JAYDEN RESOURCES INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2013

The following Management's Discussion and Analysis ("MD&A") is intended to assist the reader to assess material changes in financial condition and results of operations of Jayden Resources Inc.("Jayden" or the "Company") as at September 30, 2013 and for the nine months then ended in comparison to the same period in 2012.

This MD&A should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2012 and supporting notes. These financial statements have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

All monetary amounts are in Canadian dollars unless otherwise specified. The effective date of this MD&A is November 14, 2013. Additional information relating to the Company is available on SEDAR at www.sedar.com.

Contents of the MD&A

1. Overview

Jayden is in the advanced stage of exploration on its 80% owned Silver Coin Property. The Silver Coin Property is located approximately 25 kilometres by road north of Stewart, British Columbia in the Skeena Mining Division of British Columbia and consists of 44 claims totalling 1496 net Ha.

Since 2004, the Company, along with its joint venture partner Mountain Boy Minerals Ltd. ("Mountain Boy"), has conducted extensive exploration as well as environmental, metallurgical and resource studies on its Silver Coin Property. In April 2007, Minefill Services calculated a NI 43-101 compliant resource on the Silver Coin Property. Subsequently, the Company conducted aggressive drill campaigns in 2007 and 2008. In December of 2009 Tetra Tech Inc. completed a NI 43-101 compliant Preliminary Economic Assessment, incorporating the new drill holes and issued an update to this report on March 12, 2010.

The Company completed a drill program in September of 2010 with the objectives of confirming historical drill results, filling in undrilled portions of the mineralization, extending the mineralization to the north of the existing resource and obtaining fresh core for continued metallurgical testing. Based on this new drilling, the Company contracted Minarco MineConsult to complete an updated NI 43-101 compliant Technical Report and Preliminary Economic Analysis with an updated resource which was issued April 13, 2011.

Jayden began a significant drill program in May 2011 with the principal objective of reducing hole spacing in the main resource area. This program was completed in September of 2011 with a total of 109 core holes drilling 17,468m. In addition to Jayden's normal core logging/QAQC and assay procedures the Company determined specific gravity for representative samples of much of the 2011 core to bolster the Company's engineering data.

Jayden has conducted the majority of its exploration on its properties using third party geological consultants and subcontractors.

The Company is taking additional steps to advance the Silver Coin Property toward production including contracting AMEC Earth and Environmental to continue environmental baseline studies begun in 2009 by Cambria Gordon Ltd. This baseline environmental work will support future permitting efforts.

Metallurgical test results, including comminution testing, show that the Silver Coin mineralization can be effectively treated using standard milling practices. During 2011 the Company conducted an aggressive metallurgical test program. The test work confirmed the Company's previous favourable recovery estimates and confirmed that a gravity circuit may be useful in recovering free gold and electrum, that a bulk sulphide concentrate will recover very high percentages of the gold and silver and that concentrate can be treated effectively by cyanide to recover an overall 87% of the gold and roughly 50% of the silver in a dore.

2. Overall performance for the nine months ended September 30, 2013

Jayden entered into an asset purchase agreement with Decade Resources Ltd. ("Decade") to acquire Decade's Grassy 1 and Grassy 2 mineral claims which adjoin the eastern edge of the Silver Coin Property. Under the terms of the agreement the Company must pay $60,000 to Decade by December 31, 2012. On December 12, 2012 the agreement's term was extended to June 30, 2013. After the term ended, the Company did not renew the agreement with Decade.

The Company's performance for the nine month period 2013 was a net loss of $1,076,107 (September 30, 2012: $1,373,487). Current period's loss is mainly attributable to the increased expenditures on professional fees $505,230 (September 30, 2012: $276,217). The change is primarily due to professional advisory fees paid to Baron Capital Limited for financial advisory and corporate finance services outside of Canada (refer to related party expenditures below for additional disclosure). The Corporate administrative costs for the nine month period was $205,476 (September 30, 2012: $189,629) which is consistent for the nine month period. The significant decrease in expenditures in the current nine month period was primarily due to share based payments of $nil (September 30, 2012: $487,100) as no share based payments were granted in the fiscal period.

As Jayden is still undergoing analysis on its Silver Coin property, the Company is continually incurring fees to maintain and assess the property's underlying value. The Company relies heavily on equity financing which are dependent on economic factors. The Company is continually assessing its treasury and seeking financing to support its operations.

3. Results of operations for the nine months ended September 30, 2013

The following table sets forth selected consolidated information for the nine months ended September 30, 2013, 2012 and 2011.

For the nine months ended September 30,	2013	2012	2011
Financial results:			
Net loss for the period	$ (1,076,107)	$ (1,373,487)	$ (1,289,023)
Basic and diluted loss per share	(0.0428)	(0.0055)	(0.0070)
Balance sheet data:			
Cash and cash equivalents	43,000	660,169	2,356,134
Mineral properties	15,770,950	15,837,845	14,571,281
Net current assets	40,968	377,431	1,849,833
Shareholders' equity	14,758,582	16,378,819	17,605,612
Cash flow data:			
Exploration expenditures	(348,343)	(825,595)	(3,931,855)
Common share proceeds (gross)	-	-	7,898,002

Because the Company is an exploration company, it has no revenue from mining operations.

The table below sets forth selected results of operations for the Company's eight most recently completed quarters.

	Sept 30, 2013	Jun 30, 2013	Mar 31, 2013	Dec 31, 2012	Sep 30, 2012	Jun 30, 2012	Mar 31, 2012	Dec 31, 2011
Net loss	(200,158)	(656,193)	(219,756)	(503,317)	(379,607)	(237,879)	(756,001)	(362,710)
Basic and diluted loss per share	(0.01)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.03)	(0.00)
Write-down of interests in mineral properties	-	-	-	-	-	-	-	-
Share-based payments	-	-	-	-	-	-	487,100	46,600
Total assets	16,352,258	16,292,673	16,898,353	17,064,534	17,102,571	16,846,320	17,224,905	17,473,443
Working capital	(1,171,737)	447,701	1,063,244	741,929	377,431	893,763	1,299,811	1,849,833

During the quarter ended September 30, 2013, the Company incurred a net loss of $200,158 compared to $379,607 for the quarter ended September 30, 2012. The net loss of $200,158 was mainly due to corporate administration of $76,651 (2012 – 47,455), professional fees of $26,361 (2012 - $192,415), regulatory and shareholder services of $19,978 (2012 - $14,570) and staff salaries of $73,608 (2012 – $102,241). The working capital during the quarter ended September 30, 2013, decreased significantly due to a loan made to the Company by a director of the Company. The aggregate loan outstanding as of September 30, 2013, is $1,212,705 and is repayable on July 1, 2014 and on the earlier of (i) October 26, 2014, respectively, or (ii) the successful completion of a public financing.

During the quarter ended June 30, 2013, the Company terminated the corporate financial advisory services provided by Baron Capital Limited HK ("BCL"). The Company paid BCL a termination payment of $335,000 and expense reimbursement of $103,235. As a result the net loss incurred during the quarter ended June 30, 2013 is greater compared to the first quarter March 31, 2013 and third quarter September 30, 2013.

During the three month period ended March 31, 2012 the Company's working capital was $1,299,811 and by the end of the next three-month period ended June 30, 2012 this position has decreased to $893,763, and then by the three months ended September 30, 2012 this position had decreased to $377,431, which decrease is accounted for largely by the loan proceeds received during the quarter of $630,825. By the end of the three months ended December 31, 2012 the working capital had increased to $741,929 due to a reclassification of the loan payable from current liability to long term liability.

The net loss incurred during the quarter ended December 31, 2012 was mainly due to corporate administration of $238,770 (2011 - $300,599), professional fees of legal and accounting advisory fees of $564,763 (2011 - $548,419), regulatory and shareholder services of $112,422 (2011 – 79,877), staff salaries of $426,540 (2011 - $469,739) and share-based payments of $394,400 (2011 – Nil).

Quarter ended September 30, 2013 compared to quarter ended September 30, 2012

For the three-month period ended September 30, 2013, the Company recorded a net loss of $200,158 compared to $379,607 in the comparable period in the prior year. The decrease in net loss from the period in the prior year is due to a decrease in general administrative expenses. The major change in general administrative expenses were professional fees. $26,361 of professional fees was recorded for the three-month period ended September 30, 2013 compared to $192,415 in prior year. The professional fees recorded were related to accounting and legal services. During the three-month period ended September 30, 2012, professional fees related to legal services of $119,349 was recorded. The legal services were related to the continuation in Cayman Islands and legal advisory related to listing application.

As at September 30,	2013	2012
Legal fees	$	$
Angelo Ho & Associates	-	65,606
CARD Corporate Services Ltd.	16,532	-
Charles Adams Ritchie & Duckworth	-	15,450
Codan Trust Company (Cayman)	(1,278)	
Conyers Dill & Pearman	-	5,986
McMillan LLP	-	28,714
Richards Butler HK	-	3,332
Vincent T.K. Cheung, Yap & Co.	-	262
Accounting		
ABC Language Solutions Inc.	3,100	-
Amanda Yun-Lin Tseng	508	-
Baker Tilly Hong Kong	-	2,900
BDO Canada LLP	5,000	4,000
BDO Limited (Hong Kong)	-	46,978
MNP LLP	2,500	-
Listing Sponsor Fee		
Emperor Capital Limited	-	19,187
Total Professional Fees	26,361	192,415

The Company started 2013 with a working capital of $741,929 and by the end of the nine month period ended September 30, 2013 the Company's working capital was $40,968. This decrease in working capital is due to general administrative expenses. Major expense during the nine month period ended September 30, 2013 was professional fees of accounting and legal services related to the preparation of listing application.

3.1 Exploration projects

3.1.1 Silver Coin Property:

GEOLOGY

The Silver Coin Property covers an area of intensely altered Lower-Jurassic Age intermediate volcanic rocks. Detailed regional and property scale geologic mapping conducted by government and Company-contracted geologists indicates that the area was a regional paleotopographic high with a stratovolcano centered on the nearby Mount Dilworth. The rocks are cut by a variety of intrusive rocks of both early Jurassic and Eocene Age. During the 2011 field season, the Company conducted detailed geologic mapping of the lithology, alteration and structure of the main resource area. This work confirmed several of the working theories related to controls on the mineralization but also added important new insights on the alteration and structure that may control mineralization.

HISTORY

In 1991, Silver Coin was operated as an underground mine and produced 102,539 tonnes at an average grade of 8.9 g/t Au and 55.50 g/t Ag from the high-grade Facecut Zone, located on the Big Missouri claim. This ore was processed at the nearby Silbak Premier Mill.

Prior to the Company's participation in the Silver Coin Property, a total of 422 holes were drilled with an aggregate depth of approximately 37,401 meters. This historic drilling included 293 underground drill holes with an aggregate depth of approximately 17,500 meters during the period from 1988 to 1994.

In 2004, the Company entered into a joint venture agreement with Mountain Boy Minerals Ltd and since June 2006, the Company has been the operator of the Silver Coin Property, with Mountain Boy serving in advisory and contractor capacities. Mountain Boy was granted a first right to negotiate contracts to provide services in connection with exploration and development work on the Silver Coin Property and this has proven very beneficial to the Company because of their extensive local knowledge and operational capability.

In 2010, the Company contracted AMEC Earth and Environmental to continue with environmental baseline studies started in 2009 by Cambria Gordon Ltd. AMEC expanded the water sampling and hydrology program and importantly, confirmed Cambria Gordon's conclusion that No Name Lake is non-fish-bearing. To RIC standards, No Name Lake, a potential site for tailings placement, is devoid of fish and thus remains a potentially viable option for design and operation of the project. AMEC focused on surface hydrology studies to characterize flow rates and surface water quality in several critical streams on the property. AMEC also installed a continuously monitoring weather station on the property to establish baseline air quality and climate data for the project.

Also in 2010, the Company drilled 18 holes totaling 2,807 meters with the objective of confirming historical drilling, better understanding the geology and expanding the resource. Based on these new drill results the Company completed a 43-101 compliant Technical Report and Preliminary Economic Analysis dated April 13, 2011. This updated resource estimate represents an overall increase in the average gold grade of 10.9 per cent and an 11.1-per-cent increase in the number of resource ounces previously reported, from 191,300 measured ounces, 644,300 indicated ounces and 655,200 inferred ounces, to 218,410 measured ounces, 624,006 indicated ounces and 813,273 inferred ounces. The updated resource estimate incorporates a total of 732 drill holes (88,645 metres) plus 76 trenches (1,447 metres).

Silver Coin hosts a gold-silver-zinc resource containing a 43-101 resource of 24.13 million tonnes grading 1.08 g/t gold for a total of 842,416 ounces of gold, 4.45 million ounces of silver and 91.17 million pounds of zinc in the measured and indicated categories at a 0.3 gram gold per tonne cut-off grade. The estimated inferred resources comprise an additional 813,273 ounces of gold, 6.69 million ounces of silver and 128 million pounds of zinc. Minarco MineConsult of Beijing, China estimated the resource in a technical report dated April 13, 2011 as follows:

0.3 gt AI Cut-off	Tonnes	Au (g/t)	Ag (g/t)	Zn (%)	Au (oz)	Ag (oz)	Zn (lbs)
Measured	4,372,225	1.55	6.53	0.26	218,410	918,417	25,531,741
Indicated	19,759,025	0.98	5.57	0.15	624,006	3,537,769	65,642,277
M&I	24,131,250	1.08	5.74	0.17	842,416	4,456,186	91,174,018
Inferred	32,443,840	0.78	6.41	0.18	813,273	6,691,185	128,006,920

2011 DRILLING

During the summer of 2011, the Company drilled 109 holes totalling 17,468m. The drill program was successful in drilling significant widths of good grade gold and silver mineralization. Highlights from the program include:

DHID	From	To	Interval	Gold Weighted Average (g/T)	Silver Weighted Average (g/T)	Gold Weighted Average (oz.t)	Silver Weighted Average (oz.t)
SC11-328	41.2	57.68	16.48	1.553	6.625	0.045	0.193
SC11-334	8.2	35.91	27.71	1.334	7.609	0.039	0.222
SC11-341	89.57	106	16.43	2.673	14.247	0.078	0.416
SC11-350	99.2	104.3	5.1	4.235	13.261	0.124	0.387
SC11-351	93.5	150.16	56.66	1.476	4.714	0.043	0.138
SC11-351	189.67	202.69	13.02	2.743	3.761	0.080	0.110
SC11-353	171.05	174.12	3.07	18.747	11.768	0.547	0.343
SC11-354	113.37	129.87	16.5	2.109	16.577	0.062	0.483
SC11-354	143.64	152.42	8.78	2.044	9.038	0.060	0.264
SC11-356	136.25	148.44	12.19	1.188	4.711	0.035	0.137
SC11-356	153.18	160	6.82	2.290	6.980	0.067	0.204
SC11-356	185.93	192.27	6.34	3.701	10.895	0.108	0.318
SC11-357	91.5	94.5	3	24.964	14.650	0.728	0.427
SC11-357	184	200.56	16.56	3.250	10.815	0.095	0.315
SC11-357	204.35	208.85	4.5	2.134	5.267	0.062	0.154
SC11-358	91.5	117	25.5	1.851	3.375	0.054	0.098
SC11-358	133	161.35	28.35	1.252	4.764	0.037	0.139
SC11-358EXT	133	162.87	29.87	1.158	2.050	0.034	0.060
SC11-358EXT	158	159.56	1.56	4.319	2.800	0.126	0.082
SC11-359	112.72	122	9.28	2.596	10.374	0.076	0.303
SC11-360	14.15	24.34	10.19	2.156	7.411	0.063	0.216
SC11-361	58.04	66	7.96	25.239	34.726	0.736	1.013
SC11-362	146	157.6	11.6	2.495	10.265	0.073	0.299
SC11-363	128	155.02	27.02	5.717	13.879	0.167	0.405
SC11-363	156.4	170.84	14.44	1.654	5.873	0.048	0.171
SC11-363	173.5	191	17.5	1.753	4.804	0.051	0.140
SC11-365	89.46	93.49	4.03	3.796	11.191	0.111	0.326
SC11-367	58	80.66	22.66	1.152	4.853	0.034	0.142
SC11-368	128.5	131.56	3.06	7.154	22.348	0.209	0.652
SC11-370	198.1	210.5	12.4	0.940	3.243	0.027	0.095
SC11-370	235.95	249.33	13.38	2.816	34.248	0.082	0.999
SC11-373	247.8	248.76	0.96	13.630	83.900	0.398	2.447
SC11-376	44.5	46	1.5	9.900	5.200	0.289	0.152
SC11-404	64.46	80.58	16.12	7.104	10.768	0.207	0.314
SC11-409	15.24	21	5.76	2.687	47.630	0.078	1.389
SC11-409	26.7	29.98	3.28	3.542	118.630	0.103	3.460
SC11-417	58.71	71.16	12.45	3.643	22.107	0.106	0.645
SC11-417	82.97	89	6.03	7.919	28.684	0.231	0.837
SC11-421	42	51	9	1.642	62.052	0.048	1.810
SC11-422	18.29	25.36	7.07	2.079	10.537	0.061	0.307
SC11-422	30.18	33.22	3.04	6.902	32.200	0.201	0.939
SC11-424	78.45	96.93	18.48	11.684	18.885	0.341	0.551
SC11-425	35.97	45.11	9.14	5.102	21.881	0.149	0.638
SC11-431	5.33	8.68	3.35	5.595	41.847	0.163	1.221

SC11-433	40.53	43.58	3.05	5.668	16.711	0.165	0.487
SC11-434	46.44	49	2.56	7.959	47.965	0.232	1.399
SC11-437	39.7	46.66	6.96	4.339	14.609	0.127	0.426
SC11-437	112.54	117	4.46	14.979	60.272	0.437	1.758
SC11-438	66.57	69.49	2.92	6.612	9.547	0.193	0.278
SC11-439	125.07	126.57	1.5	5.224	22.100	0.152	0.645
SC11-439	147	148.5	1.5	21.220	9.800	0.619	0.286
SC11-440	33.53	37.05	3.52	6.787	30.132	0.198	0.879

In 2011, the Company also advanced metallurgical studies that incorporate lower sample head grades that are closer to the expected ore grades for the current modeled open pit. The recently completed laboratory testing used a blended master composite sample (1.2 g/t Au, 4 g/t Ag) and other variability samples (grading from 0.5 g/t to 2.5 g/t Au) obtained from drill core intervals. These samples were used to simulate the response that would be expected in processing such ore by gravity and flotation, with the option of cyanide leaching of the flotation concentrate.

These metallurgical results indicate that the lower grade feeds responded very well to standard flotation procedures. Further, the test data indicates that gravity pre-treatment is effective in recovering coarse gold and electrum which in turn improves the gold and silver leach response. The combined gravity and flotation recovery is expected to be approximately 96% for gold and 87% for silver. Leach recovery of the sulphide concentrate varied, with gold dissolution ranging from 85% to 95%, with lower grade concentrates trending toward the lower recoveries. Silver leach dissolution rates ranged from 40% to 60%. A typical flotation concentrate might be expected to grade 29 g/t Au and 93 g/t Ag, contained in less than 5% of the original feed weight, thereby greatly reducing the size of a leach circuit. Optionally, with additional flotation cleaning the final concentrate can be upgraded further to as little as 2% of the original feed weight. This indicates excellent upgrading potential which may allow the Company the option to sell or treat the concentrate offsite. In summary, the preliminary metallurgical testing shows excellent flotation response that allows for a variety of process options to be considered in advancing the project.

Environmental baseline studies continued on the site in 2011, including monitoring the Company's continuously recording meteorological station and certain improvements have been made to expand the data we collect from our network of stream sites.

Long Lake Hydro is a private company developing a significant hydroelectric power project that will produce power year round from turbines less than four kilometers from our proposed plant site. New public BC hydro lines will connect to the turbines and the Company will have access to dependable public-utility power within a few kilometers of the property with minimal capital expenditure.

In late 2011, the Company initiated infrastructure studies to advance understanding of important development aspects of Silver Coin. The Company contracted Allnorth Consultants Ltd. to design infrastructure such as road access, building design and location, routing between the proposed open pit mine and the mill and waste facilities, design of electric transmission lines to bring power to the project from the Long Lake Hydro turbines and associated costs for all this construction and infrastructure development.

During 2011 the Company also made several important advances in its ownership of the project. These include the acquisition of the 4 large INDI claims from Nanika Resources and the addition of a number of cell claims staked by the Company both within and peripheral to the core claim block. Also during 2011, the Company completed its required expenditure of $4 million on the project to earn an additional 10% to bring its total ownership in Silver Coin to 80%. To allow greater flexibility in future operational planning, the Company entered into an option to purchase the two Grassy claims from Decade Resources. These claims are east of and contiguous to the main Silver Coin block and can provide additional space for future operations at the site.

The Company also expanded the scope of work from AMEC to include detailed design of waste rock facilities and tailings impoundments based on recent work by Minarco to develop a mine and mill plan for the project.

2012 WORK

During 2012, the Company has focused on advancing technical and engineering studies through its main contractors, AMEC Earth and Environmental, All North Consultants Ltd. and Minarco Mineconsult in support of developing a plan for building the projects and demonstrating its economic viability.

During 2012 and the period ended September 30, 2013, the Company did not do any field work while it focused on completing internal studies.

In summary, the Silver Coin Property hosts a substantial gold and silver resource, it is likely amenable to open pit mining and/or underground mining. The metallurgy of the mineralization is excellent offering high recoveries and flexible options for concentrate treatment. Reliable electric power is available just a few kilometers from the site, it is road accessible and the Granduc Road links Silver Coin with the deep water seaport at Stewart, B.C.

2013 WORK TO DATE

During 2013, the Company contracted the engineering firm Mining Plus Canada Ltd. of Vancouver, BC to look specifically at the high-grade sections of the resource at Silver Coin. Where as in the past, resource studies on Silver Coin encompassed and focused on the global resource with the aim toward open pit mining, Mining Plus focused it studies on the known high grade sections of the property with the intent of finding whether the project was amenable to underground mining. Based on this work, the Company had Mining Plus complete a new 43-101 compliant resource estimate on Silver Coin using drill data that taken from the known high-grade zones.

The new resource estimate titled "NI 43-101 Technical Report on the Silver Coin Project (the "Report")" dated August 2013 showed several high-grade zones on the project which are centered around and extend away from the area of existing underground development where limited production took place in the early 1990's. This current resource is focused on the Main, North, East and West Zones and is tabulated below:

SILVER COIN CLASSIFIED RESOURCES (at cut-off 2 g/t Gold for all zones)

Category	Tonnage kt	Au g/t	Ag g/t	Zn %	Pb %	Cu %
Indicated	702	4.46	17.89	0.88	0.33	0.07
Inferred	967	4.39	18.98	0.64	0.25	0.04

A full breakdown of the resource by individual zones is provided in the Report at SEDAR.

The Report noted that the resource does not comprise all the narrow gold zones suitable for underground extraction and there is good potential to expand this high-grade resource with further work. This may include more detailed optimization of the current resource, upgrade of unclassified zones to indicated or inferred (where there is insufficient data), plus the definition of additional high grade lenses to the east and sub-parallel to the Main Zone and to the north of the

North Zone. There is also potential for additional near-surface gold zones which may be suitable for open pit mining and which may add to the current high grade resource.

Based on the results of the Report, the Company plans to complete further work recommended in the Report and also expects to complete a new 43-101 compliant preliminary economic assessment on the project in the near future.

4. Liquidity and capital resources

The following table summarizes the Company's cash on hand, working capital and cash flow

As at September 30,		2013		2012
Cash and equivalents	$	156,512	$	556,907
Working capital		(1,171,737)		377,431
Period ended September 30,		2013		2012
Net cash used in operating activities		(744,813)		(823,833)
Net cash used in investing activities		363,906		(684,163)
Net cash provided by financing activities		196,833		630,825
Net change in cash	$	(184,074)	$	(877,171)

The Company has continued with its general operation. Therefore, the working capital has continued to decease as the Company has not generated any revenue or complete any financing during the period ended September 30, 2013. The Company is dependent on the sale of treasury shares to finance its exploration activities, property acquisition payments and general and administrative costs. The Company will require additional funds in 2013 to continue its exploration program.

During the year ended 2012, the Company entered into loan agreements with the CEO and director of the Company whereby $1,015,872 was loaned to the Company with no interest or term of agreement. During the nine months ended September 30, 2013, the Company entered into another loan agreement with the CEO and director of the Company with the same terms for the amount $196,833.

To maintain the Silver Coin Property in good standing, no work or payments are required on the majority of the claims until October 2017, with the exception of the Kansas claim which is a Crown Grant and therefore subject to an annual tax payment of $24. Several recently acquired cell claims, which overlie some of the older Silver Coin legacy claims, have annual payments due in October 2012 and September 2013. (Paid)

The Company will need to continue to raise more funds in order to proceed with its exploration plans.

4.1.1. Share capital

On 8 August 2012, the Company changed its place of jurisdiction and was registered as an exempted company with limited liability by way of continuation in the Cayman Islands. Concurrent with the continuation in the Cayman Islands and in accordance with the Articles, the authorized share capital of the Company was concurrently changed to 5,000,000,000 shares without par value, with an aggregate consideration for which such shares may be issued of C$10,000,000,000.

On August 1, 2013, the Company consolidated shares of the Company on the basis of one (1) post-consolidated common share for every ten (10) pre-consolidated common share held.

The Company had an authorized share capital of an unlimited number of common shares of which 25,139,630 shares were issued and outstanding at September 30, 2013.

The Company has no full share equivalent warrants outstanding as of September 30, 2013 and December 31, 2012.

The Company has no shares remaining in escrow at September 30, 2013.

The Company has a stock option plan whereby the maximum number of shares subject to the plan, in the aggregate, shall not exceed 10% of the Company's issued and outstanding shares. The maximum term of any option will be ten years and the vesting is at the direction of the board, however, options granted to consultants performing "investor relations' activities" must at a minimum vest in stages over a period of not less than twelve months, with no more than ¼ of the options vesting in any three month period or such longer period as the board determines. The exercise price shall be no less than the discount market price as determined in accordance with TSE policies.

During the period ended September 30, 2013 the Company did not grant any stock options. During the period ended September 30, 2013, 20,000 options expired unexercised.

In January 2012, the Company granted 5,250,000 stock options to directors, officers and consultants at an exercise price of $0.15 per share for a period of five years.

During the nine months ended September 30, 2013 the Company recognized $nil (2012 - $487,100) of share-based compensation expense. The Company used the Black-Scholes option pricing model to estimate the fair value of the options at the grant date using the following weighted average assumptions:

	2012
Risk-free interest rate	1.26%
Dividend yield	Nil
Expected volatility	112%
Expected option life	5.0 years

Option pricing models require the input of highly subjective assumptions regarding the expected volatility. Changes in assumptions can materially affect the fair value estimate, and therefore, the existing models do not necessarily provide a realistic measure of fair value of the Company's stock options and warrants at the date of the grant or thereafter.

Summary of Outstanding Share Data

The Company's issued and outstanding share capital as at the date of this report is as follows:
(1) Authorized: Unlimited common shares without par value.
(2) As at the date of this MD&A, the Company has 25,139,630 common shares and 1,750,000 options issued and outstanding.

4.1.2. Contractual commitments

The Company entered into consulting contracts providing the following services:

	Monthly Fee	Service Provided
	$	
Baron Global Financial Canada Ltd.	10,000	Corporate advisor
James Andrew & Company	6,000	Consultant
Lawrence A. Dick Consulting Ltd.	3,000	Consultant
Robert Perry Consulting LLP	US$13,000	Geological services
Carta Exploration Ltd.	6,000	Geological services
TransMax Investing	10,000	Management
Letty Wan	HK$60,000	Management and director's fees

During the period ended September 30, 2013, the Company terminated all contracts with the exception of James Andrew & Company and Baron Global Financial Canada Ltd.

5. Related party transactions

(a) Related party receivables

At September 30, 2013 the Company was owed $Nil (December 31, 2012 - $257,279) by Baron Capital Limited, a company who has a director who is a close family member to Letty Wan, the CEO and a director of the Company. BCL provides financial advisory on securities and corporate fiancé in markets outside of Canada.

(b) Related party expenses

The Company incurred the following material related party transactions during the respective years:

Services provided for the nine months ended September 30, 2013	Management services	Consulting and advisory services	Rent and office expenses
	$	$	$
Baron Global Financial Canada Ltd. (1)	58,500	-	31,500
Baron Capital Ltd. (2)	-	335,000	-

Services provided for the year ended December 31, 2012	Management services	Consulting and advisory services	Rent and office expenses
	$	$	$
Baron Global Financial Canada Ltd. (1)	78,000	-	42,000

(1) Mr. Herrick Lau Mong Tak and Mr. David Arthur Eaton, CFO and director of the Company, were the managing director and chairman of Baron Global Financial Canada Ltd, respectively. Baron Global Financial Canada Ltd. provides monthly accounting and corporate financial advisory services to the Company.
(2) Ms. Letty Wan Ho Yan, the CEO and a director of the Company, has indirect controlling equity interest in Baron Capial Ltd.

According to the commercial agreements between the Company and the related companies, the transactions with Baron Global Financial Canada Ltd. and Baron Asia Limited. will continue after the reporting date until the expiry of the commercial agreements. The commercial agreements for other related party transactions had been terminated during the years. The directors of the Company are of the opinion that the related party transactions were conducted on normal commercial terms and in the ordinary and usual course of the Company's business.

During the period ended September 30, 2013, the Company incurred related party expenses of $335,000 which were payable to BCL HK which Ms. Letty Wan Ho Yan, the CEO and a director of the Company, has indirect controlling equity interest in Baron Capital Limited HK. The $335,000 was a termination payment to BCL for financial advisory fee in relation to listing application. The Company also reimbursed $103,235 for expenses incurred by BCL.

(c) Compensation of key management personnel

Key management personnel are the directors of the Company whose compensation included in staff costs comprised the following:

	Nine Months Ended September 30,	
	2013	2012
	$	$
Employees' remuneration summary		
Salaries and other benefits	194,549	207,754
Director's fees	-	69,360
Share-based payments	-	357,206
	194,549	634,320

6. Adoption of accounting standards and pronouncements under IFRS

Certain pronouncements were issued by the IASB or the IFRS Interpretations Committee that are mandatory for accounting periods beginning before or on January 1, 2013. The following new standards, amendments and interpretations, that have been adopted in these interim financial statements, have had an effect on the Company's future results and financial position:

- IFRS 13 Fair Value Measurement

IFRS 13 aims to improve consistency and reduce complexity by providing a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across IFRSs. The requirements, which are largely aligned between IFRSs and US GAAP, do not extend the use of fair value accounting but provide guidance on how it should be applied where its use is already required or permitted by other standards within IFRSs.

The adoption of IFRS 13 by the Company has had no material impact. The fair value of the available-for-sale investment has been determined directly by reference to published price quotations in an active market. Prior to adoption of IFRS 13 the Company measured the available for sale investment on the same basis.

- Amendment to IAS 1 Presentation of Financial Statements

The amendments to IAS 1 revised the presentation of other comprehensive income (OCI). Separate subtotals are required for items which may subsequently be recycled through profit or loss and items that will not be recycled through profit or loss. The Company has updated the presentation of OCI on the face of the Statement of Comprehensive Income.

In addition, the following new or amended standards and interpretations that are mandatory for 2013 annual periods have not had a material impact on the Company:

- IFRS 7 Financial Instruments: Disclosures: Amendments – Offsetting Financial Assets and Financial Liabilities
- IFRS 10 Consolidated Financial Statements
- IFRS 11 Joint Arrangements
- IFRS 12 Disclosures of Interests in Other Entities
- IAS 19 Employee Benefits (Amendments)
- IFRIC 20 Stripping Costs in the Production Phases of a Surface Mine

7. Financial instruments

The Company and its subsidiary (collectively referred to as the "Group") are exposed to financial risks through its use of financial instruments in its ordinary course of operations. The financial risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The Group does not have any written risk management policies and guidelines. However, the board of directors meets regularly and co-operates closely with key management to identify and evaluate risks and to formulate strategies to manage financial risks. The Group has not used any derivatives or other instruments for hedging purposes and does not hold or issue derivative financial instruments for trading purposes. The most significant risks to which the Group is exposed to are described below.

Currency risk

Some of the operating expenses and cash held are denominated in foreign currencies and as such are subject to currency risk. The Group does not enter into derivative financial instruments to mitigate this risk but the Group does not believe its net exposure to foreign exchange risk is significant.

The following table details the Group's sensitivity to a 10% increase or decrease in the Canadian dollar against the foreign currency denominated monetary items above. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the year for a 10% change in foreign currency rates. A positive number indicates a decrease in loss for the year where the foreign currencies strengthen against the Canadian dollar. The opposite number will result if the foreign currencies depreciated against the Canadian dollar.

	Nine months ended September 30, 2013		Year ended December 31, 2012	
	USD	Other	USD	Other
	$	$	$	$
Effect on loss after tax for the year and retained profits				
- The Group	2,249	552	(178)	(28,158)

(i) Credit risk

The Group's cash is held in authorized Canadian financial institutions. The Group does not have any asset-backed commercial paper. Management believes that the credit risk concentration with respect to its financial instruments is minimal.

The Group adopts conservative investment strategies. Usually investments are in liquid securities quoted on recognized stock exchanges. No margin trading is allowed. Loans and financial guarantees to individuals on non-Group entities have to be approved by the board of directors. The board monitors the Group's overall investment position and exposure on a day to day basis.

The credit and investment policies have been followed by the Group since prior years and are considered to have been effective in limiting the Group's exposure to credit risk to a desirable level.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group has interest-bearing assets in relation to cash at banks and GICs carried at floating interest rates with reference to the market and non-interest bearing director's loans. The Group's operating cash flows are substantially independent of changes in market interest rates. The Group has not used any financial instrument to hedge potential fluctuations in interest rates. The exposure to interest rates for the Group is considered minimal. The Group has no interest bearing borrowings.

The policies to manage interest rate risk have been followed by the Group since prior years and are considered to be effective.

(iii) Liquidity risk

The Group's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Group manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the board of directors are actively involved in the review, planning and approval of significant expenditures and commitments.

The liquidity policies have been followed by the Group since prior years and are considered to have been effective in managing liquidity risk.

The following tables detail the remaining contractual maturities at the respective reporting dates of the Group's and Company's non-derivative financial liabilities, which are based on contractual undiscounted cash flows and the earliest date the Group and the Company can be required to pay:

The Group	Carrying amount	Total contractual undiscounted cash flow	Within one year or on demand	One to two years
	$	$	$	$
At September 30, 2013				
Payables and accruals	347,453	347,453	347,453	-
Amounts due to related companies	33,116	33,116	33,116	-
Loans from a director	1,212,705	1,212,705	1,212,705	-
	1,593,274	1,593,274	1,593,274	-
At December 31, 2012				
Payables and accruals	171,021	171,021	171,021	-
Amounts due to related companies	14,178	14,178	14,178	-
Loans from a director	1,015,872	1,015,872	-	1,015,872
	1,201,071	1,201,071	185,199	1,015,872

(iv) Other price risk

Other price risk relates to the risk that the fair values or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than changes in interest rates and foreign exchange rates). The Group is exposed to change in market prices of listed equity in respect of its investments classified as available-for-sale investments (Note 11).

The policies to manage other price risk have been followed by the Group since prior years and are considered to be effective.

(v) Fair value measurements recognized in the consolidated statements of financial position

The following table presents financial assets and liabilities measured at fair value in the statement of financial position in accordance with the fair value hierarchy. The hierarchy groups financial assets into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets. The fair value hierarchy has the following three levels:

Level 1 – quoted prices (unadjusted) in active markets for identical assets;
Level 2 – inputs other than quoted prices included within Level 1 that are observable for the asset, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3 – inputs for the asset that are not based on observable market data (unobservable inputs).

The level in the fair value hierarchy within which the financial asset is categorized in its entirety is based on the lowest level of input that is significant to the fair value measurement.

The financial assets measured at fair value in the consolidated statements of financial position are grouped into the fair value hierarchy as follows:

	At September 30, 2013			
	Level 1	Level 2	Level 3	Total
	$	$	$	$
Assets:				
Available-for-sale investments				
- listed equity securities, at fair value	(740)	-	-	(740)
	(740)	-	-	(740)

	At December 31, 2012			
	Level 1	Level 2	Level 3	Total
	$	$	$	$
Assets:				
Available-for-sale investments				
- listed equity securities, at fair value	28,034	-	-	28,034
	28,034	-	-	28,034

There have been no significant transfers between levels 1 and 2 in the respective reporting periods. The methods and valuation techniques used for the purpose of measuring fair value are unchanged compared to the previous reporting periods. The listed equity securities are denominated in Canadian dollars. Fair values have been determined by reference to their quoted bid prices at the reporting dates.

(vi) Categories of financial assets and liabilities

The carrying amounts of the Group's and the Company's financial assets and liabilities as presented in the statements of financial position are as follows:

	At September 30, 2013	At December 31, 2012
	$	$
Financial assets		
Available-for-sale investments	(740)	28,034
Loans and receivables		
- Amount due from a related company	-	257,279
- Cash and cash equivalents	43,000	227,074
	42,260	512,387
Financial liabilities		
At amortized costs		
- Payables and accruals	(347,855)	(171,021)
- Amount due to related companies	(33,116)	(14,178)
- Loans from a director	(1,212,705)	(1,015,872)
	(1,593,676)	(1,201,071)

8. Internal control over financial reporting

The Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") of the Company, together with the Company's management, are responsible for the information disclosed in this MD&A and in the Company's other external disclosure documents. For the nine months ended September 30, 2013, the CEO and the CFO have designed, or caused to be designed under their supervision, the Company's disclosure controls and procedures ("DCP") to provide reasonable assurance that material information relating to the Company and its consolidated subsidiary has been disclosed in accordance with regulatory requirements and good business practices and that the Company's DCP will enable the Company to meet its ongoing disclosure requirements.

The CEO and CFO have evaluated the effectiveness of the Company's DCP and have concluded that the design and operation of the Company's DCP were effective as of September 30, 2013 and that the Company has the appropriate DCP to ensure that information used internally by management and disclosed externally is, in all material respects, complete and reliable.

The CEO and the CFO are also responsible for the design of the internal controls over financial reporting ("ICFR") within the Company in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards ("IFRS"). During the year ended December 31, 2012, the Company engaged an international business advisory firm to assess the effectiveness of the Company's ICFR.

During the design and evaluation of the Company's ICFR, management identified certain non-material deficiencies, a number of which have been addressed or are in the process of being addressed in order to enhance the Company's processes and controls. The Company employs entity level and compensating controls to mitigate any deficiencies that may exist in its process controls. Management intends to continue to further enhance the Company's ICFR. Management concluded that the Company's ICFR were effective as of December 31, 2012, 2011 and 2010.

The Company's management, including its CEO and CFO, believe that any DCP and ICFR, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override to the future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

There have been no changes in the Company's ICFR during the nine months ended September 30, 2013 that have materially affected, or are reasonably likely to materially affect, the Company's ICFR.

9. Critical accounting estimates and judgements

Estimates and judgements 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.

Critical accounting estimates and assumptions

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Depreciation

The Company's management exercises its judgement in estimating the useful lives of the depreciable assets. The estimated useful lives reflect the management's estimate of the periods the Company intends to derive future economic benefits from the use of these assets. The Company depreciates its property, plant and equipment in accordance with the accounting policies. The carrying amount of the property, plant and equipment is disclosed in note 9 of its condensed consolidated interim financial statements.

Decommissioning and rehabilitation liabilities

Decommissioning and rehabilitation costs have been estimated based on the Company's interpretation of current regulatory requirements and have been measured at the net present value of expected future cash expenditure upon reclamation and closure. Such costs are capitalized as exploration and evaluation assets. Because the fair value measurement requires the input of subjective assumptions, including reclamation and closure costs, changes in subjective input assumptions can materially affect the fair value estimate. Based on the assessment, the Company did not have any significant decommissioning and rehabilitation liabilities at the reporting dates.

Critical judgements in applying the Company's accounting policies

The following is the critical judgement, apart from those involving estimations that management have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the financial statements.
Recoverability of exploration and evaluation assets

When there are events or changes in the circumstances which indicate the carrying amount of the exploration and evaluation assets may not be recoverable, the Company will take into consideration of the recoverable amounts of the relevant cash generating unit ("CGU"). After taking into account the current economic environment, the management reviews the developing projects and exploration plans and confirms that there is no indicator for impairment on the exploration and evaluation assets of the Group at the reporting dates.

Impairment of available-for-sale investments

For available-for-sale investments, a significant or prolonged decline in fair value below its cost is considered to be objective evidence of impairment. Judgement is required when determining whether a decline in fair value has been significant and/or prolonged. In making this judgement, the historical data on market volatility as well as the price of the specific investment are taken into account.

10. Cautionary statement on forward-looking information

This MD&A, which contains certain forward-looking statements, are intended to provide readers with a reasonable basis for assessing the financial performance of the Company. All statements, other than statements of historical fact, are forward-looking statements. The words "believe", "expect", "anticipate", "contemplate", "target", "plan", "intends", "continue", "budget", "estimate", "may", "will", "schedule" and similar expressions identify forward looking statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic and competitive uncertainties and contingencies.

Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements. Such factors include, but are not limited to, fluctuations in the currency markets such as Canadian dollar, and U.S. dollar, fluctuations in the prices of commodities, changes in government legislation, taxation, controls, regulations and political or economic developments in Canada, the United States, or other countries in which the Company carries or may carry on business in the future, risks associated with mining or development activities, the speculative nature of exploration and development, including the risk of obtaining necessary licenses and permits, and quantities or grades of reserves. Many of these uncertainties and contingencies can affect the Company's actual results and could cause actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, the Company.

Readers are cautioned that forward-looking statements are not guarantees of future performance. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those acknowledged in such statements. Specific reference is made to the Company's most recent Annual Information Form on file with Canadian provincial securities regulatory authorities for a discussion of some of the factors underlying forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except to the extent required by applicable laws.

11. Subsequent events

Subsequent to the reporting date, Mak Kwok Yum, one of the major shareholders of the Company, has provided a credit facility of up to HK$10,000,000 (equivalent to CAD $1,326,180) to the Company to support the funding of the Company. Any drawdown would be non-interest bearing and none of the Company's assets would be pledged as security. The facility will be available until December 31, 2014. On October 28, 2013, the draw down amount is HK$1,500,000 (equivalent to $198,927]). The amount is repayable on the earlier of (i) October 27, 2014, respectively, or (ii) the successful completion of a public financing.

On October 23, 2013, the Company filed a short form prospectus with all the securities commissions in Canada related to Rights Offering that will raise $2,513,964. The Company granted shareholders of record at November 8, 2013, rights to purchase additional shares. The Company issued one right for each share held on the record date. One right entitles the holder to buy one share for 10 cents. The rights will expire at 2 p.m. (Vancouver time) on December 6, 2013. Net proceeds from the Rights Offering are planned to repay a loan to a director, for a phase 1 work program on the Silver Coin property, and for administrative expenses and working capital for the next 12 months.