MANAGEMENT'S DISCUSSION AND ANALYSIS

INTRODUCTION

The information included in this Management Discussion and Analysis ("MD&A") dated November 13, 2014, is of the operating results and financial condition of Midas Gold Corp. ("Midas Gold" or the "Corporation") for the three and nine months ended September 30, 2014 compared to the three and nine months ended September 30, 2013. Amounts are presented in the Corporation's functional currency, the US dollar, unless otherwise stated.

This MD&A is intended to help the reader understand the significant factors that have affected the Corporation's financial performance and which may affect its future performance and should be read in conjunction with the condensed consolidated interim financial statements of the Corporation for the three and nine month periods ended September 30, 2014 and 2013. The Corporation's condensed consolidated interim financial statements are unaudited and have been prepared in accordance with International Accounting Standard ("IAS") 34 Interim Financial Reporting ("IAS 34"), using accounting policies that are consistent with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee.

The MD&A should be read in conjunction with the consolidated financial statements of Midas Gold Corp. for the year ended December 31, 2013. Additional information relating to the Corporation can be found at its website at www.midasgoldcorp.com as well as under its profile on SEDAR at www.sedar.com.

OVERVIEW

Midas Gold was incorporated on February 22, 2011 under the Business Corporations Act of British Columbia. The Corporation was organized to locate, acquire and develop mineral properties located principally in the Stibnite – Yellow Pine mining district in Valley County, Idaho (the "District"). The Corporation's common shares commenced trading on the Toronto Stock Exchange ("TSX") on July 14, 2011 after closing an initial public offering ("IPO") under a prospectus dated June 30, 2011. The corporate office of Midas Gold is located at 1250-999 West Hastings St, Vancouver, BC, V6C 2W2, Canada.

QUARTERLY HIGHLIGHTS

During the three month period ended September 30, 2014, the Corporation continued its exploration and evaluation program at its Stibnite Gold Project ("Stibnite Gold" or "Project" and formerly the Golden Meadows Project). On August 20, 2014, the Corporation provided an update on its extensive independent metallurgical test program and, on September 10, 2014, the Corporation updated its mineral resource estimate for the Project. The mineral resource update incorporated more than 45,000 metres (m) of additional drilling since 2012 that was focused on converting mineral resources from the inferred to the indicated category. The updated metallurgical parameters and mineral resource estimates are being incorporated into an independent Pre-feasibility Study ("PFS") that is due for completion in the quarter ended December 31, 2014, along with results of extensive environmental baseline data collection and engineering studies.

Subsequent to the September 30, 2014 the Corporation announced the appointment of prominent local community members to the Corporation's board of directors and to Midas Gold Idaho Inc.'s (a wholly owned subsidiary of the Corporation) boards of directors, adding a significant level of local representation and accountability at all levels of the organization. In addition, and as described above, local community input has resulted in a decision to use the name "Stibnite Gold Project" going forward in order to reflect the Project's historic and local name, and maintain continuity with the storied past of this important mining district located in Valley County, Idaho.

FORWARD-LOOKING STATEMENTS

This MD&A contains “forward-looking information” within the meaning of applicable Canadian securities legislation and “forward-looking statements” within the meaning of the United States Private Securities Litigation Reform Act of 1995 (collectively, “forward-looking information”).

In certain cases, forward-looking information can be identified by the use of words such as “plans”, “expects", “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, “determine” or “believes”, or variations or the negative of such words and phrases, or statements that certain actions, events or results “may”, “could”, “whether to”, “would”, “might” or “will be taken”, “occur” or “be achieved” or the negative of these terms or comparable terminology. By their very nature, forward-looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Corporation to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information.

Forward-looking information includes, but is not limited to, statements regarding:

- analyses and other information based on expectations of future performance and planned work programs;
- possible events, conditions or financial performance that is based on assumptions about future economic conditions and courses of action;
- timing, costs and potential success of future exploration activities on the Corporation's properties;
- permitting time lines and requirements, requirements for additional capital, requirements for additional water rights and the potential effect of proposed notices of environmental conditions relating to mineral claims;
- planned exploration and development of properties and the results thereof;
- planned expenditures and budgets and the execution thereof;
- evaluation of the potential impact of future accounting changes; and
- estimates concerning recovery of accounts receivable, share-based compensation and carrying value of properties.

Statements concerning mineral resource estimates may also be deemed to constitute forward-looking information to the extent that such statements involve estimates of the mineralization that may be encountered if a property is developed. Any forward-looking information is stated as of the date of this document and Midas Gold does not intend, and does not assume any obligation, to update such forward-looking information to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events unless required to do so by law or regulation.

With respect to forward-looking information contained herein, the Corporation has applied several material factors or assumptions including, but not limited to, certain assumptions as to production rates, operating cost, recovery and metal costs; that any additional financing needed will be available on reasonable terms; the exchange rates for the U.S. and Canadian currencies will be consistent with the Corporation's expectations; that the current activities and other objectives concerning the Project can be achieved and that the Corporation's other corporate activities will proceed as expected; that the current price and demand for gold and other metals will be sustained or will improve; that general business and economic conditions will not change in a materially adverse manner and that all necessary governmental approvals for the planned exploration on the Project will be obtained in a timely manner and on acceptable terms; and the continuity of economic and political conditions and operations of the Corporation.

The forward-looking information contained herein is subject to a variety of known and unknown risks, uncertainties and other factors which could cause actual events or results to differ materially from those expressed or implied by such forward-looking information. In addition to those discussed in the Corporation's public disclosure record, such risks and other factors include, among others, those related to:

- fluctuations in capital markets and share prices;
- the Corporation’s ability to obtain necessary financing to fund the completion of further exploration programs or the development of its mineral properties and the expected use of proceeds;
- the Corporation's dependence on one mineral project;

- the Corporation's dependence on key personnel;
- the Corporation's operations and contractual obligations;
- changes in exploration programs based upon results of exploration;
- changes in estimated mineral reserves or mineral resources;
- future prices of metals;
- availability of third party contractors;
- availability of equipment;
- failure of equipment to operate as anticipated;
- accidents, effects of weather and other natural phenomena and other risks associated with the mineral exploration industry;
- the Corporation’s principal property being located in the USA, including political, economic and regulatory uncertainty;
- environmental risks, including environmental matters under U.S. federal and Idaho rules and regulations;
- changes in environmental laws and regulations and changes in the application of standards pursuant to existing laws and regulations which may increase costs of doing business and restrict the Corporation's activities and operations;
- impact of environmental remediation requirements and the terms of existing and potential consent decrees on the Corporation's planned exploration on the Project;
- the Corporation’s mineral properties being subject to prior unregistered agreements, transfers, or claims and other defects in title;
- community relations;
- delays in obtaining governmental approvals or financing;
- the nature of mineral exploration and mining and the uncertain commercial viability of certain mineral deposits;
- the Corporation's lack of operating revenues;
- governmental regulations and the ability to obtain necessary licences and permits;
- currency fluctuations (particularly the Canadian dollar and United States dollar); and
- estimates used in the Corporation’s consolidated financial statements proving to be incorrect.

This is not an exhaustive list of the factors that may affect the Corporation’s forward-looking information. Although the Corporation has attempted to identify important factors that could affect the Corporation and may cause actual actions, events or results to differ materially from those described in the forward-looking Information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such forward-looking information. Accordingly, readers should not place undue reliance on such forward-looking information.

2014 OUTLOOK AND GOALS

The core objective of the Corporation is to complete an updated comprehensive evaluation of the economic potential of the Stibnite Gold Project through the completion of a PFS, building on the results of the Preliminary Economic Assessment (PEA) that was published in September 2012. Key areas of activity during the quarter and on-going include finalisation of mineral resource estimates; continued environmental baseline work; optimizing mine plans to eliminate marginal material and support phased development within pits and in-pit waste placement; optimizing employment balances on and offsite; optimizing fish habitat protection and enhancement, recycling and reprocessing historic waste rock dumps and tailings; optimizing mineral processing, materials handling and facilities siting; and evaluating capital and operating costs.

The Corporation continues to balance the timing and prioritization of expenditures, looking to restrain expenditures while still delivering the Corporation’s major objectives in a timely and cost effective manner. The major corporate objective remains to complete the PFS in 2014.

With its current financial position, Midas Gold believes that it has sufficient funding to meet this objective and beyond.

RESULTS OF OPERATIONS

Net Loss and Comprehensive Loss

	Three Months Ended		Nine Months Ended	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
EXPENSES				
Consulting	$ 1,294	$ 122,709	$ 9,490	$ 148,428
Directors fees	52,086	60,278	163,320	183,314
Office and administrative	67,573	89,103	277,405	242,703
Professional fees	27,046	35,323	158,774	155,888
Salaries and benefits	194,571	193,058	555,702	645,124
Share based compensation	54	273,869	196,535	1,348,370
Shareholder and regulatory	48,182	30,923	264,069	250,848
Travel and related costs	16,012	33,323	95,769	131,956
OPERATING LOSS	$ 406,818	838,586	$ 1,721,064	3,106,631
OTHER EXPENSES				
Change in fair value of warrant derivatives	$ (1,203,681)	$ 194,000	$ (1,446,243)	$ 87,000
Foreign exchange loss (gain)	101,155	(261,481)	2,250	(53,655)
Interest income	(14,551)	(23,093)	(47,154)	(55,256)
Total other (income) expenses	$ (1,117,077)	$ (90,574)	$ (1,491,147)	$ (21,911)
NET (INCOME) LOSS AND COMPREHENSIVE (INCOME) LOSS	$ (710,259)	$ 748,012	$ 229,917	$ 3,084,720

Net income and comprehensive income for Midas Gold for the three month period ending September 30, 2014 was $0.71 million or $0.01 per common share, compared with a $0.75 million loss or $0.01 loss per share for the corresponding period of 2013. This $1.46 million increase is primarily attributable to the non-cash gain recorded on the change in the fair value of the warrant derivative and a decrease in share based compensation.

As noted above, for the three months ended September 30, 2014, the Corporation's main focus was the exploration and evaluation program at Stibnite Gold.

An analysis of each line item is as follows:

Consulting

This expense relates to consulting services provided to the Corporation that do not relate to the exploration and evaluation of Stibnite Gold. Consulting costs have decreased in the current quarter when compared to the comparative quarter as the Corporation has reduced expenditures related to its OTCQX listing. In the quarter ended September 30, 2013 an annual payment to the Corporation Principal American Liaison was made to comply with OTCQX listing requirements. For 2014 quarterly payments will be made commencing in the quarter ended December 31, 2014. Additional expenses are expected in the quarter ended December 31, 2014.

Directors' Fees

Each of the Corporation's independent directors is entitled to annual base fee of C$24,000, paid in quarterly installments, with the Chair of the Board, Chairs of Board Committees and Members of Board Committee receiving additional fees commensurate with each role. This expense is consistent with the comparative quarter.

Office and Administrative

This expense for the current quarter is predominantly the maintenance of an office in Vancouver, BC. The expense in the current quarter decreased compared to the comparative quarter due to an increased effort to reduce costs in the corporate office. The increased costs on a year-to-date basis related to a donation to a charitable organization in lieu of the Corporation's CEO receiving the donated amount as a bonus.

Professional Fees
This expense relates to the legal and accounting costs of the Corporation. Professional fees for the current period and year-to-date are consistent with the comparative periods from the prior year.

Salaries and Benefits
This expense results from salaries and benefits of the employees that are not directly related to the exploration and evaluation of Stibnite Gold. Salaries and benefits for the quarter ended September 30, 2014 are consistent with the comparative quarter in the prior year. On a year-to-date basis, salaries and benefits are lower than the prior year due to the Corporation's CEO foregoing a portion of his bonus in lieu of a donation to a charitable organization.

Share Based Compensation
This expense is due to the compensation of directors, officers, employees and consultants that are share based and not directly related to the exploration and evaluation of Stibnite Gold. This expense is lower for the current quarter when compared to the comparative quarter as there were fewer options that vested in the quarter an offsetting credit with the revaluation in the quarter ended September 30, 2014 of share based payments previously issued to contractors. The fair value of options granted is estimated at the time of the grant using the Black-Scholes option pricing model which uses various assumptions that are outlined in the Corporation's condensed consolidated interim financial statements for the period ended September 30, 2014.

Shareholder and Regulatory
This expense is associated with marketing, licenses and fees, and shareholder communications. The expense in the current quarter increased compared to the comparative quarter in the prior year due to the timing of conference expenses.

Travel and Related Costs
This expense is a result of travel and meal costs of the Corporation's directors, officers, employees and consultants whilst undertaking business on behalf of the Corporation. Travel and related costs decreased in the current quarter compared to the comparative quarter as a result of less travel occurring in the current year amongst company offices in Vancouver, BC, and Idaho.

Change in Fair Value of Warrant Derivative
The Corporation issued warrants in the second quarter of 2013 and additional warrants and finder's options as part of a private placement in the first quarter of 2014 with an exercise price denominated in Canadian dollars. The Corporation determined that warrants and finder's options with an exercise price denominated in a currency that is different from the entity's functional currency should be classified as a derivative and carried at their fair value. Any changes in their fair value from period to period have been recorded as a gain or loss in the consolidated statement of net loss and comprehensive loss. There are no circumstances under which Midas Gold will be required to pay cash upon exercise or expiry of the warrants or finder's options.

Foreign Exchange
This loss (gain) is a result of the translation of the Corporation's Canadian dollar denominated balances as at September 30, 2014. The foreign exchange loss in the current quarter was due to the decreasing value of the Canadian dollar compared to the US dollar. The movement in foreign exchange gains and losses has been reduced from the prior year as the Corporation has reduced its exposure to the Canadian dollar.

Interest Income
This income results from interest received on the Corporation's cash balances. Interest income decreased in the current quarter compared to the comparative quarter as a result of the decreased cash balance.

Exploration and Evaluation Assets

A summary of additions to exploration and evaluation assets for the three and nine month periods ended September 30, 2014 and 2013 is as follows:

	Three Months Ended		Nine Months Ended	
	September 30, 2014	September 30, 2013	September 30, 2014	September 30, 2013
Exploration and Evaluation Acquisition and Disposition Costs				
Interest on notes payable	$ 1,931	$ 2,775	$ 6,713	$ 10,755
Mineral claims	215,295	194,460	315,295	294,460
Sale of Royalty interest	-		-	(13,548,460)
	217,226	197,235	322,008	(13,243,245)
Exploration and Evaluation Expenditures				
Consulting and labor cost	992,775	1,445,792	3,158,146	4,897,003
Drilling	-	1,746,447	-	3,780,406
Field office and drilling support	834,163	1,815,577	2,287,301	5,216,710
Engineering	459,395	564,528	2,462,648	1,372,475
Environmental and sustainability	1,206,195	1,081,233	2,848,841	2,613,802
Geochemistry and geophysics	7,043	129,432	16,454	266,116
Prepaid exploration and evaluation	(31,415)	(176,276)	(18,324)	(62,650)
	3,468,154	6,606,733	10,755,066	18,083,862
NET ADDITIONS TO EXPLORATION AND EVALUATION ASSETS	$ 3,685,380	$ 6,803,968	$ 11,077,074	$ 4,840,617

An analysis of each line item is as follows:

Interest on Notes Payable
Interest on Notes Payable relates to two notes payable for the acquisition of mineral claims and a royalty interest. Interest accrues at 3% and interest and principal payments of $0.2 million in total are due on June 2 each year, with the final payment in 2015. The interest for the three month period ended September 30, 2014 has reduced from the comparative quarter as the balance of the Notes Payable was reduced.

Mineral Claims
Mineral claim fees include payments to the Bureau of Land Management ("BLM") and option payments to owners for land under an option agreement. For the three and nine months ended September 30, 2014 the fees paid to the BLM increased as the cost per hectare to hold unpatented claims increased.

Consulting and Labour Cost
This item is due to costs associated with staffing the Project. Staffing costs decreased in the current quarter when compared to the comparative quarter due to the decreased staffing at the Project as a result of no drilling being undertaken in 2014. The current quarter includes $0.01 million (2013 - $0.2 million) in share based compensation reflecting the grant of stock options to employees and consultants working on the project.

Drilling
Drilling costs relate to the exploration and evaluation of mineralized areas at Stibnite Gold. There was no drilling in the current quarter or current year, while there was a drilling campaign in the comparative quarter in the prior year.

Field Office and Drilling Support
Field Office and Drilling Support includes operation of the camp the Corporation maintains, transportation of people and supplies into Stibnite Gold and other costs at Stibnite Gold to support drilling operations as well as other exploration and field activities. This expense for the current quarter is lower than the comparative quarter as the Corporation had decreased activity at Stibnite Gold, with no drilling during the current period.

Engineering
These costs are in relation to various studies and evaluations of the Project. For the quarter ended September 30, 2014, the Corporation's independent consultants continued work to support a PFS. The comparative quarter had a lower level of resource estimation and the detailed engineering studies were tapering off. For the nine months ended September 30, 2014 engineering, costs increased compared to the comparable quarter in the prior year as this is the period in which the majority of work was engaged.

Environmental and Sustainability
In the current quarter, these items result from the costs associated with the collection of environmental baseline information for potential future operations and voluntary remediation of legacy environmental conditions. The Corporation is in the planning phase for the potential permitting of an operating mine. In the comparative quarter, environmental costs predominantly related to the assessment of environmental conditions at Stibnite Gold and some voluntary remediation of legacy environmental conditions. The costs in the current quarter are consistent with the comparative quarter in the prior period.

Geochemistry and Geophysics
These costs relate to the analysis of drill cores, rock and soil samples, and to the geophysical exploration programs completed at Stibnite Gold. This expense has decreased in the current year as there was no drilling, which resulted in no sampling of new core, but some additional samples were taken from previously drilled core for analysis.

An analysis of the September 30, 2014 and December 31, 2013 balance sheets of the Corporation is as follows:

Total Assets

Total assets increased during the nine months ended September 30, 2014 from $201.4 million to $210.2 million primarily as a result of cash raised from the March 2014 Private Placement which has been utilised on the exploration and evaluation of the Project.

Equity

Equity increased during the nine months ended September 30, 2014 from $198.1 million to $208.0 million, primarily as a result of the issuance of shares through the Private Placement for gross proceeds of $11.5 million and the recognition of share based compensation of $0.5 million.

Total Liabilities

Total liabilities decreased during the nine months ended September 30, 2014 from $3.4 million to $2.2 million, primarily as a result of the decrease in trade and other payables with the decrease in field activity.

Cash Flows

Midas Gold's net change in cash and cash equivalents for the quarter ended September 30, 2014 was an outflow of $4.6 million. There were no financing inflows in the current quarter and in the quarter ended September 30, 2013 there were proceeds related to a private placement.

Operating cash outflows for the three months ended September 30, 2014 and 2013 were $0.4 million and $0.3 million, respectively. Operating cash out flows for the current quarter are consistent to the comparative quarter from the prior year.

Investing cash flows for the three months ended September 30, 2014 and 2013 were $4.1 million and $5.2 million, respectively. Investing cash flows decreased in the quarter ended September 30, 2014 as a result of the decreased levels of activity at the Stibnite Gold Project compared to the comparative quarter, primarily as a result of no drilling being undertaken in the current quarter.

QUARTERLY RESULTS

The net loss and comprehensive loss of Midas Gold for the previous eight calendar quarterly periods:

Quarter Ended	Revenue	Net Income (Loss) and Comprehensive Income (Loss)	Basic & Diluted Income(Loss) per Share	Total Assets	Long Term Liabilities	Cash Dividend
September 30, 2014	-	710,259	0.01	210,187,416	825,198	-
June 30, 2014	-	(10,059)	(0.00)	211,384,680	2,028,879	-
March 31, 2014	-	(930,117)	(0.01)	211,640,086	2,579,496	-
December 31, 2013	-	(710,846)	(0.01)	201,415,074	918,877	-
September 30, 2013	-	(748,012)	(0.01)	202,582,489	1,165,302	-
June 30, 2013	-	(981,591)	(0.01)	192,371,819	972,728	-
March 31, 2013	-	(1,355,117)	(0.01)	192,759,053	378,138	-
December 31, 2012	-	(1,481,281)	(0.01)	195,821,058	379,491	-

The recording of a net and comprehensive income for the quarter ended September 30, 2014 as compared to the net and comprehensive losses in prior periods is primarily related to the increased gain on the revaluation of the Corporation's warrant derivative when compared to the quarter ended June 30, 2014. For quarters prior to June 30, 2014 the predominant effect on Net Income (Loss) relates to the expensing of share based payments. The significant increases in Total Assets, for the quarter ended March 31, 2014 and quarter ended September 30, 2013, predominantly related to the issuances of shares. The major component of Long Term Liabilities is the Corporation's Warrant Derivative and this amount fluctuates with the Corporation's share price and the USD:CAD exchange rate.

CAPITAL RESOURCES AND LIQUIDITY

Capital resources of Midas Gold consist primarily of cash and liquid short-term investments. As at September 30, 2014, Midas Gold had cash totalling approximately $13.2 million, approximately $0.2 million in other current assets, $1.2 million in trade and other payables and $0.2 million in current notes payable on the acquisition of mineral claims.

Midas Gold has sufficient funds to further advance Stibnite Gold and plans to do so by:

- Continuing to undertake technical, economic and trade-off studies, including a Pre-Feasibility Study, on the defined mineral resources;
- Growing the mineral resource base through exploration; and
- Proceeding with the regulatory process for the mineral resources thus defined, assuming results justify such a step.

Midas Gold has long term liabilities of $0.8 million related to the warrant derivative. There are no circumstances under which Midas Gold will be required to pay any cash upon exercise or expiry of the warrants or Finder's Options.

Midas Gold does not anticipate the payment of dividends in the foreseeable future.

It is management's opinion, based on the Corporation's current liquidity position, that the Corporation will have sufficient assets to discharge its liabilities as they become due, to advance the Stibnite Gold project through the end of 2015 and to meet its administrative and overhead requirements.

Contractual Obligations

Office Rent

The Corporation has entered into various lease agreements for office space. The total rent obligation over the next five years is as follows:

	September 30, 2014		
	Within 1 year	Between 2 and 5 years	Total
Minimum rental payments	$ 270,080	$ 310,898	$ 580,978

Mining Claim Assessments

The Corporation currently holds mining claims on which it has an annual assessment obligation, in order to maintain the claims in good standing, of approximately $215,000. The Corporation is committed to this annual obligation for the indefinite future in order to maintain its title to these claims.

Options Payments on Mining Claims

The Corporation is obligated to make option payments on mineral claims comprising the Cinnabar prospect, which is part of the Project, in order to maintain title to these claims. The remaining option payments due on the Cinnabar prospect are $100,000 for each year from 2015 through 2017.

OFF BALANCE SHEET ARRANGEMENTS

The Corporation has no off balance sheet arrangements as of September 30, 2014 and the date of this MD&A.

RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION

During the nine month period ended September 30, 2014, compensation of directors and officers and other key management personnel who have the authority and responsibility for planning, directing and controlling the activities of the Corporation was:

	September 30, 2014	September 30, 2013
Salaries and consulting fees	$ 747,164	$ 791,192
Share based compensation	115,711	548,201
	$ 862,874	$ 1,339,393

No post-employment benefits, termination benefits, or other long-term benefits were paid to or recorded for key management personnel during the nine month period ended September 30, 2014 and 2013.

There were no balances outstanding with related parties at September 30, 2014.

MINERAL PROPERTIES

Stibnite Gold Project

The Corporation's property holdings at the Stibnite Gold Project are comprised of a contiguous package of unpatented federal lode claims, unpatented mill site claims, patented federal lode claims and patented mill site claims encompassing approximately 10,968 hectares. The Corporation acquired these rights through a combination of transactions and staking.

The Stibnite Gold Project includes four known mineral deposits with identified mineral resources as announced on September 10, 2014. During 2011, 116 mineral resource evaluation holes, (41 core and 58 RC) totaling 23,647m were completed at the Project; an additional 17 sonic holes totaling 529m were completed for geotechnical, and environmental monitoring purposes. During 2012, 245 mineral resource evaluation holes, (163 core, 56 RC, and 26 sonic) totaling

49,326m were completed at the Project; an additional 18 Air Lift holes totaling 721m were completed for geotechnical and environmental monitoring purposes. During 2013, 102 mineral resource evaluation holes (60 core and 42 auger) totaling 11,391m were completed at the Project; an additional 21 holes (9 core, 10 auger, and 2 airlift) totaling 991m were completed for geotechnical and environmental monitoring purposes. The 2013 core drilling primarily focused on confirming and refining the interpretation of portions of the Yellow Pine, West End and Hangar Flats deposits to improve confidence in continuity of grade, thicknesses and spatial distribution of gold, silver and antimony mineralization, to provide additional samples for metallurgical testing and for geotechnical and environmental monitoring purposes. The 2013 program also included a 42-hole hollow stem auger drilling program evaluating the potential for the reprocessing of historic tailings located on the Project leading to an initial mineral resource estimate for those materials that was announced in 2013 and updated to incorporate minor additional information in the September 10, 2014 announcement.

During the first three quarters of 2014, no drilling was conducted at the Project; the principal focus for Midas Gold's personnel has been updating mineral resource estimates and advancing the project towards completion of a PFS. Site environmental monitoring and environmental reclamation and protection activities continued through the quarter.

Hangar Flats

The initial discovery of a broader mineral resource at Hangar Flats in 2009 led to the Company completing 123 core and reverse circulation ("RC") holes totalling approximately 32,008m in the period up to and ending December 31, 2013 in order to define and improve the confidence of mineral resources in the deposit, and an additional 9 holes totalling approximately 221m to provide geotechnical and environmental baseline information. No drilling was completed at Hangar Flats in the current quarter or current year.

West End

From 2009 through the end of 2013, 52 holes totalling approximately 11,976m have been completed at the West End gold deposit, including 49 RC and core holes totalling approximately 11,683m directed towards resource definition and 3 holes totalling 393m for baseline environmental purposes. No drilling was completed at West End in the current quarter or current year.

Yellow Pine

There are six exploration data sets that support the current mineral resource estimate for the Yellow Pine deposit, five of which are historical. Unlike Hangar Flats and West End, no drilling completed by the Corporation in 2009 or 2010 given that the mineral rights to the Yellow Pine deposit were only acquired in April 2011. Since initiation of its drilling in 2011, the Corporation has completed approximately 46,332m in 229 holes at the Yellow Pine deposit. This total includes 214 core and RC holes totalling approximately 45,742m directed at mineral resource definition and metallurgical sample collection, and 15 holes totalling approximately 590m for baseline environmental and geotechnical purposes. No drilling was completed at Yellow Pine in the current quarter or current year.

Historic Tailings

The historical tailings from past sulphide milling operations have been tested over an area extending approximately 800m by 400m and a mineral resource estimate was completed after completion of a 42-hole hollow stem auger drilling program in 2013 on a grid across the tailings site this season. No additional drilling has been completed since that time.

District Exploration

Midas Gold's Plan of Operations ("PoO") related to ongoing exploration of the Stibnite Gold Project is currently under review by the US Forest Service. Following environmental analysis pursuant to the National Environmental Policy Act ("NEPA"), the US Forest Service signed a Decision Notice ("DN") and Finding of No Significant Impact ("FONSI") in December 2013. In April 2014, plaintiffs filed (and later voluntarily withdrew) a complaint in US District Court for the District of Idaho. In June 2014, the USFS withdrew the DN/FONSI in order to conduct additional analysis. The Corporation is working with the USFS to perform the additional analysis.

During the third quarter of 2014, the Corporation completed some on-site exploration but no drilling, while staff primarily focused its efforts on updated geological and mineral resource estimates, and on preparation of the PFS.

Environmental and Other Matters Pertaining to Stibnite Gold

The Project is located in a historic mining district with exploration and mining activity, and related environmental effects, spanning nearly 100 years from the early 1900s until today. Actions by prior operators and government agencies have addressed some of the historic environmental issues.

For additional disclosure on Environmental and Other Matters refer to the Corporation's Annual Information Form for the year ended December 31, 2013, the prospectus dated June 30, 2011 and the short form prospectus dated March 8, 2012.

The Corporation is, and in future will continue to be, subject to federal, state and local statutes, rules and regulations related to, among other things, environmental protection, site access and construction activities. The environmental effects, if any, of current and future activities will be monitored and, where appropriate, mitigated and reclaimed by the Corporation.

A number of environmental studies and regulatory investigations in the District identified numerous areas of potential environmental degradation related to historic mining. In the past, regulatory actions under the *Comprehensive Environmental Response, Compensation, and Liability Act* ("CERCLA"), the *Resource Conservation and Recovery Act* ("RCRA") and state law have been taken by the U.S. Environmental Protection Agency ("EPA"), the U.S. Forest Service and the Idaho Department of Environmental Quality against historic mining operators. All of these regulatory activities and related clean-up programs pre-date any ownership or activity by the Corporation. Prior to its acquisitions in the District, the Corporation conducted appropriate due diligence, comprising formal assessments of the properties comprising the Project, in order to mitigate potential liabilities related to past disturbance.

Consent Decrees under CERCLA

Several of the patented lode and mill site claims acquired by Midas Gold, Inc. in the area of the West End deposit and the claim groups held under option in the Cinnabar area are subject to a consent decree, which covers certain environmental liability and remediation responsibilities with respect to such claims. The consent decree provides the regulatory agencies (that were party to the agreement) access and the right to conduct remediation activities under their respective CERCLA and RCRA authorities as necessary and to prevent the release or potential release of hazardous substances. The consent decree also requires that heirs, successors and assigns refrain from activities that would interfere with or adversely affect the integrity of any remedial measures implemented by government agencies. Several of the patented claims in the Hangar Flats and Yellow Pine properties acquired by Idaho Gold Resources and contributed to Midas Gold, Inc. are subject to a consent decree between the previous owner of those claims and the United States, which imposes certain obligations on that previous owner, including that the previous owner will cooperate with the U.S. Environmental Protection Agency and U.S. Forest Service in those agencies' efforts to secure any government controls necessary to implement response activities.

Plans for the Environmental Issues

The Corporation expects to address areas of existing environmental concern as part of the permitting process for any future mining operations. The Corporation recognizes the need to maintain the current designated uses, to improve water quality, wildlife and aquatic habitat where practicable and to reduce sediment loads in the Project area wherever feasible as a component of its ongoing activities, as well as to provide for future mining activities, should they occur.

CRITICAL ACCOUNTING ESTIMATES AND POLICIES

Critical Accounting Estimates and Judgments

The preparation of financial statements requires management to make estimates and judgments about the future. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting estimates will, by definition, seldom equal the actual results.

Accounting estimates are estimates and assumptions made by management that may result in material adjustments to the carrying amount of assets and liabilities within the next financial year. Critical estimates used in the preparation of these consolidated financial statements include, among others, the useful lives of buildings and equipment, valuation of assets, valuation of share based compensation and warrant derivative, mineral resource estimates and the recoverable amount of exploration and evaluation expenditures.

Accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments. Critical accounting judgments include the recognition of deferred tax assets or liabilities, functional currency, expected economic lives of and the estimated future operating results and net cash flows from buildings and equipment and exploration and evaluation assets.

Changes in Accounting Policies Including Initial Adoption

Accounting Standards Issued but not yet Effective

IFRS 9 - New financial instruments standard that replaces IAS 39 for classification and measurement of financial assets and financial liabilities. IFRS 9 will be effective no earlier than 2018. The Corporation is assessing the potential impact, if any, of this standard on its consolidated financial statements.

Effective January 1, 2014, the Corporation adopted the below standards and there was no material impact on the consolidated financial statements:

(i) IFRIC 21 - is an interpretation on IAS 37, Provisions, Contingent Liabilities and Contingent Assets, with respect to the accounting for levies imposed by governments. IAS 37 sets out criteria for the recognition of a liability, one of which is the requirement for the entity to have a present obligation as a result of a past event. The interpretation clarifies that the obligating event is the activity described in the relevant legislation that triggers the payment of the levy;

(ii) IAS 36 - The IASB published amendments to the disclosures required by IAS 36, when the recoverable amount is determined based on fair value less costs of disposal;

(iii) IAS 32 – The IASB published amendments to IAS 32 to provide clarifications on the requirements for offsetting financial assets and financial liabilities to the balance sheet.

IFRS 15 - In May 2014, the IASB issued IFRS 15 – Revenue from Contracts with Customers ("IFRS 15") which supersedes IAS 11 – Construction Contracts; IAS 18 – Revenue; IFRIC 13 – Customer Loyalty Programmes; IFRIC 15 – Agreements for the Construction of Real Estate; IFRIC 18 – Transfers of Assets from Customers; and SIC 31 – Revenue – Barter Transactions involving Advertising Services. IFRS 15 establishes a single five-step model framework for determining the nature, amount, timing and uncertainty of revenue and cash flows arising from a contract with a customer. The standard is effective for annual periods beginning on or after January 1, 2017, with early adoption permitted. The Company is currently considering the impact the final standard is expected to have on its future consolidated financial statements.

FINANCIAL INSTRUMENTS

The Corporation's cash balance decreased from $14,589,264 at December 31, 2013 to $13,201,427 at September 30, 2014. There has been no other significant change in our financial instruments since December 31, 2013 with the exception of the warrant derivative which were discussed in Results of Operations.

OUTSTANDING SHARE DATA

	November 13, 2014	September 30, 2014
Common shares issued and outstanding	141,705,090	141,705,090
Options outstanding (1)	11,355,750	11,532,417
Warrants outstanding (2)	10,622,519	10,622,519
Total	163,683,359	163,860,026

(1) *Options outstanding include 410,750 Finder's Options that are exercisable into a Unit.*
(2) *Warrants outstanding include 205,375 warrants that become outstanding on the exercise of the Finder's Options.*

DISCLOSURE CONTROL AND PROCEDURES AND INTERNAL CONTROL OF FINANCIAL REPORTING

The Corporation's management, under the supervision of the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), has designed disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in National Instrument 52-109, *Certification of Disclosure in Issuers' Annual and Interim Filings*, based on the *Internal Control – Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

DC&P are designed to provide reasonable assurance that material information relating to the Corporation is made known to the CEO and CFO during the reporting period and the information required to be disclosed by the Corporation is recorded, processed, summarized and reported in a timely and appropriate manner. ICFR is designed to provide reasonable assurance regarding the reliability of financial reporting for external purposes in accordance with international financial reporting standards. Due to the inherent limitations associated with any such controls and procedures, management recognizes that, no matter how well designed and operated, they may not prevent or detect misstatements on a timely basis.

The Corporation's management, under the supervision of the CEO and CFO, has evaluated the design effectiveness of its DC&P and ICFR and concluded that, as of September 30, 2014, they are effective in providing reasonable assurance regarding required disclosures and the reliability of external financial reporting.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

National Instrument 52-109 also requires Canadian public companies to disclose any changes in ICFR during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, ICFR. No changes were made to the Company's ICFR in the three months ended September 30, 2014 which have materially affected, or are reasonably likely to materially affect, ICFR.

RISKS AND UNCERTAINTIES

Midas Gold is subject to a number of significant risks due to the nature of its business and the present stage of its business development. Only those persons who can bear risk of the entire loss of their investment should invest in the Corporation's common shares. Readers should carefully consider the risks and uncertainties described below, in addition to the risk factors discussed under the heading "Risk Factors" in the Corporation's MD&A for the year ended December 31, 2013, available at the Corporation's website, www.midasgoldcorp.com, and under the Corporation's profile on SEDAR at www.sedar.com, before deciding whether to invest in Midas Gold common shares.

Midas Gold's failure to successfully address such risks and uncertainties could have a material adverse effect on its business, financial condition and/or results of operations, and the future trading price of its common shares may decline and investors may lose all or part of their investment. Midas Gold cannot give assurance that it will successfully address these risks or other unknown risks that may affect its business. Estimates of mineral resources are inherently forward-looking statements subject to error. Although mineral resource estimates require a high degree of assurance in the underlying data when the estimates are made, unforeseen events and uncontrollable factors can have significant adverse or positive impacts on the estimates. Actual results will inherently differ from estimates. The unforeseen events and uncontrollable factors include: geologic uncertainties including inherent sample variability, metal price fluctuations, variations in mining and processing parameters, and adverse changes in environmental or mining laws and regulations. The timing and effects of variances from estimated values cannot be accurately predicted.

Below is a brief summary of some of Midas Gold's risks and uncertainties. These risk factors are not a definitive list of all risk factors associated with an investment in the common shares of Midas Gold or in connection with the Corporation's operations.

Industry Risks

- Metal prices have fluctuated widely in the past and are expected to continue to do so in the future, which may adversely affect the amount of revenues derived from production of mineral reserves.
- Global financial markets can have a profound impact on the global economy, in general and on the mining industry in particular.
- Mineral exploration in the Western United States is subject to numerous regulatory requirements on land use.
- Resource exploration and development is a high risk, speculative business.
- Mineral exploration is subject to numerous industry operating hazards and risks, many of which are beyond Midas Gold's control and any one of which may have an adverse effect on its financial condition and operations.
- Exploration activities are subject to geologic uncertainty and inherent variability.
- The quantification of mineral resources is based on estimates and is subject to great uncertainty.
- Increased operating and capital costs may adversely affect the viability of existing and proposed mining projects.

The Corporation's Risks

- Midas Gold will need to raise additional capital though the sale of its securities or other interests, resulting in dilution to the existing shareholders and, if such funding is not available, Midas Gold's operations would be adversely effected.
- Future sales of Midas Gold's common shares into the public market by holders of Midas Gold options and warrants may lower the market price, which may result in losses to Midas Gold's shareholders.
- Midas Gold is subject to numerous government regulations which could cause delays in carrying out its operations, and increase costs related to its business.
- Midas Gold's current and future permits to conduct activities at the Stibnite Gold Project could be challenged during regulatory processes or in the courts by third parties and such challenges may delay or prevent the Corporation from meeting its objectives.
- Midas Gold's EA and DN/FONSI have been challenged by third parties, alleging NEPA and Endangered Species Act violations, which may delay or prevent the Corporation from meetings its objectives.
- Midas Gold has not completed an environmental impact statement, nor has it received the necessary permits for water or explosives to conduct mining operations.
- Midas Gold's activities are subject to environmental liability.
- Midas Gold faces substantial competition within the mining industry from other mineral companies with much greater financial and technical resources and Midas Gold may not be able to effectively compete.
- Midas Gold's exploration efforts may be unsuccessful in locating viable mineral resources.
- If Midas Gold's mineral resource estimates are not indicative of the actual gold that can be mined, the mineable gold that can be recovered from Stibnite Gold may be less than the mineral resource estimate and the Project may not be a viable project.
- Midas Gold has a limited history as an exploration company and does not have any experience in putting a mining project into production.

- Midas Gold expects to continue to incur losses and may never achieve profitability, which in turn may harm the future operating performance and may cause the market price of Midas Gold's common shares to decline.
- Midas Gold's title to its mineral properties and its validity may be disputed in the future by others claiming title to all or part of such properties.
- Midas Gold's ability to explore and, if warranted, exploit its mineral resources may be impacted by litigation or consent decrees entered into or proposed to be entered into by previous owners of mineral rights that now comprise the Project, related to disturbance related to past mining and exploration activities.
- Midas Gold depends on key personnel for critical management decisions and industry contacts but does not maintain key person insurance.
- Midas Gold does not have a full staff of technical people and relies upon outside consultants to provide critical services.
- Certain Midas Gold directors also serve as officers and/or directors of other mineral resource companies, which may give rise to conflicts.
- Midas Gold has no history of paying dividends, does not expect to pay dividends in the immediate future and may never pay dividends.
- Midas Gold's business involves risks for which Midas Gold may not be adequately insured, if it is insured at all.
- A shortage of supplies and equipment could adversely affect Midas Gold's ability to operate its business.

CAUTIONARY NOTE IN RESPECT OF MINERAL RESOURCES

Mineral resources that are not mineral reserves do not have demonstrated economic viability. Mineral resource estimates do not account for mineability, selectivity, mining loss and dilution. These mineral resource estimates include inferred mineral resources that are considered too speculative geologically to have economic considerations applied to them that would enable them to be categorized as mineral reserves. There is also no certainty that these inferred mineral resources will be converted to the measured and indicated categories through further drilling, or into mineral reserves, once economic considerations are applied.

The mineral resources at Golden Meadows are contained within areas that have seen historic disturbance resulting from prior mining activities. In order for Midas Gold to advance its interests at Stibnite Gold, the project will be subject to a number of Federal, State and local laws and regulations and will require permits to conduct its activities.

This MD&A and the mineral resource estimates referenced in this MD&A use the terms "Measured Mineral Resources", "Indicated Mineral Resources", "Measured & Indicated Mineral Resources" and "Inferred Mineral Resources." We advise you that, while these terms are defined in and required by Canadian regulations, these terms are not defined terms under the U.S. Securities and Exchange Commission ("SEC") Industry Guide 7 and are normally not permitted to be used in reports and registration statements filed with the SEC. "Inferred Mineral Resources" have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. The SEC normally only permits issuers to report mineralization that does not constitute SEC Industry Guide 7 compliant "reserves" as in-place tonnage and grade, without reference to unit measures. U.S. investors are cautioned not to assume that any part or all of mineral deposits in these categories will ever be converted into reserves. Midas Gold is not a SEC registered Corporation nor is any of its subsidiaries.

CAUTIONARY NOTE IN RESPECT OF PRELIMINARY ECONOMIC ASSESSMENTS

Readers should note that the PEA mine plan and economic model referred to herein are preliminary in nature and include the use of inferred mineral resources. Mineral resources that are not mineral reserves do not have demonstrated economic viability. Inferred mineral resources are considered to be too speculative geologically to be used in an economic analysis except as allowed for by NI 43-101 in preliminary economic assessment studies. There is no guarantee that inferred mineral resources can be converted to indicated or measured mineral resources and, as such, there is no certainty the Project economics described in the PEA will be realized. The inferred mineral resource used in the PEA mine plan is 37% of the total life-of-mine mineral resource.