ABITIBI ROYALTIES INC.

Management's Discussion and Analysis for the first quarter ended March 31, 2014.

Introduction

The following Management's Discussion and Analysis ("**MD&A**") reviews the financial position and results of operations of Abitibi Royalties Inc. (**TSXV: RZZ**, hereinafter "**Abitibi Royalties**" or the "**Company**") for the quarter ended March 31, 2014. It should be read in conjunction with the unaudited financial statements and notes thereto for the period ended March 31, 2014, and with the audited financial statements for the year ended December 31, 2013 and related notes thereto, which were prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standard Board (IASB). All these documents can be viewed through the internet at the SEDAR website (www.sedar.com) by accessing the Company's issuer profile.

All figures are in Canadian dollars unless otherwise specified.

The technical content in this MD&A has been prepared under the supervision of Glenn J. Mullan, who is a "Qualified Person" as such term is defined in National Instrument 43-101 - *Standards of Disclosure for Mineral Projects*.

The following information is prepared as at May 30, 2014.

Forward-Looking Statements

This document contains certain forward-looking statements. In some cases, words such as "plans", "expects", or "does not expect", "budget", "scheduled", "estimates", "forecasts", "anticipate" or "does not anticipate", "believe", "intend" and similar expressions or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur, be achieved or continue, have been used to identify these forward-looking statements. These forward-looking statements are subject to a variety of risks and uncertainties beyond the Company's ability to control or predict and are not to be interpreted as guarantees for future performance. These forward-looking statements could cause actual events or results to differ materially from those anticipated in such forward-looking statements. All forward-looking statements speak only as of the date hereof and, except as required by law, the Company does not undertake any obligation to update or publicly release any revisions to such forward-looking statements to reflect events, circumstances, or changes in expectations after the date hereof. Accordingly, readers should not place undue reliance on such forward-looking statements.

COMPANY OVERVIEW, NATURE OF OPERATIONS, AND OVERALL PERFORMANCE

The Company was incorporated on February 18, 2010, pursuant to the *Business Corporations Act* (British Columbia) as a wholly owned subsidiary of Golden Valley Mines Ltd. ("**Golden Valley**"), a Canadian public corporation with an office located in Val-d'Or, Quebec, Canada, involved, together with its various subsidiaries, in initial grassroots exploration projects.

In 2011, as part of a plan of arrangement (the "**Arrangement**") Golden Valley transferred certain of its properties and carried interests in certain properties to the Company along with a $600,000 cash infusion against the issuance of 8,701,000 common shares and subsequently, distributed to its shareholders, by way of a dividend, a part of its holding in the Company's capital stock. As a result of the Arrangement, Abitibi Royalties became a reporting issuer in Alberta, British Columbia, Ontario and Quebec. Abitibi Royalties is considered a "venture issuer" as such term is defined by applicable securities legislation. Since July 15, 2011 (the "**Trading Date**") the Company's common shares are trading on the TSX Venture Exchange (the "**Exchange**") under the symbol RZZ.

The business objectives of the Company are to hold title and to promote and develop certain advanced projects, and to acquire, manage, and promote, royalty interests by capturing the upside potential inherent to the various stages of the mining sector, while limiting the risks related to the difficulties in assessing the rate of success and accurately predicting the costs for exploration, development, and mine operation.

Property Interests

Malartic CHL Property

The Malartic CHL Property was acquired through staking by Golden Valley in 2006 and is located immediately east of the Canadian Malartic Mine operated by Osisko Mining Corporation ("**Osisko**"), including the proposed South Barnat open pit. The Malartic CHL Property covers a number of known mineralized zones including the historic Shaft zone and Porphyry 12 zones hosted in the Malartic CHL Porphyry Intrusion (located within the Cadillac fault), the deep Norrie zone (located approximately 1500 metres east of the known eastern limit of Osisko's Canadian Malartic deposit. The zone straddles the boundary between the Malartic CHL Property and the Canadian Malartic Property, the Mammoth zone (is the eastern extension of the Barnat zone) and further along strike to the east, the Jeffrey zone (located some 800 metres east of the Mammoth zone).

Golden Valley and Osisko entered into an option agreement pursuant to which Osisko was granted an option to acquire a 70% interest in the Malartic CHL property (the "**Malartic Option**") and which provided, among other things, that Osisko incur $2 million in exploration expenditures and pay an aggregate $150,000 in cash. Pursuant to an Amended and Restated Transfer and Assignment and Assumption Agreement dated March 31, 2011 (the "**Malartic Agreement**"), among Abitibi Royalties, Golden Valley, and Osisko, Golden Valley's interest in the property was assigned to Abitibi Royalties. During the quarter ended September 30, 2011, Osisko provided notice to the Company of its intent to exercise the Malartic Option and as a result, the Company and Osisko are deemed to have entered into a joint venture agreement in respect of the Malartic CHL Property. The Company retains a 30% free carried interest in the Malartic CHL property with no further expenditure requirements until it achieves commercial production. For details of the expenditures made on this property by Osisko, and the anticipated timing and costs to take the Malartic CHL Property to the next stage of the project plan, please refer to Osisko's continuous disclosure documents available for viewing by the public through the internet at the SEDAR website (www.sedar.com) by accessing Osisko's issuer profile.

On April 19, 2013, the Company announced having received a technical report of the audit completed at its request by Micon, of the year-end 2012 gold reserve and resource estimate completed by Osisko. The results of this audit are summarized in the Company's news release of April 19, 2013. The complete report entitled "A Mineral Resource Update and Mineral Reserve Estimate for Abitibi Royalties Inc.'s Malartic CHL Property Joint Venture, Malartic, Quebec" can also be found by accessing the Company's issuer profile through the internet on the SEDAR website at www.sedar.com.

On March 28, 2014, the Company announced the receipt of the year-end 2013 gold reserve and resource estimate completed by Osisko in respect of the Company's interests in the Malartic CHL property and the NSR as defined below, details of which can be found in the above news release by accessing the Company's issuer profile through the internet on the SEDAR website at www.sedar.com.

Canadian Malartic 2% NSR

Also pursuant to the Malartic Agreement, Golden Valley assigned to Abitibi Royalties a 2% net smelter royalty interest (the "**NSR**") on a claim block (the "**Royalty Claim**") originally acquired by Golden Valley through staking and subsequently sold to Osisko. The NSR is located on a single claim held by Osisko; such claim is located just to the south of the Canadian Malartic main pit, and covers the historic Charlie Zone. At this time, there is no production on this claim block, and the Company does not receive any revenue from this NSR.

On March 6, 2013 the Company announced receipt of the year-end 2012 gold reserve and resource estimate completed by Osisko in respect of the Company's interest in the Malartic CHL Property and the Royalty Claim. The Company commissioned Micon to audit the year-end 2012 gold reserve and resource estimate completed by Osisko with respect to the Mammoth/Barnat, and Jeffrey zones only, and prepare a corresponding National Instrument 43-101 technical report thereon. Further to its March 6, 2013 news release, on April 19, 2013 the Company announced the receipt of the technical report of the audit completed by Micon (the "Report"). The gold reserves and resources from the Malartic CHL Property contained in the Report and which were previously reported in the Company's March 6, 2013 news release are reproduced in the Company's April 19, 2013 news release. In addition, Micon included in the Report an economic analysis consisting of a preliminary, before tax, cash flow evaluation of the three zones, Gouldie, Mammoth/Barnat and Jeffrey. The complete report, entitled "A Mineral Resource Update and Mineral Reserve Estimate for Abitibi Royalties Inc.'s Malartic CHL Property Joint Venture, Malartic, Québec" and which includes the assumptions and disclaimers set out by Micon in preparing the cash flow estimates of the economic analysis, can be found by accessing the Company's issuer profile through the internet on the SEDAR website at www.sedar.com.

In May 2013, the Company reported on exploration and development activities completed by project operator, Osisko during 2012 on the Malartic CHL Prospect. Drilling summary and statistics exclude the single "NSR-claim" covering the Charlie Zone and part of the Gouldie Zone both situated southeast of the Canadian Malartic deposit. For the details of the 2012 Drill Program and the 2012 drillholes and targets tested on the property and provided to the Company by Osisko, please refer to the Company's news release dated May 6, 2013.

In addition, the Company reported on the third and final series of assay results from the 2012 drill program conducted by Osisko on the Malartic CHL Prospect. For the details of the 2012 Drill Program and more specifically the results of the last series of assay provided to the Company by Osisko, please refer to the Company's news release dated July 15, 2013.

On March 28, 2014, the Company announced the receipt of the year-end 2013 gold reserve and resource estimate completed by Osisko in respect of the Company's interests in the NSR, details of which can be found in the above news release by accessing the Company's issuer profile through the internet on the SEDAR website at www.sedar.com.

Luc Bourdon and Bourdon West Prospects

The Luc Bourdon and Bourdon West Prospects (the "**Bourdon Prospects**") were the subject of an option agreement in favour of White Pine Resources Inc. ("**White Pine**") and Noront Resources Ltd. ("**Noront**") (together, the "**Optionees**") pursuant to which each of the Optionees could earn a 35% interest in the Bourdon Prospects upon incurring an aggregate of $5,000,000 in exploration expenditures (the "**Bourdon Prospects Option**"). The Company acquired the Bourdon Prospects from Golden Valley pursuant to an Amended and Restated Transfer, Assignment, and Assumption Agreement dated March 30, 2011 among Abitibi Royalties, the Optionees, and Golden Valley (the "**Bourdon Agreement**").

On February 2, 2013, the Bourdon Prospects Option was terminated as a result of the Optionees failing to incur the exploration expenditures required by their due date, and failing to cure the default within 60 days of the Company's notice to each of them to this effect. As a result, the Company retains a 100% interest in the Bourdon Prospects. The Company is now seeking new partnerships to fund future exploration programs and, if warranted by the results, to further develop the Bourdon Prospects.

<u>Results of Operations</u>

During the first quarter ended March 31, 2014 the Company incurred a loss of $127,338 compared to a loss of $48,117 for the quarter ended March 31, 2013. The variation of the results between the first quarter of 2014 and 2013, is explained by the inclusion in the current loss of executive compensation accruals of $105,000 (see "Executive Compensation Plan" below), and management fees of $24,000 paid to Golden Valley pursuant to the Management Agreement (as hereinafter defined in the "Contractual Obligations" section) in 2013.

In accordance with the Company's Executive Compensation Plan (See "Executive Compensation Plan" below), an accrual of $105,000 has been made to cover the remuneration of the Company's President and three independent directors for the three months ended March 31, 2014. As of March 31, 2014 the total cumulative accrual for executive compensation recorded was $350,000, of which nothing has been disbursed yet by the Company. No remuneration had been paid or accrued for the three month period ended March 31, 2013.

Professional fees of $24,849 includes Audit, tax and accounting fees of $4,160, legal fees paid to external counsel of $11,750 and fees of $8,939 paid to Exchange, and the Company's registrar and transfer agent. For the quarter ended March 31, 2013, the professional fees amounted to $16,825 and were comprised of audit, tax and accounting fees of $6,240, legal fees paid to external counsel of $2,535 and of $8,050 paid to Exchange and the registrar and transfer agent.

During the quarter ended March 31, 2014, office expenses of $3,117 mostly consist of insurance premiums of $2,534, of communication expenses (telephone, internet and mailing costs) of $279 and of other miscellaneous expenses of $304. For the quarter ended March 31, 2013, office expenses were $3,124 and mostly consisted of insurance premiums for $2,931 and communication expenses of $193.

During the quarter ended March 31, 2014 an adjustment of $5,919, reducing the estimated cost of the stock options granted by the Company in September 2013 had to be recorded. The cost of these stock options has to be re-valued at every reporting date until the amendment to the stock option plan, according to which these stock options were issued, is approved by the shareholders.

For a more detailed breakdown of these expenses by quarter refer to "Summary of Quarterly Results" below.

Summary of Quarterly Results

The following table presents selected quarterly financial information for the last eight quarters which were prepared in accordance with IFRS:

	(1) Jun 30, 2012 $	(2) Sep 30, 2012 $	(3) Dec 31, 2012 $	(4) Mar 31, 2013 $	(5) Jun 30, 2013 $	(6) Sep 30, 2013 $	(7) Dec 31, 2013 $	(8) Mar 31, 2014 $
Total Revenues	-	-	-	-	-	-	-	-
Net Loss	(61,452)	(56,150)	(42,378)	(48,117)	(65,296)	(348,088)	(255,116)	(127,338)
Net Loss per shares Basic & diluted	(0.007)	(0.006)	(0.005)	(0.006)	(0.007)	(0.040)	(0.030)	(0.010)

(1) Management fees of $24,000 paid to Golden Valley, professional fees of $28,800 (consisting of audit and accounting fees of $6,000, external legal counsel fees of $7,442 and exchange, regulatory and transfer agent fees of $15,358), office expenses of $7,254 (comprised of insurance premium of $2,976, communication expense of $3,839 and other various expenses totaling $439), advertising expenses of $542, travel expenses of $837 and bank fees of $19.

(2) During the quarter ended September 30, 2012 the Company incurred a loss of $56,150 or $0.006 per share. The loss was comprised of: i) payment of $24,000 in management fees to Golden Valley pursuant to the Management Agreement; ii) Director's fees of $15,000 paid to the Chairman of the Technical Committee of the Board of Directors, plus required governmental employer contribution for a total of $16,100; iii) professional fees of $ 12,969 (audit, tax and accounting fees of $5,000, legal fees from external counsel of $6,060 and Exchange, regulatory and transfer agent expenses of $1,909); iv) office expenses of $3,052 (comprised of insurance premiums of $2,912, and communication expenses of $140); and v) bank fees of $29.

(3) During the quarter ended December 31, 2012 the Company incurred a loss of $42,378. The largest single component of this loss was the $24,000 ($8,000 per month) of management fees paid to Golden Valley pursuant to the Management Agreement. Other expenses were as follows: i) professional fees of $8,112, composed of audit, tax and accounting fees of $700, legal fees from external counsel of $5,669 and Exchange and regulatory and transfer agent expenses of $1,743), ii) Office expenses of $4,847, composed of insurance premiums of $2,931, communication expenses of $451 and other miscellaneous expenses of $1,464, iii) travel expenses of $5,400 and iv) bank fees of $19.

(4) During the first quarter ended March 31, 2013 the Company incurred a loss of $48,117. The largest single component of this loss consists of an amount of $24,000 ($8,000 per month) in management fees paid to Golden Valley pursuant to the Management Agreement. Other expenses are as follows: i) professional fees of $16,825, composed of audit, tax and accounting fees of $6,240, legal fees from external counsel of $2,535 and Exchange and registrar and transfer agent expenses of $8,050), ii) Office expenses of $3,124, composed of insurance premiums of $2,931 and communication expenses of $193 iii) travel expenses of $3,537, iv) advertisement expenses of $570 and v) bank fees of $61.

(5) During the second quarter ended June 30, 2013 the Company incurred a loss of $65,296. The largest single component of this loss consists of an amount of $24,000 ($8,000 per month) in management fees paid to Golden Valley pursuant to the Management Agreement. Other expenses are as follows: i) professional fees of $38,501, composed of audit, tax and accounting fees of $12,480, legal fees from external counsel of $11,334 and Exchange and registrar and transfer agent expenses of $14,687), ii) Office expenses of $5,065, composed of insurance premiums of $2,931

and communication expenses of $2,134 iii) refund of $2,233 received in the quarter for shared travel expenses, previously paid by the Company, iv) bank fees of $29 offset by interest income of $66 received on GIC from the bank.

(6) During the third quarter ended September 30, 2013 the Company incurred a loss of $348,088. The largest single component of this loss consists of an amount of $339,037 of share-based payment. This relates to the incentive stock options granted to directors and officers of the Company. Other expenses are as follows: i) professional fees of $6,024, composed of legal fees from external counsel of $3,179 and Exchange and registrar and transfer agent expenses of $2,845, ii) Office expenses of $3,019, composed of insurance premiums of $2,802 and communication expenses of $217 iii) Travel and transport of $57, iv) bank fees of $26 offset by interest income of $75 received on GIC from the bank.

(7) During the fourth quarter ended December 31, 2013 the Company incurred a loss of $255,116. The largest single component of this loss was the $245,000 accrual for the remuneration of the president and the three independent directors in accordance with the Executive Compensation Plan implemented by the Company (see "Executive Compensation Plan" below). Other expenses were as follows: i) professional fees of $9,592, comprised of legal fees from external counsel of $6,089 and Exchange and registrar and transfer agent expenses of $3,503), ii) Office expenses of $3,148, comprised of insurance premiums of $2,534, communication expenses of $501 and other miscellaneous expenses of $113, iii) reduction of $5,641 in the valuation of the stock options (stock options granted in 2013 have to be revalued at every reporting dates until the modifications made to the plan are approved by shareholders), iv) travel expenses of $2,999 and v) bank fees of $18.

(8) For a description of the results of the first quarter ended March 31, 2014, please see below.

First Quarter Results

A loss of $127,338 was incurred in the first quarter ended March 31, 2014. The largest single component of this loss was the $105,000 accrual for the remuneration of the president and the three independent directors in accordance with the Executive Compensation Plan implemented by the Company (see "Executive Compensation Plan" below). Other expenses were as follows: i) professional fees of $24,849, comprised of audit, tax and accounting fees of $4,160, of legal fees from external counsel of $11,750 and of Exchange and registrar and transfer agent expenses of $8,939, ii) Office expenses of $3,117, comprised of insurance premiums of $2,534, communication expenses of $279 and other miscellaneous expenses of $304, iii) reduction of $5,919 in the valuation of the stock options (stock options granted in 2013 have to be revalued at every reporting dates until the modifications made to the plan are approved by shareholders), iv) travel expenses of $483 and v) net interest income of $192.

Liquidity and Capital Resources

As at March 31, 2014, the Company had cash and cash equivalents of $161,227 and working capital deficiency of $199,488 compared to cash and cash equivalents of $29,165 and working capital of $214,438 at December 31, 2013. On February 5, 2014, the cash on hand was increased by $150,000 after the Company closed a non-brokered private placement. For details please refer to the Capital Stock section.

The Company's objectives in managing its capital are to safeguard its ability to continue as a going concern and to maintain a flexible capital structure. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions. In order to maintain or adjust the capital structure, the Company may issue new shares to improve its financial performance and flexibility. The Company's capital is composed of its shareholders' equity. The Company is not subject to any externally imposed capital requirements. The Company has not declared or paid any dividends.

As at March 31, 2014, shareholders' equity amounted to a deficiency of $41,315 compared to a deficiency of $58,058 at December 31, 2013. Shareholder's equity increased from the net effect of the $150,000 issued of common shares from the private placement, the reduction of $5,919 in the cost of the stock options issued in September 2013 and the net loss of $127,338 incurred in the quarter (refer to "Results of Operations" and "Summary of Quarterly Results" above). The Company's investment policy is to keep its cash treasury on deposit with a Canadian chartered bank.

Contractual Obligations

Golden Valley and the Company entered into a Management and Administrative Services Agreement dated October 1, 2010 (the "**Management Agreement**"), pursuant to which Golden Valley agreed to provide certain administrative, management and financial services to the Company, such as office space and administrative support, including the use of Golden Valley's in house legal counsel, for day to day general inquiries, services of a chief financial officer and investor relations services in consideration of a fee of $96,000 per year.

The Management Agreement was for an initial term of two years commencing on the Trading Date, and was to be automatically renewed after the initial term for successive period of 12 months. The Management Agreement can be terminated at any time and by either party, upon delivery of a twelve month written notice. The Management Agreement provides for the fee to be reviewed on an annual basis.

Effective July 1, 2013 Golden Valley agreed to suspend the charges related to the management fee so as to allow the Company to conserve cash for its operations, notwithstanding that Golden Valley continues to provide the services under the agreement. Charges of management fees will resume when the Company's cash flow will permit.

On April 10, 2014, the Company entered into an advisory agreement with Red Cloud as a non-exclusive independent contractor to provide strategic advisory services to the Company. The term of the agreement is for a period of six months. For details please refer to the Subsequent Events section.

Off balance Sheet Arrangements

The Company has no off balance sheet arrangements as at March 31, 2014 or as at the date of this MD&A.

Commitments and Proposed Transactions

As of the date of this MD&A, there are no undisclosed pending proposed transactions that would materially affect the performance or operation of the Company.

Related Party Transactions

In accordance with the terms of the Management Agreement and the agreement to suspend charges related to the Management Agreement, the Company received no charge from Golden Valley for management fees in the first quarter ended March 31, 2014, while $24,000 were paid for the quarter ended March 31, 2013. For additional details with respect to the Management Agreement please see "Contractual Obligations" above.

In addition, pursuant to the terms of the Management Agreement, Golden Valley has agreed to provide the Company with the services of a qualified geologist at an hourly rate equal to the hourly charge to Golden Valley, plus 10% ("**Geological Fees**"). During the quarter ended March 31, 2014 the Company incurred Geological Fees in the amount of $1,793 ($335 for the first quarter ended on March 31, 2013), which were included in exploration and evaluation assets. As at March 31, 2014, the Company had net indebtedness to Golden Valley of $3,357 ($390 as at March 31, 2013) of which $1,793 were for geological services. All these amounts were current and were paid subsequent to the quarter end.

As of March 31, 2014, the Company has accrued costs relating to remuneration for a total cumulative amount of $350,000 to be paid to the President and the independent directors for the period of June 1, 2013 to March 31, 2014. During the quarter ended March 31, 2014, the Company accrued $105,000 for remuneration. Of this amount $40,000 has been accrued for the President (cumulative amount of $133,333) and $65,000 for the three independent directors (cumulative amount of $216,667). As of the date of this report, no amount had been disbursed. See "Executive Compensation Plan" below. The Company did not pay or accrue any compensation or any other form of employment benefits or perquisites to its directors and officers in the quarter ended March 31, 2013.

On April 10, 2014, the Company entered into an advisory agreement with Red Cloud Mining Capital Inc. ("Red Cloud") as a non-exclusive independent contractor to provide strategic advisory services to the Company. Chad Williams, a director of the Company, is also the President of Red Cloud. For details please refer to the Subsequent Events section.

Executive Compensation Plan

The Company's board of directors has adopted an Executive Compensation Plan upon recommendation from its Compensation and Corporate Governance Committee pursuant to which salaries for certain members of management and director fees payable to independent directors of the Company would commence accruing from June 1, 2013. The committee and the board also approved certain severance and bonus payments to management in the event of a change of control, as well as success fees payable in the event of successful completion of transactions by the Company meeting the particular criteria outlined in the plan. Further details of the Executive Compensation Plan will be included in the meeting materials for the Company's upcoming annual general meeting to be held in or around June, 2014.

Subsequent Events

Advisory agreement and related party

On April 10, 2014, the Company entered into an advisory agreement with Red Cloud as a non-exclusive independent contractor to provide strategic advisory services to the Company. The term of the agreement is for a period of six months. The Company will, subject to prior approval by the Exchange, issue to Red Cloud 50,000 common shares in the capital of the Company and reimburse Red Cloud for out-of-pocket expenses reasonably and properly incurred by Red Cloud in performing the services. In addition, the Company will pay to Red Cloud a corporate finance bonus plus applicable taxes, payable in cash or shares at the discretion of the Company , subject to prior Exchange approval, in the event of a successful transaction completed by the Company (an "M&A Transaction") based on the value of such transaction.

Chad Williams, a director of the Company, is also the President of Red Cloud. The Red Cloud agreement provides that in the event the Company completes an M&A Transaction during the term of the Red Cloud agreement and Mr. Williams, in his capacity as a director of the Company, becomes entitled to a bonus and/or a success fee payable by the Company with respect of such an M&A Transaction, any corporate finance bonus payable to Red Cloud under the term of the advisory agreement with the Company with respect to that same M&A Transaction shall be reduced by the amounts of any bonus and/or any success fee payable by the Company to Mr. Williams in his capacity as a director.

Discussions with Osisko Mining Corporation

Abitibi Royalties recently became aware that its joint venture partner, Osisko Mining Corporation (“Osisko”), had entered into an arrangement agreement with Yamana Gold Inc. (“Yamana”) and Agnico Eagle Mines Limited (“Agnico”) dated as of April 16, 2014. As a result of the arrangement, Osisko’s interest in its Canadian Malartic properties (including the Malartic CHL Prospect that it holds jointly with Abitibi) will be held indirectly 50% by Yamana and 50% by Agnico. On May 24, 2014, representatives of Abitibi Royalties sent a letter to Osisko seeking clarification of certain terms of that arrangement and how they affected the joint venture relationship between Osisko and Abitibi Royalties, such as the right of first refusal on the transfer of the Malartic CHL Prospect granted to Abitibi Royalties, the consent of Abitibi Royalties required for a transfer of the Malartic CHL Prospect and the effect of Osisko’s proposed grant of an NSR on the Malartic CHL Prospect. The response that was received from Osisko did not meet Abitibi Royalties’ expectations. Consequently, on May 28, 2014, Abitibi Royalties filed a Motion with the Québec Superior Court to institute proceedings seeking provisional, interlocutory and permanent injunction orders under Articles 110 and 751 et seq. of the Québec Code of Civil Procedure for the enforcement of its contractual rights under the joint venture arrangement between Abitibi Royalties and Osisko to explore and develop the Malartic CHL Prospect. The presentation of the motion was set to begin on Friday May 30, 2014 but has now been postponed to Tuesday, June 3, 2014.

CAPITAL STOCK

Authorized

The Company is authorized to issue an unlimited number of common shares without nominal or par value and an unlimited number of preferred shares without nominal or par value, issuable in one or more series with restrictions as determined by the Company's Board of Directors.

Issued and Outstanding

The following details the issued and outstanding securities of the Company as at the date of this MD&A:

	Total outstanding	Escrowed
Common shares	9,201,000	865,787
Preferred shares	Nil	Nil
Warrants	250,000	Nil
Incentive stock options	1,720,000	Nil

Private Placement

On February 5, 2014, the Company closed a non-brokered private placement pursuant to which it issued 500,000 units at a per unit price of $0.30 for gross proceeds of $150,000. Each unit consisted of one common share in the capital of the Company and one-half of one non-transferable share purchase warrant entitling the purchase of one common share of the Company at a per share price of $0.45 until August 5, 2015. Golden Valley was the sole subscriber under the offering. Golden Valley, after this placement owns 5,771,912 common shares or 62.7% of the Company.

Incentive Stock Options

On September 29, 2011, the Company granted incentive stock options to directors, officers and consultants pursuant to its Amended and Restated 2010 Stock Option Incentive Plan to purchase an aggregate 860,000 of the Company's common shares. The options are exercisable at a price of $2.50 until September 29, 2016 and vested immediately. No incentive stock options were granted in 2012.

The Company adopted a further amended and restated incentive stock option plan so as to convert its rolling 10% plan into a 20% fixed option plan (the “New Plan”). Pursuant to the New Plan, options for an aggregate total of 1,740,200 common shares may be granted to Eligible Persons (as such term is defined in the New Plan) from time to time. The exercise price of each option is fixed by the Board of Directors, but shall not be less than the closing price of the Company's share on the trading day immediately prior to the date of grant less any discount permitted by the Exchange; if no sales were reported, it shall be the sales closing price on the last trading day immediately prior to the date of grant on which sales were reported. The vesting period of the options shall be determined by the Board of Directors, in accordance with the rules and regulations of the Exchange. The New Plan is subject to the approval of each of the Exchange and the disinterested shareholders of the Company, and will be presented for approval at the Company’s next annual general meeting of shareholders which is expected to be held in or around June, 2014.

On September 27, 2013, the Company granted incentive stock options (the “Options”) pursuant to the New Plan to its directors, officers and consultants (the “Optionees”) entitling the purchase of an aggregate 860,000 common shares. The Options are exercisable at a price of $0.55 for a period of 5 years and may only be exercised by the Optionees once the New Plan and the grant of the Options have been approved at the Company’s next annual general meeting by the disinterested shareholders of the Company and subsequently by the Exchange.

Financial Instruments and Other Instruments

The Company’s financial instruments consist of cash, accounts receivable, and accounts payable and accrued liabilities. The Company’s management manages the Company’s financial risks. The Company does not enter into financial instrument agreements including derivative financial instruments for speculative purposes. The Company’s main financial risk exposure and its financial risk management policies are as follows:

Credit risk

Credit risk relates to the risk that one party to a financial instrument will not fulfill some or all of its obligations, thereby causing the Company to sustain a financial loss. The main risk related to credit risk through cash which is managed by dealing with one reputable financial institution.

Liquidity risk

Liquidity risk management serves to maintain a sufficient amount of cash and cash equivalents and to ensure that the Company has the financial resources such as bank loans for a sufficient authorized amount. The Company establishes budget and cash estimates so as to ensure it has the necessary funds to fulfill its obligations.
Accounts payable and accrued liabilities are due within less than 90 days.

The fair value of these financial instruments approximates their carrying value given their short-term maturity date. It is management’s opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

At March 31, 2014, the Company had cash in hand amounting to $161,227 and sales taxes receivable of $2,784 from Canada Revenue Agency and Quebec Revenue Agency combined. The Company had accounts payable and accrued liabilities of $366,361, all of which are current liabilities of the Company. See also "Liquidity and Capital Resources" above.

CRITICAL RISKS INHERENT TO THE COMPANY'S BUSINESS

Investment of Speculative Nature

Investing in the Company, at this early stage of its development, is of a highly speculative nature. The Company has no history of earnings, and will not generate earnings or pay dividends in the foreseeable future. There can be no assurance that the Company's shares will continue to meet the Exchange's continued listing requirements. The lack of an active public market could have a material adverse effect on the price of the Company's shares.

Nature of Mineral Exploration and Mining

Mineral exploration and development involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. There is, therefore, no assurance that the Company's' mineral exploration and development activities will result in any discoveries of bodies of commercial ore. The long-term profitability of any of the Corporations' operations will be, in part, directly related to the cost and success of their respective exploration programs, which may be affected by a number of factors out of the Company's control.

Substantial expenditures are required to establish reserves through drilling and, if warranted, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations, or at all, or that the funds required for development can be obtained on a timely basis. Mineral exploration is subject to a high degree of risk, which even a combination of experience, knowledge, and careful evaluation may not be able to overcome.

Mineral Deposits and Production Costs; Metal Prices

The economics of developing mineral deposits are affected by many factors including variations in the grade of ore mined, the cost of operations, and fluctuations in the sales price of products. The value of the Company's mineral property interests is heavily influenced by metal prices. Metal prices can and do change by substantial amounts over short periods of time, and are affected by numerous factors beyond the control of the Company, including changes in the level of supply and demand, international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production arising from improved mining and production methods and new discoveries. There can be no assurance that the prices of mineral products will be sufficient to ensure that the Company's properties can be mined profitably. The grade of any ore ultimately mined from a mineral deposit may differ from that predicted from drilling results. Production volumes and costs can be affected by such factors as the proximity and capacity of processing facilities, permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. Short-term factors relating to ore reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on the results of operations. Moreover, there can be no assurance that any gold or other minerals recovered in small scale laboratory tests will be achieved under production scale conditions. Although precautions to minimize risks will be taken, processing operations are subject to hazards such as equipment failure or failure of tailings impoundment facilities, which may result in environmental pollution and consequent liability.

Exploration and Development Risks

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors that are beyond the control of the Company and that cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which factors may result in the Corporations not receiving an adequate return of investment capital. Mineral exploration and mining involve considerable financial and technical risk. Substantial expenditures are usually required to establish ore reserves, to evaluate metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to assure that the current exploration programs planned by the Corporations will result in profitable commercial mining operations, as few properties that are explored are ultimately developed into producing mines. Unusual or unexpected geological formations, unstable ground conditions that could result in cave-ins or landslides, floods, power outages or fuel shortages, labour disruptions, fires, explosions, and the inability to obtain suitable or adequate machinery, equipment or labour are risks associated with the conduct of exploration programs and the operation of mines. The Company has no experience in the development and operation of mines and in the construction of facilities required to bring mines into production. The Company will rely upon consultants for expertise with respect to the construction and operation of a mining facility.

Additional Financing

Future exploration and development activities will require additional financing. There is no assurance that additional funding will be available to the Company when needed or that, if available, the terms of such financing will be commercially reasonable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the property interests of the Company with the possible dilution or loss of such interests. The effects of these factors cannot be accurately predicted, but any of these issues could impede development or render it uneconomic. Further, revenues, financings and profits, if any, will depend upon various factors, including the success, if any, of exploration programs and general market conditions for natural resources. Any additional equity financing will cause dilution to shareholders and may result in a change of control.

Stress in the Global Economy

Reduction in credit, combined with reduced economic activity and the fluctuations in the United States dollar and the price of metals, may adversely affect businesses and industries that purchase commodities, affecting commodity prices in more significant and unpredictable ways than the normal risks associated with commodity prices. The availability of services such as drilling contractors and geological service companies and/or the terms on which these services are provided may be adversely affected by the economic impact on the service providers. The adverse effects on the capital markets generally make the raising of capital by equity or debt financing much more difficult and the Company is dependent upon the capital markets to raise financing. Any of these events, or any other events caused by turmoil in world financial markets, may have a material adverse effect on the Company's businesses, operating results, and financial condition.

Global Financial Condition

Global financial conditions have been subject to increased volatility. Access to financing has been negatively impacted by various factors and the liquidity crisis affecting the asset-backed commercial paper market. As such, the Company is subject to counterparty risk and liquidity risk. The Company is exposed to various counterparty risks including, but not limited to: (i) through financial institutions that hold the Company's cash; (ii) through companies that have payables to the Company's; and (iii) through the Company's insurance providers. The Company is also exposed to liquidity risks in meeting its operating expenditure requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the ability of the Company to obtain loans and other credit facilities in the future and, if obtained, on terms favourable to the Company. If these increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted and the trading price of the Company's shares could be adversely affected.

Permits and Licenses

The operations of the Company require licenses and permits from various governmental and non-governmental authorities. There can be no assurances that the Company will be able to obtain all necessary licenses and permits required to carry out exploration, development and mining operations for its proposed projects.

Competition

The mineral exploration and mining business is competitive in all of its phases. The Company competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources than the Company's, in the search for and the acquisition of attractive mineral properties. The ability of the Company to acquire properties in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable properties or prospects for mineral exploration. There is no assurance that the Company will continue to be able to compete successfully with the competition in acquiring such properties or prospects.

No Assurance of Title to Property

While the Company has conducted title searches on its properties, and to the best of its knowledge, title its properties are in good standing this should not be construed as a guarantee of title. The Company's claims may be subject to prior unregistered agreements or transfers or third party and native land claims and title may be affected by undetected defects. If any such title issues arise and are unresolved, any mineral prospect or mineral deposit defined or delineated may fail to meet the definition of a "mineral reserve" pursuant to applicable legislation. Furthermore, there is no assurance that the interests of the Company's may not be challenged or impugned.

Dependence on Key Individuals

The Company is dependent on a relatively small number of key personnel, the loss of any one of whom could have an adverse effect on the Company. The Company does not maintain key-person insurance on the lives of any of its key personnel. In addition, while certain of the Company's officers and directors have experience in the exploration of mineral producing properties, the Company will remain highly dependent upon contractors and third parties in the performance of their exploration and development activities. There can be no guarantee that such contractors and third parties will be available to carry out such activities on behalf of the Company or be available upon commercially acceptable terms.

Environmental and other Regulatory Requirements

The operations of the Company require permits from various levels of government. Such operations are subject to laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. The Company believes it is in substantial compliance with all material laws and regulations that currently apply to its activities. There can be no assurance, however, that all permits which the Company may require for construction of mining facilities and conduct of mining operations, particularly environmental permits, will be obtainable on reasonable terms or that compliance with such laws and regulations would not have an adverse effect on the profitability of any mining project that the Company may undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

The Company may be liable for environmental contamination and natural resource damages relating to properties that it currently owns, operates or have an interest in, or at which environmental contamination occurred while or before it owned, operated or acquired an interest in the properties. No assurance can be given that potential liabilities for such contamination or damages caused by past activities at these properties do not exist.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Unknown Environmental Risks for Past Activities

Exploration and mining operations involve a potential risk of releases to soil, surface water and groundwater of metals, chemicals, fuels, liquids having acidic properties and other contaminants. In recent years, regulatory requirements and improved technology have significantly reduced those risks. However, those risks have not been eliminated, and the risk of environmental contamination from present and past exploration or mining activities exists for mining companies. The Company may be liable for environmental contamination and natural resource damages relating to properties that they currently own, operate or have an interest in, or at which environmental contamination occurred while or before they owned, operated or acquired an interest in the properties. No assurance can be given that potential liabilities for such contamination or damages caused by past activities at these properties do not exist.

Political Regulatory Risks

Any changes in government policy may result in changes to laws affecting ownership of assets, mining policies, monetary policies, taxation, rates of exchange, environmental regulations, labour relations, repatriation of income and return of capital. This may affect both the Company's ability to undertake exploration and development activities in respect of present and future properties in the manner currently contemplated, as well as their ability to continue to explore, develop and operate those properties in which they have an interest or in respect of which they have obtained exploration and development rights to date. The possibility that future governments may adopt substantially different policies, which might extend to expropriation of assets, cannot be ruled out.

Currency Risk

Currency fluctuations may affect the cash flow which the Company may realize from its operations, since most mineral commodities are sold in a world market in U.S. dollars. The Company's costs are incurred primarily in Canadian dollars.

Conflicts of Interest

The directors and officers of the Corporations will not be devoting all of their time to the affairs of the Corporations. Some of the directors and officers of the Company are also directors and officers of other companies, some of which are in the same business as the Company. The directors and officers of the Company are required by law to act in the best interests of the Company. They have the same obligations to the other companies in respect of which they act as directors and officers. Discharge by the directors and officers of their obligations to the Company may result in a breach of their obligations to the other companies, and in certain circumstances this could expose the Company to liability to those companies. Similarly, discharge by the directors and officers of their obligations to the other companies could result in a breach of their obligation to act in the best interests of the Company. Such conflicting legal obligations may expose the Company to liability to others and impair its ability to achieve its business objectives.

Insurance

The Company does not have insurance to adequately protect itself against certain risks associated with mineral exploration. Even if they were to obtain insurance, the Company will remain at risk and will be potentially subject to liability for hazards which it cannot insure against or which it may elect not to insure against because of premium costs or other reasons. In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

Influence of Third Party Stakeholders

The lands in which the Company hold interests, or the exploration equipment and road or other means of access which the Company intend to utilize in carrying out work programs or general exploration mandates, may be subject to interests or claims by third party individuals, groups or companies. In the event that such third parties assert any claims, the work programs of the Company may be delayed even if such claims are not meritorious. Such delays may result in significant financial loss and loss of opportunity for the Company.

Fluctuation in Market Value of Shares

The market price of a publicly-traded stock is affected by many variables not directly related to the corporate performance of the entity, including the market in which it is traded, the strength of the economy generally, the availability and attractiveness of alternative investments, and the breadth of the public market for the stock. The future effect of these and other factors on the market price of Company's shares on the Exchange cannot be predicted.

ADDITIONAL INFORMATION

Additional information about the Company may be obtained on SEDAR at www.sedar.com by accessing the Company's issuer profile.