

## **IRON SOUTH MINING CORP.**

### **MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2014 AND 2013**

#### **Introduction**

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the condensed consolidated interim financial statements of Iron South Mining Corp. ("Iron South" or "the Company") for the nine months ended September 30, 2014 and related notes thereto which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All figures are in Canadian dollars unless otherwise noted. This MD&A has been prepared as of November 12, 2014.

#### **Company Overview**

The Company was incorporated on April 11, 2000 and was transitioned under the Business Corporations Act (BC) on June 17, 2004. The address of the Company's registered office is Suite 709 – 837 West Hastings Street, Vancouver, BC, Canada V6C 3N6. The Company remained without a business asset until March 2003, when the Company negotiated a number of agreements to option and acquire interests in various mineral concessions located in Argentina. In December 2003, the Company completed its initial public offering and commenced trading on the TSX Venture Exchange ("TSX-V") under the symbol "AMS". In December 2008, the Company consolidated its outstanding common shares on a 10 for 1 basis and changed its name to Panthera Exploration Inc. (formerly Amera Resources Corporation) trading on the TSX-V under the symbol "PNX". In January 2012, the Company changed its name to Iron South Mining Corp. (formerly Panthera Exploration Inc.) trading on the TSX-V under the symbol "IS".

The Company is a junior mineral exploration company engaged in the business of acquiring, exploring and evaluating natural resource properties and either joint venturing or developing these properties further or disposing of them when the evaluation is completed. The Company's material mineral property interests are located in the Argentina. As of the date of this MD&A, the Company has not earned any production revenue, nor found any proven reserves on any of its properties. The Company is a reporting issuer in British Columbia and Alberta.

The Company's technical disclosure in this MD&A has been reviewed by Brian McEwen, P.Geol., Director of the Company, and is also a Qualified Person under NI 43-101.

#### **Argentina**

##### ***Iron South, Rio Negro***

On October 21, 2011, the Company entered into an option agreement with a private company to earn a 100% interest in the 74,796 ha Fierro iron ore project ("Fierro Project" or "Property"). The Fierro Project is immediately adjacent to the producing Minera Sierra Grande iron mine, owned by Metallurgical Corporation of China Ltd. The project is road accessible year round, in an area of flat topography at an elevation of approximately 300 m and within 30 km of a deep sea port.

At the Minera Sierra Grande mine, the iron ore consists of oolitic magnetite and hematite iron formation that occurs within the Silurian Sierra Grande Formation. The deposit is defined within a strike length of 3.2 km, with widths ranging from 5 to 15 m and depth up to 1,100 m. It has a historical non NI 43-101 compliant mineral resource of 199 Mt (million tonnes) at 57.5% iron oxide<sup>1</sup> at the South Deposit and was projected to produce over 1 Mt of 68%+ Fe magnetite concentrate in 2012.

The Company believes there is potential for the discovery of an economic iron deposit within the Fierro Project. The Property covers the mapped extensions of the Minera Sierra Grande mine horizon, including an estimated 60 km strike extent of the Sierra Grande Formation to the north and east of the mine. The prospective horizon is largely covered by modern sediments within the Property. Earlier exploration by the property vendor has included 725 line km of ground magnetic surveys, prospecting, preliminary geological mapping and rock sampling. Results are available for 41 rock

<sup>1</sup>Metallurgical Corporation of China Ltd. Global Offering Prospectus, September 11, 2009.

grab samples. Fifteen of these samples collected from the iron formation exposures on the Fierro Project assayed from 40% to 72% Fe<sub>2</sub>O<sub>3</sub>. Additional results are pending. Five zones of outcropping iron mineralization and 32 high-priority magnetic targets have been identified by the property vendor within the current Fierro claim group including:

**300 Zone:** This is the most advanced showing identified to date. Iron formation with an estimated width of 6 to 10 m outcrops discontinuously along 300 m before disappearing below younger cover sediments to the south and younger volcanics to the north. Magnetic data suggests the iron formation may have a total strike extent of up to 2 km. High grade saw channel sampling of outcropping iron bands on this target have assayed 79.2% Fe<sub>2</sub>O<sub>3</sub> over 7 m and 80.1% Fe<sub>2</sub>O<sub>3</sub> over 5 m from two separate samples 150 m apart as shown in the table below:

Sample*	Length m	SiO <sub>2</sub> %	Al <sub>2</sub> O <sub>3</sub> %	Fe <sub>2</sub> O <sub>3</sub> %	CaO %	MgO %	K <sub>2</sub> O %	MnO %	TiO <sub>2</sub> %	P <sub>2</sub> O <sub>5</sub> %	Cr <sub>2</sub> O <sub>3</sub> %	As %	Ba %	S %
Cut 1	7.0	5.91	4.53	79.2	3.01	0.34	0.16	0.07	0.12	2.54	0.01	0.004	0.05	0.027
Cut 2	5.0	6.32	4.70	80.1	2.79	0.45	0.16	0.09	0.11	2.42	0.02	0.001	0.06	0.016

\* Each sample is averaged from 1.0 m continuous saw-cut channel samples.

**Gonzales Zone:** This zone contains sub-cropping iron formation that is partially exposed over 400 m with possible strike extent of 1.5 km as indicated by ground magnetic data.

**Results:** The Company has completed a program of detailed ground magnetometer surveying covering approximately 6,423 ha on priority target areas. The program confirmed the magnetic response of known exposures of oolitic iron formation at 300 Zone and Gonzales Target and indicated the possible presence of covered extensions which would significantly increase the size of these zones. Furthermore, the survey outlined six new magnetically anomalous areas that are believed to represent covered extensions of the iron formations.

**Future Work:** A series of diamond drill holes have been recommended by consulting geophysicist, John Kieley, P.Geol. to test known iron mineralization at the 300 Zone as well as magnetic anomalies associated with iron mineralization at the Gonzales and Rosales zones. Other targets identified by the survey will require ground follow-up mapping and sampling.

On October 21, 2011, the Company entered into an option agreement with a private company whereby the Company would have the right to earn a 100% interest in the Fierro Property. The agreement received approval from the TSX Venture Exchange (TSX-V) on April 4, 2012. On April 4, 2013, the option agreement was amended to provide for a one year extension of the Company's first year's required expenditures on the property in consideration of the issuance of an additional 250,000 common shares of the Company. On April 4, 2014, the option agreement was further amended to accelerate the earn-in provisions such that the Company earned an immediate 100% interest in the property resulting in the Optionor waiving the remaining work commitments in exchange for accelerating and completing the issuance of 3,500,000 common shares.

On the commencement of commercial production, the Property will be subject to a 2% Net Smelter Royalty ("NSR") of which 1% can be purchased for \$2,000,000 at any time.

### **Selected Annual Financial Information**

The following selected consolidated financial information is derived from the audited consolidated financial statements and notes thereto.

	Years Ended December 31,		
	2013 \$	2012 \$	2011 \$
Total revenue	Nil	Nil	Nil
Net loss for the year	(117,208) <sup>(1)</sup>	(526,614) <sup>(3)</sup>	(159,517)
Loss per share – basic and diluted	(0.01)	(0.03)	(0.01)
Total assets	177,328 <sup>(2)</sup>	245,333 <sup>(4)</sup>	379,657

- (1) Decrease compared to 2012 resulting primarily from a decrease in general exploration of \$115,359, management fees of \$140,558, share-based compensation of \$37,759, fines and penalties of \$21,050, office and sundry of \$24,568, rent, parking and storage of \$16,069 and write-off of exploration and evaluation assets of \$27,893.
- (2) Decrease compared to 2012 resulting primarily from a decrease in short term investments of \$100,000 partially offset by an increase in exploration and evaluation assets of \$50,000.
- (3) Increase compared to 2011 resulting primarily from an increase in general exploration of \$87,810, management fees of \$145,058, share-based compensation of \$37,759, office and sundry of \$26,818, fines and penalties of \$21,050, and rent, parking and storage of \$23,775.
- (4) Decrease compared to 2011 resulting primarily from decrease in cash of \$321,319 offset by an increase in short term investments of \$100,000 and exploration and evaluation assets of \$83,470.

### **Results of Operations – For the Nine Months Ended September 30, 2014 Compared to the Nine Months Ended September 30, 2013**

During the nine months ended September 30, 2014, loss from operating activities decreased by \$60,714 to \$20,025 compared to \$80,739 for the nine months ended September 30, 2013. The decrease in loss from operating activities is largely due to:

- A decrease of \$5,494 in general exploration. General exploration was \$309 for the nine months ended September 30, 2014 compared to \$5,803 for the nine months ended September 30, 2013. Fewer exploration activities were undertaken at the Company's Fierro project during the nine months ended September 30, 2014 compared to preliminary exploration activities consisting of surface owner's access payments and contractor salaries related to the Fierro project during the nine months ended September 30, 2013.
- A decrease of \$5,253 in corporate development and investor relations. Corporate development and investor relations were \$3,852 for the nine months ended September 30, 2014 compared to \$9,105 for the nine months ended September 30, 2013. A lesser number of investor relations activities due to decreased operations had occurred during the nine months ended September 30, 2014 compared to a greater number of investor relations activities due to increased operations during the nine months ended September 30, 2013.
- A decrease of \$28,200 in management and consulting fees. Management and consulting fees were \$Nil for the nine months ended September 30, 2014 compared to \$28,200 for the nine months ended September 30, 2013. The decrease is due to less active operations resulting in no management and consulting fees charged during the nine months ended September 30, 2014 compared to more active operations resulting in higher management and consulting fees charged during the nine months ended September 30, 2013.
- A decrease of \$5,378 in office and sundry. Office and sundry was \$678 for the nine months ended September 30, 2014 compared to \$6,056 for the nine months ended September 30, 2013. The Company undertook lower activity and implemented cost reductions during the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013.
- A decrease of \$6,206 in rent, parking and storage. Rent, parking and storage was \$Nil for the nine months ended September 30, 2014 compared to \$6,206 for the nine months ended September 30, 2013. The decrease is due to less active operations resulting in no allocation of Grosso Group's costs for rent, parking and storage during the nine months ended September 30, 2014 compared to more active operations resulting in a higher allocation of Grosso Group's costs for rent, parking and storage during the nine months ended September 30, 2013.

## **Other items**

During the nine months ended September 30, 2014, other expenses increased by \$3,199 to \$3,035 compared to other income of \$164 for the nine months ended September 30, 2013. The increase in other items is largely due to:

- An increase of \$3,000 in finance expense for the nine months ended September 30, 2014 compared to \$Nil for the nine months ended September 30, 2013. The increase is due to an arrangement fee payable as consideration for a working capital loan received by the Company during the nine months ended September 30, 2014.

The net loss and comprehensive loss for the nine months ended September 30, 2014 was \$23,060 or \$0.00 per basic and diluted share compared to a net loss and comprehensive loss of \$80,575 or \$0.00 per basic and diluted share for the nine months ended September 30, 2013.

## **Cash Flow**

### **Operating Activities**

Cash outflow from operating activities was \$35,904 for the nine months ended September 30, 2014 compared to \$86,222 for the nine months ended September 30, 2013. The decrease in cash outflows is primarily due to lower exploration expenditures and corporate and administrative cash costs as a result of decreased operations during the nine months ended September 30, 2014.

### **Investing Activities**

Cash flow from investing activities was \$Nil for the nine months ended September 30, 2014 compared to an inflow of \$100,000 for the nine months ended September 30, 2013. Redemptions of short-term investments were \$Nil for the nine months ended September 30, 2014 compared to \$100,000 for the nine months ended September 30, 2013.

### **Financing Activities**

Cash inflow from financing activities was \$36,950 for the nine months ended September 30, 2014 compared to \$Nil for the nine months ended September 30, 2013. Proceeds from the issuance of loans payable were \$36,950 for the nine months ended September 30, 2014 compared to \$Nil for the nine months ended September 30, 2013.

## **Results of Operations – For the Three Months Ended September 30, 2014 Compared to the Three Months Ended September 30, 2013**

During the three months ended September 30, 2014, loss from operating activities decreased by \$10,833 to \$4,535 compared to \$15,368 for the three months ended September 30, 2013. The decrease in loss from operating activities is largely due to:

- A decrease of \$1,157 in general exploration. General exploration was \$Nil for the three months ended September 30, 2014 compared to \$1,157 for the three months ended September 30, 2013. No exploration activities were undertaken at the Company's Fierro project during the three months ended September 30, 2014 compared to preliminary exploration activities consisting of surface owner's access payments related to the Fierro project during the three months ended September 30, 2013.
- A decrease of \$6,900 in management and consulting fees. Management and consulting fees were \$Nil for the three months ended September 30, 2014 compared to \$6,900 for the three months ended September 30, 2013. The decrease is due to less active operations resulting in no management and consulting fees charged during the three months ended September 30, 2014 compared to more active operations resulting in higher management and consulting fees charged during the three months ended September 30, 2013.

- A decrease of \$1,800 in rent, parking and storage. Rent, parking and storage was \$Nil for the three months ended September 30, 2014 compared to \$1,800 for the three months ended September 30, 2013. The decrease is due to less active operations resulting in no allocation of Grosso Group's costs for rent, parking and storage during the three months ended September 30, 2014 compared to more active operations resulting in a higher allocation of Grosso Group's costs for rent, parking and storage during the three months ended September 30, 2013.

#### **Other items**

During the three months ended September 30, 2014, other items increased by \$3,063 to \$3,063 compared to \$Nil for the three months ended September 30, 2013. The increase in other items is largely due to:

- An increase of \$3,000 in finance expense for the three months ended September 30, 2014 compared to \$Nil for the three months ended September 30, 2013. The increase is due to an arrangement fee payable as consideration for a working capital loan received by the Company during the three months ended September 30, 2013.

The net loss and comprehensive loss for the three months ended September 30, 2014 was \$7,598 or \$0.00 per basic and diluted share compared to a net loss and comprehensive loss of \$15,368 or \$0.00 per basic and diluted share for the three months ended September 30, 2013.

#### **Cash Flow**

##### **Operating Activities**

Cash outflow from operating activities was \$4,515 for the three months ended September 30, 2014 compared to \$17,418 for the three months ended September 30, 2013. The decrease in cash outflows is primarily due to lower exploration expenditures and corporate and administrative cash costs as a result of decreased operations during the three months ended September 30, 2014.

##### **Financing Activities**

Cash inflow from financing activities was \$15,000 for the three months ended September 30, 2014 compared to \$Nil for the three months ended September 30, 2013. Proceeds from the issuance of loans payable were \$15,000 for the three months ended September 30, 2014 compared to \$Nil for the three months ended September 30, 2013.

#### **Balance Sheet**

At September 30, 2014, the Company had total assets of \$353,550 compared with \$177,328 in total assets at December 31, 2013. This increase is primarily due to an increase in exploration and evaluation assets during the six months ended June 30, 2014.

#### **Selected Quarterly Financial Information**

	2014			2013				2012
	Sept. 30 \$	Jun. 30 \$	Mar. 31 \$	Dec. 31 \$	Sept. 30 \$	Jun. 30 \$	Mar. 31 \$	Dec. 31 \$
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net Loss	(7,598)	(4,667)	(10,795)	(36,633)	(15,368)	(22,469)	(42,738) <sup>(2)</sup>	(91,909) <sup>(1)</sup>
Net Loss per Common Share Basic and Diluted <sup>(3)</sup>	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

- (1) Variance is primarily driven by decrease in exploration of \$16,881, share-based compensation of \$37,759 and write-off of exploration and evaluation assets of \$27,893.
- (2) Variance is primarily driven by a decrease in management and consulting fees of \$20,700, fines and penalties of \$21,050 and accounting and audit of \$10,740.
- (3) Due to rounding, quarterly net loss per common share does not add to total annual net loss per common share of 0.01 for the year ended December 31, 2013.

### **Liquidity and Capital Resources**

The Company has experienced recurring operating losses and has accumulated operating deficit of \$16,042,492 at September 30, 2014 (December 31, 2013 - \$16,019,432) and shareholders' equity of \$312,734 at September 30, 2014 (December 31, 2013 - \$160,794). In addition, the Company had a working capital deficiency of \$27,759 at September 30, 2013 (December 31, 2013 - \$4,699). Working capital is defined as current assets less current liabilities and provides a measure of the Company's ability to settle liabilities that are due within one year with assets that are also expected to be converted into cash within one year.

The Company presently does not have adequate resources to maintain its core activities for the next fiscal year or sufficient working capital to fund all its planned activities. The Company will continue to rely on successfully completing additional equity financing to maintain its core activities and further exploration of its existing and new properties in the Americas and Argentina. There can be no assurance that the Company will be successful in obtaining the required financing. The failure to obtain such financing could result in the loss of the Company's interest in one or more of its mineral claims.

The Company's cash position at September 30, 2014 was \$12,269, a decrease of \$1,046 from the December 31, 2013 balance of \$11,223.

The Company does not know of any trends, demand, commitments, events or uncertainties that will result in, or that are reasonably likely to result in, its liquidity either materially increasing or decreasing at present or in the foreseeable future. Material increases or decreases in liquidity are substantially determined by the success or failure of the exploration programs.

### **Loans Payable**

At September 30, 2014, the Company had the following loans payable:

	September 30, 2014		
	Maturity	Currency	Fair value
Unsecured, non-interest bearing	February 4, 2015	United States dollar	\$10,080
Unsecured, non-interest bearing	March 13, 2015	Canadian dollar	\$12,000
Unsecured, 12% annual interest rate (1)	April 17, 2015	Canadian dollar	\$15,000
			<u>\$37,080</u>

*(1) \$15,000 Unsecured, 12% annual interest rate & finance expense*

On April 17, 2014, the Company entered into a loan agreement with a private company. The principal amount of the loan is used for working capital purposes and bears interest at the rate of 12% per annum. The principal balance of the loan, together with all accrued and unpaid interest thereon shall become due and payable in full on the maturity date. As additional consideration for providing the loan, the Company will pay to the Lender an arrangement fee in an amount equal to 20% of the principal amount of the loan. Such amount is payable at the election of the Lender in cash or common shares, or a combination of both. Payment of all or any part of the arrangement fee in common shares is subject to TSX Venture Exchange approval.

All loans payable may be repaid in whole or in part at any time, without notice or penalty.

At December 31, 2013, the Company did not have any loans payable.

### **Contractual Commitments**

As of September 30, 2014 and December 31, 2013, the Company had no contractual commitments.

## **Capital Stock**

At September 30, 2014, the Company had unlimited authorized common shares without par value.

As at September 30, 2014, an aggregate of 24,514,604 common shares were issued and outstanding. At August 21, 2014, 24,514,604 common shares were issued and outstanding.

The following summarizes information about the stock options outstanding as at November 12, 2014:

Number of Shares Outstanding	Exercise Price	Expiry Date
300,000	\$0.13	March 12, 2015
300,000	\$0.18	July 29, 2017
600,000		

The Company did not have any warrants outstanding as at November 12, 2014.

## **Subsequent event**

### *Share consolidation*

On October 27, 2014, the Company announced a proposed consolidation of its share capital on the basis of one new common share of the Company for every three existing common shares resulting in a decrease of the issued and outstanding common shares of the Company from 24,514,604 to 8,171,534 common shares.

On November 12, 2014, the Company received shareholder approval. The share consolidation is subject to approval by the TSX Venture Exchange.

## **Off-Balance Sheet Arrangements**

The Company does not utilize off-balance sheet arrangements.

## **Related Party Balances and Transactions**

A number of key management personnel, or their related parties, hold positions in other entities that result in them have control or significant influence over the financial or operating policies of the entities outlined below.

The following entities transacted with the Company in the reporting period. The terms and conditions of the transactions with key management personnel and their related parties were no more favorable than those available, or which might reasonably be expected to be available, on similar transactions to non-key management personnel related entities on an arm's length basis.

The aggregate value of transactions relating to key management personnel and entities over which they have control or significant influence were as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2014	2013	2014	2013
Transactions	\$	\$	\$	\$
Services rendered:				
Grosso Group Management Ltd.				
Management fees	-	6,900	-	28,200
Rent, parking and storage	-	1,800	-	6,000
Office & sundry	-	1,200	-	4,200
Total for services rendered	-	9,900	-	38,400

## **Critical Accounting Estimates and New Accounting Standards and Interpretations**

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amount of revenues and expenses during the period. Actual results may differ from these estimates.

Reference should be made to the Company's significant accounting policies contained in Note 2 of the Company's condensed consolidated interim financial statements for the nine months ended September 30, 2014. These accounting policies can have a significant impact on the financial performance and financial position of the Company.

### ***Share-based Payment Transactions***

Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Fair value is determined at the issue date using the Black-Scholes pricing model. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest. The offset to the recorded cost is to equity settled share-based payments reserve.

Consideration received on the exercise of stock options is recorded as share capital and the related equity settled share-based payments reserve is transferred to share capital. Charges for options that are forfeited before vesting are reversed from equity settled share-based payment reserve. Share-based compensation expense relating to deferred share units is accrued over the vesting period of the units based on the quoted market price. As these awards can be settled in cash, the expense and liability are adjusted each reporting period for changes in the underlying share price.

### ***Exploration, Evaluation and Development Expenditures***

Exploration and evaluation expenditures are expensed as incurred, until the property reaches development stage. The development stage begins once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable. All direct costs related to the acquisition of resource property interests are capitalized. Development expenditures incurred subsequent to a development decision, which increase or extend the life of existing production, are capitalized and will be amortized on the unit-of-production method based upon estimated proven and probable reserves.

Mineral property acquisition costs include cash costs and the fair market value of common shares, based on the trading price of the shares issued for mineral property interests, pursuant to the terms of the related property agreements. Payments related to a property acquired under an option or joint venture agreement are made at the sole discretion of the Company, and are recorded as mineral property acquisition costs upon payment.

Exploration and evaluation assets are classified as intangible assets.

### ***Restoration, Rehabilitation, and Environmental Obligations***

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the legal or contractual obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operating license conditions and, when applicable, the environment in which the mine operates.

These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the unit-of-production or the straight line method. Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense recognized in profit or loss.

Decommissioning costs are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized in profit or loss.

The operations of the Company have been, and may in the future be, affected from time to time in varying degree by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company are not predictable.

The Company has no material restoration, rehabilitation and environmental obligations as of September 30, 2014 and December 31, 2013.

### ***Impairment***

At the end of each reporting period the carrying amounts of the Company's assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which

### ***Changes in Accounting Standards***

The Company has adopted these accounting standards effective January 1, 2014. The adoption of these accounting standards had no significant impact on the condensed consolidated interim financial statements. These standards are:

#### ***IAS 36 Financial Instruments: Presentation***

#### ***New Accounting Standards and Interpretations***

The International Accounting Standards Board has issued new and amended standards and interpretations which have not yet been adopted by the Company. The Company has not yet begun the process of assessing the impact that the new and amended standards and interpretations will have on its financial statements or whether to early adopt any of the new requirements. The following is a brief summary of the new and amended standards and interpretations:

#### **IFRS 9 – Financial Instruments**

IFRS 9 addresses the classification, measurement and recognition of financial assets and financial liabilities. IFRS 9 was issued in November 2009 and October 2010. It replaces the parts of IAS 39 that relate to the classification and measurement of financial instruments. IFRS 9 requires financial assets to be classified into two measurement categories: those measured as at fair value and those measured at amortized cost. The determination is made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. For financial liabilities, the standard retains most of the IAS 39 requirements. The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch. The Company is yet to assess IFRS 9's full impact and intends to adopt IFRS 9 no later than the accounting period beginning on or after January 1, 2015.

### **Financial Risk Management**

The Company thoroughly examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include credit risk, liquidity risk, currency risk, and interest rate risk. Where material, these risks are reviewed and monitored by the Board of Directors.

### (a) Fair Values

The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities, interest payable and loans payable. The fair value of cash, receivables, accounts payable and accrued liabilities, interest payable and loans payable approximates their carrying values due to the immediate or short-term maturity of these financial instruments.

The following table outlines the Company's financial assets and liabilities measured at fair value by level within the fair value hierarchy described below. Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

At September 30, 2014 the Company's financial instruments measured at fair value are as follows:

	Carrying amount September 30, 2014	Level 1	Level 2	Level 3
		\$	\$	\$
		Fair value September 30, 2014		
<b>Recurring measurements</b>				
Financial Assets				
Cash	12,269	12,269	-	-
Financial Liabilities				
Interest payable	64	-	64	-
Loans payable	37,080	-	37,080	-

At December 31, 2013 the Company's financial instruments measured at fair value are as follows:

		Level 1	Level 2	Level 3
		\$	\$	\$
	Carrying amount	Fair value		
	December 31, 2013	December 31, 2013		
Recurring measurements				
Financial Assets				
Cash	11,223	11,223	-	-

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

### (b) Financial Instrument Risk Exposure

#### *Credit risk*

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist of cash and accounts receivable. The Company has reduced its credit risk by depositing its cash with financial institutions that operate globally.

As the majority of the Company's receivables are with the government of Canada in the form of sales tax, the credit risk is minimal. Therefore, the Company is not exposed to significant credit risk and overall the Company's credit risk has not changed significantly from the prior year.

### ***Liquidity risk***

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has in place a planning and budgeting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. The Company has historically relied on issuance of shares and warrants to fund exploration programs and anticipates to do so again in the future.

### ***Market risk***

#### ***(i) Currency risk***

Financial instruments that impact the Company's net earnings or other comprehensive income due to currency fluctuations in cash, accounts payable and loans payable usually denominated in US Dollars. The sensitivity of the Company's net and comprehensive loss due to changes in the exchange rate between the Canadian dollar and the US dollar is \$900 for the nine months ended September 30, 2014.

#### ***(ii) Interest rate risk***

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Cash bears no interest. The fair value of cash approximates its carrying values due to the immediate or short-term maturity of this financial instrument. Other current financial assets and liabilities are not exposed to interest rate risk because they are non-interest bearing or have prescribed interest rates.

#### ***(c) Capital Management***

The Company's objectives of capital management are intended to safeguard the entity's ability to support the Company's normal operating requirements on an ongoing basis, continue the exploration of its exploration and evaluation assets and support any expansionary plans. The capital structure of the Company consists of equity attributable to common shareholders, comprised of issued capital, reserves and deficit. The Company manages the capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the Company's assets.

To effectively manage the Company's capital requirements, management has in place a planning and budgeting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. The Company has historically relied on issuance of shares to develop the project and anticipates doing so again in the future.

The Company is monitoring market conditions to secure funding at the lowest cost of capital. The Company is exposed to various funding and market risks which could curtail its access to funds. The Company is not subject to any external covenants. There were no changes to the Company's approach to capital management during the nine months ended September 30, 2014.

### **Risk Factors and Uncertainties**

The Company's operations and results are subject to a number of different risks at any given time. These factors, include but are not limited to disclosure regarding exploration, additional financing, project delay, titles to properties, price fluctuations and share price volatility, operating hazards, insurable risks and limitations of insurance, management, foreign country and regulatory requirements, currency fluctuations and environmental regulations risks. Exploration for mineral resources involves a high degree of risk. The cost of conducting programs may be substantial and the likelihood of success is difficult to assess. A number of the risks and uncertainties are discussed below:

*History of losses:* The Company has historically incurred losses as evidenced by its audited consolidated financial statements for the years ended December 31, 2013 and 2012. The Company has financed its operations principally through the sale of its equity securities. The Company does not anticipate that it will earn any revenue from its operations until its properties are placed into production, if ever. If the Company is unable to place its properties into production, the Company may never realize revenues from operations, will continue to incur losses and you may lose the value of your investment.

*Joint ventures and other partnerships:* The Company may seek joint venture partners to provide funding for further work on any or all of its other properties. Joint ventures may involve significant risks and the Company may lose any investment it makes in a joint venture. Any investments, strategic alliances or related efforts are accompanied by risks such as:

1. the difficulty of identifying appropriate joint venture partners or opportunities;
2. the time the Company's senior management must spend negotiating agreements, and monitoring joint venture activities;
3. the possibility that the Company may not be able to reach agreement on definitive agreements, with potential joint venture partners;
4. potential regulatory issues applicable to the mineral exploration business;
5. the investment of the Company's capital or properties and the loss of control over the return of the Company's capital or assets;
6. the inability of management to capitalize on the growth opportunities presented by joint ventures; and
7. the insolvency of any joint venture partner.

There are no assurances that the Company would be successful in overcoming these risks or any other problems encountered with joint ventures, strategic alliances or related efforts.

*Unexpected delays:* The Company's minerals business will be subject to the risk of unanticipated delays including permitting its contemplated projects. Such delays may be caused by fluctuations in commodity prices, mining risks, difficulty in arranging needed financing, unanticipated permitting requirements or legal obstruction in the permitting process by project opponents. In addition to adding to project capital costs (and possibly operating costs), such delays, if protracted, could result in a write-off of all or a portion of the carrying value of the delayed project.

*Potential conflicts of interest:* Several of the Company's directors are also directors, officers or shareholders of other companies. Such associations may give rise to conflicts of interest from time to time. Such a conflict poses the risk that the Company may enter into a transaction on terms which could place the Company in a worse position than if no conflict existed. The directors of the Company are required by law to act honestly and in good faith with a view to the best interest of the Company and to disclose any interest which they may have in any project or opportunity of the Company. However, each director has a similar obligation to other companies for which such director serves as an officer or director. The Company has no specific internal policy governing conflicts of interest.

*Competition with larger, better capitalized competitors:* The mining industry is competitive in all of its phases. The Company faces strong competition from other mining companies in connection with the acquisition of properties producing, or capable of producing, base and precious metals. Many of these companies have greater financial resources, operational experience and technical capabilities than the Company. As a result of this competition, the Company may be unable to maintain or acquire attractive mining properties on terms it considers acceptable or at all. Consequently, the Company's revenues, operations and financial condition could be materially adversely affected.

*The Company does not intend to pay dividends:* The Company has not paid out any cash dividends to date and has no plans to do so in the immediate future. As a result, an investor's return on investment will be solely determined by his or her ability to sell common shares in the secondary market.

*Title Risk:* Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

*Price Risk:* The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company's property has exposure to predominantly iron. The prices of this metal greatly affect the value of the Company and the potential value of its property and investments.

*Financial Markets:* The Company is dependent on the equity markets as its sole source of operating working capital and the Company's capital resources are largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for the investor support of its projects.

*Political Risk:* Exploration is presently carried out in Argentina and is currently being reviewed worldwide. This exposes the Company to risks that may not otherwise be experienced if all operations were domestic. Political risks may adversely affect the Company's potential projects and operations. Real and perceived political risk in some countries may also affect the Company's ability to finance exploration programs and attract joint venture partners, and future mine development opportunities.

*Credit Risk:* Credit risk is the risk of an unexpected loss of a third party to a financial instrument fails to meet its contractual obligations. The Company is subject to credit risk on cash. The Company limits its exposure to credit loss by placing its cash with major financial institutions.

*Liquidity Risk:* Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they are due. The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company raises capital through equity issues and its ability to do so is dependent on a number of factors including market acceptance, stock price and exploration results. The Company's cash is invested in bank accounts.

*Interest Risk:* The Company's bank accounts do not bear interest income. The fair value of cash approximates its carrying value due to the immediate or short-term maturity of this financial instrument.

*Currency Risk:* Business is transacted by the Company in a number of currencies. Fluctuations in exchange rates may have a significant effect on the cash flows of the Company. Future changes in exchange rates could materially affect the Company's results in either a positive or negative direction.

*Community Risk:* The Company has negotiated with the local communities on its mineral property concessions for access to facilitate the completion of geological studies and exploration work programs. The Company's operations could be significantly disrupted or suspended by activities such as protests or blockades that may be undertaken by such certain groups or individuals within the community.

*Environmental Risk:* The Company seeks to operate within environmental protection standards that meet or exceed existing requirements in the countries in which the Company operates. Present or future laws and regulations, however, may affect the Company's operations. Future environmental costs may increase due to changing requirements or costs associated with exploration and the developing, operating and closing of mines. Programs may also be delayed or prohibited in some areas. Although minimal at this time, site restoration costs are a component of exploration expenses.

#### **Disclosure Controls and Procedures and Internal Control over Financial Reporting**

On November 23, 2007, the British Columbia Securities Commission exempted Venture Issuers from the requirement to certify disclosure controls and procedures, as well as, Internal Controls over Financial Reporting as of December 31, 2007, and thereafter. The Company is a Venture Issuer; therefore it files the venture issuer basic certificates. The Company makes no assessment relating to establishment and maintenance of disclosure controls and procedures as defined under National Instrument 52-109 as at September 30, 2014.

#### **Additional Information**

Additional information relating to the Company, including news releases, financial statements and prior MD&A filings, is available on SEDAR at [www.sedar.com](http://www.sedar.com).

The Company maintains a website at [www.ironssouthmining.com](http://www.ironssouthmining.com), and has not entered into any agreements with any investor relations firms.