This Management's Discussion and Analysis ("MD&A"), dated July 29, 2015, addresses the financial condition and results of the consolidated operations of Newmarket Gold Inc. (formerly Crocodile Gold Corp.) ("Newmarket Gold", or the "Company") for the three and six months ended June 30, 2015. The condensed interim consolidated financial statements and related notes of Newmarket Gold have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Additional information including the audited annual financial statements for the year ended December 31, 2014, the condensed interim consolidated financial statements for the three and six months ended June 30, 2015, and press releases have been filed electronically through the System for Electronic Document Analysis and Retrieval ("SEDAR") and are available online under the Newmarket Gold Inc. profile at www.sedar.com.

All results are presented in United States dollars ("$") unless otherwise stated. References in this document to "C$" are to Canadian dollars and references to "A$" are to Australian dollars.

This document contains forward-looking statements and should be read in conjunction with the risk factors described in the "Risk Factors" and the "Cautionary Statements" sections at the end of this MD&A.

COMPANY OVERVIEW

Newmarket Gold (previously Crocodile Gold Corp.) is a Canadian-listed gold mining and exploration company with three 100% owned operating mines in Australia: the Fosterville and Stawell Gold Mines in the state of Victoria and the Cosmo Gold Mine in the Northern Territory. The Company is focused on creating substantial shareholder value by maintaining a strong foundation of quality gold production, over 200,000 ounces annually, generating free cash flow and maintaining a large resource base as it executes a clearly defined gold asset consolidation strategy. The Company is focused on sustainable operating performance, a disciplined approach to growth, and building gold reserves and resources while maintaining the high standards that the Newmarket Gold core values represent.

Newmarket Gold's common shares, convertible unsecured debentures and share purchase warrants trade on the Toronto Stock Exchange ("TSX") under the symbols "**NMI**", "**NMI.DB**" and "**NMI.WT**", respectively. Further information about Newmarket Gold can be found in the Company's regulatory filings, including the Annual Information Form, available on SEDAR at www.sedar.com and on the Company's website at www.newmarketgoldinc.com.

RECENT CORPORATE DEVELOPMENTS

On July 10, 2015, the Company completed the previously announced Plan of Arrangement (the "Arrangement") involving Crocodile Gold Corp. ("Crocodile Gold") and Newmarket Gold Inc. ("Newmarket"), pursuant to which Newmarket and Crocodile Gold have combined to create a new gold industry consolidator solidly positioned to acquire high quality gold assets in the world's most desirable mining jurisdictions. Under the terms of the Agreement, each Newmarket shareholder received 0.2 Newmarket Gold common shares for each Newmarket common share. Each Crocodile Gold shareholder had the option to elect to receive consideration per Crocodile Gold share of 0.2456 common shares of Newmarket Gold, or C$0.37 per share in cash, subject to a maximum aggregate cash consideration of C$20 million. The cash consideration was funded from a C$25 million subscription receipt financing completed by Newmarket prior to the completion of the Arrangement. The proceeds from the financing were released from escrow immediately prior to the closing of the Arrangement.

For accounting purposes, the Arrangement constitutes an asset acquisition by Crocodile Gold, as Newmarket does not meet the definition of a business, as defined in IFRS 3 *Business Combinations*. Accordingly, effective as at the date of closing, July 10, 2015, the assets and liabilities of Crocodile Gold will continue at their carrying values and Newmarket's net assets will be consolidated based on their fair value as at July 10, 2015. As at the date of this MD&A and given the recency of the closing of the transaction, the initial accounting for the Arrangement is not yet finalized as the Company is in the process of determining the fair values of the assets acquired and the liabilities assumed.

Following completion of the Arrangement, Newmarket Gold had 134,220,992 common shares issued and outstanding. Crocodile Gold's former majority shareholder Luxor Capital Group LP ("Luxor") now controls approximately 41.6% of Newmarket Gold on an issued and outstanding basis. As per the terms of the lock-up agreement entered into by Luxor, Luxor has agreed not to dispose of more than 20% of the securities of Newmarket Gold it owns for a period of 12 months from the completion of the Arrangement, expiring on July 10, 2016. The common shares of Newmarket Gold commenced trading on the TSX under the new symbol "NMI" on July 14, 2015.

For additional details, see the news releases dated May 11, 2015, July 10, 2015 available at www.sedar.com or on the Company's website at www.newmarketgoldinc.com.

SUMMARIZED CONSOLIDATED RESULTS

Financial Results	**Q2 2015**	Q2 2014	**YTD 2015**	YTD 2014
Revenue ($)	**66,044,377**	69,231,729	**138,941,212**	139,619,365
Cost of operations, including depletion and depreciation ($)	**(46,526,035)**	(61,103,354)	**(99,661,175)**	(124,193,323)
Mine operating income ($)	**19,518,342**	8,128,375	**39,280,037**	15,426,042
Net income ($)	**12,071,914**	3,934,331	**27,774,834**	608,594
Net income per share ($/share) – basic*	**0.10**	0.03	**0.24**	0.01
Net income per share ($/share) – diluted*	**0.10**	0.03	**0.23**	0.01
Cash generated from operating activities ($)	**27,071,458**	18,184,443	**54,557,811**	30,643,907
Capital investment in mine development, property, plant and equipment ($)	**17,156,990**	16,978,369	**30,617,360**	33,811,057
Average realized gold price ($)	**1,196**	1,291	**1,190**	1,289
Average quoted gold price ($)	**1,192**	1,289	**1,206**	1,291
Operating cash costs per ounce sold ($)**	**681**	965	**682**	968
All-in sustaining cash costs per ounce sold ($)**	**1,037**	1,316	**985**	1,311

* Income per share is presented after giving effect to the Arrangement share exchange ratio of 0.2456. Refer to income per share discussion on page 18
** Refer to non-IFRS measure disclosures discussion on page 20

Operational Results	**Q2 2015**	Q2 2014	**YTD 2015**	YTD 2014
Ore Milled (t)	**588,381**	651,105	**1,174,101**	1,329,923
Grade (g/t Au)	**3.31**	3.05	**3.44**	2.99
Recovery (%)	**88.0**	83.4	**87.2**	83.3
Gold Oz Produced	**55,998**	54,024	**115,674**	107,607
Gold Oz Sold	**55,154**	53,612	**116,447**	108,347

Highlights for the Second Quarter of 2015:

- Consolidated Q2 2015 gold production of 55,998 ounces was a 3.7% increase over Q2 2014 and the eighth consecutive quarter of gold production above 53,000 ounces. H1 2015 consolidated gold production was a record 115,674 ounces.
- Successfully completed the Arrangement between Crocodile Gold and Newmarket, creating a new gold industry consolidator solidly positioned to acquire high quality gold assets in the world's most desirable mining jurisdictions.
- Fosterville Gold Mine produced 29,648 ounces of gold, a 34% increase compared to Q2 2014, and achieved its fourth consecutive quarter of mill feed grade improvement to 5.92 g/t resulting in a quarterly mill recovery of 89.0%.
- Cosmo Gold Mine produced 17,073 ounces, down 21.8% compared to Q2 2014, with milled feed grade of 2.97 g/t and mill recovery of 92.7%.
- Stawell Gold Mines produced 9,277 ounces and achieved a seventh consecutive quarter of gold production above 9,200 ounces.
- Generated consolidated revenues of $66.0 million on 55,154 ounces of gold sold and generated quarterly operating cash flow of $27.1 million.
- Operating cash costs were a record $681 per ounce sold, down 29.4% from Q2 2014. All-in sustaining cash costs were $1,037 per ounce sold, a decline of 21.2% compared to Q2 2014.
- Net income in Q2 2015 was $12.1 million or $0.10 per share, up from Q2 2014 net income of $3.9 million or $0.03 per share. H1 2015 net income was $27.8 million or $0.24 per share. Income per share is presented after giving effect to the Arrangement share ratio (see page 18).
- Newmarket Gold reaffirmed the top end of full year 2015 gold production guidance of 220,000 ounces and the lower end of 2015 operating cash cost guidance of $780 to $860 per ounce and all-in sustaining cash cost ("AISC") guidance of $1,020 to $1,100 per ounce.
- The Company continued to progress activity on its previously announced growth program, resulting in significant discoveries and resource building opportunities including the high-grade Eagle Fault at Fosterville, the Western Lodes Target at Cosmo, and the Aurora B East Flank target at Stawell.
- The Company ended the quarter with a cash and bullion balance (at fair value) of $38.8 million and working capital of $25.1 million.

Quarterly Overview

Newmarket Gold produced 55,998 ounces of gold from its three operating mines in Q2 2015, representing two full years of quarterly production above 53,000 ounces. Quarterly production has increased 3.7% compared to Q2 2014 and the average consolidated mill grade of 3.31 g/t increased 8.5% compared to prior year, in addition to a strong increase in consolidated mill recovery to 88.0%. The company sold 55,154 ounces of gold in Q2 2015, a 2.8% increase over the prior year period. Consolidated revenues were $66.0 million compared to $69.2 million in the corresponding quarter of 2014, as the impact of an increase in gold sold over the corresponding period in 2014 was offset by a 7.4% drop in the average realized gold price per ounce to $1,196 per ounce, down from $1,291.

Despite higher ounces sold compared to Q2 2014, operating expenses, including royalties, are down 27.3%, equating to record low operating cash costs of $681 per ounce sold compared to $965 in the prior year. The decrease in operating expenses is the result of lower mine physicals at Cosmo which resulted in lower costs, greater productivity at Fosterville with lower mined tonnes being offset by higher grades, lower fuel costs, general cost reduction initiatives including hiring freezes and supply tender processes, and a 16.6% decrease in the average Australian dollar exchange rate over the quarter compared to Q2 2014. The significant decrease in operating costs resulted in mine operating income of $19,518,342, a 140% improvement over Q2 2014.

Newmarket Gold posted net income of $12.1 million in the second quarter or $0.03 per share, compared to $3.9 million or $0.01 per share in the corresponding quarter of 2014. The significant year over year improvement is largely driven by an increase of mine operating income of $11.4 million, as slightly lower revenues were more than offset by lower operating costs. Net income for the most recent quarter also included $2.7 million in exploration expenses as the Company has been able to invest its increasing capital into growth projects. Corporate costs have increased compared to the prior year as a result of the Arrangement, and the Company also recognized a $2.5 million revaluation loss on its investments in Primary Gold and JDS Silver. Net income for H1 2015 was $27.8 million or $0.24 per share, a significant increase over H1 2014 net income of $0.6 million or $0.01 per share, despite a 7.7% drop in the average realized gold price.

Cash generated from operating activities was $27.1 million in Q2 2015, a 48.9% improvement compared to the Q2 2014 period despite a lower gold price environment, with robust gold sales complemented by a significant reduction in operating costs. The Company invested $12.8 million in mine development during the quarter, largely at Fosterville and Cosmo, and further invested $4.4 million into plant and equipment. Capital expenditures are relatively comparable to the corresponding quarter of 2014, due to the timing of certain projects and capital development and the weaker Australian dollar. Due to a significant decrease in operating cash costs and consistent gold production, all-in sustaining cash costs improved to $1,037 per ounce sold from $1,316 in Q2 2014, a 21.2% decrease reflecting the Company's focus on cost reduction initiatives and the weakened Australian dollar.

In addition, on March 6, 2015, the Company received notice of its successful appeal with respect to stamp duty assessed in 2009, which resulted in the recovery of $2.2 million that was received in Q2 2015. The Company also recovered a portion of its costs incurred as part of the appeal process.

The Company has generally benefited from the significant drop in the Australian dollar exchange rate which has markedly increased the gold price in Australian dollar terms (the functional currency of its operations) while having the effect of lowering cash costs in US dollar terms. The Australian dollar closed at $0.7693 on June 30, 2015, down 5.8% from year-end. Consequently, Australian dollar denominated gold has traded above A$1,500 per ounce consistently since mid-January, trading above A$1,600 for a period of time. The average quarterly exchange rate has dropped 16.6% compared to Q2 2014, which accounted for a portion of the decrease of operating and all-in sustaining cash costs per ounce sold, complementing the reduction in local currency costs achieved through cost reduction and productivity initiatives.

Cash Position and Working Capital

The Company followed up on its successful end to the 2014 year with a strong first half of 2015 both operationally and financially, which resulted in a June 30, 2015 cash and gold bullion balance (at fair market value) of $38.8 million. Working capital at June 30, 2015 was $25.1 million, up from $12.6 million at December 31, 2014, especially notable as in Q1 the Company completed the agreement that terminated the net free cash flow sharing agreement with AuRico for a one-time payment of $16.7 million (C$20 million) and the granting of royalties over Fosterville and Stawell, without the addition of debt.

As at June 30, 2015, the unaudited pro-forma cash and gold bullion balance was $39.4 million, which includes the balances for Newmarket and Crocodile Gold. The pro-forma balance is before the proceeds from the subscription receipt financing and most transaction costs associated with the Arrangement. The pro-forma unaudited working capital was approximately $24.0 million at June 30, 2015.

Company Outlook and Strategy

With the completion of the Arrangement, Newmarket Gold moves forward with a solid foundation of quality gold production, free cash flow generation and a large gold resource base that supports the execution of the Company's gold asset consolidation strategy. With an outstanding senior management team, a proven operating team and a board of directors with tremendous industry experience, Newmarket Gold is focused on creating substantial shareholder value through continued sustainable operating performance from its three existing operations and through a disciplined approach to growth. Based on the strong results to date in 2015, Newmarket Gold has reaffirmed the top end of its gold production guidance of 220,000 ounces, and the lower end of its operating cash cost guidance of $780 to $860 per ounce and AISC guidance of $1,020 to $1,100 per ounce.

Newmarket Gold has entered H2 2015 with a solid cash balance and an increased working capital position. With our ability to generate free cash flow, we turned on several growth exploration programs during Q2 2015 which resulted in significant discoveries and resource building opportunities including the high-grade Eagle Fault at Fosterville, the Aurora B East Flank target at Stawell, and the Western Lodes Target at Cosmo. We will continue to advance on our growth exploration programs to ensure we achieve our priority of resource growth to support future sustainable production and continued cash flow generation.

As of the date of this MD&A, the gold price had dropped to approximately $1,100, down approximately 6% from the quarter-end gold price. The weaker Australian dollar has mitigated the decrease in Australian dollar terms, with the Australian gold price dropping from approximately A$1,522 at quarter-end to a low of A$1,471 on July 24, 2015. The average Australian gold price from quarter-end to the date of this MD&A was approximately A$1,529. The Company continues to monitor movements in the gold price and will adjust its mine plans and growth expenditures accordingly to ensure the Company continues to generate positive cash flow while maintaining the sustainability of its production profile.

FOSTERVILLE GOLD MINE RESULTS OF OPERATIONS

Operational Results

	Q2 2015	Q2 2014	**YTD 2015**	YTD 2014
Safety – Lost Time Injuries (LTI's)	**1**	3	**2**	3
Capital Development (m)	**1,047**	963	**2,188**	2,103
Operating Development (m)	**907**	928	**1,669**	1,642
Ore Mined – Underground (t)	**178,186**	201,459	**356,862**	407,999
Ore Mined – Head Grade (g/t Au)	**5.59**	4.09	**5.72**	3.92
Ore Milled (t)	**173,323**	202,927	**348,650**	423,306
Grade (g/t Au)	**5.92**	3.95	**5.84**	4.14
Recovery (%)	**89.0**	85.7	**89.1**	84.9
Gold Oz Produced	**29,648**	22,198	**58,783**	47,984
Gold Oz Sold	**29,139**	21,509	**60,371**	47,318

Safety and Environment – Fosterville had one LTI in the second quarter of 2015; compared to three LTI's in Q2 2014. This resulted in a LTI frequency rate of 2.42 as of June 30, 2015 compared to 2.58 at year-end (calculated as the number of LTI's in a period times 200,000, divided by the total hours worked in the same period). While most injuries over the past year been low consequence events (e.g. muscle strains), Fosterville is committed to reversing the trends in 2015 through focused preventative programs.

There were no material environmental breaches of the mine license or work plan conditions during the second quarter of 2015; minor incidents were reported to regulators and impacts, if any, have been rectified. Fosterville continues to progress a remediation plan associated with an incident from 2013 where overspray from a carbon-in-leach evaporation system caused salt damage on adjacent land. In Q2 2015, the Company purchased the impacted adjacent land.

Mine Production and Processing – Fosterville Gold Mine produced 29,648 ounces of gold, a 33.6% increase compared to Q2 2014, and achieved its fourth consecutive quarter of mill feed grade improvement to 5.92 g/t resulting in a quarterly mill recovery of 89.0%. Gold production for the most recent quarter represents the highest quarterly total since Q3 2011 and the second highest ever. Lower tonnes mined compared to Q2 2014 have been more than offset by significantly higher grade and mill recoveries.

Fosterville had a successful start to the year with mine production focused exclusively on underground ore sources during 2015. In Q2 2015, the mine produced 178,186 tonnes at an average grade of 5.59 g/t compared to 201,459 tonnes at 4.09 g/t in Q2 2014. The decrease in tonnage was driven by the transition of the operation to receive a lower contribution from the Harrier zone and a proportionately larger contribution from Central and Phoenix lodes, including the higher grade Lower Phoenix area. Of total tonnes mined for the quarter, stoping activities have contributed 118,049 tonnes and 60,137 tonnes have been from operating development. Grade performance helped to offset lower mine tonnage and has continued to strengthen. Grade is up 36.7% from Q2 2014 when the mine experienced lower grades due to stope dilution and model variations in higher transitional levels, and when ore contribution from Harrier was still above 30%.

Mine development advanced at an average monthly rate of 651 metres for a total of 1,954 metres, slightly ahead of Q1 2015 and 3.3% higher than Q2 2014. Total development in Q2 related predominantly to the Phoenix and Central areas, with minimal operating development in Harrier. Of the Phoenix and Central development, 55% related to decline and sub-level development. The development profile for the rest of 2015 is expected to be similar to the first half of the year, with focus on the Phoenix and Central areas; particularly on capital development to access extensions to the resource.

Fosterville processed 173,323 tonnes of ore in the second quarter at an average grade of 5.92 g/t, with grade up 49.9% over the corresponding period of 2014, reflecting the higher grades from of the Lower Phoenix area and decreasing contribution from Harrier. Tonnes milled are down relative to Q2 2014, as throughput was impacted by the lower mine tonne profile from the Central and Phoenix areas. Mill recovery was strong in Q2 2015 at 89.0%, just shy of record high recovery of 89.2% achieved in Q1 2015, however a new monthly record was established in May at 90.7%. The performance continued to be driven by higher grades, a focus on improved blending practices, and optimization of the leaching circuit.

Resource Definition and Exploration – During the second quarter of 2015, 17,628 metres of diamond drilling was achieved underground, predominantly focused on resource definition in the Phoenix and Central Resources and the newly identified Eagle fault. Drilling is ahead of plan with four rigs in operation and higher than planned drill rates.

In July 2015, Fosterville announced exploration results from 81 drill holes, comprising 17,002.5 metres completed as part of an exploration and resource definition program on the Lower Phoenix and Phoenix systems. The westerly dipping Lower Phoenix system hosts a number of growth exploration

targets including Lower Phoenix Footwall (LPFW), Lower Phoenix extensions, East Dipping, Kestrel and the newly identified Eagle Fault. Fosterville continues to produce extremely high-grade gold results, often containing visible gold, both in drill core and underground mine faces. The latest drill results confirm the presence and continuity of exceptionally high-grade gold mineralization in the Lower Phoenix system, one area that is a major source of ore at Fosterville.

Highlights and Key Drill Intercepts include:

- Discovery of the Eagle Fault with several holes reporting extremely high-grade gold drill intercepts, including: **386 g/t Au (1) over 9.15 m (ETW 3.35 m)** in hole UDH1238 **(Including 5,283 g/t Au(1) over 0.6 m), 268 g/t Au (1) over 7.85 m (ETW 2.77 m)** in hole UDH1255 **(Including 5,276 g/t Au(1) over 0.35 m)** and 73.15 g/t Au(1) over 8.7 m (ETW 7.78 m) in hole UDH1240A. Visible Gold has also been observed in the upper parts of Eagle zone in underground exposures.
- Lower Phoenix Footwall Fault returned high-grade intercept **77.87 g/t Au(1) over 6.3 m (ETW 4.33 m)** in hole UDH1219A
- An East Dipping Fault returned two significant intercepts with **246 g/t Au(1) over 0.90 m (ETW 0.81 m)** in hole UDH1298 and **34.47 g/t Au over 5.1 m (ETW 4.09 m)** in hole UDH1294
- Kestrel structure returned 5.37 g/t Au over 9.75 m (ETW 5.12 m) in hole UDH1274 and 6.16 g/t Au over 11.05 m (ETW 5.12 m) in hole UDH1122

(1) Visible gold present in the intercept, ETW – Estimated True Width

Refer to the press release dated July 27, 2015 for full details of the drill program and related discussion. Note that all drill intercepts are outside of the Mineral Resources reported at December 2014.

The new drill results represent a second consecutive quarter of high-grade gold discoveries at Fosterville including the newly identified Eagle Fault and high-grade intercepts related to the previously discovered Lower Phoenix, East Dipping Faults and Kestrel structures. These drill results also represent the highest grades ever recorded at Fosterville and support the view that Fosterville's grade profile will continue its increasing trend. Fosterville will provide a Mineral Resource and Reserve update in early 2016 based on the drill results to date and those of ongoing drilling programs.

Financial Results

	Q2 2015	Q2 2014	**YTD 2015**	YTD 2014
Revenue	**34,661,532**	27,736,968	**71,168,495**	60,814,122
Operating costs including royalties	**(15,510,417)**	(19,170,290)	**(32,461,942)**	(39,014,201)
Depletion and depreciation	**(6,144,366)**	(6,705,702)	**(13,609,950)**	(14,618,727)
Mine operating income	**13,006,749**	1,860,976	**25,096,603**	7,184,194
Cash flow from operations	**21,052,160**	10,223,954	**41,465,173**	24,640,862
Capital investment in mine development and property, plant and equipment	**11,226,682**	11,282,733	**20,545,434**	21,742,065
Operating cash costs per ounce sold[(1)]	**532**	891	**537**	824
All-in sustaining cash costs per ounce sold[(1)] [(2)]	**935**	1,470	**895**	1,332

(1) *Refer to non-IFRS measure disclosures discussion on page 20*
(2) *Excludes corporate general and administrative expenses*

Fosterville achieved a 25% increase in revenue compared to Q2 2014, the net result of a 35% increase in gold sales and a decrease in average realized gold price. The increased gold sales were the result of significantly stronger comparative grades and recoveries. Gold sales in H1 2015 also include the sale of 2,750 ounces of bullion held at December 31, 2014.

Higher grades and recoveries also contributed to lower operating cash costs per ounce sold, in addition to cost saving initiatives and the impact of a lower Australian dollar compared to 2014. Cost reduction and increased productivity are reflected in current year financial results, including the successful negotiation of a renewed power contract for 2015 which will result in an approximate 25% reduction in power costs (estimated annual reduction of $1,400,000). Fosterville is also seeing the impact of lower fuel and diesel prices, and lower staffing levels and reduced turnover. Operating costs per tonne milled were A$119 per tonne in Q2 2015 and A$117 per tonne for H1 2015. The operating costs per tonne for 2014 were A$108 and A$101 for Q2 2014 and H1 2014, respectively. The increase in costs per tonne milled reflects the lower mine tonne profile of the mine as it focuses exclusively on the Central and Phoenix zones; however, this has been accompanied by higher grades, which has led to decreasing operating costs on a per ounce basis.

The lower depletion and depreciation expense in Q2 2015 reflects the net impact of a significantly weaker Australian dollar compared to Q2 2014 offsetting higher quarterly depreciation from higher ounces contained mined. As a result of strong production physicals and lower operating costs, and despite a significantly lower average realized gold price, mine operating income for the quarter ended June 30, 2015 was $13,006,749 compared to $1,860,976 for the corresponding period of 2014.

Cash flow generated from operations has increased significantly from Q2 2014 as a result of higher gold sales and lower operating costs. Capital investments in Q2 2015 are relatively comparable to Q2 2014 due to the net impact of the weakened Australian dollar and the planned timing of certain projects and capital expenditures; projects include the construction of a tailings facility (estimated cost of $2.75 million) and upgrades to mine ventilation and mobile fleet. All-in sustaining cash costs per ounce sold in Q2 2015 are significantly lower than Q2 2014 as a result of higher grades and recoveries, 19.1% lower operating costs, and the weakened Australian dollar.

COSMO GOLD MINE RESULTS OF OPERATIONS

Operational Results

	Q2 2015	Q2 2014	**YTD 2015**	YTD 2014
Safety – Lost Time Injuries (LTI's)	**2**	-	**5**	1
Capital Development (m)	**445**	439	**855**	907
Operating Development (m)	**750**	534	**1,387**	1,262
Ore Mined – Underground (t)	**183,307**	209,310	**380,896**	389,357
Ore Mined – Head Grade (g/t Au)	**2.98**	3.70	**3.33**	3.54
Ore Milled (t)	**193,084**	213,815	**383,390**	444,630
Grade (g/t Au)	**2.97**	3.69	**3.33**	3.23
Recovery (%)	**92.7**	86.3	**91.9**	86.0
Gold Oz Produced	**17,073**	21,845	**37,685**	39,686
Gold Oz Sold	**16,522**	21,977	**36,721**	41,393

Safety and Environment – Cosmo had two LTI's in the second quarter of 2015, which resulted in a LTI frequency rate of 3.06 as of June 30, 2015, up from a 1.82 LTIFR at year-end. Although a disappointing start to the year, the operations have performed well in reducing the frequency of medically treated injuries over the quarter. The NT Operations continue to implement risk management training, which focus on lead indicator activity in preventing injuries, such as hazard reporting.

There were no material breaches of mine license or work plan conditions during the quarter. Management in the Northern Territory continues to work closely with regulatory agencies with respect to safety and environmental issues, with current focus on water treatment at Cosmo and Brock's Creek, and the completion of updated closure plans and rehabilitation works. Reclamation on past-producing properties such as North Point and Princess Louise is being reviewed with the aim of reducing long-term reclamation liabilities and performance bonding requirements. Management is also in the process of completing baseline studies and reports relating to the Esmeralda property, which will be subject to an exploration program in the second half of 2015.

Mine Production and Processing – In Q2 2015, Cosmo produced 17,073 ounces of gold, down 17% from Q1 and a 22% decrease compared to the second quarter of 2014. The mine production profile was significantly impacted in Q2 through the temporary loss of two underground loaders in remote working areas that reduced loader fleet availability by half and constrained remote capabilities. The mining plan was restructured requiring rescheduling of planned higher grade mining blocks. Operational changes have been implemented to address loader availability going forward to ensure stable mine production levels.

Mining activity was restored by the end of May with a strong result for the month of June with over 68,000 tonners mined. Underground mine production during the quarter was 183,307 tonnes of ore at an average grade of 2.98 g/t compared to 209,310 tonnes mined at an average grade of 3.69 g/t in Q2 2014. Compared to the previous quarter, tonnes were lower due to loader availability issues, which also resulted in lower comparative grades as a result of restructuring the mine plan.

Mine development advanced 1,195 metres in Q2 2015, up 22.8% compared to Q2 2014, at an average monthly rate of 398 metres, also slightly ahead of the Q1 2015 advancement rates. Development for the quarter focused mainly on capital development to access Mining Block 8 at the 600 level, to allow for stoping in the mining block starting in the third quarter. Capital development will continue in the near-term into Mining Block 8, with a shift to more operating development metres and growth development to establish exploration drill drives.

Production from Cosmo is treated at the Union Reefs mill, a 2.4 million tonne per year carbon-in-leach processing plant. Mill utilization was 39% in Q2 2015, with ore treated on a nine days on five days off continual roster to reduce costs due to ore availability relative to mill size. Mill utilization in the current quarter was also impacted by lower tonnes hauled from the Cosmo mine. The mill processed 193,084 tonnes at an average grade of 2.97 g/t during the most recent quarter, compared to 213,815 tonnes at an average grade of 3.70 g/t in Q2 2014. Mill throughput was impacted by the availability of mine tonnes. Notably the mill achieved an average recovery of 92.7%, a significant improvement over the 86.3% recovery in Q2 2014, and just short of a quarterly record. The first six months recovery rate is to date the best half-year result since the mill began treating Cosmo ore.

Resource Definition and Exploration – During the second quarter of 2015, a total of 13,849 metres of diamond drilling was achieved underground from the operation of three drill rigs, of which 8,050 metres related to growth projects. Operational and sustaining drill programs at Cosmo accounted for 5,799 metres, with a heavy focus on grade control drilling, and the remainder relating to resource definition.

Earlier in the first half of 2015, Cosmo announced its M&I Mineral Resources increased 7.8% year-over-year to 539,000 ounces of gold following successful exploration results in 2014 as discussed in the press release dated March 31, 2015. Cross-cutting faults have been identified at the southern and northern edges of the main eastern lode sequence. These faults have been shown to offset the main lodes and in some cases create repetition of the mineralization. Extensional drilling in 2015 is testing these areas. Proven and Probable Mineral Reserves decreased to 148,000 ounces, as resource conversion expenditures were constrained during the previous year while under the net free cash flow sharing arrangement with AuRico. Cosmo's grade profile decreased slightly due to the inclusion of additional material from outside the main higher-grade 100 footwall lode.

Financial Results

	Q2 2015	Q2 2014	**YTD 2015**	YTD 2014
Revenue	**19,907,572**	28,387,766	**44,216,136**	53,236,354
Operating costs including royalties	**(14,377,860)**	(20,488,614)	**(29,986,669)**	(43,172,068)
Depletion and depreciation	**(2,548,734)**	(2,420,179)	**(6,119,442)**	(4,211,710)
Mine operating income	**2,980,978**	5,478,973	**8,110,025**	5,852,576
Cash flow from operations	**3,734,784**	7,807,373	**10,601,395**	7,718,298
Capital investment in mine development and property, plant and equipment	**4,114,639**	4,287,339	**7,846,125**	9,600,052
Operating cash costs per ounce sold[(1)]	**868**	930	**814**	1,041
All-in sustaining cash costs per ounce sold[(1) (2)]	**1,126**	1,137	**1,037**	1,285

(1) *Refer to non-IFRS measure disclosures discussion on page 20*
(2) *Excludes corporate general and administrative expenses*

Revenue for the quarter ended June 30, 2015 was significantly lower than the second quarter of 2014 due to the impact of the decrease in the average realized gold price and the decrease in gold ounces sold. Cosmo has seen its operating cash costs decrease modestly on a per ounce basis for the three months ended June 30, 2015 in comparison to Q2 2014, largely due to cost savings achieved through new contracts for mining and diamond drilling and the consolidation of the operations' two camps, which were starting to come into effect in Q2 2014. The mill also achieved per tonne savings through a reduction in cyanide consumption and other reagents, and further savings are expected this year as the Company uses its group purchasing ability to negotiate contracts for supplies. Operating costs per tonne milled were A$97 per tonne in Q2 2015 and A$103 per tonne for H1 2015. The operating costs per tonne for 2014 were A$98 and A$99 for Q2 2014 and H1 2014, respectively.

The increase in depletion and depreciation is the result of the impact of the higher mine carrying value at December 31, 2014 compared to December 31, 2013. All-in sustaining cash costs have improved significantly in comparison to the first six months of 2014 due to the key new contracts which impact development and resource definition costs and the weakened Australian dollar, while an increase in capital development to establish drill locations was responsible for the increase in the year-to-date all-in sustaining cash costs over Q1 2015.

The impact of the lower gold ounces sold on revenue have resulted in the decrease in cash flows generated from operations from Q2 2014, while the cost savings achieved through the new mining and diamond drilling contracts are largely responsible for the increase in the year-to-date cash flow from operations compared to 2014. Sustaining capital expenditures are focused on ongoing decline and sub-level development and resource definition, with the small decrease from Q2 2014 attributable to the weakened Australian dollar.

STAWELL GOLD MINES RESULTS OF OPERATIONS

Operational Results

	Q2 2015	Q2 2014	**YTD 2015**	YTD 2014
Safety – Lost Time Injuries (LTI's)	**-**	-	**1**	-
Capital Development (m)	**366**	-	**366**	-
Operating Development (m)	**360**	681	**1,062**	1,444
Ore Mined – Underground (t)	**117,928**	137,849	**241,010**	278,975
Ore Mined – Head Grade (g/t Au)	**2.39**	2.62	**2.52**	2.55
Ore Milled (t)	**221,974**	234,363	**442,061**	461,990
Grade (g/t Au)	**1.57**	1.69	**1.66**	1.70
Recovery (%)	**83.1**	78.8	**81.7**	79.1
Gold Oz Produced	**9,277**	9,981	**19,207**	19,937
Gold Oz Sold	**9,493**	10,126	**19,356**	19,636

Safety and Environment – After recording one LTI in March, prior to which the site had posted 163 LTI-free days of operation, Stawell had a LTI-free second quarter of 2015. The LTI frequency rate was 1.42 at June 30, 2015, matching the 1.42 reported at year-end 2014.

There were no material environmental breaches of the work plan conditions during Q2 2015. Stawell received various community complaints during the quarter relating to blast vibration; however, all surface vibration levels continue to be within mine license requirements. In Q2 2014, Stawell completed an environmental audit relating to the off lease detection of thiocyanate in ground water immediate to its tailings facility and continues to progress with the implementation of the audit recommendations, including the installation of water monitoring bores. Stawell also progressed a number of other projects in the areas of bio-remediation, noise management improvement, rehabilitation works, and end land use initiatives.

Mine Production and Processing – Stawell produced 9,277 ounces of gold in Q2 2015 and delivered a seventh consecutive quarter of production above 9,200 ounces. During the quarter, Stawell continued its program of combining underground ore from the upper levels of the mine and surface oxide for mill feed. Stawell continues to operate sustainably based on streamlined operating activities, reduced manpower, and targeted infrastructure expenditures.

Gold production was down compared to Q2 2014 due to lower mill throughput and lower grades, with a higher proportion of oxide stockpiles being processed. Stawell has continued to sustainably identify and develop resources in the upper levels of the mine. The Company continues to invest limited expenditures into diamond drilling activity and sustaining development to maintain the viability of the operations while also looking for additional zones of mineralization to sustain underground operations into future quarters. The success of this underground drilling program is discussed in detail below.

Stawell mined 117,928 tonnes of underground ore during the second quarter of 2015, down 14.5%, with an 8.8% lower grade than Q2 2014. Mine production is presently being sourced from the U1 and Upper Level Magdala systems, and development in the Federal Albion system. Grade during the quarter was lower compared to Q2 2014, reflective of a higher proportion of operating mine development relative to the comparative period.

During the quarter, the mill processed a combined throughput of 221,974 tonnes (122,749 tonnes underground ore and 99,225 tonnes oxide) at 1.57 g/t with a recovery of 83.1%, compared to 234,363 tonnes in the corresponding period of 2014 (137,816 tonnes underground, 96,547 tonnes oxide), at 1.69 g/t and 78.8% recovery. Recovery continued to improve year-over-year and compared to the previous quarter, due to less graphitic ore contributions within the feed and some benefit realized through a circuit modification splitting out high preg-robbing materials and the re-introduction of concentrate down circuit.

Resource Definition and Exploration – In 2013, when resources and reserves were depleted at depth, Stawell commenced its transition from the deep levels of the mine to the upper levels of the mine where the extraction of remnant and other ore materials is currently in progress. In 2014, Stawell completed a multi-targeted underground drilling exploration program which focused on the upper levels of the mine between 180m and 705m levels below the surface, comprising 33 drill holes totalling 4,261 metres. Drilling concentrated on exploring three main target areas, Federal-Albion South, U1, and Mariners, which are located in the middle to upper portion of the Magdala system, a strongly mineralized system where underground mining is currently in progress (which would allow target areas to be readily accessed in the future).

As a result, in the first quarter of 2015, Stawell reported its first Mineral Reserve and Resource update since 2012, which included M&I Resources of 243,000 ounces, with an average grade of 1.81 g/t, as discussed in the press release dated March 31, 2015. Moving forward in 2015, work will continue in the upper levels of the mine with ongoing drilling programs.

Financial Results

	Q2 2015	Q2 2014	**YTD 2015**	YTD 2014
Revenue	**11,475,273**	13,106,995	**23,556,581**	25,568,889
Operating costs including royalties	**(7,761,174)**	(12,162,848)	**(17,173,766)**	(22,859,857)
Depletion and depreciation	**(183,484)**	(155,721)	**(309,406)**	(316,760)
Mine operating income	**3,530,615**	788,426	**6,073,409**	2,392,272
Cash flow from operations	**3,180,699**	1,301,582	**6,189,822**	2,463,300
Capital investment in mine development and property, plant and equipment, including the Big Hill Project	**1,815,669**	1,408,297	**2,225,801**	2,468,940
Operating cash costs per ounce sold[(1)]	**815**	1,198	**884**	1,161
All-in sustaining cash costs per ounce sold[(1) (2) (3)]	**992**	1,259	**988**	1,208

(1) *Refer to non-IFRS measure disclosures discussion on page 20*
(2) *Excludes corporate general and administrative expenses*
(3) *Excludes Big Hill expenditures which relate to a growth project and are therefore not sustaining expenditures of the existing operation*

Revenue has decreased in the most recent quarter from Q2 2014 due to the drop in the average realized gold price and lower gold ounces sold. Operating costs now reflect the smaller scale operation required to ensure the viability of the underground operations. Also, given the short time frame to production most related drilling and development costs have been expensed as operating costs. The operating cash costs per ounce sold are lower for the quarter ended June 30, 2015 as a result of lower mine physicals, the capitalization of mine development which now contributes to multiple future periods, a continued focus on cost rationalization, and a weaker Australian dollar compared to Q2 2014. Operating costs per tonne milled were A$47 per tonne in Q2 2015 and A$50 per tonne for H1 2015. The operating costs per tonne for 2014 were A$54 for both Q2 2014 and H1 2014. The decrease in costs per tonne milled reflects cost reduction initiatives implemented in late 2014 and the capitalization of certain development costs in Q2 2015.

Cash flows generated from operations are higher versus Q2 2014 mainly as a result of the 32% decrease in operating cash costs per ounce sold. Capital investment includes capitalized development relating to the Federal Albion area of $1,197,570, which will provide mining access over multiple periods. It also includes costs of $232,819 relating to the advancement of the Big Hill Project in Q2 2015. Stawell has limited expenditures on the Big Hill Project at this point as it awaits further guidance from Government and regulatory agencies about next steps in the permitting process (see below).

GROWTH AND BUSINESS DEVELOPMENT

Newmarket Gold has a significant and prospective land package in the Northern Territory and the State of Victoria. As a result of the strong start to 2015, the Company was able to initiate several new growth and exploration programs, in addition to the Company's ongoing sustaining capital expenditures, which is expected to contribute to converting resources to the reserves category and potentially upgrade inferred resources into the measured and indicated resources category by the end of 2015. This demonstrates the Company's focus on reserve and resource growth to extend mine life at all three mines, as well as our confidence in the considerable potential that our project pipeline has to increase our resource base.

The Modified Big Hill Development Project ("The Big Hill Project")

Newmarket Gold continues to progress the Big Hill Project at Stawell, an important growth opportunity for the Company and the community of Stawell. The Big Hill Project is the up-dip extension of the Stawell Magdala system, which is currently being mined from underground. On June 6, 2014, the Company released a positive Feasibility Study prepared in accordance with NI 43-101 which defined a reserve for the project and robust project economics. Full details of the Feasibility Study can be found in Technical Report titled "Technical Report - Big Hill Enhanced Development Project At Stawell Gold Mine" on SEDAR and at the Company's website at www.newmarketgoldinc.com.

In March 2014, the Company released of the Environmental Effects Statement (EES) for the Big Hill Project, which was followed by a full Feasibility Study in June 2014. Formal Panel Hearings for the Project with government department representatives concluded in July 2014. On October 30, 2014, the Company received the Ministerial assessment and Panel Report on the Big Hill Project. The Panel provided a number of key recommendations for the Project, and at that time also advised the statutory decision-makers that the Project should not proceed in the current form.

In early 2015, the newly elected Victorian State Government acknowledged the Company's willingness to address the Ministerial issues raised, and advised that key agencies would review an updated submission and provide recommendations on next steps. In May 2015, the Company submitted a draft modified plan to the State government that would include several new initiatives, primarily relating to proximity buffering, additional noise mitigation and further controls for dust mitigation to satisfy the Ministerial key recommendations resulting from the EES review. Such initiatives are generally above best practice standards and have been reviewed by third party independent technical experts. The Company has not received further direction on the Project as of the date of this MD&A.

Growth Projects

During the second quarter of Q2 2015, the Company spent $2,664,888 on exploration, of which $2,451,535 was related to growth projects. Highlights of the key growth projects executed in Q2 2015 are outlined below; please refer to the press releases dated July 22, 2015 (Cosmo and Stawell) and July 27, 2015 (Fosterville) for full program and drilling details of the Company's growth and exploration programs. For the remainder of 2015, the Company will continue to advance key growth projects including: the next phase of drilling on the Western Lodes and inner Dolerite targets at Cosmo, a second phase of drilling on the Aurora B target at Stawell, drill testing on the up-plunge and down-plunge of the Lower Phoenix at Fosterville, and the execution of a drill program at the Esmeralda Gold Deposit in the Northern Territory (a surface Mineral Resource in close proximity to the Union Reef Mill).

Growth Project Highlights

Cosmo - Western Lodes: Over the past six months, seven holes totaling 3,256.2 m were completed on the Western Lode footwall target. Significant drill results for the Western Lodes Target include: 7.42 g/t Au over 4.3 m (ETW 2.85 m) in hole CW69001 and 6.59 g/t Au over 6.4 m (ETW 1.65 m) in hole CW69006. These results highlight the potential of identifying mineralization at grades and widths amenable for underground mining and in close proximity to existing mine infrastructure (approximately 160 m). Follow-up drilling is planned for the Western Lodes Target to test for mineralization extensions and to provide drill information sufficient for resource modelling. Drilling of this target is being prioritized as it has the potential to add a separate mining front to Cosmo which will assist with future mine planning and scheduling.

Cosmo - Inner Dolerite Drilling: A structural review of Cosmo in late 2014, identified that the Inner Dolerite Target occurs on both the eastern and western limbs of the Cosmo anticline. In 2015, two diamond holes were completed on the Inner Dolerite Target, and a third hole was eventually abandoned as it drifted off target. All three holes intersected mineralization at shallow depths, close to the drilling rig location cuddy. Significant drill intercepts included 5.33 g/t Au over 7.54 m (ETW 4.8 m) in CW101001A and 4.89 g/t Au over 6.2 m (ETW 4.0 m) in hole CW101001 that are only 13 m from existing development. A further intercept of 3.33g/t Au over 5.7 m (ETW 4.0 m) was reported in hole CW101002 on the eastern limb of the anticline highlighting the potential for this target being repeated on both sides of the deposit anticline. A second phase of drilling is presently underway to test the extent of this mineralization.

Cosmo - Central Internal Metasediments: The Inner Dolerite drilling program also intersected significant mineralization centered on the Cosmo Antiform core in an area of folded and faulted Central Internal Metasediments. Drill hole CW101002 returned intercepts 4.34 g/t Au over 22.75 m (ETW 11.4 m), 6.79 g/t Au over 6.15 m (ETW 3.85 m) and 4.44 g/t Au over 13.7 m (ETW 6.1 m). This hole is very encouraging as the hole intersected over 100 m of continuous, lower grade gold mineralization above 0.1 g/t Au in addition to the high grade intercepts reported above. This suggests more work is required to understand this style of mineralization. Work has now commenced to map the mineralization, lithology and structure in this hole to better understand the geometry and style of the mineralization in this area.

Stawell East Flank Targets (Aurora A and Aurora B): This is the first drill program at the Aurora B target, with drilling focused on the East Flank of the Magdala Basalt approximately 400-500 m below surface. This phase of exploration drilling, comprising two holes for 1,175 m and costing $186,000 returned a high-grade gold intercepts of 7.06 g/t Au(1) over 17.80 m (ETW 8.3 m) in MD6339 and 25.4 g/t Au over 0.55 m (ETW 0.3 m) in hole MD6340. The West Flank of the Magdala Basalt at Stawell has produced over 2.3 million ounces of gold whereas the East Flank, where the Aurora B discovery is located, has no recorded production.

The prospective areas of the Basalt East Flank have been renamed the 'Aurora' Prospects. The Aurora prospect is split into two areas by the South Fault, which has offset the Aurora B target to the South over the Aurora A Target. The Aurora A Target was previously known as 'Wonga Gift' (Northgate Minerals Press Release, dated November 1, 2010) and has a significant historic drill intercept of 13.7 g/t Au over 5.45 m (ETW 4.90 m) from surface diamond hole SD649A. Aurora A remains of exploration interest to the Company, but the shallower, more accessible Aurora B area was prioritized for drilling during a target review of Stawell during the second quarter of 2015. The Aurora B high-grade intercept in drill hole MD6339 is located 500 m from current underground infrastructure. A second phase of diamond drilling on the Aurora B target comprising 2,000 m has been approved and drilling is in progress.

Maud Creek Gold Deposit

The Company has also commenced a $3.4 million phased Feasibility Study of the Maud Creek Gold Deposit, located in the Northern Territory. Mining consultancy group, SRK Consulting (Australasia) Pty Ltd. ("SRK"), has initiated work on the Feasibility Study that will be advanced in three stages with the first stage being the completion of a Preliminary Economic Assessment ("PEA") by the first quarter of 2016. Following the successful completion of a PEA, Pre-Feasibility and Feasibility stages may be undertaken throughout 2016.

The Maud Creek Gold Deposit has a combined Indicated and Inferred Mineral Resource of approximately 1.2 million ounces. The current resource estimate comprises 7.7 million tonnes at 3.50 g/t Au (871,000 ounces) of Indicated Mineral Resource and 4.2 million tonnes at 2.55 g/t Au (344,000 ounces) of Inferred Mineral Resource. Maud Creek is located 110 kilometres southeast of the Union Reefs processing facility, which provides an opportunity to leverage existing infrastructure in the future.

Strategic Investments and Partnerships

JDS Silver Inc. ("JDS Silver")

In 2014, the Company acquired a minority interest in JDS Silver, a private company that owns the Silvertip project in northern British Columbia. The Silvertip project is an attractive near-production, high grade silver and polymetallic project with a strong resource in a stable mining jurisdiction. Indicated resources are 2.2 million tonnes of silver at 341 g/t, 6.53% lead, and 9.12% zinc. The project includes a developed access decline, full camp facilities, an access road, and JDS Silver also owns a full processing plant in excellent condition.

The project boasts strong economics and provides the Company with another exposure to precious metals, in addition to the benefit of base metal credits. JDS Silver obtained a draft mine permit from the Ministry of Energy and Mines of the province of British Columbia in Q2 2015 and is advanced on funding structures for construction and ramp-up, with the potential to be in production by the end of 2015. In the first quarter of 2015, the Company invested a further $400,000 into JDS Silver to assist with permitting activities and production planning.

As at June 30, 2015, the Company recorded a $752,278 loss on the revaluation of the investment based on the valuation of a recent two-tranche equity financing. Subsequent to the completion of the financing, the Company's investment represented a 17.1% interest in JDS Silver.

Navarre Mineral Limited ("Navarre Minerals")

Navarre Minerals is an ASX-listed explorer based in Stawell, Victoria, focused on exploration in the Stawell Corridor within close proximity of the Company's Stawell Gold Mines operation. In the first half of 2015, the Company invested $217,000 to accelerate various exploration projects. Focus has shifted from the Tatyoon Gold Project to two new gold prospects near Ararat, Victoria, where reconnaissance mapping and sampling has led to the discovery of outcropping Stawell Gold Mine-style basalt-contact mineralisation.

CONSOLIDATED FINANCIAL RESULTS

Consolidated Mine Operating Results

	Q2 2015	Q2 2014	**YTD 2015**	YTD 2014
Revenue	**66,044,377**	69,231,729	**138,941,212**	139,619,365
Cost of operations				
Operating expenses, including royalties	**(37,649,451)**	(51,821,752)	**(79,622,377)**	(105,046,126)
Depletion and depreciation	**(8,876,584)**	(9,281,602)	**(20,038,798)**	(19,147,197)
Total cost of operations	**(46,526,035)**	(61,103,354)	**(99,661,175)**	(124,193,323)
Mine operating income	**19,518,342**	8,128,375	**39,280,037**	15,426,042

Revenue for the three months ended June 30, 2015 was $66,044,377 compared to $69,231,729 in the corresponding quarter of 2014, as the impact of higher gold ounces sold compared to the prior period was largely offset by a drop in the average realized gold price to $1,196 per ounce, down from $1,291. Despite higher ounces sold compared to Q2 2014, operating expenses are down 27.3%, equating to operating cash costs of $681 per ounce sold compared to $965 in the prior year. The decrease in operating expenses is the result of lower mine physicals at Cosmo which resulted in lower costs, greater productivity at Fosterville, lower fuel costs, general cost reduction initiatives including hiring freezes and supply tender processes, and the weakened Australian dollar. The significant decrease in operating costs offset the impact of the lower average realized gold price resulting in mine operating income of $19,518,342, a 140% improvement over Q2 2014.

Consolidated Expenses

	Q2 2015	Q2 2014	**YTD 2015**	YTD 2014
Exploration and evaluation	**2,664,888**	750,817	**3,434,956**	1,316,576
Care and maintenance	**(1,463,113)**	97,974	**(1,184,188)**	1,238,539
Professional, consulting and management fees	**1,751,604**	1,004,274	**3,043,568**	1,780,370
Other general and administrative expenses	**157,775**	183,350	**373,894**	381,929
Share-based compensation	**86,879**	60,613	**242,146**	135,043
Other losses (gains)	**2,996,296**	(626,350)	**2,803,172**	5,139,159

Exploration and evaluation expenses of $2,664,888 were significantly greater in Q2 2015 compared to Q2 2014, due to the impact of several drilling programs being initiated during the quarter on the back of strong cash flow in the first half of the year.

A net care and maintenance recovery of $1,463,113 was recorded in Q2 2015 due to the impact of a non-cash adjustment to the rehabilitation liabilities on non-core properties in the Northern Territory. The adjustment was based on a detailed rehabilitation activity and cost review, incorporating updated assumptions and more detailed activity based cost estimates. Excluding the non-cash adjustment, care and maintenance for the quarter was $91,043 and $237,347 for the first half of 2015. The elevated care and maintenance costs in 2014 relate to the processing of low-grade stockpiles in the Northern Territory for reclamation purposes.

Professional, consulting and management fees have increased in Q2 2015 over Q2 2014, largely due to legal, tax, and other transaction fees associated with the Arrangement. This was partially offset by the recovery of costs associated with the successful stamp duty appeal. Share-based compensation in the second quarter of 2015 increased compared to 2014 due to the impact of the vesting of options recently granted in December 2014 (all of which vested on completion of the Arrangement) and the recognition of $19,877 from the vesting of shares from the share compensation plan.

Other losses (gains) in Q2 2015 are mainly attributable to the revaluation of the Company's investments which resulted in a $2,452,160 revaluation loss. Of the amount, $1,669,882 related to the reclassification of the revaluation loss recorded on the investment in Primary Gold Limited from accumulated other comprehensive loss due to the permanent nature of the decline in the quoted market price of Primary Gold. The Company also recorded a $752,278 loss on the revaluation of its JDS Silver investment based on the share price of JDS Silver's recent financing transactions. The gain recorded in Q2 2014 included a $989,428 write-down of financial deposits relating to stamp duty which the Company believed was unlikely to be recoverable, and a $1,585,712 gain from the revaluation of the contingent payment liability with AuRico. The arrangement with AuRico was terminated on January 14, 2015.

Finance Items and Income Tax

	Q2 2015	Q2 2014	**YTD 2015**	YTD 2014
Finance income	**(409,604)**	(282,512)	**(618,332)**	(537,125)
Finance costs	**1,031,685**	2,096,306	**2,190,469**	4,072,228
Income tax expense	**630,018**	909,572	**1,219,518**	1,290,729

Finance costs for the quarter ended June 30, 2015 relate predominantly to the ongoing accretion of the convertible unsecured debentures. Finance costs in Q2 2014 were higher than the current period as they included accretion of the contingent payment liability on the net free cash flow sharing arrangement, which was terminated in Q1 2015.

The Company's income tax expense mainly reflects the estimated use of tax pools by the Victorian assets during the periods against taxable income. Lower deferred tax expense in the current quarter is largely reflective of the foreign exchange impact of the lower Australian dollar in comparison to Q2 2014.

Net Income (Loss)

The Company posted net income of $12,071,914 in Q2 2015 or $0.10 per share, compared to $3,934,331 or $0.03 per share, in the corresponding quarter of 2014. The significant year over year improvement is largely driven by an increase of mine operating income of $11.4 million, as slightly lower revenues were more than offset by lower operating costs. Net income for H1 2015 was $27,774,834 or $0.24 per share, a significant increase over H1 2014 net income of $608,594 or $0.01 per share, despite a 7.7% drop in the average realized gold price.

Foreign Exchange

The reporting currency of Crocodile Gold is the US dollar. In the condensed interim consolidated financial statements, all assets and liabilities are translated into the US dollar at the rate of exchange on the balance sheet date and all revenue and expense items are translated at the average rate of exchange for the period. Gains and losses on translation are included in equity as a separate component of other comprehensive income (loss).

As at June 30, 2015, the Australian dollar was worth $0.7693 (December 31, 2014 – $0.8171; June 30, 2014 – $0.9431) and had an average exchange rate against the US dollar of $0.7778 during Q2 2015 (Q2 2014 – $0.9329). As at June 30, 2015, the Canadian dollar was worth $0.8006 (December 31, 2014 – $0.8620; June 30, 2014 – $0.9372) and had an average exchange rate against the US dollar of $0.8134 during Q2 2015 (Q2 2014 – $0.9173). For the quarter ended June 30, 2015, the Company recorded an unrealized gain on foreign currency translation of $825,596 compared to $1,485,821 during the corresponding period of 2014.

LIQUIDITY AND CAPITAL RESOURCES

Newmarket Gold undertakes a detailed budgeting process each year, which is supplemented by a continuous detailed cash forecasting process. The Company is committed to managing liquidity by achieving positive cash flows from each of its operations to fund capital requirements and development projects. The Company monitors the expected settlement of financial assets and liabilities on an ongoing basis; there are no significant accounts payable, capital lease obligations, or other payments that are outstanding past their due dates.

Working Capital

	June 30, 2015	December 31, 2014
Cash and cash equivalents	$ 38,613,138	$ 33,775,417
Gold bullion	143,513	2,441,661
Inventories	21,396,299	20,518,426
Other current assets	4,171,496	6,014,981
Total current assets	**$ 64,393,683**	**$ 62,750,485**
Current liabilities	(37,250,068)	(39,189,007)
Current portion of contingent payments	-	(8,732,922)
Current portion of convertible debentures	(2,067,893)	(2,228,469)
Total current liabilities	**$ (39,317,961)**	**$ (50,150,398)**
Net working capital	**$ 25,075,722**	**$ 12,600,087**

At June 30, 2015, the Company had a positive working capital balance of $25,075,722, which included cash and cash equivalents of $38,613,138 and gold bullion with a fair market value of $234,200. The Company's strong operating cash flow results for the first half of 2015 enabled the Company to improve its working capital position from year-end and settle the C$20,000,000 payment to AuRico to terminate the net free cash flowing sharing arrangement without incurring additional debt.

Cash Flow

Crocodile Gold generated $27,071,458 in cash flow from its operating activities in Q2 2015, a 49% improvement compared to the Q2 2014 period. Although the Company's average realized gold price sold decreased 7.4% from $1,291 in Q2 2014 to $1,196 in Q2 2015, the Company realized a significant decrease in operating cash costs of 29.4% to $681 per ounce, from $965 per ounce in Q2 2014, due to a continued focus on productivity improvements and cost reductions, and increasing grades and mill recoveries resulting in strong gold ounces sold. Increased cash flow from operations has enabled the Company to initiate various growth projects at each of its operations, which included $2,664,888 worth of exploration activity in the second quarter of 2015 and $3,434,956 in the first half of 2015.

The Company invested $12,793,417 in mine development during the quarter, largely at Fosterville and Cosmo, and further invested $4,363,573 into plant and equipment. Capital expenditures are relatively comparable to the corresponding quarter of 2014, due to the timing of certain projects and capital development and the weaker Australian dollar. Due to a significant decrease in operating cash costs and robust gold production, all-in sustaining cash costs improved to $1,037 per ounce from $1,316 in Q2 2014, a 21.2% decrease reflecting the overall absolute decrease in the Company's operating costs and a weaker Australian dollar.

Other investing activity in the second quarter included the refund of $2,192,195 relating to the Company's successful stamp duty appeal. In the first quarter of 2015, the Company funded the one-time payment of $16,744,000 (C$20,000,000) for the termination of the net free cash flow agreement with AuRico. The Company also made further strategic partnership investments in the first six months of 2015, including a $400,000 investment in the Silvertip Project in northern British Columbia, and a $204,000 investment in Navarre Minerals for a drill programs aimed at uncovering new gold systems in close proximity to Stawell.

Cash flows used in financing activity in Q2 2015 consisted of the scheduled interest payment of $1,147,219 on the convertible debentures, the repayment of $366,661 of existing and new capital lease obligations for mobile equipment and $25,841 of other borrowings.

OUTSTANDING SHARE INFORMATION

The Company's share capital was comprised of the following as at June 30, 2015:

	June 30, 2015	December 31, 2014
Authorized: Unlimited number of common shares		
Issued: Fully paid common shares	477,111,983	475,815,983
Issued: Common share purchase warrants	63,882,693	63,882,693

On July 10, 2015, the Company completed the Arrangement with Newmarket resulting in an amalgamation of the two companies. Pursuant to the Arrangement and effective upon closing, the two companies amalgamated under the name Newmarket Gold Inc. Under the terms of the Arrangement, each Newmarket shareholder received 0.2 Newmarket Gold common shares for each Newmarket common share. Each Crocodile Gold shareholder had the option to elect to receive consideration per Crocodile Gold common share of (i) 0.2456 Newmarket Gold common shares, or (ii) C$0.37 in cash, subject to a maximum aggregate cash consideration of C$20,000,000.

Upon closing of the Arrangement, Newmarket Gold had 134,220,992 common shares issued and outstanding, with the breakdown comprised of the following on an undiluted basis:

	Crocodile Gold Shareholders	Newmarket Shareholders	Newmarket Gold Shareholders
Common shares outstanding as at July 10, 2015	477,111,983	51,590,374	
Crocodile Gold shares tendered for cash	(54,054,054)	-	
Net common shares for conversion	423,057,929	51,590,374	
Exchange ratio	0.2456	0.2000	
Newmarket Gold common shares	103,902,917	10,318,075	114,220,992
Subscription receipt financing	-	20,000,000	20,000,000
Newmarket Gold common shares upon closing	**103,902,917**	**30,318,075**	**134,220,992**

As at the date of this MD&A, the fully paid common shares outstanding of Newmarket Gold was 134,262,744.

During the year ended December 31, 2014, 820,000 shares (201,392 shares on a post-Arrangement basis) were allocated for issuance from the Company's share compensation plan to directors, officers, and employees of the Company. The allocated shares vest quarterly in four equal installments, with the third tranche of 41,752 shares being issued on July 23, 2015.

Of the total share purchase warrants outstanding at June 30, 2015, 17,307,693 were issued in February 2014 as part of a private placement and currently carry an exercise price of C$0.40, expiring February 27, 2016. The remaining 46,575,000 share purchase warrants were issued in March 2011 at an exercise price of C$2.25 and expire on March 24, 2016. Upon closing of the Arrangement, the Crocodile Gold share purchase warrants are exercisable for 0.2456 Newmarket Gold common shares, reflecting the number of Newmarket Gold common shares a holder would have received if they were the holder of that number of Crocodile Gold common shares at the time of the Arrangement. The effective exercise price of the warrants expiring March 24, 2016, to acquire one Newmarket Gold common share is C$9.16 and the effective exercise price of warrants expiring February 27, 2016, to acquire one Newmarket Gold common share is C$1.63.

The Company has also issued 17,770,000 options to purchase common shares under the Company's share option plan with exercise prices ranging between C$0.10 and C$1.43 per share and expiry dates ranging between August 26, 2015 and December 23, 2019. Upon closing of the Arrangement, the Crocodile Gold options are exercisable for 0.2456 Newmarket Gold common shares, reflecting the number of Newmarket Gold common shares a holder would have received if they were the holder of that number of Crocodile Gold common shares at the time of the Arrangement. The effective weighted average exercise price of the stock options outstanding at June 30, 2015 to acquire one Newmarket Gold common share is C$0.98.

The Company has also granted a total of 1,595,000 phantom share units (PSUs) to certain Australian-based employees, which entitles the holder to a cash payment on exercise based on the market value of the Company's stock on the date of exercise less the strike price of the PSU. Upon completion of the Arrangement, the strike prices of the PSUs were adjusted to reflect the exchange ratio of 0.2456.

As a result of the Arrangement, the Company assumed the outstanding Newmarket stock options and warrants, which are exercisable for 0.2 Newmarket Gold common shares, reflecting the number of Newmarket Gold common shares a holder would have received if they were the holder of that number of Newmarket common shares at the time of the Arrangement. On July 10, 2015, Newmarket had 2,900,000 stock options outstanding that are exercisable for 580,000 Newmarket Gold common shares at a weighted average exercise price of C$1.25 and 23,333,334 warrants that are exercisable for 4,666,666 Newmarket Gold common shares at a price of C$1.50.

Income per Share

On a pre-Arrangement basis, the basic and diluted income per share and weighted average number of shares outstanding for the three and six months ended June 30, 2015 and 2014 on a pre-Arrangement basis were as follows:

	Three months ended		Six months ended	
	June 30, 2015	June 30, 2014	**June 30, 2015**	June 30, 2014
Income per share – basic and diluted	**$ 0.03**	$ 0.01	**$ 0.06**	$ 0.00
Weighted average number of shares outstanding				
- Basic (number)	**476,400,510**	475,609,733	**476,186,878**	453,807,778
- Diluted (number)	**485,351,604**	480,799,007	**484,165,583**	458,749,767

The basic and diluted income per share in this MD&A are calculated based on the following weighted average number of shares outstanding, which give effect to the exchange ratio of the Arrangement of 0.2456:

	Three months ended		Six months ended	
	June 30, 2015	June 30, 2014	**June 30, 2015**	June 30, 2014
Income per share – basic	**$ 0.10**	$ 0.03	**$ 0.24**	$ 0.01
Income per share – diluted	**$ 0.10**	$ 0.03	**$ 0.23**	$ 0.01
Weighted average number of shares outstanding				
- Basic (number)	**117,003,965**	116,809,750	**116,951,497**	111,455,190
- Diluted (number)	**119,202,354**	118,084,236	**118,911,067**	112,668,943

The weighted average number of shares in this MD&A are as of June 30, 2015 and consequently do not include the impact of the Crocodile Gold shares tendered for cash and the issuance of shares from the subscription receipt financing.

Subscription Receipt Financing

Immediately prior to the closing of the Arrangement on July 10, 2015, the proceeds of Newmarket's previously completed C$25,000,000 subscription receipt financing were released from escrow and the underlying Newmarket common shares were issued. As disclosed above, C$20,000,000 of the proceeds were used to fund the cash consideration available for Crocodile Gold shareholders as part of the Arrangement. As part of the private placement, the underwriters received 992,000 broker warrants, each entitling the holder to acquire one Newmarket Gold common share for a period of 18 months following the closing of the Arrangement at a price of C$1.25.

Convertible Unsecured Debentures

On April 5, 2013, the Company issued C$34,500,000 of 8% convertible unsecured debentures (the "Debentures") for net proceeds of $31,031,072 after accounting for transaction costs of $2,913,478. The Debentures mature on April 30, 2018 and unless converted or redeemed earlier, interest of C$1,380,000 is payable semi-annually on April 30 and October 31. As the result of the Arrangement, each Debenture is convertible at the holder's option into common shares at any time prior to maturity at a conversion price of C$1.02 (equivalent to a pre-Arrangement conversion price of C$0.25). The Debentures may be redeemed by the Company in whole or in part from time to time, provided that the volume weighted average trading price of the common shares on the Toronto Stock Exchange (the "TSX") for the 20 consecutive trading days ending on the fifth trading day preceding the day prior to the date upon which the notice of redemption is given is at least 150% of the conversion price.

On May 15, 2015, C$9,000 of the convertible debentures was converted into 36,000 common shares of Crocodile Gold, now equivalent to 8,841 common shares of Newmarket Gold.

OFF-BALANCE SHEET ITEMS

As at June 30, 2015, the Company did not have any off-balance sheet items.

QUARTERLY INFORMATION
(In thousands of dollars, except ounces and per share information)

	Q2 2015	Q1 2015	Q4 2014	Q3 2014	Q2 2014	Q1 2014	Q4 2013	Q3 2013
Gold produced (oz)	55,998	59,676	58,796	55,909	54,024	53,583	58,276	55,206
Gold sold (oz)	55,154	61,293	58,070	56,486	53,612	54,735	57,503	58,890
Average realized gold price ($/oz)	1,196	1,185	1,202	1,298	1,291	1,280	1,274	1,325
Operating cash costs per ounce sold ($/oz)	681	683	793	898	965	971	963	925
AISC per ounce sold ($/oz)	1,037	983	1,098	1,233	1,316	1,307	1,257	1,252
Revenue	66,044	72,897	69,783	73,336	69,232	70,388	73,277	78,202
Mine operating income (loss)	19,518	19,762	12,272	12,583	8,128	7,298	3,128	8,585
Net income (loss)	12,072	15,703	10,759	8,584	3,934	(3,326)	(23,305)	3,320
Net income (loss) per share (basic and diluted)	0.10	0.13	0.09	0.07	0.03	(0.03)	(0.23)	0.03
Cash flow from operations	27,071	27,486	25,281	18,232	18,184	12,459	20,532	18,342
Total assets	240,632	224,611	256,129	249,809	264,450	256,599	234,842	269,530
Non-current liabilities	55,055	57,188	82,197	86,192	92,957	90,307	83,480	90,220

The Company achieved its eighth consecutive quarter of gold production above 53,000 ounces with gold production of almost 56,000 ounces in Q2 2015 on strong consolidated grade and recovery. Gold sold was down from the most recent quarter as Q1 2015 included the sale of bullion held on account at year-end. Revenue decreased in the current quarter due to the decrease in gold sold from Q1 2015. However, mine operating income remained strong in Q2 2015, with continued reductions in operating cash costs, predominantly driven by the change of mine contractor and diamond drill contractor in Q1 2014 at Cosmo, productivity improvements at Fosterville, and an overall focus on cost reduction beginning in earnest in late 2013. The Company continues to see further operating reductions through lower fuel costs and downward pressure on other key inputs such as cyanide.

The upward trend in mine operating income is also being reflected in increasing net income; from the net loss of $23,304,791 in Q4 2013 to net income of $12,071,914 in Q2 2015, which was impacted by the reclassification of a $1,699,882 impairment loss on an investment from accumulated other comprehensive loss due to the permanent nature of the decline in the quoted market price of Primary Gold. The recognition of an $8,358,933 impairment reversal on Fosterville and a loss of $6,037,097 recognized on the change in value of the contingent liability impacted net income in Q4 2014. The Company recorded an increase in net income in Q3 2014 from the prior quarter as a result of the increase in revenue over the same period. Net income was improved in Q2 2014 compared to the previous quarter, which included a loss on the revaluation of the contingent liability as a result of the change in the expected timing of the cash flows resulting from the dispute resolution with AuRico. Net income in the first quarter of 2014 had improved from the significant net loss in Q4 2013, which was impacted by an impairment charge of $25,499,499.

The increase in total assets in Q2 2015 was due to an increase in cash from the strength of the operational cash flow generated in the quarter and the continued investment in mine development. Total assets decreased in Q1 2015 from Q4 2014 due to the impact of a 6.6% decline of the Australian dollar from December 31, 2014 on the translation of underlying Australian dollar denominated accounts. In addition, mineral properties were reduced by $12,558,037 in Q1 2015 as the value attributed to the royalties granted to AuRico during the quarter as part of the consideration for the termination of the net free cash flow sharing arrangement. The increase in total assets between Q4 2013 and the end of 2014 was due to an increase in cash from the private placement financing in February 2014 and the increase in mineral property due to the continued investment in development and resource definition at Cosmo and Fosterville, the permitting of the Big Hill Project, and the impairment reversal on Fosterville, which was partially offset by the weakening of the Australian dollar. The significant decrease in Q4 2013 was the result of total impairment charges for Fosterville and the Northern Territory assets of $25,499,499 due to the lower gold price environment.

Non-current liabilities decreased significantly in Q1 2015 as a result of the termination of the net free cash flow sharing arrangement with AuRico and the one-time payment of C$20,000,000 in January 2015. Other changes in non-current liabilities over the past eight quarters relate primarily to the revaluation of the contingent liability with AuRico (now terminated), ongoing accretion of the convertible unsecured debentures, and the impact of the strengthening US dollar on the translation of underlying Australian and Canadian dollar denominated liabilities.

NON-IFRS MEASURES

Newmarket Gold has included in this MD&A certain non-IFRS performance measures as detailed below. In the gold mining industry, these are common performance measures but do not have any standardized meaning. The Company believes that, in addition to conventional measures prepared in accordance with IFRS, certain investors use this information to evaluate the Company's performance and ability to generate cash flow. Accordingly, it is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

Operating Cash Costs per Ounce of Gold – Newmarket Gold calculates operating cash costs per ounce by deducting silver sales revenue as a by-product from operating expenses per the consolidated statement of operations, then dividing by the gold ounces sold during the applicable period. Operating expenses include mine site operating costs such as mining, processing and administration as well as royalties, however excludes depletion and depreciation, share-based payments and rehabilitation costs.

All-In Sustaining Costs per Ounce of Gold – Newmarket Gold has adopted an all-in sustaining cost performance measure that reflects all of the expenditures that are required to produce an ounce of gold from current operations. While there is no standardized meaning of the measure across the industry, the Company's definition conforms to the all-in sustaining cost definition as set out by the World Gold Council in its guidance dated June 27, 2013. The World Gold Council is a non-regulatory, non-profit organization established in 1987 whose members include global senior mining companies. The Company believes that this measure will be useful to external users in assessing operating performance and the ability to generate free cash flow from current operations.

The Company defines all-in sustaining costs as the sum of operating cash costs (per above), sustaining capital (capital required to maintain current operations at existing levels), capital lease repayments, corporate general and administrative expenses, mine exploration within the known resource, and rehabilitation accretion and amortization related to current operations. All-in sustaining costs excludes capital expenditures for significant improvements at existing operations deemed to be expansionary in nature, exploration and evaluation related to growth projects, rehabilitation accretion and amortization not related to current operations, financing costs, debt repayments, share-based compensation not related to operations, and taxes.

The operating cash costs per ounce and all-in sustaining costs per ounce are reconciled to the condensed interim consolidated statement of operations as follows:

	Q2 2015	Q2 2014	**YTD 2015**	YTD 2014
Operating expense per the condensed interim consolidated statement of operations, including royalties	**37,649,451**	51,821,752	**79,622,377**	105,046,126
By-product silver sales credit	**(80,728)**	(91,998)	**(169,201)**	(171,358)
Operating cash costs ($)	**37,568,723**	51,729,754	**79,453,176**	104,874,768
Sustaining mine development [(1)]	**12,560,599**	13,610,514	**23,531,627**	27,616,278
Sustaining capital expenditures, including capital lease payments	**4,730,234**	3,323,711	**7,457,219**	6,281,278
General and administration costs	**1,909,379**	1,187,625	**3,417,462**	2,162,300
Rehabilitation – accretion and amortization (operating sites)	**260,152**	394,440	**529,350**	661,438
Mine exploration	**143,524**	297,047	**292,405**	493,310
All-in sustaining cash costs ($)	**57,172,611**	70,543,091	**114,681,239**	142,089,446
Gold ounces sold	**55,154**	53,612	**116,447**	108,347
Operating cash costs per ounce sold ($ / ounce)	**681**	965	**682**	968
All-in sustaining cash costs per ounce sold ($ / ounce)	**1,037**	1,316	**985**	1,311

[(1)] Sustaining mine development are defined as those expenditures which do not increase annual gold production at a mine operation and exclude expenditures for growth projects and mine development to commercial production. Total sustaining capital is calculated as follows:

	Q2 2015	Q2 2014	**YTD 2015**	YTD 2014
Expenditure on mine development per the statement of cash flows	**12,793,418**	14,777,079	**23,937,799**	29,758,705
Less: Big Hill Project development costs	**(232,819)**	(1,166,565)	**(406,172)**	(2,142,353)
	12,560,599	13,610,514	**23,531,627**	27,616,352

COMMITMENTS AND CONTINGENCIES

(a) Material contracts

The Company has engaged an independent contractor to provide mining and development services at its Cosmo Gold Mine in the Northern Territory. The mining contract was executed in March 2014 and carries a two year term with an option for a 12 month extension. The Company may terminate the contract with not less than 30 days' notice, in which case the Company would be liable for a termination payment equal to one-quarter times the previous month's invoice plus any outstanding amounts owing for works completed prior to termination.

The Company has entered into a contract for power in the Northern Territory with the government-regulated power provider in the Territory for the 2015 calendar year. Under the contract the Company is obligated to purchase a minimum annual quantity of electricity regardless of actual consumption. As no such scenario had occurred at June 30, 2015 nor is it likely that such a scenario would eventuate in 2015, no amount has been accrued in the condensed interim consolidated financial statements.

The Company has also entered into a contract for power in the State of Victoria with an independent supplier which provides for electricity for the Fosterville Gold Mine through to December 31, 2016 and Stawell Gold Mines through to December 31, 2015. Under the contract the Company is obligated to purchase a minimum annual quantity of electricity regardless of actual consumption. As no such scenario had occurred at June 30, 2015 nor is it likely that such a scenario would eventuate in 2015, no amount has been accrued in the condensed interim consolidated financial statements.

(b) Environmental bonds

As at June 30, 2015, the Company had provided performance guarantees totaling $18,715,859 to the Northern Territory and Victorian governments relating to the future reclamation and rehabilitation of the Company's mine sites and exploration tenements. The guarantees are secured by cash deposits held with a major Australian bank.

(c) Northern Territory profits royalty/tax

All of the Company's tenements within the Northern Territory are subject to a Northern Territory Government profits royalty/tax. The current tax rate is 20% of the Net Value of mine production, where the Net Value equals the gross realization from the relevant production unit less the operating costs of the production unit for the year, a capital allowance on eligible capital assets expenditure, eligible exploration expenditure and additional deductions as approved by the relevant Northern Territory Government Minister.

(d) Contingent contractual royalty obligations

As at June 30, 2015, Newmarket Gold has the following contingent contractual obligations with respect to royalties:

- 2% net smelter return royalty from the Fosterville Gold Mine.
- 1% net smelter return royalty from Stawell Gold Mines, effective January 1, 2016.
- A$2 per ounce royalty payable on gold produced from the Stawell Gold Mines mining license.
- 1% ad valorem royalty on any future gold production above 250,000 ounces derived from the Maud Creek Gold Project.
- A$4 vendor royalty per ounce of gold produced from the Pine Creek tenements.

The Company also has royalties payable to various vendors of tenements located outside the currently anticipated mining areas.

With respect to the Maud Creek Gold Project, the Company also has a contingent contractual obligation of a payment of A$2,000,000 that would be due upon a decision to proceed with development of the Maud Creek Gold Project. In addition to the production royalty described above, a further 1% gross royalty and A$5 per ounce royalty are payable on any future gold production from certain tenements from the Maud Creek Gold Project that are located south of the main Maud Creek gold deposit.

The Fosterville Gold Mine is subject to a license fee which enables it to use the patented BIOX process to treat refractory ore from the underground mine. The fee is paid at a rate of A$1.40/ounce of gold produced and treated through the BIOX Plant and terminates when 1,500,000 ounces of gold in aggregate has been treated in the plant. As at June 30, 2015, approximately 934,300 ounces of gold had been treated in the plant.

(e) Commitments arising from the Arrangement

As part of the Arrangement the Company assumed an office lease for 200 Burrard Street, Suite 1680, Vancouver, British Columbia, which has become the Company's head office. The lease began in June 2015 with a seven year term expiring in August 2022, with total future minimum undiscounted payments of approximately $1,620,000.

RELATED PARTY TRANSACTIONS

Compensation of Key Management of the Company

The remuneration of directors and key executives is determined by the compensation committee of the Board of Directors. The directors' fees, consulting fees and other compensation of directors and key management personnel were as follows during the six months ended:

	June 30, 2015	June 30, 2014
Short-term compensation and benefits	**$ 768,158**	$ 505,597
Share-based payments	**205,714**	134,599
	$ 973,872	$ 640,196

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any directors (executive and non-executive) of the Company. The remuneration of directors and key executives is determined by the compensation committee.

In connection with the closing of the Arrangement as discussed above, continuation bonuses of C$665,000 were paid to key management of the Company subsequent to June 30, 2015.

Management Contracts

The Company is party to certain management contracts. As at June 30, 2015, these contracts require that additional payments of approximately $903,000 be made upon the occurrence of a change of control. The terms of the Arrangement did not constitute a change of control; however, continuation bonuses were paid to key management of the Company as discussed above. As the Arrangement had not closed as at June 30, 2015, the continuation bonuses have not been reflected in these condensed interim consolidated financial statements.

As at June 30, 2015, minimum commitments upon termination of the existing contracts were approximately $179,000 and minimum commitments due within one year under the terms of these contracts are $504,000.

As a result of the Arrangement, the Company entered into a series of new management contracts. These contracts require payments of $1,943,000 be made upon the occurrence of a change of control. The minimum commitment upon termination of these contracts was approximately $1,757,000 and minimum commitments due within a year under the terms of these contracts are $1,553,000.

Investment in JDS Silver

On September 25, 2014, the Company acquired a 19.9% interest in JDS Silver from a private company controlled by Luxor Capital Group LP and its various subsidiaries ("Luxor") for consideration of C$5,643,398. Luxor at the time was the majority shareholder of Crocodile Gold Corp. The Company subscribed for 357,143 additional common shares of JDS Silver on March 3, 2015 for consideration of C$500,000. As at the date of this MD&A, the Company's investment represents a 17.1% interest in JDS Silver.

Other Related Party Disclosure

The Company's former majority shareholder Luxor subscribed for an aggregate of C$5,000,000 units as part of the February 27, 2014 private placement.

RISK FACTORS

The exploration, development and mining of mineral deposits involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Newmarket Gold is subject to several financial and operational risks that could have a significant impact on its cash flows and profitability. The most significant risks and uncertainties faced by the Company include: the price of gold; the uncertainty of production estimates, including the ability to extract anticipated tonnes and successfully realize estimated grades; changes to operating and capital cost assumptions; the inherent risk associated with project development and permitting processes; the uncertainty of the mineral resources and their development into mineable reserves; the replacement of depleted reserves; and health, safety and environmental risks.

The Company's ability to generate positive cash flow to generate returns and fund capital requirements and future growth and development is primarily dependent on the price of gold and its ability to meet its production estimates at expected costs. The gold price is impacted by numerous macroeconomic factors outside of the Company's control, including but in no way limited to: global and regional political and economic conditions, supply and demand factors, inflation or deflation expectations, interest rate expectations, and central bank decisions. A sustained decrease in the price of gold would impact the Company's profitability, may result in mineral property write-downs and could eventually result in liquidity difficulties. Furthermore, actual production results may vary from Company estimates due to various factors, including but not limited to: mine dilution, lower than expected

grades, recovery issues, stope failures, power outages, weather related matters, or equipment and/or supply shortages. Lower than expected production could impact the Company's ability to generate cash flows to cover the cost of operations and fund sustainable capital expenditures. The Company mitigates the above risks by diligently tracking the gold price and production performance compared to forecast and budget and re-forecasting production plans accordingly so that required financial decisions can be made in a timely manner.

Readers are encouraged to read a full outline and description of the risk factors described in the Company's Annual Information Form for the year ended December 31, 2014 filed on SEDAR under the profile Crocodile Gold Corp. (now Newmarket Gold Inc.).

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The Company's significant accounting policies are described in note 2 to the condensed interim consolidated financial statements for the three and six months ended June 30, 2015 and note 4 to the consolidated financial statements for the year ended December 31, 2014. The preparation of the consolidated financial statements require management to make estimates and assumptions that affect the reported amounts of assets and liabilities in the consolidated financial statements and reported amounts of expenses during the reporting period. Such estimates and assumptions affect the carrying value of assets and are based on historical experience and other factors considered relevant. The 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.

The critical accounting estimates, assumptions and judgments applied in the preparation of the Company's condensed interim consolidated financial statements for the three and six months ended June 30, 2015 are consistent with those applied and disclosed in the consolidated financial statements for the year ended December 31, 2014. For details of these estimates, assumptions and judgments, please refer to the Company's consolidated financial statements for the year ended December 31, 2014, which are available on the Company's website and on SEDAR.

NEW ACCOUNTING STANDARD ADOPTED

The condensed interim consolidated financial statements were prepared using the same accounting policies as those used in the Company's consolidated financial statements for the year ended December 31, 2014, except for the adoption of the following standard amended by the IASB that was effective and adopted as of January 1, 2015:

IFRS 8 *Operating Segments* ("IFRS 8") was amended to require an entity to disclose the judgments made by management in aggregating segments. IFRS 8 was also amended to clarify that an entity needs to present a reconciliation between the total reporting segment's assets to the entities' total assets if this information is usually provided to the chief operating decision maker. There was no impact on the Company's condensed interim consolidated financial statements upon adoption of this standard.

ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

Recently issued but not adopted accounting guidance includes IAS 1 *Presentation of Financial Statements*, IFRS 9 *Financial Instruments*, and IFRS 15 *Revenue From Contracts With Customers*. The Company has not yet begun the process of assessing the impact that the new and amended standards will have on its consolidated financial statements or whether to early adopt any of the new requirements.

IAS 1 *Presentation of Financial Statements* ("IAS 1") was amended in December 2014 in order to clarify, among other things, that information should not be obscured by aggregating or by providing immaterial information, that materiality consideration apply to all parts of the financial statements, and that even when a standard requires a specific disclosure, materiality considerations do apply. The amendments are effective for annual periods beginning on or after January 1, 2016.

IFRS 9 *Financial Instruments* ("IFRS 9") was issued by the IASB in November 2009 with additions in October 2010 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted.

IFRS 15 *Revenue From Contracts With Customers* ("IFRS 15") proposes to replace IAS 18 *Revenue*, IAS 11 *Construction Contracts,* and some revenue-related interpretations. The standard contains a single model that applies to contracts with customers and two approaches to recognizing revenue: at a point in time or over time. The model features a contract-based five-step analysis of transactions to determine whether, how much, and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. IFRS 15 is effective for annual periods beginning on or after January 1, 2017. Earlier adoption is permitted.

CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Disclosure controls and procedures are designed to provide reasonable assurance that material information is gathered and reported to senior management, including the President and Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO"), as appropriate to permit timely decisions regarding public disclosure.

Newmarket Gold's management, including the CEO and CFO, have as at June 30, 2015 designed Disclosure Controls and Procedures (as defined in National Instrument 52-109 of the Canadian Securities Administrators), or caused them to be designed under their supervision, to provide reasonable assurance that material information relating to the issuer is made known to them by others, particularly during the period in which the interim filings are being prepared; and information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation.

Internal Control over Financial Reporting

Newmarket Gold's management, including the CEO and CFO, is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed by, or under the supervision of, the CEO and CFO and effected by management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Management used the Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") to evaluate the effectiveness of the Company's internal controls for the year ended December 31, 2014. Based on this evaluation, management concluded that the Company's internal control over financial reporting was operating effectively as at December 31, 2014 to provide reasonable assurance the financial information is recorded, processed, summarized and reported in a timely manner. There have been no changes in the Company's internal control over financial reporting during the three and six months ended June 30, 2015 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Limitations of Controls and Procedures

Newmarket Gold's management, including the CEO and CFO, believe that disclosure controls and procedures and internal control over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgements in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the controls. The design of any control system also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed.

CAUTIONARY STATEMENTS

Except for statements of historical fact relating to Newmarket Gold and its predecessor companies (including Crocodile Gold Corp.), certain information contained herein constitutes forward-looking information under Canadian securities legislation. Forward-looking information includes, but is not limited to, information with respect to the Company's expected production from, and the further potential of, the Company's properties; the Company's ability to raise additional funds; the future price of minerals, particularly gold; the estimation of mineral resources and mineral reserves; conclusions of economic evaluations; the realization of mineral reserve estimates; the timing and amount of estimated future production; costs of production; capital expenditures; success of exploration activities; mining or processing issues; currency exchange rates; government regulation of mining operations; and environmental risks. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is based on the opinions and estimates of management as of the date such statements are made. Estimates regarding the anticipated timing, amount and cost of exploration and development activities are based on assumptions underlying mineral resource and reserve mineral estimates and the realization of such estimates. Capital and operating cost estimates are based on extensive research of the Company, purchase orders placed by the Company to date, recent estimates of construction and mining costs and other factors. Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include: price volatility of the Company's securities, limited lives of mines, the price of gold and base metals, the need for additional capital, land title issues, exploration development and operating risks, accuracy of production estimates, accuracy of cost estimates, unexpected events and delays during construction, expansion and start-up, failure of plant, equipment or processes to operate as anticipated,native and aboriginal heritage issues, risks relating to infrastructure, permitting and licenses, government regulation of the mining industry, risks relating to foreign operations, uncertainty in the estimation and realization of mineral resources and mineral reserves, quality and marketability of mineral product, environmental regulation and reclamation obligations, risks relating to the Northern Territory wet season, risks relating to litigation, risks relating to foreign mining tax regimes, insurance and uninsured risks, competition,

currency fluctuations, adequacy of financial resources, limited historical production revenues, dependence on outside parties, dependence on key personnel, conflicts of interest, accidents, labour disputes and other risks of the mining industry. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

This document uses the terms "Measured", "Indicated" and "Inferred" Resources. United States investors are advised that while such terms are recognized and required by Canadian regulations, the United States Securities and Exchange Commission does not recognize them. "Inferred Mineral Resources" have a great amount of uncertainty as to their existence, and as to their economic and legal feasibility. It cannot be assumed that all or any part of an Inferred Mineral Resource will ever be upgraded to a higher category. Under Canadian rules, estimates of Inferred Mineral Resources may not form the basis of feasibility or other economic studies. United States investors are cautioned not to assume that all or any part of Measured or Indicated Mineral Resources will ever be converted into Mineral Reserves. United States investors are also cautioned not to assume that all or any part of an Inferred Mineral Resource exists, or is economically or legally mineable.

QUALIFIED PERSON

The technical contents of this MD&A have been reviewed and approved by Mark Edwards, MAusIMM (CP), MAIG, General Manager Exploration, a "qualified person" as such term is defined in National Instrument 43-101 ("NI 43-101").