XIMEN MINING CORP.
MANAGEMENT DISCUSSION & ANALYSIS
For the Year Ended June 30, 2014

Background

The following Management Discussion and Analysis ("MD&A") prepared as of October 27, 2014, should be read in conjunction with the financial statements of Ximen Mining Corp. ("Ximen", or the "Company") for the year ended June 30, 2014 and related notes attached thereto prepared in accordance with International Financial Reporting Standards ("IFRS"). The reader should also refer to the audited year-end financial statements for the year ended June 30, 2013, all of which are available on the SEDAR website at www.sedar.com. All dollar amounts herein are expressed in Canadian Dollars unless stated otherwise.

Description of Business

The Company was incorporated on December 4, 2006 under the Business Corporations Act of British Columbia. On March 19, 2012, the Company changed its name from Everett Resources Ltd. to Elm Tree Minerals Inc. and consolidated its share capital, options and warrants on a twelve to one basis. On September 4, 2013, the Company changed its name from Elm Tree Minerals Inc. to Ximen Mining Corp. In addition, the Company consolidated its share capital, options and warrants on a five to one basis on July 4, 2013. These financial statements reflect the retroactive application of the share consolidation.

The principal business of the Company is the acquisition, exploration and development of mineral resource properties. The Company is a reporting issuer in British Columbia, Alberta and Ontario and its shares trade on the TSX Venture Exchange under the symbol XIM.

Highlights for the year ended June 30, 2014

During the current year the Company entered into an option agreement to acquire a 100% interest in the Brett Gold Project situated in the North Okanagan region of Southwest British Columbia approximately 29 kilometers West of Vernon. The Company completed a field exploration program of geochemical sampling, mapping, compilation reports, and geophysical survey to establish drill targets for a fall drill program.

During the current year, the Company entered into an option agreement to acquire a 100% interest in the Gold Drop Property located about 9 kilometers northeast from downtown Greenwood, British Columbia, in the Greenwood Gold Mining district.

During the current year, the Company raised $2,953,427 from the issuance of shares through financings and warrant and option exercises.

Highlights subsequent to the year ended June 30, 2014

Subsequent to the year end, the Company commenced a diamond drill program on the Brett property to test gold targets established from the summer exploration program in 2014.

On August 27, 2014, the Company completed a private placement, raising gross proceeds of $938,970 by issuing 1,707,219 units at $0.55 per unit. Each unit consists of one common share and one-half share purchase warrant. Each whole share purchase warrant entitles the holder to purchase one additional common share of the Company at $1.00 per share for a period of 12 months.

On September 22, 2014, the Company completed a private placement, raising gross proceeds of $416,100 by issuing 1,386,999 units at $0.30 per unit. Each unit consists of one common share and one share purchase warrant. Each whole share purchase warrant entitles the holder to purchase one additional common share of the Company at $0.40 per share for a period of 2 years.

Results of operations for the year ended June 30, 2014

The following table sets forth information for the years ended June 30, 2014, 2013 and 2012.

	Year Ended June 30, 2014	Year Ended June 30, 2013	Year Ended June 30, 2012
Financial results:			
Net (loss) for the period	$ (3,539,302)	$ (365,585)	$ (214,949)
Basic and diluted gain (loss) per share	(0.45)	(0.14)	(1.41)
Balance sheet data:			
Current assets	571,258	7,000	221,159
Total assets	767,384	58,140	262,149
Shareholders'equity	115,588	(506,042)	(189,141)
Cash flow data:			
Common share proceeds (gross)	3,179,427	35,000	1,168,573

The table below sets forth selected results of operations for the Company's last eight quarters.

	Jun.30 2014 $	**Mar.31 2014 $**	**Dec. 31 2013 $**	**Sept. 30 2013 $**	**Jun. 30 2013 $**	**Mar. 31 2013 $**	**Dec. 31 2012 $**	**Sept. 30 2012 $**
Total Revenues	-	-	-	-	-	-	-	-
Net Income (Loss)	(2,625,885)	(432,184)	(65,432)	(118,578)	(89,868)	(41,991)	(137,019)	(96,707)
Basic and Diluted Income(Loss)/Share	(0.45)	(0.05)	(0.01)	(0.03)	(0.04)	(0.00)	(0.05)	(0.05)

Year ended June 30, 2014 compared to Year ended June 30, 2013

During the year ended June 30, 2014 the Company incurred a loss of $3,539,302 compared to a loss of $365,585 for the comparative period in the previous year. The increase in the current year is due to the Company acquiring the Brett and Gold Drop properties and conducting significant exploration programs on both properties. Significant changes in individual expenses in the current year include consulting expense of $333,132 (2013 - $116,885), accounting audit and legal fees of $149,803 (2013 - $73,867). Consulting fees are higher in the current period due to increased fees paid to consultants for sourcing property acquisitions and market development. Accounting legal and audit expenses were increased significantly due to the Company actively raising money through financings and becoming active in negatiating property acquisitions. Other individual expenses that changed in the current quarter include office and administration expenses of $168,729 (2013 - $51,305) which were higher than the previous year due to the Company becoming more active with its property acquisitions requiring increased office support. Exploration fees of $1,635,616 (2013- $4,973) increased significantly in the current year due to the Company acquiring and exploring exploration property. Investor relations expense of $759,233 (2013 - $19,454) were much higher than the previous year due to the Company requiring shareholder communication activities to increase awareness of the Company's recent acquisitions. All other costs are similar between the two periods.

Quarter ended March 31, 2014 compared to quarter ended March 31, 2013

During the three months ended March 31, 2014 the Company incurred a loss of $432,184 compared to a loss of $41,991 for the comparative period in the previous year. Significant changes in individual expenses in the current year include consulting expense of $121,475 (2013 - $23,400), Accounting audit and legal fees of $41,619 (2013 - $7,886). Consulting fees are higher in the current period due to increased fees paid to consultants for sourcing property acquisitions. Accounting legal and audit expenses were increased significantly due to the Company actively raising money through financings and becoming active in investigating property acquisitions. Other individual expenses that changed in the current quarter include office and administration expenses of $29,115 (2013 - $9.097) which were higher than the previous year due to the Company acquiring exploration property requiring increased office support. Property investigation of $71,690 (2013- $Nil) which increased significantly due to the Company acquiring exploration property.

Shareholder communications of $54,771 (2013 - $Nil) were much higher than the previous year due to the Company requiring shareholder communication activities to increase awareness of the Company's recent acquisitions. All other costs are similar between the two periods.

Quarter ended December 31, 2013 compared to quarter ended December 31, 2012

During the three months ended December 31, 2013 the Company incurred a loss of $65,432 compared to a loss of $137,019 for the comparative period in the previous year. Significant changes in individual expenses in the current year include consulting expense of $43,871 (2012 - $19,144), Accounting audit and legal fees of $11,889 (2012 - $86,872). Consulting fees are higher in the current period due to increased fees paid to outside consultants for sourcing property acquisitions. Accounting legal and audit expenses were down significantly due the Company managing these expenses in-office reducing its reliance on outside consultants. Other individual expenses that changed in the current quarter include office and administration expenses of $12,677 (2012 - $1,005) which were higher than the previous year due to the Company acquiring exploration property requiring increased office support. All other costs are similar between the two periods.

Exploration Projects

Gold Drop Property, British Columbia

In October 2013, the Company acquired a 100% interest in the Gold Drop Property located about 9 kilometers northeast from downtown Greenwood, BC in the Greenwood Gold Mining district. Under the terms of the option agreement, the Company can acquire a 100% undivided interest by making cash and stock payments as follows; $25,000 (paid) on signing of the Letter of Intent, $15,000 (paid) cash and 150,000 shares (issued) upon TSX.v approval. On the first anniversary, an additional $60,000 cash and 250,000 shares are due and on the second anniversary an additional $75,000 cash and 350,000 shares are due.

Highlights of a recently filed 43-101 report on the Gold Drop property dated January 21, 2104 include:

- The property covers geologically prospective ground in the well-mineralized Greenwood District, and hosts 8 or more known low-sulfide, gold-bearing veins or vein systems, including the North Star, Gold Drop, Amandy, Lakeview and Moonlight occurrences
- The property has seen high grade gold production as recent as the 1980's
- 100's of meters of underground workings on the property
- Since custom milling opportunities exist in the district, the Gold Drop property does not necessarily need to support a stand-alone mine/mill operation to be viable.
- Potential also exists on the claims for low-grade, bulk-tonnage gold mineralization related to broad fracture or stock work zones. Ximen has acquired the property on the basis of both its exploration and mining potential.
- There has been intermittent small-scale historic production from the property at the Gold Drop, North Star and Amandy mines. Historical production totals 7572 tones at an average grade of 5.2 g/t Au and 93.4 g/t Ag. The average mined grade is significantly affected by a large volume of very low grade material that was removed from the North Star mine in 1934-35. Omitting production from these years, the average grade for the remaining 2,505 tones mined from the property is 13.1 g/t Au and 133.7 g/t Ag.
- Excellent infrastructure and access
- Notice of Work permit application is submitted for surface and undersurface bulk sample

In February 2014, the Company received an approved Notice of Work permit from the Ministry of Energy and Mines for Phase 1 exploration work on the Gold Drop property. The approved work permit is a multi-year permit, valid until Dec 1, 2018, which enables the company to establish up to 20 drill sites and up to 25 excavator trenches on the property. The primary purpose of the work permit is to allow the Company to identify areas for bulk sampling.

The land package that has been assembled is approximately 5 km by 5 km and is comprised of 15 claims and 2 crown grants that cover an area of approximately 1500 hectares.

Brett Property, British Columbia

In December, 2013, the Company acquire a 100% interest in the Brett Gold Project situated in the North Okanagan region of Southwest British Columbia approximately 29 kilometers West of Vernon. Under the mineral property purchase agreement, Ximen can acquire a 100% undivided interest by making cash option payments of $1,000,000 over two and a half years. Ximen will also issue 1,000,000 shares (issued) within 20 days of signing the agreement and receiving TSX approval. A further $350,000 in Ximen shares will be issued over two and a half years.

Past exploration work carried out to date on the Brett Property has confirmed the presence of a number of significant gold bearing mineralized zones associated with northerly trending altered shear/fracture zone(s). Previous work, summarized in a 43-101 report dated April 21, 2004, consisted of geochemical surveys, trenching, 10,000 meters (m) (32,900 feet) of diamond drilling, 2,800 meters (9,300 feet) of reverse circulation drilling, and 459 meters (1506 feet) of underground development.

The majority of work has been concentrated in a small area (200 m strike and 76 meters depth) of the property, along what is known as the Main Shear Zone- RW vein. One hole drilled on the property, Hole 93-19, a reverse circulation hole, returned an intersection of 16.76 m grading 35.79 gms Au/tonne (1.045 oz Au/ton) including 3.048 m grading 57.88 grams Au/tonne (1.69 oz Au/ton) and 4.57 m grading 107.88 gms Au/tonne (3.15 oz Au/ton) within the Main Shear Zone.

In 1996 a small (291 tonne) bulk sample, from the RW vein and Main Shear Zone, was shipped to Trail and returned an average grade 27.74 gms Au/tonne and 63.7 gms Ag /tonne. Work was stopped in late 1996 and the property was tied up in litigation for several years.

To date, the Main Shear Zone has been traced for a strike length of over 1300 meters and down dip to a depth of 150 meters (possibly as deep as 500 meters, based on a single hole drilled on the neighboring property) and is wide open in all directions. In addition to the Main Shear Zone, the local geology and geochemistry indicates excellent exploration potential for developing other mineralized zones. Gold mineralization on the property appears to be a strongly related to the intersections between flat lying inter unit polymictic tuffaceous horizons and the northerly trending altered shear/fracture zone(s).

Based on the review of all available data, combined with information gained from a property inspection, the Brett property hosts epithermal style gold mineralization containing coarse gold and has potential of hosting a gold deposit.

During the summer of 2014, the Company completed an field exploration program of geochemical sampling, mapping, compilation reports, and geophysical survey to establish drill targets for a fall drill program. A diamond drill program has commenced in September 2014 and results are pending.

Highlights of the April 2004 43-101 report include:

- The property has seen high grade gold production from bulk sampling.
- No work has been conducted on the property in the last 10 years.
- 100's of meters of underground workings on the property.
- Proximity to Kinross's state of the art Kettle River Operations (Buckhorn mine) mill. Since custom milling opportunities exist in the district, the property does not necessarily need to support a stand-alone mine/mill operation to be viable. Even a small or modest tonnage of high-grade ore could potentially be profitable to extract.
- property hosts epithermal style gold mineralization containing coarse gold and has excellent potential of hosting an economically viable gold deposit.
- Excellent infrastructure and access along well maintained paved and gravel roads.
- Drill permit in place for 18 drill pads and 32 drill holes as well trenching permits.

Liquidity and Capital Resources

The following table summarizes the Company's current assets, working capital and cash flow.

As at June 30	2014	2013
Current assets	$ 571,258	$ 7,000
Working capital	(80,536)	(557,182)
Cash used in operating activities	(2,794,718)	(101,564)
Cash used in investing activities	(140,476)	-
Cash provided by financing activities	3,085,177	82,000
Change in cash	$ 149,983	$ (19,564)

The Company is dependent on the sale of common shares to finance its exploration activities, property acquisition payments and general and administrative costs.

The Company will need to carry out a further private placement financing in order to obtain the funds necessary to meet its capital requirements for the year. There can be no assurance that the Company will be able to complete an additional private placement financing and raise the required funds.

Selected Financial Data

The highlights of financial data for the Company for the three most recently completed fiscal years are as follows:

		Years Ended June 30		
		2014	2013	2012
Net income (loss)		$(3,539,302)	$(365,585)	$(2,149,449)
Loss per share - basic and diluted		$(0.45)	$(0.14)	$(1.41)
Total assets		$767,384	$58,140	$262,149
Total exploration and evaluation assets		$nil	$nil	$37,500
Working capital (deficit)		$(80,536)	$(508,832)	$(230,131)

Share Capital

The Company has authorized share capital of an unlimited number of common shares of which 14,068,295 shares were issued and outstanding at the end of June 30, 2014

On July 4, 2013, the Company consolidated its share capital, options, and warrants on a five to one basis. These financial statements reflect the retroactive application of the share consolidation.

The following share issuances occurred during the year ended June 30, 2014:

On July 30, 2013, the Company completed a private placement of $165,000 ($162,000 in cash and $3,000 in settlement of debt) by issuing 1,650,000 units at a price of $0.10 per unit. Each unit consisted of one common share and one-half non-transferable share purchase warrant, with each whole warrant entitling the holder to acquire one additional common share at a price of $0.20 per share for a period of 18 months.

On October 10, 2013, the Company completed a private placement of $164,000 ($124,000 in cash and $44,000 in settlement of debt) by issuing 820,000 units at a price of $0.20 per unit. Each unit consisted of one common share and one-half non-transferable share purchase warrant, with each whole warrant entitling the holder to acquire one additional common share at a price of $0.30 per share for a period of 18 months.

On December 19, 2013, the Company issued 1,000,000 common shares pursuant to the acquisition of the Brett Property (Note 6(b)) for exploration purposes, with a fair value of $290,000.

On January 31, 2014, the Company completed a private placement of $750,000 ($588,000 in cash and $162,000 in settlement of debt) by issuing 3,000,000 units at a price of $0.25 per unit. Each unit consisted of one common share and one-half non-transferable share purchase warrant, with each whole warrant entitling the holder to acquire one additional common share at a price of $0.50 per share for a period of 18 months. Finders' fees of $5,925 were paid.

On February 20, 2014, the Company issued 100,000 common shares pursuant to the acquisition of the Brett Property net smelter royalty with a fair value of $30,000 pursuant to an underlying option agreement (Note 6(b)).

On February 25, 2014, the Company issued 150,000 common shares pursuant to the acquisition of the Gold Drop Property (Note 6(c)) for exploration purposes, with a fair value of $49,500.

On March 17, 2014, the Company completed a private placement of $674,100 ($619,100 in cash and $55,000 in settlement of debt) by issuing 1,225,636 units at a price of $0.55 per unit. Each unit consisted of one common share and one-half non-transferable share purchase warrant, with each whole warrant entitling the holder to acquire one additional common share at a price of $1.00 per share for a period of 18 months. Finders' fees of $42,745 were paid and 59,659 agents' warrants were granted. The agents' warrants were valued at $41,152 using the Black-Scholes model (Note 7(d)) and have the same terms as the warrants issued in the offering.

During the year ended June 30, 2014, the Company issued 1,668,200 shares (2013 – nil) with a total fair value of $480,100 (2013 – $nil) for the settlement of debts.

No share transactions occurred during the year ended June 30, 2013.

Incentive Stock Options

Each outstanding Incentive Stock Option entitles the holder to acquire one previously unissued common share of the Company at the prices and for the periods of time set out in the table below. As at the date of this discussion, the Company had the following Incentive Stock Options outstanding:

Number of Options Outstanding	Exercise Price	Expiry Date
20,000	$0.50 per share	June 4, 2017
181,450	$0.25 per share	Nov. 15, ,2015
201,450		

Share Purchase Warrants

At the date of this discussion, the following share purchase warrants entitling the holder to purchase one common share of the Company for each warrant held were outstanding:

Number of Shares	Exercise Price	Expiry Date
215,000	$ 0.60	April 26, 2015
218,000	$ 0.60	May 1, 2015
305,440	$ 0.60	May 26, 2015
738,440		

Transactions with Related Parties

Consulting fees and other reimbursements of $nil (2013 – $21,500) were paid or accrued to a former director of the Company during the year ended June 30, 2014. As at June 30, 2014, an allowance for the loan receivable from this former director was provided in the aggregate amount of $64,777 (2013 – $33,927) and the loan receivable, net of the allowance, was $15,000 (2013 – $48,350). The loan receivable is non-interest bearing, unsecured, and has no specified terms of repayment.

Professional, exploration fees, and other reimbursements of $58,959 (2013 – $18,000) were paid or accrued to an officer and director of the Company during the year ended June 30, 2014. As at June 30, 2014, an amount of $3,439 (2013 – $nil) was owed by the officer and director to the Company.

During the year ended June 30, 2014, the Company repaid $17,000 to a third party who became a director and officer of the Company during the year. The loan bore interest at a rate of 10% per annum.

As at June 30, 2014, the Company was indebted to the director and officer $nil (2013 – $35,943) and was owed $59,962 (2013 – $nil) by the director and officer. As at June 30, 2014, $42,682 (2013 – $nil) was owed to the Company by a company owned by the director and officer.

During the year ended June 30, 2014, the Company incurred $95,651 (2013 – $nil) in professional, exploration, and other reimbursements to the director and officer and $167,400 (2013 – $45,000) in professional, exploration, and other reimbursements to a company owned by the director and officer.

As at June 30, 2014, the Company was owed $15,000 and $40,000 (2013 – $nil) by a company controlled by common directors and officers. The loans bear interest at 5% and 1%, are unsecured, and expire in August 2014 and April 2015, respectively.

Rent and office fees of $38,000 (2013 – $38,260) was paid or accrued to a company under common control for use of the shared office space. As at June 30, 2014, $3,430 (2013 – $nil) was owed to the company under common control.

As at June 30, 2014, the Company owed $nil (2013 – $30,000) to two former directors and officers in the form of loans. The loans were non-interest bearing, unsecured, and had no specified terms of repayment.

The Company also incurred consulting fees of $nil (2013 – $20,000) to these former directors. As at June 30, 2014, $22,619 (2013 – $20,000) is outstanding to these former directors.

During the year ended June 30, 2014, remuneration attributed to key management personnel and directors included stock-based compensation of $145,193 (2013 – $13,685).

During the year ended June 30, 2014, the Company incurred $nil (2013 – $22,424) in professional fees to a law firm of which a former director of the Company is the principal.

The Company had an agreement to pay $2,500 per month to a company controlled by a former director of the Company for director fees. Pursuant to the terms of the agreement, the Company paid director's fees of $nil (2013 – $17,500) for the year ended June 30, 2014. The agreement was terminated effective January 31, 2013.

During the year ended June 30, 2014, the Company incurred $nil (2013 – $10,000) in consulting fees to a former director of the Company.

Financial and Other Instruments

The carrying value of the Company's financial instruments consisting of cash, taxes recoverable, prepaid expenses, due from and to related parties, accounts payable and accrued liabilities, approximate their fair value due to the short-term maturity of such instruments. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Future Accounting Pronouncements

The Company has reviewed new and revised accounting pronouncements that have been issued and are mandatory for annual periods beginning after January 1, 2013 or later years. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its financial statements, although none is expected to have a significant effect on the financial statements:

IFRS 7, Financial Instruments: Disclosures, amendments regarding Disclosures – Offsetting Financial Assets and Financial Liabilities; IFRS 7 is amended to enhance disclosure requirements related to offsetting financial assets and financial liabilities. This accounting policy is effective for fiscal years beginning on or after January 1, 2013.

IFRS 9 Financial Instruments replaces the current standard IAS 39 Financial Instruments: Recognition and Measurement, replacing the current classification and measurement criteria for financial assets and liabilities with only two classification categories: amortized cost and fair value. This standard is effective for fiscal years beginning on or after January 1, 2015.

IFRS 11 Joint Arrangements establishes the core principle that a party to a joint arrangement determines the type of joint arrangement in which it is involved by assessing its rights and obligations and accounts for those rights and obligations in accordance with that type of joint arrangement.

IFRS 12 Disclosure of Involvement with Other Entities requires the disclosure of information that enables users of financial statements to evaluate the nature of, and risks associated with, its interests in other entities and the effects of those interests on its financial position, financial performance and cash flows.

IFRS 13 Fair Value Measurement defines fair value, sets out in a single IFRS a framework for measuring fair value and requires disclosures about fair value measurements. IFRS 13 applies when another IFRS requires or permits fair value measurements or disclosures about fair value measurements (and measurements, such as fair value less costs to sell, based on fair value or disclosures about those measurements), except for: share-based payment transactions within the scope of IFRS 2 Share-based

IAS 28 Investments in Associates and Joint Ventures prescribes the accounting for investments in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. IAS 28 applies to all entities that are investors with joint control of, or significant influence over, an investee (associate or joint venture). This standard is effective for fiscal years beginning on or after January 1, 2013.

IAS 32 Financial Instruments: Presentation has been amended to provide specific guidance for when an entity can offset financial assets and liabilities by clarifying when a legally enforceable right to do so exists, and when an entity meets the criterion for the intent to settle on a net basis. These amendments are effective for annual periods beginning after January 1, 2014.

IFRIC 20 Stripping Costs in the Production Phase of a Surface Mine, the IFRS Interpretations Committee, sets our principles for the recognition of production stripping costs in the balance sheet. The interpretation recognizes that some production stripping in surface mining activity will benefit production in future periods and sets out criteria for capitalizing such costs. While the Company is not yet in the production phase, the Company is currently assessing the future impact of this interpretation.

Critical accounting estimates

In preparing financial statements, management has to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Based on historical experience, current conditions and expert advice, management makes assumptions that are believed to be reasonable under the circumstances. These estimates and assumptions form the basis for judgments about the carrying value of assets and liabilities and reported amounts for revenues and expenses. Different assumptions would result in different estimates and actual results may differ from results based on these estimates. These estimates and assumptions are also affected by management's application of accounting policies. Critical accounting estimates are those that affect the condensed consolidated interim financial statements materially and involve a significant level of judgment by

management.

Areas requiring the use of estimates in the preparation of the Company's financial statements include the rates of amortization for equipment, the potential recovery of resource property interests, the assumptions used in the determination of the fair value of stock-based compensation and the determination of the valuation allowance for deferred income tax assets. Management believes the estimates used are reasonable; however, actual results could differ materially from those estimates and, if so, could impact future results of operations and cash flows.

Subsequent Events

Private Placements

On August 27, 2014, the Company completed a private placement, raising gross proceeds of $938,970 by issuing 1,707,219 units at $0.55 per unit. Each unit consists of one common share and one-half share purchase warrant. Each whole share purchase warrant entitles the holder to purchase one additional common share of the Company at $1.00 per share for a period of 12 months. Finders' fees of $3,250 were paid and 5,036 finders' warrants were issued.

On September 22, 2014, the Company completed a private placement, raising gross proceeds of $416,100 by issuing 1,386,999 units at $0.30 per unit. Each unit consists of one common share and one share purchase warrant. Each whole share purchase warrant entitles the holder to purchase one additional common share of the Company at $0.40 per share for a period of 2 years. Finders' fees of $8,808 were paid and 29,360 finders' warrants were issued.

Property Acquisition

On July 15, 2014, the Company entered into a property option agreement with North Bay Resources Inc., whereby the Company may acquire a 100% interest in the Bouleau Property, located 25 miles west of Vernon, British Columbia, by making cash and stock payments as follows: $100,000 cash and common shares valued at $100,000 upon TSX-V approval. On or before each of the sixth month, 12th month, 18th month, and 24th month anniversaries, an additional $50,000 cash and common shares valued at $50,000 are required.

By October 28, 2014, $100,000 cash was paid and 217,391 common shares at $0.46 per share, representing $100,000 in value, were issued.

On August 18, 2014, the Company issued 600,000 common shares pursuant to a property option agreement on the Gold Drop Property, with a fair value of $198,000.

On August 29, 2014, the Company entered into a property option agreement with Quadra Coastal Resources Ltd., whereby the Company may acquire a 100% interest in the Dentonia South Property, located 10 miles south of Greenwood, British Columbia, by issuing 150,000 common shares. These shares were issued on October 3, 2014, and were valued at $69,750.

Stock Options Granted

On August 21 and September 8, 2014, the Company granted 1,000,000 and 134,000 stock options, respectively, to certain officers, consultants, and directors of the Company to purchase common shares of the Company. The options are exercisable at a price of $0.50 per share and have a term of two years.