annual gold production	21,259 to 40,540 oz
Gold recovered over the life of the mine.	114,916 oz
Average operating cost/tonne	\$180/tonne
Average operating cost/oz	US \$757/oz
Capital cost <sup>(3)</sup>	\$42.3 million
Total all-in cost per ounce	US \$1,038/oz
Total gross revenue	\$175.1 million
Total operating cost	\$91.2 million
<b>Total cost of the project</b>	<b>\$133.4 million</b>
<b>Operating cash flow (before taxes and royalties)</b>	<b>\$34.7 million</b>
<b>Estimated income taxes and mining duties</b>	<b>\$12.5 million</b>
<b>Net cash flow (after income taxes and royalties)</b>	<b>\$22.1 million</b>
<b>Pre-tax NPV (5% discount rate)</b>	<b>\$25.0 million</b>
<b>Pre-tax IRR</b>	<b>34 %</b>
<b>After-tax NPV (5% discount rate)</b>	<b>\$14.9 million</b>
<b>After-tax IRR</b>	<b>24%</b>
<b>Pay-back period</b>	<b>3.8 years</b>
<b>Preproduction period (including production of 35,980 t)</b>	<b>18 months</b>

(1)

Oct-14	Year 2	Year 3	Year 4	Year 5
US \$1,200	US \$1,260	US \$1,323	US \$1,389	US \$1,459
<i>Gold price indexed at 5% per year. Exchange rate ( \$CA/US \$ ) = 1.12</i>				

(2) Volume and grade include mining dilution and recovery.

(3) Includes approximately \$14.96 million for working capital and sustaining capital

**OUTLOOK**

The Corporation intends to pursue project financing based on this new information. Subject to the success of such financing, the Corporation plans to proceed with mine dewatering and pre-production as outlined in the Prefeasibility Study.

The mineral resource estimate was realised by Karine Brousseau, Eng., under the supervision of Carl Pelletier, B.Sc., P.Geo. who are both consultants with Val-d'Or-based InnovExplo Inc. One of goals of InnovExplo's work was to prepare a 43-101 mineral resource estimate for the deposit.

## Management discussion and analysis

May 26, 2015

At a 4 g/t Au cut-off grade, the deposit contains a measured resource of 80,000 tonnes grading 8.41 g/t Au for 22,000 ounces, an indicated resource of 600,000 tonnes at 9.18 g/t Au for 177,000 ounces, and an inferred resource of 160,000 tonnes at 8.56 g/t for 44,000 ounces.

The mineral resource estimate was prepared using a 3-D block model and inverse distance interpolation (ID6) for a 1,570-metre strike length corridor of the Croinor property, to a vertical depth of 545 metres below surface, on 54 mineralized zones.

InnovExplo compiled the drill data for the Croinor property. The assay results for holes drilled from surface in 2010 and 2011, up to Hole CR-11-413, were included in the mineral resource estimate. The current estimate includes 1,219 underground and surface diamond drill holes and covers an east-west distance of 1,530 m on the Croinor deposit.

The database contains a total of 27,655 assays from the 122,339 metres of core drilled in 1,219 holes, as well as 4,309 assays from 1,927 channel samples compiled by InnovExplo in 2005 (Pelletier, C. and Boudrias, G., 2005) that comprises samples from development headings driven between 1983 and 1986.

The following table shows the mineral resource estimate at cut-off grades ranging from 3 g/t Au to 5 g/t Au.

**MINERAL RESOURCE ESTIMATE (including mineral reserves)**

Mineral Resources Estimate												
Cut-off (g/t)	Measured			Indicated			Measured + Indicated			Inferred		
	Tonnes	Au g/t	Oz Au	Tonnes	Au g/t	Oz Au	Tonnes	Au g/t	Oz Au	Tonnes	Au g/t	Oz Au
> 5 g/t	59 400	9.81	18 700	447 300	10.78	155 000	506 700	10.66	173 700	102 400	10.90	35 900
> 4 g/t	<b>80 500</b>	<b>8.41</b>	<b>21 800</b>	<b>599 600</b>	<b>9.18</b>	<b>176 900</b>	<b>680 100</b>	<b>9.08</b>	<b>198 700</b>	<b>160 100</b>	<b>8.56</b>	<b>44 100</b>
> 3 g/t	112 400	7.00	25 300	848 300	7.51	204 700	960 700	7.45	230 000	227 800	7.03	51 500

- The Independent Qualified Persons for the Mineral Resource Estimate, as defined by Regulation 43-101, are Karine Brousseau, P.Eng., and Carl Pelletier, B.Sc., P.Geo. (InnovExplo Inc.); the effective date of the estimate is 8 August 2014. Mineral Resources, which are not Mineral Reserves, do not have demonstrated economic viability.
- The Mineral Resource is presented inclusive of Mineral Reserves; in other words, the Mineral Reserves have not been subtracted from the Mineral Resource presented above.
- The results are presented undiluted and in situ; the estimate includes 54 gold-bearing zones.
- The Mineral Resource was compiled at cut-off grades of 3, 4 and 5 g/t Au.
- Cut-off grade must be re-evaluated in light of prevailing market conditions (gold price, exchange rate and mining cost).
- A density of 2.8 g/cm<sup>3</sup> was used for the mineralized zones and the waste rock.
- A minimum true thickness of 1.8 m was applied, using the grade of the adjacent material when assayed, or a value of zero when not assayed.
- High grade capping was applied on raw assay data, and was established at 70 g/t Au for the diamond drill core and 55 g/t Au for the underground channel samples.
- Compositing was done on drill hole sections and underground channel sections falling within the mineralized zones (composite = 1 metre).
- Resources were evaluated using GEMCOM GEMS 6.3 software from drill holes and underground channel samples using an ID6 interpolation method in a block model.
- The Measured, Indicated and Inferred categories are defined using the parameters for the various passes.
- Ounce (troy) = Metric Tonnes x Grade / 31.10348. Calculations used metric units (metres, tonnes and g/t).
- The number of metric tonnes was rounded to the nearest hundred. Any discrepancies in the totals are due to rounding effects; rounding followed the recommendations in Form 43-101F1.



## Reserve Estimation

Mineral reserves were classified in accordance with the CIM Definition Standards for Mineral Resources and Mineral Reserves. Mineral reserves for the project incorporate appropriate allowances for mining dilution and mining recovery for the selected mining method.

MSO (Mineable Shape Optimizer), a Datamine software application, was used to determine the resource to be converted to reserves. MSO software generates individual stope designs from the block model on the basis of specified stope parameters.

Longhole retreat and room-and-pillar appear to be the two mining methods best suited to the Croinor deposit. In order to select the most appropriate method, two MSO runs were done on the block model using the parameters shown below the two methods. Small blocks (5m x 2.5m x 2.5m) were generated to obtain suitable results adapted to the narrow vein nature of the deposit:

Longhole method:

- Cut-off grade: 3.7 g/t
- Minimum mining width: 1.8 m (stope height)
- Mining dilution: 0.4 m on the hangingwall and 0.2 m on the footwall
- Minimum stope footwall angle: 45 degrees
- Sublevel spacing: 13 m vertical
- Block length: 5 m (stope width)

Room and pillar method:

- Cut-off grade: 5.4 g/t
- Minimum mining height: 1.8 m (stope height)
- Maximum mining height: 3 m (stope height)
- Maximum stope angle: 45 degrees
- Stope size: 5m x 5m

The estimated proven and probable reserves are shown in the table below; they total 117,870 ounces after applying the mining recovery and dilution factors for the selected method.

**Diluted Mineral Reserve Estimate**

Category	Tonnes	Grade g/t	Ounces
Proven	68,625	6.25	13,789
Probable	472,079	6.85	104,081
<b>Total Reserves</b>	<b>541 534</b>	<b>6.77</b>	<b>117,870</b>

## Ore Recovery and Dilution

The recovery and dilution factors applied in the mine plan and reserve calculations were based on a rock mechanics study and factors commonly used for the selected method.

In the longhole method, small blocks generated by MSO were grouped to form larger stopes, and pillars were established based on the rock mechanics study. A 95% recovery factor was then applied to the remaining tonnage. A 0.6-metre thickness of dilution was initially applied in the MSO parameters, resulting in 24% overall stope dilution once the data was compiled. To remain conservative, a 6% dilution factor was added, for an overall dilution factor of 30% for the

longhole stopes, resulting in an average mining width of 4.0 m, including 1.2 m of dilution. The dilution grade was set at 0.0 g/t Au.

The room-and-pillar stopes were evaluated on the basis of an 85% recovery factor. For smaller stopes considered stable in the geomechanical study, a 100% recovery factor was applied. A 5% dilution factor was used for the room-and-pillar stopes.

### Cut-off Grade

For the present study, the same stopes created in the previous study were used (Poirier et al., 2012), but a new cut-off grade was calculated and some stopes were discarded because they were no longer profitable. Each stope that was close to the cut-off grade was evaluated individually to determine whether it would be included in the study or discarded. For the calculation of this cut-off grade, a metal price of \$1,300 at an exchange rate of 1.10 was used. The remaining parameters used in the cut-off grade estimation are presented in the following table.

### Cut-off Grade Parameters

	Long-hole	Room and pillar
Operating Cost	\$182.75/t	\$232.33/t
Mint cost	\$5.00 /oz	\$ 5.00/oz
Mill recovery	97.5%	97.5%
Mining dilution	Included in MSO parameters	5.0%
Cut-off grade	4.1 g/t	5.5 g/t

### Mining

The proposed mine plan for the Croinor project involves the underground mining of narrow subvertical veins. A large portion of the identified resource dips at less than 45 degrees, and is not well-suited to longhole mining, as the broken ore does not flow easily. It is no better suited to room-and-pillar mining, as the dip makes it difficult for workers to navigate the stopes with equipment and materials.

“The dip of the Croinor Gold mineralization has led the Corporation to work with Minrail and InnovExplo to test the use of Minrail’s S.A.M.S.™ technology,” noted Jean-Marc Lacoste. “Chapter 24, “Other Data and Relevant Information”, is devoted to this, and discusses the assumption of using this technology, the potential for improving various operating aspects, the health and safety aspect and the potential savings that could substantially improve the economics of the Croinor Gold project.”

The mine plan for the Croinor project is based on a combination of conventional and mechanized mining methods. The approach in the study was to force the application of the longhole method by ensuring a minimal footwall angle of 45 degrees through the addition of dilution. When this was not suitable, room-and-pillar mining was used. This stope analysis was possible through the use of MSO software, which optimizes stope design for specified mining parameters.

The ore will be hauled to surface using a combination of 3.5-yd and 6-yd scoop trams and a 30-tonne truck. Waste rock will either be brought to surface or used to fill the mined-out stopes when possible.

The deposit will be accessed via a ramp. The existing ramp will be repaired down to Level 125 and a new section will be excavated to access all the reserves. The production drifts will be accessed via crosscuts connecting to the ramp.



### Existing Mine Infrastructure

The Croinor deposit is serviced by a ramp measuring 300 metres long by 4 metres high by 4.5 metres wide (4 metres x 4.5 metres) that extends to Level 125 (38 metres), and by a 195-metre deep three-compartment shaft. Mine development has been done on four levels: 496 metres on Level 125, 560 metres on Level 250, 233 metres on Level 375 and 730 metres on Level 500. Approximately 320 metres of raise development was also done. The Croinor mine is currently flooded to the portal entrance.

### Production Schedule

InnovExplo developed a preliminary production and development schedule, taking into account the existing underground workings. Production will take place on an operating schedule of two 10-hour shifts, six days a week, for a total of 300 days per year. The underground mine design provides for a five-year mine plan that produces 541,534 tonnes of ore grading 6.77 g/tonne. At a 97.5% mill recovery, a total of 114,916 ounces of gold would be produced during this period.

The mining method will be 75% longhole and 25% room-and-pillar. The mine plan includes all the development required to access and mine the mineralized zones. The table below shows the production schedule over the life of the mine.

### Prefeasibility Mine Life Production Schedule

	Year 1	Year 2		Year 3	Year 4	Year 5	Total
	Pre-Prod	Pre-Prod	Prod	Prod	Prod	Prod	
Longhole (t)		19,110	53,455	74,782	149,621	109,732	<b>406,700</b>
Grade (g/t)		6.05	7.70	5.14	6.26	5.53	<b>6.04</b>
Room & Pillar (t)			7,691	31,732	30,340	15,594	<b>85,357</b>
Grade (g/t)			8.41	14.34	9.40	7.78	<b>10.85</b>
Development (t)	4,914	7,623	6,552	18,040	12,348		<b>49,477</b>
Grade (g/t)	5.63	6.40	5.73	5.50	5.81		<b>5.76</b>
<b>Total volume (t)</b>	<b>4,914</b>	<b>26,733</b>	<b>67,698</b>	<b>124,554</b>	<b>192,309</b>	<b>125,326</b>	<b>541,534</b>
<b>Grade (g/t)</b>	<b>5.63</b>	<b>6.15</b>	<b>7.59</b>	<b>7.53</b>	<b>6.72</b>	<b>5.81</b>	<b>6.77</b>

### Mineral Processing and Metallurgy

Ore from Croinor will be processed at a Val-d'Or area mill with excess capacity for the duration of the Croinor Gold operation. Contact has been made with potential custom milling partners and tentative commitments have been arranged for processing the ore. Ore previously mined from the Croinor open pit operation was processed at a local mill, and the 97.5% gold recovery used in the study was based on actual results achieved during these runs.

### Infrastructure

A 25 KV transmission line will be extended from the nearby Chimo mine site to the Croinor Gold property to supply electrical power for the site. The existing roads to and on the site will be upgraded to support vehicle travel to and from the site, including the offsite transportation of ore for processing.

The mine will be dewatered and the existing 300-metre ramp and 2 kilometres of mine development will be upgraded and extended to meet the mine's requirements. The existing 200-metre deep shaft will be reconditioned and used as a ventilation raise and emergency escape way. Ore and waste will be hauled to surface via ramp. An existing building will be set up for use as a warehouse, and additional buildings will be erected to serve as a dry, offices, garages and a core shack.

### Environmental Studies and Permitting

The Corporation has a Certificate of Authorization to operate the mine from the MDDEP, issued in September 2010. The other studies and permits required to operate a mine, relating to the environment, rehabilitation and the crown pillar, are also complete or in hand. Other miscellaneous accessory permits will be obtained once the project is underway, following financing.

### Operating Costs

Operating costs are estimated at US \$848 per ounce over the life of mine. The expected cost breakdown is shown in the following table:

#### Summary of Total Life-of-Mine Operating Costs

Description	Total costs	Unit cost	
Delineation drilling	1,850,313	\$3.66/t	\$17.20/oz
Drift development	11,891,108	\$23.52/t milled	\$110.51/oz
Mining	16,894,672	\$33.42/t milled	\$157.01/oz
Monarques' team (salaries)	10,821,595	\$21.41/t milled	\$100.57/oz
Contractors (indirect costs)	18,931,540	\$37.45/t milled	\$175.94/oz
Surface services	266,595	\$0.53/t	\$2.48/oz
Energy	4,456,328	\$8.81/t	\$41.42/oz
Milling and transportation	25,208,667	\$49.86/t milled	\$234.28/oz
Environment	903,731	\$1.79/t	\$8.40/oz
<b>Total</b>	<b>91,224,549</b>	<b>\$180.45/t milled</b>	<b>\$847.81/oz</b>

### Capital Costs

Pre-production costs are estimated at \$27.36 million, including \$7.08 million in capitalized operating costs, net of revenue from production during the pre-production period. Sustaining capital is estimated at \$14.65 million, excluding \$0.7 million for final closure costs.

#### Breakdown of Capital Expenditures

Description	Preproduction (\$)	Sustaining (\$)	Total costs (\$)
Capitalized operating costs	17,223,056		17,223,056
Capitalized revenues	-10,143,025		-10,143,025
Royalty	500,000		500,000
Dewatering and reconditioning	1,192,469		1,192,469
Surface infrastructure	3,488,670	871,604	4,360,274
Electrical distribution	5,135,790	660,246	5,796,036
Mine infrastructure	810,787	157,514	968,301
Mobile equipment	3,618,041	5,032,494	8,650,535
Development	4,819,567	8,065,391	12,884,958
Environment	717,813	169,304	887,117
<b>Total</b>	<b>27,363,167</b>	<b>14,653,993</b>	<b>42,319,720</b>

### **Economic Analysis**

An after-tax model was developed for the Croinor project. All costs are in 2014 Canadian dollars, with no allowance for inflation or escalation. The Croinor project is subject to the following taxes:

- Quebec mining duties
- Federal and provincial income tax

The economic analysis for the project was performed using the Internal Rate of Return (IRR) and Net Present Value (NPV) methods. The IRR on an investment is defined as the rate of interest earned on the unrecovered balance of an investment. The NPV method uses a specific discount rate to convert all cash flows for investments and revenues occurring throughout the planning horizon of a project to an equivalent single sum at the present time. The discount rate used in the analysis was 5%. According to the NPV method, a positive NPV represents a profitable investment where the initial investment is recovered, along with any financing interest.

### **Qualified Persons**

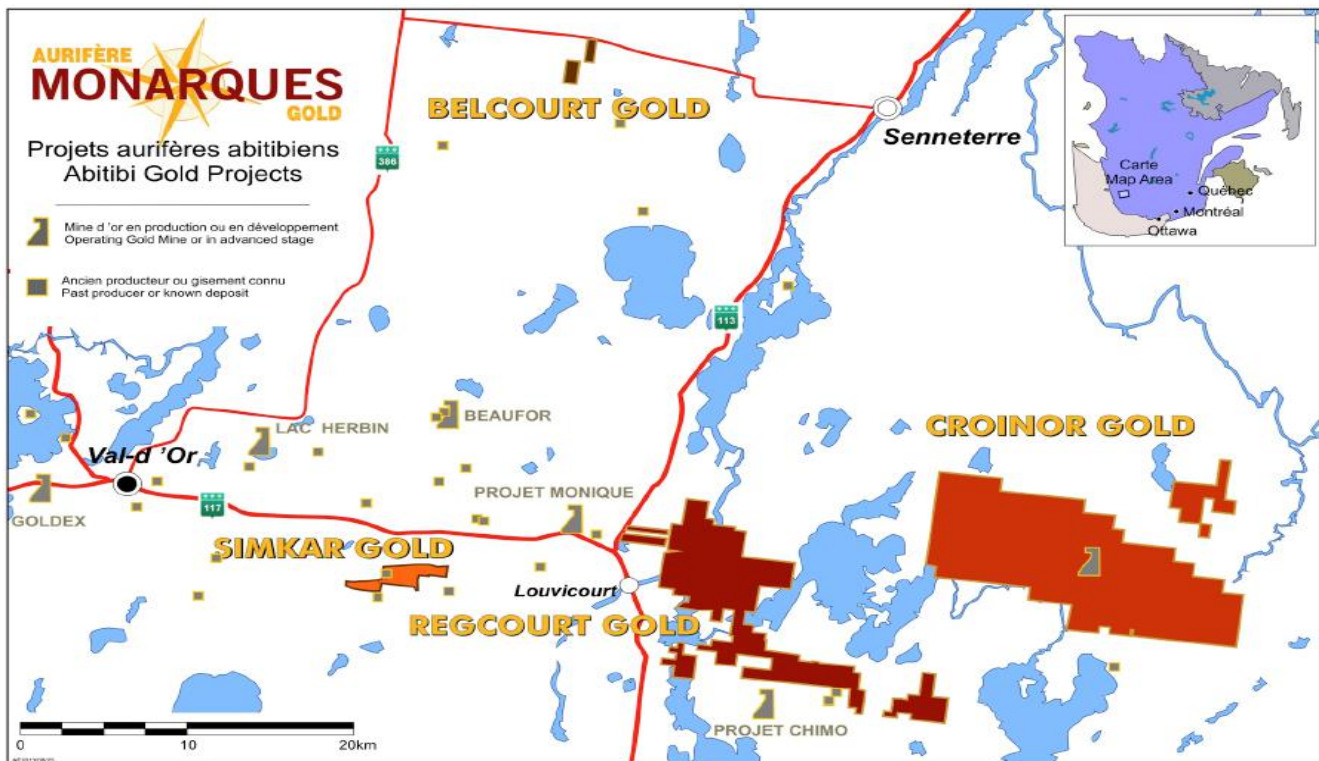
This press release was prepared, reviewed and approved by Sylvie Poirier, P.Eng., Karine Brousseau, P.Eng. and Carl Pelletier, who are qualified persons as defined under Regulation 43-101 guidelines.

The resources estimate was prepared under the supervision of Carl Pelletier, P.Geo, a consulting geologist with InnovExplo Inc. Mr. Pelletier is a qualified and independent person as defined in Regulation 43-101. He has reviewed and approved the technical contents of this press release pertaining to the resource estimate in the technical report he prepared and authored. The Prefeasibility Study was prepared under the supervision of Sylvie Poirier, P.Eng., a senior engineer with InnovExplo Inc. Ms. Poirier is a qualified and independent person as defined in Regulation 43-101. She has reviewed and approved the technical contents of this press release pertaining to the Prefeasibility Study she prepared and authored.

In May 2013, the Company started to acquire gold properties in the Val-d'Or area. As at the date of this report and as shown in the following map, the Company owns, directly or indirectly, in the Val-d'Or area, 4 properties, totalling 474 claims, 2 mining concessions and 1 mining leases:

Properties	Claims	Area km2	MRN Credits (\$)	NSR (%)	Properties before consolidation
Croinor Gold 1 mining lease	288	124	7,414,858 \$	1,5% *	Croinor, Croinor-Pershing, Lac Tavernier, Bel-Rive
Simkar Gold 2 mining concessions	21	5	586,447 \$	1,5%	Simkar, Tex-Sol
Regcourt Gold	160	48	1,093,305 \$	1,5%-2,5%**	Regcourt, Plator I, Plator II, Plator III, Plator IV, Plator V
Belcourt Gold	5	2	338 \$	1,5%	Belcourt
<b>Total</b>	<b>474</b>	<b>179</b>	<b>9,094,948 \$</b>		

\* Royalty applicable on the mining lease and 45 claims only \*\* Royalty of 1.5 % on 90 claims (Regcourt) and a royalty of 2,5 % on 63 claims (Plator I to V)



## Management discussion and analysis

May 26, 2015

Property	Details	Objective	Results
<b>Croinor Gold</b>	<p>The Croinor project and its surroundings covers a total area of about 126 km<sup>2</sup> and comprises 293 mineral claims and one mining lease, all wholly-owned by the Company.</p> <p>The Croinor Gold property is the result of a merger of the Croinor, Croinor-Pershing, Lac Tavernier and Bel-Rive properties. The transaction was made and publicly announced by press release on June 26, 2014.</p> <p>Diamond drilling (12 holes) for a total of 3,984 meters were drilled during the phase 1 of the 2015 drilling program, which was completed in March 2015.</p>	<p>Acquire a property with historical resources with production potential in a near future.</p> <p>Demonstrate the extension and continuity of the deposit along strike and at depth.</p>	<p>Croinor becomes the flagship project of the Company.</p> <p>On section 0-East, a gold zone has been traced over a distance of more than 96 meters by five drill holes. The best results are 23.98 g/t over 2.76 m; 16.01 g/t over 3.0 m; 15.12 g/t over 4.0 m; and 6.73 g/t over 4.0 m. See the April 10, 2015 press release for more details.</p>
<b>Simkar Gold</b>	<p>In September 2013, the Company acquired an undivided 50% interest under the terms of a transactions with Eloro Resources Ltd (Eloro). In June 2014, the Company made an arrangement with Eloro to acquire the remaining interest in the property.</p> <p>The Company now holds 100 % of Simkar Gold property. The property is located 20 kilometres east of Val-d'Or, Quebec, in the heart of the Abitibi Greenstone Belt. It covers an area of about 5 km<sup>2</sup> and comprises two mining concessions and 21 mineral claims. A royalty of 1.5 % is applicable.</p> <p>The Simkar Gold property is the result of a merger of the Simkar and Tex-sol properties. The transaction was made and publicly announced by press release on June 26, 2014.</p>	<p>Identify new zones and potential on lateral extension and at depth.</p> <p>Additional geophysics is required to define future drilling campaign.</p>	<p>2013 drill campaign confirms presence of silver and potential to increase the actual resources.</p>
<b>Regcourt Gold</b>	<p>The Regcourt Gold property consists of 215 claims that cover an area of about 58 km<sup>2</sup> near the centre of the western border of Vauquelin Township. The property is located at the eastern end of the Val-d'Or gold mining camp, some 30 km east of Val-d'Or. 100 % owned by the Company, there's a royalty of 1.5 % applicable on 90 claims and 2.5% applicable on 168 claims.</p>	<p>Expand the portfolio of advanced exploration assets</p>	<p>Addition of the property to the portfolio of gold exploration assets.</p>

Property	Details	Objective	Results
	The Regcourt Gold property is the result of a merger of the Regcourt, Plator I, Plator II, Plator III, Plator IV & Plator V. The transaction was made and publicly announced by press release on June 26, 2014.		
<b>Belcourt Gold</b>	The property consists of 5 claims covering about 2 km <sup>2</sup> and is 100% owned by the Company. The property is located approximately 40 km northeast of Val-d'Or, in Courville Township.	Expand the portfolio of grassroots gold assets in Val-d'Or area.	Addition of the property to the portfolio of gold exploration assets

The foreseen main works on the properties are as follows:

MAIN WORKS PLANNED ON VAL-D'OR PROPERTIES	
Property	Work
<b>Croinor Gold</b>	Fieldwork, exploration drilling and definition drilling. Work on different solutions to increase the economics of the prefeasibility study.
<b>Simkar Gold</b>	Geophysics, geological surveys, prospecting and trenching.
<b>Regcourt Gold</b>	Data compilation and reporting.
<b>Belcourt Gold</b>	Data compilation and reporting.



**Selected Financial Information**

The following table summarizes the Company's selected key financial data taken from the consolidated condensed interim statement of loss and comprehensive loss for the three-month and nine-month periods ended March 31, 2015 and 2014 as well as the consolidated condensed interim statement of financial position as at March 31, 2015, June 30, 2014 and June 30, 2013.

<b>Statements of loss and comprehensive loss selected financial information</b>				
	<b>Three-month periods ended March 31</b>		<b>Nine-month periods ended March 31</b>	
<b>Earnings and comprehensive loss</b>	<b>2015 (\$)</b>	<b>2014 (\$)</b>	<b>2015 (\$)</b>	<b>2014 (\$)</b>
Interest income	5,293	1,879	11,940	12,422
Loss before income taxes	134,826	121,356	484,255	10,826,517
Net loss	195,742	121,356	563,702	10,309,495
Comprehensive loss	173,302	121,356	588,762	10,229,495
Loss per share, basic and diluted	0.002	0.002	0.008	0.194
<b>Consolidated Statements of Financial Position selected financial information</b>				
	<b>As at</b>			
	<b>March 31, 2015 (\$)</b>	<b>June 30, 2014 (\$)</b>	<b>June 30, 2013 (\$)</b>	
Cash and cash equivalents <sup>(1)</sup>	2,461,794	1,245,702	2,093,271	
Working capital <sup>(2)</sup>	363,410	999,046	1,008,458	
Total assets	7,075,547	5,232,586	14,682,178	
Total liabilities	1,241,073	377,363	898,827	
Shareholder's Equity	5,834,474	4,855,223	13,783,351	

<sup>(1)</sup> Cash and cash equivalents includes \$1,297,878 (\$114,095 as at June 30, 2014 and \$951,070 as at June 30, 2013) of cash reserved for exploration expenses.

<sup>(2)</sup> This is a non GAAP financial measure which does not have any standardized meaning prescribed by the Company's GAAP and is therefore unlikely to be comparable to similar measures presented by other issuers. This financial measure, which represents the actual working capital available to the Company for general administrative purposes and other working capital, is defined as: the current assets excluding the cash reserved for exploration, less the current liabilities excluding the liability related to flow-through shares, less current portion of the asset retirement obligations of \$102,900 payable within 12 months.

**Consolidated condensed interim statement of financial position as at March 31, 2015**

As at March 31, 2015, the total assets of the Company totalled \$7,075,547, representing a net decrease of \$45,370 and a net increase of \$1,842,961 when compared to December 31, 2014 and June 30, 2014, respectively. The increase in the total assets during the nine-month periods ended March 31, 2015 is mostly related to the following elements, which contribute to increase the total assets: i) the issuance of shares for a net cash flow increase of \$1,852,057; and ii) the increase in the asset retirement obligation for a total of \$310,977. On the other hand, the cash flow used for the operating activities during the nine-month periods ended March 31, 2015 contributed in the decrease of the total assets for a total of \$320,073.

Management expects that the working capital available to the Company at the end of the period, combined with the closing of a non-brokered private placement during the fourth quarter of the fiscal year 2014-2015 (see Note 19 "Subsequent event" of the consolidated condensed interim financial statements for the period ended March 31, 2015), will provide the Company with adequate funding in order to cover its 2015 calendar year budget for general administrative expenses for the current fiscal year, to meet its short-term obligations, and to complete its planned 2015 calendar year exploration budget. Since the Company does not generate revenues, the Company will need to periodically obtain new funds to pursue its operations and, despite its ability to obtain funds in the past, there is no guarantee that it will be able to raise financing in the future.

**Consolidated Condensed Interim Statements of Loss and Comprehensive Loss  
Three-month periods ended March 31, 2015 and 2014**

	<b>Three-month periods ended March 31,</b>	
	2015	2014
	\$	\$
Expenses:		
Compensation	115,922	92,048
Share-based payments	30,221	-
Rent, office expense and other expenses	12,645	12,851
Registration, listing fees and shareholders' information	7,039	13,628
Promotion and advertising	16,916	13,096
Representation, missions and trade shows	4,026	11,378
Consultant fees	8,174	6,036
Professional fees	28,481	(15,242)
	223,424	133,795
Net finance expense (income):		
Finance income	(5,293)	(1,879)
Finance expense	1,133	738
	(4,160)	(1,141)
<b>Operating loss</b>	<b>219,264</b>	<b>132,654</b>
Other items:		
Other income related to flow-through shares	(71,385)	(11,298)
Realised gain on disposal of marketable securities	(13,053)	-
	(84,438)	(11,298)
<b>Net loss before income taxes</b>	<b>134,826</b>	<b>121,356</b>

Management discussion and analysis	May 26, 2015	
Deferred income taxes (recovery) expense	60,916	-
<b>Net loss for the period</b>	<b>195,742</b>	<b>121,356</b>
<b>Other comprehensive income:</b>		
Items that are or may be reclassified subsequently to net income or loss:		
Change in fair value of available-for-sale marketable securities	(22,440)	-
<b>Comprehensive loss for the period</b>	<b>173,302</b>	<b>121,356</b>
Basic and diluted loss per share	0.002	0.002
Weighted average number of shares outstanding	79,871,765	55,825,259

The results for the three-month period ended March 31, 2015 show an operating loss of \$219,264 (\$132,654 for the same period in the previous year). Aside from interest revenues of \$5,293 (\$1,879 for the same period in the previous year), the Company has no revenues from operations.

As seen in the previous statement of loss and comprehensive loss, the main variations between the current three-month period and the previous year comparative figures are: i) Compensation increased by \$23,874 mainly due to last year salary and fees temporary cuts; ii) Share-based payments, a non-cash item, increased by \$30,221 due to the fact that no share purchase options were issued last year during the third quarter; and iii) Professional fees increased by \$43,723 mainly due to legal fees expense adjustments amounting to \$33,566 capitalized to the mining properties in the previous year.

#### Financing activities for the three-month period ended March 31, 2015

During the quarter, the Company did not complete any financing.

#### Investing activities for the three-month period ended March 31, 2015

During the third quarter, the cash flow used by the investing activities totalling \$102,684 was for exploration and evaluation assets for a total of \$97,990 (net of the variation during the period in the accounts payables and accrued liabilities related to such amounting to \$282,732). An amount of \$20,000 was also used in relation to deposits to suppliers for exploration and evaluation assets. A portion of the cash flow during the quarter was used for mining properties claim renewal for a total amount of \$4,127. The Company also disposed of marketable securities amounting to a cash inflow of \$19,433.

## Management discussion and analysis

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The details for the total exploration and evaluation expenses done during the three-month period ended on March 31, 2015 on each property are presented in the following table:

Properties	Balance as at December 31, 2014 (\$)	Salaries and Consultants (\$)	Geology and geophysics (\$)	Test, sampling and prospecting (\$)	Drilling, equipment rental and other material (\$)	Lodging, meals and travel expenses (\$)	Increase (Decrease) for the period (\$)	Tax credits for resources	Balance as at March 31, 2015 (\$)
Belcourt Gold	2,449	-	-	-	-	-	-	-	2,449
Croinor Gold <sup>(1)</sup>	222,843	82,885	70,128	11,968	201,512	14,229	380,722	-	603,565
Regcourt Gold <sup>(2)</sup>	41,512	-	-	-	-	-	-	-	41,512
Simkar Gold <sup>(3)</sup>	1,023,333	-	-	-	-	-	-	-	1,023,333
<b>TOTAL</b>	<b>1,290,137</b>	<b>82,885</b>	<b>70,128</b>	<b>11,968</b>	<b>201,512</b>	<b>14,229</b>	<b>380,722</b>	<b>-</b>	<b>1,670,859</b>

Management discussion and analysis

May 26, 2015

The details for the total exploration and evaluation expenses done during the three-month period ended on March 31, 2014 on each property are presented in the following table:

Properties	Balance as at Dec. 31, 2013 (\$)	Salaries and fringe benefits (\$)	Geology and geophysics (\$)	Test, sampling and prospecting (\$)	Drilling, equipment rental and other material (\$)	Lodging, meals and travel expenses (\$)	Increase (Decrease) for the year (\$)	Impairment	Balance as at March 31, 2014 (\$)
Belcourt	2,449	-	-	-	-	-	-	-	2,449
Bel-Rive	1,841	-	-	-	-	-	-	-	1,841
Lac Tavernier	1,838	-	-	-	-	-	-	-	1,838
Nisk	306,628	-	-	-	-	-	-	-	306,628
Plator I	120	-	-	-	-	-	-	-	120
Plator II	120	-	-	-	-	-	-	-	120
Plator III	120	-	-	-	-	-	-	-	120
Plator IV	120	-	-	-	-	-	-	-	120
Plator V	120	-	-	-	-	-	-	-	120
Regcourt	34,285	-	-	-	-	-	-	-	34,285
Simkar	952,786	10,350	-	13,021	21,821	-	45,192	-	997,978
Tex-Sol	8,389	-	-	-	-	-	-	-	8,389
<b>TOTAL</b>	<b>1,308,816</b>	<b>10,350</b>	<b>-</b>	<b>13,021</b>	<b>21,821</b>	<b>-</b>	<b>45,192</b>	<b>-</b>	<b>1,354,008</b>

## Management discussion and analysis

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## Consolidated Condensed Interim Statements of Loss and Comprehensive Loss

Nine-month periods ended March 31, 2015 and 2014

	Nine-month periods ended March 31,	
	2015	2014
	\$	\$
Expenses:		
Compensation	365,514	296,696
Share-based payments	31,819	86,526
Rent, office expense and other expenses	31,271	37,245
Registration, listing fees and shareholders' information	51,045	48,577
Promotion and advertising	22,960	30,105
Representation, missions and trade shows	18,267	27,618
Consultant fees	40,133	24,638
Professional fees	79,808	71,442
	640,817	622,847
Net finance expense (income):		
Finance income	(11,940)	(12,422)
Finance expense	3,029	7,165
	(8,911)	(5,257)
<b>Operating loss</b>	631,906	617,590
Other items:		
Other income related to flow-through shares	(101,033)	(207,827)
Change in fair value of available-for-sale marketable securities	-	80,000
Other revenue	(12,465)	-
Realised gain on disposal of marketable securities	(34,153)	-
Impairment of mining properties	-	5,941,317
Impairment of exploration and evaluation assets	-	4,395,437
	(147,651)	10,208,927
<b>Net loss before income taxes</b>	484,255	10,826,517
Deferred income taxes (recovery) expense	79,447	(517,022)
<b>Net loss for the period</b>	563,702	10,309,495
<b>Other comprehensive income:</b>		
Items that are or may be reclassified subsequently to net income or loss:		
Change in fair value of available-for-sale marketable securities	25,060	(80,000)
<b>Comprehensive loss for the period</b>	588,762	10,229,495
Basic and diluted loss per share	0.008	0.194
Weighted average number of shares outstanding	70,296,576	52,764,933

The results for the nine-month period show an operating loss of \$631,906 (\$617,590 for the same period in the previous year). Aside from interest revenues of \$11,940 (\$12,422 for the same period in the previous year), the Company has no revenues from operations.



As seen in the previous statement of loss and comprehensive loss, the main variations between the current nine-month period and the previous year comparative figures are: i) Compensation increased by \$68,818 mainly due to last year salary and fees temporary cuts; ii) Share-based payments, a non-cash item, decreased by \$54,707 due to the fact that less share purchase options were issued this year; iii) Promotion and advertising, combined with representation, mission and trade shows all together decreased by a total of \$16,496, which was mainly due to the fact that more efforts was done in the previous year in order to promote the Company in the Val-d'Or region; and iv) Consultant fees increased by \$15,495 mainly due to the release of a coverage by Fundamental Research Corp. investment analysis.

### **Financing activities for the nine-month period ended March 31, 2015**

On December 15 and 23, 2014, the Company closed two tranches of a brokered short-form prospectus placement for an aggregate gross proceeds of \$2,303,160. Pursuant to these placements, the Company issued a total of 3,608,925 of "A units" at a price of \$0.13 per unit, 747 of "B units" at a price of \$1,000 per unit, and 6,793,750 of "C units" at a price of \$0.16 per unit. Each "A unit" consists of one common share in the capital of the Company at a price of \$0.13 per common share and one common share purchase warrant. Each "B unit" consists of 5,000 common shares to be issued as flow-through shares at a price of \$0.16 per flow-through share, 1,538 common shares at a price of \$0.13 per common share and 3,269 warrants. Each "C unit" consists of one flow-through share at a price of \$0.16 per flow-through share and one-half of one warrant. Each warrant entitles its holder thereof to purchase one common share at a price of \$0.18 per common share, until December 15, 2017. In consideration for its services, the agent received a cash commission of \$230,316 and 917,195 agent's compensation warrants to purchase, until December 15, 2017, a total of 501,249 common shares at a price of \$0.13 per common share. The warrants issued to the shareholders related to this financing were listed on the TSX Venture Exchange on January 23, 2015 under the trading symbol "MQR.WT.A".

### **Investing activities for the nine-month period ended March 31, 2015**

During the nine-month period, the cash flow used by the investing activities totalling \$331,846 was for exploration and evaluation assets for a total of \$358,725 (net of the variation during the period in the accounts payables and accrued liabilities related to such amounting to \$295,148). An amount of \$9,162 was used in relation to deposits to suppliers for exploration and evaluation assets. A portion of the cash flow used during the quarter was for mining properties claim renewal for a total amount of \$14,392. The Company also disposed of marketable securities amounting to a cash inflow of \$50,433. Finally, the Company also recorded an amount of \$310,977 in the mining properties in relation to the asset retirement obligation, but this had no effect on cash flows used for investing activities as the deposits relating to this amount will be paid in future periods.

## Management discussion and analysis

May 26, 2015

The details for the total exploration and evaluation expenses done during the nine-month period ended on March 31, 2015 on each property are presented in the following table:

Properties	Balance as at June 30, 2014 (\$)	Salaries and Consultants (\$)	Geology and geophysics (\$)	Test, sampling and prospecting (\$)	Drilling, equipment rental and other material (\$)	Lodging, meals and travel expenses (\$)	Increase (Decrease) for the period (\$)	Tax credits for resources	Balance as at March 31, 2015 (\$)
Belcourt Gold	2,449	-	-	-	-	-	-	-	2,449
Croinor Gold <sup>(1)</sup>	12,071	170,977	230,493	13,939	201,512	22,019	638,940	(47,446)	603,565
Regcourt Gold <sup>(2)</sup>	34,885	-	6,627	-	-	-	6,627	-	41,512
Simkar Gold <sup>(3)</sup>	1,015,027	-	8,306	-	-	-	8,306	-	1,023,333
<b>TOTAL</b>	<b>1,064,432</b>	<b>170,977</b>	<b>245,426</b>	<b>13,939</b>	<b>201,512</b>	<b>22,019</b>	<b>653,873</b>	<b>(47,446)</b>	<b>1,670,859</b>

## Management discussion and analysis

May 26, 2015

The details for the total exploration and evaluation expenses done during the nine-month period ended on March 31, 2014 on each property are presented in the following table:

Properties	Balance as at June 30, 2013 (\$)	Salaries and fringe benefits (\$)	Geology and geophysics (\$)	Test, sampling and prospecting (\$)	Drilling, equipment rental and other material (\$)	Lodging, meals and travel expenses (\$)	Increase (Decrease) for the year (\$)	Impairment	Balance as at March 31, 2014 (\$)
Amiral	49,142	-	-	-	-	-	-	(49,142)	-
Arques	338,340	-	-	-	-	-	-	(338,340)	-
Belcourt	-	2,449	-	-	-	-	2,449	-	2,449
Bel-Rive	-	1,841	-	-	-	-	1,841	-	1,841
Bourier	1,184,638	-	-	-	-	-	-	(1,184,638)	-
Caumont	411,963	600	-	-	-	-	600	(412,563)	-
Dumulon	216,246	-	-	-	-	-	-	(216,246)	-
Duval	265,538	-	-	-	-	-	-	(265,538)	-
Lac Tavernier	-	1,838	-	-	-	-	1,838	-	1,838
Lemare	1,154,229	600	-	-	-	-	600	(1,154,829)	-
Nisk	611,455	1,800	-	-	-	-	1,800	(306,627)	306,628
Plator I	-	120	-	-	-	-	120	-	120
Plator II	-	120	-	-	-	-	120	-	120
Plator III	-	120	-	-	-	-	120	-	120
Plator IV	-	120	-	-	-	-	120	-	120
Plator V	-	120	-	-	-	-	120	-	120
Regcourt	28,858	5,427	-	-	-	-	5,427	-	34,285
Rosebay	16,611	-	-	-	-	-	-	(16,611)	-
Simkar	-	69,663	69,179	87,495	765,316	6,325	997,978	-	997,978
Tex-Sol	-	8,389	-	-	-	-	8,389	-	8,389
Valiquette	450,903	-	-	-	-	-	-	(450,903)	-
<b>TOTAL</b>	<b>4,727,923</b>	<b>93,207</b>	<b>69,179</b>	<b>87,495</b>	<b>765,316</b>	<b>6,325</b>	<b>1,021,522</b>	<b>(4,395,437)</b>	<b>1,354,008</b>

## Selected quarterly data

Operating results for each of the last 8 quarters are presented in the table below. The data related to these quarters were prepared in the same manner as that of the audited financial statements for the fiscal year ended June 30, 2014.

Operating results as at:	Finance income (\$)	Loss before income taxes (\$)	Comprehensive loss (\$)	Loss per share – basic and diluted (\$)
March 31, 2015	5,293	134,826	173,302	0.002
December 31, 2014	3,595	197,079	212,438	0.003
September 30, 2014	3,052	169,450	206,022	0.003
June 30, 2014	2,279	199,592	229,592	0.004
March 31, 2014	1,879	121,356	121,356	0.002
December 31, 2013	4,481	10,380,739	9,813,598	0.190
September 30, 2013	6,062	324,423	294,542	0.006
June 30, 2013	6,972	20,655	30,566	0.001

## Common shares:

Outstanding shares information as at:	Common shares outstanding	Number of weighted average Common shares outstanding
As at the date of this report	79,871,765	79,871,765
March 31, 2015	79,871,765	79,871,765
December 31, 2014	79,871,765	66,640,918
September 30, 2014	64,585,204	64,585,204
June 30, 2014	64,585,204	58,619,982
March 31, 2014	57,058,389	55,825,259
December 31, 2013	54,440,208	51,775,860
September 30, 2013	50,760,208	50,760,208
June 30, 2013	50,760,208	44,134,509

## Share purchase options:

Outstanding share purchase options as at:	Options issued	Options exercisable	Average exercise strike price (\$)
As at the date of this report	5,095,000	4,982,500	0.21
March 31, 2015	4,145,000	4,032,500	0.23
December 31, 2014	3,670,000	3,595,000	0.25
September 30, 2014	3,670,000	3,582,500	0.25
June 30, 2014	3,696,250	3,506,250	0.25
March 31, 2014	3,101,250	2,913,750	0.27
December 31 2013	3,101,250	2,913,750	0.27
September 30, 2013	3,176,250	2,988,750	0.27
June 30, 2013	2,755,000	2,627,500	0.33

As at March 31, 2015, the Company had 4,145,000 outstanding options to purchase common shares. These options allow their holder to subscribe to common shares at a price varying between \$0.125 and \$0.40 per common share for a period varying from 24 months to 60 months from the issue date, subject to the conditions established under the common share purchase option Plan. During the nine-month period ended March 31, 2015 and up to the date of this report, 51,250 options expired and 500,000 options were granted with an exercise price of \$0.13 and expiry date of 60 months from the issue date.

Between April 1, 2015 and the date of this report, the Company issued 950,000 options to purchase common shares, allowing their holder to subscribe to common shares at a price of \$0.12 per common share for a period of 60 months from the issue date, subject to the conditions established under the common share purchase option Plan.

## Warrants granted to others than the brokers:

Outstanding warrants to shareholders as at:	Warrants issued to shareholders	Warrants exercisable	Average strike price (\$)
As at the date of this report	24,959,139	24,959,139	0.22
March 31, 2015	24,959,139	24,959,139	0.22
December 31, 2014	24,959,139	24,959,139	0.22
September 30, 2014	15,511,396	15,511,396	0.25
June 30, 2014	15,511,396	15,511,396	0.25
March 31, 2014	13,719,581	13,719,581	0.25
December 31, 2013	12,701,400	12,701,400	0.25
September 30, 2013	13,861,400	13,861,400	0.27
June 30, 2013	13,861,400	13,861,400	0.27

## Warrants to brokers:

Outstanding warrants to brokers as at:	Warrants issued to brokers	Warrants exercisable	Average exercise strike price (\$)
As at the date of this report	1,696,585	1,696,585	0.17
March 31, 2015	1,696,585	1,696,585	0.17
December 31, 2014	1,696,585	1,696,585	0.17
September 30, 2014	779,390	779,390	0.21
June 30, 2014	779,390	779,390	0.21
March 31, 2014	779,390	779,390	0.21
December 31, 2013	779,390	779,390	0.21
September 30, 2013	695,390	695,390	0.22
June 30, 2013	695,390	695,390	0.22

As at March 31, 2015, the Company had issued 24,959,139 exercisable warrants to shareholders and 1,696,585 exercisable warrants to brokers. Each warrant allows its holder to subscribe to one (1) common share at a price varying between \$0.12 per share to \$0.30 per share for a period varying between 24 and 36 months following their issue date. Furthermore, the 9,171,400 warrants issued to shareholders during the month of December 2012 are listed on the TSX Venture exchange and started trading at the opening of the markets on May 2, 2013 under the trading symbol "MQR.WT", entitling their holders thereof to purchase one common share, at a price of \$0.30 per common share, until 5:00 p.m. (Montréal time) on December 14, 2015. Additionally, the 9,447,743 warrants issued to shareholders during the month of December 2014 are also listed on the TSX Venture exchange and started trading at the opening of the markets on January 23, 2015 under the trading symbol "MQR.WT.A", entitling their holders thereof to purchase one common share, at a price of \$0.18 per common share, until 5:00 p.m. (Montréal time) on December 15, 2017.

### Related Party Transactions and Commercial Objectives

During the three-month and nine-month periods ended March 31, 2015, the Company incurred expenses for services rendered by executive officers of the Company. These services were rendered in the normal course of operations and are measured at the exchange amount, which is the amount agreed between the parties.



Three-month periods ended March 31		
	2015 (\$)	2014 (\$)
Compensation paid to key management personnel	91,127	70,821
Share-based payments towards key management personnel	25,016	-
Fees and expenses paid to the external directors	20,182	13,400
Share-based payments towards the directors	-	-

Nine-month periods ended March 31		
	2015 (\$)	2014 (\$)
Compensation paid to key management personnel	283,333	230,636
Share-based payments towards key management personnel	26,614	36,765
Fees and expenses paid to the external directors	58,923	40,800
Share-based payments towards the directors	-	34,949

Inter-company transactions carried out during the three-month period ended March 31, 2015 between the Company and Nemaska Lithium Inc. ("Nemaska") (entity having significant influence over the Company) totalled an amount of \$24,500 (\$28,500 in 2014) as follows: Nemaska charged to the Company for the following: \$24,500 (\$25,200 in 2014) of compensation and nil (\$3,300 in 2014) as general administrative and office expenses.

During the nine-month period ended March 31, 2015, Nemaska charged the Company for the following: \$81,500 (\$82,568 in 2014) of compensation and nil (\$9,900 in 2014) as general administrative and office expenses.

The transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. There is no inter-company balance payable or receivable by the Company to or from Nemaska as at March 31, 2015 and as at June 30, 2014.

#### Off Balance sheet agreements

The Company has not concluded any off balance sheet agreements.

#### Obligations and contractual commitments

The Company had the following commitments as at the date of this report:

##### (A) REGCOURT GOLD

The Company has agreed to pay Plato Gold Inc. a 1% Net Smelter Return ("NSR") on all metals on some of the claims forming the property and has the right, at any time before commercial production, to purchase this 1% NSR by paying the seller \$1,000,000 in cash. Also, the Company has agreed to pay Eloro Resources Inc. a 1.5% Net Smelter Return ("NSR") on all metals from the claims and has the right, at any time before commercial production, to purchase 1/3 of this NSR by paying Eloro Resources Inc. \$1,000,000 in cash.

**(B) SIMKAR GOLD**

The Company has agreed to pay Eloro Resources Inc. a royalty equal to 1.5% Net Smelter Return (“NSR”) on all metals on the claims acquired and has the right, at any time before commercial production, to purchase 1/3 of this NSR by paying the beneficiary a total of \$1,000,000 in cash. This buyback clause does not apply to 11 of the claims forming the property.

**(C) BELCOURT GOLD**

The Company has agreed to pay Eloro Resources Inc. a royalty equal to 1.5% Net Smelter Return (“NSR”) on all metals on the claims acquired and has the right, at any time before commercial production, to purchase 1/3 of this NSR by paying the beneficiary a total of \$1,000,000 in cash.

**(D) CROINOR GOLD**

The Company has agreed to pay the beneficiaries a total royalty of 1.5% Net Smelter Return (“NSR”) on all metals on some of the claims acquired and has the right, at any time before commercial production, to purchase 50% of this NSR by paying the beneficiaries a total of \$500,000 in cash.

**(E) FLOW-THROUGH SHARES**

The Company was committed to incur eligible exploration and evaluation expenses, pursuant to the Canada *Income Tax Act* and Québec *Taxation Act*, of \$1,647,200 by December 31, 2013, and to transfer the tax deductions related to these expenditures to the subscribers of its flow-through shares underwriting completed on December 21, 2012. The Company has fulfilled this commitment since it incurred a cumulative amount of \$1,647,200 of eligible expenses as at December 31, 2013 (\$696,130 as at June 30, 2013) and has no funds reserved for exploration (\$951,070 as at June 30, 2013) related to this commitment.

The Company was also committed to incur eligible exploration and evaluation expenses, pursuant to the Canada *Income Tax Act* and Québec *Taxation Act*, of \$201,600 by December 31, 2014, and to transfer the tax deductions related to these expenditures to the subscribers of its flow-through shares completed on December 23, 2013. The Company has fulfilled this commitment since it incurred a cumulative amount of \$201,600 of eligible expenses as at September 30, 2014 (\$87,505 as at June 30, 2014) and has no funds reserved for exploration (\$114,095 as at June 30, 2014) related to this commitment.

The Company is also committed to incur eligible exploration and evaluation expenses, pursuant to the Canada *Income Tax Act* and Québec *Taxation Act*, of \$1,684,600 by December 31, 2015, and to transfer the tax deductions related to these expenditures to the subscribers of its flow-through shares completed on December 15, 2014 and December 23, 2014. In relation to this commitment, the Company has incurred a cumulative amount of \$386,722 of eligible expenses as at March 31, 2015 and has \$1,297,878 of funds reserved for exploration.

**(F) LEASE**

The Company signed a lease in December 2014 to rent office space for a monthly amount of \$875 until May 31, 2015. The Company is also renting storage space for an annual amount of \$2,420. The office space lease was renewed for an additional period of 1 year, from June 1, 2015 to May 31, 2016 for a monthly amount of \$925. The Company also renewed for the storage space for an annual amount of \$3,134. As at March 31, 2015, the total contractual payments remaining until May 31, 2016, assuming the lease will not be terminated before the end of the term, will amount to \$15,984.

**(G) ASSET RETIREMENT OBLIGATION**

The Company has recorded an asset retirement obligations for costs associated with mine reclamation and closure activities at the Croinor property, which reflects the present value of the estimated amount of cash flows required to satisfy the asset retirement obligation. The primary component of this obligation is for the revegetation of the site including waste piles and overburden, infilled area, and polishing pond. Following the restoration plan submitted in 2014 by the Company to the Ministère des ressources naturelles et de la faune of the province of Québec (the "MRNF"), the MRNF advised the Company on January 23, 2015 that to cover the asset retirement obligation of \$416,155 a financial guarantee for the full amount would be required. As at December 31, 2014, the Company has invested \$105,178 (\$105,178 as at June 30, 2014) in term deposits in accordance with the current financial guarantee requirements set forth by the MRNF for future site restoration costs at the Croinor mining site. The remaining amount of \$310,977 will need to be deposited in a trust account on the following dates: i) \$102,900 on or before April 23, 2015; ii) \$104,039 on January 23, 2016 and; iii) \$104,039 on January 23, 2017.

**Additional information required from junior issuers with no significant income**

The Company reports the information on its exploration and evaluation assets in note 7 of its unaudited consolidated condensed interim financial statements for the three-month and nine-month periods ended March 31, 2015.

The Company has no research and development expenses.

The Company has no deferred expenses other than those related to its mining properties and explorations & evaluation assets.

The office and general administrative expenses for the three-month and nine-month periods ended March 31, 2015 as well as the same period for the previous year are composed of the following expenses:

<b>Rent, office and other expenses for the three-month periods ended March 31</b>		
	<b>2015 (\$)</b>	<b>2014 (\$)</b>
Office supplies and mailing	1,662	2,246
Insurances, taxes and permits	9,176	6,489
Office expenses and equipment	715	2,736
Telecommunications	987	1,323
Training, HR activities and other adjustments	105	57
<b>Total</b>	<b>12,645</b>	<b>12,851</b>

<b>Rent, office and other expenses for the nine-month periods ended March 31</b>		
	<b>2015 (\$)</b>	<b>2014 (\$)</b>
Office supplies and mailing	5,698	5,748
Insurances, taxes and permits	20,966	19,293
Office expenses and equipment	1,793	9,108
Telecommunications	2,700	2,889
Training, HR activities and other adjustments	114	207
<b>Total</b>	<b>31,271</b>	<b>37,245</b>

## Financing sources

The financing sources for the last 8 quarters and up to the date of this report are listed in the following table:

Date	Type	Financings	Amount (\$)	Use of proceeds
May 4, 2015	Non-brokered private placement	Common shares	400,000	<p><b>Purpose:</b> General administrative expenses and mining properties acquisition.</p> <p><b>Use of funds:</b> As at the date of this report, none of these funds have been used.</p>
December 15 and 23, 2014	Prospectus Brokered placement	Common shares	618,560	<p><b>Purpose:</b> General administrative expenses and working capital.</p> <p><b>Use of funds:</b> Between December 15, 2014 and the date of this report, an amount of \$419,295 was used for to pay share issuance costs related to this financing, while the remaining funds have not yet been used. This is in line with the expected use of funds.</p>
		Flow-through shares	1,684,600	<p><b>Purpose:</b> Exploration work on the properties owned by the Company.</p> <p><b>Use of funds:</b> Between December 15 and March 31, 2015, a total of \$386,722 was used for exploration work on the Company properties. As at March 31, 2015, there is a balance of \$1,297,878 to be used by the Company for exploration related to this financing. This is in line with the expected use of funds.</p>
June 30, 2014	Private placement	Common shares	405,000	<p><b>Purpose:</b> General administrative expenses and mining properties acquisition.</p> <p><b>Use of funds:</b> As at the date of this report, these funds have been used by the Company as expected.</p>
June 11, 2014	Warrants exercised	Common shares	163,900	<p><b>Purpose:</b> General administrative expenses and mining properties acquisition.</p> <p><b>Use of funds:</b> As at the date of this report, these funds have been used by the Company as expected.</p>
May 16, 2014	Warrants exercised	Common shares	44,000	<p><b>Purpose:</b> General administrative expenses and mining properties acquisition.</p> <p><b>Use of funds:</b> As at the date of this report, these funds have been used by the Company as expected.</p>

## Management discussion and analysis

May 26, 2015

Date	Type	Financings	Amount (\$)	Use of proceeds
February 10, 2014	Warrants exercised	Common shares	88,000	<p><b>Purpose:</b> General administrative expenses and mining properties acquisition.</p> <p><b>Use of funds:</b> As at the date of this report, these funds have been used by the Company as expected.</p>
February 7, 2014	Private placement	Common shares	200,000	<p><b>Purpose:</b> General administrative expenses and mining properties acquisition.</p> <p><b>Use of funds:</b> As at the date of this report, these funds have been used by the Company as expected.</p>
December 23, 2013	Brokered private placement	Common shares	50,400	<p><b>Purpose:</b> General administrative expenses.</p> <p><b>Use of funds:</b> Between December 23, 2013 and December 31, 2013, this amount was fully allocated to pay the financing costs related to this financing. This is in line with the expected use of funds.</p>
		Flow-through shares	201,600	<p><b>Purpose:</b> Exploration work on the properties owned by the Company.</p> <p><b>Use of funds:</b> Between December 23 and September 30, 2014, this amount was fully allocated and used for exploration work on the Company properties. As at the date of this report, there is no balance to be used by the Company for exploration related to this financing. This is in line with the expected use of funds.</p>
November 20, 2013	Warrants exercised	Common shares	220,000	<p><b>Purpose:</b> General administrative expenses and mining properties acquisition.</p> <p><b>Use of funds:</b> As at the date of this report, these funds have been used by the Company as expected.</p>

**SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION****Basis of presentation****(A) STATEMENT OF COMPLIANCE:**

These unaudited consolidated condensed interim financial statements have been prepared in accordance with IFRS, as issued by the International Accounting Standards Board ("IASB") on a basis consistent with those accounting policies followed by the Company in the most recent audited annual financial statements except where noted below. These unaudited consolidated condensed interim financial statements have been prepared under IFRS in accordance with IAS 34, *Interim Financial Reporting*. Certain information, in particular the accompanying notes, normally included in the audited annual financial statements prepared in accordance with IFRS has been omitted or condensed. Accordingly, these unaudited consolidated condensed interim financial statements do not include all the information required for full annual financial statements, and, therefore, should be read in conjunction with the audited annual financial statements and the notes thereto for the year ended June 30, 2014. On May 26, 2015, the Board of Directors approved, for issuance, these consolidated condensed interim financial statements.

**(B) BASIS OF MEASUREMENT:**

The consolidated condensed interim financial statements have been prepared on the historical cost basis except for available-for-sale financial assets which are measured at fair value through other comprehensive income.

The consolidated condensed interim financial statements have been prepared on a going concern basis, meaning the Company will be able to realize its assets and discharge its liabilities in the normal course of operations.

**(C) FUNCTIONAL AND PRESENTATION CURRENCY:**

These consolidated condensed interim financial statements are presented in Canadian dollars, which is the Company's functional currency.

**(D) USE OF ESTIMATES AND JUDGMENTS:**

The preparation of the consolidated condensed interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected.

In preparing these consolidated condensed interim financial statements, the significant judgments made by management applying the Company accounting policies and the key sources of estimation uncertainty were the same as those described in the Company's audited annual financial statements for the year ended June 30, 2014.



**Significant accounting policies:**

These consolidated condensed interim financial statements have been prepared following the same accounting policies used in the audited financial statements for the years ended June 30, 2014 except as noted below:

**(A) New standards, interpretations and amendments issued:****Amendments to IAS 32, *Offsetting Financial Assets and Liabilities*:**

In December 2011, the IASB published *Offsetting Financial Assets and Financial Liabilities*. The effective date for the amendments to IAS 32 is annual periods beginning on or after January 1, 2014. These amendments are to be applied retrospectively.

The amendments to IAS 32 clarify that an entity currently has a legally enforceable right to set off if that right is:

- not contingent on a future event; and
- enforceable both in the normal course of business and in the event of default, insolvency or bankruptcy of the entity and all counterparties.

The amendments to IAS 32 also clarify when a settlement mechanism provides for net settlement or gross settlement that is equivalent to net settlement.

IAS 32 did not have an impact on the consolidated condensed interim financial statements.

**IFRIC 21, *Levies*:**

In May 2013, the IASB issued IFRIC 21, *Levies*. IFRIC 21 is effective for annual periods commencing on or after January 1, 2014 and is to be applied retrospectively.

IFRIC 21 provides guidance on accounting for levies in accordance with the requirements of IAS 37, *Provisions, Contingent Liabilities and Contingent Assets*. The interpretation defines a levy as an outflow from an entity imposed by a government in accordance with legislation. It also notes that levies do not arise from executor contracts or other contractual arrangements.

The interpretation also confirms that an entity recognizes a liability for a levy only when the triggering event specified in the legislation occurs.

IFRIC 21 did not have an impact on the consolidated condensed interim financial statements.

**(B) New standards, interpretations and amendments not yet effective:**

The following new standards, interpretations and amendments have been issued but are not yet effective and therefore have not been applied in preparing these consolidated condensed interim financial statements:

**IFRS 9, *Financial Instruments*:**

On July 24, 2014 the IASB issued the complete IFRS 9 (IFRS 9 (2014)).

The mandatory effective date of IFRS 9 is for annual periods beginning on or after January 1, 2018 and must be applied retrospectively with some exemptions. Early adoption is permitted. The restatement of prior periods is not required and is only permitted if information is available without the use of hindsight.

IFRS 9 (2014) introduces new requirements for the classification and measurement of financial assets. Under IFRS 9 (2014), financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows.

The standard introduces additional changes relating to financial liabilities.

It also amends the impairment model by introducing a new 'expected credit loss' model for calculating impairment.

IFRS 9 (2014) also includes a new general hedge accounting standard which aligns hedge accounting more closely with risk management. This new standard does not fundamentally change the types of hedging relationships or the requirement to measure and recognize ineffectiveness, however it will provide more hedging strategies that are used for risk management to qualify for hedge accounting and introduce more judgment to assess the effectiveness of a hedging relationship.

Special transitional requirements have been set for the application of the new general hedging model.

The Company intends to adopt IFRS 9 (2014) in its financial statements for the annual period beginning on January 1, 2018. The extent of the impact of adoption of the standard has not yet been determined.

## FINANCIAL RISK, MANAGEMENT OBJECTIVES AND POLICIES

### *FAIR VALUE OF FINANCIAL INSTRUMENTS*

The carrying amounts of short-term financial assets and liabilities, which include cash and cash equivalents, sales tax receivable, term deposit, other receivables and deposits and accounts payable and accrued liabilities approximate their fair value due to the immediate or short-term maturity of these financial instruments.

### *RISK EXPOSURE AND MANAGEMENT*

The Company is exposed to a certain amount of risks at different levels. The type of risk and the way the exposure is managed are described hereafter.

#### **(i) MARKET RISK:**

Market risk is the risk that changes in market prices, such as interest rates, foreign exchange rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

#### *Interest rate risk:*

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Cash equivalents bear interest at a fixed rate of 1.25% per year. In relation with those items, there is no exposure to fair value variation due to the fact that they are redeemable at any time. The other financial assets and liabilities of the Company as at the financial statement date do not represent interest risk because they are without interest. The Company does not use financial derivatives to decrease its exposure to interest risk.

#### *Currency risk:*

The Company is not exposed to currency fluctuations as all transactions up to now have occurred in Canadian dollars, which is the functional currency of the Company.

#### **(ii) CREDIT RISK:**

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the Company's cash and cash equivalents and the carrying amount of these financial assets represents the Company's maximum exposure to credit risk as at the date of the financial statements. The credit risk on cash and cash equivalents is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

**(iii) LIQUIDITY RISK:**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations associated with its financial liabilities as they fall due.

The Company manages liquidity risk through the management of its capital structure as outlined in Note 20 of its audited consolidated financial statements for the year ended June 30, 2014. It also manages liquidity risk by continuously monitoring actual and projected cash flows.

As at March 31, 2015, all of the Company's financial liabilities had contractual maturities of less than one year and the Company had enough funds available to meet its current financial liabilities. At the same date, the Company had \$708,928 in cash and cash equivalents not reserved for exploration (\$1,131,607 as at June 30, 2014) plus \$102,166 in sales tax receivables (\$24,251 as at June 30, 2014) plus \$33,661 (\$75,000 as at June 30, 2014) in marketable securities plus \$54,947 in tax credits and mining rights receivable (nil as at June 30, 2014) in order to meet its financial liabilities and future financial liabilities from its commitments. The Company also had as at March 31, 2015 \$1,297,878 (\$114,095 as at June 30, 2014) of funds reserved for exploration.

**Properties titles**

According to the mining law and regulations of the Province of Quebec, to renew its claims, the Company must incur a minimum of exploration expenditures and must pay the Québec government, a rent per claim, for every 2 year renewal period. Between the date of this MD&A and June 30, 2015, no amount have to be paid in relation with these renewals.

**Additional financing**

In the future, additional funds will be required to finance the exploration or development work on the Company's properties, to pay for the renewal of the claims forming the properties and to cover the costs of managing the Company. The main sources of funds available to the Company are the issuance of additional shares, the borrowing of money or the sale of interests in its properties. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company.

**Conditions of the industry in general**

The exploration and development of mineral resources involves significant risks that even a due diligence evaluation, combined with experience and know-how could not avoid. Although the discovery of a deposit can prove to be extremely lucrative, only a few properties where exploration and development work are carried out become producing mines thereafter. Important expenditures are necessary to establish ore reserves, to work out the metallurgical processes and to build the mining plant on a particular site. It is impossible to provide assurance to the effect that the exploration and development programs contemplated by the Company will generate a profitable mine.

Economic viability of a mineral deposit depends on many factors, of which some are due to the specific characteristics of the deposit, in particular its size, its grade and its proximity with the infrastructures as well as the cyclic character of the prices of metals and the governmental regulations, the royalties, the limits of production, the import and export of minerals and the protection of the environment. The impact of these factors cannot be evaluated in a precise way, but their effect can make so that the mineral deposit does not provide an adequate return of the funds invested.

The mining activities comprise a high level of risks. The activities of the Company are subject to all the dangers and the risks usually dependent on the exploration and the development, including the unusual and unforeseen geological formations, explosions, collapses, floods and other situations which can occur during drilling and the removal of material and of which any could cause physical or material or environmental injuries and, possibly, legal responsibility.

**Governmental regulation**

The activities of the Company are subject to various federal, provincial and local laws, which relate to the exploration and development, taxes, standards of work, diseases and the occupational safety, the safety in mines, toxic substances, the protection of the environment and others. The exploration and the development are subject to legislative measures and laws with the federal, provincial and local levels relating to the protection of the environment. These laws impose high standards on the mining industry, in order to control the rejects of waste water and to force the participants to account for such controls to the lawful authorities, to reduce or eliminate the impact that are generated by certain production activities; extraction and of treatment and which are later on deposited on the ground or are rejected into the air or the water, to complete work of restoration of the mining properties, to control dangerous waste and materials and to reduce the risk of industrial accidents. The defect to conform to the above-mentioned legislative measures can involve important fines and other penalties.

**Risks of lawsuits and no insurable risks**

The Company could be held responsible for pollution or for other risks against which it could not be insured or against which it could choose not to be insured, given the high cost of the premiums or for other reasons. The payment of sums in this respect could involve the loss of the assets of the Company.

**Conflicts of Interest**

Some of the directors and officers of the Company are engaged as directors or officers of other corporations involved in the exploration and development of mineral resources. Such engagement could result in conflicts of interest. Any decision taken by these directors and officers and involving the Company will be in conformity with their duties and obligations to compromise in an equitable way and in good faith with the Company and these other corporations. Moreover, these directors and officers will declare their interests and will abstain to vote on any question which could give place to a conflict of interest.

**Permits, licences and authorizations**

The activities of the Company require obtaining and maintaining permits and licences from various governmental authorities. The Company considers that it holds all the permits and licences required for its activities; it currently carries on, in accordance with the relevant laws and by-laws. Changes brought to the by-laws could affect these permits and licences. Nothing guarantees that the Company can obtain all the permits and all the necessary licences in order to continue its mining activities, to build mines or mining plants and to begin the exploitation of its exploration properties. Moreover, if the Company begins the exploitation of an exploration property, it will have to obtain the necessary permits and licences and to conform to all the required obligations concerning the use of water, removal of waste etc. It cannot be guaranteed that the Company will be able to obtain these permits and licences, nor that it will be able to conform to their requirements.

**Dependence on the management**

The Company is dependent towards certain persons of its management. The loss of their services could have an unfavourable impact on the Company.

**Territorial claims**

The properties in which the Company holds an interest are not currently subject to territorial claims on behalf of first nations. No assurance can however be provided to the effect that such will not be the case in the future.

**Price of metals**

The price of the common shares, the financial results of the Company, its exploration and development activities; could all be negatively impacted by the fall of the prices of metals, resulting in an impact on the capacity of the Company to finance its activities. The prices of metals fluctuate in an important way and are tributary to various factors which are independent of the control of the Company, such as the sale or the purchase of metals by various brokers, central banks and financial institutions, the rates of interest, foreign exchange rates, the rates of inflation, of deflation, the fluctuations in the value of the Canadian dollar and other currencies, the regional and world offer and demand, the economic conjuncture and policies of countries of the world which are large metal producers. The prices of metals fluctuated hugely these last years and any serious downward correction could prevent the continuation of the development activities of the properties of the Company.

**Tax risks**

The Company is partly financed by the issuance of flow-through shares. However, there is no guarantee that the funds spent by the Company will qualify as Canadian exploration expenses, even if the Company has committed to take all the necessary measures for this purpose. Refusals of certain expenses by tax authorities could have negative tax consequences for investors. In such an event, the Company will indemnify each flow-through share subscriber for the additional taxes payable by such subscriber as a result of the Company's failure to renounce the qualifying expenditures as agreed.

**Additional Information and Continuous Disclosure**

This MD&A was prepared as of the date shown in the header of this document. Additional information relating to the Company, including the technical reports mentioned herein and the Company's Proxy Circular can be found on the website [www.sedar.com](http://www.sedar.com) and on our website at [www.monarquesgold.com](http://www.monarquesgold.com).

# MONARQUES GOLD CORPORATION (Formerly Monarques Resources Inc.)

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## GENERAL INFORMATION

### HEAD OFFICE

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1<sup>st</sup> floor, P.O. box 10  
Québec (Québec) G1K 3X2  
CANADA  
Tel: (418) 614-0940 or (888) 994-4465  
Fax:(418) 614-0627

### WEB SITE

[www.monarquesgold.com](http://www.monarquesgold.com)

### E-MAIL

[info@monarquesgold.com](mailto:info@monarquesgold.com)

### STOCK EXCHANGE

TSX Venture Exchange  
Symbol: **MQR** for the shares,  
**MQR.WT** for the warrants issued in December 2012, and  
**MQR.WT.A** for the warrants issued in December 2014

### OFFICERS

Jean-Marc Lacoste  
President and CEO  
  
Steve Nadeau, CPA, CGA  
Chief Financial Officer

### BOARD OF DIRECTORS

Michel Baril\*, Eng., Chairman of the Board  
Guy Bourassa, Director and Secretary  
Robert Ayotte\*, Director  
Michel Bouchard\*, Director  
Christian Pichette, Director  
\* Member of the audit committee

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