GEOMEGA RESOURCES INC.
INTERIM MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE SIX-MONTH PERIOD ENDED NOVEMBER 30, 2013

The following Interim Management's Discussion and Analysis ("MD&A") of financial condition and results of operations of Geomega Resources Inc. (the "**Company**" or "**GéoMégA**") should be read in conjunction with the Company's unaudited condensed interim financial statements and related notes for the three and six-month period ended November 30, 2013 and with the Company's audited financial statements and accompanying notes for the year ended May 31, 2013. The financial statements for the three and six months ended November 30, 2013 have not been audited or reviewed by the Company's auditors and have been prepared by management in accordance with *International Financial Reporting Standards* ("IFRS") applicable to preparation of interim financial statements, including IAS 34 – *Interim Financial Reporting*. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – *Continuous Disclosure Obligations.* The information presented in this MD&A is dated January 23, 2014. All amounts presented are in Canadian dollars.

The Company's common shares are traded on the TSX Venture Exchange under the symbol **GMA** and 42,825,238 common shares were outstanding as of January 23, 2014. Additional information is available through www.sedar.com or www.ressourcesgeomega.ca

Our MD&A contains **forward-looking statements** not based on historical facts. Forward-looking statements express, as of the date of this report, our estimates, forecasts, projections, expectations and opinions as to future events or results. Forward-looking statements herein expressed are reasonable, but involve a number of risks and uncertainties, and there can be no assurance that such statements will prove to be accurate. Therefore, actual results and future events could differ materially from those anticipated in such statements. Factors that could cause results or events to differ materially from current expectations expressed or implied by the forward-looking statements include, but are not limited to, economic conjuncture, fluctuations in the market price of precious metals, mining industry risks, uncertainty as to calculation of mineral reserves and requirements of additional financing and the capacity of the Company to obtain financing.

GOING CONCERN

Global economic uncertainty continues to contribute to volatility in the capital markets and equity financing for exploration companies remains to be extremely difficult. The Company's financial success depends largely on the extent to which it can demonstrate the economic viability of its Montviel deposit. While a Preliminary Economic Assessment ("PEA") is underway for Montviel, there is no guarantee of production nor that positive financial results will be realized. Any funding shortfall may be met in the future in a number of ways including but not limited to, the issuance of new equity or debt financings. While management has been successful in securing financing in the past, there can be no assurance that it will be able to do so in the future.

COMPANY PROFILE AND MISSION

GéoMégA, which owns 100% of the Montviel Rare Earth Elements ("REE") project located in province of Québec, is a mineral exploration and evaluation company focused on the discovery and sustainable development of economic deposits of metals, such as REE, niobium and graphite in Québec. GéoMégA is committed to meeting Canadian mining industry standards and distinguishing itself with its innovative engineering, stakeholders' engagement and its dedication to local transformation benefits.

As society emerges from fossil energy to sustainable sources, GéoMégA believes that the future of clean energy resides in the REE called neodymium. Neodymium is vital for the production of high-performance permanent magnets used in a wide variety of electrical motors. Such motors are in increasing demand with the growth of sustainable-energy initiatives such as hybrid and electric vehicles and direct-drive wind turbines.

OVERALL PERFORMANCE

Corporate update

- On September 19, 2013, the Company held its annual and special meeting of shareholders in Montreal and elected the following directors: Simon Britt, Paul-Henri Couture, Gilles Gingras, Patrick Godin, Denis Hamel, Mario Spino et Réjean Talbot;

- On October 1, 2013, the Company signed a Cooperation agreement with FFE Service GmbH based in Munich, Germany to develop a high-throughput (metric tons/day) rare earth elements separation process based on free flow electrophoresis technology;

- On November 3, 2013 and December 4, 2013, the Company closed a private placement and a flow through placement for gross proceeds of respectively 753,860 $ and 530,995 $;

- On December 10, 2013, the Company completed its Phase 3 diamond drilling programme ("Phase 3") which totalled 2,058 metres over seven (7) holes;

- On January 15, 2014, the Company announced the successful conclusion of tests confirming physical separation of REE based on free flow electrophoresis technology;

- On January 21, 2014, the Company published the initial results of the Phase 3 on its Montviel REE project.

SUMMARY OF ACTIVITIES

Montviel Property (REE - 100% interest)

The Montviel project ("Montviel") benefits from permanent access, public infrastructure and skilled labour in the immediate area. The project is located approximately 100 km north of Lebel-sur-Quévillon and 45 km west of the Cree First Nation of Waswanipi in the urbanised southern part of Northern Québec. The property carries a 2% net output royalty to NioGold Mining Corporation (TSX : NOX.V).

Montviel is a 32 km^2 alkaline intrusives system hosting carbonatites intrusions with significant REE and niobium mineralization. The 3 km^2 central part of the alkaline intrusives system ("Core Zone") is made of a ferro-carbonatite where the highest values in REE are found. Up to now, the Company has defined the mineralized ferro-carbonatite over a length of 900 metres (NE-SW), a width of 650 metres (NW-SE) and a depth of 750 metres.

Phase 3 diamond drilling programme

On December 10, 2013, the Company completed its Phase 3 which totalled 2,058 metres over seven (7) holes. The objective of Phase 3 was to define the extensions of the heavy REE zone ("HRE-S Zone") located in the south wall rock of the Core Zone. The HRE-S Zone was highlighted in 2011-2012 by five (5) drill holes and the best intersection, hole #30, is summarized below (see MD&A of the year ended May 31, 2013 for all previous results).

As of the date of this MD&A, the initial results received for hole #78 have defined an heavy REE enriched zone over 150 metres (east-west) by 130 metres deep and 20 metres thick (see January 21, 2014 press release for details), including a dysprosium enrichment of 400% compared to the Core Zone.

The HRE-S Zone remains open at depth. A total of 758 samples were sent for analysis and the results are expected by the end of January 2014. A detailed mineral characterization of the HRE-S Zone will follow.

HRE – S Zone									
Hole #	Cross Section/ Azimuth/ Dip	From	To	Length[1]	TREO[2]	Neodymium oxide	Dysprosium oxide	Europium oxide	Terbium oxide
		(m)	(m)	(m)	(%)	ppm	ppm	ppm	ppm
Phase 2 - 2011/2012									
30	6+80W / 180^0 / -45^0	117.00	150.00	33.00	1.00	1,927	173	106	39
		inc. 131.9	144.20	12.30	1.42	2,685	261	153	58
		inc. 136.65	138.65	2.00	1.97	3,907	518	231	111
Phase 3 - 2013 - *Partial results*									
78	6+35W / 150^0/ -45^0	180.0	207.35	27.35	1.43	2,495	170	118	40
		Inc. 183.0	190.5	7.50	2.38	4,667	384	242	90
		Inc. 183.0	184.5	1.50	1.13	1,662	830	230	172

1. True thickness is estimated at 75% of the intersected length.
2. TREO = Total Rare Earth Oxyde.
   Cerium, lanthanum, neodymium, praseodymium are the most abundant rare earth elements.
3. 0.1% = 1 kg/ton ; 1 ppm = 1 gram/ton

Updated NI 43-101 compliant resource estimate

The initial NI 43-101 resource estimate was published in September 2011 (see September 28 and November 14, 2011 press releases for details). With the Phase 2 and Phase 3 diamond drilling programmes completed respectively in April 2012 and December 2013, the Company has better defined and expanded the Montviel mineralised envelop. The publication of an updated NI 43-101 compliant resource estimate is expected around the same time as the PEA. It will include the results from Phase 2 and Phase 3 drilling programmes and the cut-off grade will be adjusted from open pit mining to underground (ramp access) mining. In addition, the updated resource estimate will highlight mineralisation of the Core Zone, the enrichment zone and the HRE-S Zone.

Mineralogy

During the six months ended November 30, 2013, the Company initiated an advanced research programme to develop a petro-metallogenesis model of the Montviel carbonatite intrusive in collaboration with the "Université du Québec à Montréal" ("UQAM") and Geotop, Research Centre in Geochemistry and Geodynamics. The studies also helped define the nature of mineralization in several enriched heavy REE zones. Along with the studies undertaken, a first version of the 3D geological and geochemical model has been produced and is available on the Company's website. The 3D model will be updated in the first quarter of calendar 2014 and will incorporate results from the Phase 3 drilling programme.

Preliminary Economic Assessment

G Mining Services Inc. ("G Mining") and Golder Associates Ltd. ("Golder") have been retained to complete a PEA (see January 10, 2012 and March 20, 2012 press releases).

The PEA will include the following assumptions:

- The mine design uses an underground approach via ramp access with paste backfill minimizing the environmental impacts;
- An initial annual production in the range of 2,000 tonnes of neodymium oxides;
- Anticipated project energy would be provided by the Hydro-Québec distribution grid using an average power line.

The PEA results are expected in the first quarter of calendar 2014.

Relationships with communities

In December 2013, the first Montviel Development Committee (the "Committee") was held in the town of Lebel-sur-Quévillon. The Committee was created in accordance with the Partnership Agreement signed in August 2013. The Committee consolidates efforts towards mutual interest such as communication, local employment and the economic diversification.

Physical Separation of REE

On January 15, 2013, the Company, in cooperation with FFE Service GmbH (Munich, Germany) announced the successful conclusion of tests confirming physical separation of REE. Based on free flow electrophoresis technology, GéoMégA's physical separation process has the potential to reduce the capital required to build separation facilities compared to conventional techniques (i.e. fractional precipitation, ion exchange and solvent extraction), optimize REE recovery and improve the environmental performance of operations.

Following months of process optimization, a series of three (3) tests have been conducted with the following characteristics:

- Selected REE in synthetic mixture are europium (Eu), ytterbium (Yb) and lanthanum (La);
- Total REE concentration is approximately 1 g/L (65 millimolar);
- Single pass separation using the prototype instrument of FFE Service GmbH (96 separation channels).

The graphic results (see January 15, 2014 press release) from the three (3) tests highlight the following advantages compared to conventional techniques:

- All REE are separated simultaneously and not sequentially;
- Purity level is 100%.

The process uses no organic solvent which should have a very positive impact on the mitigation of environmental risks in addition to reducing operating costs.

Electrophoresis is the migration of charged species (ions, proteins, particles) in solution in the presence of an electric field. Each ion moves toward the electrode of opposite electrical polarity. For a given set of solution conditions and electric field intensity, the migration velocity depends on a characteristic number called the electrophoretic mobility. The electrophoretic mobility is directly proportional to the charge to size ratio of the ion.

In line with the development of the physical separation process, GéoMégA has filed patents in multiple jurisdictions to protect its novel separation process. Under the terms of the Technology Agreement dated September 30, 2013, GéoMégA issues, subject to the approval of the TSX Venture Exchange, 1,000,000 common share purchase warrants ("Warrants") to Dr. Pouya Hajiani ("Hajiani") in exchange for all rights, title and interest in two (2) patents related to the physical separation technology. The Warrants become exercisable upon demonstration of high purity (>99%) separation, in a pilot plant using the separation technology, of the following lanthanides from the Montviel concentrate: neodymium (Nd), dysprosium (Dy), europium (Eu) and praseodymium (Pr). Each Warrant entitles its holders to subscribe to one common share at an exercise price of $0.15 expiring July 1, 2018.

OUTLOOK

The PEA is progressing well and is expected in the first quarter of calendar 2014.

The complete results of the Phase 3 diamond programme are expected in the next few weeks and a detailed mineral characterization of the HRE-S Zone will follow. The results will be added to the updated NI 43-101 compliant resource estimate expected during the first quarter of calendar 2014. The PEA is planned to use this updated resource estimate.

Following a successful demonstration of physical separation of REE, GéoMégA is planning to conduct a series of separation tests to isolate "*neighbour*" REE such as neodymium (Nd) vs. praseodymium (Pr) and dysprosium (Dy) vs. terbium (Tb). Results will be disclosed as they become available.

EXPLORATION RESULTS

Montviel property (REE – 100% interest)

During the three and six-month periods ended November 30, 2013, the Company added respectively $625,142 and $1,159,796 in exploration and evaluation ("E&E") expenditures capitalized in relation to the Montviel property ($1,071,090 and $1,723,271 in 2012).

	Three Months Ended November 30,		Six Months Ended November 30,		Total to date
MONTVIEL Exploration	**2013 $**	2012 $	**2013 $**	2012 $	
Assays and drilling	**157,233**	69,298	**157,623**	224,081	4,181,981
Geology	**118,113**	142,487	**313,401**	388,134	2,433,374
Mineralogy and metallurgy	**-**	184,342	**-**	270,409	717,734
Transport and lodging	**37,088**	91,824	**47,060**	177,644	763,145
Geophysics and geochemistry	**-**	64,557	**-**	122,773	172,064
Depreciation of property and equipment	**48,827**	11,977	**97,517**	33,625	412,109
Taxes, permits and insurances	**3,372**	-	**12,848**	-	63,964
Total Exploration	**364,633**	564,485	**628,449**	1,216,666	8,744,371

	Three Months Ended November 30,		Six Months Ended November 30,		Total to date
MONTVIEL Evaluation	**2013 $**	**2012 $**	**2013 $**	**2012 $**	
Market study	**-**	7,000	**6,579**	7,000	112,625
Mine design	**-**	79,585	**7,602**	79,585	306,988
Hydrogeology, geochemistry, geotechnical and geomechanical	**60,317**	221,777	**130,273**	221,777	425,151
Environmental baseline	**4,765**	88,308	**27,814**	88,308	244,037
Infrastructure	**-**	9,585	**1,196**	9,585	87,964
Tailing pond	**-**	40,920	**14,576**	40,920	121,446
Metallurgy and processing	**74,454**	59,430	**153,180**	59,430	425,315
Separation process	**114,526**	-	**179,369**	-	427,212
Other	**6,447**	-	**10,758**	-	10,758
Total Evaluation	**260,509**	506,605	**531,347**	506,605	2,161,496
Total E&E expenditures capitalized	**625,142**	1,071,090	**1,159,796**	1,723,271	10,905,867

The expenses for the six-months ended were funded by flow-through and accordingly, no tax credits derived from the expenses. For the same period in 2012, the Company recorded tax credits of $228,339 in Q1 and $624,479 in Q2.

The E&E activities performed during the three and six month period ended November 30, 2013 have allowed the Company to continue gathering valuable information to include and advance the Montviel PEA, the environmental and social impact assessment study and the metallurgical optimisation of the flow sheet process.

As at November 30, 2013, the carrying value of the Montviel property is $15,469,838 and comprised of $7,054,242 for acquisition cost of the mineral property and $8,415,596 ($10,905,867 net of cumulative tax credits of $2,490,271) in capitalized E&E expenditures.

Anik property (Gold – 100% interest)

The Anik property is located 40 km south of the town of Chapais, Québec and consists of 140 claims. Several gold anomalies and deposits (Philibert, Nelligan, Lake Meston, Monster Lake) are found in the vicinity of the Anik property.

Recent discoveries from Vanstar Mining Resources Inc. ("Vanstar", TSX.V: VRS.V) on its Nelligan property, located at the south-center of the Anik property, demonstrate the excellent potential of the sedimentary unit for gold mineralization. This relatively unexplored unit contains many deformation corridors that are favorable for mineralizing fluids circulation and the development of gold mineralization. The Vanstar's three (3) new showings, published on their website, Liam (4.69 gt Au / 11.60 m), Mila (1.03 gt Au / 4.5 m) and Lac d'Eu (5.36 gt Au / 6.0 m) and the historical Nelligan showing (3.5 gt Au / 10.0 m) are in the sedimentary unit and are all associated with deformation corridors. These corridors extend in the sedimentary unit on the Anik property which is less than 1,500 metres from gold showings, in three directions (NE, SW and East).

An exploration programme, including mapping and rock, soil and tills sampling, is proposed for the summer 2014 over the entire property if funds are available. Additional efforts will be planned in the anomalous areas, especially in the extensions of the deformations corridors.

For the three and six month period ended November 30, 2013, exploration and evaluation expenses related to the Anik property amounted to $nil and $16,464 ($73,116 and $83,561 in 2012).

Other properties

For the three and six month period ended November 30, 2013, exploration and evaluation expenses for the Company's other properties amounted to $707 and $15,291 ($97,674 and $291,670 in 2012). The expenses were mainly incurred on graphite properties for geological survey, analysis, prospecting and sampling.

Joint ventures opportunities

The Company holds interest in several mineral properties. The main focus is to advance Montviel and the Company is looking at different scenarios in order to advance its other projects, including finding joint venture partners.

Geological information presented herein was prepared and summarized by Alain Cayer, Geo., Msc., VP Exploration and, qualified person pursuant to National Instrument 43-101.

RESULTS OF OPERATIONS

For the three month period ended November 30, 2013, the Company incurred a loss of $186,360 (2012 - $861,130). The decrease of $674,770 is mainly related to the following factors:

- Decrease of salaries, employee benefits and share-based compensation of $204,426 (2013 - $184,686 vs 2012 - $389,112) related to the non-cash share-based compensation recorded in 2012;
- Decrease in professional fees of $178,125 (2013 - $41,404 vs 2012 - $219,529) mainly related to lower legal fees and lower audit fees related to IFRS conversion;
- Decrease of exploration and evaluation expenses of $100,204 (2013 - $707 vs 2012 - $100,911) related to the reduction of exploration activities in line with the Company's decision to focus on the Montviel property and limited availability of funds;
- Decrease of finance costs of $27,854 (2013 - $293 vs 2012 - $28,147) mainly related to the lower interest charge on the SIDEX debt as it was fully repaid in July 2013.

The Company's loss for the three month period ended November 30, 2013 was reduced by a flow-through share related income of $96,551 (2012 - $nil) as the exploration and evaluation expenditures incurred during the period were funded by flow-through financing.

For the six month period ended November 30, 2013, the Company incurred a loss of $387,632 (2012 - $1,619,366). The decrease of $1,231,734 is mainly related to the following factors:

- Decrease of salaries, employee benefits and share-based compensation of $407,865 (2013 - $305,942 vs 2012 - $713,807) related to the termination of employees and the larger non-cash share-based compensation expense recorded in 2012;
- Decrease in professional fees of $216,889 (2013 - $116,695 vs 2012 - $333,584) mainly related to lower legal fees and lower audit fees related to IFRS conversion;
- Decrease of exploration and evaluation expenses of $198,911 (2013 - $31,755 vs 2012 - $230,666) related to the reduction of exploration activities in line with the Company's decision to focus on the Montviel property and limited availability of funds;
- Decrease in travel, conference and investor relations of $90,890 (2013 - $22,285 vs 2012 - $113,175) in line of the cost saving measures put in place in July 2013;
- Increase of other income of $34,200 mainly related to the temporary rental of camp facilities at Montviel during the period;
- Decrease of finance costs of $23,538 (2013 - $79,094 vs 2012 - $102,632) mainly related to the lower interest charge on the SIDEX debt as it was repaid in full during July 2013.

The Company's loss for the six-month period ended November 30, 2013 was reduced by a flow-through share income of $203,433 (2012 - $nil) as the exploration and evaluation expenditures incurred during the period were funded by flow-through financing.

SUMMARY OF QUARTERLY RESULTS

	2014		2013				2012	
(in thousands of dollars, except for per share amounts)	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
Revenues	6	43	1	-	-	-	4	4
Loss and comprehensive loss	186	201	370	352	861	758	1,488	352
Loss per share – basic and diluted	0.01	0.01	0.01	0.01	0.03	0.02	0.06	0.02

The main variations in the quarterly results from the comparable period are explained as follow:

2014-Q2 Significant decrease of $204,426 in salaries, employee benefits and share-based compensation, lower professional fees of $178,125 and reduction of exploration and evaluation expenses of $100,204;

2014-Q1 Significant reduction of exploration and evaluation expenses of $98,707 and a decrease of $201,848 in salaries, employee benefits and share-based compensation;

2013-Q4 Impairment of mining properties of $267,836 offset by a flow-through share related income of $181,155 and a recovery of deferred income tax of $ 40,608;

2013-Q3	Increase in salaries, employee benefits and shared-based compensation of \$212,703 and income related the reduction of the flow-through share liability of \$184,705;
2013-Q2	Significant reduction in exploration and evaluation expenses of \$153,840 compared to Q2-2012;
2013-Q1	Significant reduction in exploration and evaluation expenses of \$465,374 compared to Q1-2012;
2012-Q4	Impairment of Pump Lake, Émilie, Sydney and Oriana properties totalling \$461,616;
2012-Q3	Legal fees of \$28,100 for Pre-Development agreement with the Cree First Nation of Waswanipi.

LIQUIDITY AND CAPITAL RESOURCES

As at November 30, 2013, the Company had cash and cash equivalents of \$747,765, current tax credits receivable of \$356,674, non-current tax credits receivable of \$100,219 and working capital of \$716,657 (May 31, 2013, \$437,855, \$2,459,916, \$717,100, and \$891,224 respectively).

Management considers the working capital insufficient to meet the Company's obligations and budgeted expenditures through November 30, 2014. Consequently, management must secure additional funding to ensure timely development and pay for general and administrative costs. Global economic uncertainty remains to contribute to volatility in the capital markets and equity financing for exploration companies continues to be extremely difficult. Any funding shortfall may be met in the future in a number of ways including but not limited to, the issuance of new equity or debt financing. While management has been successful in securing financing in the past, there can be no assurance it will be able to do so in the future, or that any sources of funding or initiatives will be available on reasonable terms to the Company.

Private placements

On November 4 and December 3, 2013, the Company completed a private placement (in two tranches, respectively 4,383,625 units and 328,000 units at a price of \$0.16 per unit) for aggregate gross proceeds of \$753,860. Each unit consisted of one common share and one-half warrant. Each warrant entitles its holder to acquire one common share of the Company at a price of \$0.21 for 3 years from the closing.

On December 3, 2013, the Company issued 3,123,500 flow-through units at a price of $0.17 per flow-through units for gross proceeds of $530,995. Each flow-through unit consists of one flow-through common share and one-half non flow-through warrant. Each warrant entitles its holder to acquire one common share of the Company at a price of $0.25 until December 3, 2014. As part of the transaction, the Company paid finder's fees of $41,208 and issued 242,400 non-transferable broker warrants. Each warrant entitles the finder to purchase one common share at a price of $0.17 until June 3, 2014. Following this flow-through private placement, the Company's flow-through commitment has been reset to $530,995 on December 3, 2013 and as of the date of this MD&A, the balance to be incurred by December 31, 2014 was approximately $339,000.

The proceeds of the private placements will be used to fund the development of Montviel through the PEA and for working capital purposes.

Tax credits

In October 23, 2013, the Company received the refund of tax credits for resources related to the fiscal year 2013 from Revenu Québec of $619,847.

Warrants

On September 10, 2013, the Company received the approval from the TSX regarding the extension of the expiry of 1,952,273 warrants expiring on September 30, 2013 by 12 months. The warrants were issued with an original term of 18 months in connection with the closing of two private placement financings completed by the Company on March 30, 2012 and April 10, 2012. All other terms of the warrants remain the same.

On November 4, 2013 as well as on December 3, 2013, the Company issued 2,355,812 warrants (2,191,812 and 164,000 respectively) in relation to the private placement described above.

On December 3, 2013, the Company issued a total of 1,561,750 warrants and 242,400 broker warrants in relation to the flow-through financing also described above.

In December 2013, 187,500 warrants expired unexercised.

Stock options

On September 19, 2013, the Company granted 225,000 stock options to a director at an exercise price of $0.17 expiring on September 19, 2018.

During the quarter ended November 30, 2013, 130,155 stock options expired unexercised and in December 2013, 81,250 stock options expired unexercised.

On January 23, 2014, the Company granted 180,000 stock options to employees at an exercise price of $0.295 expiring on January 23, 2019.

Brokers' options

On September 30, 2013, 225,187 brokers' options for common shares exercisable at $0.55 expired unexercised.

Commitments

Office lease: The Company has entered into two lease agreements for its corporate office and an offsite location expiring respectively on September 30, 2014 and November 30, 2016. In each lease agreement, the Company has 90 days to terminate the agreement. As at November 30, 2013, the total obligation under these agreements was $15,460 due in the next twelve months.

Flow-through Financing: As of the date of this MD&A, the Company had a flow-through obligation of approximately $339,000 to be incurred by December 31, 2014.

Finance lease: The Company has entered into a finance lease in December 2013 for the acquisition of equipment for the separation process. For the next 12 months, the monthly payments total $61,668 and $62,964 is due in 13-24 months.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

The key management personnel is comprised of members of the Board of Directors, the President and CEO, the Chief Financial Officer and the Vice-President Exploration. Key management personnel remuneration is presented in the following table:

	Three Months Ended November 30,		**Six Months Ended November 30,**	
	2013	2012	**2013**	2012
	$	$	**$**	$
Short-term employee benefits				
Salaries including bonuses and benefits	**123,125**	205,178	**248,678**	325,178
Social security costs	**11,539**	2,669	**13,526**	5,338
Professional fees	**10,250**	6,000	**28,500**	6,000
Total short-term employee benefits	**144,914**	213,847	**290,704**	336,516
Stock-based compensation	**46,637**	149,888	**121,316**	350,417
Total remuneration	**191,551**	363,735	**412,020**	686,933

As per of the financing completed in November and December 2013, three (3) key management personnel subscribed for 215,500 units and 73,500 flow-through units issued at a price of respectively $0.16 and $0.17 for a total of $46,975. As of November 30, 2013, the trade and other payables comprise an amount of $49,792 ($nil in 2012) payable to related parties.

ADDITIONAL INFORMATION

Outstanding Shareholders' Equity Data:

As of January 23, 2014, the following are outstanding:

- Common Shares 42,825,238
- Stock Options 2,967,500
- Warrants 5,869,835
- Brokers' options/warrants 511,200

CRITICAL ACCOUNTING ESTIMATES, JUDGEMENTS AND ASSUMPTIONS

The preparation of financial statements in conformity with IFRS requires the Company's management to make judgements, estimates and assumptions about future events that affect the amounts reported in the condensed interim financial statements and related notes to the condensed interim financial statements. Although these estimates are based on management's best knowledge of the amounts, events or actions, actual results may differ from those estimates.

The areas which require management to make significant judgements, estimates and assumptions in determining carrying values include, but are not limited to:

- The going concern assumption that the Company will continue to operate. The current financial position casts significant doubt about the Company's ability to continue as a going concern;
- Recoverability of the tax credits and credits on duties that are included in the condensed interim statements of financial position;
- Estimated value of exploration and evaluation assets that is recorded in the condensed interim statements of financial position.

CHANGES IN ACCOUNTING POLICIES

The Company has adopted the following new and revised standards, along with any consequential amendments, effective June 1, 2013.

IAS 1, Presentation of Financial Statements, ("IAS 1")

The Company has adopted the amendments to IAS 1 effective June 1, 2013. These amendments required the Company to group other comprehensive income items based on whether or not they may be reclassified to net earnings or loss in the future. These changes did not result in any adjustments to other comprehensive income or comprehensive income.

IFRS 13, Fair Value Measurement, ("IFRS 13")

IFRS 13 provides a single framework for measuring fair value. The measurement of the fair value of an asset or liability is based on assumptions that market participants would use when pricing the asset or liability under current market conditions, including assumptions about risk. The Company adopted IFRS 13 on June 1, 2013 on a prospective basis. The adoption of IFRS 13 did not require any adjustments to the valuation techniques used by the Company to measure fair value and did not result in any measurement adjustments as at June 1, 2013.

RISK FACTORS

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled " Risk and Uncertainties" in the Company's management's discussion and analysis for the fiscal year ended May 31, 2013 available on SEDAR at www.sedar.com.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION

The Company's financial statements are the responsibility of the Company's management. The financial statements were prepared by the Company's management in accordance with IFRS. The financial statements include certain amounts based on the use of estimates, judgements and assumptions. Management has established these amounts in a reasonable manner, in order to ensure that the financial statements are presented fairly in all material respects. The condensed interim financial statements have been approved by the board of directors based on the estimates, judgements and assumptions as presented by management and the certifications by the CEO and CFO.