

This Management's Discussion and Analysis ("MD&A") for Rusoro Mining Ltd. ("the Company") should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements ("interim financial statements") for the three and six months ended June 30, 2013 and supporting notes as well as the annual audited consolidated financial statements of the Company and supporting notes and the related annual MD&A for the year ended December 31, 2012.

The financial information presented in this MD&A is reported in US dollars, unless otherwise indicated, and is partly derived from the Company's consolidated financial statements prepared consistent with International Financial Reporting Standards ("IFRS"). The effective date of this MD&A is August 29, 2013. This MD&A contains "forward-looking statements" that are subject to risk factors set out in a cautionary note contained herein.

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1. OVERVIEW OF THE COMPANY

The principal business activities of the Company are the acquisition, exploration, development and operation of gold mineral properties.

Until March 14, 2012, the Company held a 95% controlling interest in the Choco 10 mine (“the Choco Mine”) and a 50% interest in the Isidora mine (“the Isidora Mine”), which the Company operated as part of a joint venture (“the Joint Venture”) with the Venezuelan government. The Company also held interests in various exploration and development projects in Venezuela.

On September 16, 2011, the Venezuelan government, through publication in the Official Gazette of Venezuela, enacted a law-decree (“the Decree”) reserving to the government of Venezuela exclusive rights for the extraction of gold in Venezuela (“the Nationalization”). The Decree mandated the expiration of all mining concession held by the Company and their reversal to the Venezuelan government together with all related assets and operations. The Decree permitted the Company to reach an agreement with the Venezuelan government to continue operating jointly, in the form of a mixed-interest enterprise (“the Mixed Enterprise”), the mining concessions and mining assets affected by the Nationalization and in which the Company could not own more than a 45% share participation. The Decree provided for a 90-day period from September 16, 2011 for the government of Venezuela and the Company to negotiate the terms and conditions of the migration of the Company’s mining assets to the Mixed Enterprise, including the compensation to the Company for the loss of ownership of its assets as a result of the Nationalization. This 90-day negotiation period was subsequently extended to March 14, 2012 by the Venezuelan government through decree No. 8683.

The Company was unable to reach an agreement with the Venezuelan government upon the terms and conditions of the migration of its mining assets to the Mixed Enterprise within the designated time periods. Therefore, on March 14, 2012 in accordance with the procedures outlined in the Decree, all of the Company’s mining concessions expired by force of the Decree and all related assets and operations reverted to the Venezuelan government who took possession and control in accordance with Venezuelan law becoming the new operator and employer.

Starting March 15, 2012, the Company is relieved of all responsibilities associated to the mining concessions, assets and operations that were subject to expropriation, including without limitation, any contractual, mining, environmental, labor or criminal liability, and for the payment of any tax, fee or contribution of any kind, including any mining or surface tax related to such mining concessions and operations.

In accordance to Venezuelan Labor Law and the Decree, beginning March 15, 2012 the Venezuelan government became the sole and exclusive employer for the workers and employees who provide services for the operations of the mining concessions. The Company is not responsible for the actions or omissions of those workers and employees, by the damages that they may cause or suffer in the exercise of their functions or for the payment of their salaries, bonuses, benefits or any other compensation or benefit generated from the above-mentioned date, as all the workers and employees, starting March 15, 2012, provide their services and run their work daily activities under the exclusive direction, supervision and responsibility of the Venezuelan government.

On June 14, 2012, the Company entered into a Creditors and Shareholders Agreement (the “CSA”) with significant equityholders and creditors who agreed not to take any steps or actions to exercise their rights and remedies against the Company until the expiration of a standstill period, subject to various clauses.

On June 15, 2012, the Company entered into a litigation funding agreement (the “Litigation Funding Agreement”) with a subsidiary (the “Funder”), of the Calunius Litigation Risk Fund LP (the “Fund”). Calunius Capital LLP is the exclusive investment advisor to the Fund which specializes in funding commercial litigation and arbitration claims. Under the terms of the Litigation Funding Agreement, the Funder has agreed to assist in the funding of Rusoro's legal costs in relation to the international arbitration proceedings against the Republic of Venezuela (the “Respondent” or “Venezuela”) on a non-recourse basis. Rusoro will continue to have complete control over the conduct of the international arbitration proceedings, insofar as the proceedings relate to the Company's claims, and continues to have

the right to settle with the Respondent, discontinue proceedings, pursue the proceedings to trial and take any action Rusoro considers appropriate to enforce judgment.

On July 17, 2012, the Company filed a Request for Arbitration before the Additional Facility of the World Bank's International Centre for Settlement of Investment Disputes ("ICSID") against Venezuela pursuant to the Agreement between the Government of Canada and the Government of the Republic of Venezuela for the Promotion and Protection of Investments (the "Treaty").

On March 21, 2013, the Company filed a Statement of Claim in its arbitration against Venezuela before the World Bank's ICSID, in accordance with the provisions of the Treaty. Based on a March 15, 2013, valuation performed by an independent expert, the Company filed a claim seeking fair-value compensation of \$3.03 billion for all its losses caused by the Nationalization.

There are material uncertainties surrounding the Nationalization and related arbitration, including, but not limited to the likelihood of reaching an amicable compensation with the Venezuelan government, the success in an arbitration proceedings against the Venezuelan government and the amount, timing and/or form of any compensation or arbitration award. The arbitration commenced following the passing by the Venezuelan government of a series of measures that dismantled the legal regime for the marketing of gold in Venezuela and culminated in the outright nationalization and control of Rusoro's investments in Venezuela without compensation. The claim is for breach of the Treaty's protections against expropriation, unfair and inequitable treatment and discrimination, and for breach of the guarantees of full protection and security and free transfer of investments.

The registered office of the Company is 1600-609 Granville Street, Vancouver, British Columbia, Canada and the corporate headquarters is located at 3123-595 Burrard Street, Vancouver, British Columbia, Canada.

2. CONSOLIDATED RESULTS OF OPERATIONS

Effective September 16, 2011, the Decree mandated that 100% of the gold produced in Venezuela be sold to the Central Bank of Venezuela ("CBV"), effectively terminating the Company's ability to export. On March 14, 2012, in accordance with the procedures outlined in the Decree, 100% of the Company's Venezuelan mining concessions expired by force of the Decree and the Company's assets and operations reverted to the Venezuelan government.

Results for the Second Quarter 2013 ("Q2 2013"):

- Interest expense on the Company's convertible loan increased to \$1.0 million in Q2 2013 from \$0.8 million in Q2 2012.
- Interest on the gold sale contract, which became effective in June 2012 amounted to a recovery of \$0.1 million in Q2 2013 (expense of \$0.6 million in Q2 2012). The recovery is due to the impact of the change in fair value on the accrued interest liability based on the market price of gold. As of June 30, 2013, 7,778 ounces of finished gold were still outstanding under the contract and valued at fair market value using the spot price of gold on June 30, 2013 of \$1,192 per ounce. Included in this amount is the principal amount of 6,642 gold ounces plus accrued interest of 1,136 gold ounces for the period January 1, 2012 through June 30, 2013.
- The revaluation of the gold sale contract created a gain of \$2.7 million in Q2 2013 from a gain of \$0.4 million in Q2 2012, due to the revaluation to its fair value using the current international spot price of gold on June 30, 2013 of \$1,192 per ounce.

- General and administrative expenses, net of recoveries were \$0.6 million in Q2 2013 compared to \$2.0 million in Q2 2012. The decrease is a result of lower corporate operating costs due to the Nationalization as well as expense recoveries from the Litigation Funding Agreement. General and administrative expenses were offset by recoveries of \$0.1 million from the Funder for the period Q2 2013 (Q2 2012: \$Nil). These recoveries represent general and administrative overhead corporate costs that qualify for funding under the Litigation Funding Agreement.
- Litigation costs relating to the arbitration litigation with the Venezuelan government over the Nationalization amounted to \$0.3 million in Q2 2013 compared to \$Nil for Q2 2012. The costs were offset by recoveries amounting to \$0.3 million in Q2 2013 compared to \$Nil in Q2 2012. This resulted in a net expense of \$Nil for Q2 2013. Litigation costs relate to costs directly and solely incurred for the purpose of the litigation with the Venezuelan government. These expenses qualify for recovery from the Funder under the Litigation Funding Agreement.
- Foreign exchange gain of \$0.3 million in Q2 2013 was higher than the foreign exchange gain of \$0.1 million in Q2 2012 due to an increase in the number of transactions denominated in foreign currencies. Specifically, the number of litigation and operating expenses recorded in foreign currencies as well as the fluctuations in the price of gold and the revaluation of the gold sale contract.
- Net profit amounted to \$1.6 million during Q2 2013 compared to net loss of \$3.4 million during Q2 2012. The current period profit arose primarily from the revaluation of the gold sale contract.

Results for the six-month period ended June 30, 2013 ("H1 2013"):

- Revenue decreased to \$Nil (Nil gold ounces sold) in H1 2013 from \$4.9 million (3,192 gold ounces sold) in H1 2012 due to the ceasing of production with the Nationalization that occurred on March 14, 2012.
- Mining operating expenses decreased to \$Nil in H1 2013 from \$21.9 million in H1 2012 due to the ceasing of production that occurred on March 14, 2012 as well.
- Interest expense on the Company's convertible loan increased to \$2.0 million in H1 2013 from \$1.7 million in H1 2012.
- Interest on the gold sale contract, which became effective in June 2012 amounted to \$0.1 million in H1 2013 (\$0.6 in H1 2012). The reduction is due to the impact of the change in fair value on the accrued interest liability based on the market price of gold. As of June 30, 2013, 7,778 ounces of finished gold were still outstanding under the contract and valued at fair market value using the spot price of gold on June 30, 2013 of \$1,192 per ounce. Included in this amount is the principal amount of 6,642 gold ounces plus accrued interest of 1,136 gold ounces for the period January 1, 2012 through June 30, 2013.
- The revaluation of the gold sale contract created a gain of \$3.1 million in H1 2013 from a loss of \$0.4 million in H1 2012, due to the revaluation to its fair value using the current international spot price of gold on June 30, 2013 of \$1,192 per ounce.
- General and administrative expenses, net of recoveries were \$1.0 million in H1 2013 compared to \$4.4 million in H1 2012. The decrease is a result of lower corporate operating costs due to the Nationalization as well as expense recoveries from the Litigation Funding Agreement. General and administrative expenses were offset by recoveries of \$0.3 million from the Funder for the period H1 2013 (H1 2012: \$Nil). These recoveries represent general and administrative overhead corporate costs that qualify for funding under the Litigation Funding Agreement.
- Share-based compensation expense decreased to \$Nil in H1 2013 from \$0.8 million in H1 2012 as no new options were issued and no unvested stock options were outstanding during H1 2013.

- Litigation costs relating to the arbitration litigation with the Venezuelan government over the Nationalization amounted to \$1.4 million in H1 2013 compared to \$Nil for H1 2012. The costs were offset by recoveries amounting to \$1.4 million in H1 2013 compared to \$Nil in H1 2012. This resulted in a net expense of \$Nil for H1 2013. Litigation costs relate to costs directly and solely incurred for the purpose of the litigation with the Venezuelan government. These expenses qualify for recovery from the Funder under the Litigation Funding Agreement.
- Foreign exchange gain of \$0.2 million in H1 2013 was compared to a foreign exchange loss of \$0.9 million in H1 2012 due a decrease in the number of transactions in foreign currencies owing to the Nationalization of Venezuelan entities.
- On February 8, 2013, Venezuela devalued its currency, the bolivar, to 6.3 bolivars per U.S. dollar, from 4.3 bolivars per U.S. dollar. As a result the Company recorded a \$33.1 million foreign exchange gain on devaluation of the Venezuelan currency in H1 2013 due primarily to the bolivar denominated payables and accrued liabilities.
- Net profit amounted to \$33.2 million during H1 2013 compared to net loss of \$30.6 million during H1 2012. The current period profit arose from the foreign exchange gain on devaluation of the Venezuelan currency.

2.1 Choco Mine

Results for Q2 2013:

- During Q2 2013 and 2012 the Choco Mine had ceased operations due to the Nationalization that occurred on March 14, 2012.

Results for H1 2013:

- During H1 2013 the Choco Mine sold Nil gold ounces compared to 2,176 in H1 2012 for total revenue of \$Nil in H1 2013 compared to \$3.6 million in H1 2012.
- During H1 2013, the Choco Mine mining operating expenses were \$Nil compared to \$12.7 million in H1 2012.

2.2 Isidora Mine

Results for Q2 2013:

- During Q2 2013 and 2012 the Isidora Mine had ceased operations due to the Nationalization that occurred on March 14, 2012.

Results for H1 2013:

- During H1 2013 the Isidora Mine sold Nil gold ounces compared to 1,016 in H1 2012 for total revenue of \$Nil and \$1.3 million in H1 2013 and H1 2012, respectively.
- During H1 2013, the Isidora Mine mining operating expenses were \$Nil compared to \$9.2 million in H1 2012.

2.3 Exploration and Development

San Rafael El Placer

The Company is no longer in possession of the San Rafael El Placer ("SREP") property in 2013 as a result of the Nationalization.

During the first quarter of 2012 the Company was in pre-commercial production at San Rafael El Placer ("SREP") with ore processed at the Choco Mine Mill. During the first quarter of 2012 pre-commercial production revenues were realized for 6,507 ounces of finished gold (\$10.7 million) and correspondingly reduced from mineral properties. The costs to produce these gold ounces at the Choco Mine Mill were added to the expenditures incurred on mineral properties in the exploration, evaluation and development segment which, including these capitalized production costs and a non-cash capitalized loss of \$1.5 million due to the increase in the impairment of receivables and prepaid expenses and deposits at SREP, totaled \$14.7 million during 2012, with the net difference of \$4 million being written-off on March 14, 2012, as a result of the Nationalization, to the statement of comprehensive loss as an impairment to mineral properties.

Final Feasibility Study on Expansion of Choco Mine to 20,000 Tonnes per Day

On February 27, 2012 the Company completed a positive feasibility study (the "Study") on the expansion of the Choco Mine from 5,000 to 20,000 tonnes per day.

The Study was conducted by Micon International Limited in association with Ausenco and Knight Piésold, based on gold resources and reserves from the Choco Mine and the near-by Incredible 6 (100% owned) mineral property. The Study demonstrates the viability of the project as proposed, and that expansion of the mine to process 20,000 tonnes per day is warranted.

The Company believes the Study will be of significant use in an Arbitration Claim with ICSID against the Venezuelan government in determining the fair value of the Company's recently expropriated Choco Mine and Incredible 6 mineral property.

2.4 Corporate

See the "Consolidated Results of Operations" section above for discussion of Q2 2013 and 2012 share-based compensation expense, interest on convertible loan, general and administrative expenses, litigation costs, and gains and losses recognized on the revaluation of the gold sales contract.

3. VENEZUELAN CURRENCY EXCHANGE

On February 8, 2013, Venezuela devalued its currency, the bolivar, to 6.3 bolivars per U.S. dollar, from 4.3 bolivars per U.S. dollar.

4. SELECTED QUARTERLY INFORMATION

	Q2 2013	Q1 2013	Q4 2012	Q3 2012	Q2 2012	Q1 2012	Q4 2011	Q3 2011
Revenue \$(000)	-	-	-	-	-	4,926	22,237	30,034
Net (loss) profit attributable to equity shareholders of the Company \$(000)	1,552	30,366	(10,673)	(4,047)	(3,335)	(26,670)	(744,779)	(2,013)
Basic and diluted (loss) earnings per share \$	0.01	0.06	(0.02)	(0.01)	(0.01)	(0.05)	(1.40)	(0.01)

The Company has experienced volatility in its results over the eight most recently completed quarters. Prior to Q2, 2012 revenues from gold sales had been volatile arising from uncertainties in relation to the issuance, interpretation and continuity of the resolutions and exchange agreements described in the "Venezuela Currency Exchange and Gold Sales" section and in subsequent quarters due to volatile and decreasing gold production affected by the Company's deteriorating financial situation in Venezuela and due to the Nationalization impacting revenue of Q4 2011, and all periods thereafter. Net profit/loss has been volatile through 2012 due to the Nationalization and related impacts on revenue and production levels as well as the impact of impairment adjustments, and in Q1 2013 was impacted by the devaluation of the bolivar.

5. FINANCIAL POSITION

The Company's assets totalled \$0.5 million as at June 30, 2013 (December 31, 2012: \$1.7 million). Total assets consisted of \$0.1 million in cash (December 31, 2012: \$0.4 million), \$0.4 million in receivables (December 31, 2012: \$1.3 million), \$Nil in inventories (December 31, 2012: \$Nil) and immaterial prepaid expenses at both period ends.

A significant amount of the Company's liabilities, including accounts payable and accrued liabilities of \$69.9 million as at June 30, 2013 (December 31, 2012: \$91.8 million) are monetary items and have been translated from BsF to US dollars at the official exchange rate of BsF 6.30/\$1.00 at June 30, 2013 and BsF 4.30/\$1.00 at December 31, 2012 resulting in a significant foreign exchange gain on currency devaluation in the quarter.

The Company's working capital increased \$33.2 million since December 31, 2012 to a working capital deficiency as at June 30, 2013 of \$129.4 million (December 31, 2012: \$162.5 million). This is primarily a result of the devaluation of the Venezuelan Bolivar in Q1 2013.

The Company did not repay the convertible loan on the June 10, 2011 maturity date and, as at the date of this MD&A, the original principal and accrued and unpaid interest of \$30 million and \$0.75 million, respectively, continue to incur interest at 11% since June 10, 2011. As at June 30, 2013, the Loan was still in default and outstanding and carried an amount owing of \$8.4 million in accrued interest. The loan is held in US dollars and is secured by share pledges over the Company's subsidiaries which prior to the Nationalization held the mining concessions for the Choco Mine and the San Rafael El Placer and Incredible 6 mineral properties, but excluding the Isidora Mine. On June 14, 2012, the convertible loan lenders signed the CSA whereby they agreed not to take any steps or actions to exercise their rights and remedies against the Company until the expiration of a standstill period, subject to various clauses. In consideration for the CSA the Lenders were provided a contingent success fee in addition to amounts due and payable under the Loan of 20% of the Loan. As at June 30, 2013 litigation success was deemed to be indeterminable and \$Nil has been accrued.

The Company's cash balance of \$49,000 as at June 30, 2013 was held in bank accounts in which the Company retained full control after the Nationalization.

On March 14, 2012, as a result of the Nationalization, the Company wrote-off the remaining balances of mineral properties and inventories. As a result of the significant asset write-downs done in 2012 and Q4 2011, as at both June 30, 2013 and December 31, 2012 the Company presents a shareholder's deficiency rather than equity on the face of its statement of financial position, as the Company's liabilities exceed the Company's assets.

6. LIQUIDITY AND CAPITAL RESOURCES

The Company's cash position decreased \$0.3 million during the six months ended June 30, 2013. The Company had negative cash flows from operations of \$0.3 million for the six months ended June 30, 2013.

Under the terms of the Litigation Funding Agreement, the Funder has agreed to assist in the funding of Rusoro's legal costs in relation to the international arbitration proceedings against the Republic of Venezuela (the "Respondent") on a non-recourse basis as well as funding a reasonable amount of corporate costs. Pursuant to the Litigation Funding Agreement, the Company entered into the CSA with significant equityholders and creditors who agreed not to take any steps or actions to exercise their rights and remedies against the Company until the expiration of a standstill period, subject to various clauses.

Since inception the Funder has approved \$4.0 million in payments to the Company and its vendors as recoveries on litigation and corporate overhead costs. Of this amount \$0.4 million were receivable from the Funder at the end of the six months ended June 30, 2013. This amount has been received from the Funder subsequent to the period. In addition, the Funder has incurred \$0.3 million in outlays on legal and brokerage expenses that fall under the provision of the Litigation Funding Agreement.

There are material uncertainties surrounding the Nationalization and related arbitration, including, but not limited to the likelihood of reaching an amicable compensation with the Venezuelan government, the success in an arbitration proceedings against the Venezuelan government and the amount, timing and/or form of any compensation or arbitration award.

As at the date of this MD&A, the Company has \$47,000 in cash.

7. OUTLOOK

As a result of the Nationalization, the Company's sole recourse has been to file a Request for Arbitration under the Additional Facility Rules of ICSID against the government of Venezuela alleging violations of the provisions of the Treaty. The Request for Arbitration was filed on July 17, 2012. In parallel the Company will continue to seek an amicable resolution with the Venezuelan government to reach an agreement for fair compensation to the Company. The Company's objective will be to diligently pursue the Arbitration Claim against the Venezuela government and to reduce the Company's general and administration expenses to a minimum so the Company's cash resources are available to fund the costs of the Arbitration Claim. Additionally the Company's CSA signed on June 14, 2012 resulted in a standstill period, subject to various clauses, with its significant equityholders and creditors for the duration of the Arbitration proceedings and until an arbitration or settlement award is collected.

8. COMMITMENTS AND CONTINGENCIES

As at June 30, 2013, the Company is committed to payments under operating leases for corporate premises and equipment as follows:

	Total (000's)
2013	\$11
2014	24
2015	24
2016 and thereafter	24
	\$83

Gold Reserve Lawsuit

On September 25, 2012, the Company obtained an order from the Ontario Superior Court of Justice dismissing the legal action brought by Gold Reserve against the Company, and the counterclaim brought by the Company against Gold Reserve. On October 11, 2012 the Company paid \$0.3 million (C\$0.3 million) cash to Gold Reserve and the Company issued common shares with a value of C\$0.1 million (2,500,000 common shares at fair value of \$0.04 per share).

The Company also issued a conditional promissory note in the amount of C\$1.0 million as required per the Settlement. The promissory note will only become due and payable in the event that the Company is successful in the litigation it has commenced against the Venezuelan government seeking compensation for the Nationalization. The promissory note and any payment due under it shall be subordinate and postponed in right of payment to (a) the rights of the Funder (as defined in the Creditors and Shareholders Agreement dated June 14, 2012, and a Litigation Funding Agreement dated May 8, 2012, and (b) the rights of the Funder and Freshfields Bruckhaus Deringer US LLP under a Priorities Agreement dated June 14, 2012. No value has been accrued for the promissory note as at June 30, 2013, as litigation success is deemed indeterminable.

Non-Compliance

During June 2010, the Company entered into transactions in the normal course of operations that were not in compliance with certain Venezuelan laws and regulations. As a result of this non-compliance, the Company may be subject to fines to a maximum of \$19.6 million and/or denial of the Company's ability to generate revenues. No amount has been accrued in these consolidated financial statements in connection with this matter since the outcome cannot be determined at this time. Also, based on the information currently available, an estimate of financial impact cannot be reasonably made.

Other Matters

The Company is involved in various claims and litigation arising in the normal course of business. While the outcome of these matters is uncertain and there can be no assurance that such matters will be resolved in the Company's favor, the Company does not currently believe that the outcome of adverse decisions in any pending or threatened proceedings related to these and other matters or any amount which it may be required to pay by reason thereof would have a material impact on its consolidated statement of financial position, statement of comprehensive income (loss) or statement of cash flows. Based on the information currently available, estimates of financial impact cannot be reasonably made.

Litigation Funding

Under the terms of the privileged Litigation Funding Agreement, the Company has given certain warranties and covenants to the Funder. In consideration for the provision of arbitration financing, Rusoro has agreed to pay to the Funder a portion of any final settlement of the arbitration claim against the Respondent (the "Funder's Fee"). The Funder's Fee shall only become payable upon a final settlement of the arbitration claim and the value of the Funder's Fee is dependent upon a number of variables including the value of any settlement and the length of time taken to reach a settlement. The agreement also

provides that the amount of the Funder's Fee shall not exceed the amount of the aggregate proceeds of the arbitration claim under any circumstances.

For the six months ended June 30, 2013, the Funder had approved \$1.8 million in payments to the Company and its vendors which are net against the respective expenses on the Statements of Comprehensive Profit (Loss). Of this balance, \$0.4 million was receivable at the end of the six months ended June 30, 2013. This amount has been subsequently received from the Funder. As at June 30, 2013 litigation success is deemed to be indeterminable and \$Nil has been accrued for the Funder's Fee.

Contingent Success Fee

In addition to the Litigation Funding Agreement the Company has also provided contingent success fees to select stakeholders, including the Lenders of the Convertible Loan and the board of directors and management of the Company, in consideration for their discounted services or forgiveness of select obligations. The terms, clauses, and priority of the contingent fee agreements are varied, but generally provide each party a contingent success fee based on successful outcome of the litigation. Management estimates the aggregate potential exposure related to these contingent success fees will not exceed 15% of the potential award. As at June 30, 2013 litigation success is deemed to be indeterminable and \$nil has been accrued.

Trust and Contribution Agreements

The Company is a party to a trust agreement and a contribution agreement whereby it has agreed to pay to a trust established for members of management and the executive committee of the board of directors, a success fee upon the completion of a transaction or series of transactions. For the purposes of the contribution agreement, a "Transaction" is defined as: (a) any merger, consolidation, reorganization, recapitalization, restructuring, leveraged buyout, business combination, or any transaction pursuant to which the Company is acquired by or combined with a third party; or (b) the acquisition by a third party of any assets or operations of the Company, or any outstanding shares of the Company; or (c) a sale or spin-off of any material assets, of 5% or more of the capital stock of any subsidiary of the Company, or any transaction which has the effect of altering the capitalization of the Company. Where a change in control accompanies the Transaction, the success fee will be equal to 1% of the aggregate transaction value as defined in the contribution agreement. If the Transaction involves the acquisition of less than 50% of the voting power of the then outstanding Company's shares, then the success fee will be equal to 0.5% of the aggregate transaction value. As at June 30, 2013 none of the Transaction criteria had been met and \$Nil had been paid to the Trust.

The Company is a party to a trust agreement and a contribution agreement whereby it has agreed to pay to a trust established for the board of directors and management of the Company a success fee if the Company is successful in legal proceedings (the "Proceedings") it has commenced against the Venezuelan Government to obtain compensation for the nationalization of the Company's gold assets in Venezuela. If the Company is successful in the Proceedings, the success fee will be equal to 2% of the proceeds received by the Company in respect of the Proceedings. The trustees (the "Trustees") for the trust are independent directors and members of the compensation committee of the board of directors. The Trustees are empowered to allocate the success fee amongst the board of directors and management of the Company as they deem appropriate. As at June 30, 2013 none of the Proceedings criteria had been met and \$Nil had been paid to the Trust.

Notice of Claim

On November 13, 2012, a notice of claim was filed in the Supreme Court of British Columbia by a Venezuelan contractor that claims to be owed the equivalent of approximately \$11.8 million. According to the suit, the Company hired the Venezuelan contractor through a subsidiary in August 2008, to provide mining services under a mining services agreement. Of the debt claimed, approximately \$3.4 million stems from work done prior to April 2011, while the remaining amount of \$8.4 million is for the period from April 2011 to January 2012. As at June 30, 2013, the Company has \$9.4 million in accounts payable and accrued liabilities to this contractor (prior to bolivar currency devaluation in February 2013, the amount was \$12.0 million) from amounts recorded in 2011 and through December 31, 2012.

On March 7, 2013, the Venezuelan contractor filed an amended notice of claim in which the 36.9 million Venezuelan Bolivars amount of the original claim was removed. Following this action the total claim filed with the Supreme Court of British Columbia stands at \$3.4 million plus interest. It is believed this action was taken for legal and jurisdiction purposes and the Company does not believe that the contractor has abandoned its claim to the Bolivars amount.

9. OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

10. RELATED PARTY TRANSACTIONS

The nature of transactions undertaken and the relationships with related parties of the Company are as follows:

	Relationship with the Company	Nature of Transactions
Company A	An officer/director of the Company and a director of the Company are also an officer and director, respectively, of Company A.	Machinery and facilities rental and provision of general mining-related services.
Company B	A director of the Company is also a partner of Company B.	Provision of legal services.
Company C	A director of the Company is also an officer of Company C.	Provision of corporate administrative services.

The Company incurred the following fees and expenses in the normal course of operations in connection with companies owned by key management and directors. Expenses and transactions with related parties have been measured at the price agreed between the parties, which are determined on a cost recovery basis.

	Notes	Three Months Ended		Six Months Ended	
		June 30, 2013	June 30, 2012	June 30, 2013	June 30, 2012
		\$(000)	\$(000)	\$(000)	\$(000)
Provision for legal services	(a)	\$-	\$49	\$-	\$63
Provision for corporate administrative services	(b)	\$17	\$-	\$17	\$-

a) Included in general and administrative expenses are professional fees paid to Company B for \$nil for the three and six months ended June 30, 2013 (three and six months ended June 30, 2012: \$49,000 and \$63,000, respectively), related to legal services.

b) Included in general and administrative expenses are professional fees paid to Company C for \$17,000 for the three and six months ended June 30, 2013 (three and six months ended June 30, 2012: \$nil), related to corporate administrative services.

Included in accounts payable and accrued liabilities are amounts due to Company A, B, and C for \$0.5 million (December 31, 2012: \$0.5 million). These amounts are unsecured, due on demand and non-interest bearing.

Included in accounts payable and accrued liabilities is \$0.5 million (December 31, 2012: \$0.4 million) owed to the CEO of the Company for a non-interest bearing loan with no fixed maturity date. The loan is to be repaid with a contingent success fee upon successful completion of the litigation. As at June 30, 2013, litigation success is deemed to be indeterminable and \$nil has been accrued for the contingent success fee.

11. DISCLOSURE OF OUTSTANDING SHARE DATA

As at the date of this MD&A the Company has 532,620,623 common shares issued and outstanding and 48,915,000 outstanding and exercisable stock options and nil outstanding and exercisable warrants, to acquire an equal amount of common shares.

12. CHANGES IN ACCOUNTING POLICIES

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not yet early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its consolidated financial statements.

Accounting Standards Issued and Effective January 1, 2015

- IFRS 9, *Financial Instruments*, replaces the current standard IAS 39, *Financial Instruments: Recognition and Measurement*, replacing the current classification and measurement criteria for financial assets and liabilities with only two classification categories: amortized cost and fair value.

13. INTERNATIONAL FINANCIAL REPORTING STANDARDS

The unaudited condensed interim consolidated financial statements as at June 30, 2013 have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). The accounting policies have been applied to all periods presented in the unaudited condensed interim consolidated financial statements as at June 30, 2013 and are based on the IFRS that the Company expects to be applicable for its annual consolidated financial statements for the year ending December 31, 2013.

14. FINANCIAL INSTRUMENTS RISKS

Credit Risk

Credit risk is the risk that the counterparty to a financial instrument will cause a financial loss for the Company by failing to discharge its obligations. Management does not believe the Company is exposed to any significant concentration of credit risk. Management determines concentration by the percentage of cash and receivables owed by a single party.

The Company’s exposure to credit risk on its C\$ and US dollar cash is limited by maintaining these assets with high-credit quality financial institutions. The Company is exposed to the credit risk of Venezuelan banks, which hold cash for the Company’s cash needs in Venezuela. The Company limits its exposure to this risk by maintaining BsF cash balances to fund only the short-term needs of its Venezuelan subsidiaries.

Liquidity Risk

Liquidity risk is the risk that the Company will be unable to meet its obligations associated with financial liabilities as they fall due. The Company manages liquidity risk by monitoring cash and other financial resources available to meet its maturing obligations.

The table below provides a summary of the contractual obligations and payments related to financial liabilities included in the Company's consolidated statement of financial position as at June 30, 2013. The amounts disclosed are the contractual undiscounted cash flows.

	2013 \$(000)	2014-2015 \$(000)	Total \$(000)
Accounts payable and accrued liabilities	\$61,517	\$-	\$61,517
Accrual for interest on convertible loan	8,416	-	8,416
Convertible loan	30,000	-	30,000
Accrual for employee termination benefits	15,791	-	15,791
Derivative financial liability	9,271	-	9,271
	\$124,995	\$-	\$124,995

Market Risk

The significant market risk exposures to which the Company is exposed are interest rate risk and currency risk.

i. Interest Rate Risk

Interest rate risk is the risk that the future cash flows and fair values of the Company's financial instruments will fluctuate because of changes in market interest rates. The Company monitors its fair value exposure to interest rates and is comfortable with its exposure given the relatively short term of its convertible loan. The Company's interest is not tied to a variable rate.

ii. Currency Risk

Currency risk is the risk that the value of the Company's financial instruments will fluctuate due to changes in foreign exchange rates. The Company is exposed to currency risk as the Company's financial assets and liabilities include items denominated in BsF and C\$. Changes in the applicable exchange rate may result in a decrease or increase in foreign exchange gains or losses recognized in the Company's profit or loss. The Company does not use derivative instruments to reduce its exposure to foreign currency risk.

There is a currency and exchange controls system in Venezuela. These government-imposed controls may adversely affect the Company as such controls limit the Company's ability to flow US dollars out of the country. As at June 30, 2013, the Company holds cash of \$24,000 (June 30, 2012: \$0.4 million) in BsF.

The sensitivity of the Company's net profit (loss) from financial assets and liabilities due to changes in the exchange rate between the BsF, C\$ and the US dollar is summarized below:

As at June 30, 2013		
	25% Increase in the BsF \$(000)	25% Decrease in the BsF \$(000)
Net (loss) profit	(\$17,818)	\$14,254

As at June 30, 2013		
	10% Increase in the C\$ \$(000)	10% Decrease in the C\$ \$(000)
Net (loss) profit	(\$3)	\$3

15. OTHER RISKS AND UNCERTAINTIES

Gold Price Volatility

Prior to the Nationalization, the value of the Company's mineral properties and property, plant and equipment was related to the current price, and outlook for the price, of gold. The gold price can fluctuate widely and is affected by numerous factors beyond the Company's control, including industrial and jewellery demand, inflation and expectations with respect to the rate of inflation, the strength of the US dollar and other currencies, interest rates, gold sales by central banks, forward sales by producers, global or regional political or financial events, and production and cost levels in major gold-producing regions. The gold price is also subject to rapid short-term changes due to speculative activities. The Company's revenues, cash flow, profitability and the market price of the common shares of the Company were significantly affected by changes in the gold price. If the realized gold price was below the cost of production at the Company's operations for a significant period, the Company would have been required to suspend or terminate production at the affected operation. In addition, the Company may have been required to restate its mineral reserves and resources, write down its investment and increase or accelerate reclamation and closure charges at the affected operation. Any of these developments could have negatively affected the Company's profitability, cash flows and financial position. Accordingly, when the Company was able to produce gold, there was no assurance that the realized gold price would be high enough to enable the Company to sell the gold produced by it profitably.

Title Risk

Title to mineral properties and mining rights involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mining properties. Although the Company had investigated title to all of its mineral properties for which it held concessions or other mineral leases or licenses, prior to Nationalization the Company could not give any assurance that title to such properties would not be challenged or impugned and could not be certain that it would have valid title to its mining properties. The Company relied on title opinions by legal counsel who base such opinions on the laws of countries in which the Company operates.

Prior to Nationalization, the Company's principal mineral properties and mining rights were located in Venezuela. In 2005, the Government of Venezuela changed the mining title regime from a system where title was granted in the form of either concessions or operating contracts to a system where all new titles are granted only in the form of operating contracts. In order to effect this change, the Government created a national mining company which became the nation's contracting party covering the entire country of Venezuela. The Government also indicated that, given this change in title regime, it would also be appropriate to review all existing mining companies in a single comprehensive exercise to ensure that only companies found to be in compliance with their existing title terms and conditions would qualify for the new title.

On March 14, 2012, in accordance with the procedures outlined in the Decree, all of the Company's mining concessions and titles expired by force of the Decree and all its assets and operations reverted to the Venezuelan government who took possession and control of the assets and operations in accordance with Venezuelan law and became the new operator.

There are many material uncertainties surrounding the Nationalization, including, but not limited to, the amount of any compensation to be paid to the Company for its decrease in ownership of its Venezuelan mining assets, either through amicable settlement or agreement with the Venezuelan Government or upon receipt of an arbitration award from ICSID, the timing of receipt of any such compensation, the Company's percentage of ownership in the Mixed Enterprise, if any, and the structure of the transaction. The inability to reach a fair compensation, either through negotiation or other means, or inability to make successful collection of any such compensation could hinder the Company's ability to continue as a going concern.

The Company cannot provide assurances as to the outcome of the Arbitration Claim, which can last a number of years and its cost could be higher than what the Company originally forecasted. Also should the Company be successful in winning an award of compensation to be paid by the Venezuelan government, the Company cannot provide assurances that it would be able to enforce and collect an award of compensation which could hinder the Company's ability to continue as a going concern.

Country Risk

The Company's arbitration activities may be adversely affected by political instability and legal and economic uncertainty in Venezuela where the Company had assets and operations. The risks associated with the Company's Arbitration Claim may include political unrest, labour disputes, invalidation of governmental orders and permits, corruption, war, civil disturbances and terrorist actions, arbitrary changes in laws, regulation and policies, and taxation. Prior to Nationalization risks associated with the Company's operations may have included price controls, exchange controls, delays in obtaining or the inability to obtain necessary permits, opposition to mining from environmental or other nongovernmental organizations, limitations on foreign ownership, limitations on the repatriation of earnings, limitations on mineral exports, increased financing costs and government-imposed restrictions or conditions to the Company's gold sales in Venezuela. These risks may limit or disrupt the Company's arbitration activities, restrict the movement of funds or result in unfavourable compensation for the Nationalization. Prior to Nationalization the Company's mineral properties and mining rights were located in Venezuela.

Regulations and Permits

The Company's operating activities were subject to a wide variety of laws and regulations governing health and worker safety, employment standards, waste disposal, protection of the environment, protection of historic and archaeological sites, mine development and protection of endangered species and other matters. The Company was required to have a wide variety of permits from governmental and regulatory authorities to carry out its activities. These permits relate to virtually every aspect of the Company's previous exploration and exploitation activities. Changes in these laws and regulations or changes in their enforcement or interpretation could have resulted in changes in legal requirements or in the terms of the Company's permits that could have had a significant adverse impact on the Company's existing or future operations or projects. Obtaining permits can be a complex, time-consuming process.

As a result of the Nationalization the Company is no longer required to obtain the necessary permits including any renewals thereof. Previously, the costs and delays associated with obtaining permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the Company from continuing or proceeding with existing or future operations or projects. Any failure to comply with permits and applicable laws and regulations, even if inadvertent, could have resulted in the interruption or closure of operations or material fines, penalties or other liabilities.

Dependence on Key Management Personnel

The Company's business and operations are dependent on retaining the services of a small number of key management personnel. The success of the Company is, and will continue to be, to a significant extent, dependent on the expertise and experience of some of the directors and senior management. The loss of one or more key directors or senior management could have a materially adverse effect on the Company.

Common Share Price Volatility

The market price of the common shares of the Company could fluctuate significantly based on a number of factors in addition to those listed in this document, including the Company's operating performance, the Company's arbitration with Venezuela's government, and the performance of competitors and other similar companies; the public's reaction to the Company's press releases, other public announcements and the Company's filings with the various securities regulatory authorities; changes in earnings estimates or recommendations by research analysts who track the common shares or the shares of other companies in the resource sector; changes in general economic conditions; the arrival or departure of key personnel; acquisitions, strategic alliances or joint ventures involving the Company or its competitors; and gold price volatility.

In addition, the market price of the common shares of the Company is affected by many variables not directly related to the Company's success and are, therefore, not within the Company's control.

16. FORWARD LOOKING STATEMENTS

Certain statements in this MD&A and certain information incorporated herein by reference constitute "forward-looking information" within the meaning of applicable securities laws. Such forward-looking information includes, without limitation, statements with respect to the future financial or operating performance of the Company, its subsidiaries, projects and arbitration proceedings, the future price of gold and other precious metals, the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, reserve determination and reserve conversion rates. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes" or variations of such words and phrases or words and phrases that state or indicate that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. While the Company has based these statements on its expectations about future events as at the date that such information was prepared, the statements are not guarantees of the Company's future performance and are subject to risks, uncertainties, assumptions and other factors which could cause actual results to differ materially from future results expressed or implied by such forward-looking information. The estimates and assumptions of the Company contained or incorporated by reference in this MD&A which may prove to be incorrect, include, but are not limited to: (1) the exchange rate between the C\$, the BsF and the US dollar being approximately consistent with current levels; (2) certain price assumptions for gold (3) availability and sufficiency of litigation funding to actively pursue Arbitration; (4) corporate overhead costs and litigation spending remain within the Company's expectations; and (5) the CSA remains in effect throughout the Arbitration.

Known and unknown factors could cause actual results or events to differ materially from those projected in the forward-looking statements. Such factors include, but are not limited to, fluctuations in the currency markets; fluctuations in the spot and forward price of gold or certain other commodities (such as diesel fuel and electricity); changes in interest rates; disruption to the credit markets and delays in obtaining financing; inflationary pressures; changes in national and local government legislation, taxation, controls, regulations and political or economic developments in Canada, Venezuela or other countries in which the Company does or may carry on business; business opportunities that may be presented to, or pursued by the Company; the Company's ability to successfully integrate acquisitions; operating or technical difficulties in connection with mining or development activities; actual results of exploration activities; the possibility of cost overruns or unanticipated expenses; employee relations; illegal miners; the speculative nature of gold exploration and development, including the risks of obtaining and renewing necessary licenses and permits; the impact of Venezuelan law on the Company's operations; diminishing quantities or grades of reserves; adverse changes in the Company's credit rating; contests over title to properties particularly title to undeveloped properties; the occurrence of natural disasters, hostilities, acts of war or terrorism; corruption and uncertain legal enforcement; requests for improper payments; on the Company's ability to market gold produced and on its results of operations; on the Company's ability to obtain necessary authorizations from the CBV to export gold and on the Company's ability to retain any portion of the funds from sales of exported gold outside of Venezuela; on the ability to access SITME which impact the Company's ability to obtain US dollars to fund operating and capital expenditures; the result or outcome of management's efforts to remediate the potential implications of the transactions that were not in compliance with certain Venezuelan laws and regulations. In addition, there are risks and hazards associated with the business of gold exploration, development and mining, including environmental hazards, industrial accidents, unusual or unexpected formation, pressures, cave-ins, flooding and gold bullion losses (and the risk of inadequate insurance, or inability to obtain insurance to cover these risks). All of the forward-looking statements made in or incorporated by reference in this MD&A are qualified by these cautionary statements and those made in the section of this MD&A entitled "Financial Instruments Risks" and "Other Risks and Uncertainties".

Although we have attempted to identify factors that may cause actual actions, events or results to differ materially from those described in forward-looking statements and information, there may be other factors that cause actual results, performances, achievements or events to not be as anticipated, estimated or intended. Also, many of the factors are beyond our control. As actual results and future events could differ materially from those anticipated in such statements and information, readers should not place undue reliance on forward-looking statements or information. Except as may be required by law, we undertake no obligation to publicly update or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise. All forward-looking statements and information made or incorporated by reference herein are qualified by this cautionary statement.