

## **MUSKRAT MINERALS INCORPORATED MANAGEMENT DISCUSSION AND ANALYSIS FOR THE YEAR ENDED JUNE 30, 2014**

The following is a discussion of the audited consolidated financial condition and results of operations of Muskrat Minerals Incorporated (“MMI” or “the Corporation”) for the year ended June 30, 2014. This discussion and analysis should be read in conjunction with the Corporation’s annual audited consolidated financial statements and the related notes thereto for the year then ended.

The Corporation’s principle asset is an 40.2% (41.1% at June 30, 2013 and 29.9% at June 30, 2012) interest in Grand River Ironsands Inc. (“GRI”). GRI owns 67.2% (74.85% at June 30, 2013 and 83.1% at June 30, 2012) of North Atlantic Iron Corporation (“NAIC”), a joint venture investing to become a vertically integrated pig iron producer with an iron sands project in Labrador and Newfoundland. GRI also owns 100% of Forks Specialities Metal Inc. (“FSM”), which owns and operates two electric arc smelting furnaces in Pennsylvania, USA.

The consolidated financial statements are presented in Canadian dollars which is also the Corporation’s and its subsidiaries’ functional currency and have been prepared in compliance with International Financial Reporting Standards (“IFRS”), as issued by the IASB, and the Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). These accounting policies are based on the IFRS standards and IFRIC interpretations that are applicable at June 30, 2014.

Additional information about MMI can be found on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Canadian Securities Exchange at [www.cnsx.ca](http://www.cnsx.ca)

This MD&A is dated as of October 23, 2014 and contains discussion of material events up to and including that date.

### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

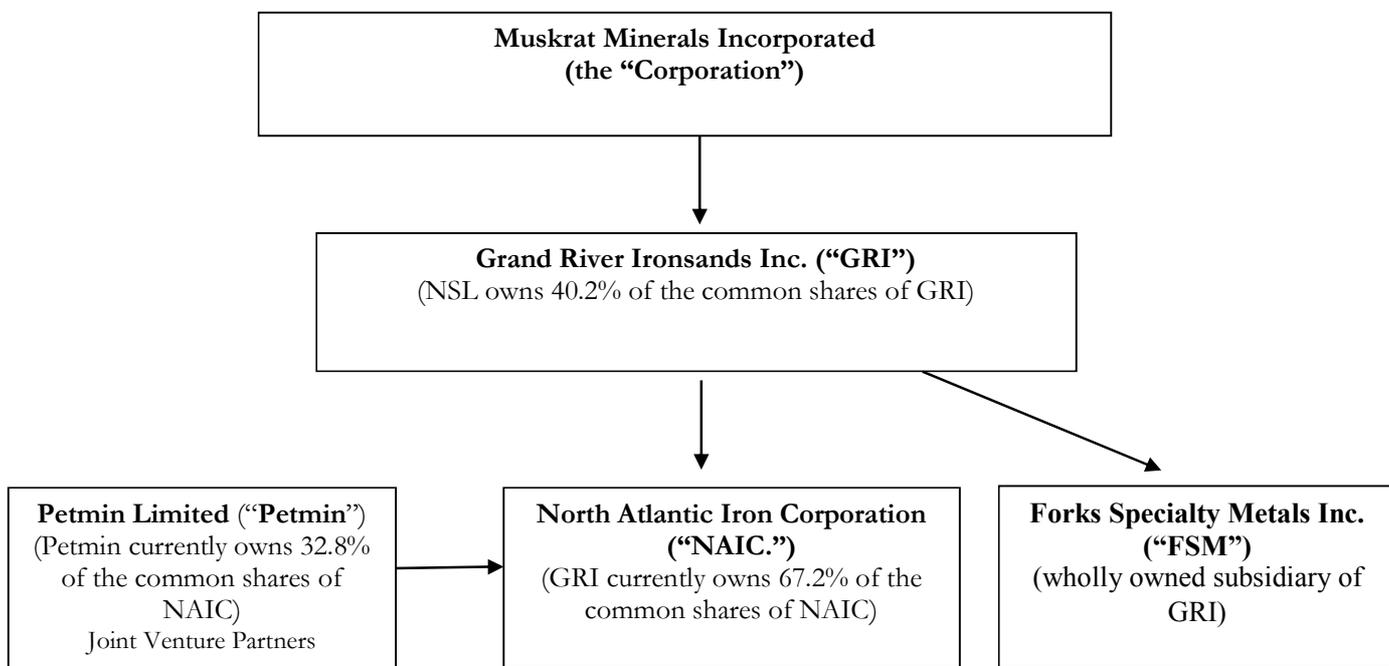
The following discussion and analysis contains forward-looking statements which reflects management’s expectations regarding the Corporation’s future growth, results of operations, performance, and business prospects and opportunities. Although the forward-looking statements reflect management’s current assumptions based upon information currently available to management and based upon what management believes to be reasonable assumptions, the Corporation cannot be certain that actual results will be consistent with these forward looking statements. Forward-looking statements involve significant known and unknown risks, assumptions and uncertainties that may cause the Corporation’s actual results, performance, prospects, and opportunities in future periods to differ materially from those expressed or implied by such forward looking statements. These risks and uncertainties include, among other things, market demand, commodity pricing, regulatory matters, currency risks, liability claims, integration of new operations, financing risks, and interest rate risks. Although the Corporation has attempted to identify important risks and factors that could cause actual results to differ materially from those described in the forward-looking statements, there may be other factors and risks that may cause results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results may differ materially from those anticipated in such statements. Certain factors that may impact operations are also discussed. Such comments will be affected by, and may involve, known and unknown risks and uncertainties that may cause the actual results of the Corporation to be materially different from those expressed or implied. Accordingly, readers should not place undue reliance on forward-looking statements. These forward looking statements are made as of the date of this MD&A and, except as required by law, the Corporation assumes no obligation to update or revise them to reflect new events or circumstances.

### **CORPORATE OVERVIEW**

MUSKRAT MINERALS INCORPORATED (the “Corporation”) is a publicly listed Corporation, trading on the Canadian Securities Exchange (the “CSE”), with a ticker symbol “YJR”. Headquartered in Toronto, Canada, the Corporation owns 40.2% (41.1% at June 30, 2013 and 29.9% at June 30, 2012) of Grand River Ironsands Inc. (“GRI”). GRI in turn owns 67.2% (74.85% at June 30, 2013 and 89.3% at June 30, 2012) of North Atlantic Iron Corporation (“NAIC”), which is investing to become a vertically integrated pig iron producer with an iron sands project in Labrador

and Newfoundland. GRI also owns 100% of Forks Speciality Metals Inc. (“FSM”), which owns and operates two electric arc smelting furnaces in Pennsylvania, USA.

Below is a chart of the corporate structure of the Corporation and its wholly and partially owned subsidiaries, along with the current and potential joint venture partners hereinafter explained:



## CURRENT BUSINESS ACTIVITIES

The Corporation has a 40.2% shareholding in GRI, a private company which was incorporated on March 24, 2001, in the Province of Nova Scotia, pursuant to the *Companies Act* (Nova Scotia). As of time of issuance of this MD&A, GRI has a 67.2% shareholding (undiluted and potentially 50.1% fully diluted) in NAIC, a joint venture investing to become a vertically integrated pig iron producer. In addition, NAIC is involved in the exploration and development of an iron sands project near Happy Valley-Goose Bay, NL, Canada which could provide feed stock for NAIC’s intended pig iron production facility. GRI and its subsidiary, NAIC, entered into a share purchase agreement with Petmin (JSE: PET), a publicly traded mining company in South Africa, dated September 15, 2010, as amended, whereby GRI contributed its mineral claims to NAIC and Petmin acquired shares in NAIC through cash investments. Petmin invests its contributions to NAIC. Since entering into the Joint Venture agreement with GRI, Petmin has invested a total of US\$19 million into NAIC and currently holds a 32.8% ownership position. Its latest investment was made on April 7, 2014 (US\$2.0 million) and represented the first payment towards Petmin’s commitment to advance US\$8 million (US\$6 million remains outstanding) over the next 12 months. Petmin has an option to acquire up to 40% of NAIC for a total of US\$25 million (US\$19 million invested to date). Following the completion of its US\$25 million investment, Petmin has the option to acquire an additional 9.9% of the common shares of NAIC, at a fair market price, increasing its potential ownership of NAIC to 49.9% on a fully diluted basis.

## OVERVIEW OF NAIC

GRI and its North Atlantic Iron Corporation (NAIC) JV partner, Petmin Ltd. (South Africa’s largest anthracite coal producer), have made their intentions to build a merchant pig iron plant in North America widely known. Their site selection process has taken longer than anticipated as rapidly adjusting market prices have caused adjustments to the final decision. The first plant will be built North of the Ohio River (on Lake Erie) or on the St. Lawrence Seaway. Final negotiations are close and a decision imminent.

Project partners have been engaged with three quality engineering firms to undertake the independent work for the Preliminary Feasibility Study “PFS”. This process to select the firm is expected to conclude in the near future. It is expected that the PFS work will take less than 6 months. Concurrently, efforts on permitting will begin once a site is selected from two potential host communities. The business case for the two sites remain compelling and negotiations are focused on areas that would yield a definitive benefit for deciding on the best location.

NAIC will continue to meet with a number of steel mills (electric arc furnace operators) to assess their interest in working with NAIC towards advancing its pig iron project. Additionally, discussions will commence shortly with off-takers and traders as well as potential capital markets partners. It is expected an additional \$20-30 million will be required to finalize the Bankable Feasibility Study and Permitting on the first pig iron plant. It is expected the project will initially source iron ore concentrates from the open market due to the lower prices currently projected into the foreseeable future. NAIC believes this strategy provides the shortest timeline to production and cash flow. Efforts will continue on the Labrador sands to be used as feedstock for a second plant or to eventually vertically integrate the first production facility.

NAIC is the joint venture entity that holds the mineral claim licenses for mineral sands located in Happy Valley-Goose Bay, NL, Canada. NAIC’s goal is to become a vertically integrated North American pig iron producer, which may utilize mineral sands owned by NAIC as the primary feed stock. The joint venture project includes the mining of the mineral sands; the separation and production of iron sands; the development of a pig-iron making process; the construction, commissioning and operation of pig iron smelting plant; and all transportation and logistics systems. This fully integrated pig iron production solution is herein referred as the “Project” or “Joint Venture” or “Joint Venture Project”.

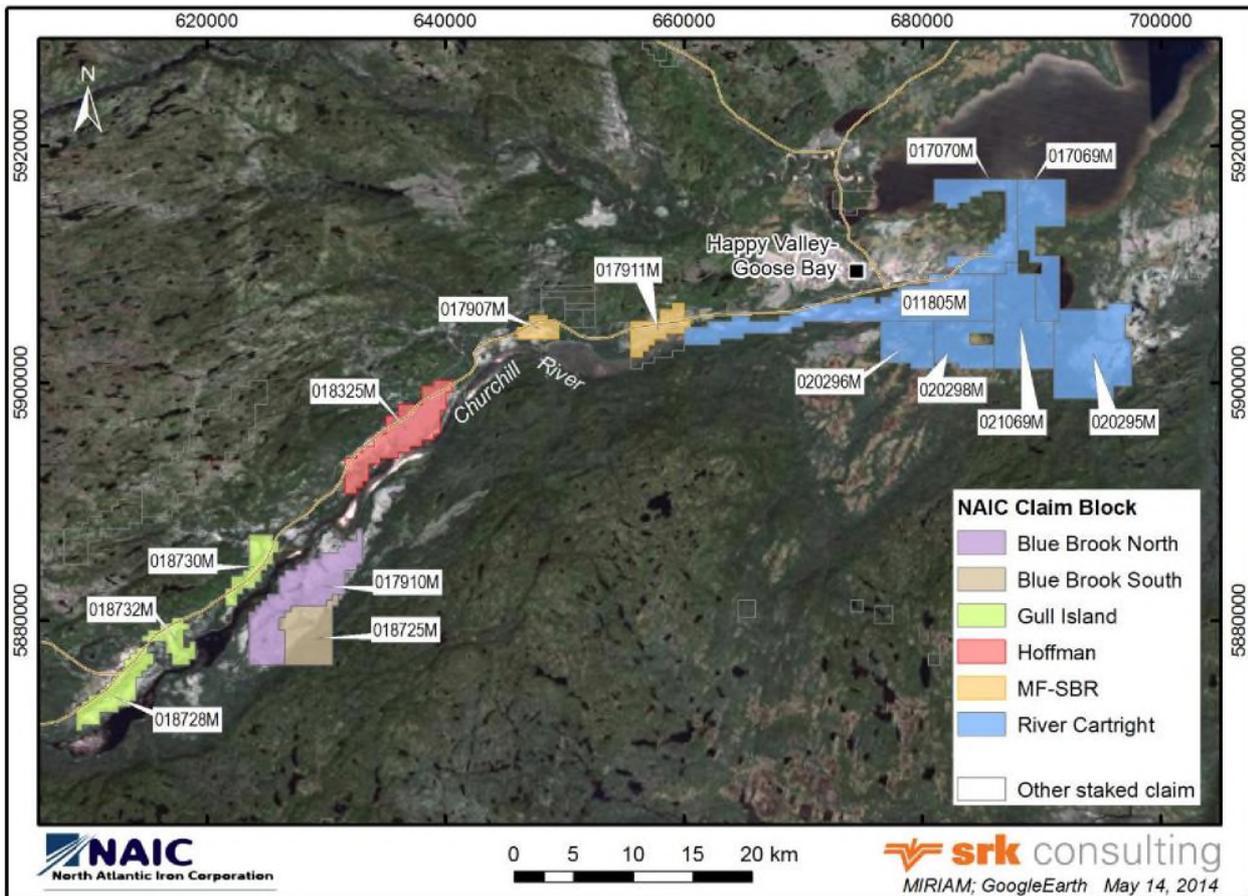
NAIC’s exploration properties are located in the Goose Bay region of Newfoundland and Labrador. The claims are located in central Labrador immediately to the east, west, south, southwest and southeast of the Town of Happy Valley-Goose Bay. The claims extend west of Muskrat Falls along the lower Churchill River to Hamilton Inlet and from the Churchill River to the boundary of the proposed Mealy Mountains National Park. The property comprises 1,490 claims in 15 claim blocks with a total area of approximately 372 square kilometres.

<b>Claim No</b>	<b>No Claims</b>	<b>Issued</b>	<b>Status</b>	<b>Renewal Date</b>	<b>NTS Map</b>
<b>River Claims</b>					
011805M	233	2003-05-08	Active	2013-05-08	13F/07, 13F/08
017069M	120	2003-11-03	Active	2013-11-03	13F/08
017070M	106	2003-11-13	Active	2013-11-03	13F/08
<b>Cartwright Claims</b>					
020295M	187	2008-05-07	Active	2018-05-27	13F/01, 13F/08
020296M	67	2008-05-27	Active	2018-05-27	13F/01, 13F/08
021069M	140	2008-05-27	Active	2018-05-27	13F/01, 13F/08
017911M	68	2008-05-27	Active	2018-05-27	13F/01, 13F/08
<b>Upriver Claims</b>					
018325M	114	2011-01-06	Active	2016-01-06	13F/03, 13F/02
018725M	84	2011-04-08	Active	2016-04-08	13F/03
018728M	66	2011-04-08	Active	2016-04-08	13C/14, 13F/03
018730M	44	2011-04-08	Active	2016-04-08	13F/03
018732M	36	2011-04-08	Active	2016-04-08	13F/03
017907M	23	2010-08-23	Active	2015-08-23	13F/07
017910M	158	2010-08-23	Active	2015-08-23	13F/03
017911M	44	2010-08-23	Active	2015-08-23	13F/02, 13F/07
<b>Total</b>	<b>1,490</b>				

Mineral claim deposits are licenses held by NAIC with the province of Newfoundland and Labrador that required a deposit and commitment by NAIC to inject a prescribed amount of exploration expenditures into the land designated by the license within a five year time frame. As at the date of the MD&A the Corporation has injected the prescribed amount of exploration expenditures into the land except where noted.

The Porcupine Strand claims have been excluded from the outstanding mineral claims due to the ongoing dispute and counter claim with the federal government. NAIC received notice that the federal government intends to establish the Mealy Mountain National Park which will encompass the lands to which NAIC has staked these claims. While the plans for the park have not yet been approved or finalized, NAIC has renewed the claims as recently as November 2010, but has been refused exploration permits in this regard.

### Distribution of North Atlantic’s Claim Blocks along the Churchill River



On June 17, 2014 the corporation filed on SEDAR “NI 43-101” highlighting resource estimates from three major mineral blocks contained within the Corporation’s Labrador mineral claims, together with extensive mineral analysis, processing tests, smelting, and melt tests conducted over the last 12-24 months. The “NI 43-101” was prepared by SRK Consulting (Canada) Inc. supplemented by technical assistance and review for processes and mineral testing by Hatch Engineering of Mississauga, ON. Please refer to the “NI 43-101” document for detailed resources estimates, detailed mineral analysis, and detailed results from the smelting and melt tests conducted by the Corporation.

### PROJECT BACKGROUND AND OPERATIONAL HIGHLIGHTS

- A pilot separation plant in Happy Valley-Goose Bay was commissioned in 2012, to produce iron ore concentrate from NAIC’s iron sands resource. Concentrate was transported to the United States and elsewhere to be used as feedstock for significant direct reduction and smelting tests. The majority of the testing occurred at GRI, wholly owned subsidiary FSM in Easton, PA. FSM acquired two 1MW submerged arc furnaces (“SAF”) in 2013 to provide demonstration scale versions of what NAIC plans to use in a commercial pig iron production plant. The FSM facilities undertook the extensive smelting tests required to prove the technical and economic viability of producing pig iron from NAIC’s iron sands.

- With 5 melt campaigns completed – with the last 3 campaigns witnessed by Hatch Engineering – NAIC has consistently demonstrated an ability to produce high purity pig iron using a lower grade iron ore concentrate (lower cost), along with a lower grade thermal coal (lower cost). This achievement supports the corporate focus of NAIC to target becoming a vertically integrated low cost manufacturer.
- The first planned pig iron plant will be located outside of Labrador with a future plant still planned for Labrador when economically feasible. GRI is undertaking a detailed work program in Labrador until November 2014, with a view of broadening the size and scope of the mineral resource near Happy Valley-Goose Bay, NL. As well, efforts are focused on the opportunity to economically separate additional minerals in the sands that may be contained within NAIC’s resource claims. These could include minerals commonly found in other iron sands resources including garnets, zircon, rutile, vanadium, etc. To date, revenues from these minerals are not factored into the PEA nor have they been included in the “43-101”. Mining and separation approaches, for the iron concentrate, have been assessed and future work will refine the approaches and economics if other minerals are included. Additionally, work will continue on key infrastructure requirements, such as port, power, and access roads.
- Given that the Company will be acquiring iron ore concentrate from the merchant market, discussions with potential providers and testing of their respective iron ore for the pig iron manufacturing plant is also underway. Iron ores from two producers have been tested along with steel mill reverts (waste material containing iron ore) and those results will soon be received.
- Tenova Group has been engaged since January 2012 on the conceptual design and pre-engineering report on the commercial size iron making plant. Hatch Engineering is conducting a technical review and will provide input on the equipment selected, projected production levels and CapEx and OpEx. This work will be the basis for efforts to move forward on permitting, financial modeling, completion of the feasibility report, and eventual financing. The details of this report will be made available, when the PEA is completed and released.

The Company continues to monitor the progress of Grand River Ironsands Incorporated (GRI), and through GRI, the issuers’ indirect shareholding in North Atlantic Iron Corporation (NAIC). The emphasis of NAIC is to be a pig iron producer, having access to its own supply of raw material (iron ore concentrate) only using its captive supply of iron ore concentrate when appropriate.

The 2014 efforts on the Labrador mineral sands resource, will be primarily two fold – as stated, to establish the potential economics of other valuable minerals other than the iron products; secondly, to better understand the economic and operational issues related to the port infrastructure, locating a plant and transport solutions.

The key goals for 2014 will be to (i) publish the Preliminary Economic Assessment; (ii) finalize the site selection and initiate the permitting process for the first pig iron making facility; (iii) review the economics in the PEA and make the decision to initiate a pre-feasibility/bankable feasibility study at the chosen site; (iv) assess the interest of strategic partners for partnering, off-take and other possible business arrangements; (v) initiate a capital raise campaign and other corporate related requirements with all partners to the project.

In addition, the Corporation may seek growth opportunities for its shareholders by investing in related projects in Newfoundland and Labrador, and/or by continuing to increase its ownership of GRI.

## **FINANCIAL SUMMARY**

The Corporation is in the mining and exploration sector through its wholly owned subsidiary NSL.

The June 30, 2014 consolidated financial statements include the accounts of the Corporation and the following entities:

- 100% VR Interactive International Inc. (“VRI”)
  - An inactive company incorporated in Nova Scotia
- 100% 3053229 Nova Scotia Limited (“NSL”)
  - A holding company incorporated in Nova Scotia

- 40.3% Grand River Ironsands Incorporated (“GRI”)
  - A company incorporated in Nova Scotia and engaged in the exploration and development of mineral deposits
  - 100% Forks Specialty Metals Inc. (“FSM”)
    - A company incorporated in Pennsylvania and engaged in iron ore smelting
  - 74.85% (70% at the date of this MD&A) North Atlantic Iron Corporation (“NAIC”)
    - A corporation incorporated in Newfoundland and Labrador and engaged in the exploration and development of mineral deposit

**Effective August 11, 2014 the Issuer’s wholly owned subsidiaries, VR Interactive International Inc. (VRI) and 3053229 Nova Scotia Limited (NSL), were both wound up into the Issuer. VRI had no assets or liabilities. NSL’s only asset was its 40.2% shareholding in GRI, which was transferred to the Issuer on a tax deferred basis. NSL had no liabilities.**

The following discussion addresses the operating results and financial condition of the Corporation for the year ended June 30, 2014. This discussion and analysis is qualified in its entirety by reference to and should be read in conjunction with the Corporation’s audited consolidated financial statements for the year ended June 30, 2014, and the related notes thereto, as well as reference to the forward looking statements within this report. All results in this report are presented in Canadian dollars, unless otherwise indicated.

## HIGHLIGHTS

Following is a summary of the major financial highlights for the three and nine months ended June 30, 2014, and to the date of this MD&A

- On July 17, 2013, Petmin Limited, an unrelated entity, acquired an additional 23 common shares of NAIC increasing its non-controlling interest in NAIC from 25.1% to 27.6%, in exchange for cash consideration of \$2,070,400 US\$2,000,000).
- During October and November GRI issued 222,206 flow through common shares at \$2.25 per share and 211,376 non-flow through common shares at \$2.10 per share for gross aggregate consideration of \$943,854. The shares issuances reduce the Corporation’s interest in GRI to 40.3%.
- On October 22, 2013 Petmin advanced the final US\$2 million against its commitment to invest an additional US\$6 million in NAIC for an additional 7.5% of the project. This brought Petmin’s overall stake in NAIC to 30%.
- On April 4, 2014, GRI issued 61,048 non-flow through common shares at \$2.10 per share for gross proceeds of \$128,200. The share issuances reduce the Corporation’s interest in GRI to 40.2%.
- On April 7, 2014, Petmin purchased 30 additional common shares in NAIC for a consideration of US\$2,000,000, increasing their shareholding to 32.8%. As at the date of the MD&A an additional US\$6,000,000 remains outstanding with respect to Phase 3c. Upon exercising these remaining options Petmin will be entitled to an additional 89 shares in NAIC which will give it a 40% interest.

## Financial and operational results

The following tables summarize selected yearly and quarterly financial results from operation for the last three fiscal years. The results are only consolidated for the fourth quarter of fiscal 2013 making comparisons to prior years difficult.

Selected Consolidated Operating Results				
	Three Months Ended		Year Ended	
	30-Jun-14	30-Jun-13	30-Jun-14	30-Jun-13
	\$'s	\$'s	\$'s	\$'s
Revenue	-	-	-	-
Expenses				
General & Admin	538,759	622,119	1,877,510	869,816
Operating	1,321,441	1,166,238	1,676,956	1,308,867
<b>Operating loss before under noted</b>	<b>(1,860,200)</b>	<b>(1,788,357)</b>	<b>(3,554,466)</b>	<b>(2,178,683)</b>
Share of Loss in GRI	-	234,494	-	-
Depreciation	10,198	(7,189)	(18,491)	(7,886)
Interest	(19,002)	(19,594)	(31,243)	(19,967)
<b>Consolidated income (loss)</b>	<b>(1,869,004)</b>	<b>(1,580,647)</b>	<b>(3,604,200)</b>	<b>(2,206,536)</b>
Gain on conversion of debt	622,153	-	622,153	-
Unrealized gain(loss) on investments	(263,483)	-	(263,483)	-
Gain on debt forgiveness	-	373,463	-	373,463
Gain on acquisition of control	-	8,709,672	-	8,709,672
Bargain purchase gain	-	2,784,620	-	2,784,620
Income tax recovery	812,343	1,058,339	812,343	1,058,339
Non-controlling interest	796,918	355,912	1,291,293	355,912
<b>Income (loss) attributable to MMI</b>	<b>98,927</b>	<b>11,701,359</b>	<b>(1,141,894)</b>	<b>11,075,470</b>
Income (Loss) per share	0.0057	0.678	(0.066)	0.642
<b>Avg. Weighted Shares O/S</b>	<b>17,251,015</b>	<b>17,251,015</b>	<b>17,251,015</b>	<b>17,251,015</b>

#### verall performance for the year ended June 30, 2014

Net consolidated loss before extraordinary items for the three month period ended June 30, 2014, was (\$1,869,004) compared to a net loss of (\$1,580,647) for the prior year. For the year ended June 30, 2014 the consolidated loss before extraordinary items was (\$3,604,200) compared to (\$2,206,536) for the prior year. The major increase in the consolidated loss before the inclusion of comprehensive income and non-controlling interest loss in both the three month and nine month periods ended June 30, 2014 was the result of the increase operating activity of GRI and its operating subsidiaries NAIC and FSM. In the prior year FSM only operated for five months.

For the year ended June 30, 2014 the comprehensive loss was (\$1,141,894) (\$0.066 per share) compared to income of \$11,075,470 (\$0.642 per share) for the prior year. It should be noted that full consolidation occur in the fourth quarter of June 30, 2013, making yearly and quarterly comparisons are difficult. Please refer to the Corporation's audited consolidated financial statements for the year ended June 30, 2014, and the related notes thereto, for greater clarity.

The gain on conversion of debt relates to the exchange of shares for in settlement of a loan obligation from an associated company. The unrealized gain on investments represents the market value of those shares at June 30, 2014.

#### Revenue

The Corporation had no operational revenue for the three and nine months ended June 30, 2014, and does expect any significant revenues in the immediate future.

#### General and Administration

For the three month period ended June 30, 2014 the Corporation had General and Administrative Expenses of \$538,759 compared to \$622,119 in the comparable period in the prior year. For the year ended June 30, 2014 the Corporation had General and Administrative Expenses of \$1,877,510 compared to \$869,816 for the prior year. The current year results reflect the costs associated with the financial consolidation of the operations of GRI and its subsidiaries and the full 12 months operation of FSM. In addition, general and administrative expenses include

\$625,000 of share-based payment charges relating to options issued during the third quarter of 2013 compared to \$218,000 for share-based payment charges relating to options issued in the comparative period of the previous year.

### Amortization

For the year ended June 30, 2014, the Corporation had amortization expenses of \$18,491 compared to amortization expenses of \$7,886 for the comparable periods in the prior year. These amounts do not include amortization that was capitalized during the year.

### Interest Expense

For the year ended June 30, 2014, the Corporation had interest expense of \$31,243 compared to interest expenses of \$19,967 for the comparable periods in the prior year. These amounts do not include interest expense that was capitalized during the year.

### Selected Quarterly Financial Data

The following table reports the operating results for the last eight quarters. The adjustments and restatements necessary to reflect the consolidation of the Corporation with GRI and its subsidiaries were all recorded in the June 30, 2013 quarter, making comparison to previous quarters difficult.

Selected Quarterly Financial Data								
	30-Jun	31-Mar	31-Dec	30-Sep	30-Jun	31-Mar	31-Dec	30-Sep
	2014	2014	2013	2013	2013	2013	2012	2012
Revenue	-	-	-	-	-	-	-	-
Expenses								
Gen & Admin	538,759	209,305	921,482	207,964	622,119	39,911	303,729	46,685
Operating Expenses	1,321,441	116,739	(129,708)	368,484	1,166,238	-	-	-
<b>Operating loss before under noted</b>	<b>(1,860,200)</b>	<b>(326,044)</b>	<b>(791,774)</b>	<b>(576,448)</b>	<b>(1,788,357)</b>	<b>(39,911)</b>	<b>(303,729)</b>	<b>(46,685)</b>
Share of Loss in associate	-	-	-	-	234,494	(112,923)	(74,399)	(47,172)
Depreciation	10,198	(9,551)	(9,561)	(9,577)	(7,189)	(216)	(232)	(249)
Interest expense	(19,002)	6,234	(12,194)	(6,281)	(19,594)	(17)	(17)	(339)
Gain on conversion of debt	622,153	-	-	-	-	-	-	-
Unrealized gain(loss) on investments	(263,483)	-	-	-	-	-	-	-
Gain on Debt forgiveness	-	-	-	-	373,463	-	-	-
Gain on acquisition of control	-	-	-	-	8,709,672	-	-	-
Bargain purchase gain	-	-	-	-	2,784,620	-	-	-
Income tax recovery	812,343	-	-	-	1,058,339	-	-	-
<b>Consolidated Income (Loss)</b>	<b>(697,991)</b>	<b>(329,361)</b>	<b>(813,529)</b>	<b>(592,306)</b>	<b>11,345,447</b>	<b>(153,067)</b>	<b>(378,377)</b>	<b>(94,445)</b>
Non-controlling interest	796,918	11,713	190,246	292,415	355,912	-	-	-
<b>Net Income (Loss)</b>	<b>98,927</b>	<b>(317,648)</b>	<b>(623,283)</b>	<b>(299,891)</b>	<b>11,701,359</b>	<b>(153,067)</b>	<b>(378,377)</b>	<b>(94,445)</b>
Income (Loss) per share	(\$0.040)	(\$0.019)	(\$0.047)	(\$0.034)	\$0.678	(\$0.009)	(\$0.022)	(\$0.005)
Avg. Weighted Shares O/S	17,251,015	17,251,015	17,251,015	17,251,015	17,251,015	17,251,015	17,251,015	17,251,015

### Segmented Information

	Corporate		GRI		NAIC		FSM		Eliminations		Consolidated	
	30-Jun-14	30-Jun-13	30-Jun-14	30-Jun-13	30-Jun-14	30-Jun-13	30-Jun-14	30-Jun-13	30-Jun-14	30-Jun-13	30-Jun-14	30-Jun-13
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Revenue - external customers	-	-	-	-	-	-	-	-	-	-	-	-
Revenue - intersegment	-	-	86,886	52,538	-	2,803	1,387,003	-	1,473,890	55,341	-	-
	-	-	86,886	52,538	-	2,803	1,387,003	-	1,473,890	55,341	-	-
Operating expenses	895,692	1,057,839	326,853	241,371	790,965	1,044,237	1,222,621	520,915	(318,335)	685,679	3,554,466	2,178,683
	(895,692)	(1,057,839)	(239,967)	(188,833)	(790,965)	(1,041,434)	164,382	(520,915)	1,792,225	(630,338)	(3,554,466)	(2,178,683)
Depreciation and Amortization	(2,787)	(897)	(5,787)	(4,320)	(3,084)	(907)	(253,759)	-	246,926	264,030	(18,491)	257,906
Interest and bank charges	(75)	(374)	(8,445)	-	(5,034)	(12,695)	(17,689)	(6,898)	-	-	(31,243)	(19,967)
Gain on conversion of debt	-	-	622,153	-	-	-	-	-	-	-	622,153	-
Unrealized gain (loss) on investments	-	-	(263,483)	-	-	-	-	-	-	-	(263,483)	-
Gain on debt forgiveness	-	373,463	-	-	-	-	-	-	-	-	-	373,463
Gain from bargain transaction	-	2,784,620	-	-	-	-	-	-	-	-	-	2,784,620
Gain on acquisition of control	-	8,709,672	-	-	-	-	-	-	-	-	-	8,709,672
Segmented Loss before Taxes	(898,554)	10,808,645	104,471	(193,153)	(799,083)	(1,055,036)	(107,067)	(527,813)	2,039,151	(366,308)	(3,245,530)	9,927,011

The Corporation's Board of Directors monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the consolidated financial statements. However, the Corporation's income taxes are monitored on a consolidated level and are not allocated to operating segments.

### Geographical segments

The above segments are managed on a worldwide basis, but operate in two principal geographical areas, namely, Canada and the United States.

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers. Segment assets are based on the geographical location of the assets.

Non-current assets	30-Jun-14	30-Jun-13
	\$	\$
Canada	56,666,097	54,163,493
United State of America	1,949,139	1,852,361
<b>Total non-current assets</b>	<b>58,615,236</b>	<b>56,015,854</b>

### Selected Consolidated Financial Information

Selected items from the Consolidated Balance Sheet as at December 30, 2013, with comparable numbers for the prior two fiscal years.

<b>Selected Consolidated Balance Sheet Items</b>			
	<b>Year End</b>	<b>Year End</b>	<b>Year End</b>
	<b>June 30, 2014</b>	<b>June 30, 2013</b>	<b>June 30, 2012</b>
	<b>\$'s</b>	<b>\$'s</b>	<b>\$'s</b>
Cash	1,977,562	1,055,880	1,796,393
Other receivables	62,598	121,236	23,448
Prepaid and other deposits	431,837	438,357	-
Investment and loan receivable	474,487	115,818	-
Investment in associate	-	-	2,813,328
Iron interests	56,191,751	53,548,968	-
Mineral claim deposits	334,045	434,677	-
Property and equipment	2,089,440	2,032,209	3,684
Accounts Payable	1,390,611	(1,557,740)	(50,547)
Directors and Shareholder advances	-	-	-
Long term debt	(1,453,032)	(1,425,900)	-
Deferred Taxes	(11,521,830)	(11,101,669)	-
Shareholders' Equity (Deficiency)	18,548,009	16,754,680	4,586,346
Shareholders' Equity associated with Non controlling interests	29,480,922	26,907,155	-

All monetary assets are located in Nova Scotia. Investment in GRI, a Nova Scotia private company whose operate an iron sands project, located in Newfoundland and Labrador, and a smelting facility in Pennsylvania, USA. Details of significant balance sheet items are detailed below.

### **Prepaid and Other Deposits**

The prepaid and other deposits in the amount of \$431,837 consists principally of a rent security deposit for the smelting facility in Forks, PA, prepaid liability and environmental insurance, and various utilities prepaid.

### **Iron interests**

<b>Iron Interests</b>				
	<b>Balance</b>			<b>Balance</b>
	<b>30-Jun-13</b>	<b>Additions</b>	<b>Deletions</b>	<b>30-Jun-14</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Labrador Mineral Sands	53,433,947	2,642,783	-	56,076,730
Porcupine Strand	115,021	-	-	115,021
	53,548,968	2,642,783	-	56,191,751

The Happy-Valley, Goose Bay mineral sands relate to 15 licenses held by NAIC, which include Churchill River, Mud Lake, Muskrat Lake, Goose Bay, and Hamilton River. The Porcupine Strand property was acquired from a former director of GRI for \$NIL cash consideration other than reimbursement of staking costs. The property consists of four mineral licenses covering approximately 3.5 square kilometers in Happy-Valley, Goose Bay. NAIC received notice that the federal government intends to establish the Mealy Mountain National Park which will encompass the lands to which NAIC has staked these claims. While the plans for the park have not yet been approved or finalized,

NAIC has renewed the claims as recently as November 2010, but has been refused exploration permits in this regard. NAIC anticipates receiving compensation sufficient to recover any investment it has made in these claims to date.

### Mineral Claim Deposits

Mineral claim deposits are licenses held by NAIC with the province of Newfoundland and Labrador that required a deposit and commitment by NAIC to inject a prescribed amount of exploration expenditures into the land designated by the license within a five year time frame. If NAIC fulfills their commitment, the deposit will be fully refundable; if NAIC doesn't fulfill their commitment, they will forfeit the deposit, at which time the cost will be written off. As at June 30, 2014 the Corporation has injected the prescribed amount of exploration expenditures into the land except where noted.

Mineral claim deposits				
	Balance		Balance	Balance
	30-Jun-13	Additions	Deletions	30-Jun-14
	\$	\$	\$	\$
Mineral claim deposits	434,677	192,519	(293,151)	334,045
NAIC is required to inject the following exploration expenditures:				
		2015		633,532
		2016		54,991
		2017		105,396
		2023		72,242
		2024		60,300

### Property and Equipment

Description	Cost			Accumulated Depreciation				Net Book	Net Book
	Balance	Net	Balance	Balance			Balance	Value	Value
	30-Jun-13	Additions	30-Jun-14	30-Jun-13	Write-offs	Depreciation	30-Jun-14	30-Jun-13	30-Jun-14
Computer hardware	88,913	(73,775)	15,138	73,460	(73,775)	5,965	5,651	15,453	9,487
Automotive equipment	5,500	795	6,295	-	-	1,888	1,888	5,500	4,407
Industrial equipment	2,296,345	327,195	2,623,540	303,254	-	278,353	581,607	1,993,091	2,041,933
Office furniture and equipment	29,735	12,923	42,658	11,569	(10,419)	7,895	9,045	18,166	33,613
	2,420,493	267,138	2,687,631	388,283	(84,194)	294,101	598,191	2,032,210	2,089,440

### Accounts Payable

The accounts payable balance at June 30, 2014 was \$1,390,611 compared to \$1,557,740 in the prior year. The balances represent are normal trade payables that are for the most part current.

### Income taxes

Income taxes are calculated using the liability method. Temporary differences arising from the difference between the tax basis of an asset or liability and its carrying amount on the balance sheet are used to calculate deferred income tax liabilities or assets. Deferred income tax liabilities or assets are calculated using the substantively enacted rates and laws that are expected to be in effect in the periods that the temporary differences are expected to reverse. The effect

of changes in rates is included in the statement of comprehensive income in the period which included the substantive enactment date. A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

## LIQUIDITY AND CAPITAL RESOURCES

The Corporation has no revenue generating operations from which it can internally generate funds. To date, the Corporation's ongoing operations have been predominantly financed through sale of its equity securities by way of private placements and or shareholders loans and advances. There can no assurances that equity financing or other sources of capital will be available or available on terms acceptable to the Corporation if and when required.

Currently the Corporation had approximate cash on hand of \$918,000 CDN equivalent

The Corporation expects that it will operate at a loss for the foreseeable future, but believes the current cash will be sufficient for it to complete discretionary activities, and fund its currently anticipated general and administrative costs, through the next 6 -12 months.

The Corporation believes that outside sources for debt and additional equity capital, if needed, will be available to finance ongoing operations and expansion. The form of any financing will vary depending upon prevailing market and other conditions, and may include short or long-term borrowings from financial institutions, or the issuance of additional equity or debt securities. However, there can be no assurance that funds will be available on terms acceptable to the Corporation and its actions with respect to these activities will be guided accordingly.

### Long-Term Debt

NAIC received an interest-free repayable loan from ACOA, a government agency, in the amount of \$500,000. The loan is repayable in five annual equal and consecutive installments commencing nine months after the end of the fiscal year in which 'Project Success' is achieved. It is anticipated that 'Project Success' will be achieved in the fiscal year ending June 30, 2015 and repayments will commence in December 2015. The carrying value of the loan has been discounted using an effective interest rate of 9%.

FSM received a loan from the State of Pennsylvania in the amount of US\$1, 600,000 (\$1,628,880) to partially finance the acquisition of industrial equipment in Forks Township, Pennsylvania. The loan bears interest at 1% and is repayable in monthly principal installments of US\$14,017, commencing March 1, 2013, maturing on February 1, 2023. The carrying value of the loan has been discounted using an effective interest rate of 9%.

### Share Capital

A summary of the Corporation's common shares outstanding as of June 30, 2014 are presented below:

<b>COMMON STOCK ISSUED AND OUTSTANDING</b>		
	Number of Shares	Amount
Authorized: Unlimited number of common shares without par value		
<b>Issued and outstanding June 30, 2014 and June 30, 2013</b>	<b>17,251,015</b>	<b>\$ 8,948,978</b>

There were no stock issuances during the period.

### Stock Options

Under the Corporation's employee stock option program, the Board of Directors may, at its discretion, grant options to purchase common shares to directors, officers, employees or consultants of the Corporation. At the Annual General Meeting of Shareholders ("AGM") held on November 30, 2012 shareholders approved the number of shares reserved for issuance under the Plan be increased to a maximum of 20% of the issued and outstanding shares, as of the record date, in accordance with the Stock Option Plan approved by Shareholders. However, only 10% can be issued to insiders of the Corporation. Vesting periods are determined by the Board of Directors at the time of the grant and can range up to 3 years from the date of the grant.

The Corporation has reserved 3,450,203 common shares pursuant to the stock option plan. Any unexercised options that expire or are forfeited become available again for issuance under the plan. Compensation costs of options granted under the stock option plan are measured at the granting date based upon a fair value of the award and is recognized over the related service period.

In July 2007, 237,500 options were granted to Directors, Officers, and employees under the stock purchase plan at an exercise price of \$0.80. These options vested immediately. Upon the resignation of two directors of the Corporation in November and December of 2011 50,000 of these options expired. On July 27, 2012 the remaining 187,500 (post consolidation) options expired without being exercised.

On May 28, 2012, 144,000 options were granted to Directors and Officers under the stock purchase plan at an exercise price of \$0.65. These options vested immediately.

On November 30, 2012, 450,000 options were granted to Directors and Officers under the stock option plan at an exercise price of \$0.65. These options vested immediately.

On December 6, 2013, 985,000 options were granted to directors, officers, and employees under the stock purchase plan at an exercise price of \$0.85. These options vested immediately and expire in 10 years.

A summary of the Corporation's outstanding stock option and changes during the nine month period ended June 30, 2014 and the prior fiscal year ended June 30, 2013 are presented below:

<b>Continuity of Stock Options Issued and Outstanding</b>				
	<b>March 31, 2014</b>		<b>June 30, 2013</b>	
	<b>Number of Stock Options</b>	<b>Weighted Average Exercise Price</b>	<b>Number of Stock Options</b>	<b>Weighted Average Exercise Price</b>
<b>Beginning balance</b>	<b>594,000</b>	<b>\$0.65</b>	<b>331,500</b>	<b>\$0.73</b>
Cancelled during the year	-	-	(187,500)	\$0.80
Issued during the year	985,000	\$0.85	450,000	\$0.65
<b>Ending Balance</b>	<b>1,579,000</b>	<b>\$0.77</b>	<b>594,000</b>	<b>\$0.65</b>

Options outstanding at June 30, 2014 are as follows:

<b>Grant Date</b>	<b>Expiry Date</b>	<b>Exercise Price</b>	<b>Issued</b>	<b>Exercisable</b>
			<b>March 31, 2014</b>	
May 28, 2012	May 28, 2022	\$0.65	144,000	144,000
Nov. 30, 2012	Nov. 30, 2022	\$0.65	450,000	450,000
Dec. 06, 2013	Dec. 06, 2023	\$0.85	985,000	985,000
<b>Total</b>			<b>1,579,000</b>	<b>1,579,000</b>

Continuity of Contributed Surplus nine month period ended June 30, 2014 and fiscal year June, 30, 2013 are presented below:

<b>Continuity of Contributed Surplus</b>		
	<b>30-Jun-14</b>	<b>30-Jun-13</b>
<b>Beginning balance</b>	<b>\$ 288,000</b>	<b>\$ 178,300</b>
Reclassification of expired options	-	(108,300)
Stock Compensation Expense	625,000	218,000
<b>Ending balance</b>	<b>\$ 913,000</b>	<b>\$ 288,000</b>

The fair value of the option issued for the year ended June 30, 2014 was estimated at the date of grant using the Black-Scholes pricing model with the following weighted average assumptions: risk free interest rates of 1.56%, dividend yield of nil, volatility factor of 100%, share price of \$0.85, and a weighted average expected life of the option of 5 years.

#### **Grand River Ironsands Incorporated Stock Options**

The Board of Directors of GRI has established a 10% rolling stock option plan under which options to purchase common shares are granted to directors, officers, consultants and key employees of GRI. Options to acquire common shares are granted at prices as determined by the Board of Directors. Options expire five years from the date of the grant.

At June 30, 2014, there were 2,350,328 common shares reserved pursuant to the stock option plan, of which 2,342,000 options to acquire common shares have been issued and are outstanding under the plan. Any unexercised options that expire or are forfeited become available again for issuance under the plan.

A summary of the GRI's outstanding stock option and changes are presented below:

<b>Continuity of Stock Options Issued and Outstanding</b>				
	<b>June 30, 2014</b>		<b>June 30, 2013</b>	
	<b>Number of Stock Options</b>	<b>Weighted Average Exercise Price</b>	<b>Number of Stock Options</b>	<b>Weighted Average Exercise Price</b>
<b>Beginning Balance</b>	<b>1,842,000</b>	<b>\$1.25</b>	<b>2,120,000</b>	<b>\$1.25</b>
Cancelled/expired during the year	(480,000)	\$1.29	(365,000)	\$1.25
Issued during the year	500,000	\$2.10	87,000	\$1.25
<b>Ending Balance</b>	<b>1,862,000</b>	<b>\$1.47</b>	<b>1,842,000</b>	<b>\$1.25</b>

#### **Options outstanding at June 30, 2014:**

		Exercise	Issued	Exercisable
Grant Date	Expiry Date	Price	June 30, 2014	
Dec. 31, 2010	Dec. 31, 2015	\$1.25	390,000	390,000
Sept. 02, 2011	Sept. 02, 2016	\$1.25	415,000	415,000
May 31, 2012	May 31, 2017	\$1.25	495,000	495,000
Nov. 05, 2012	Nov. 05, 2017	\$1.25	87,000	87,000
Dec. 06, 2013	Dec. 06, 2018	\$2.10	475,000	475,000
<b>Total</b>			<b>1,862,000</b>	<b>1,862,000</b>

GRI does not calculate and expense the fair value of options issued due to the fact there is no public market for the shares and therefore no liquidity or basis for established fair value.

## CRITICAL ACCOUNTING POLICIES

### General

The accounting policies have been reviewed with the Corporation's Audit Committee and are as described in Note 2 to the consolidated financial statements.

### Basis of Presentation and Consolidation

The consolidated financial statements have been prepared in compliance with International Financial Reporting Standards ("IFRS"), as issued by the IASB, and the Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). As the financial statements represent the Corporation's initial presentation of its annual results and financial position under IFRS, they were prepared in accordance with IFRS 1, SECOND-time Adoption of International Financial Reporting Standards. These accounting policies are based on the IFRS standards and IFRIC interpretations that are applicable at June 30, 2014.

### International Financing Reporting Standards (IFRS)

IFRS 9 Financial Instruments ("IFRS 9") was issued by the IASB in October 2010 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2015. Management anticipates that this standard will be adopted in the Company's consolidated financial statements from the date of application and has not yet considered the impact of the adoption of IFRS 9.

### Critical Accounting Estimates

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect: the reported amounts of assets and liabilities; the disclosure of contingent assets and liabilities at the date of the consolidated financial statements; and the reported amounts of revenue and expenses during the reporting period. Management believes that the estimates and assumptions used in preparing its consolidated financial statements are reasonable and prudent; however, actual results could differ from those estimates. Following is a list of critical accounting estimates and assumptions that the Corporation believes could impact its reported financial position, results of operations and cash flows.

### Management of Capital

The Corporation defines capital that it manages as the aggregate of its loans from directors and shareholders, ACOA long-term debt, share capital, contributed surplus and deficit. Its objectives when managing capital are to ensure that the Corporation will continue as a going concern, so that it can provide returns to its shareholders.

The Corporation manages its capital structure and makes adjustments to it in light of economic conditions. The Corporation, upon approval from its Board of Directors, will make changes to its capital structure as deemed appropriate under the specific circumstances.

The Corporation is not subject to any externally imposed capital requirements or debt covenants, and does not presently utilize any quantitative measures to monitor its capital. The Corporation's overall strategy with respect to management of capital remains unchanged.

### **Stock-based compensation and other stock-based payments**

The Corporation has a stock option plan for directors, officers, consultants and employees. The Corporation recognizes the value of stock options over their vesting periods as compensation expense. This accounting policy is applied prospectively to all stock options awarded to employees and directors that call for settlement by issuance of equity instruments. The fair value of stock options and other stock-based compensation is determined using the Black-Scholes option pricing model. Once fair value is measured, the value is expensed over the period the options vest and contributed surplus is increased by the corresponding amount. Any consideration paid on the exercise of stock options is credited to capital stock and the related fair value amount of stock-based compensation is transferred from contributed surplus to capital stock.

### **Non employees**

The Corporation recognizes stock-based compensation issued to non-employees as an asset or expense based on the fair value of the equity instrument issued.

### **Government financing**

The Corporation makes periodic applications for financial assistance under available government assistance programs in the jurisdictions in which the Corporation operated. Grants related to capital expenditures are reflected as a reduction of the cost of the related assets. Grants related to current operating expenditures are generally recorded as a reduction of expenditures at the time the eligible expenditures are incurred. Repayable interest free loans are carried at discounted present value with the offsetting benefit credited against the property, plant and equipment for capital programs and grants for current operating programs.

## **RISK FACTORS**

### ***Limited Business History***

The likelihood of success of the Corporation must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business. The Corporation has limited financial resources and there is no assurance that additional funding shall be available to it for further operations or to fulfill its obligations under applicable agreements. There is no assurance that the Corporation can generate revenues, operate profitably, or provide a return on investment, or that it shall successfully implement its plans.

### ***Additional Funding Requirements***

The Joint Venture shall require additional financing to continue its operations. There can be no assurance that GRI, NAIC or its joint venture partners shall be able to obtain adequate financing in the future, or that the terms of such financing shall be favourable for further evaluation, exploration and development of its projects or investments. Failure to obtain such additional financing could result in delay or indefinite postponement of exploration and development and the indirect property interests of the Corporation with the possible dilution or loss of such interests.

Further, revenues, financings and profits, if any, shall depend upon various factors, including the success, if any, of exploration programs and general market conditions for natural resources.

### ***Property Commitments***

The property of NAIC in which the Corporation has an indirect interest is subject to work commitments and may be subject to other land payments, royalties and/or work commitments to the land claim holder, the Innu SECOND Nation. Failure by GRI and NAIC to meet their payment obligations or otherwise fulfill its commitments under these agreements could result in the loss of related property interests and dilution.

### ***Potential Joint Ventures***

Due to the cost of establishing and operating mining operations, the Corporation may enter into joint ventures in respect of certain mineral exploration properties that may be acquired by the Corporation. Any failure of such joint venture partners to meet their obligations to the Corporation or to third parties could have a material adverse effect on the joint ventures and the Corporation as a result. In addition, the Corporation may be unable to exert influence over strategic decisions made in respect

### ***Resources and Reserves***

On June 17, 2014 the corporation filed on SEDAR “NI 43-101” highlighting resource estimates from three major mineral blocks contained within the Corporation’s Labrador mineral claims, together with extensive mineral analysis, processing tests, smelting, and melt tests conducted over the last 12-24 months. The “NI 43-101” was prepared by SRK Consulting (Canada) Inc. supplemented by technical assistance and review for processes and mineral testing by Hatch Engineering of Mississauga, ON. Please refer to the “NI 43-101” document for detailed resources estimates, detailed mineral analysis, and detailed results from the smelting and melt tests conducted by the Corporation. Ultimately, even if the Corporation has success in identifying mineral resources on any properties it may acquire, the economics of potential projects may be affected by many factors beyond the capacity of it to anticipate and control, such as the marketability of the mineral products under profitable conditions, government regulations relating to health, safety and the environment, the scale and scope of royalties and taxes on production. One or more of these risk elements could have an adverse impact on costs of an operation which, if significant enough, could reduce or eliminate the profitability of a particular project.

### ***Properties Remote***

The property of NAIC is located in a remote area with limited infrastructure. Exploration activities on such projects are particularly vulnerable to delays and additional costs due to weather conditions, labour shortages and other unforeseeable issues.

### ***Operational Risks***

The Corporation shall be subject to a number of operational risks and may not be adequately insured for certain risks, including: environmental pollution, accidents or spills, industrial and transportation accidents, which may involve hazardous materials, labour disputes, catastrophic accidents, fires, blockades or other acts of social activism, changes in the regulatory environment, impact of non-compliance with laws and regulations, natural phenomena, such as inclement weather conditions, floods, earthquakes, ground movements, cave-ins and encountering unusual or unexpected geological conditions and technological failure of exploration methods. This lack of insurance coverage could have an adverse impact on the Corporation’s future cash flows, earnings, results of operations and financial condition.

### ***Competition for Mineral Acquisition Opportunities***

Significant and increasing competition exists for mineral acquisition opportunities throughout the world. As a result of this competition, some of which is with larger, better established mining companies with substantial capabilities and greater financial and technical resources, the Corporation may be unable to acquire rights to exploit additional attractive mining properties on terms that the Corporation considers acceptable. If the Corporation is not able to

acquire such interests, this could have an adverse impact on the Corporation's future cash flows, earnings, results of operations and financial condition.

### ***Exploration and Development Activities May Not be Successful***

Exploration for and development of mineral properties involves significant financial risks which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties which are explored are ultimately developed into producing mines. The Corporation cannot ensure that its future exploration and development programs shall result in profitable commercial mining operations.

### ***Properties May be Subject to Defects in Title***

Although the Corporation is not aware of any existing title uncertainties with respect to the property, there is no assurance that such uncertainties shall not result in future losses or additional expenditures, which could have an adverse impact on the Corporation's future cash flows, earnings, results of operations and financial condition.

### ***Environmental, Health and Safety Risks***

Mining and exploration companies such as the Corporation must comply with a complex set of environmental, health and safety laws, regulations, guidelines and permitting requirements (for the purpose of this paragraph, "laws") drawn from a number of jurisdictions.

### ***Decommissioning and Reclamation***

Environmental regulators are increasingly requiring financial assurances to ensure that the cost of decommissioning and reclaiming sites is borne by the parties involved, and not by government. It is not possible to predict what level of decommissioning and reclamation (and financial assurances relating thereto) may be required in the future by regulators.

### ***Governmental Regulation and Policy Risks***

Mining operations and exploration activities, refining, conversion and transport in Canada are subject to extensive laws and regulations. Such regulations relate to production, development, exploration, exports, imports, taxes and royalties, labour standards, occupational health, waste disposal, protection and remediation of the environment, mine decommissioning and reclamation, mine safety, toxic substances, transportation safety and emergency response, and other matters. Since legal requirements change, are subject to interpretation and may be enforced in varying degrees in practice, the Corporation is unable to predict the ultimate cost of compliance with these requirements or their effect on operations.

### ***Commodity Price Fluctuations***

The price of commodities varies on a daily basis but long term averages are the best method of estimating future prices. However, price volatility could have dramatic effects on the Corporation's results of operations and the ability of the Corporation to execute its business plan.

### ***Currency Fluctuations***

The Corporation presently maintains its accounts in Canadian dollars. The Corporation's future operations may make it subject to foreign currency fluctuations and such fluctuations may materially affect its financial position and results.

### ***Key Personnel***

The senior officers of the Corporation are critical to its success. In the event of the departure of a senior officer, the Corporation believes that it shall be successful in attracting and retaining qualified successors but there can be no assurance of such success. Recruiting qualified personnel as the Corporation grows is critical to its success. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and

competition for such persons is intense. As the Corporation's business activity grows, it shall require additional key financial, administrative and mining personnel as well as additional operations staff. If the Corporation is not successful in attracting and training qualified personnel, the efficiency of its operations could be affected, which could have an adverse impact on the Corporation's future cash flows, earnings, results of operations and financial condition.

### ***Price Volatility of Publicly Traded Securities***

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continuing fluctuations in price shall not occur. It may be anticipated that any quoted market for the shares of the Corporation shall be subject to market trends generally, notwithstanding any potential success of the Corporation in creating revenues, cash flows or earnings. The value of the Corporation's shares shall be affected by such volatility. An active public market for the Corporation's shares might not develop or be sustained after completion of the Proposed Transactions.

### ***Legal Proceedings***

There are no outstanding legal proceedings against the Corporation.

### ***Market for Securities***

The Common Shares of the Corporation are listed and posted for trading on the Canadian National Stock Exchange (CNSX) under the trading symbol "YYR".

### **Cash Flow Requirements**

**Exploration expenditures required to maintain mineral claims in Newfoundland and Labrador.**

<b>Summary expenditures required to maintain Mineral Claims</b>						
<b>Year</b>	<b>River</b>	<b>UpRiver</b>	<b>Cartwright</b>	<b>Porcupine</b>	<b>Grand Total</b>	<b>Deposits</b>
2014	-	-	-	-	-	-
2015	270,942	5,043	499,073	-	775,058	334,045
2016	413,100	122,610	240,094	-	775,804	-
<b>Total</b>	<b>684,042</b>	<b>127,653</b>	<b>739,167</b>	<b>-</b>	<b>1,550,862</b>	<b>334,045</b>

The long-term debt repayments or payments under various operating leases for the next five years are as follows:

<b>Contractual Obligations in CDN\$ June 30, 2014</b>					
<b>Description</b>	<b>Total</b>	<b>Less than one year</b>	<b>1-3 years</b>	<b>4-5 years</b>	<b>After 5 years</b>
Loan- ACOA	\$ 500,000	\$ -	\$ 100,000	\$ 200,000	\$ 200,000
Loan -State of Pennsylvania	1,490,149	186,706	375,810	375,810	551,822
Plant Rental -Forks Township, Pennsylvania	2,835,531	725,400	1,619,064	491,067	-
	<b>\$ 4,825,680</b>	<b>\$ 912,106</b>	<b>\$ 2,094,874</b>	<b>\$ 1,066,878</b>	<b>\$ 751,822</b>

Conversion Rate used was \$1.11 CDN. Refer to Note 9 of the audited financial statements for detailed terms and repayments requirements for the Atlantic Canada Opportunity Agency (ACOA) and State of Pennsylvania loans.

## Transactions with Related Parties

During the quarter ended June 30, 2014, the Corporation incurred the following related party expenditures.

The compensation expense associated with key management and directors for services is as follows:

Relationship	Purpose of Transaction	30-Jun-14	30-Jun-13
Directors of the Company	Directors Fees	13,650	9,800
Key Management Personnel	Management Fees	165,000	165,000
Directors and Officers -MMI	Stock based compensation	625,000	218,000
Key operating personnel	Consulting fees	821,606	271,875
Key operating personnel	Salaries and benefits	91,534	51,514
		1,716,790	716,189
Capitalized		88,650	346,875
<b>Operating expenses</b>		<b>1,628,140</b>	<b>369,314</b>

Key management personnel includes the President, Vice President and the Chief Financial Officer of MMI, the President, Chief Executive Officer, Chief Financial Officer and Chief Corporate Affairs, Geologist, and Chief Operating Officer for GRI.

These transactions with related parties have been valued in the consolidated financial statements at the estimated fair value, which is the amount of consideration established and agreed to by the related parties.

## Off-Balance Sheet Arrangements

The Corporation has no off-balance sheet arrangements.

## Proposed Transactions

As at the date of this MD&A there are no proposed transactions that the board of directors or senior management who believe that confirmation of the decision by the board is probable, have decided to proceed with and that have not been publicly disclosed.

## DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROL OVER FINANCIAL REPORTING

As required by Multilateral Instrument 52-109 issued by the Canadian Securities Exchange Administrators (“MI52-109”), MMI’s Chief Executive Officer (CEO) and MMI Chief Financial Officer (CFO) will be filing annual certificates “Certification of Disclosure of Issuers’ Annual and Interim Filings” concurrent with the completion of filing its annual filings. The certifying officers have concluded that disclosure controls and procedures are effective at June 30, 2012. Upon completion of its filings, the signed certificates will be available on SEDAR.

The CEO and CFO are reasonably certain that all information is made known to them and those procedures have been implemented to provide reasonable assurance of the reliability of the financial reporting and preparation of the financial statements for external reporting.

The Board of Directors together with an independent and highly qualified audit committee provide direct oversight responsibilities for the review of the quarterly and annual financial statements.

## Changes Internal Control over Financial Reporting

The Certifying Officers have indicated that there were no significant changes in the Corporation's internal controls or other factors that could significantly affect such controls subsequent to the date of their evaluation, and there were no corrective actions with regard to significant deficiencies and material weaknesses.

#### **ADDITIONAL INFORMATION**

Additional information including directors' and officers' remuneration and indebtedness, principal holders of the Corporation's securities, options to purchase securities and interest of insiders in material transactions, if applicable, is contained in the Corporation's information circular for its most recent annual meeting of shareholders, and in the Corporation's comparative financial statements for its most recently completed financial year.

This document may contain forward-looking statements, which may include sales, earnings, and profitability comments. These statements may contain words such as "anticipated", "expected", "could", "should", "may", "plans", "will", or similar expressions that are based on and arise out of our experience, our perception of trends, current conditions and expected future developments as well as other factors. These statements are not a guarantee of future performance. By their very nature, forward-looking statements involve uncertainties and risks that the forecasts and targets will not be achieved.

Readers are cautioned not to place undue reliance on forward looking statements as a number of important factors, as disclosed herein and in the Corporation's other continuous disclosure documents, could cause actual results to differ materially from those expressed in such forward looking statements. The Corporation includes in publicly available documents filed from time to time with securities commissions, and the CNSX Exchange, a thorough discussion of the risk factors that can cause the Corporation's anticipated outcomes to differ from actual outcomes. The Corporation disclaims any intention or obligation to update or revise forward-looking statements.

#### **Public Securities Filings**

Other information about the Corporation, including the annual information form and other disclosure documents, reports, statements or other information that is filed with Canadian securities regulatory authorities can be downloaded in portable document format (PDF) from the SEDAR web site for Canadian regulatory filings at [www.sedar.com](http://www.sedar.com) additional information is also available on the Canadian Securities Exchange at [www.cnsx.ca](http://www.cnsx.ca)

### **CORPORATE PROFILE**

#### **Board of Directors**

J. Paul Allingham  
David J. Hennigar  
C.H. (Bert) Loveless  
Francis H. MacKenzie  
Jean-Marc MacKenzie  
Paul R. Snelgrove  
K. Barry Sparks  
E. Christopher Stait-Gardner

#### **Corporate Officers**

David J. Hennigar, Chairman  
Francis H. MacKenzie, President & Chief Executive Officer  
C.H. (Bert) Loveless, Vice President  
Lorne S MacFarlane, Chief Financial Officer  
Lina Tannous, Secretary

#### **Corporate Head Office**

Muskat Minerals Incorporated  
Attn: K. Barry Sparks  
610 - 141 Adelaide Street West  
Toronto, ON M5H 3L5

Fax Number: (902) 484-7599  
Phone Number: (902) 499-7150

**Mailing Address**

Musktrat Minerals Incorporated  
Attn: Lorne S. MacFarlane  
380 - 311 Bedford Highway  
Halifax, NS B3M 2L4

**Corporate Information**

Bankers	Bank of Montreal, Main Branch, Halifax, Nova Scotia
Lawyers	RBC Law, Halifax, Nova Scotia
Auditors	Collins Barrow, Toronto LLP
Transfer Agent & Registrar	Equity Financial Trust Company, Toronto, Ontario

**Stock Exchange**

Canadian Securities Exchange (“CSE”)  
Trading Symbol: YZR

**Shareholder Information**

Contact Person:	C H Bert Loveless
Contact Telephone Number:	(902) 471 -8028
Contact E-Mail Address:	bert@musktratminerals.ca.