

# **BLUE SKY URANIUM CORP.**

## **MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2014 AND 2013**

### **Background**

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the condensed consolidated interim financial statements of Blue Sky Uranium Corp. ("Blue Sky" or "the Company") for the nine months ended September 30, 2014 and related notes thereto which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All figures are in Canadian dollars unless otherwise noted. This MD&A has been prepared as of November 17, 2014.

### **Company Overview**

The Company was incorporated under the Business Corporations Act (British Columbia) on November 30, 2005 as Mulligan Capital Corp. On May 18, 2006, the Company received final receipts for a prospectus and became a reporting issuer in British Columbia and Alberta. On June 27, 2006 the Company completed its initial public offering (the "Offering") and on June 28, 2006 the Company listed its common shares on the TSX Venture Exchange (the "TSX-V") as a capital pool company. On February 7, 2007, the Company completed its qualifying transaction (the "QT") and was upgraded to Tier II status on the TSX-V. The Company also changed its name to Blue Sky Uranium Corp. to reflect its business as a junior uranium exploration company. The address of the Company's registered office is Suite 709 – 837 West Hastings Street, Vancouver, BC, Canada V6C 3N6.

The Company is a junior mineral exploration company engaged in the business of acquiring, exploring and evaluating natural resource properties and either joint venturing or developing these properties further or disposing of them when the evaluation is completed. The Company's material mineral properties of interest are all located in Argentina. Blue Sky is one of the Argentina's leading uranium exploration companies with more than 6,000 km<sup>2</sup> of tenements. Argentina has an advanced nuclear industry, centred in the Rio Negro Province. As of April 2, 2014, the Company has not earned any production revenue, nor defined any mineral resources or reserves on any of its properties.

David Terry, PhD., P.Geo. is a member of the Board and is a Qualified Person as defined by NI 43-101 and has reviewed and approved the exploration information and technical disclosure contained in this MD&A. The Company has Quality Assurance/Quality Control protocols in place for all sampling programs as part of all auguring, geochemical sampling, sample preparation, sample shipping and sample analysis and compilation procedures.

### **Outlook**

Given the current status of the uranium market and difficulties in raising capital, the Company is currently seeking to maximize value from the sale of its uranium assets as it evaluates new opportunities in Argentina outside of the uranium business.

#### *Proposed transaction with UrAmerica Ltd.*

On August 21, 2014 the Company announced that it had entered into a letter of intent ("LOI") with UrAmerica Ltd. ("UrAmerica") outlining the general terms and conditions of a proposed transaction pursuant to which UrAmerica proposed to acquire from the Company the Santa Barbara, Anit and Ivana properties in the Province of Rio Negro. The transaction terms in the LOI are still being negotiated, non-binding, subject to completion and approval of a definitive agreement by the directors of the Company and UrAmerica, completion of due diligence investigations to the satisfaction of each Blue Sky and UrAmerica, and may be subject to regulatory approval.

On November 17, 2014, the Company announced the proposed transaction with UrAmerica Ltd. had expired.

## **Argentina Exploration**

With the acquisition of Argentina Uranium in 2008, the Company gained control of a land package of more than 5,000 km<sup>2</sup> in Argentina. This acquisition followed a review of Argentina Uranium's properties and a 14,689 line-km airborne geophysical survey in 2007 in the province of Rio Negro over mineral properties covering a surface area of 3,000 km<sup>2</sup>. Argentina Uranium also held properties in the province of Chubut.

The Company's projects are shown on the figure below. The exploration focus is on surficial (calcrete-type), as well as sandstone-type (roll front) uranium targets. AREVA's interest is primarily in the potential for the latter type of deposit. Since these types of deposits often occur in clusters, it is envisioned that a central processing facility could potentially produce yellowcake from several adjacent deposits.

On December 11, 2011, the Company announced that it had entered into a Memorandum of Understanding ("MOU") with AREVA Mines ("AREVA") to jointly explore for uranium deposits in Argentina. Under the terms of the MOU, as amended on November 12, 2013, the following commitments have been made (amounts in CAD):

- AREVA and the Company form a joint technical committee to direct exploration activities.
- The Company will be the operator in years one and two (2012 and 2013).
  - (i) AREVA can select one or two projects and earn a 51% interest by:
    - i. Funding \$1 million in exploration by December 31, 2012 (received).
    - ii. Funding \$2 million in exploration by December 31, 2013 (received).
    - iii. Upon the completion of phase 2 if AREVA:
      - a) Elects to proceed with two projects it must incur a minimum of \$4 million in phase 3; or
      - b) Elects to proceed with one project it must incur a minimum of \$3 million in phase 3.

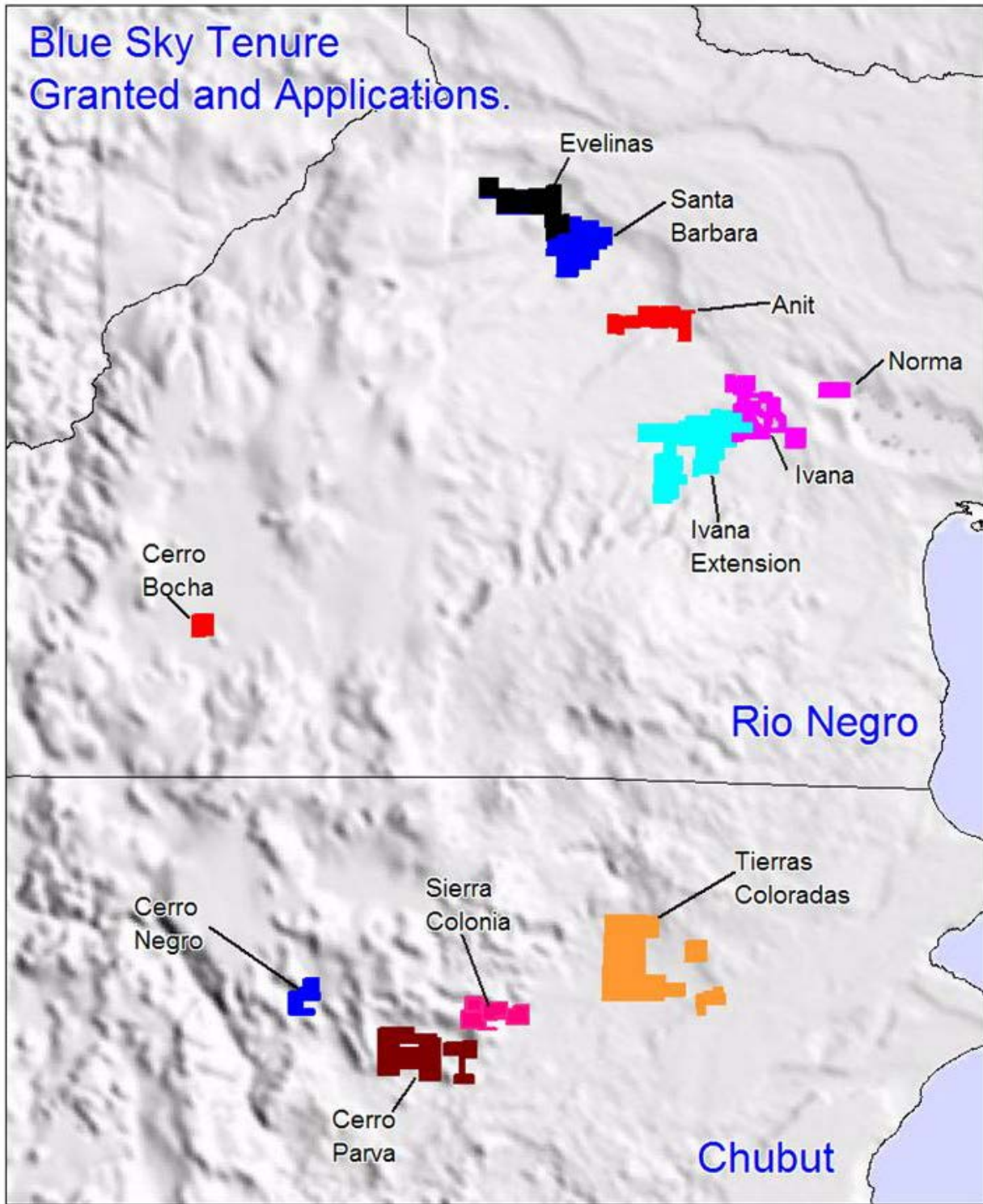
Phase 3 work must be completed no later than December 31, 2017.
  - (ii) Upon the completion of the phase 3 program, the Company will retain a 100% interest in all projects except the one (or two) project(s) AREVA selects to earn a 51% interest.
  - (iii) On newly acquired uranium targets in Argentina that are not listed in this MOU, AREVA can elect to earn a 51% interest by funding \$1 million in exploration on each new target.
  - (iv) For any non-uranium discoveries made the Company will retain a 100% interest.

On February 8, 2012, the Company announced that, according to a program planned and approved by the AREVA-Blue Sky Joint Technical Committee, exploration had commenced in the Provinces of Rio Negro and Chubut. The initial program includes the Ivana property, the Sierra Colonia property and the newly acquired Bajo Tierras Coloradas property. All work is being performed by a joint AREVA-Blue Sky team with Blue Sky acting as the operator. The exploration programs are 100% funded by AREVA.

During 2012 AREVA and Blue Sky geologists reviewed all of the Blue Sky projects and relinquished several low-priority properties totaling 313,000 hectares in Rio Negro ( 200,000 ha), Chubut (53,000 ha) and Santa Cruz (60,000 ha). This was done as a result of prioritization of Blue Sky's extensive land package. In Rio Negro, application was made for an additional 100,000 hectares to extend the high-priority Ivana project. The new concessions will be called the Ivana Extension Project.

On April 28, 2014, the Company received notification from AREVA Mines of their intention to discontinue with the Memorandum of Understanding entered into on December 20, 2011 to jointly explore for uranium deposits in Argentina.

# Blue Sky Tenure Granted and Applications.



## **Rio Negro Province**

The 2007 airborne radiometric survey identified anomalous zones of uranium mineralization on the Anit and Santa Barbara properties. In 2010, the Company completed a second, 22,214 line-km regional airborne radiometric and magnetic survey in the prospective Neuquen Basin in Rio Negro over areas with similar geology to the Anit and Santa Barbara properties. Three large new uranium anomalies were identified by the airborne survey and the Company applied for twelve exploration licenses (“cateos”) to cover them.

Exploration programs at the Anit, Santa Barbara and Ivana properties revealed two types of uranium mineralization in a near-surface horizon in poorly consolidated Upper Cretaceous to Tertiary sediments and underlying mineralization of the surficial calcrete type. The latter, in which the uranium occurs in gypsum and calcite-rich strata, resembles the Langer Heinrich deposit in Namibia (Measured and Indicated Resource of 150 million lbs. U<sub>3</sub>O<sub>8</sub> at a grade of 0.054% U<sub>3</sub>O<sub>8</sub> using a 0.025% U<sub>3</sub>O<sub>8</sub> cut-off, Paladin Energy Ltd. 2011 annual report). Carnotite, a potassium uranium vanadate mineral with chemical formula: K<sub>2</sub>(UO<sub>2</sub>)<sub>2</sub>(VO<sub>4</sub>)<sub>2</sub>·3H<sub>2</sub>O, is the uranium ore mineral. Vanadium pentoxide (V<sub>2</sub>O<sub>5</sub>) is a by-product at Langer Heinrich and is mainly used as an alloy of steel. At Langer Heinrich, mineralization occurs within a 15-km long paleo-drainage system and is near-surface, between one meter and 30 m thick, and between 50 m and 1,100 m wide.

### **Santa Barbara Property**

*Property and Ownership:* The Santa Barbara prospect was discovered in late 2006 by Dr. Jorge Berizzo, Blue Sky’s geological consultant, while conducting a car-borne reconnaissance of the Rio Negro province. It hosts the first documented uranium discovery in this province. The property consists of 23 “manifestaciones de descubrimiento” that cover approximately 462 km<sup>2</sup>. It is located in north-central Rio Negro approximately 75 km south of the city of Villa Regina. The property is 100% owned by the Company.

During the nine months ended September 30, 2014, the Company determined that it would not be exploring the Santa Barbara property further, and wrote-off \$814,430 in acquisition costs.

### **Anit Property**

*Property and Ownership:* The Anit property consists 10 mines or “manifestaciones de descubrimiento” that cover approximately 200 km<sup>2</sup>. It is located in the north-central part of Rio Negro approximately 100 km SSE of the city of Villa Regina. The property is 100% owned by the Company.

During the nine months ended September 30, 2014, the Company determined that it would not be exploring the Anit property further, and wrote-off \$960,404 in acquisition costs.

### **Ivana Property**

*Property and Ownership:* The Ivana property consists of six granted exploration licenses, one pending exploration license application, and eight mines or “manifestaciones de descubrimiento” registered on behalf of the Company totaling approximately 713 km<sup>2</sup>. It is located in the north-central part of Rio Negro near the municipality of Valcheta. The property is 100% owned by the Company.

During the nine months ended September 30, 2014, the Company determined that it would not be exploring the Ivana property further, and wrote-off \$17,852 in acquisition costs.

## **Sierra Colonia**

*Property and Ownership:* The Sierra Colonia property is located in the central part of the Chubut province. It is situated 96 km east-northeast of the Cerro Solo project where the National Commission of Atomic Energy (“CNEA”) identified a historical resource of 15 million pounds of contained U<sub>3</sub>O<sub>8</sub> in the same geological environment (CNEA web site with information dated June 5, 2009. The resource statement is not compliant with National Instrument 43-101). The property is 100% owned by the Company. Blue Sky has applied for four exploration licenses totalling 399 km<sup>2</sup>.

Four exploration licenses have been fully granted and three with an environmental impact study approved for exploration and drilling. The approval of the remaining exploration and drilling license is pending.

*History:* The Sierra Colonia project was selected following recommendations by Dr. Jorge Berizzo, Blue Sky's geological consultant, and was based on the proximity to CNEA's Mirasol uranium occurrence and similarities to the geological setting at Mirasol and Cerro Solo. The property's history is summarized as follows:

- surface radiometric survey covering 124 km<sup>2</sup>;
- sampling of 54 hand pits and chip samples ranging in depth from surface to 2 meters; and
- collection of 283 grab samples from outcrops and hand pits.

*Geology and Mineralization:* Uranium mineralization is hosted in sandstones, conglomerates and tuffs of Lower to Upper Cretaceous age of the Chubut Group located in an erosional window eroded through late Tertiary El Cuy plateau basalts. Petrified wood is commonly associated with uranium mineralization. Highlights from the prospecting work performed to date are summarized below:

Hand pits and chip samples

Zone	Width (m)	U <sub>3</sub> O <sub>8</sub> (%)	V <sub>2</sub> O <sub>5</sub> (%)
Fluo	2.0	0.14	0.07
	1.0	0.09	1.12
	1.5	0.07	0.01
Zone 1	1.0	0.13	0.50
Zone Cañadon Lillo	0.5	0.53	1.32
Zone 5	1.0	0.03	0.27

Grab samples from outcrops and hand pits

- 16 samples were higher than 0.10% U<sub>3</sub>O<sub>8</sub>; highlights include, 0.65 % U<sub>3</sub>O<sub>8</sub> and 1.55 % V<sub>2</sub>O<sub>5</sub>, 0.61 % U<sub>3</sub>O<sub>8</sub> and 0.80% V<sub>2</sub>O<sub>5</sub>, 0.53% U<sub>3</sub>O<sub>8</sub> and 1.32% V<sub>2</sub>O<sub>5</sub>, 0.25% U<sub>3</sub>O<sub>8</sub> and 0.65% V<sub>2</sub>O<sub>5</sub>, and 0.20% U<sub>3</sub>O<sub>8</sub>, 0.09% V<sub>2</sub>O<sub>5</sub>;
- 90 samples were higher than 0.01% U<sub>3</sub>O<sub>8</sub>; and
- 177 samples were lower than 0.01% U<sub>3</sub>O<sub>8</sub>.

Anomalous molybdenum values have been detected at Cerro Solo and are also present at Sierra Colonia, including 21 samples ranging from 113 to 671 ppm Mo.

*2012 Exploration:* The AREVA-Blue Sky program focused on identifying drill targets for a 2013 drill program in 12 target areas contained within a 14 km long mineralized trend discovered by Blue Sky in 2011. 2 lines of IP / Resistivity (total 7 km) were completed along with detailed geological and topographic surveys. Preliminary drill targets have been defined.

*2013 Exploration:* During 2013 the AREVA-Blue Sky program consisted of a comprehensive geological mapping program and 14 km of IP/resistivity surveying on two lines. The program was successful in tracing the favourable stratigraphic units and defining drill targets.

The Company is currently evaluating strategic alternatives to finance advancement of the Sierra Colonia property.

**Other – Rio Negro and Chubut**

The Company owns a 100% interest in the 864 km<sup>2</sup> Cerro Parva property in the Province of Chubut, Argentina. The Company owns a 100% interest in the 1,355 km<sup>2</sup> Tierras Coloradas property east of the Sierra Colonia property in the province of Chubut, Argentina. These are early stage exploration projects and management continues to evaluate results obtained to date for further exploration potential.

During the nine months ended September 30, 2014, the Company determined that it would not be exploring the other properties in the Province of Rio Negro and the Province of Chubut further, and wrote-off \$898,495 in acquisition costs.

**Selected Annual Financial Information**

The following selected consolidated financial information is derived from the audited consolidated financial statements and notes thereto.

	Years Ended December 31,		
	2013 \$	2012 \$	2011 \$
Total revenue	Nil	Nil	Nil
Net loss and comprehensive loss for the year	(1,116,683)	(1,251,175) <sup>(1)</sup>	(3,588,135)
Loss per share – basic and diluted	(0.05) <sup>(3)</sup>	(0.08) <sup>(3)</sup>	(0.43) <sup>(3)</sup>
Total assets	3,293,458	3,723,117 <sup>(2)</sup>	2,984,469

- (1) Variance from 2011 primarily driven by decrease in exploration of \$939,883, management fees of \$197,400 and salaries of \$122,513 partially offset by increase in exploration and other costs recovery of \$1,036,174.
- (2) Increase compared to 2011 is primarily due to increase in cash and short-term investments of \$758,825.
- (3) On April 2, 2012, the Company received approval by the TSX-V and the Company's shareholders for the consolidation of the Company's issued and outstanding common shares on the basis of ten (10) pre-consolidation shares for one (1) post-consolidation share. Comparative periods have been retrospectively adjusted.

### **Results of Operations – For the nine months ended September 30, 2014 compared to the nine months ended September 30, 2013**

#### **Loss from operating activities**

During the nine months ended September 30, 2014, loss from operating activities decreased by \$61,299 to \$633,723 compared to \$695,022 for the nine months ended September 30, 2013. The decrease in loss from operating activities is largely due to:

- A decrease of \$70,562 in management fees and salaries and employee benefits. Management fees and salaries and employee benefits were \$237,750 for the nine months ended September 30, 2014 compared to \$308,312 for the nine months ended September 30, 2013. Management fees were lower, offset by an increase in salaries and employee benefits, as a result of reduced corporate activity and severances to the former Chief Executive Officer and a former geologist for the nine months ended September 30, 2014 compared to higher management fees and lower salaries and employee benefits as a result of increased corporate activity and no severances incurred during the nine months ended September 30, 2013.
- A decrease of \$622,768 in exploration expenditures. Exploration expenditures were \$156,611 for the nine months ended September 30, 2014 compared to \$779,379 for the nine months ended September 30, 2013. Exploration expenditures primarily consisted of property maintenance payments and employment related costs during the nine months ended September 30, 2014 compared to the Company hand-excavating pits, completing trenching, shallow auger drilling, performing remote sensing and geological mapping interpretation at the Ivana and Sierra Colonia projects during the nine months ended September 30, 2013.
- A decrease of \$798,725 in exploration and other costs recovery. Exploration and other costs recovery was \$70,273 for the nine months ended September 30, 2014 compared to \$868,998 for the nine months ended September 30, 2013. On April 28, 2014, the Company received notification from AREVA of their intention to discontinue with the MOU entered into on December 20, 2011 to jointly explore for uranium deposits in Argentina. The Company did not receive exploration funding and incurred exploration expenditures during the period offsetting exploration liabilities for funding received in 2013 during the nine months ended September 30, 2014 compared to higher amounts received in accordance with the MOU with AREVA during the nine months ended September 30, 2013.
- A decrease of \$23,053 in corporate development and investor relations. Corporate development and investor relations was \$71,357 for the nine months ended September 30, 2014 compared to \$94,410 for the nine months ended September 30, 2013. The Company undertook a lesser number of investor relations activities relating to promotion of the Company's projects during the nine months ended September 30, 2014 compared to a greater number of investor relations activities relating to promotion of the Company's projects during the nine months ended September 30, 2013.
- A decrease of \$56,369 in office and sundry. Office and sundry was \$38,492 for the nine months ended September 30, 2014 compared to \$94,861 for the nine months ended September 30, 2013. The Company was charged a lesser amount for its usage relating to Grosso Group's costs due to reduced activity during the nine months ended September 30, 2014 compared to a higher amount for its usage relating to Grosso Group's costs due to increased activity during the nine months ended September 30, 2013.

- A decrease of \$39,282 in professional fees. Professional fees were \$128,988 for the nine months ended September 30, 2014 compared to \$168,270 for the nine months ended September 30, 2013. The Company incurred lower legal and consultant fees due to reduced business activity during the nine months ended September 30, 2014 compared to higher legal and consultant fees incurred during the nine months ended September 30, 2013.

#### **Other items**

During the nine months ended September 30, 2014, other items increased by \$2,774,785 to \$2,772,737 compared to \$2,048 for the nine months ended September 30, 2013. The increase in other items is largely due to:

- Write-off of mineral property interests of \$2,733,916 for the nine months ended September 30, 2014 compared to \$Nil for the nine months ended September 30, 2013. The Company recorded impairment charges related to its Santa Barbara, Anit, Ivana, Tierras Coloradas and other properties in the Provinces of Rio Negro and Chubut, Argentina compared to no such impairments recorded during the nine months ended September 30, 2013.
- An increase of \$35,600 in finance expense for the nine months ended September 30, 2014 compared to \$Nil for the nine months ended September 30, 2013. The increase is due to arrangement fees payable as consideration for working capital loans received by the Company during the nine months ended September 30, 2014.

The net loss and comprehensive loss for the nine months ended September 30, 2014 was \$3,406,460 or \$0.11 per basic and diluted share compared to a net loss and comprehensive loss of \$692,974 or \$0.03 per basic and diluted share for the nine months ended September 30, 2013.

#### **Cash Flow**

##### **Operating Activities**

Cash outflow from operating activities was \$925,047 for the nine months ended September 30, 2014 compared to \$589,175 for the nine months ended September 30, 2013. The increase in cash outflow results primarily from changes in non-cash working capital balances due to timing of receipt and payment of cash, offset by, lower exploration expenditures and corporate and administrative cash costs compared to the prior period.

##### **Investing Activities**

Cash flow from investing activities were \$Nil for the nine months ended September 30, 2014 compared to a cash inflow of \$622,193 for the nine months ended September 30, 2013. The Company redeemed \$Nil in short-term investments during the nine months ended September 30, 2014 compared to redemptions of \$650,000 in short-term investments during the nine months ended September 30, 2013. Mineral property interest acquisitions were \$Nil during the nine months ended September 30, 2014 compared to mineral property interest acquisitions of \$27,807 during the nine months ended September 30, 2013.

##### **Financing Activities**

Cash inflow from financing activities was \$545,979 for the nine months ended September 30, 2014 compared to \$86,480 for the nine months ended September 30, 2013. Proceeds from the issuance of common shares and warrants were \$384,895 offset by share issue costs of \$16,916 for the nine months ended September 30, 2014 compared to proceeds from the issuance of common shares and warrants of \$94,000 offset by share issue costs of \$7,520 for the nine months ended September 30, 2013. Proceeds from the issuance of loans payable were \$178,000 for the nine months ended September 30, 2014 compared to \$Nil for the nine months ended September 30, 2013.

#### **Results of Operations – For the three months ended September 30, 2014 compared to the three months ended September 30, 2013**

##### **Loss from operating activities**

During the three months ended September 30, 2014, loss from operating activities decreased by \$8,121 to \$146,380 compared to \$154,501 for the three months ended September 30, 2013. The decrease in loss from operating activities is largely due to:

- A decrease of \$40,400 in management fees and salaries and employee benefits. Management fees and salaries and employee benefits were \$32,500 for the three months ended September 30, 2014 compared to \$72,900 for the three months ended September 30, 2013. Management fees and salaries and employee benefits were lower as a result of reduced corporate activity for the three months ended September 30, 2014 compared to higher management fees and salaries and employee benefits as a result of increased corporate activity during the three months ended September 30, 2013.
- A decrease of \$190,210 in exploration expenditures. Exploration expenditures were \$56,295 for the three months ended September 30, 2014 compared to \$246,505 for the three months ended September 30, 2013. Exploration expenditures primarily consisted of employment related costs and property maintenance payments during the three months ended September 30, 2014 compared to completion of comprehensive geological mapping program and 14 km of IP/resistivity surveying at the Sierra Colonia project during the three months ended September 30, 2013.
- A decrease of \$287,236 in exploration and other costs recovery. Exploration and other costs recovery was \$Nil for the three months ended September 30, 2014 compared to a recovery of \$287,236 for the three months ended September 30, 2013. On April 28, 2014, the Company received notification from AREVA of their intention to discontinue with the MOU entered into on December 20, 2011 to jointly explore for uranium deposits in Argentina. The Company did not receive exploration funding during the three months ended September 30, 2014 compared to higher amounts received in accordance with the MOU with AREVA during the three months ended September 30, 2013.
- A decrease of \$23,883 in office and sundry. Office and sundry was \$2,326 for the three months ended September 30, 2014 compared to \$26,209 for the three months ended September 30, 2013. The Company was charged a lesser amount for its usage relating to Grosso Group's costs due to reduced activity during the three months ended September 30, 2014 compared to a higher amount for its usage relating to Grosso Group's costs due to increased activity during the three months ended September 30, 2013.

#### **Other items**

During the three months ended September 30, 2014, other items increased by \$38,998 to \$38,990 compared to (\$8) for the three months ended September 30, 2013. The increase in other items is largely due to:

- An increase of \$35,600 in finance expense for the three months ended September 30, 2014 compared to \$Nil for the three months ended September 30, 2013. The increase is due to arrangement fees payable as consideration for working capital loans received by the Company during the three months ended September 30, 2014.

The net loss and comprehensive loss for the three months ended September 30, 2014 was \$185,370 or \$0.01 per basic and diluted share compared to a net loss and comprehensive loss of \$154,493 or \$0.01 per basic and diluted share for the three months ended September 30, 2013.

### **Cash Flow**

#### **Operating Activities**

Cash outflow from operating activities was \$87,680 for the three months ended September 30, 2014 compared to \$347,648 for the three months ended September 30, 2013. The decrease in cash outflow results primarily from changes in non-cash working capital balances due to timing of receipt and payment of cash, offset by, lower exploration expenditures and corporate and administrative cash costs compared to the prior period.

#### **Investing Activities**



Cash flow from investing activities were \$Nil for the three months ended September 30, 2014 compared to a cash inflow of \$150,000 for the three months ended September 30, 2013. The Company redeemed \$Nil in short-term investments during the three months ended September 30, 2014 compared to redemptions of \$150,000 in short-term investments during the three months ended September 30, 2013.

### **Financing Activities**

Cash inflow from financing activities was \$118,000 for the three months ended September 30, 2014 compared to \$Nil for the three months ended September 30, 2014. Proceeds from the issuance of loans payable were \$118,000 for the three months ended September 30, 2014 compared to \$Nil for the three months ended September 30, 2013.

### **Balance Sheet**

At September 30, 2014, the Company had total assets of \$104,974 which is a decrease of \$3,188,484 from the \$3,293,458 in total assets at December 31, 2013. The change is mainly due to a decrease in cash, prepaid expenses and write-offs of mineral property interests during the nine months ended September 30, 2014. Working capital deficiency as at September 30, 2014 was \$369,298 compared to \$79,934 at December 31, 2013

### **Selected Quarterly Financial Data**

	2014			2013			2012	
	Sep. 30 \$	Jun. 30 \$	Mar. 31 \$	Dec. 31 \$	Sep. 30 \$	Jun. 30 \$	Mar. 31 \$	Dec. 31 \$
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net Loss	(185,370)	(2,945,149) <sup>(6)</sup>	(275,941)	(423,709) <sup>(5)</sup>	(154,493) <sup>(4)</sup>	(210,577) <sup>(3)</sup>	(327,904) <sup>(2)</sup>	(551,785) <sup>(1)</sup>
Net Loss per Common Share Basic and Diluted	(0.01)	(0.09)	(0.01)	(0.02)	(0.01)	(0.01)	(0.01)	(0.02)

- (1) Increase primarily driven by increases in corporate development and investor relations of \$27,610, exploration of \$77,441, professional and consulting fees of \$84,247.
- (2) Decrease primarily driven by decreases in professional and consulting fees of \$53,846, exploration of \$104,965 and corporate development and investor relations of \$18,890.
- (3) Decrease primarily results from decrease in management fees and salaries and employee benefits of \$66,862 and decrease in office and sundry expenses of \$18,720.
- (4) Decrease primarily driven by decrease in corporate development and investor relations of \$28,000 and professional and consulting fees of \$14,655.
- (5) Increase primarily results from net expenses related to exploration activities and fourth quarter drill program in Argentina of \$188,784.
- (6) Increase primarily driven by write-off of mineral property interests of \$2,733,916.

### **Liquidity and Capital Resources**

The Company has experienced recurring operating losses and has an accumulated deficit of \$23,550,648 at September 30, 2014 (December 31, 2013 - \$20,144,188) and deficit of \$336,596 at September 30, 2014 (December 31, 2013 – equity of \$2,693,302). In addition, the Company had a working capital deficiency of \$369,298 at September 30, 2014 (December 31, 2013 – \$79,934). Working capital is defined as current assets less current liabilities and provides a measure of the Company’s ability to settle liabilities that are due within one year with assets that are also expected to be converted into cash within one year.

The Company presently does not have adequate resources to maintain its core activities for the next fiscal year or sufficient working capital to fund all its planned activities. The Company will continue to rely on successfully completing additional equity financing to maintain its core activities and further exploration of its existing and new properties in Argentina. There can be no assurance that the Company will be successful in obtaining the required financing. The failure to obtain such financing could result in the loss of the Company’s interest income or more of its mineral claims.

The Company does not know of any trends, demand, commitments, events or uncertainties that will result in, or that are reasonably likely to result in, its liquidity either materially increasing or decreasing at present or in the foreseeable future. Material increases or decreases in liquidity are substantially determined by the success or failure of the exploration programs. The Company does not have any loans or bank debt and there are no restrictions on the use of its cash resources.

## Commitment

	1 Year	2 Years	3 Years	4-5 Years	More than 5 Years
	\$	\$	\$	\$	\$
Management Services Agreement	-	-	-	-	-

On April 1, 2010, the Company entered into an Agreement with Grosso Group to provide services and facilities to the Company. Grosso Group provides its member companies with administrative and management services. The member companies pay monthly fees to Grosso Group on a cost recovery basis. The fee is based upon a pro-rating of Grosso Group's costs including its staff and overhead costs among the member companies. The current monthly fee is \$Nil per month due to a significant curtailment in activity. This fee is reviewed and adjusted quarterly based on the level of services required.

## Capital Stock

At September 30, 2014, the authorized share capital comprised an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

At September 30, 2014, an aggregate of 34,367,010 common shares were issued and outstanding. At November 17, 2014, 34,367,010 common shares were issued and outstanding.

### *Details of Private Placement Issues of Common Shares in 2014 and 2013*

In April 2014, the Company completed the second tranche of a non-brokered private placement consisting of 600,000 units at a price of \$0.055 per unit for gross proceeds of \$33,000. Each unit consisted of one common share and one transferable common share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share in the capital of the Company at a price of \$0.10 per share for two years from the date of issue of the warrant. Finders' fees were \$2,640 in cash and 48,000 non-transferable warrants exercisable into common shares at \$0.10 per share for two years having a fair value of \$2,060.

Fair value was calculated using the following Black-Scholes pricing model variables: risk-free interest rate – 1.06%; expected stock price volatility – 147.31%; dividend yield of 0%; and expected warrant life of 1.45 years.

In April 2014, the Company completed the first tranche of a non-brokered private placement consisting of 1,479,000 units at a price of \$0.055 per unit for gross proceeds of \$81,345. Each unit consisted of one common share and one transferable common share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share in the capital of the Company at a price of \$0.10 per share for two years from the date of issue of the warrant. Finders' fees were \$1,760 in cash and 32,000 non-transferable warrants exercisable into common shares at \$0.10 per share for two years having a fair value of \$1,630. Fair value was calculated using the following Black-Scholes pricing model variables: risk-free interest rate – 1.05%; expected stock price volatility – 147.97%; dividend yield of 0%; and expected warrant life of 1.45 years.

In March 2014, the Company completed the second tranche of a non-brokered private placement consisting of 3,450,000 units at a price of \$0.05 per unit for gross proceeds of \$172,500. Each unit consisted of one common share and one transferable common share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share in the capital of the Company at a price of \$0.10 per share for two years from the date of issue of the warrant. Finders' fees were \$4,240 in cash and 84,800 non-transferable warrants exercisable into common shares at \$0.10 per share for two years having a fair value of \$6,994. Fair value was calculated using the following Black-Scholes pricing model variables: risk-free interest rate – 1.05%; expected stock price volatility – 145.80%; dividend yield of 0%; and expected warrant life of 1.44 years.

In January 2014, the Company completed the first tranche of a non-brokered private placement consisting of 1,961,000 units at a price of \$0.05 per unit for gross proceeds of \$98,050. Each unit consisted of one common share and one transferable common share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share in the capital of the Company at a price of \$0.10 per share for two years from the date of issue of the warrant. Finders' fees were \$8,276 in cash and 156,880 non-transferable warrants exercisable into common shares at \$0.10 per

share for two years having a fair value of \$4,257. Fair value was calculated using the following Black-Scholes pricing model variables: risk-free interest rate – 0.98%; expected stock price volatility – 150.74%; dividend yield of 0%; and expected warrant life of 1.50 years.

In December 2013, the Company completed a non-brokered private placement consisting of 2,300,000 units at a price of \$0.05 per unit for gross proceeds of \$115,000. Each unit consisted of one common share and one transferable common share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share in the capital of the Company at a price of \$0.10 per share for 2 years from the date of issue of the warrant.

In March 2013, the Company completed a non-brokered private placement consisting of 1,175,000 units at a price of \$0.08 per unit for gross proceeds of \$94,000. Each unit consisted of one common share and one-half of one transferable common share purchase warrant. Each warrant entitles the holder thereof to purchase one additional common share in the capital of the Company at a price of \$0.15 per share for one year from the date of issue of the warrant. Finders' fees were \$7,520 of cash and 94,000 non-transferable warrants exercisable into common shares at \$0.15 per share for one year having a fair value of \$2,962. Fair value was calculated using the following Black-Scholes pricing model variables: risk-free interest rate – 1.00%; expected stock price volatility – 133.36%; dividend yield of 0%; and expected warrant life of 1.40 years.

The Company had the following warrants outstanding as at November 17, 2014:

<b>Number of Warrants Outstanding</b>	<b>Exercise Price (CAD\$)</b>	<b>Expiry Date</b>
2,300,000	\$0.10	December 19, 2015
2,117,880	\$0.10	January 28, 2016
3,534,800	\$0.10	March 3, 2016
1,511,000	\$0.10	April 13, 2016
648,000	\$0.10	April 23, 2016
<b>10,111,680</b>		

The following summarizes information about the stock options outstanding and exercisable as at November 17, 2014:

Number of Shares		Exercise Price (CAD\$)	Expiry Date
Outstanding	Exercisable		
5,850	5,850	\$6.50	December 9, 2014
38,868	38,868	\$0.51	March 4, 2015
10,000	10,000	\$7.30	March 15, 2015
72,500	72,500	\$2.60	October 5, 2015
25,264	25,264	\$1.16	December 10, 2015
64,132	64,132	\$1.08	March 2, 2016
60,000	60,000	\$2.20	May 31, 2016
20,000	20,000	\$1.00	September 25, 2016
935,000	935,000	\$0.12	September 24, 2017
300,000	300,000	\$0.10	January 23, 2016
1,531,614	1,531,614		

### **Off-Balance Sheet Arrangements**

The Company does not utilize off-balance sheet arrangements.

### **Related Party Transactions**

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of the entities outlined below.

The following entities transacted with the Company in the reporting period. The terms and conditions of the transactions with key management personnel and their related parties were no more favorable than those available, or which might reasonably be expected to be available, on similar transactions to non-key management personnel related entities on an arm's length basis. The aggregate value of transactions relating to key management personnel and entities over which they have control or significant influence were as follows:

On April 1, 2010, the Company entered into a Management Services Agreement ("Agreement") with Grosso Group Management Ltd. (Grosso Group) to provide services and facilities to the Company. Grosso Group provides its member companies with administrative and management services. The member companies pay monthly fees to Grosso Group on a cost recovery basis. The fee is based upon a pro-rating of Grosso Group's costs including its staff and overhead costs among the member companies. The fee is reviewed and adjusted quarterly based on the level of services required. The Agreement expired on December 31, 2012 and was automatically renewed for a period of two years pursuant to the terms of the Agreement. The Agreement contains termination and early termination fees in the event the services are terminated by the Company. The termination fee includes three months of compensation and any contractual obligations that Grosso Group undertook for the Company, up to a maximum of \$750,000. The early termination fees are the aggregate of the termination fee in addition to the lesser of the monthly fees calculated to the end of the term and the monthly fees calculated for eighteen months, up to a maximum of \$1,000,000.

Transactions	Three months ended September 30,		Nine months ended September 30,	
	2014	2013	2014	2013
	\$	\$	\$	\$
Services rendered:				
Grosso Group Management Ltd.				
Management fees	-	36,900	80,700	153,900
Rent, parking and storage	-	14,700	29,700	49,200
Office & sundry	-	9,900	28,800	51,000
Total for services rendered	-	61,500	139,200	254,100

At September 30, 2014, the Company had \$50,500 (December 31, 2013 - \$ Nil) included in accounts payable and accrued liabilities to Grosso Group Management Ltd.

R.H. McMillan Ltd. (“R.H. McMillan”) is a private company controlled by Ron McMillan, a former director of the Company. For the three months ended September 30, 2014, R.H. McMillan Ltd. was paid \$4,000 (three months ended September 30, 2013 - \$6,000) for geological services. For the nine months ended September 30, 2014, R.H. McMillan Ltd. was paid \$16,000 (nine months ended September 30, 2013 - \$18,000) for geological services. Amounts paid to R.H. McMillan Ltd. are classified as professional fees in the consolidated statements of loss and comprehensive loss.

At September 30, 2014, the Company had \$8,000 (December 31, 2013 - \$7,676) included in accounts payable and accrued liabilities to R.H. McMillan Ltd.

### **Key management personnel compensation**

During fiscal 2014 and 2013 the following amounts were incurred with respect to the Company’s executive officers, comprising the current Chief Executive Officer and President, Nikolaos Cacos, current Chief Financial Officer, Darren Urquhart, former President and Chief Executive Officer, Sean Hurd and former Chief Financial Officer, Michael Iannacone:

Compensation	Three months ended September 30, 2014			Three months ended September 30, 2013		
	Salaries \$	Other \$	Total \$	Salaries \$	Other \$	Total \$
Chief Executive Officer	5,000	27,500 <sup>(1)</sup>	32,500	30,000	-	30,000
Chief Financial Officer	-	-	-	6,000	-	6,000
Total	5,000	27,500	32,500	36,000	-	36,000

Compensation	Nine months ended September 30, 2014			Nine months ended September 30, 2013		
	Salaries \$	Other \$	Total \$	Salaries \$	Other \$	Total \$
Chief Executive Officer	57,500	27,500 <sup>(1)</sup>	85,000	94,550	-	94,550
Chief Financial Officer	8,000	-	8,000	46,221	-	46,221
Total	65,500	27,500	93,000	140,771	-	140,771

(1) Includes a severance amount of \$27,500 to the former Chief Executive Officer to be paid in cash or common shares of the Company on or by September 1, 2016.

### **Loans Payable**

At September 30, 2014, the Company had the following loans payable:

	September 30, 2014		
	Maturity	Currency	Fair value
Unsecured, 12% annual interest rate	July 21, 2015	Canadian dollar	\$140,000
Unsecured, 12% annual interest rate	September 17, 2015	Canadian dollar	\$38,000
			\$178,000

*\$140,000 Unsecured, 12% annual interest rate & finance expense*

On May 27, 2014 the Company received an advance for working capital purposes in the amount of \$60,000 from an arm’s length private B.C. Company (the “Lender”). On July 21, 2014, the Company received an additional \$80,000 and entered into a loan agreement with the Lender. The principal amount of the loan is used for working capital purposes and bears interest at the rate of 12% per annum.

The principal balance of the loan, together with all accrued and unpaid interest thereon shall become due and payable in full on the maturity date. As additional consideration for providing the loan, the Company will pay to the Lender an arrangement fee in an amount equal to 20% of the principal amount of the loan totalling \$28,000. Such amount is payable at the election of the Lender in cash or common shares, or a combination of both. Payment of all or any part of the

arrangement fee in common shares is subject to TSX Venture Exchange approval.

*\$38,000 Unsecured, 12% annual interest rate & finance expense*

On September 17, 2014, the Company entered into a loan agreement with an arm's length private B.C. Company. The principal amount of the loan is used for working capital purposes and bears interest at the rate of 12% per annum. The principal balance of the loan, together with all accrued and unpaid interest thereon shall become due and payable in full on the maturity date. As additional consideration for providing the loan, the Company will pay to the Lender an arrangement fee in an amount equal to 20% of the principal amount of the loan totalling \$7,600. Such amount is payable at the election of the Lender in cash or common shares, or a combination of both. Payment of all or any part of the arrangement fee in common shares is subject to TSX Venture Exchange approval.

All loans payable may be repaid in whole or in part at any time, without notice or penalty.

At December 31, 2013, the Company did not have any loans payable.

### **Subsequent Events**

On November 10, 2014, the Company announced a proposed consolidation of its share capital on the basis of one new common share of the Company for every ten existing common shares resulting in a decrease of the issued and outstanding common shares of the Company from 34,367,010 to 3,436,701 common shares.

On November 17, 2014, the Company received shareholder approval. The share consolidation is subject to approval by the TSX Venture Exchange.

### **Critical Accounting Estimates and Recent Accounting Pronouncements**

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the period. Actual results may differ from these estimates.

Reference should be made to the Company's significant accounting policies contained in Note 2 of the Company's condensed consolidated interim financial statements for the nine months ended September 30, 2014. These accounting policies can have a significant impact on the financial performance and financial position of the Company.

### ***Foreign currencies***

The presentation and functional currency of the Company is the Canadian dollar. Transactions in currencies other than the Canadian dollar are recorded at the rates of exchange prevailing on the dates of transactions. At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

### ***Share-based Payment Transactions***

Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest. The offset to the recorded cost is to equity settled share-based payments reserve.

Consideration received on the exercise of stock options is recorded as share capital and the related equity settled share-based payments reserve is transferred to share capital. Charges for options that are forfeited before vesting are reversed from equity settled share-based payment reserve.

### ***Exploration, Evaluation and Development Expenditures***

Exploration and evaluation expenditures are expensed as incurred, until the property reaches the development stage. The development stage is considered to begin once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable. All direct costs related to the acquisition of resource property interests are capitalized. Development expenditures incurred subsequent to a development decision, and to increase or to extend the life of existing production, are capitalized and will be amortized on the unit-of-production method based upon estimated proven and probable reserves.

Mineral property acquisition costs include cash costs and the fair market value of common shares issued, based on the trading price of the shares issued for mineral property interests, pursuant to the terms of the related property agreements. Payments related to a property acquired under an option or joint venture agreement are made at the sole discretion of the Company, and are recorded as mineral property acquisition costs upon payment. Mineral property interests are classified as intangible assets.

### ***Restoration, Rehabilitation, and Environmental Obligations***

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operating license conditions and, when applicable, the environment in which the mine operates.

Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the unit-of-production or the straight line method. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense recognized in profit or loss.

Decommissioning costs are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized in profit or loss.

The operations of the Company have been, and may in the future be, affected from time to time in varying degree by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company are not predictable.

The Company has no material restoration, rehabilitation and environmental obligations as the disturbance to date is immaterial.

### ***Impairment***

At the end of each reporting period the carrying amounts of the Company's long lived assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

### ***Adoption of accounting standards and interpretations***

The Company has adopted these accounting standards effective January 1, 2014. The adoption of these accounting standards had no significant impact on the condensed consolidated interim financial statements. These standards are:

*IAS 36 Financial Instruments: Presentation*

*New Accounting Standards and Interpretations*

The International Accounting Standards Board (“IASB”) has issued new and amended standards and interpretations which have not yet been adopted by the Company. The Company has not yet begun the process of assessing the impact that the new and amended standards and interpretations will have on its financial statements or whether to early adopt any of the new requirements. The following is a brief summary of the new and amended standards and interpretations:

#### IFRS 9 – Financial Instruments

IFRS 9 addresses the classification, measurement and recognition of financial assets and financial liabilities. In May 2011, the IASB issued IFRS 9, Financial Instruments. The new Standard limits the number of categories for classification of financial assets to two: amortized cost and fair value through profit or loss. IFRS 9 also replaces models for measuring equity instruments and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. The required adoption date for IFRS 9 has been deferred and is not expected until January 1, 2017, with early adoption permitted. IFRS 9 is not expected to have a material impact on amounts recorded in the

#### **Financial Instruments**

The Company thoroughly examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include credit risk, liquidity risk, currency risk, and interest rate risk. Where material, these risks are reviewed and monitored by the Board of Directors.

#### **(a) Fair Values**

The Company's financial instruments consist of cash, amounts receivable, exploration advances/liabilities and accounts payable and accrued liabilities. The fair value of cash, amounts receivable, exploration advance/liabilities and accounts payable and accrued liabilities approximate their carrying values due to the immediate or short-term maturity of these financial instruments.

#### **(b) Financial Instrument Risk Exposure**

##### *Credit risk*

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist of cash and amounts receivable. The Company has reduced its credit risk by depositing its cash and short-term investments with financial institutions that operate globally. The majority of the Company's receivables are with the government of Canada in the form of sales tax, the credit risk is minimal. Therefore, the Company is not exposed to significant credit risk and overall the Company's credit risk has not changed significantly from the prior year.

##### *Liquidity risk*

Liquidity risk is the risk that the company will not be able to meet its financial obligations as they fall due. The Company has in place a planning and budgeting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. The Company has historically relied on issuance of shares and warrants to fund exploration programs and may require doing so again in the future.



### ***Currency risk***

Financial instruments that impact the Company's net earnings or other comprehensive income due to currency fluctuations include: US dollars and Argentinean pesos, all denominated in cash, amounts receivable and accounts payable. The sensitivity of the Company's net earnings and other comprehensive income to changes in the exchange rate between the Canadian dollar and the United States dollar, and between the Canadian dollar and the Argentinean peso is summarized as follows:

- A 10% change in the US dollar exchange rate relative to the Canadian dollar would change the Company's net loss by \$15.
- A 10% change in the Argentinean peso exchange rate relative to the Canadian dollar would change the Company's net loss by \$11,787.

### ***Interest rate risk***

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The fair value of cash approximates its carrying values due to the immediate or short-term maturity of this financial instrument. Other current financial assets and liabilities are not exposed to interest rate risk because they are non-interest bearing or have prescribed interest rates.

### **(c) Capital Management**

The Company's objectives of capital management are intended to safeguard the entity's ability to support the Company's normal operating requirements on an ongoing basis, continue the development and exploration of its mineral properties and support any expansionary plans.

The capital structure of the Company consists of equity attributable to common shareholders, comprised of issued capital, reserves and deficit. The Company manages the capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the Company's assets.

To effectively manage the entity's capital requirements, the Company has in place a planning and budgeting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. The Company has historically relied on issuance of shares to develop its mineral projects and may require doing so again in the future.

The Company is monitoring market conditions to secure funding at the lowest cost of capital. The Company is exposed to various funding and market risks which could curtail its access to funds.

### **Risk Factors and Uncertainties**

The Company's operations and results are subject to a number of different risks at any given time. These factors, include but are not limited to disclosure regarding exploration, additional financing, project delay, titles to properties, price fluctuations and share price volatility, operating hazards, insurable risks and limitations of insurance, management, foreign country and regulatory requirements, currency fluctuations and environmental regulations risks. Exploration for mineral resources involves a high degree of risk. The cost of conducting programs may be substantial and the likelihood of success is difficult to assess. A number of the risks and uncertainties are discussed below:

*History of losses:* The Company has historically incurred losses as evidenced by its audited consolidated financial statements for the years ended December 31, 2013 and 2012. The Company has financed its operations principally through the sale of its equity securities. The Company does not anticipate that it will earn any revenue from its operations until its properties are placed into production, if ever. If the Company is unable to place its properties into production, the Company may never realize revenues from operations, will continue to incur losses and you may lose the value of your investment.

*Joint ventures and other partnerships:* The Company may seek joint venture partners to provide funding for further work on any or all of its other properties. Joint ventures may involve significant risks and the Company may lose any investment it makes in a joint venture. Any investments, strategic alliances or related efforts are accompanied by risks such as:

1. the difficulty of identifying appropriate joint venture partners or opportunities;
2. the time the Company's senior management must spend negotiating agreements, and monitoring joint venture activities;
3. the possibility that the Company may not be able to reach agreement on definitive agreements, with potential joint venture partners;
4. potential regulatory issues applicable to the mineral exploration business;
5. the investment of the Company's capital or properties and the loss of control over the return of the Company's capital or assets;
6. the inability of management to capitalize on the growth opportunities presented by joint ventures; and
7. the insolvency of any joint venture partner.

There are no assurances that the Company would be successful in overcoming these risks or any other problems encountered with joint ventures, strategic alliances or related efforts.

*Unexpected delays:* The Company's minerals business will be subject to the risk of unanticipated delays including permitting its contemplated projects. Such delays may be caused by fluctuations in commodity prices, mining risks, difficulty in arranging needed financing, unanticipated permitting requirements or legal obstruction in the permitting process by project opponents. In addition to adding to project capital costs (and possibly operating costs), such delays, if protracted, could result in a write-off of all or a portion of the carrying value of the delayed project.

*Potential conflicts of interest:* Several of the Company's directors are also directors, officers or shareholders of other companies. Such associations may give rise to conflicts of interest from time to time. Such a conflict poses the risk that the Company may enter into a transaction on terms which could place the Company in a worse position than if no conflict existed. The directors of the Company are required by law to act honestly and in good faith with a view to the best interest of the Company and to disclose any interest which they may have in any project or opportunity of the Company. However, each director has a similar obligation to other companies for which such director serves as an officer or director. The Company has no specific internal policy governing conflicts of interest.

*Competition with larger, better capitalized competitors:* The mining industry is competitive in all of its phases. The Company faces strong competition from other mining companies in connection with the acquisition of properties producing, or capable of producing, base and precious metals. Many of these companies have greater financial resources, operational experience and technical capabilities than the Company. As a result of this competition, the Company may be unable to maintain or acquire attractive mining properties on terms it considers acceptable or at all. Consequently, the Company's revenues, operations and financial condition could be materially adversely affected.

*The Company does not intend to pay dividends:* The Company has not paid out any cash dividends to date and has no plans to do so in the immediate future. As a result, an investor's return on investment will be solely determined by his or her ability to sell common shares in the secondary market.

*Title Risk:* Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

*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's property has exposure to predominantly uranium. The prices of these metals, especially uranium, greatly affect the value of the Company and the potential value of its property and investments.

*Financial Markets:* The Company is dependent on the equity markets as its sole source of operating working capital and the Company's capital resources are largely determined by the strength of the junior resource markets and by the status of

the Company's projects in relation to these markets, and its ability to compete for the investor support of its projects.

*Political Risk:* Exploration is presently carried out in the Argentina and is currently being reviewed worldwide. This exposes the Company to risks that may not otherwise be experienced if all operations were domestic. Political risks may adversely affect the Company's potential projects and operations. Real and perceived political risk in some countries may also affect the Company's ability to finance exploration programs and attract joint venture partners, and future mine development opportunities.

*Credit Risk:* Credit risk is the risk of an unexpected loss of a third party to a financial instrument fails to meet its contractual obligations. The Company is subject to credit risk on cash. The Company limits its exposure to credit loss by placing its cash with major financial institutions.

*Liquidity Risk:* Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they are due. The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company raises capital through equity issues and its ability to do so is dependent on a number of factors including market acceptance, stock price and exploration results. The Company's cash is invested in bank accounts.

*Interest Risk:* The Company's bank accounts do not earn interest income. Cash bears no interest. The fair value of cash approximates its carrying values due to the immediate or short-term maturity of this financial instrument.

*Currency Risk:* Business is transacted by the Company in a number of currencies. Fluctuations in exchange rates may have a significant effect on the cash flows of the Company. Future changes in exchange rates could materially affect the Company's results in either a positive or negative direction.

*Community Risk:* The Company has negotiated with the local communities on its mineral property concessions for access to facilitate the completion of geological studies and exploration work programs. The Company's operations could be significantly disrupted or suspended by activities such as protests or blockades that may be undertaken by such certain groups or individuals within the community.

*Environmental Risk:* The Company seeks to operate within environmental protection standards that meet or exceed existing requirements in the countries in which the Company operates. Present or future laws and regulations, however, may affect the Company's operations. Future environmental costs may increase due to changing requirements or costs associated with exploration and the developing, operating and closing of mines. Programs may also be delayed or prohibited in some areas. Although minimal at this time, site restoration costs are a component of exploration expenses.

### **Disclosure Controls and Procedures and Internal Control over Financial Reporting**

On November 23, 2007, the British Columbia Securities Commission exempted Venture Issuers from the requirement to certify disclosure controls and procedures, as well as, Internal Controls over Financial Reporting as of December 31, 2007, and thereafter. The Company is a Venture Issuer; therefore it files the venture issuer basic certificates. The Company makes no assessment relating to establishment and maintenance of disclosure controls and procedures as defined under National Instrument 52-109 as at September 30, 2014.

### **Additional Information**

Additional information relating to the Company, including news releases, financial statements and prior MD&A filings, is available on SEDAR at [www.sedar.com](http://www.sedar.com).

The investor relations program is focusing on shareholder communications, corporate development and building the Company an active following of investment professionals in Canada, US and Europe. The Company also maintains a website at [www.blueskyuranium.com](http://www.blueskyuranium.com).