Management's Discussion and Analysis

For the Year Ended February 28, 2014

Overview

This Management's Discussion and Analysis (MD&A), dated June 24, 2014, of the financial position and results of operations of Telson Resources Inc. ("Telson") includes its wholly-owned subsidiaries; Samarkand de Mexico S.A. de C.V. ("Samarkand"), Sierra Soleada S.A. de C.V. ("Sierra"), and 531607 BC Ltd.; and its 99% owned subsidiary, Sacramento de la Plata S.A. de C.V. ("Sacramento"), (collectively referred to as the "Company"). The MD&A should be read in conjunction with the consolidated financial statements for the year ended February 28, 2014. The consolidated financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

The information in this MD&A contains forward-looking statements. These statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those included in the forward-looking statements. (See "Cautionary Notes – Forward-looking Statements" below.)

The Company is in the process of exploring its exploration and evaluation assets (or "mineral properties") and has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of the amounts shown for mineral properties and related deferred exploration costs is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete development, and upon future profitable production.

The Company's certifying officers, based on their knowledge, having exercised reasonable due diligence, are also responsible to ensure that these filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by these filings, and these financial statements together with the other financial information included in these filings. The Board of Directors approves the financial statements and the MD&A and ensures that management has discharged its financial responsibilities. The Board of Directors review is accomplished principally through the Audit Committee, which meets periodically to review all financial reports, prior to filing.

All amounts are presented in Canadian dollars, which is the Company's functional currency.

Cautionary Notes – Forward-looking Statements

Certain statements included in this MD&A may contain forward-looking statements that relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. These statements include, but are not limited to, statements concerning the future financial and operating performance of the Company and its search for resource properties; the future prices of natural resource based commodities; the estimation of reserves and resources; the realization of reserve estimates; timing of technical reports, scoping studies, and preliminary economic assessments; expected content of scoping studies and preliminary economic assessments; anticipated working-capital requirements; capital expenditures; costs and timing of future exploration; requirements for additional capital; government regulation of resource operations; environmental risks; title disputes or claims; and limitation of insurance coverage.

Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "proposes", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, but are not limited to, general business and economic uncertainties; exploration and resource extraction risks;

uncertainties relating to surface rights; the actual results of current exploration activities; the outcome of negotiations; conclusions of economic evaluations and studies; future prices of natural resource based commodities; increased competition in the natural resource industry for properties, equipment and qualified personnel; risks associated with environmental compliance and permitting, including those created by changes in environmental legislation and regulation; the risk of arbitrary changes in law; title risks; and the risk of loss of key personnel.

The forward-looking statements contained herein are based on a number of assumptions that the Company believes are reasonable, but may prove to be incorrect. These assumptions include, but are not limited to, assumptions that there is no material deterioration in general business and economic conditions; that there is no unanticipated fluctuation of interest rates and foreign exchange rates; that the supply and demand for natural resource based commodities develops as expected; that the Company receives regulatory approvals for its exploration projects on a timely basis; that the Company is able to obtain financing for its projects on reasonable terms; that the Company's reserve estimates are within reasonable bounds of accuracy and that the geological, operational and price assumptions upon which they are based are reasonable; and that the Company is able to hire the personnel needed to carry out its business plan.

The foregoing lists of factors and assumptions are not exhaustive. The reader should also consider carefully the matters discussed under the heading "Risks Factors and Uncertainties" elsewhere in this MD&A. Forward-looking statements contained herein are made as of the date hereof (or as of the date of a document incorporated herein by reference, as applicable). No obligation is undertaken to update publicly or otherwise revise any forward-looking statements or the foregoing lists of factors and assumptions, whether as a result of new information, future events or results or otherwise, except as required by law. Because forward-looking statements are inherently uncertain, readers should not place undue reliance on them. The forward-looking statements contained herein are expressly qualified in their entirety by this cautionary statement.

Summary of Operations

Telson's principal business activity is the acquisition and exploration of mineral resource properties. The Company, through its Mexican subsidiaries, has an interest in two mineral exploration properties, the Tahuehueto Project, located in Durango State and the Jocuixtita Property located in Sinaloa State. The Company is a reporting issuer in the provinces of British Columbia and Alberta, Canada, and trades on the TSX Venture Exchange under the symbol "TSN" and on the U.S.A OTC under the symbol "SOHFF". Additional information may be obtained from the Company's web site (www.telsonresources.com) and SEDAR (www.sedar.com).

At the Tahuehueto Project, Telson has identified at least 12 poly-metallic zones hosted within a structurally controlled epithermal system that has been traced for more than six kilometres. Telson has completed more than 49,000 metres of drilling in approximately 254 holes since drilling operations started on the Project in January 2005.

In 2010 the Company's subsidiary Samarkand acquired five mining concessions by staking 2,530 hectares plus six mining concessions covering 1,573 hectares through two Purchase and Option Agreements. All concessions are located in the State of Sinaloa, Mexico. Due to the current market conditions the Company terminated the Option agreements in early July 2013 and returned the six mining concession to the vendors. The company retains the five mining concessions acquired by staking and refers to these concessions as the "Jocuixtita Property".

In April 2013 the Company signed a Letter of Intent (LOI) to enter into an agreement with Minera Hestgold S.A. de C.V., ("Hestgold") a Mexican mining company, to acquire certain assets including Hestgold's El Realito mineral properties and mining equipment. Under the terms of the LOI, the Company was obligated to make three payments to the vendor of US$60,000 each over the LOI term of 90 days. During the LOI period the Company carried out additional due diligence on this mineral property and mining equipment. The Company made the first two scheduled payments totaling $120,707 (US$120,000) before deciding not to proceed with this project.

At February 28, 2014 the Company had a working capital deficiency of $1,507,520. The current operations of the Company have primarily been funded by the issuance of capital stock, and loans from related parties. The Company's ability to continue as a going concern is dependent on obtaining continued financial support, completing public equity financing or generating profitable operations in the future.

During the year ended February 28, 2014 the Company received additional cash advances of $81,308 from directors of the Company, and made repayments of $115,973. These cash advances are unsecured, non interest-bearing and have no fixed terms of repayment.

On March 15, 2013 completed a non-brokered private placement of 1,800,000 units of the Company. Each unit is priced at $0.10 per unit for total gross proceeds of $180,000.

In June 2013 the Company completed a non-brokered private placement of 6,760,000 units at $0.05 per unit, for total gross proceeds of $338,000.

In February 2014 the Company completed a non-brokered private placement of 10,000,000 units at $0.05 per unit, for total gross proceeds of up to $500,000.

The Company initiated a non-brokered private placement of 5,000,000 units at $0.05 per unit for total gross proceeds of $250,000. The Company received share subscriptions of $20,000 during the year ended February 28, 2014, and a further $230,000 was received subsequent to the year end.

These funds were used for general and administrative expenses, and to fund exploration work at both the Tahuehueto and Jocuixtita mineral properties.

Selected Annual Financial Information:

	2014	2013	2012
Loss for the year	$(1,382,818)	$(1,657,888)	$(3,725,501)
Loss per share	$(0.04)	$(0.06)	$(0.15)
Total assets	$701,820	$986,636	$1,392,839
Long-term debt	$183,303	$176,295	$168,630

Fiscal 2014

In the 2014 fiscal year the Company carried out additional cost cutting measures resulting in almost a $500,000, or 30%, overall reduction in administrative and exploration expenses.

Salaries and benefits declined 35% due to the termination of two employees and a reduction of the CEO salary. The share-based payments expense decreased as the Company did not grant as many new stock options.

Overall consulting fees decreased by 87%, however the Company did engage a former employee as a part-time consultant in the later part of fiscal 2014.

Interest on loan decreased 40% as there was no amortized loan bonus shares expensed in 2014 compared to $28,123 expensed in 2013.

Foreign exchange expense increased by 118% due to the decline of the Canadian dollar vis-à-vis the US dollar, while the Canadian dollar exchange rate remained relatively constant with the Mexican peso.

The company did not have any business promotion or travel expenses, and recorded a recovery of $6,200 from over-accrued business promotion expenses from prior years. Professional, regulatory, and transfer agent fees all decreased as a result of the general decline in business activity.

In fiscal 2014 the Company incurred property investigation costs of $120,707 in connection with its potential acquisition of a Mexican mining company. The Company also terminated its option agreement and recorded a $221,026 write-down its investment in the Jocuixtita property. This is the most significant reason for the reduction in total assets, along with additional amortization of equipment, and the sale of some surplus equipment. There were no similar charges in the comparative 2013 fiscal year.

Long-term debt is the Company's estimated reclamation and remediation obligation in connection with environmental rehabilitation costs on the Tahuehueto property. The changes in the reclamation and remediation obligation are due to foreign exchange adjustments.

Fiscal 2013
In the 2013 fiscal year, exploration expenses decreased by about $1,226,000 while the other operating expenses decreased approximately $844,000.

During the 2012 fiscal year the Company incurred additional consulting and regulatory expenses in connection with a listing on the OTCQX market in the U.S.A. There were no similar expenses in the 2013 fiscal year. Accordingly consulting fees decreased by about $123,000 and regulatory fees decreased by approximately $26,000.

Salaries and benefits changed little in the 2013 fiscal year. The share-based payments expense decreased by $337,000 as the Company did not grant as many new stock options compared to the previous year.

Professional fees decreased by approximately $120,000 in fiscal 2013. This is largely due to the extra costs incurred in the 2012 fiscal year in connection with the Company’s switch over to financial reporting under IFRS.

Business promotion and travel was unusually high in the comparative 2012 period as a result of attendance at various trade shows and some private promotional meetings. Due to limited cash resources, the Company has curtailed business promotion activities during the current year. These expenses decreased about $215,000.

Interest on loans increased about $39,000 because in 2012 these loans were only outstanding for a few months compared to a full 12 months in fiscal 2013.

The other general expenses remained relatively consistent with the previous year, with the exception of foreign exchange expense which decreased by about $47,000.

In fiscal 2013 the Company expended a further $603,000 in the Tahuehueto Project and $27,000 in the Jocuixtita Property. At the end of fiscal 2012 the Company had higher refundable taxes receivable and prepaids mostly relating to Mexican taxes. During fiscal 2013 these refundable taxes were received by the Company.

Long-term debt is the Company’s estimated reclamation and remediation obligation in connection with environmental rehabilitation costs on the Tahuehueto property. The changes in the reclamation and remediation obligation are due to foreign exchange adjustments.

Selected Quarterly Financial Information:

Fiscal year	**2014**				**2013**			
Fiscal quarter	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**
Period end date	**Feb 28/14**	**Nov 30/13**	**Aug 31/13**	**May 31/13**	**Feb 28/13**	**Nov 30/12**	**Aug 31/12**	**May 31/12**
Loss for the period	$(210,293)	$(221,869)	$(264,222)	$(686,434)	$(424,727)	$(369,788)	$(403,463)	$(460,155)
Loss per share	$(0.01)	$(0.01)	$(0.01)	$(0.02)	$(0.02)	$(0.01)	$(0.02)	$(0.02)
Total assets	$701,820	$712,217	$813,875	$791,255	$986,636	$968,717	$994,681	$1,262,782
Long-term debt	$183,303	$177,390	$173,229	$177,171	$176,295	$168,411	$163,155	$157,680

The losses for each of the 2014 and 2013 fiscal periods are consistent with the level of business activities during each quarter.

The Company grants stock options which can result in significant charges for share-based payments. These charges are usually allocated over four fiscal quarters, depending on vesting terms. However, there can still be significant quarterly variations in the number and value of options granted from one period to the next. In fiscal 2013, the quarterly losses include share-based payments charges totaling $27,815 compared to $Nil for the 2014 fiscal year. There were no options granted in the 2014 fiscal periods and accordingly no share-based payments charges recorded.

In Q1 2013 loss decreased by about $27,000 compared to the 2012 Q4 period. This was due to decreases in share-based payments, business promotion and travel, office, and regulator fees. While interest, office, and foreign exchange expenses increased. There was also a reduction in consulting expenses as the Company negotiated some fee reductions with certain consultants.

The Q2 2013 loss decreased due to decreases in share-based payments, professional fees; and foreign exchange went from a loss to a gain.

The Q3 2013 loss increased primarily due to increases in professional fees; and foreign exchange went from a gain to a loss.

The Q4 2013 loss is generally consistent with the comparative 2012 period. Interest on loans was higher due to the loans being outstanding for the full quarter in 2013.

The Q1 2014 loss is higher due to the write-down of the $221,026 acquisition costs associated with the termination of the Jocuixtita option agreement, and the $120,707 property investigation charges related to the El Realito property. These two items are partially offset by reductions in most other operating expenses.

The Q2 2014 loss decreased due to decreases in salaries, foreign exchange, and exploration costs.

The Q3 2014 loss decreased as a result of decreases in explorations costs, lower regulatory fees, and a recovery of previously expensed business promotion fees. These decreases were partially offset by higher foreign exchange and consulting expenses.

The Q4 2014 loss decreased as a result of further decreases in explorations costs, professional fees, and insurance expenses. Rent declined as the Company was able to sublet another portion of its Vancouver office space. These decreases were partially offset by higher foreign exchange expenses, while office, regulatory, and transfer agent fees all increased in connection with the Company's AGM held in December 2013.

The long-term debt was the Company's the estimated reclamation and remediation obligation in connection with environmental and reclamation costs on the Tahuehueto property. The reclamation and remediation obligation was determined in direct relation to the area disturbed by the Company's drilling activities. Drilling activities were suspended at Tahuehueto; accordingly no additional reclamation and remediation charge was recorded during the subsequent quarterly periods. The changes in the asset retirement liability are due to foreign exchange adjustments.

Results of Operations

Year ended February 28, 2014

The Company incurred $1,166,546 in exploration, general and administrative expenses during the fiscal 2014 year ended February 28, 2014. Generally, expenses have been consistent with the comparative fiscal 2013 year, except as noted below. After the exclusion of amortization, exploration expenditures, share-based payments, and foreign exchange, total expenses decreased by $211,299 in 2014 compared to the fiscal 2013 year.

Exploration expenditures and evaluation expenses include all costs associated with the exploration and maintenance of the Company's mineral properties. These costs include wages, fuel, camp costs, mineral concession taxes, and associated administrative expenses. A detailed breakdown of these costs is provided in the notes to the February 28, 2014 financial statements. The fiscal 2014 exploration expenditures decreased on the Jocuixtita property; in fiscal 2014 and 2013 as there was little geological work done on the Jocuixtita property. The Tahuehueto property fiscal 2014 exploration expenditures decreased by $269,250 compared to the fiscal 2013 year as the Company tried to cut exploration costs where possible. This included a reduction in the number employees. However these saving were partially offset by one time employee termination payments.

In 2010 the Company's subsidiary Samarkand acquired six mining concessions covering 1,573 hectares through two separate Purchase and Option Agreements. Due to the current market conditions the Company terminated the Option agreements in early July 2013 and returned the six mining concession to the vendors. The company retains the five mining concessions acquired by staking and refers to these concessions as the "Jocuixtita Property". The $221,026 acquisition costs associated with the terminated option agreement were written-off in the year ended February 28, 2014.

In April 2013 the Company signed a Letter of Intent (LOI) to enter into an agreement with Hestgold to acquire certain assets including Hestgold's El Realito mineral properties and mining equipment. Under the terms of the LOI, the Company was obligated to make three payments to the vendor of US$60,000 each over the LOI term of 90 days. During the LOI period the Company carried out additional due diligence on this mineral property and mining equipment. The Company made the first two scheduled payments totaling $120,707 (US$120,000) before deciding not to proceed with this project. These payments have been recorded as Property Investigation costs during the year ended February 28, 2014. There were no similar charges in the comparative 2013 year.

Professional fees include legal, accounting, and audit fees. Legal fees have decreased moderately, while audit and accounting fees have decreased significantly compared to the previous year. In the comparative fiscal 2013 year, audit and accounting fees in were higher largely due to the Company's change in accounting policy for exploration expenses, plus an overall higher volume of transactions compared to fiscal 2014.

Business promotion expenses include fees paid for advertising, development and production of promotional materials, registration fees for trade shows, corporate communication services. Due to limited cash resources, the Company has curtailed business promotion activities during the current year. During the 2014 fiscal year the Company received $6,200 of credits on business promotion expenses charged in prior years.

Travel expenses include the costs of vehicles, airfares, accommodation, and meals for a variety of business trips related to securing financing and meetings, as well as attendance at a trade show. Travel expenses have decreased by $14,982 as the Company has not made any trips to trade shows and financial centres during the year.

Communications expense includes the costs of Telson's news releases, office telephones, fax, mobile phones, web site design and maintenance, web hosting and internet access services. These expenses are mostly consistent with the previous year, except for news releases. There were fewer news releases in the fiscal 2014 year, and this cost decreased accordingly.

Although there was an increase in the rent of the Company's Vancouver office space, this has been partially offset by the Company sub-leasing some surplus office space. This rental revenue has been offset to rent expense.

Salaries and benefits have decreased compared with the fiscal 2013 year. Two employees were terminated during the year and the company's CEO agreed to a 40% reduction in salary.

In May 2011 the Company obtained a listing on the OTCQX stock market in the U.S.A. In connection with this listing the Company agreed to pay consulting fees totaling about for a Principal American Liaison ("PAL") to sponsor the OTCQX membership. The OTCQX listing was terminated in February 2013. During the February 28, 2014 year regulatory and consulting fees were lower as the Company no longer incurred the costs related to the OTCQX listing.

The Company's Tahuehueto project is located in a remote area, a considerable distance from any commercial and business centres. To facilitate the exploration activities on the Tahuehueto property, the Company maintains an office in Durango City, Durango, Mexico. This office oversees the administration of the exploration activities, including the procurement of services, supplies, and equipment from local vendors. As the office exists solely for the benefit of the exploration activities, the costs of maintaining and operating the office have been included with the Tahuehueto exploration costs. These office and administrative costs include personnel salaries, rent, communications, office supplies, and office equipment. In addition to the Durango office, the Company rented warehouse space primarily for the storage of diamond drill core sample materials extracted from the Tahuehueto property. The sample material, reject samples, and pulps are stored here after delivery from the preparation lab. The warehouse is also used to temporarily store supplies and equipment prior to being shipped to the Tahuehueto project. In August 2013 the Company moved to new premises with an office and warehouse combined with an approximate $1,000 monthly savings in rent.

The $50,921 receivables at February 28, 2014 are refundable IVA and GST taxes (value added taxes) due to the Company from the governments of Mexico and Canada. GST refund claims are filed quarterly in Canada, while IVA refund claims are filed monthly in Mexico. The company has successfully received all the refunds claimed in both Canada and Mexico.

Except as may be otherwise indicated, all of the above noted transactions have received regulatory approvals, where required.

Three months ended February 28, 2014 (Q4)

Exploration, general and administrative expenses decreased $212,502 versus the comparative Q4 2013 period, and decreased $11,786 compared to the prior Q3 2014 period as a result of the Company's efforts to reduce all expenses wherever possible.

The most significant difference is a $123,557 reduction in exploration costs compared to Q4 2013 and a $39,926 decrease compared to the prior Q3 2014 period. This is due to the Company's efforts to curtail costs, the most significant being the reductions in the number of its Mexican employees.

Amortization decreased by $3,288 compared to Q4 2013 and the Company recorded a $2,072 gain on disposal of equipment as a result of selling some of its surplus Mexican vehicles and office equipment.

Foreign exchange expense increased as a result of the decline in the Canadian dollar versus the US dollar.

Professional fees decreased by $22,114 over the Q4 2013 period because of a reduction in accounting fees generally due to a reduction in the volume of transactions.

Rent decrease as the Company was able to sublet some surplus space in its Vancouver offices.

Salaries decreased $40,028 compared to Q4 2013 as the Company had one less employee and the CEO agreed to reduce his salary.

Resource Properties and Investments

Tahuehueto Mine Project, Mexico

Overview

Through a 99%-owned Mexican subsidiary, Telson controls 100% of the Tahuehueto project situated in a historic mining district of northwestern Durango State. The 9,081 hectare property covers at least 12 known mineralized zones hosted within a structurally controlled epithermal system that has been traced for more than six kilometres.

Tahuehueto lies within the prolific Sierra Madre mineral belt, which hosts a series of historic and producing mines and most of Mexico's active exploration and development projects. The project is situated approximately 100 kilometres southwest of silver mines in the Guanacevi region, and about 25 kilometres north of the silver mines at Topia.

Access to the property is by road, about nine hours from Durango City, or by fixed-wing aircraft to a nearby landing strip. The project site is remote, with only a few small villages in this portion of the Municipality of Tepehuanes. Highway construction initiatives of Mexico's Durango State government provide Telson with the possibility of an alternative and much improved access route for the Tahuehueto project.

Ownership and Access Rights

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties are in good standing.

Pursuant to share purchase agreements the Company owns, through its wholly-owned Mexican subsidiary Samarkand, 99% of Sacramento, which holds a 100% interest in the Tahuehueto mineral property. Certain core concessions of the property, comprising approximately 1,535 hectares, are subject to a 1.6% net smelter returns royalty.

Pursuant to the share purchase agreements, the Company is obligated to make a final payment of US$200,000 to the remaining two vendors of the Sacramento shares.

Based upon regional reconnaissance work in and around Tahuehueto, Telson staked additional concessions covering approximately 7,018 hectares to encompass most of the prospective ground in the Tahuehueto district. This staking brings Telson's total Tahuehueto project area to 9,081 hectares.

In May 2006, the Company entered into a Surface Rights Agreement with Comunidad La Bufa, the local community residents' formal legal entity. The Surface Rights Agreement has an initial term of ten years expiring in May 2016, and is extendable for an additional five years. The agreement covers the core 2,062 original hectares of the project and allows the Company unrestricted access to explore, develop and mine metals within the area covered under the agreement. Sacramento will make annual payments to Comunidad La Bufa over the term of the agreement, at US$20,000 in the first year with subsequent payments increasing from the previous year's payment by 5% annually. In addition, upon commencement of commercial production the annual payment will be increased by 50% of the previous year's payment.

Exploration Highlights

NI 43-101 Preliminary Economic Assessment

On October 4, 2010 Telson announced the results of a Preliminary Economic Assessment ("PEA") prepared by Snowden Mining Consultants for its Tahuehueto Project. Results demonstrate the possibility for economic returns using three-year rolling average gold, silver and base metal prices. Highlights are as follows:

Summary of PEA Estimates:	
Net cash flow	US$ 184.2 million
Net Present Value (NPV) 5% Discount Rate	US$ 109.6 million
Internal Rate of Return (IRR)	31%
Payback period	27 months
Mine life	11 years
Maximum processing rate per annum	1,000,000 tonnes
Capital & startup costs	US$ 89.1 million

Metal Selling Prices:		
Gold	US$965.81/oz	London PM fix price (Centennial Precious Metals, Inc. 2010)
Silver	US$15.38/oz	London fix price (Silver Institute, 2010)
Copper	US$2.92/lb	LME grade A cathode spot price, CIF European ports (IMF, 2010)
Lead	US$0.95/lb	LME 99.97% pure spot price, CIF European ports (IMF, 2010)
Zinc	US$0.88/lb	LME high grade 98% pure spot price, CIF UK ports (IMF, 2010)

These PEA numbers demonstrate the potential economic viability of the Tahuehueto Project and were calculated from 2009 mineral resource estimate (see below). Significant upside exploration potential exists within the unexplored portions of the current resource structures, both along strike and down dip, as well as in the many other separate mineralized structures known to occur, but yet unexplored, within the project concessions. Management is confident that with additional exploration and development the projected 11 year mine life outlined in the PEA could be significantly extended.

The PEA was prepared by Snowden in accordance with the requirements of Canadian National Instrument 43-101 "Standards of Disclosure for Mineral Projects" ("NI 43-101"). It contemplates a combination of an open pit operation at the El Creston Zone along with underground operations at Cinco de Mayo, El Creston and El Rey, utilizing mechanized low-cost Long Hole Open Stope ("LHOS") mining methods. Metallurgical test work, as previously disclosed, indicates that sulfide flotation methodology will produce separate copper, lead and zinc concentrates.

Snowden recommended that Telson continues with its evaluation of the Tahuehueto Project and progresses towards undertaking a Prefeasibility Study to address the remaining material project uncertainties.

Resource estimation recommendations:

- Undertake a study based on the existing data to determine appropriate drill hole spacing and orientation with an aim to increase the confidence in the resource classification to ensure sufficient Measured and Indicated Resource so that upon completion of a Prefeasibility Study these can be converted to Reserves.
- Undertake a drilling program at a spacing and orientation recommended by the drill hole spacing study so that more of the resource can be classified as Measured or Indicated which may then be converted into Reserves after completion of a Prefeasibility Study.
- Review the resource confidence classification criteria for future resource estimates and ensure that all aspects affecting confidence in the resource estimation are considered, including geological understanding, complexity, and continuity, the sample data density and orientation (including sample grades and bulk density data), the data accuracy and precision as established through the QAQC programs, grade continuity including the spatial continuity of mineralization, the quality of the estimates, and the results of the estimation validation.

Metallurgical

- Assess the use of alternative depressants and alternative addition rates in the bulk rougher circuit
- Assess alternative depressants in the copper-lead separation stage
- Determine the role of finer primary grinding on zinc selectivity in the bulk rougher flotation stage. That may lead to the use of zinc depressants in the bulk cleaner circuit in an attempt to divert more of the zinc to the zinc concentrate.
- Assess the role of regrinding
- Conduct Work Index testing
- Undertake tests to determine the processing variability between the “fresh” and the “supergene” zones and the effect of randomly comingling of ore types.

Other

- Undertake a program of geotechnical logging, testing and analysis so that the potential of an open pit at Cinco de Mayo can be established (which would substantially increase the value of the project), and that better definition of underground and open pit geotechnical design criteria can be achieved
- After completion of the recommended program of data collection, embark on a Prefeasibility Study where construction and operating costs can be defined more accurately so that reserves can be calculated and some trade-off studies undertaken.

NI 43-101 Resource Calculation

In 2009 the Company released the results of the updated NI 43-101 compliant mineral resource estimate. This 2009 resource estimation was prepared by Scott E. Wilson Consulting, Inc. (“Wilson Consulting”) based in Englewood, Colorado. This 2009 resource estimate is an upgrade to the Company’s 2008 initial resource and is based upon detailed geological modeling of veins and stock-work zones that was not available for the initial resource estimate, plus 71 new drill holes targeting down-dip and along strike extensions of known mineralization.

2009 Tahuehueto Resource Calculation Highlights

Measured and Indicated Resources 7,377,000 Tonnes		Inferred Resource 4,868,000 Tonnes	
• 2.10 g. Au/t	498,000 ounces Au	• 1.06 g. Au/t	166,000 ounces Au
• 34.97 g. Ag/t	8,294,000 ounces Ag	• 31.77 g. Ag/t	4,971,000 ounces Ag
• 0.28% Cu	45,339,000 lbs. Cu	• 0.23% Cu	24,935,000 lbs. Cu
• 1.06% Pb	172,738,000 lbs. Pb	• 1.13% Pb	132,417,000 lbs. Pb
• 2.01% Zn	326,653,000 lbs. Zn	• 2.26% Zn	242,241,000 lbs. Zn

The Tahuehueto Resource is categorized into Measured, Indicated and Inferred Resources as follows:

			Gold (Au)		Silver (Ag)		Copper (Cu)		Lead (Pb)		Zinc (Zn)	
Category		**Tonnes (,000's)**	**g/t**	**Oz. (,000's)**	**g/t**	**Oz. (,000's)**	**Cu%**	**Lbs. (,000's)**	**Pb%**	**Lbs. (,000's)**	**Zn%**	**Lbs. (,000's)**
Measured	26%	3,254	2.40	251	36.30	3,798	0.28	20,439	1.10	79,228	2.07	148,759
Indicated	34%	4,123	1.87	248	33.92	4,496	0.27	24,900	1.03	93,511	1.96	177,894
Total M&I	60%	7,377	2.10	498	34.97	8,294	0.28	45,339	1.06	172,738	2.01	326,653
Inferred	40%	4,868	1.06	166	31.77	4,971	0.23	24,935	1.23	132,417	2.26	242,241

The cutoff grades used to determine the above mineral resources were 2 grams per ton AuEQ for sulfide mineralization and 3 grams per ton AuEQ for oxide mineralization since the potential costs to extract oxide material may be higher than the cost to process sulfide mineralization. Approximately 10% of the resource is oxide mineralization and therefore only a minor part of the resource.

The metal prices used to determine the gold equivalent grade for cutoff purposes only were $800 per ounce for gold, $12.00 per ounce for Silver, $2.10 per pound for copper, $0.65 per pound for lead and $0.70 per pound for zinc. Gold-equivalent grades are used for cutoff purposes only.

Mineral resources that are not mineral reserves do not have demonstrated economic viability. Converting resource estimates into economic reserves may be materially affected by the inability to obtain required environmental and other regulatory approval, environmental or operating permits and may also be materially affected by global economic conditions such as the price of gold, silver, copper, lead, zinc, the price of oil and other commodities utilized in the mine production. Unknown geologic or hydrologic conditions or other unknown factors may also materially affect converting resource estimates into reserves.

Exploration Activities

Telson's exploration programs have significantly enhanced the overall potential of the Tahuehueto property. To date Telson has completed more than a cumulative total of 49,000 metres of drilling in approximately 254 drill holes at Tahuehueto to define priority zones occurring within a district-scale epithermal system traced for at least six kilometres at Tahuehueto. The bulk of 2007/2008 drilling was focused on resource definition within five priority zones.

As outlined above, the Company is continuing to collect environmental date collection at the project site and will, when properly funded, continue its exploration and engineering data collection program at Tahuehueto to advance the project through prefeasibility studies, including:

- Geotechnical slope stability studies at the Cinco de Mayo zone to prove the stability of the above cliff face so the zone may be brought into the open pit mining plan.
- Core drilling as required to upgrade the inferred resource into the measured and indicated resources category. Four infill core drill holes have been completed to date, all in the Cinco De Mayo zone.
- Pre-feasibility level engineering design of mine facilities including waste rock and tailing's facilities and infrastructure.

Knight Piésold Ltd was retained by Telson to conduct geotechnical and water/waste management design studies for the Tahuehueto Project. This work is the first step towards completing a prefeasibility study for the Tahuehueto Project as identified in the PEA.

Knight Piésold has presented the company with a technical report for the first phase of work. This report contains a recommended Mine Development Concept ("MDC") for the pre-feasibility base case design based on the PEA and the findings of Knight Piésold's geotechnical site review. This MDC envisions a combined tailings and waste rock dump that integrates the waste rock management and the tailings management. Knight Piesold also provided preliminary recommendations for open pit slopes at the Cinco de Mayo zone, based upon findings of initial field inspections of the cliff faces and rock exposures in and around the Cinco De Mayo Zone.

The Company continues to collect environmental data required to support prefeasibility studies and feasibility studies for future mine planning is ongoing with data continuously being collected.

Please refer to the Company's web site at www.telsonresources.com for the full details of the Snowden PEA, the 2009 resource estimate report, and the Knight Piésold report.

Environment and Community
Telson conducts its exploration and development activities in a socially and environmentally progressive manner consistent with the principles of Sustainable Development. Particular emphasis is placed on establishing good relationships with community leaders and residents, as well as state authorities to ensure citizens are kept informed of the Company's exploration activities.

As the Tahuehueto project advances from exploration and development to the pre-feasibility stage, environmental baseline studies will lay the foundation for more detailed programs examining all aspects of potential mine development to ensure the highest standards of environmental protection. The Company will continue to comply with all regulations and closely monitor its activities to minimize damage to the ecosystem.

Telson participates in a range of social initiatives in support of local communities, and has already helped to establish a local school and improve electrical, water supply and sanitation facilities. Telson established a medical clinic on the project site which services the crew and is available to the local populace. Local hiring and procurement policies have been adopted to ensure that benefits flow to the communities and region surrounding the project.

Jocuixtita Property, Mexico

Ownership and Access Rights
The Jocuixtita Property consists of five contiguous mining concessions covering a cumulative area of 2,530 hectares located near to the town of San Ignacio and is approximately 120 km north from the city of Mazatlan, State of Sinaloa, Mexico. The property is road accessible from San Ignacio and is close to all necessary infrastructures for further development. The concessions cover an area that is underlain by favourable geology containing alteration often associated with porphyry copper-gold systems. These concessions are considered as very early stage exploration targets and the Company has conducted early stage geological mapping and limited surface rock sampling.

In early July 2013, due to market conditions, the Company terminated its option agreements with two separate vendors concerning six mining concessions covering 1,573 hectares. The Company still holds 2,530 hectares of mineral properties staked by its subsidiary Samarkand.

Jocuixtita Exploration Activities

The Company is not planning any exploration of these concessions at this point in time and will re-evaluate these concessions once market conditions and access to capital improves.

El Realito Project

On April 13, 2013 the Company announced that its subsidiary Samarkand had entered into a "Contrato de Promesa", the Mexican equivalent of a Canadian Letter of Intent, with Minera Hestgold S.A. de C.V. ("Hestgold") (the "LOI"). The LOI outlined the major terms and conditions whereby Samarkand and Hestgold would develop and operate the El Realito Project (the "Realito Project"), an open pit mining facility located near Culiacan, Sinaloa, Mexico.

The LOI had a term of three months and allowed for a 45 day Due Diligence period and three monthly payments of US$60,000 each to be made to Hestgold. The Company made two US$60,000 payments, to Hestgold. As a result of the Company's due diligence the Company elected to terminate the LOI and not proceed with the acquisition.

The Company will continue attempts to identify and acquire additional high quality exploration projects that will allow continued corporate growth. This search is primarily being conducted in Mexico but the Company would not rule out acquisitions in other jurisdictions depending upon the quality of a potential acquisition opportunity.

Corporate, General, and Administrative

Directors and Officers

At the Company's Annual General Meeting (the "AGM") held on December 19, 2013, shareholders elected the following individuals as directors of the Company:

Ralph Shearing
Yao Sun
John Anderson
John Lynch
Lianxi Zhang

At a subsequent directors meeting, the following director and officer appointments were made:

Audit Committee – Ralph Shearing, John Anderson, and John Lynch
Human Resources & Compensation Committee – John Lynch and John Anderson
Advisory Board – Arthur Freeze, Paul Chung and Jaime E. Gonzalez
President, Secretary, and Chief Executive Officer – Ralph Shearing
Chief Financial Officer - Donald Crossley
Vice President Asia Pacific Region – Yao Sun

Management Agreements

In October 2007 the Company entered into an employment contract with Ralph Shearing to provide general management services to the Company for a monthly fee of $13,333 and was granted 400,000 share purchase options. Mr. Shearing is the CEO and a Director of the Company. In January 2009, in light of the poor junior capital markets and the Company's restricted cash resources, Mr. Shearing agreed to reduce his monthly salary by 25% to $10,000 per month. Effective July 1, 2013 Mr. Shearing agreed to further reduce his monthly salary to $6,000.

On April 1, 2010, the Company entered into an employment contract with Mr. Yu Sun, who is related to Mr. Yao Sun, a Director of the Company. Under the terms of the employment contract, Mr. Yu Sun will assist the Company with its business development plans in China and is paid a salary of $3,000 per month. This employment agreement was terminated effective July 1, 2013.

These transactions are in the normal course of operations and are measured at the exchange amount which is the amount established and agreed to by the related parties. These agreements have received regulatory approval where required.

Financing Activities

On March 15, 2013 completed a non-brokered private placement of 1,800,000 units of the Company. Each unit was priced at $0.10 per unit for total gross proceeds of $180,000. Each unit was comprised of one common share of the Company and one half of a two year transferable share purchase warrant. Each whole share purchase warrant entitles the holder thereof to purchase one additional common share of the Company at $0.10 within two years of its date of issuance.

On June 13, 2013 completed a non-brokered private placement of 6,760,000 units of the Company. Each unit was priced at $0.05 per unit for total gross proceeds of $338,000. Each unit was comprised of one common share of the Company and one two year transferable share purchase warrant. Each whole share purchase warrant entitles the holder thereof to purchase one additional common share of the Company at $0.10 within two years of its date of issuance.

On February 24, 2014 completed a non-brokered private placement of 10,000,000 units of the Company. Each unit was priced at $0.05 per unit for total gross proceeds of $500,000. Each unit was comprised of one common share of the Company and one two year transferable share purchase warrant. Each share purchase warrant entitles the holder thereof to purchase one additional common share of the Company at $0.10 within two years of its date of issuance.

The Company initiated a non-brokered private placement of 5,000,000 units of the Company. Each unit is priced at $0.05 per unit for total gross proceeds of $250,000. Each unit is comprised of one common share of the Company and one two-year transferable share purchase warrant. Each share purchase warrant entitles the holder thereof to purchase one additional common share of the Company at $0.10 within two years of its date of issuance. The Company received share subscriptions of $20,000 during the year ended February 28, 2014, and a further $230,000 was received subsequent to the year end. These units have not yet been issued and this transaction is subject to regulatory approval.

At February 28, 2013 the Company had received cash advances totalling $227,165 from directors of the Company. During the year ended February 28, 2014 the Company received additional cash advances of $81,308 from directors of the Company, and made repayments of $115,973. These cash advances are unsecured, non interest-bearing and have no fixed terms of repayment.

Share Capital, Warrants, and Stock Options

Share Capital

At June 24, 2014, there have been no changes in the issued share capital from the information provided in the February 28, 2014 financial statements.

Warrants

At June 24, 2014, there have been the following changes in the warrants outstanding from the information provided in the February 28, 2014 financial statements:

	Number of Warrants	Weighted Average Exercise Price
Balance, February 28, 2014	20,728,750	$ 0.10
Expired - June 1, 2014	(818,750)	$ 0.80
Balance, June 24, 2014	19,910,000	$ 0.07

Stock Option Plan

A 2013 Stock Option Plan (the “Plan”) was approved by the shareholders on December 19, 2013, at the Company’s annual general meeting. Under the Plan, the Company is authorized to grant options to executive officers, directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common stock of the Company, on a rolling basis. Options may be granted at an exercise price of not less than a 25% discount of the market price on the date of the grant, or such higher price as determined by the board of directors. Options can be granted for a maximum term of 5 years. Vesting is not required but may be set on an individual basis as determined by the board of directors.

No stock options were granted during year ended February 28, 2014. The company cancelled 6,250 options upon the termination of an employee and 62,500 options expired during the year ended February 28, 2014.

At June 24, 2014, there have been the following changes in the stock options from the information provided in the February 28, 2014 financial statements:

	Number of Options	Weighted Average Exercise Price
Balance, February 28, 2014	1,446,875	$ 0.85
Expired - March 20, 2014	(396,875)	$0.80
Expired - May 1, 2014	(53,125)	$0.80
Balance, February 28, 2014	996,875	$ 0.87

Liquidity

At February 28, 2014, the Company had a working capital deficiency of $1,507,520.

During the year ended February 28, 2014 the Company received additional cash advances of $81,308 from directors of the Company, and made repayments of $115,973. These cash advances are unsecured, non interest-bearing and have no fixed terms of repayment.

On March 15, 2013 completed a non-brokered private placement of 1,800,000 units of the Company. Each unit is priced at $0.10 per unit for total gross proceeds of $180,000.

In June 2013 the Company completed a non-brokered private placement of 6,760,000 units at $0.05 per unit, for total gross proceeds of $338,000.

In February 2014 the Company completed a non-brokered private placement of 10,000,000 units at $0.05 per unit, for total gross proceeds of up to $500,000.

The Company initiated a non-brokered private placement of 5,000,000 units at $0.05 per unit for total gross proceeds of $250,000. The Company received share subscriptions of $20,000 during the year ended February 28, 2014, and a further $230,000 was received subsequent to the year end.

These funds were used for general and administrative expenses, and to fund exploration work and maintenance of both the Tahuehueto and Jocuixtita mineral properties.

This financing will provide funds both for the Company to continue its exploration activities and for general working capital purposes. However the Company's ability to continue as a going concern is dependent on obtaining continued financial support, completing public equity financing or generating profitable operations in the near future. Due to financial market conditions affecting the junior resource public company markets, the Company may not be able to secure additional financing.

Investor Relations

The Company does not have any investor relations agreements. All investor relations activities are currently handled by employees of the Company.

Related Party Transactions

In addition to certain related party transactions mentioned above, the Company had additional significant transactions with related parties, as are summarized below.

The Company's related parties consist of individuals who are executive officers and/or directors of the Company, or are directly related to a director of the Company. Related parties who had transactions with the Company during fiscal years 2013 and 2014 are as follows:

Name	Nature of transaction
Ralph Shearing, CEO, Director	Salary, cash advances
Donald Crossley, CFO	Professional fees
Yu Sun, related to a director	Salary
John Lynch, Director	Interest on loans
Lianxi Zhang, Director	Interest on loans, cash advances
Yao Sun, Director	Cash advances

The Company incurred the following fees and expenses in connection with compensation of individuals who are key management and directors.

		February 28, 2014		February 28, 2013
Interest on loans	$	36,353	$	51,588[(1)]
Professional fees		84,700		88,000
Salaries and benefits		100,000		117,000
Share-based payments		-		8,956
	$	221,053	$	265,544

(1) Including $28,123 charged to interest expense in the year ended February 28, 2013 for the amortized value of loan bonus shares issued in fiscal 2012.

Trade and other payables includes $205,673 (February 28, 2013 - $123,378) owed to related parties.

The Company has received cash advances, net of repayments, from directors as follows:

	Advances
Balance, February 29, 2012	$ 30,000
Advances	210,665
Repayments	(13,500)
Balance, February 28, 2013	227,165
Advances	81,308
Repayments	(115,973)
Balance, February 28, 2014	$ 192,500

These cash advances are unsecured, non interest-bearing and have no fixed terms of repayment.

The Company has balances owing of $311,000 for three loans from two directors of the Company (see financial statement Note 10). At February 28, 2014 there is $80,423 of interest payable with respect to these loans.

The Company has an employment contract with Mr. Ralph Shearing, who is the CEO and a director of the Company. Under the terms of the employment contract, Mr. Shearing is paid a salary of $10,000 per month. During the year ended February 28, 2014 the Company paid or accrued a salary of $52,000 (November 30, 2012- $60,000) with respect to this employment contract. At February 28, 2014 there is $61,000 of salaries payable under this agreement. Effective July 1, 2013 Mr. Shearing agreed to reduce his monthly salary to $6,000.

On April 1, 2010, the Company entered into an employment contract with Mr. Yu Sun, who is related to Mr. Yao Sun, a Director of the Company. Under the terms of the employment contract, Mr. Yu Sun will assist the Company with its business development plans in China and is paid a salary of $3,000 per month. During the year ended February 28, 2014 the Company paid or accrued a salary of $12,000 (November 30, 2012- $18,000) with respect to this employment contract. At February 28, 2014 there is $33,000 of salaries payable under this agreement. This employment agreement was terminated effective July 1, 2013.

The Company paid professional fees of $84,700 (February 28, 2013 - $88,000) to Mr. Donald Crossley, an officer of the Company. Mr. Crossley is a chartered accountant and the chief financial officer of the Company, and as such provides the company with general management, administrative, financial, and accounting services. At February 28, 2014 there is $21,250 of professional fees payable.

These transactions are in the normal course of operations and are measured at the exchange amount which is the amount established and agreed to by the related parties.

Risk Factors and Uncertainties

The Company’s ability to generate revenue and profit from its natural resource properties, or any other resource property it may acquire, is dependent upon a number of factors, including, without limitation, the following:

Precious and Base Metal Price Fluctuations
The Company's ability to finance its mineral property acquisition, exploration and eventual development is dependent upon the market price of certain precious and base metals. The price of such metals has fluctuated widely and is affected by numerous economic and political factors, consumption patterns, speculative activities, levels of supply and demand, increased production due to new mine developments and productivity, metal substitutes and stock levels. These fluctuations may result in the Company not receiving an adequate return on invested capital or the investment retaining its value.

Operating Hazards and Risks
Mining operations generally involve a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards, risks and liabilities normally incidental to exploration, development and production of precious and base metals. The Company presently carries liability insurance; however any liabilities arising from its operations may have a material, adverse effect on the Company's financial position.

Exploration and Development
There is no known body of commercial ore on the Company's mineral properties. Development of the Company's properties will only follow upon obtaining satisfactory exploration results. Mineral exploration and development involves a high degree of risk and few exploration properties are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration and development activities will result in any commercially viable discoveries.

Substantial expenditures are required to establish reserves through drilling, to develop metallurgical processes and 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 that the funds required for development can be obtained on a timely basis.

The marketability of any minerals acquired or discovered may be affected by numerous factors which are beyond the Company's control and which 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 minerals and environmental protection.

Calculation of Reserves and Mineralization and Precious and Base Metal Recovery
There is a degree of uncertainty attributable to the calculation of reserves and mineralization and corresponding grades being mined or dedicated to future production. In addition, there can be no assurance that precious or other metal recoveries in small-scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production.

Government Regulation
Operations, development and exploration on the Company's properties are affected to varying degrees by government regulations relating to such matters as environmental protection, health, safety and labour; mining law reform; restrictions on production; price controls; tax increases; maintenance of claims; tenure; and expropriation of property. There is no assurance that future changes in such regulation, if any, will not adversely affect the Company's operations.

Environmental Factors
All phases of the Company's operations are subject to environmental regulation in the various jurisdictions in which it operates. Environmental legislation is evolving and requires stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation will not adversely affect the Company's operations. Environmental hazards may exist on the Company's properties, which are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties.

Climate Change

The Company's current business and exploration activities are not a significant contributor to the greenhouse gases that are commonly believed to be responsible for climate change and a source of adverse weather patterns. The Company does not currently believe climate change will have a significant impact on its future operations. However there is no assurance that future changes in the environment resulting from climate change will not adversely affect the Company's operations.

Title to Assets

Although the Company has or will receive title opinions for any properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. The Company has not conducted surveys of the claims in which it holds direct or indirect interests and therefore, the precise area and location of such claims may be in doubt.

The Company's claims may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects.

Off Balance Sheet Arrangements

The Company has no off balance sheet arrangements.

Changes in Accounting Policies

There have been no changes to accounting policies from those applied in preparing the consolidated financial statements for the year ended February 28, 2013, except for the adoption of the following IFRS standards:

- IFRS 10 – Consolidated Financial Statements
- IFRS 11 – Joint Ventures
- IFRS 11 – Disclosure of Interest in Other Entities
- IFRS 13 – Fair Value Measurement
- IFRS 27 – Separate Financial Statements
- IFRS 28 – Associates and Joint Ventures

The adoption of the above standards did not have an impact on the financial statements.

New standards, interpretations and amendments not yet effective

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") that are not yet effective as of February 28, 2014 and have not been applied in preparing these consolidated financial statements. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

Effective for annual periods beginning on or after January 1, 2014:

IFRS 10, IFRS 12, IAS 27, *Exception from Consolidation for "Investment Entities"*

IFRS 10 is amended to define an "investment entity" and introduce an exception from consolidation for investment entities. IFRS 12 and IAS 27 are amended to introduce disclosures than an investment entity needs to make.

IAS 32, *Financial Instruments: Presentation*

IAS 32 is amended to clarify requirements for offsetting of financial assets and financial liabilities.

Effective for annual periods beginning on or after January 1, 2015:

IFRS 7, *Financial Instruments – Disclosure*

Amended to require additional disclosures on transition from IAS 39 to IFRS 9.

Effective (proposed) for annual periods beginning on or after January 1, 2018:

IFRS 9, *Financial Instruments – Classification and Measurement*

IFRS 9 is a new standard on financial instruments that will replace IAS 39, Financial Instruments: Recognition and Measurement.

IFRS 9 addresses classification and measurement of financial assets and financial liabilities as well as derecognition of financial instruments. IFRS 9 has two measurement categories for financial assets: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is at fair value through profit or loss.

The Company has initially assessed that there will be no material reporting changes as a result of adopting the above new standards; however, enhanced disclosure requirements are expected.

Financial Instruments

Financial instrument risk exposure and risk management

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company considers the fluctuations of financial markets and seeks to minimize potential adverse effects on financial performance.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management process.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

Fair values

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The fair value of cash is measured at Level 1 of the fair value hierarchy. The carrying value of receivables, trade and other payables, advances, and loans approximate their fair value because of the short-term nature of these instruments.

The Company is exposed to varying degrees to a variety of financial instrument related risks:

Credit risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligation. The Company's exposure to credit risk includes cash and receivables. The Company reduces its credit risk by maintaining its bank accounts at large international financial institutions. The Company's receivables consist primarily of tax receivables due from federal government agencies. The maximum exposure to credit risk is equal to the fair value or carrying value of the financial assets.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company 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 Company is exposed to liquidity risk.

Interest rate risk

The Company has cash balances. The Company's current policy is to invest excess cash in investment-grade short-term demand deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit rating of its banks. The Company is nominally exposed to interest rate risk. The Company's bank account earns interest income at variable rates.

Foreign currency risk

The Company is exposed to foreign currency risk on currency fluctuations related to monetary items with a settlement currency other than Canadian dollars. The Company operates in foreign jurisdictions which use both the United States Dollar ("US$") and the Mexican Peso ("MXN$"). The Company does not use derivative instruments to reduce upward and downward risk associated with foreign currency fluctuations. The effect of a 1% change in foreign exchange rates would be approximately $9,900.

Commodity price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Capital Risk Management

The Company manages common shares, stock options, and share purchase warrants as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its exploration and evaluation assets and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets, or adjust the amount of cash on hand.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

In order to maximize ongoing exploration efforts, the Company does not pay out dividends. The Company's investment policy is to keep its cash treasury on deposit in an interest bearing Canadian chartered bank account. Cash consist of cash on hand, balances with banks and investments in highly liquid instruments. The Company considers all highly liquid instruments with maturity of three months or less at the time of issuance to be cash equivalents and the fair value approximates carrying value.

There have been no changes to the Company's approach to capital management during the year ended February 28, 2014. The Company is not subject to externally imposed capital requirements.