DYNASTY METALS & MINING INC.

(the "Company")

MANAGEMENT'S DISCUSSION AND ANALYSIS
OF THE COMPANY'S FINANCIAL CONDITION AND RESULTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

Date and Subject of this Discussion and Analysis

This management's discussion and analysis (the "MD&A"), which is dated and has been prepared based on information available as at March 31, 2015, is integral to, and should be read in conjunction with, the Company's audited financial statements for the years ended December 31, 2014 and 2013 (the "Audited Financial Statements"). These documents, and additional information relating to the Company, including the Company's Annual Information Form dated March 31, 2015, are available for viewing on SEDAR at www.sedar.com. The financial information contained herein has been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar amounts herein are in United States dollars unless otherwise noted.

Cautionary Statement Regarding Forward-Looking Information

This MD&A and the documents incorporated by reference herein contain forward-looking information within the meaning of the applicable Canadian securities laws concerning our planned activities for the current financial year, our plans to explore and develop the Zaruma Gold Project and our other mining properties, our estimated resources, production, capital costs and operating and cash flow estimates, the effect of artisanal mining activity at the Jerusalem Gold Project and other matters. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using the words or phrases such as "expects," "anticipates," "plans," "projects," "estimates," "assumes," "intends," "strategy," "goals," "objectives," "potential" or variations thereof or stating that certain actions, events or results "may," "could," "would," "might" or "will" be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of historical fact and may be "forward-looking information." Statements concerning resource estimates may also be deemed to constitute forward-looking information to the extent that they involve estimates of the mineralization that will be encountered if the property is developed. Forward looking information are subject to a variety of known and unknown risks, uncertainties and other factors that could cause actual events or results to differ from those expressed or implied by the forward-looking statements and the Company cautions that all forward-looking information is inherently uncertain and that actual performance may be affected by a number of material factors, many of which are beyond the Company's control. Such factors include, among others, risks and uncertainties relating to exploration and development; risks related to mineral resource figures being estimates based on interpretations and assumptions which may result in less mineral production under actual conditions, if the projects are developed, and to diminishing quantities or grades of mineral resources if these projects are mined; risks that the Jerusalem Gold Project resources will continue to be negatively impacted by artisanal mining activities and that the Company will be unable to curtail such activities; the need to comply with environmental and governmental regulations; political and economic instability and general civil unrest in Ecuador; potential defects in title to the Company's properties; fluctuating prices of commodities; competition; and other risks and uncertainties, including those described in the Company's Annual Information Form dated March 31, 2015 filed with the Canadian Securities Administrators and available at www.sedar.com.

Cautionary Note to United States Investors

As a reporting issuer in Canada, the Company is required by Canadian law to provide disclosure respecting its mineral interests in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101"). Accordingly, readers are cautioned that the information contained in this MD&A may not be comparable to similar information made public by United States companies under the United States federal securities laws and the rules and regulations thereunder. The Company does not report to the United States Securities and Exchange Commission and, in particular, the terms "measured mineral resource", "indicated mineral resource" and "inferred mineral resource" as may be used herein are not defined in SEC Industry Guide 7 and are normally not permitted to be used in reports and registration statements filed with the SEC.

Further, the terms "mineral reserve", "proven mineral reserve" and "probable mineral reserve" are Canadian mining terms, the definitions of which differ from the definitions of the SEC.

In addition, United States investors are cautioned that the Company's financial statements do not conform with, nor are they reconciled to, accounting principles generally accepted in the United States.

Scientific and Technical Information

Scientific and technical information relating to the Company's mineral properties contained in this MD&A were reviewed and approved by Brian Speechly, a Fellow of AusIMM (Australian Institute of Mining and Metallurgy), a director of the Company, and a "qualified person" as defined by NI 43-101. All mineral resources have been calculated in accordance with the standards of the Canadian Institute of Mining, Metallurgy and Petroleum. Mineral resources which are not mineral reserves do not have demonstrated economic viability. Information on data verification performed on the mineral properties mentioned in this MD&A that are considered to be material mineral properties to the Company are contained in the current technical reports for those properties, all available under the Company's profile at www.sedar.com.

Non-GAAP Financial Measures

Throughout this discussion, reference is also made to "cash costs per ounce", "cash costs per tonne" and "all-in sustaining cash cost" which the Company considers to be an indicative measure of operating performance and a metric to evaluate profitability. Such measures are not generally accepted earnings measures and should not be considered as an alternative to operating costs as determined in accordance with IFRS. As there is no standardized method of calculating these measures, the Company's "cash costs per ounce", "cash costs per tonne" and "all-in sustaining cash cost" may not be directly comparable with similarly titled measures used by other companies. Reconciliations of such measures are included in this MD&A.

Description of Business

The Company is a reporting issuer in the provinces of British Columbia, Alberta and Ontario, Canada. On August 2, 2007 its securities were listed for trading on the Toronto Stock Exchange under the symbol "DMM". The Company is in the business of acquiring, exploring and developing mineral concessions in Ecuador. From inception until 2010, the Company had funded substantially all of its operating and capital expenses with proceeds from the sale of capital stock. From 2010 and up until September 30, 2013, mine development expenses and overhead were primarily funded from the sale of precious metals produced during mine construction at the Zaruma Gold Project. During this time the Company was in the pre-commercial stage of operations having yet to reach the stage of sustainable commercial production.

In the fourth quarter of the year ended December 31, 2013, Management determined that commercial production at the Zaruma Gold Project had commenced for accounting purposes, as the mine was operating as intended. This decision was based on a number of factors including, amongst others, the completion of operational commissioning of major mine components, the achievement of consistent operating results for a period of time and the indication that these results will continue. For accounting purposes the Company commenced recognizing net income from production effective October 1, 2013.

Continuing operations continue to be dependent upon the Company's ability in the future to mitigate the risks and overcome the challenges generally associated with comparable development and early stage production enterprises. Most significantly, it must either generate sufficient cash flow from the sale of precious metals in the future or secure additional working capital from debt or equity financings or through the profitable sale of capital assets, as required, neither of which is assured.

The Company's head and principal office is located at Suite 270, 666 Burrard Street, Vancouver, British Columbia V6C 2X8. Its registered and records office is located at Suite 300, 204 Black Street, Whitehorse, Yukon Y1A 2M9. The Company also maintains an office in Quito, Ecuador. The following table lists the Company's principal operating subsidiaries, their jurisdiction of incorporation and its percentage ownership of their voting securities:

Name	Place of Incorporation	Percentage Ownership
Empire Sun Investments Limited	British Virgin Islands	100%
Elipe S.A.	Ecuador	100%(1)
Polimines Corporation	Panama	100%(1)
Golden Valley Planta S.A.	Ecuador	100%(2)
Greentrade Ecuador Overseas Inc.	Panama	100%(1)
Operaciones Greentrade S.A.	Ecuador	100%(3)
Operaciones Greenmining S.A.	Ecuador	100%(3)
Minsupport S.A.	Ecuador	100%(3)

(1) Elipe S.A. ("Elipe"), and Greentrade Ecuador Overseas Inc. ("Greentrade Ecuador") are 100% beneficially owned by Empire Sun Investments Limited ("Empire Sun"). Elipe is the registered owner of all of the Corporation's mineral concessions and Polimines Corporation and Greentrade Ecuador are holding companies.

(2) Golden Valley Planta S.A. ("Golden Valley") is 100% beneficially owned by the Corporation. Golden Valley was established to obtain permits to process the material from the mineable properties owned by Elipe, in due course, under contract.

(3) Operaciones Greentrade S.A. ("Greentrade"), Operaciones Greenmining S.A. ("Greenmining") and Minsupport S.A. ("Minsupport") are 100% beneficially owned by Greentrade Ecuador. These entities were initially incorporated to administer employee labour contracts, which were subsequently transferred to Elipe and Golden Valley.

Zaruma Gold Project

Zaruma Gold Project Operating Results

	Year ended December 31, 2014	Three months ended December 31 2014	September 30, 2014	June 30, 2014	March 31, 2014
Gold Revenue	$ 35,899,530	$ 9,931,423	$ 10,767,977	$ 5,809,173	$ 9,390,956
Gold sales (ounces)	28,356	8,122	8,466	4,531	7,237
Average realized price per ounce	$ 1,266	$ 1,223	$ 1,272	$ 1,282	$ 1,298
Mined material milled (tonnes)	100,859	23,571	23,324	37,065	16,898
Average grade (grams/tonne)	8.43	10.60	10.90	4.42	10.81
Average recovery (%)	93.7	94.5	94.5	90.4	94.7
Gold production (ounces)	25,627	7,585	7,723	4,761	5,558
Cash costs ($/oz Au)(a,b)	$ 973	$ 930	$ 846	$ 1,310	$ 919
Cash costs ($/tonne Au)(a,b)	$ 247	$ 299	$ 280	$ 168	$ 302
All-in sustaining cash cost ($/oz Au)(a,b)	$ 1,328	$ 1,303	$ 1,147	$ 1,686	$ 1,310

	Year ended	Three months ended			
	December 31, 2013	December 31 2013	September 30, 2013	June 30, 2013	March 31, 2013
Gold Revenue	$ 15,670,352	$ 15,670,352	$ -	$ -	$ -
Gold sales (ounces)	12,355	12,355	-	-	-
Average realized price per ounce	$ 1,268	$ 1,268	$ -	$ -	$ -
Mined material milled (tonnes)	29,948	29,948	-	-	-
Average grade (grams/tonne)	15.14	15.14	-	-	-
Average recovery (%)	94.3	94.3	-	-	-
Gold production (ounces)	13,748	13,748	-	-	-
Cash costs (US$/oz Au)[(a,b)]	$ 592	$ 592	$ -	$ -	$ -
Cash costs (US$/tonne Au)[(a,b)]	$ 272	$ 272	$ -	$ -	$ -
All-in sustaining cash cost (US$/oz Au)[(a,b)]	$ 791	$ 791	$ -	$ -	$ -

(a) Net of by-product credits
(b) Non-GAAP measure. See "Non-GAAP Measures" section of this MD&A

There are no comparable operating results for the twelve months ended December 31, 2013 since the Company commenced accounting for the Zaruma Project as being in commercial production commencing on October 1, 2013 as the project was meeting production milestones to be operating, for accounting purposes, in the way intended by Management.

The average grade of material processed during year ended December 31, 2014 was 8.43 grams per tonne ("g/t"). With the exception of the second quarter of 2014 where lower grade, non-resource development material was mined, substantially all the high grade material mined during the year ended December 31, 2014 was from certain sections of the Soroche group of veins at the Zaruma Project.

As previously disclosed it is not uncommon or unexpected to encounter areas of mineral deposit at the Zaruma Project with significantly higher or lower grades as compared to the average grade disclosed in the Company's mineral resource estimate, since the resource at Zaruma is known to contain a significant variability in grade between different areas, which are often in close proximity to each other. As a result, it is unlikely that the Company will achieve a consistent monthly production profile during this early production phase of operations until material is mined from multiple veins.

Cash costs per ounce and all-in sustaining cash costs per ounce for the year ended December 31, 2014 were $973 and $1,328 respectively which was impacted by a combination of a number of factors, including:

- normal course maintenance and development work which resulted in decreased tonnage delivered to the mill in the first quarter of 2014;

- a decrease in the average grade of material mined during the second quarter of 2014 due to limited access to regions of veins with higher grade while development work on these areas was ongoing during this period;

- the Company has adopted a policy to expense any further development expenditure as it is incurred in respect of a mine property subsequent to the commencement of commercial production, unless substantial new future economic benefits are derived from such expenditure at which point it will be capitalized. As a result all of the costs of carrying out the decline maintenance and development work was all expensed in the period and therefore included in the per ounce cost calculations; and

- the Company's operations consist of a large fixed cost proportion, with the actual cash expenditure not varying a great deal between periods.

Zaruma Mine Operations Update

The Company previously commenced the development of three separate declines, being "Cabo de Hornos" (the "main decline"), "Ayapamba" and "Barbasco", at the Zaruma Project to access the resource contained therein. Primarily as a result of budget constraints since 2013, the Company has concentrated development activities on the main decline, "Cabo de Hornos", since it provided the best access to the in-situ resources and where the installation of an electrical sub-station allows the mine to be powered from the main grid.

The main decline has advanced approximately 3.3 kilometres from the portal entrance at mine Level 700 reaching a vertical depth of 340 metres ("m") and is now on Level 360. The dimension of the main decline is between 4.5 x 5 m to 5 x 5 m throughout. The majority of the high grade material mined during the year ended December 31, 2014 was extracted from the Soroche group of veins operating between Level 600 to Level 450. The proximity of old underground workings, some sections of which still contain water, has meant it has been more efficient in the short term to advance the decline deeper rather than expanding the mine laterally on these levels.

The Company has now advanced the main decline to level 360 which, based on the old mine plans available, is a depth at which the majority of old workings never reached. It is from this point that the Company has now split the decline and is advancing one extension to the north and one to the south. This is expected to provide simultaneous access to multiple veins, including the Soroche vein, the Matalanga vein, the Abundacia vein, the St. Ernest vein, the Nudo vein and other subparallel veins in the future.

The northern extension has currently advanced 100 m and has reached the Soroche vein at Level 360. In the near term, concurrent with the development of the Soroche vein to prepare it for mining, the northern extension will continue to advance for another 150 m which is the estimated length of the Soroche vein. From here it is expected that the Soroche vein will be available to be mined upwards for approximately 80 m on average.

The southern extension has currently advanced 100 m and needs to extend a further 100 m to reach the Matalanga vein, which is expected to take between 4 to 6 weeks. Once the Matalanga vein has been reached, concurrent with the development of the Matalanga vein to prepare it for mining, the southern extension will continue to advance for another 70 m which is the estimated length of the Matalanga vein. From here it is expected that the Matalanga vein will be available to be mined upwards for approximately 60 m on average.

To expedite this decline development and to facilitate the mining of multiple faces on multiple veins in the future at a deeper level of the mine the Company has made significant investments of its mining and financial resources to advance these declines in 2015 to date, including:

- the purchase of a new Atlas Copco two Boom Jumbo ("Jumbo") for approximately $1 million. The Company now owns three of these machines which are operational as well as an additional Jumbo which is in the process of being fully refurbished in the workshop. Having three Jumbos currently operational means that at any given time a Jumbo is operating on each extension of the main decline whilst the other is being serviced in the Company workshop;

- a significant upgrade of the mine ventilation system including the purchase and installation of a 500 horsepower exhaust fan;

- additional investment to the mine pumping systems;
- the purchase of two new motors to refurbish two of the Company's underground loaders;
- the installation of another underground transformer deep in the mine as well as upgrades to electrical cables; and
- the recent employment of two underground mine decline specialists from the United States and an experienced underground mine super intendant from Chile.

With this new infrastructure in place the Company is now advancing the two extensions of the main decline at approximately 8 m per day in aggregate.

The reallocation of the Company's focus and resources from the mining of resource grade material to development has resulted in a decrease in the grade of the material mined and hence a decrease in gold production in the first quarter of 2015 as compared to the three months ended December 31, 2014 and the three months ended September 30, 2014.

Zaruma Plant Operations Update

The Zaruma Processing Plant operated efficiently during the year ending December 31, 2014, recovering an average of 93.7% of gold contained in the material processed. Recent and ongoing investments in the Plant include:

- the purchase of an additional crushing circuit to be used after the material goes through the current crushing circuit. The purpose of this investment is not to increase crushing capacity but to have finer material delivered to the ball mills so as to decrease future wear on the ball mills;
- the construction of a dam for a new tailings pond which is scheduled for completion in July of this year; and
- the expansion of the current tailings facility, which required the plant to be shut down for an additional week beyond the normal operating schedule, during which mined material was stockpiled. This tailings facility is now expected to have sufficient capacity to be operated until the new tailings facility is operational.

Zaruma Gold Project Resource Estimate and Preliminary Economic Assessment

In the third quarter of 2014 the Company filed a technical report entitled "Independent Preliminary Assessment – Zaruma Gold Project – El Oro Province – Ecuador" dated September 17, 2014 (the "Zaruma Technical Report"), which contains a preliminary economic assessment ("PEA") based upon an updated mineral resource estimate on its Zaruma Project.

The Zaruma Technical Report was prepared by consulting mining engineer Mr. R.L. Procter BSc (Eng), MBA, MIMMM, CEng, and consulting geologists Mr. A.J. Maynard, BAppSc (Geol), MAIG, MAusIMM and Mr. P.A. Jones, BAppSc (Geol), MAIG, all of whom are independent "qualified persons" as defined by NI 43-101. The Zaruma Technical Report has been prepared in accordance with NI 43-101 and is available on the Company's website (www.dynastymining.com) and under the Company's profile on SEDAR (www.sedar.com).

The selected information presented herein is qualified in its entirety by, and should be read in conjunction with, the Technical Report.

Updated Resource Estimate

The Company's updated mineral resource estimate was calculated using data related to concessions that cover a relatively small section of the total concession area that makes up the Zaruma Project. Such additional area is considered by the authors of the Zaruma Technical Report to be highly prospective for additional mineralized veins, which may become the focus of future exploration work. Estimated mineral resources at the Zaruma Project as contained in the Zaruma Technical Report are as follows:

Location	Measured			Indicated			Inferred		
	Tonnes (million)	**Grade Au (g/t)**	**Contained Au (Ozs)**	**Tonnes (million)**	**Grade Au (g/t)**	**Contained Au (Ozs)**	**Tonnes (million)**	**Grade Au (g/t)**	**Contained Au (Ozs)**
Cabo de Hornos	1.30	13.99	585,000	0.86	12.46	343,000	3.0	12.30	1,201,000
Barbasco	0.19	11.05	66,000	0.09	10.81	33,000	0.3	12.13	128,000
Ayapamba	0.07	12.64	30,000	0.06	11.63	23,000	0.2	12.40	96,000
Vizcaya	0.03	8.40	8,000	0.02	8.40	6,000	0.1	8.40	23,000
Total	**1.59**	**13.48**	**689,000**	**1.03**	**12.18**	**405,000**	**3.7**	**12.2**	**1,448,000**

Notes: - Mineral resources that are not mineral reserves have not demonstrated economic viability.
- A cut-off grade of 2.06 Au g/t was used to derive the mineral resource estimate.

Updated Preliminary Economic Analysis

An updated PEA has been prepared based upon the updated mineral resource estimate. Highlights of the PEA as set out in the Zaruma Technical Report are as follows:

	Unit	**Value**
Gold Price Used	$/oz Au	1,300
Gold Recovered[1]	Au (oz)	1,081,108
Total Mined Resources (undiluted)[1]		
- Measured + Indicated	tonnes	2,590,000
- Inferred	tonnes	935,000
Operating Revenue	$M	1,459.5
Operating Cash Flow (EBITDA)	$M	682.5
Net Cash Flow (untaxed)	$M	653.4
Net Cash Flow (taxed)	$M	440.9
NPV[2] (untaxed)	$M	321.6
NPV[2] (taxed)	$M	218.2
Unit Operating Cost (untaxed)	$/oz Au	658
Unit Operating Cost (taxed)	$/oz Au	855

Notes:
1) It is assumed that 100% of the measured and indicated resource and 25% of the inferred resource is mined.
2) At 10% base case discount rate.

As required by NI 43-101, it should be noted that these evaluations are preliminary in nature and that the Inferred Mineral Resources in particular are considered too speculative geologically to have economic considerations applied to them that would enable them to be categorized as Mineral Reserves. As such there is no certainty that the PEA will be realised.

The Zaruma Project has sufficient measured and indicated mineral resources for a mine life of about 10.5 years. The Project also has available to it a significant inventory of inferred mineral resource (59% of all tonnes and 57% in gold content). Adding only 27% of the inferred mineral resource (equating to 25% of gold output) to the Zaruma Project's production schedule increases mine life to 15 years, which is considered by the authors of the Zaruma Technical Report to be a reasonable mine life period to assess the Project on a discounted cash flow basis. This is the base case evaluated for the PEA.

The inferred mineral resource is also assumed to be processed at the end of the mine's life (i.e. after all measured and indicated material has been treated), so it suffers the greatest discounted cash flow effect in the analysis.

Dynasty Goldfield Project

In the fourth quarter of 2014, the Company filed an updated technical report on the Dynasty Goldfield Project entitled "Technical Report - Dynasty Goldfield Project – Celica, Loja Province, Ecuador" dated October 22, 2014 (the "Dynasty Technical Report"). The Dynasty Technical Report was prepared by consulting geologist Mr. A.J. Maynard, BAppSc (Geol), MAIG, MAusIMM, who is an independent "qualified person" as defined by NI 43-101. The Dynasty Technical Report was prepared to address issues identified by the British Columbia Securities Commission as part of their previously announced review of the Company's disclosure. The Dynasty Technical Report is available on the Company's website (www.dynastymining.com) and under the Company's profile on SEDAR (www.sedar.com).

The selected information presented herein is qualified in its entirety by, and should be read in conjunction with, the Dynasty Technical Report.

The updated mineral resource estimate for the Dynasty Goldfield Project is as follows:

Category	Tonnes (Thousands)	Au (g/t)	Ag (g/t)	Contained Au (1,000 ozs)	Contained Ag (1,000 ozs)
Measured	2,909	4.7	38.1	437	3,567
Indicated	3,958	4.6	38.8	585	4,936
Total Measured + Indicated	6,867	4.6	38.5	1,022	8,504
Inferred	7,825	4.4	39.4	1,118	9,901

Note: A cut-off grade of 2.0 Au g/t was used to derive the mineral resource estimate.

Since the Company acquired the Dynasty Goldfield Project in 2003 until 2007, when the Ecuadorian Government introduced an exploration moratorium, it carried out geological mapping, sampling, geophysical surveys and diamond drilling. These works resulted in the identification of high grade gold and silver vein systems in the Cerro Verde, Papayal and Trapichillo areas.

Although the Company has not conducted any significant exploration work on the Dynasty Goldfield Project since such time, changes in international reporting standards of mineral resources have required more rigour in QA/QC and data verification along with more sophisticated estimation methods. As a result, and due to the inclusion of additional veins in the current mineral resource estimate that were not included in prior block modelling, as well as applying a lower cut-off grade of 2.0 g/t, the Company revised its resource estimate including a reclassification of certain previously reported resources.

Jerusalem Gold Project

In the fourth quarter of 2014, the Company filed an updated technical report on the Jerusalem Gold Project entitled "Technical Report - Jerusalem Gold Project – Zamora Chinchipe, Ecuador" dated October 24, 2014 (the "Jerusalem Technical Report"). The Jerusalem Technical Report was prepared by consulting geologist Mr. A.J. Maynard, BAppSc (Geol), MAIG, MAusIMM, who is an independent "qualified person" as defined by NI 43-101. The Jerusalem Technical Report was prepared to address issues identified by the British Columbia Securities Commission as part of their previously announced review of the Company's disclosure. The Jerusalem Technical Report is available on the Company's website (www.dynastymining.com) and under the Company's profile on SEDAR (www.sedar.com).

The selected information presented herein is qualified in its entirety by, and should be read in conjunction with, the Jerusalem Technical Report.

The updated mineral resource estimate for the Jerusalem Gold Project is as follows:

Category	Tonnes (Thousands)	Au (g/t)	Ag (g/t)	Contained Au (1,000 ozs)	Contained Ag (1,000 ozs)
Measured	379	14.2	76	173	926
Indicated	576	13.5	81	249	1,495
Total Measured + Indicated	956	13.8	79	422	2,421
Inferred	1,775	15.0	98	856	5,569

Note: A cut-off grade of 2.0 Au g/t was used to derive the mineral resource estimate.

The Company undertook extensive exploration on the Jerusalem Gold Project since it acquired the concession rights in 2003 through to 2007. This work mainly involved surface mapping, trenching and underground mine sampling with the aim of extending known vein systems and locating new veins and mineralized systems. The Company's exploration efforts resulted in extending the strike length of several known veins and locating new veins in previously under-explored areas.

Although the Company has not conducted any significant exploration work on the Jerusalem Project since such time, changes in international reporting standards of mineral resources have required more rigour in QA/QC and data verification along with more sophisticated estimation methods. As a result, and due to the application of a lower cut-off grade of 2.0 Au g/t, the Company revised its mineral resource estimate, including a reclassification of certain previously reported resources.

It has also been assumed that the previous resource estimate has also been impacted by artisanal mining. As previously disclosed in the Company's public filings, during fiscal 2012 a group of informal miners set up camps and are continuing to conduct artisanal mining operations at the Jerusalem Gold Project without the Company's permission. To the Company's knowledge, such informal mining to date has been near surface and as such it was considered a reasonable conservative assumption by the author of the Jerusalem Technical Report to exclude the first 30 m from the surface from the resource calculation. The Company has lodged petitions with the appropriate government authorities to remove the informal miners and dismantle their operations, however, as at the date hereof no action has been taken by such authorities.

Results of Operations

The table below highlights the results of operations for the years ended December 31, 2014 and 2013:

	2014	2013[(a)]
OPERATING REVENUES	$ 37,014,115	$ 15,937,132
OPERATING COSTS		
Mining and processing	26,894,664	7,501,301
Royalties	1,628,354	794,852
Depreciation and depletion	4,587,208	1,418,870
	33,110,226	9,715,023
EARNINGS FROM MINE OPERATIONS	**3,903,889**	**6,222,109**
EXPENSES		
Corporate administration	4,704,716	4,352,991
Stock-based compensation	880,195	458,067
	5,584,911	4,811,058
(LOSS) EARNINGS BEFORE INCOME TAXES	**(1,681,022)**	**1,411,051**
INCOME TAXES		
Current tax expense	536,326	1,446,349
Unrecoverable tax pre-payments	513,186	538,991
NET LOSS AND COMPREHENSIVE LOSS FOR THE YEAR	**$ (2,730,534)**	**$ (574,289)**
BASIC AND DILUTED LOSS PER SHARE	$ (0.06)	$ (0.01)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	42,461,083	42,461,083

(a) For accounting purposes the Company commenced recognizing revenue and net income from production effective October 1, 2013.

Revenue and gold and silver sold

The table below summarizes the Company's revenues and gold and silver sold for the years ended December 31, 2014 and 2013:

	Year ended December 31, 2014	December 31, 2013
Revenue [(a)]	$ 37,014,115	$ 15,937,132
Gold Sales		
Gold sales in commercial production (ounces) [(a)]	28,356	12,355
Gold sales in development (ounces)	-	15,244
Total gold sales in period (ounces)	28,356	27,599
Gross proceeds from all gold sales	$ 35,899,530	$ 38,084,441
Realized price per ounce	$ 1,266	$ 1,380
Silver Sales		
Silver sales in commercial production (ounces) [(a)]	60,272	12,851
Silver sales in development (ounces)	-	45,409
Total silver sales in period (ounces)	60,272	58,260
Gross proceeds from all silver sales	$ 1,114,585	$ 1,373,980
Realized price per ounce	$ 18.49	$ 23.58

[(a)] For accounting purposes the Company commenced recognizing revenue and net income from production effective October 1, 2013.

Operating Costs

The table below summarizes the Company's operating costs for the years ended December 31, 2014 and 2013:

	Year ended December 31, 2014	Year ended December 31, 2013[(a)]
Mining and processing		
Changes in inventories	$ 850,215	$ 910,674
Consumables	7,763,819	1,619,812
Employee participation taxes	162,659	980,591
Equipment maintenance	2,321,142	663,745
Other mining and processing costs	2,218,139	597,876
Rentals	2,530,655	357,506
Utilities	1,853,939	370,851
Salaries and benefits	9,194,096	2,000,246
Total mining and processing	26,894,664	7,501,301
Royalties	1,628,354	794,852
Depreciation and depletion	4,587,208	1,418,870
Total operating costs	**$ 33,110,226**	**$ 9,715,023**

[(a)] Includes only the three months ended December 31, 2013 since for accounting purposes the Company commenced recognizing operating costs effective October 1, 2013.

The Company commenced commercial production at the Zaruma Project on October 1, 2013 and as such there are no comparable operating costs for the twelve months ended December 31, 2013. The following provides an overview of the types of expenditures incurred for the twelve months ended December 31, 2014 and the three months ended December 31, 2013.

Salaries and benefits accounted for one of the largest individual direct operating costs. The Company currently has approximately 510 employees working on mining operations and110 at the processing plant.

Consumables expense relates to the supplies required to carry out mining and plant operations, with the largest expense made on items such as drill steels and explosives for mining operations and cyanide and steel balls for the plant operations.

The significant portion of the rental expense relates to the cost of transporting material from the mine to the plant since rather than acquiring trucks the Company determined it more economical at this time to contract out this service. The increased in costs in the year ended 2014 related to the need to transport additional material during the construction of the new tailings dam. The Company also rents other items of equipment such as pumps, generators and compressors when needed.

Contained within the utilities expense is the electrical cost to power the processing plant and mine as well as expenditure on fuel.

The Company maintains all mining equipment in house and currently employs approximately 30 mechanics that carry out maintenance and refurbishment work of the Company's fleet. Expenditure on machinery and parts for this equipment was approximately $2.3 million for the year ended December 31, 2014.

A 3% NSR royalty is payable to the government of Ecuador for gold and silver sales from the Zaruma property. In addition a 1.5% NSR royalty is payable to Coeur Mining Inc.

For the year ended December 31, 2014, amortization of mining equipment totaled $1.5 million and amortization of the processing plant totaled $1.8 million.

Capitalized mine development costs for the Zaruma mine are being depleted on a units-of-production basis over the total tonnage contained in the measured and indicated resource. This resulted in a charge of $1.4 million relating to the 102,541 tonnes mined in the year ended December 31, 2014. The Company has adopted a policy to expense any further development expenditure as it is incurred in respect of a mine property subsequent to the commencement of commercial production, unless substantial new future economic benefits are derived from such expenditure at which point it will be capitalized. No mine development costs were capitalized for the year ending December 31, 2014.

Expenses

The table below summarizes the Company's expenses for the years ended December 31, 2014 and 2013:

	Year ended December 31, 2014	Year ended December 31, 2013
Amortization	$ 191,150	$ 253,090
Insurance	267,717	256,369
Office and general	1,732,217	1,340,970
Other	786,617	676,640
Professional fees	643,147	636,700
Salaries and management fees	1,083,868	1,189,222
Total corporate administration	**$ 4,704,716**	**$ 4,352,991**

Excluding non-cash-based deductions, corporate administration expenses for the year ended December 31, 2014 increased by $413,665, primarily attributable to the un-capitalized portion of legal fees, salaries and other expenditures incurred in finalizing the new technical reports on the Company's projects.

INCOME TAXES

Current tax expense

The current year tax expense is comprised of the portion of Ecuadorean Employee Participation Tax paid to the Ecuadorean government of $340,653 and Ecuadorian Corporation Tax of $195,673.

Employee Participation Tax is charged at a rate of 15% of net income before taking any deductions for prior periods non-capital losses, capital cost allowances and other items. Of the amount paid, 10% of the 15% is paid to employees and recognized within the operating costs section of the consolidated statement of loss, with the balance, 5% of the 15%, being paid to the state and recognized within the income taxes section of the consolidated statement of loss and comprehensive loss.

Ecuadorean Corporation tax is calculated at 22% of the balance of net income after deducting the Employee Participation Tax as well as taking deductions for prior period non-capital losses and other items.

As at December 31, 2014 the Company had pre-paid approximately $0.2 million of these taxes.

Unrecoverable tax pre-payments

The Company was required to make corporate tax pre-payments during the year ended December 31, 2014 of approximately $0.7 million. These prepayments cannot be applied against the portion of the Employee Participation Tax payable to the government. They can only be applied against the Ecuadorean Corporation Tax.

As a result, $195,673 of these prepayments were used in the year ending December 31, 2014 to offset the tax liability. The balance of $513,186 which had previously been capitalized was expensed since under Ecuadorean tax regulations these tax prepayments are not refunded and cannot be carried forward to be applied against future taxable income.

Summary of Quarterly Results

The following is a summary of the Company's quarterly results for each of the eight most recently completed quarters:

	Q4 2014	Q3 2014	Q3 2014	Q2 2014
Revenues	$ 10,232,784	$ 11,104,445	$ 5,999,302	$ 9,677,584
Net (loss) earnings	$ (731,772)[(1)]	$ 666,089[(2)]	$(3,174,239)[(3)]	$ 1,049,388[(4)]
Basic and Diluted (loss) earnings per share	$ (0.03)	$ 0.02	$ (0.09)	$ 0.02

	Q4 2013	Q3 2013	Q2 2013	Q1 2013
Revenues	$ 15,937,132	$ -	$ -	$ -
Net earnings (loss)	$ 2,826,456[(5)]	$ (995,933)[(6)]	$(1,101,574)[(7)]	$(1,303,158)[(8)]
Basic and Diluted earnings (loss) per share	$ 0.07	$ (0.03)	$ (0.03)	$ (0.03)

(1) The Company's earnings during this period included non-cash deductions of $708,235 and $1,178,040 for stock-based compensation, in connection with the granting of 1,678,000 options and with the vesting of certain options previously granted, and amortization, depletion and accretion, respectively. The value of the options is amortized over the periods in which they vest.

(2) The Company's earnings during this period included non-cash deductions of $37,397 and $1,207,206 for stock-based compensation, in connection with the granting of 35,000 options and with the vesting of certain options previously granted, and amortization, depletion and accretion, respectively. The value of the options is amortized over the periods in which they vest.

(3) The Company's loss during this period included non-cash deductions of $39,236 and $1,262,174 for stock-based compensation, in

connection with the granting of 35,000 options and with the vesting of certain options previously granted, and amortization, depletion and accretion, respectively. The value of the options is amortized over the periods in which they vest.

(4) The Company's earnings during this period included non-cash deductions of $95,327 and $1,153,302 for stock-based compensation, in connection with the granting of 623,500 options and with the vesting of certain options previously granted, and amortization, depletion and accretion, respectively. The value of the options is amortized over the periods in which they vest.

(5) The Company's earnings during this period included non-cash deductions of $22,419 and $1,671,959 for stock-based compensation, in connection with the vesting of certain options previously granted, and amortization, depletion and accretion, respectively. The value of the options is amortized over the periods in which they vest.

(6) The Company's loss during this period included non-cash deductions of $385,597 and $78,053 for stock-based compensation, in connection with the granting of 1,490,000 options and with the vesting of certain options previously granted, and amortization and accretion, respectively. The value of the options is amortized over the periods in which they vest.

(7) The Company's loss during this period included non-cash deductions of $(6,747) and $84,965 for stock-based compensation, in connection with the vesting of certain options previously granted, and amortization and accretion, respectively. The value of the options is amortized over the periods in which they vest.

(8) The Company's loss during this period included non-cash deductions of $56,798 and $92,876 for stock-based compensation, in connection with the vesting of certain options previously granted, and amortization and accretion, respectively. The value of the options is amortized over the periods in which they vest.

Capital Expenditures

Exploration and Evaluation Properties

Once a license to explore an area has been secured, it is the Company's policy to defer all acquisition, exploration and development costs, including certain field office expenses, until the properties to which they relate are placed into development, sold, abandoned, or have been determined by management to have been impaired in value.

During the year ended December 31, 2014, the Company spent a total of $1,429,073 in connection with the exploration and maintenance of its mineral properties, compared to $1,231,215 for the year ended December 31, 2013. The increase is attributable to the expenditures incurred in updating the Technical Reports for the Dynasty and Jerusalem properties as well as modest increases in concession fees.

Most of the capitalized exploration and evaluation expenditures relating to the exploration and evaluation of mineral properties (see table, below) were incurred in connection with the Company's Dynasty Copper-Gold Project and related to the payment of annual concession fees for the properties. A description and breakdown of these expenditures is as follows:

	Dynasty Project	Jerusalem Project	Other Projects	Total
Balance, December 31, 2013	$ 12,257,469	$ 1,640,327	$ 170,169	$ 14,067,965
Costs				
Camp supplies and field costs	21,135	-	-	21,135
Geological consulting	192,821	2,556	-	195,377
Mineral concession rights	758,906	3,825	-	762,731
Project administration	172,050	76,503	-	248,553
Technical reports and services	57,151	84,228	-	141,379
Travel and related costs	59,898	-	-	59,898
Additions for the year	1,261,961	167,112	-	1,429,073
Balance, December 31, 2014	$ 13,519,430	$ 1,807,439	$ 170,169	$ 15,497,038

Project administration expenses capitalized as part of Exploration and Evaluation Properties include 25% of amounts (US$35,000 per month) paid to a company controlled by the Company's President for management services. A further 50% is included in mine properties, plant and equipment costs. The Company's President resides in Ecuador and spends the majority of his time on the development of the Company's mineral properties. The remaining 25% is included in management fees and expensed.

Mine Properties, Plant and Equipment

When economically viable projects have been determined and the decision to proceed with development has been approved, the expenditures related to construction are capitalized as mines under construction and classified as a component of mine properties, plant and equipment. Costs associated with the commissioning of new assets, in the period before they are operating in the way intended by management, are capitalized, net of any pre-commercial production revenues.

Once commercial production has been achieved at a project, exploration and development expenditures are amortized on a unit-of-production basis over the measured and indicated resources expected to be extracted economically, and included as part of the production cost.

	Zaruma Mines	Plant and Equipment	Land and Buildings	Total
Cost				
Balance as at December 31, 2012	$ 30,927,649	$ 33,299,818	$ 3,292,747	$ 67,520,214
Additions	23,021,226	548,814	-	23,570,040
Disposals	-	(264,563)	-	(264,563)
Net-off of pre-commercial sales	(23,254,510)	-	-	(23,254,510)
Balance as at December 31, 2013	30,694,365	33,584,069	3,292,747	67,571,181
Additions	-	469,173	-	469,173
Disposals	-	(130,037)	-	(130,037)
Balance as at December 31, 2014	**$ 30,694,365**	**$ 33,923,205**	**$ 3,292,747**	**$ 67,910,317**
Accumulated amortization				
Balance as at December 31, 2012	$ -	$ 11,799,252	$ 156,217	$ 11,955,469
Amortization	358,555	4,010,521	31,287	4,400,363
Disposals	-	(94,292)	-	(94,292)
Balance as at December 31, 2013	358,555	15,715,481	187,504	16,261,540
Amortization	1,295,779	3,377,834	31,287	4,704,900
Disposals	-	(130,037)	-	(130,037)
Balance as at December 31, 2014	**$ 1,654,334**	**$ 18,963,278**	**$ 218,791**	**$ 20,836,403**
Net book value				
At December 31, 2013	$ 30,335,810	$ 17,868,588	$ 3,105,243	$ 51,309,641
At December 31, 2014	**$ 29,040,031**	**$ 14,959,927**	**$ 3,073,956**	**$ 47,073,914**

Zaruma mines include all direct costs associated with the acquisition, exploration, evaluation and development of portals to access the Company's resource at its Zaruma Gold Project as well as pre-commercial operating costs, up until the commencement of commercial production on October 1, 2013. It also includes the operating costs of the processing plant from June 30, 2010 to September 30, 2013. During this period, pre-commercial sales from the sale of metals prior to the commencement of commercial production on October 1, 2013 have been credited to mines under construction.

The Company has adopted the accounting policy to expense all future mine development costs as it is incurred at the Zaruma mines.

Selected Annual Information

The following selected annual information, prepared in accordance with IFRS, is for the years ended December 31, 2014, 2013 and 2012:

Year Ended December 31	2014	2013	2012
Revenues	$ 37,014,115	$ 15,937,132	$ -
Net Loss and comprehensive	$ (2,730,534)	$ (574,289)	$ (5,820,493)
Basic and diluted loss per share	$ (0.06)	$ (0.01)	$ (0.14)
Working capital	$ 1,317,974	$ 160,312	$ (2,696,225)
Mine properties, plant and equipment	$ 47,073,914	$ 51,309,641	$ 55,564,745
Exploration and evaluation properties	$ 15,497,038	$ 14,067,965	$ 12,836,750
Total assets	$ 71,169,863	$ 75,494,539	$ 72,845,130

The Company began recognizing revenues from operations on the commencement of commercial production on October 1, 2013. Prior to this, when the Company was in the pre-commercial production phase the proceeds from any sales were credited to mine development costs (see "Critical Accounting Estimates and Policies"). Proceeds from sales credited to mine development costs were $23.3 million for the nine months ended September 30, 2013 and $28.4 million for the year ended December 31, 2012.

Financial Condition, Liquidity and Capital Resources

As at December 31, 2014 the Company had cash resources of $3.5 million and a working capital surplus (current assets less current liabilities) of $1.3 million compared to cash resources of $4.9 million and a working capital surplus of $0.2 million as at December 31, 2013.

Subsequent to December 31, 2014, as a result of the previously discussed recent decrease in grade being mined and the temporary disruption to gold processing operations while the tailings facility was being expanded, coupled with upcoming concession fee and taxation payments coming due to the Ecuadorean Government, the Company deemed it prudent to enter into a short term loan with Valorium International Inc. ("Valorium") so that it can meet these obligations without reallocating funds which could potentially cause delays in the main decline development.

Valorium, a company managed by the Company's Chief Executive Officer and President, has agreed to lend the Company up to $1 million (the "Loan"). The Loan will be used for working capital and general corporate purposes while the Company focuses expenditures on mine development. The Loan is payable upon demand, is non-interest bearing and is not convertible, exchangeable or repayable into equity or voting securities of the Company. The Loan is secured by the Company's equipment, inventory, accounts receivable and other intangibles. The Loan has been approved by the Company's Board of Directors who have determined that the Loan is on reasonable commercial terms that are not less advantageous to the Company than if the Loan were obtained from a person dealing at arm's length with the Company. This new loan is in addition to and on the same terms as the $1 million Promissory Note from corporations represented by the Company's President and Chief Executive Officer included in short term loans as at December 31, 2014.

As at the date of this report the Company has no material contractual capital commitments, however the Company plans to spend most of its remaining working capital and earnings from operations on the continued development of portals to better access the resources and the associated expansion costs and working capital needed at the Zaruma Gold Project, and, to the extent that additional funds are available, on the exploration and development of its other mineral properties. The Company's budgeted expenditures may increase or decrease depending upon several factors, some of which are not within the control of management, including the future availability of capital.

Management reviews each of the Company's properties periodically and amends the Company's exploration and development plans and budgets, accordingly. The Company is still in the early stages of commercial production and is continuing to develop the mines to increase production. Therefore, continuing operations are dependent upon the Company's ability in the future to mitigate the risks and overcome the challenges generally associated with comparable development and early stage production enterprises, most significantly, it must either generate sufficient cash flow from the sale of precious metals in the future or secure additional working capital as required, neither of which can be assured (see "Critical Risk Factors" section of this MD&A).

KEY MANAGEMENT PERSONNEL COMPENSATION

Key management personnel include executive officers and directors of the Company. Compensation of the Company's key management personnel is comprised of the following:

	December 31 2014	December 31 2013
Executive salaries and short-term benefits[(1)]	$ 578,407	$ 589,880
Non-executive directors fees	-	-
Fees paid to companies affiliated with non-executive directors	-	-
Stock-based compensation	684,194	367,282
	$ 1,262,601	$ 957,162

(1) $105,000 and $259,750 of these expenses in the year ended December 31, 2014 and 2013, respectively, were capitalized and included in either mineral property, mines under construction or plant construction costs.

As at December 31, 2014 there was $25,248 due from (2013 - $110,500 due to) related parties included in accounts payable and accrued liabilities.

Ecuador Mining Legislation

On April 18, 2008, Ecuador's Constitutional Assembly passed a Constituent Mandate resolution (the "Mining Mandate"), which provided, among other provisions, for the suspension of mineral exploration activities for 180 days, or until a new Mining Act was approved. The Mining Act was published in late January 2009. The mining regulations to supplement and provide rules which govern the Mining Act were issued in November 2009, after which time the Mining Act and Regulations (collectively, the "Mining Law") were enacted.

The Mining Law was further amended in July 2013 and now distinguishes between large, medium and smaller scale mining operations. The Mining Law provides that operations mining up to 300 tonnes of mined material per day on an individual concession may be categorized as a smaller scale operation and are required to pay a fixed royalty of 3%, operations mining between 301 and 1,000 tonnes of mined material per day on an individual concession may be categorized as a medium scale operation and are required to pay a fixed royalty of 4% and operations mining in excess of 1,000 tonnes of mined material per day on an individual concession are categorized as large scale operations and are required to enter into an exploitation contract with the government which sets out specific terms and conditions of the particular operation, including a royalty between 5% and 8% and the application of a windfall tax.

In 2012, five concessions at the Company's Zaruma Gold Project were qualified as and granted small scale mining licenses. This means that the Company is able to mine up to 300 tonnes per day from each of these concessions, or 1,500 tonnes per day in aggregate, subject to a fixed 3% royalty and no windfall tax. The five concessions for which the Company elected to apply for the small scale operation licenses are the focus of the Company's current mine development plans at the Zaruma Gold Project, being the five concessions currently being accessed by the Company's declines and containing a significant amount of the Company's resource thereat. The Company may apply for additional small or medium scale operation licenses for other concessions at Zaruma in the future based on its mine development plans; however, there can be no assurance that these applications will be successful.

Under the terms of the current Mining Law, the Company expects that other mining assets (being the Jerusalem Project and the Dynasty Goldfiled Project) will either qualify, if applied for, to be classified as medium scale mining operations or will be required to enter into exploitation contracts with the Ecuadorian government if the projects are advanced into the production phase in the future. It is currently not possible to predict the substantive terms and conditions that would be included in such agreements (see "Critical Risk Factors" section of this MD&A).

Non-GAAP measures

Cash costs per ounce and per tonne

Cash cost per ounce of gold and cash cost per tonne of processed ore are key performance measures that management uses to monitor performance. Management believes that certain investors also use these non-GAAP financial measures to evaluate the Company's performance. Cash costs are an industry standard method of comparing certain costs on a per unit basis, however, they do not have a standardized meaning or method of calculation, even though the descriptions of such measures may be similar. These performance measures have no meaning under IFRS and, therefore, amounts presented may not be comparable to similar data presented by other mining companies.

The following tables present a reconciliation of cash costs per tonne of processed ore and cash costs per ounce of gold to the cost of sales in the consolidated financial statements for the years ended December 31, 2014 and December 31, 2013, the three months December 31, 2014, the three months ended September 30, 2014, the three months ended June 30, 2014, the three months ended March 31, 2014 and the three months ended December 31, 2013. Since the Company started commercial production on October 1, 2013 there is no comparable data for earlier periods.

	Year ended	Three months ended			
	December 31, 2014	December 31 2014	September 30, 2014	June 30, 2014	March 31, 2014
Operating Expenditures	$ 33,110,226	$ 8,459,173	$ 9,042,452	$ 8,217,097	$ 7,391,504
Change in inventory	(850,215)	414,433	(548,212)	(196,028)	(520,408)
Depletion and depreciation	(4,587,208)	(1,127,804)	(1,138,215)	(1,215,739)	(1,105,450)
Royalties	(1,628,354)	(391,300)	(484,450)	(379,238)	(373,366)
By-product credits	(1,114,585)	(301,361)	(336,468)	(190,129)	(286,628)
Total cash costs	24,929,864	7,053,142	6,535,107	6,235,963	5,105,652
Gold production (ounces)	25,627	7,585	7,723	4,761	5,558
Cash costs (US$/oz Au)[a,b]	$ 973	$ 930	$ 846	$ 1,310	$ 919
Cash costs (US$/tonne Au)[a,b]	$ 247	$ 299	$ 280	$ 168	$ 302

	Year ended	Three months ended			
	December 31, 2013	December 31 2013	September 30, 2013	June 30, 2013	March 31, 2013
Operating Expenditures	$ 9,715,023	$ 9,715,023	$ -	$ -	$ -
Change in inventory	910,674	910,674	-	-	-
Depletion and depreciation	(1,418,870)	(1,418,870)	-	-	-
Royalties	(794,852)	(794,852)	-	-	-
By-product credits	(266,780)	(266,780)	-	-	-
Total cash costs	8,145,195	8,145,195	-	-	-
Gold production (ounces)	13,748	13,748	-	-	-
Cash costs (US$/oz Au)[(a,b)]	$ 592	$ 592	$ -	$ -	$ -
Cash costs (US$/tonne Au)[(a,b)]	$ 272	$ 272	$ -	$ -	$ -

All-in cash costs per ounce and per tonne

The Company believes that "all-in sustaining costs" will better meet the needs of analysts, investors and other stakeholders of the Company in understanding the costs associated with producing gold, the economics of gold mining, assessing our operating performance and also our ability to generate free cash flow from current operations and to generate free cash flow on an overall Company basis.

The Company, in conjunction with an initiative undertaken within the gold mining industry, has adopted an all-in sustaining cost performance measure; however, this performance measure has no standardized meaning.

The Company has conformed its all-in sustaining definition to the measure as set out in the guidance note released by the World Gold Council ("WGC") (a non-regulatory market development organization for the gold industry whose members comprise global senior gold mining companies). "All-in sustaining costs" are intended to provide additional information only and do not have standardized definitions under IFRS and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. These measures are not necessarily indicative of operating profit or cash flow from operations as determined under IFRS. Although the WGC has published a standardized definition, companies may calculate these measures differently. "All-in sustaining costs" include total production cash costs incurred at the Company's mining operations, which forms the basis of the Company's by-product cash costs. Additionally, the Company includes sustaining capital expenditures, corporate selling, general and administrative expenses, and exploration expenditures in this measure. The Company believes that this measure represents the total costs of producing gold from current operations, and provides the Company and other stakeholders of the Company with additional information of the Company's operational performance and ability to generate cash flows. As the measure seeks to reflect the full cost of gold production from current operations, new project capital is not included. Certain other cash expenditures, including tax payments, dividends and financing costs are also not included. The Company reports this measure on a gold ounces sold basis. The following tables provide a reconciliation of all-in sustaining costs per ounce to the consolidated financial statements for the years ended December 31, 2014 and December 31, 2013, the three months December 31, 2014, the three months ended September 30, 2014, the three months ended June 30, 2014, the three months ended March 31, 2014 and the three months ended December 31, 2013. Since the Company started commercial production on October 1, 2013 there is no comparable data for earlier periods.

	Year ended	Three months ended			
	December 31, 2014	December 31 2014	September 30, 2014	June 30, 2014	March 31, 2014
Total cash costs	$ 24,929,864	$ 7,053,142	$ 6,535,107	$ 6,235,963	$ 5,105,652
Royalties	1,628,354	391,300	484,450	379,238	373,366
Corporate administration	5,584,911	2,073,947	1,345,392	956,445	1,209,127
Capital expenditure	469,173	(38,390)	143,370	109,563	254,630
Exploration expenditure	1,429,073	400,317	347,251	345,325	336,179
Total cash costs	34,041,375	9,880,316	8,855,571	8,026,534	7,278,954
Gold production (ounces)	25,627	7,585	7,723	4,761	5,558
All in sustaining cash costs (US$/oz Au)	$ 1,328	$ 1,303	$ 1,147	$ 1,686	$ 1,310

	Year ended	Three months ended			
	December 31, 2013	December 31 2013	September 30, 2013	June 30, 2013	March 31, 2013
Total cash costs	$ 8,145,195	$ 8,145,195	$ -	$ -	$ -
Royalties	794,852	794,852	-	-	-
Corporate expenditure	1,476,950	1,476,950	-	-	-
Capital expenditure	145,618	145,618	-	-	-
Exploration expenditure	309,304	309,304	-	-	-
Total cash costs	10,871,919	10,871,919	-	-	-
Gold production (ounces)	13,748	13,748	-	-	-
All in sustaining cash costs (US$/oz Au)	$ 791	$ 791	$ -	$ -	$ -

Critical Accounting Estimates and Policies

Set out below are the Company's critical accounting policies and estimates:

Revenue recognition

Revenue from the sale of gold and silver is recognized when the quantity of metal sold and the sales price are fixed, title has passed to the buyer and collection is reasonably assured. Revenue is measured at the fair value of the consideration received or receivable.

Pre-commercial sales

Pre-commercial sales from the sale of gold and silver will be recognized when the quantity of metal sold and the sales price are fixed, title hs passed to the buyer and collection is reasonably assured.

Earnings (loss) per share

Basic earnings (loss) per share are calculated by dividing the net earnings (loss) for the period by the weighted average number of common shares outstanding during the period.

Diluted earnings per share is calculated using all "in the money" options, warrants and equivalents assumed to have been exercised at the beginning of the period and proceeds from the exercise are assumed to have been used to purchase common shares at the average market price during the period.

Inventory

Gold and silver dore, gold and silver in-process and stockpiled mined material inventories are recorded at the lower of average cost and net realizable value. The cost of finished goods and gold and silver in-process includes direct materials, direct labour, depreciation of mining assets and depreciation of mining and processing plant and equipment. Net realizable value is the estimated selling price less applicable selling expenses.

Materials and supplies inventories are valued at the lower of average cost and net realizable value.

Mineral Properties, Plant and Equipment

Exploration and evaluation properties
Once a license to explore an area has been secured, expenditures on exploration and evaluation activities are capitalized to exploration and evaluation. Exploration and evaluation expenditures relate to the initial search for deposits with economic potential and to detailed assessments of deposits or other projects that have been identified as having economic potential.

Once an economically viable project has been determined for an area and the decision to proceed with development has been approved, exploration and evaluation assets attributable to that area are first tested for impairment and then reclassified to mines under construction within mine properties, plant and equipment.

Subsequent recovery of the resulting carrying value depends on successful development or sale of the undeveloped project. If a project does not prove viable, all irrecoverable costs associated with the project net of any impairment provisions are written off.

Development properties
When economically viable projects have been determined and the decision to proceed with development has been approved, the expenditures related to construction are capitalized as mines under construction and classified as a component of mine properties, plant and equipment. Costs associated with the commissioning of new assets, in the pre-commercial period before they are operating in the way intended by management, are capitalized, net of any pre-production revenues. Commercial production is deemed to have occurred when management determines that, amongst other items, the completion of operational commissioning of major mine components has been reached, operating results are being achieved consistently for a period of time, and there are indicators that these operating results will continue.

Once commercial production has been achieved at a project exploration and development expenditure is amortized on a unit-of-production basis over the measured and indicated resources expected to be extracted economically, and included as part of the production cost.

When further development expenditure is incurred in respect of a mine property subsequent to the commencement of commercial production, such expenditure is capitalized as part of the mine property only when substantial new future economic benefits are established, otherwise such expenditure is classified as part of the cost of production.

Plant and equipment
The initial cost of an asset comprises its purchase price or construction cost, any costs directly attributable to bringing the asset into operation, the initial estimate of the rehabilitation obligation, and for qualifying assets, borrowing costs. The

purchase price or construction cost is the aggregate amount paid and the fair value of any other consideration given to acquire the asset.

Depreciation methods and useful lives are reviewed at each annual reporting date and adjusted as appropriate. Where an item of plant and equipment comprises major components with different useful lives, the components are accounted for as separate items of plant and equipment. Depreciation is provided using the straight-line method over the following terms:

Office and exploration equipment	5 years
Vehicles	3 years
Mining equipment	5 years
Drill rigs	5 years
Plant	10 years
Office buildings	20 years

Provision for closure and restoration

The Company recognizes provisions for statutory, contractual, constructive or legal obligations associated with the decommissioning and reclamation of mine properties, plant and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets. A liability is recognized at the time environmental disturbance occurs and the resulting costs are capitalized to the corresponding asset. The provision for reclamation and rehabilitation obligations is estimated using expected cash flows and is discounted at a pre-tax rate specific to the liability. The capitalized amount is amortized on the same basis as the related asset. The liability is adjusted for the accretion of the discounted obligation and any changes in the amount or timing of the underlying future cash flows.

In subsequent periods, the liability is adjusted for any changes in the amount or timing of the estimated future cash costs and for the accretion of discounted underlying future cash flows. The unwinding of the effect of discounting the provision is recorded as an expense in the profit or loss.

Stock-based compensation

Certain employees (including directors and senior executives) of the Company receive a portion of their remuneration in the form of stock options. The cost of these stock options is measured using the estimated fair value at the date of the grant determined using the Black-Scholes option pricing model. The Black-Scholes option pricing model requires the input of subjective assumptions, including the expected term of the option and stock price volatility. The expected term of options granted is determined based on historical data on the average hold period before exercise, expiry or cancellation. Expected volatility is estimated with reference to the historical volatility of the share price of the Company.

These estimates involve inherent uncertainties and the application of management's judgment. The costs are recognized over the vesting period of the option. The total amount recognized as an expense is adjusted to reflect the number of options expected to vest at each reporting date. The corresponding credit for these costs is recognized in contributed surplus in shareholders' equity.

Stock based compensation arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity settled share based payment transactions and measured at the fair value of goods or services received. If the fair value of the goods or services received cannot be estimated reliably, the share based payment transaction is measured at the fair value of the equity instruments granted at the date the Company receives the goods or the services.

Income taxes

The Company recognizes the deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted, or substantively enacted, tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment or enactment occurs. Deferred tax assets are recognized to the extent that recovery is estimated to be probable.

Estimates, judgments, risks and uncertainties

The preparation of consolidated financial statements in accordance with IFRS requires management to make estimates, judgments and assumptions that affect the reported amount of assets and liabilities, revenue and expenses and the disclosure of contingent assets and liabilities as at the date of the financial statements and the reported amount of revenues and expenses during the year. Actual results could differ from these estimates and, as such, estimates and underlying assumptions are reviewed on an ongoing basis. Revisions are recognized in the period in which the estimates are revised and in any future period affected.

The key sources of estimation uncertainty and judgments used in the preparation of theses consolidated financial statements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities and earnings within the next financial year, are discussed below:

Mineral resource estimation

The carrying value and recoverability of mineral properties requires management to make certain estimates, judgments and assumptions about each project. Management considers the economics of the project, including the latest resources prices and the long-term forecasts, and the overall economic viability of the project. The determination of mineral resources also requires the use of estimates. The Company estimates its mineral resources based on information compiled by Qualified Persons as defined in accordance with NI 43-101. There are numerous uncertainties inherent in estimating mineral resources and assumptions that are valid at the time of estimation but may change significantly when new information becomes available. Changes in the forecasted prices of commodities, exchange rates, production costs or recovery rates may change the economic status of resources and may result in changes to resource estimates.

Inventories

Management makes estimates of recoverable quantities in stockpiled mined material, in-process material and gold and silver dore to determine the average costs of finished goods sold during the period and the value of inventories in the Company's Statement of Financial Position. Net realizable value tests are performed at each reporting period based on the estimated future sales price of the gold and silver dore, based on the prevailing and long-term gold prices, less estimated costs to complete production and bring the gold and silver dore to selling condition.

The recoverable quantity of mined material in stockpiles is estimated based on tonnage added and removed from the stockpiles, the amount of contained gold ounces based on assay data, and the estimated recovery percentage based on the historical recoveries obtained in the expected processing method. Stockpiled mined material tonnage and estimated grade is reconciled to periodic surveys.

Provision for closure and restoration

In estimating the provision for closure and restoration, the Company makes assumptions about activities that occur many years into the future including the cost and timing of such activities. The ultimate financial impact is not clearly known as decommissioning costs and techniques are constantly changing, as are legal, regulatory, environmental, political, safety and other such considerations. In arriving at accounts recorded, numerous assumptions and estimates are made on ultimate settlement amounts, inflation factors, discount rates, timing and expected changes in legal, regulatory, environmental, political, and safety requirements.

Units-of-production ("UOP") amortization

The Company uses estimated economical measured and indicated resources as the basis for determining the amortization of certain mineral property and capitalized mine development expenditures. This results in an amortization charge proportional to the anticipated remaining mine life. These calculations require the use of estimates and assumptions, including the amount of measured and indicated resources.

Income Taxes

The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in our provision for income taxes.

Stock-based compensation
Stock-based payments are subject to estimation of the value of the award at the date of grant using pricing models such as the Black-Scholes option valuation model. The option valuation model requires the input of highly subjective assumptions including the expected stock price volatility. Because the Company's stock options have characteristics significantly different from those of traded options and because the subjective input assumptions can materially affect the calculated fair value, such value is subject to measurement uncertainty.

Commencement of commercial production
Costs associated with the commissioning of new assets, in the pre-commercial period before they are operating in the way intended by management, are capitalized, net of any pre-production revenues. Commercial production is deemed to have occurred when management determines that, amongst other items, the completion of operational commissioning of major mine components has been reached, operating results are being achieved consistently for a period of time, and there are indicators that these operating results will continue, all of which involve management judgments.

New accounting standards and interpretations

The following standards and amendments to existing standards have been adopted by the Company commencing January 1, 2014 and have little or no impact on the Company's financial statements:

IFRIC 21 Levies ("IFRIC 21"), sets out the accounting for an obligation to pay a levy that is not income tax. The Interpretation addresses what the obligating event is that gives rise to pay a levy and when a liability should be recognized. IFRIC 21 is effective for annual periods beginning on or after January 1, 2014.

The following standards and amendments to existing standards have been adopted:

IFRS 15 – Revenue from contracts with customers, is effective for annual periods commencing on or after January 1, 2017. This new standard establishes a new control-based revenue recognition model which could change the timing of revenue recognition. The Company is currently evaluating the effect the standard will have on its consolidated financial statements.

IFRS 9 – Financial Instruments, was issued in July 2014 to replace IAS 39, Financial Instruments: Recognition and Measurement. IFRS 9 has two measurement categories for financial assets: amortized cost and fair value. In addition, this new standard amends some of the requirements of IFRS 7, Financial Instruments: Disclosures, including added disclosure about investments in equity instruments measured at fair value in OCI and guidance on financial liabilities and derecognition of financial instruments. The standard is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company is currently evaluating the effect the standard will have on its consolidated financial statements.

Critical Risk Factors

The exploration and development of mineral deposits involves certain significant risks not within the control of management. A comprehensive discussion of risk factors included in the Company's Annual Information Form dated March 31, 2015, available on SEDAR at www.sedar.com. Those as well as the following additional risks may impact the business of the Company.

Financial Instruments Risks

Financial assets and liabilities

The fair value hierarchy establishes three levels in which to classify the inputs of valuation techniques used to measure fair value. Level 1 inputs are quoted market prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are inputs other than quoted market prices included in Level 1 that are observable for the asset or liability, either directly, such as prices, or indirectly (derived from prices). Level 3 inputs are unobservable (supported by little or no market activity) such as non-corroborative indicative prices for a particular instrument provided by a third party.

There were no transfers between Level 1 and 2 or any transfers into or out of Level 3 during the year. Cash is stated at fair value and classified within Level 1. The fair values of receivable and accounts payable and accrued liabilities approximate carrying values because of the short term nature of these instruments.

Credit Risk

Financial instruments that potentially subject the Company to credit risk consist of cash and receivables. The Company deposits cash with high quality financial institutions as determined by rating agencies in Canada and Treasury Bills issued by the Federal Government of Canada, for which management believes the risk of loss to be minimal. The Company holds minimal balances in banks in Ecuador.

Receivables mainly consist of employee advances and sales tax refunds from the Federal Governments of Canada and Ecuador. Management believes that the credit risk concentration with respect to receivables is minimal.

Currency Risk

The Company's operations in Canada and Ecuador create exposure to foreign currency fluctuation. Some of the Company's operating expenditures are incurred in Canadian dollars, and the fluctuation of the US dollar in relation to the Canadian dollar will have an impact upon the profitability of the Company and may also affect the value of the Company's financial assets and liabilities. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks.

A portion of the Company's cash, receivables and accounts payable and accruals are denominated in the Canadian dollar and are therefore subject to fluctuation in exchange rates, however these balances are not large enough to expose the Company to significant foreign exchange risk.

Interest Rate Risk

The Company maintains short-term deposits in instruments that are redeemable at any time without penalty, thereby reducing its exposure to interest rate fluctuations thereon. The Company has no significant interest bearing debt and other interest rate risks on the Company's operations are not considered material.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

Price Risk

The Company is exposed to price risk with respect to commodity and equity prices. The ability of the Company to explore its mineral properties and the future profitability of the Company are directly related to the market price of gold and other precious metals. The Company monitors gold and other commodity prices to determine the appropriate course of action to be taken by the Company.

Additional Information

Securities Issued During the Period

During the year ended December 31, 2014, the Company issued incentive stock options to purchase 623,500 common shares at CAD$0.89 each; issued incentive stock options to purchase 35,000 common shares at CAD$1.48 each; issued incentive stock options to purchase 25,000 common shares at CAD$1.61 each and issued incentive stock options to purchase 1,678,000 common shares at CAD$0.92 each.

Securities Cancelled During the Period

During the year ended December 31, 2014, the Company cancelled previously issued options to purchase 840,000 common shares at CAD$5.00 each upon their expiry; cancelled previously issued options to purchase 30,000 common shares at CAD$2.77 each upon their expiry; cancelled previously issued options to purchase 65,000 common shares at CAD$3.53 each upon their expiry; cancelled previously issued options to purchase 860,000 common shares at CAD$5.45 each upon their expiry and cancelled previously issued options to purchase 15,000 common shares at CAD$5.17 each upon their expiry.

Subsequent to December 31, 2014 the Company cancelled previously issued options to purchase 50,000 common shares at CAD$5.45 each upon their expiry and cancelled previously issued options to purchase 40,000 common shares at CAD$4.07 each upon their expiry.

Securities Issued At End Of Period

On December 31, 2014, the Company had 42,461,083 common shares issued and outstanding. There are 42,461,083 common shares issued and outstanding as at the date of this report.

There are outstanding incentive stock options to purchase 5,657,800 common shares of the Company as at the date of this report, as follows:

Number	Exercise Price	Expiry Date
20,000	$ 3.95	May 5, 2015
10,300	$ 4.12	September 21, 2015
20,000	$ 4.53	December 3, 2015
127,000	$ 3.63	January 28, 2016
108,000	$ 3.32	May 17, 2016
10,000	$ 2.85	June 27, 2016
31,000	$ 2.94	July 25, 2016
3,000	$ 3.00	September 8, 2016
1,227,000	$ 3.07	December 1, 2016
55,000	$ 3.00	February 7, 2017
150,000	$ 4.50	February 23, 2017
45,000	$ 3.00	September 17, 2017
1,490,000	$ 0.64	July 16, 2018
623,500	$ 0.89	January 1, 2019
35,000	$ 1.48	June 19, 2019
25,000	$ 1.61	July 28, 2019
1,678,000	$ 0.92	November 21, 2019
5,657,800		

Disclosure Controls and Procedures and Internal Controls over Financial Reporting

The Chief Executive Officer and Chief Financial Officer of the Company have evaluated or caused to be evaluated for effectiveness the Company's disclosure control procedures and internal control over financial reporting which has been designed or caused to be designed under their supervision in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

The Company took into consideration the following characteristics common to companies of a similar size:

- The limited number of personnel in smaller companies, which constrains the Company's ability to fully segregate conflicting duties;

- The Company's reliance on an active Board and management with open lines of communication to maintain the effectiveness of the Company's disclosure controls and procedures; and

- The dynamic and evolving nature of smaller companies, which limits their ability to have static processes that are well-documented.

In addition, management has relied upon certain informal procedures and communication, and upon "hands-on" knowledge of senior management to maintain the effectiveness of disclosure controls and procedures; and work to continually improve and upgrade the design and evaluation of its disclosure controls and procedures and internal controls over financial reporting.

Disclosure controls and procedures
As at December 31, 2014, this evaluation confirmed the effectiveness of the design and operation of disclosure controls and procedures to provide reasonable assurance that material information relating to the Company is reported to it in a timely manner so that it can provide investors with complete and reliable information. However, there can be no assurance that the risk of a material misstatement in the annual financial statements can be reduced to less than a remote likelihood.

Internal controls and Procedures over Financial Reporting
The Company's management is responsible for establishing and maintaining adequate internal controls over financial reporting. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

The Company's Chief Executive Officer and Chief Financial Officer have concluded that internal controls over financial reporting are appropriately designed and are operating effectively to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS.

There have been no changes in the Company's internal controls over financial reporting during the year ended December 31, 2014, that have materially affected, or are reasonably likely to materially affect, its internal controls over financial reporting.

Directors and Officers

Directors:	Officers:
Robert Washer	Robert Washer - President and Chief Executive Officer
Leonard Clough	Nicholas Furber - Chief Financial Officer
Mark Bailey	
Brian Speechly	
Edison Lopez Viteri	

Contact Person

Nick Furber
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Email: info@dynastymining.com

Outlook

In the near term, the Company will continue to develop the mine at Zaruma with the objective of reaching a steady state mining and processing target of the annual equivalent of 300,000 tonnes of material per annum. The Company will also continue to work to define geological trends and develop suitable targets for drilling, and drill those targets, on its Zaruma Project.

The Company may seek opportunities in the future to form joint ventures and evaluate investment opportunities both in Ecuador and elsewhere. As a mineral exploration and development company, the future liquidity of the Company will be affected principally by the size of its exploration and development expenditures and by its ability to raise capital. The Company may have to adjust its exploration and development programs from time to time depending upon the availability of capital.