DIOS EXPLORATION INC.
MANAGEMENT REPORT
FOR THE NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2013

This Management Discussion and Analysis dated November 20, 2013 provides an analysis of operations and financial position of Dios Exploration Inc. (the "Company" or "Dios") for the nine-month period ended September 30, 2013. This discussion and analysis of the financial position and results of operation should be read in conjunction with the Company's unaudited interim financial statements dated September 30, 2013 and the audited financial statements for the year ended December 31, 2012 and December 31, 2011. The interim financial statements for the period of nine months ended September 30, 2013 have been prepared in accordance with *International Financial reporting Standards* ("IFRS") as issued by the *Accounting Standards Board*.

Our report contains «forward-looking statements» not based on historical facts. Forward-looking statements express, as of the date of this report, our estimates, forecasts, projections, expectations and opinions as to future events or results. Forward-looking statements herein expressed are reasonable, but involve a number of risks and uncertainties, and there can be no assurance that such statements will prove to be accurate. Therefore, actual results and future events could differ materially from those anticipated in such statements. Factors that could cause results or events to differ materially from current expectations expressed or implied by the forward-looking statements include, but are not limited to, fluctuations in the market price of precious metals, mining industry risks, uncertainty as to calculation of mineral reserves and requirements of additional financing and the capacity of the Company to obtain financing.

ABOUT DIOS

Dios explores for gold and diamond near major structures. Glacial sediment sampling defines indicator mineral dispersal trains. Dios recently discovered gold dispersal trains leading to glacial floats and outcropping goldbearing granite and angular proximal metric glacial floats of goldbearing wacke.

Dios' systematic till sampling led to the discovery of several gold occurrences and gold glacial dispersal trains on its wholly-owned diamond projects in the Opinaca and Otish areas, James Bay, QC. Dios' gold properties are hosted within a low metamorphism geological sub-province at the southern contact of the Opinaca highly metamorphic sedimentary basin. The Eleonore world-class gold deposit is located near that geological contact. Dios generates projects from scientific conceptual design to field discovery and develops them either alone or through farming out agreements, with the benefit of shareholders in mind, evaluating from the start feasible economics in relation with access and facilities.

Dios' shares are traded on the TSX Venture Exchange under the symbol **DOS** and 39,170,961 shares were issued as of September 30, 2013. Additional information may be available through the www.sedar.com web site, under the Company's section "Sedar filing" or at www.Diosexplo.com.

Always looking for new developments in mineral exploration, Dios' strength relies on the identification of new glacial dispersal trains with strong potential, focusing on glacial sediment exploration over underexplored regions.

Some 18,000-5,000 years ago, glaciers occupied an area up to 44,400,000 square kilometres, including the Laurentian Inlandsis that then covered the province of Québec and part of Ontario. This geological event magnitude considerably shaped the Quebec geomorphology through the erosion of its rock basement resulting from the glacial dome displacement and subsequent sedimentation associated with this process.

Dios collects regional reconnaissance glacial (fluvio-glacial) sediment samples, targeting regional eskers (river channels at glacier sole) or remobilized beach sands. Samples are sent to the laboratory for screening and different fraction separation. Heavier fractions are isolated and their different minerals put under binocular study.

Follow-up sampling with a tighter mesh carried out up-ice of detected anomalies targets shorter transport glacial material. Glacial float prospecting and rock outcrop mapping will also be undertaken up-ice of the anomalies. Dios' research method uncovered well-structured gold-in-till glacial dispersal trains on wholly-owned AU33 West, 33 Carats South, Le Caron, Shadow and 14 Karats.

SUMMARY OF ACTIVITIES FOR THE NINE-MONTH PERIOD ENDED SEPRTEMBE 30, 2013

- Exploration expenditures of $ 401,319 mainly spent on the 33 Carats and 14 Karats projects. See "**Summary of exploration activities**".

- 33 Carats project : (gold *porphyry target*):
  - **A nine hole diamond drilling program totaling 1,332 meters was completed on the 33 CARATS property in October 2013.** This James Bay (Qc) project is now road accessible and wholly-owned by Dios. **Core assays are pending**. Five main humus gold anomalies up to 3.9 ppb were outlined in a final soil geochemistry report completed during last quarter within a 4.5 x 2 km poorly-magnetic tonalitic phase.
  - Fifteen humus samples assayed over 1.0 ppb gold. Gold soil anomalies are N-S to NNE striking from 300 to 1,500 meters long and adjacent to metric size glacial floats grading up to 7.76 g/t Au and outcrops grading up to 4.93 g/t Au.

- AU33 West project (gold porphyry target):
  - Report completed on last Fall stripping, track-sampling and sampling yielding up to 5 g/t gold over 5.25 m.
  - Report completed on geophysical survey to better define the extents of some mineralized showings under vegetal cover and better target future exploration work and drilling.

- 14 Karats project:
  - Metric size glacial float made up of silicified metasediments (wacke) with disseminated sulfides (2-5% arsenopyrite-pyrite-pyrrhotite) assaying 2.6 g/t gold, 0.7 g/t silver, over 1% arsenic and 0.3% tungsten, in the vicinities of abundant similar Opatica metasediments (1-10% PY-ASPY-PO): some up to 6 m x 6 m x 3 m in size, suggesting an up-ice local source.

RESULTS OF OPERATIONS

Summary of exploration activities incurred directly by the Company

Nine-month period ended September 30, 2013

During the nine-month period ended September 30, 2013, the Company incurred $401,319 in exploration expenses compared to $1,218,571 for the same period in 2012.

Exploration Expenses Analysis

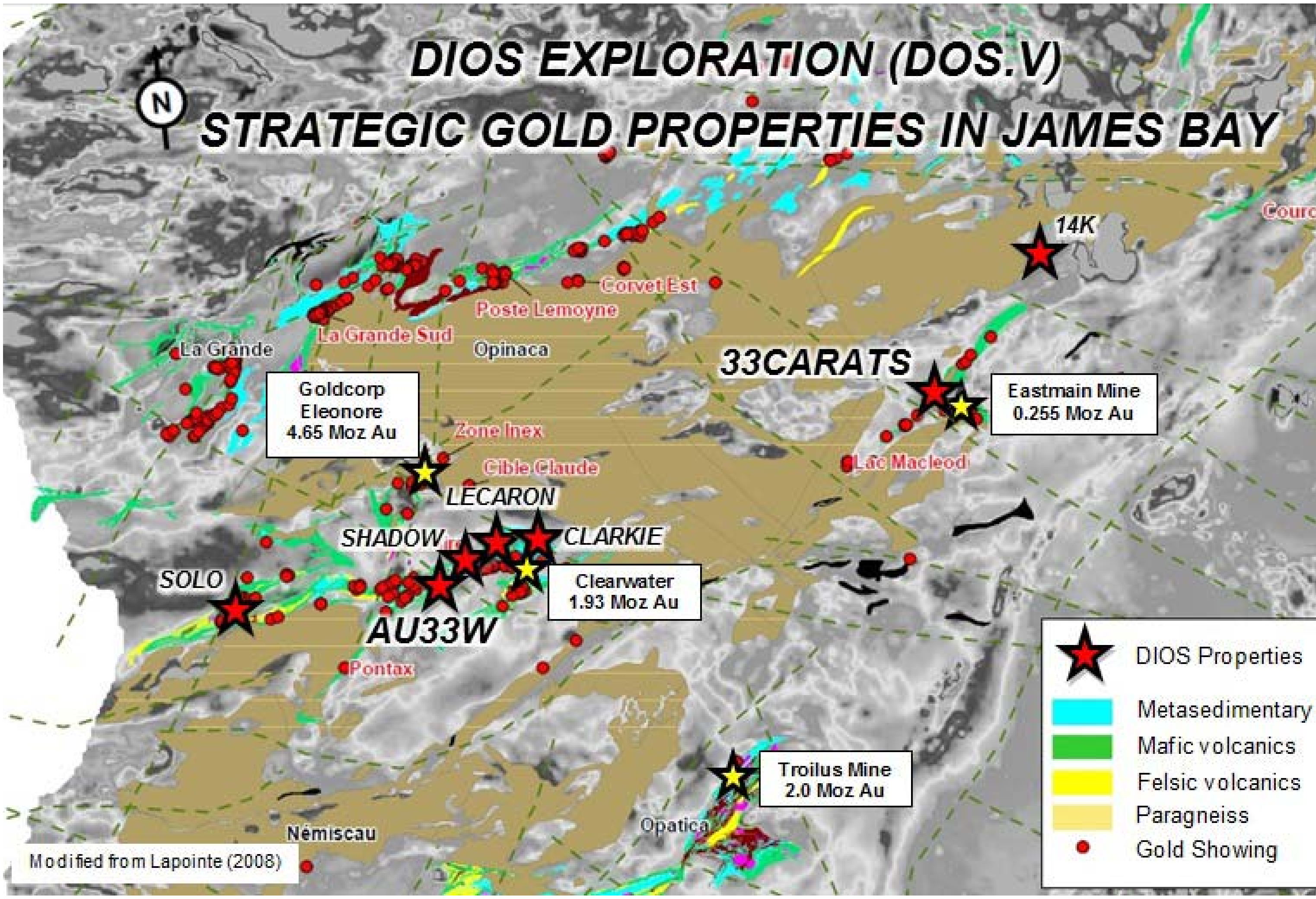
Description	33 Carats	14 Karats	LeCaron	Shadow	Other	Total
Geology	98 086 $	23 897 $	25 664 $	32 018 $	54 336 $	234 001 $
Till sampling and analysis	81 589 $	45 744 $	16 683 $	3 230 $	- $	147 246 $
Transport and lodging	250 $	- $	- $	- $	- $	250 $
Office and other	16 589 $	234 $	- $	87 $	347 $	17 257 $
Geophysics	- $	- $	- $	- $	2 565 $	2 565 $
	196 514 $	69 875 $	42 347 $	35 335 $	57 248 $	401 319 $

Three-month period ended September 30, 2013

During the third quarter ended September 30, 2013, the Company incurred $104,267 in exploration expenses compared to $679,052 for the same period in 2012.

Exploration Expenses Analysis

Description	33 Carats	14 Karats	LeCaron	Shadow	Others	Total
Geology	50 012 $	- $	6 133 $	9 813 $	7 360 $	73 318 $
Till sampling and analysis	5 210 $	7 266 $	5 199 $	3 230 $	- $	20 905 $
Transport and lodging	3 150 $	- $	- $	- $	- $	3 150 $
Office and other	6 807 $	- $	- $	87 $		6 894 $
Geophysics	- $	- $	- $	- $		- $
	65 179 $	7 266 $	11 332 $	13 130 $	7 360 $	104 267 $



Geological information presented herein was summarized by Marie-José Girard M.Sc., Geo M.Sc., qualified person pursuant to National Instrument 43-101.

<u>Eastern part of the Eastmain River, James Bay, Québec</u>

33CARATS-Sud gold project

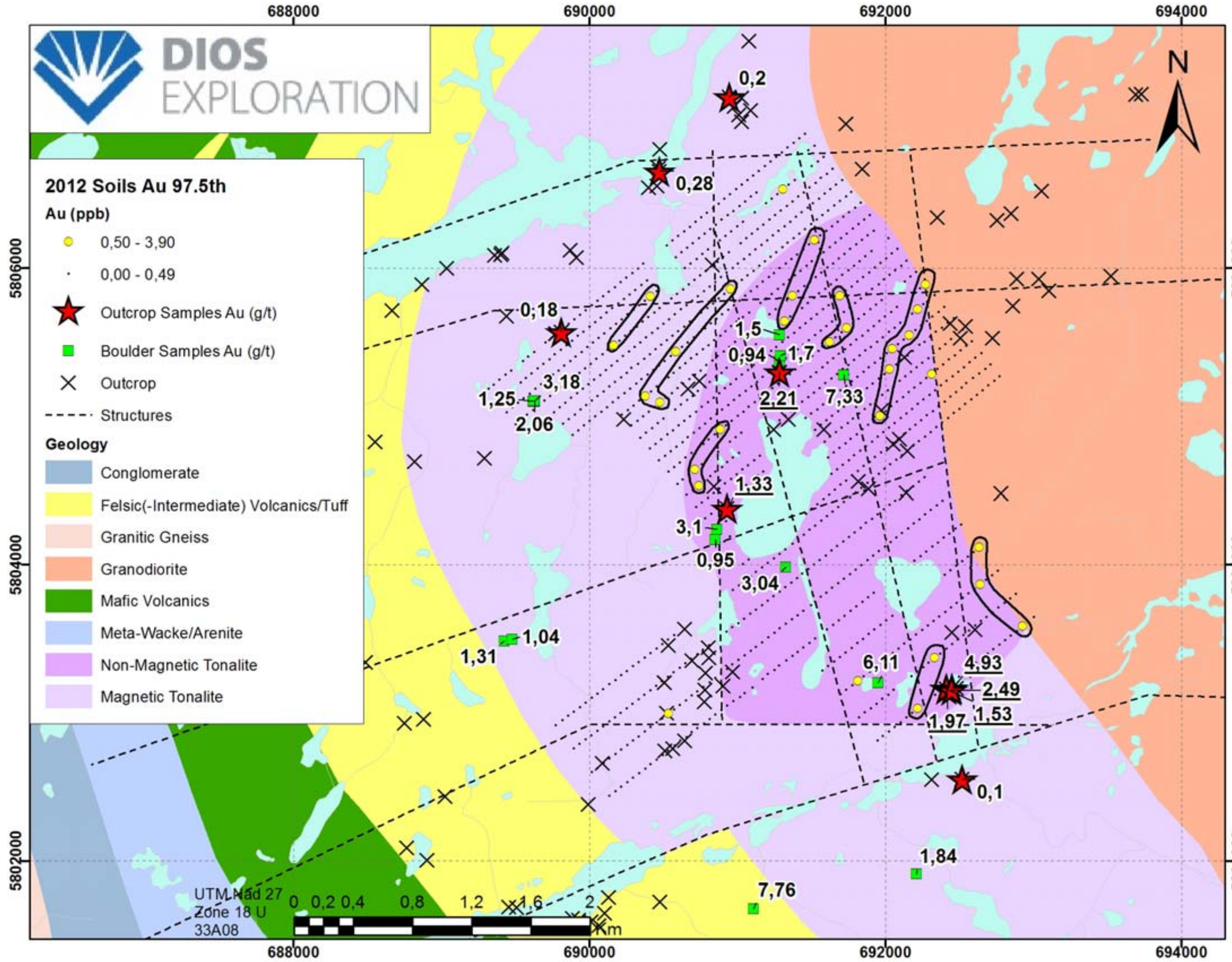
A nine hole drilling program totalling 1,332 meters was completed on wholly-owned road-acessible **33 CARATS** gold porphyry project, north of the town of Chibougamau, James Bay, QC. This first drilling program targeting gold intersected several plurimetric zones within granite (tonalite) with disseminated copper sulfides (up to 1% chalcopyrite), 1-2 % pyrite (iron sulfide) (both gold metallotects in this geological context of gold porphyry), and silicified-hematized zones, as well as local chalcopyrite stringers zones associated with biotite (-carbonated) zones.

A significant biotitisation zone (potassic alteration targeted for by this drilling for such a gold deposit) some two km by 300-400 m was defined and interpreted. Holes were drilled over approximately a 2.5 km north-south length and over 500 m east-west. Biotite alteration is intense and pervasive and can be disseminated or in veinlets. Epidote alteration can also be noted in association with hematization zones. Propylitisation zones are typical of porphyry deposits.   Detailed core logging is completed and core split in two already sent to ALS-Chemex laboratory, Val d'Or for assaying, results pending. Gold mineralized outcrops grading up to 4.93 g/t Au, 6.8 g/t Ag, 0.477% Cu and 14 g/t Bi were discovered in 2012. Some glacial boulders of metric size are angular, suggesting a proximal source, and they grade up to 7.76 g/t Au, 15.7 g/t Ag, 2 % Cu and 74 g/t Bi; they were for the first time discovered in 2011.

This fall prospecting program also uncovered new mineralized outcrops of tonalite with disseminated chalchopyrite and as in-fillings in association with hematization zones some 500 m farther away than the last known mineralized outcrops. Several mineralized boulders were also discovered down-ice.

The goldbearing tonalite at **33 CARATS** is located about 8-10 km from Eastmain gold deposit and 50 km south of Renard diamond deposit. There is a typical gold-silver-copper-bismuth association and mineralization (disseminated, not vein-hosted) and metal associations suggest potential for bulk tonnage porphyry gold deposit.

Final results received during the quarter from the previous humus sampling survey outlined five main gold anomalies.



14 KARATS gold project *(Éléonore-Hemlo magmatic gold-type)*

In the vicinities of lake-bottom arsenic anomalies (11, 17, 18 parts per million As), a metric size glacial float of silicified metasediments (wacke) with disseminated sulfides (2-5% arsenopyrite-pyrite-pyrrhotite) assaying 2.6 g/t gold, 0.7 g/t silver, over 1% arsenic and 0.3% tungsten, near abundant similar Opatica metasediments with (1-10% PY-ASPY-PO): some up to 6 m x 6 m x 3 m in size, suggesting a local source**.** This discovery came from following-up Dios 2011-12 regional till sampling that yielded several gold anomalies over 1,000 parts per billion (ppb) gold. In 2012, Dios investigated the first-priority gold anomalies in tills (up to 2,330 ppb gold in heavy minerals concentrate) and magnetic lineaments along the Opatica-Opinaca contact. The target was Eleonore-Hemlo magmatic gold mineralization.

The 14 Karats project covers a 40 km under-explored strike of the northern extent of the Archean Upper Eastmain volcano-sedimentary belt, at the contact between the Opatica and Opinaca Subprovinces.

<u>Western part of the Eastmain River, James Bay, Québec</u>

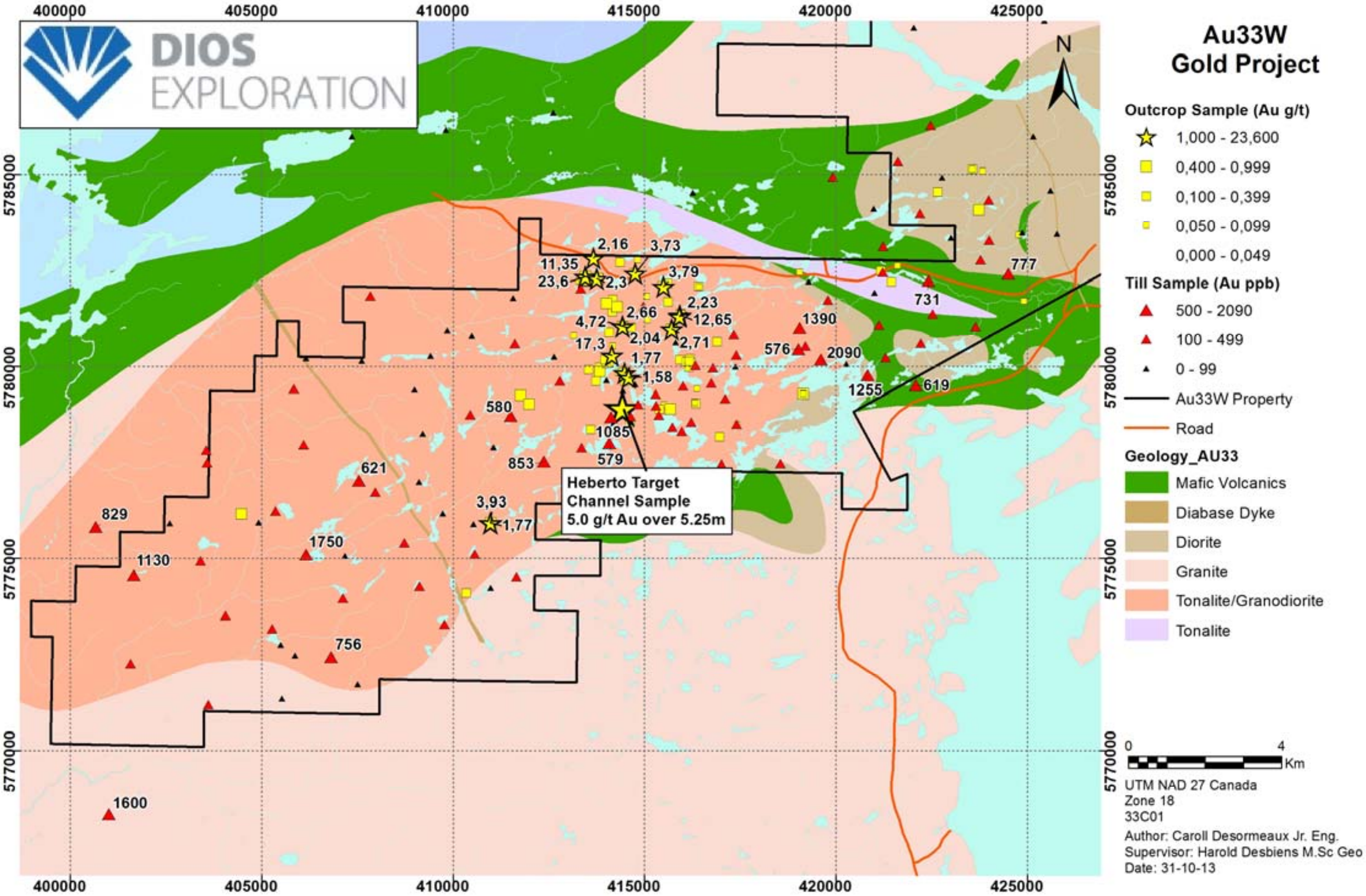
On the **AU33 West** project located nearby the James Bay EM-1 dam, new gold showings were uncovered during the 2012 summer-fall prospecting program. This program targeted an extensive felsic magmatic complex (tonalite-granodiorite) for large tonnage-low grade disseminated gold. Gold-bearing outcrops (assaying between 1.77 and 17.3 g/t gold in grab-sample) were found up-ice of glacial dispersial trains using historical Dios tills and floats data.

In the 2012 Fall, ten trenches were dug to test solil geochemical anomalies or to extented known showings. Best results were obtained from the Heberto showing, a first priority target that returned 5.0 g/t gold (grams per tonne) over 5.25 m et 1.12 g/t gold over 4.5 m in a sheared tonalite (type of granite). This showing is associated with a weak induced polarization conductor over a 1.4 km strike and remains open in all directions. Large stripping was recommended by Osisko geologists. Future work will test a dome-like magnetic structure near the interesting induced polarization anomaly data will be detailed studied and checked in the field, as well as good drilling targets near the Heberto showing. Several anomalous results of 0.5 to 1.1 g/t gold over 0.75 to 2.25 m were also returned in other trenches in the granitic rocks.

Half of planned trenches and stripping have not yet been dug. Field work will target the fold nose area and some diorite granite geological contact, as well as a breccia zone target in contact with a diorite. Known gold showings discovered to date do not explain in all its length the gold glacial dispersal train with several values greater than 1 g/t gold in till, one of the most significant gold glacial dispersal train in the Opinaca area.

Osisko funded the exploration programs since 2011, up to 1.4-1.5 M$: mapping and prospecting surveys, soil geochemical surveys (humus – B horizon) mainly in the central area near the auriferous glacial boulders and discovered several outcropping gold showings, including Heberto (5 g/t gold over 5.25 m), composed of 1-3% pyrite, finely disseminated in lightly sericitised foliated tonalite. This mineralized occurrence is associated to a weak 1.4 km long induced polarization anomaly and remains open in all directions. Dios was advised that recent major cuts and lay-off of Osisko exploration personnel will not allow for the option agreement to be pursued in 2014.

Mineralization (disseminated, not vein-hosted) and metal associations suggest potential for a low-grade bulk tonnage gold deposit (oxidized intrusion related). The occurrence of concentric structures associated with mineralized brittle structures, the major regional gold in till anomalies, the highly anomalous gold background of the fractured intrusive suggest that this property still hosts a potential for a worldclass five million ounces gold deposit or more, particularly in the central part near Heberto and more to the east in the fold nose very poorly outcropping area. Certain geochemical features similar to Malartic were also observed.


DIOS EXPLORATION
Au33W
Gold Project
Outcrop Sample (Au g/t)
1,000 - 23,600
0,400 - 0,999
0,100 - 0,399
0,050 - 0,099
0,000 - 0,049
Till Sample (Au ppb)
500 - 2090
100 - 499
0 - 99
Au33W Property
Road
Geology_AU33
Mafic Volcanics
Diabase Dyke
Diorite
Granite
Tonalite/Granodiorite
Tonalite
Heberto Target
Channel Sample
5.0 g/t Au over 5.25m
UTM NAD 27 Canada
Zone 18
33C01
Author: Caroll Desormeaux Jr. Eng.
Supervisor: Harold Desbiens M.Sc Geo
Date: 31-10-13

Summary of planned exploration programs for 2013

PROJECTS	PLANNED WORK	BUDGET ($)	FOLLOW-UP WORK
33 CARATS	Trenching, tills and drilling	500,000	Geophysics (I.P.) & Drilling
AU33 West (Osisko)	Geophysics (I.P) & Drilling	500,000	Geophysics (I.P) & Drilling
SHADOW	Prospecting, mapping & Trenching	315,000	Geophysics (I.P) & Drilling
LECARON	Prospecting and mapping	92,000	Tills, Geophysic and drilling
LECARON-CLARKIE	Prospecting and mapping	92,000	Soils, Trenching and Geophysics
SOLO	Prospecting and mapping	100,000	Compilation, Prospecting and mapping
14 KARATS	Compilation	60,000	Mapping and additional Prospecting
TOTAL DIOS		**1,159,000**	
TOTAL OSISKO		**500,000**	

This budget is subject to additional fundraising in 2013. Since the withdrawal of Osisko Mining Corporation in October 2013 as a partner on AU33 West property, the budget of $500,000 will not be achieved.

SUMMARY OF FINANCIAL ACTIVITIES

Net loss for the quarter is $45,536 (net loss of $122,938 for 2012) whereas administrative expenses for the quarter totalled $41,127 ($86,976 for 2012).

Analysis of administrative expenses

Description	**Quarter ended September 30**	
	2013	2012
	$	$
Salaries and employee benefits expense	**27,777**	60,416
Publicity and public relations	**4,534**	1,629
Registration fees and shareholders information	**2,633**	4,045
Professional fees	**2,155**	10,000
Insurances, taxes and permits	**2,108**	2,040
Office	**1,772**	8,091
Banking fees and interests	**148**	755
	41,127	86,976

During the three-month period ended September 30, 2013, one notes mainly:

Administrative expenses

- Salaries: Decrease in stock-based compensation in 2013;
- Publicity and public relation: Training trip during the quarter;
- Office and Professional fees: Program of spending cuts in 2013;

Net loss

- Decrease in banking and placement interests;
- Decrease in the loss related to Change in fair value of listed shares;

Net loss for the nine-month period ended September 30, 2013 is $249,829 (net loss of $409,899 for 2012) whereas administrative expenses for the nine-month period ended September 30, 2013 totalled $227,715 ($329,913 for 2012).

Description	**Nine-month period ended September 30**	
	2013	2012
	$	$
Salaries and employee benefits expense	**146,654**	219,588
Professional fees	**33,925**	42,300
Registration fees and shareholders information	**20,634**	22,743
Office	**10,498**	25,825
Insurances, taxes and permits	**8,409**	8,422
Publicity and public relations	**7,675**	9,817
Banking fees and interests	**(80)**	1,218
	227,715	329,913

During the nine-month period ended September 30, 2013, one notes mainly:

Administrative expenses

- Salaries: Decrease in stock-based compensation in 2013;
- Office, Professional fees and Publicity and public relation: Program of spending cuts in 2013;

Net loss

- Decrease in banking and placement interests;
- Gain on sale of Pontax-Lithium property of $112,513 in 2012;
- Positive change in fair value of listed shares;
- Following the new IFRS accounting rules, the Company recorded deferred taxes of $43,500 relating to the flow-through shares issued in 2011.

SUMMARY OF QUARTERLY RESULTS

	2013				**2012**					**2011**
($ 000 except loss/share)	**Q3**	**Q2**	**Q1**		**Q4**	**Q3**	**Q2**	**Q1**		**Q4**
Income and others	1	1	4		6	6	6	16		15
Net earnings (net loss)	(45)	(86)	(118)		(40)	(123)	(133)	(113)		(2 346)
Net earnings (net loss) per share (basic and diluted)	(0.001)	(0,002)	(0.003)		(0.002)	(0.003)	(0.003)	(0.004)		(0.061)

Variations in quarterly loss can be explained by the following:

2013-Q3	Decrease in banking interests and stock-based compensation.
2013-Q2	Decrease in banking interests and stock-based compensation. Spending cut program in 2013 (Office and Publicity and public relation)
2013-Q1	Increase of stock-based compensation.
2012-Q4	Exploration and evaluation asset write-off of $24,368.
2012-Q3	Decrease of stock-based compensation expenses.
2012-Q2	Refundable credit on mining duties for losses of $98,290 and payment on option of $75,000 received during the quarter with respect to AU33 WEST property.
2012-Q1	Gain on sale of Pontax-Lithium property for $112,513 and negative change in fair value of listed shares for $116,985.
2011-Q4	Exploration and evaluation asset write-off totalling $2,272,722.

CASH FLOW SITUATION

The working capital decreased by $91,737 as at September 30, 2013 going from $917,351 as at June 30, 2013 to $825,614 as at September 30, 2013. The decrease is mainly due to exploration costs and the administrative expenses incurred during the period.

The cash and term deposits (free cash flow) totaled $551,951 as at September 30, 2013 compared to $186,069 as at June 30, 2013.

The Company is considered to be in the exploration stage, thus it is dependent on obtaining regular financing in order to continue exploration. Despite previous success in acquiring sufficient financing, there is no guarantee of obtaining any future financing.

The Company considers the cash on hand sufficient for known obligations. As at September 30, 2013, the Company did not have any debt or any financial commitments in upcoming quarters.

SHARE CAPITAL, OPTIONS AND WARRANTS

As at September 30, 2013:

- 39,170,961 Common Shares were issued.
- 4,220,000 options were granted and a total of 3,772,250 can be exercised at prices ranging between $0.15 to $0.34 between 2014 and 2017. Each option can be exchanged by its holder thereof for one Common Share of the Company.

Share capital

Variations in share capital as at November 20, 2013 are the following:

Description	Number of shares	Amount $
As at December 31, 2012	39,170,961	17,730,898
As at September 30, 2013	**39,170,961**	**17,730,898**
Private Placement (See SUBSEQUENT EVENTS)	900,000	90,000
As at November 20, 1013	**40,070,961**	**17,820,898**

Options

Variations in outstanding options as at November 20, 2013 are the following:

As at December 31, 2012	4,790,000	0.24
Expired	(570,000)	0.31
As at September 30, 2013 and November 20, 2013	**4,220,000**	**0.23**

Options granted and exercisable as at November 20, 2013:

Expiry date	Number of options	Exercisable	Exercise price ($)
May 19, 2014	670,000	670,000	0.15
March 22, 2015	670,000	670,000	0.34
April 25, 2016	920,000	920,000	0.30
February 28, 2017	965,000	965,000	0.235
December 12, 2017	995,000	547,250	0.15
	4,220,000	3,772,250	0.23

In total, $104,624 of employee remuneration expense (all of which related to equity-settled share-based payment transactions) were included in profit or loss for the nine-month period ended September 30, 2013 ($169,011 for the nine-month period ended September 30, 2012) and credited to Contributed surplus.

SUBSEQUENT EVENTS

On October 3, 2013, the Company completed a private placement of $90,000 consisting of 900,000 flow-through shares at a price of 0.10$ per share.

On October 18, 2013, the Company announced that due to recent major cuts and lay-offs, Osisko Mining Corporation terminated its option agreement on the AU33 West gold project, James Bay, Qc.

ACCOUNTING POLICIES

These interim financial statements of the Company were prepared in accordance with IFRS, as issued by the International Accounting Standards Board (IASB) under International Accounting Standard (IAS) 34 - Interim Financial Reporting. These interim financial statements were prepared using the same basis of presentation, accounting policies and methods of computations outlined in Note 4, SIGNIFICANT ACCOUNTING POLICIES as described in our financial statements for the year ended December 31, 2012. The interim financial statements do not include all of the notes required in annual financial statements.

CRITICAL ACCOUNTING ESTIMATES, JUDGMENTS AND ASSUMPTIONS

When preparing the financial statements, management undertakes a number of judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses. The actual results are likely to differ from the judgments, estimates and assumptions made by management, and will seldom equal the estimated results. Information about the significant judgments, estimates and assumptions that have the most significant effect on the recognition and measurement of assets, liabilities, income and expenses are discussed below.

Estimation uncertainty

(a) Impairment of exploration and evaluation assets

When an indication of impairment loss or a reversal of an impairment loss exists, the recoverable amount of the individual asset must be estimated. If it is not possible ot estimate the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs must be determined.

No impairment loss of the exploration and evaluation assets was recognized during the period. No reversal of impairment losses has been recognized for the reporting periods.

(b) Share-based payments

The estimation of share-based payment costs requires the selection of an appropriate valuation model and consideration as to the inputs necessary for the valuation model chosen. The Company has made estimates as to the volatility of its own share, the probable life of share options and warrants granted and the time of exercise of those share options and warrants. The model used by the Company is the Black-Scholes valuation model.

Significant management judgement

(a) Impairment of exploration and evaluation assets

Determining if there are any facts and circumstances indicating impairment loss or reversal of impairment losses is a subjective process involving judgment and a number of estimates and interpretations in many cases.

Determining whether to test for impairment of exploration and evaluation assets requires management's judgment, among others, regarding the following: the period for which the Company has the right to explore in the specific area has expired or will expire in the near future, and is not expected to be renewed; substantive expenditure on further exploration and evaluation of mineral resources in a specific area is neither budgeted nor planned; exploration for and evaluation of mineral resources in a specific area have not led to the discovery of commercially viable quantities of mineral resources and the Company has decided to discontinue such activities in the specific area; or sufficient data exists to indicate that, although a development in a specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

(b) Recognition of deferred income tax assets and measurement of income tax expense

Management continually evaluates the likelihood that its deferred tax assets could be realized. This requires management to assess whether it is probable that sufficient taxable income will exit in the future to utilize these losses within the carry-forward period. By its nature, this assessment requires significant judgment. To date, management has not recognized any deferred tax assets in excess of existing taxable temporary differences expected to reverse within the carry-forward period.

Off-balance sheet arrangements

During the period, the Company did not set up any off-balance sheet arrangements.

RISK AND UNCERTAINTIES

Risks inherent in the nature of mineral exploration and development

Mineral exploration and development involve several risks which experience, knowledge and careful evaluation may not be sufficient to overcome. Large capital expenditures are required in advance of anticipated revenues from operations. Many exploration programs do not result in the discovery of mineralization; moreover, mineralization discovered may not be of sufficient quantity or quality to be profitably mined. Unusual or unexpected formations, formation pressures, fires, power outages, labor disruptions, flooding, explosions, tailings impoundment failures, cave-ins, landslides and the inability to obtain adequate machinery, equipment or labor are some of the risks involved in the conduct of exploration programs and the operation of mines. The commercial viability of exploiting any precious metal deposit is dependent on a number of factors including infrastructure and governmental regulations, in particular those respecting the environment, price, taxes, and royalties. No assurance can be given that minerals of sufficient quantity, quality, size and grade will be discovered on any of the Company's properties to justify commercial operation. Numerous external factors influence and may have significant impacts on the operations of the Company and its financing needs.

Financial risks

The Company is an exploration company. The Company will periodically have to raise additional funds to continue operations, and while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future.

Tax

No assurance can be made that Canada Revenue Agency or Quebec Minister of Revenue will agree with Company's characterization of expenditures as Canadian exploration expenses or Canadian development expenses.

Dependence on key personnel

The development of the Company's business is and will continue to be dependent on its ability to attract and retain highly qualified management and mining personnel. The Company faces competition for personnel from other employers.

Conflicts of interest

Certain directors of the Company are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith of view to the best interests of the Company and to disclose any interest, which they may have un any project or opportunity of the Company. If a conflict arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter.

Environmental risks

The Company is subject to various environmental incidents that can occur during exploration work. The Company maintains an environmental management system including operational plans and practices.

MANAGEMENT'S RESPONSABILITY FOR FINANCIAL INFORMATION

The Company's financial statements are the responsibility of the Company's management, and have been approved by the board of directors. The financial statements were prepared by the Company's management in accordance with IFRS. The financial statements include certain amounts based on the use of estimated and assumptions. Management has established these amounts in a reasonable manner, in order to ensure that the financial statements are presented fairly in all material respects.

(Signed) Marie-José Girard, President

(Signed) René Lacroix CPA CA, Chief Financial Officer

Montreal, November 20, 2013