

DURAN VENTURES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Form 51-102F1

For the Three Month Period Ended March 31, 2015

**DURAN VENTURES INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2015**

Report Dated May 26, 2015

General

This Management's Discussion and Analysis (MD&A) is provided for the purpose of reviewing the three months ended March 31, 2015 and comparing results to the previous period. This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Company's audited annual financial statements and corresponding notes for the fiscal years ended December 31, 2014 and December 31, 2013, and the unaudited condensed consolidated interim financial statements for the three month period ended March 31, 2015. The Company's financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") and all monetary amounts are expressed in Canadian dollars unless otherwise indicated in the notes to the unaudited condensed consolidated interim financial statements.

This MD&A is prepared as of May 26, 2015. Mr. Jeffrey Reeder, P.Geo., Chief Executive Officer and President of the Company has either prepared, supervised the preparation of, or approved the scientific and technical disclosure in this MD&A. Mr. Reeder is a Qualified Person within the meaning of National Instrument 43-101 ("NI 43-101"). Additional information relevant to the Company's activities can be found at www.sedar.com.

Cautionary Note Regarding Forward-Looking Statements

Certain statements contained in the sections "Mineral Exploration Properties", "Company Outlook" and "Liquidity and Capital Resources" of this MD&A constitute forward-looking statements. These statements relate to future events or the Company's future performance, business prospects or opportunities. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. Information concerning the interpretation of drill results, mineral resource and reserve estimates and capital cost estimates may also be deemed as forward-looking statements as such information constitutes a prediction of what mineralization might be found to be present and how much capital will be required if and when a project is actually developed. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon. These statements speak only as of the date of this MD&A. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about:

- general business and economic conditions;
- the supply and demand for, deliveries of, and the level and volatility of prices of metals;
- the availability of financing for any of the Company's development projects on reasonable terms;
- the ability to procure equipment and operating supplies in sufficient quantities and on a timely basis;
- the ability to attract and retain skilled staff;
- market competition;
- the accuracy of any resource estimates (including, with respect to size, grade and recoverability) and the geological, operational and price assumptions on which it is based; and/or
- tax benefits and tax rates;
- political uncertainty such as regulatory laws, statutes and permitting changes.

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These forward-looking statements involve risks and uncertainties relating to, among other things, changes in commodity prices, access to skilled mining development and mill production personnel, results of exploration and development activities, the Company's limited experience with production and development stage mining operations, uninsured risks, regulatory changes, defects in title, availability of materials and equipment, timeliness of government approvals, actual performance of facilities, equipment and processes relative to specifications and expectations and unanticipated environmental impacts on operations. Actual results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, the risk factors incorporated by reference herein. See "Risk Factors". The Company cautions that the foregoing list of important factors is not exhaustive. Investors and others who base themselves on the Company's forward-looking statements should carefully consider the above factors as well as the uncertainties they represent and the risk they entail. The Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as otherwise required by applicable law. The Company also cautions readers not to place undue reliance on these forward-looking statements. Moreover, these forward-looking statements may not be suitable for establishing strategic priorities and objectives, future strategies or actions, financial objectives and projections other than those mentioned above.

Description of Business

The Company was incorporated under the laws of British Columbia on March 5, 1997 under the name 537926 B.C. Ltd. and its principal business activity is the acquisition and exploration of mineral properties. On June 18, 1997, the Company changed its name to Duran Gold Corp. and on August 10, 2000, the Company changed its name to Duran Ventures Inc. On July 4, 2007, the Company was listed on the TSX Venture Exchange ("TSXV"). On October 14, 2008, the Shareholders approved the continuance of the Company under the Canada Business Corporations Act, which was completed by October 31, 2008. The Company's common shares were listed for trading on the Risk Capital Segment of the Lima Stock Exchange (Segmento de Capital de Riesgo de la Bolsa de Valores de Lima) in Peru (the "Lima Exchange") effective September 21, 2012. The Company's shares are traded on the TSXV and the Lima Exchange under the symbol DRV.

The Company is not in default under any debt or other contractual obligations. The Company is not in breach of any corporate, securities or other laws or of the terms of the listing agreements with the TSXV or the Lima Exchange.

Duran Ventures Inc. is focused on the exploration and development of porphyry copper, precious metal, and polymetallic deposits in Peru. On May 8, 2014 the Company closed the sale of its Aguila asset and related exploration camp and storage facilities, and its 50% interest in the Corongo project for proceeds of US\$7,000,000. On March 30, 2015 the Company signed a non-binding memorandum of understanding ("MOU") with a private Peruvian company to design and establish a toll milling operation in Northern Peru.

In addition to the development of a toll milling operation the Company will maintain its prospect generator model where it will seek new partners to explore and develop properties in Duran's existing portfolio of exploration properties. The Company will continue to generate and acquire new prospective areas while partners are actively exploring Duran's existing properties.

Toll Milling Operation

On March 30, 2015 the Company signed a non-binding memorandum of understanding ("MOU") with a private Peruvian company to design and establish a toll milling operation in Northern Peru.

Duran has been investigating the potential of a variety of Peruvian opportunities available in the small scale mining and toll milling business. Duran is in a very unique position to assess potential high grade

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opportunities and to enhance shareholder value by continuing to review and apply for new mineral concessions. The Board of Directors believe that a toll milling business will add significant shareholder value and further allow the shareholders to benefit from its current highly prospective property portfolio.

The Peruvian government reports that informal miners have been contributing as much as 1 million ounces of gold production annually. The origin of much of this ore has been difficult for government authorities to track. Peru has initiated a formalization process designed to register all small scale mining operations. The registration will allow the government to monitor and regulate health and safety, and environmental issues for miners and will allow these operations to legally sell their ores to permitted toll milling facilities only.

With approximately \$4.8 million of working capital as at March 31, 2015 to backstop an entry, Duran is in a unique position to establish an operation to generate ongoing cash flow. Duran's experienced Peruvian team has reviewed many opportunities and has the Board of Directors' approval to pursue this endeavor. Duran has entered into the MOU with a local Peruvian company to acquire an 80% interest in a joint company by investing US\$1,500,000 in capital expenditures to design and establish a new toll milling facility in northern Peru. Duran will also establish a line of credit for the purpose of general working capital for the start up. A definitive agreement will be signed once proper due diligence has been completed and all government approvals and permits are in place

The site of the proposed facility has been established and is located on concessions already owned by the Peruvian local company. This company has initiated the permitting process for a proposed 100 ton per day facility. Duran has reviewed the current permit and has determined that further modification to the current permit application will be required to accommodate a variety of high grade gold ores to be sourced from northern Peru. Furthermore, a modification to the current application should allow the company to expand to a maximum of a 350 ton per day operation, thereby maintaining its small miner status. There is access to water and power at the site that is located near the city of Trujillo, 10 kilometres from the main Panamerican Highway which runs the length of the country.

The location of the proposed toll milling facility is viewed as strategic by Duran. Many tolling operations in Peru are located in the south, more specifically, in the Nasca and Chala areas located 990 and 1150 kilometres south of the proposed facility. Many of the southern toll mills accept high grade gold mineralization often exceeding one ounce gold per tonne delivered from northern Peru. The proposed location will offer formalized (legal) miners, located proximal to this new site, an alternative facility to process their material. It is important to note that with the MOU in place the Company plans to complete all the due diligence and engineering plans for the new proposed facility with constructions costs and timelines.

Included in the terms of the MOU is the assignment (subject to a 2% NSR) of several concessions (10,020 hectares) located in northern Peru. Importantly, nine of these concessions (7800 hectares) are located in the Tayabamba - Pataz gold region located approximately 300 kilometres east of Trujillo. Three well established Peruvian gold miners are active in the Pataz and Tayabamba region along with many small legalized miners. Mining in this region has been continuously focused on high grade gold mineralization for almost 6 decades. Public information from the Peruvian Ministry of Mines shows 2014 gold production records from the three main gold miners as follows; Consorcio Minero Horizonte S.A. - 247,000 ounces, Minera Aurifera Retamas S.A. - 181,057 ounces, and Compañía Minera Poderosa S.A. - 156,376 ounces. Duran plans to assess these properties for exploitation potential and will assist small scale informal miners to formalize their activities and to offer an alternative and more strategic location for ore processing. Furthermore, Duran is currently assessing its existing portfolio of gold properties for potential exploitation and delivery of mineralization to its new proposed facility.

Duran views this new initiative as a solid step toward establishing a sustainable business model that will complement its exploration expertise and portfolio of mineral assets.

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Mineral Exploration Properties

All projects are described below.

Mamaniña Porphyry Copper-Molybdenum-Gold Project

The Mamaniña property consists of eight concessions covering 4069 hectares located approximately 14 kilometres south along the same geological (copper porphyry) belt as the Racaycocha-Aguila Copper-Molybdenum Porphyry Project. In December 2012, the Company acquired the extensive historical database and drill core for the property.

The Mamaniña concessions are considered by Duran geologists to be a high quality copper porphyry exploration target. Previous work performed by Queenstake Resources Limited ("Queenstake") and Alamos Minerals Limited ("Alamos") in a joint venture operated from 1995-1997, and Monterrico Metals PLC ("Monterrico") during 2001-2008, defined both porphyry copper molybdenum and copper-gold-zinc skarn mineralization on surface. Company geologists confirmed the geological characteristics of the previous work programs and recommended the acquisition of the new concessions.

Queenstake and Alamos found copper-molybdenum bearing porphyritic stocks hosted by clastic and carbonate sediments at Mamaniña. Carbonate replacement skarn-type mineralization occurs at contacts between the intrusive and sedimentary units. An airborne magnetic and radiometric geophysical survey defined an anomaly two kilometres in diameter which coincides with these mineralized zones on surface. Sampling by Queenstake and Alamos returned values of up to 2.1% copper, 0.6% zinc, and 9.48 grams gold per tonne ("g Au/T"). A joint news release was filed on Sedar by Queenstake and Alamos dated November 3, 1997.

Monterrico carried out a very limited diamond drill program in late 2002, targeting near surface copper anomalies in the skarn area. Results are not known with the exception that Monterrico's 2002 Annual Report noted that drilling intersected high-grade copper mineralization including 25 metres at 1.65% copper starting at 14 metres below surface. It was also noted that low grade gold was discovered in the same hole. Monterrico's geologists recommended further exploration for a potential gold resource in the southern sector of the property, indicated by a widespread geochemical anomaly.

The proximity to the Aguila (see comments above) and Peñoles' Racaycocha Projects reinforces the Company's view that the Aguila area is a new emerging mineralized district. The acquisition of the Mamaniña Cu-Mo-Au concessions reflects Duran's corporate strategy to focus on its entrepreneurial approach to securing quality new concessions.

Minasnioc Gold-Silver Project

The Company acquired the Minasnioc Gold Project in a Peruvian government auction, which was carried out in three separate auctions due to the participation of three competing companies with overlapping areas. The Company won all three auctions. The Minasnioc Project is interpreted to be a high sulfidation (or acid-sulfate) epithermal gold-silver bearing system. The concession is located in the Department of Huancavelica, approximately 300 kilometres southeast of Lima. This project has seen previous intensive exploration campaigns by Barrick Gold Corporation ("Barrick") and Compañía de Minas Buenaventura S.A.C. ("Buenaventura") between 2001 and 2007, which included surface channel sampling and drilling.

In April, 2012 the Company acquired the historical geological and drill data from Barrick on its main Minasnioc Gold Project concession (see press release dated April 11, 2012 at <http://www.duranventuresinc.com/news.php>). Furthermore, Duran acquired three additional concessions (Aura Azul 6, 7 and 8) from Barrick totalling 2,000 hectares. In late 2014 and early 2015 Duran acquired seven additional mineral concessions expanding the Company's land position to 6900 hectares (69 sq. km).

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The purchase consideration paid to Barrick for the data acquired and the transfer of the Aura Azul 6, 7, and 8 concessions was 1,000,000 (one million) common shares of Duran. In addition, the three concessions acquired from Barrick will be subject to a 2% NSR to Barrick. The main Minasnioc Gold Project concession already held by Duran is not subject to any royalty.

Seven additional mineral concessions were acquired by application in late 2014 and early 2015 expanding the Company's Minasnioc land position to 6900 hectares (69 sq. km). These acquisitions cover prospective geology and demonstrate the Company's commitment to the project and the communities in the area.

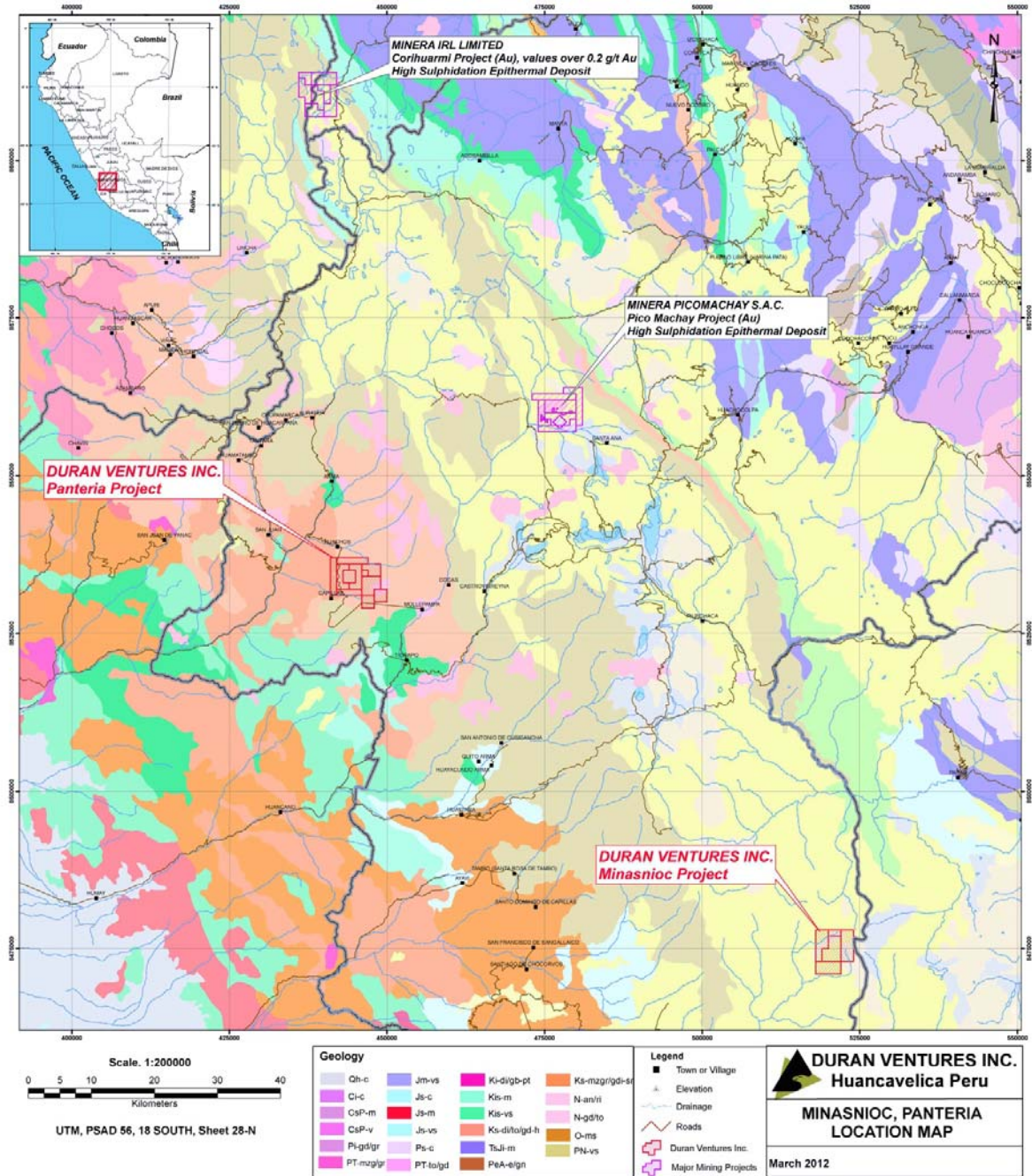
Company geologists have made initial property visits and have defined a high sulfidation (acid sulphate) epithermal gold and silver bearing system developed in Tertiary volcanic rocks. Extensive zones of argillic and advanced argillic alteration are present, with areas of massive and vuggy silica with associated alunite. The gold-silver bearing part of the epithermal alteration system covers an area of 2 x 2 kilometres. The age of the volcanic host rocks and style of mineralization is similar to Barrick's Pierina and Alto Chicama Mines and Newmont/Buenaventura's Yanacocha Mine in Peru.

Other notable and comparable high sulphidation oxide gold properties in Southern Peru include Pan American Silver's Pico Machay Property, Minera IRL's Corihuarmi and Aruntani's Rescatada Properties. It is important to note that the style of the oxide gold mineralization allows for low cost extraction. For example Minera IRL's Corihuarmi property produced 33,013 ounces of gold at an average of 0.87 g Au/T during 2010 at cash costs of \$383 per ounce. The Corihuarmi gold mine was placed into production in 2008 for a capital cost of US\$20 million. The Corihuarmi capital cost was recovered from pre-tax cash flow within the first 7 months of production. (source Minera IRL Limited website:<http://www.minera-irl.com/english/Mine/Corihuarmi/tabid/135/Default.aspx>).

Initial rock chip sampling by the Company shows widespread anomalous gold values with associated silver, arsenic, barium, lead, mercury, and antimony geochemical anomalies, which are typical of an altered precious metal bearing system. Samples were collected as one to four-metre rock chips and panel samples ranging from 2 x 2 metre to 5 x 5 metre panels. 21 of 35 samples returned assays greater than 0.1 g Au/T, with values as high as 2.96 g Au/T. 28 of 35 samples returned silver values of greater than 1.0 g Ag/T, 11 samples returned values of greater than 10.0 g Ag/T, and one sample returned a high value of 70.6 g Ag/T.

All samples taken by Duran were prepared and analyzed at ALS Chemex in Lima (a certified laboratory). Analysis for gold is by fire assay with atomic absorption finish. Other elements are analyzed using a multi-element ICP analysis: elements assaying over-limits with ICP procedure are re-analyzed using atomic absorption. The Company maintains secure care and custody of samples.

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Forty one holes were drilled in 2003 and 2004 for a total of 5,863 metres. Previous work by Barrick confirms widespread gold and silver mineralization associated with high sulphidation type alteration. The previous drilling discovered two distinct mineralized zones. The north zone shows disseminated Au-Ag mineralization over a 1,200 metre east-west trend with several significant intersections starting at surface. The second mineralized zone is located some 2,000 metres south of the north zone and intersected a silver rich zone with hole P-17 returning 57.8 g Ag/T starting at 5.2 metres. The following table highlights the historic drilling results:

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Minasnioc Drill Hole Summary Highlights

Drill Hole	From (m)	To (m)	Interval (m)	g Au/T	g Ag/T
P-02	0.00	55.78	55.78	0.550	3.56
P-03	10.00	50.00	40.00	0.382	16.00
B-06	98.00	110.00	12.00	0.345	1.97
	110.00	132.00	22.00	0.157	2.55
B-07	72.00	176.00	104.00	0.155	1.59
P-06	40.00	79.24	39.24	0.140	51.71
P-07	5.65	67.05	61.40	0.510	7.67
P-08	40.90	62.35	21.45	0.339	2.90
P-10	23.90	40.45	16.55	0.651	23.03
	89.50	100.20	10.70	0.259	2.33
P-12	13.85	35.60	21.75	0.279	5.56
P-14	0.00	60.00	60.00	0.314	19.54
P-16	28.55	46.25	17.70	1.150	9.78
P-17	5.20	63.00	57.80	nil	63.30
	140.90	156.20	15.30	nil	13.75
P-20	16.00	34.00	18.00	nil	41.86
P-23	99.05	300.23	201.18	0.454	5.15
includes	146.00	176.10	30.90	1.672	18.42
P-25	40.50	85.50	45.00	0.076	10.60
P-26	39.00	59.00	20.00	0.201	7.48
P-28	68.00	78.00	10.00	0.573	1.26
	136.00	156.00	20.00	0.010	17.10

The historic drill results by Barrick Gold have not been verified by Duran and therefore must not be considered as NI 43-101 compliant and should not be relied upon by investors in assessing the value of the Minasnioc properties. The project will require considerable future exploration to verify historic results as well as assessing the full extent and nature of the mineralization on these properties.

In January 2013, the Company signed a Definitive Agreement with Rio Alto whereby Rio Alto had the option to acquire a 51% interest in Minasnioc within a three (3) year period by performing all necessary exploration work in order to define a mineral resource to justify an economic assessment, and making a payment to Duran of \$500,000. Rio Alto could earn an additional 19% interest in Minasnioc within the subsequent two (2) year period by undertaking all necessary actions required to prepare Minasnioc for a production decision, including obtaining all required permits from the applicable Peruvian government ministry or agency, preparing a study which will form the basis for a production decision, and making a payment to Duran of \$500,000.

In November, 2014 Rio Alto notified Duran that it would not exercise its option on Minasnioc. The Company has reviewed Rio Alto's progress and is continuing to seek agreements with the local communities. The Company has a very capable community relations staff and has shown considerable success in reaching agreements with communities at Duran's projects.

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Ichuña Copper-Silver Project

The Ichuña Copper-Silver Project (1,000 hectares) is located 120 kilometres northeast of Arequipa in the Department of Moquegua in Southern Peru and adjacent to the Chucapaca Project a diatreme breccia body with significant gold and copper mineralization, owned by Compañía de Minas Buenaventura S.A.A. ("Buenaventura"). The published indicated mineral resource showed that the Canahuire Zone within the Chucapaca Project area contains 92.6 million tonnes of 1.45 grams gold per tonne ("g Au/T") and 11.6 g Ag/T for an indicated resource of 4.3 million ounces of gold and 34.6 million ounces of silver. The inferred resource contains 40.2 million tonnes of 1.36 g Au/T and 8.9 g Ag/T for 1.8 million ounces of gold and 11.5 million ounces of silver (source <http://www.goldfields.co.za>). The Canahuire Zone is located less than 3 kilometres from the southern boundary of the Ichuña Project.

On August 18, 2014, Buenaventura announced the acquisition of 51% of Canteras del Hallazgo S.A.C (49% held by Buenaventura), owner of the Chucapaca project, from Minera Gold Fields Peru S.A. (a subsidiary of Gold Fields Ltd, a globally diversified producer of gold with operations in Australia, Ghana, Peru and South Africa). The agreement considers a US\$81 million cash payment and a 1.5% net smelter return royalty on gold, silver and copper sales. Buenaventura holds the right of first refusal should Minera Gold Fields Peru S.A decide to sell these royalties. Buenaventura's intention is to access the ore by underground mining methods.

Company geologists have so far defined seven mineralized zones on the Ichuña property with a variety of styles of mineralization related to intrusive events. These include porphyritic intrusive bodies and sub-volcanic intrusive bodies displaying evidence of supergene copper enrichment, skarn zones at the contacts between intrusive and carbonate-rich sedimentary rock, and altered stockwork zones in intrusive, volcanic, and sedimentary units. The evidence points to a widespread, well-mineralized hydrothermal system related to intrusive activity, with anomalous copper, silver, lead, zinc, arsenic, barium, antimony, and manganese. The mineralized zones cover an area larger than 1.0 x 2.5 kilometres.

Three field campaigns were carried out in 2010, with a total of 790 samples collected. During the two initial work campaigns, a total of 173 samples were collected. Samples were collected as 0.5 to 3.0 metre rock channel samples, as well as panel samples ranging from 0.5 x 1.0 metre to 3.0 x 3.0 metre areas. Silver values ranged as high as 1,645 g Ag/T (47.9 troy oz/ton), with 19 of 173 samples assaying greater than 100 g Ag/T and 50 of 173 samples assaying greater than 10 g Ag/T. Thirty-five of 173 samples had copper values of greater than 1.0%, with values as high as 10.2% copper. Sixty-eight of 173 samples had copper values greater than 0.1% copper, showing very widespread anomalous copper values. Lead and zinc values were elevated as well, with 40 of 173 samples assaying over 0.1% lead, with a high value of 6.1% lead. Forty-one of 173 samples assayed greater than 0.1% zinc, with 5 samples returning over 1.0%.

Geological mapping during this program identified sedimentary clastic and carbonate rocks cut by high level intrusive and volcanic units. Strongly anomalous copper and silver mineralization occurs near sediment-intrusive contacts, as disseminations in intrusive units, and in stockwork zones in both sedimentary and intrusive or volcanic units. Company geologists are interpreting the Ichuña system as being the upper levels of a porphyry copper system, with associated vein structures developed in both host sedimentary and intrusive units. The system has seen considerable surface oxidation, with iron oxide minerals such as limonite, goethite, and jarosite being commonly found. Visible copper occurs as secondary or remobilized minerals, including malachite, azurite, chrysocolla, tenorite, and chalcocite. This mineral assemblage may indicate the presence of a capping of leached rock with the potential for supergene enrichment of copper at some depth. Elevated silver values with relatively little evidence of silver-bearing sulfide minerals may indicate that there is supergene enrichment of silver as well. The extensive surface area with strongly altered rock and elevated copper, silver, lead, zinc, arsenic, barium, and antimony indicates the potential for a strong intrusive-driven hydrothermal system

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underlying the Ichuña Project. Mineralized structures form two distinct populations, one of which ranges in strike between 30 to 80 degrees, and the second between 110 to 160 degrees.

In January 2013, the Company signed a Definitive Agreement with Rio Alto Mining Limited ("Rio Alto") whereby Rio Alto had the option to earn a 65% interest in Ichuña by incurring a total of US\$8,000,000 in exploration costs within a four (4) year period, and make a payment to Duran of \$500,000. In July 2013, Rio Alto notified the Company that it had relinquished the option on the Ichuña property. Rio Alto drilled seven diamond drill holes totaling 2,754 metres along intrusive and limestone contact(s) where access and community agreements are in place.

The drilling did not return significant results along this contact. The necessary access agreements were not obtained to drill test the area of the IP geophysical anomaly trending northwest-southeast and measuring over 1,500 metres in length. The Company has completed the remediation work on the property and is maintaining discussions with the local communities to continue the exploration work.

Pantheria Porphyry Copper Project

The Pantheria Porphyry Copper prospect ("Pantheria Project") is located approximately 210 kilometres southeast of the city of Lima, in the Department of Huancavelica in south-central Peru. The property consists of 7,200 hectares held in 15 mineral concessions. Duran Ventures acquired an original 2,100 hectares of the property held in two separate claim blocks in 2009 through its acquisition of Double Jack Mines and consolidated the land package through staking an additional 5,100 hectares. Duran owns the property 100%.

The property is underlain by intermediate Tertiary volcanic flows and tuffs which have been pervasively clay + iron oxide +/- silica-altered over an area of 2.5 x 1.0 kilometres, with a dominant northeast-southwest orientation. Altered diorite porphyry outcrops at lower elevations on the property. The Company interprets the geological environment to consist of a volcanic-intrusive complex with fingers of copper-bearing intrusive cutting an overlying, strongly altered volcanic package.

The extent and intensity of the alteration in the volcanic rocks indicate the presence of a strong hydrothermal system driven by the underlying intrusive units. Quartz +/- tourmaline veins, veinlets, breccias, and local drusy quartz veinlets show a predominant northeast-southwest orientation and may control the distribution of the alteration. This alteration and associated geochemical anomaly appear to be focused over the areas of known intrusive bodies. Anomalous gold, silver, arsenic, antimony, lead, and zinc values extend over the entire quartz-clay altered area as mapped to date.

Anomalous copper values cluster mostly in a 1.0 x 1.0 kilometre area, which is coincident with the area of strongest silicification and may be centred over the mineralizing system at depth. The highest copper values occur in weakly clay-altered diorite intrusive rock, with visible copper carbonates and local chalcocite.

Previous exploration in the project area was conducted by Rio Tinto PLC in 2003. This work focused on an individual concession covering 400 hectares which is now part of Duran's property. Rio Tinto's exploration work was comprised of sampling and mapping, a magnetic survey, and three diamond drill holes totaling 1,152 metres. A large hydrothermal/porphyry system was identified covering an area 2.5 x 2 kilometres. The third and final hole, drilled to a depth of 375 metres, intersected propylitic altered quartz-feldspar-hornblende porphyry ending in a potassic style alteration with a weak quartz stockwork. Magnetite was also noted ranging between 5 to 10%. According to an internal report by Rio Tinto, gold values range from 10ppb to 420 ppb Au and copper ranges from 276 ppm to 4470 ppm Cu with an average of 1120 ppm over its entire length. Individual assays are not available but histogram Cu plots show that the mineralization is strongest starting at 200 meters to the end of the hole. Please note that the Company does not have the raw data or core to verify historic results.

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During 2010, Duran completed rock sampling and mapping. In 2014, ground magnetics, and induced polarization geophysics were completed combined with sampling and mapping. This work has resulted in extending the Cu-Mo-Au porphyry target at Panteria and identifying two new zones called the Kiosko and Ronaldo Zones located 1.2 kilometres south and 4.5 kilometres east of the main Panteria Zone, respectively.

The first ever induced polarization (IP) survey, coupled with conceptual geological modeling, confirmed and amplified porphyry targets on the main Panteria Zone. Geophysics has highlighted a strong chargeability (>44 mV/V) anomaly surrounding a resistivity and magnetic high that is located more than 500 meters from the historic drilling. This geophysical anomaly is greater than 800 metres in width and shows a classic porphyry style geophysical IP signature with corresponding magnetic high. The high chargeability response reflects a pyrite shell exposed in lower elevations. The target now requires drilling to determine the depth of the porphyry.

The Kiosko Zone is located 1,200 metres south-southeast of the historic drilling and shows a broad structurally controlled geochemical anomaly with dimensions of 1,800 metres by 500 metres. Sampling and mapping suggests the presence of an east-west fractured mineralizing hydrothermal system showing elevated gold, silver, and molybdenum. In total, 123 samples were taken from this zone where 19 samples range between 0.1 and 1.075 g Au/T averaging 0.231 g Au/T.

The second zone, the Ronaldo Zone, was discovered in 2014 while prospecting creeks and is located 4.5 kilometres east of the main Panteria Zone. Follow up sampling and mapping encountered gold and silver mineralization in a high sulphidation lithocap that is hosted in shallow dipping volcanics at higher elevations. At lower elevations, creeks expose hydrothermal breccias and quartz-pyrite-pyrrhotite-magnetite stockwork with locally anomalous gold values. Similar to the Panteria Zone, outcropping, advanced argillic altered volcanic rocks at the Ronaldo Zone include tourmaline and dumortierite that stratigraphically overly the breccias.

Don Pancho Silver-Lead-Zinc Project

The Don Pancho Silver-Lead-Zinc Project (600 hectares) is located in the Department of Lima. Don Pancho is a carbonate-replacement style silver-lead-zinc target, similar to the nearby Santander Mine owned by Trevali Resources Corporation ("Trevali"). Previous sampling on the Don Pancho Project returned values up to 238 g Ag/T, 4% zinc, and 9% lead. The mineralization appears to be structurally controlled, and has been traced over a zone measuring 800 x 300 metres at surface.

This project is approximately 10 kilometres to the west of the Santander Mine, which has an NI 43-101 compliant resource estimate (Trevali Management Discussion and Analysis for the year ended December 31, 2014 dated March 30, 2015, filed on SEDAR) of 6.264 million metric tonnes ("MT") of 3.62% Zn, 1.30% Pb, and 43 g Ag/T (indicated category) and 13.845 MT of 4.62% Zn, 0.40% Pb, and 21 g Ag/T (inferred category).

In August 2012 the Company signed a Letter of Intent ("LOI") with a private Peruvian mining company (the "Optionee") whereby the Optionee could earn a 70% interest in the Don Pancho Project for cash consideration of US\$2,030,000. In December 2012, The Company entered into a Definitive Agreement (the "Agreement") with the Optionee. The Optionee made payments of US\$30,000 upon signing the LOI and US\$250,000 upon signing the Agreement.

In 2014 the Optionee drilled six (6) diamond drill holes totaling 2,021 metres to test two targets at the Don Pancho Project. The primary drill target was defined by surface mineralization consisting of multiple Pb-Zn-Ag-Mn replacement horizons/gossans that have been mapped along 950 metres of strike length in a corridor measuring 10 metres to 215 metres in width and hosted in prospective stratigraphy of the Cretaceous Chimu, Santa, and Carhuaz Formations. Drilling also targeted possible disseminated or skarn base metal mineralization that is interpreted to coincide with a chargeability geophysical high. Diamond drilling at the Project was accompanied with a quality assurance and

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quality control ("QA/QC") program that was managed by the Optionee. The QA/QC program was reviewed by Mr. Ryan Grywul, a consultant to the Company, and it included industry standard documentation for all aspects of the diamond drill program and secure handling of the core samples.

In June 2014 the Optionee terminated the Agreement and provided Duran with the drill core and data. The Company is currently reviewing this information.

On December 30, 2014 the Company filed a NI 43-101 compliant technical report on the Don Pancho property with further recommendations for project advancement, including detailed geological mapping, geochemical sampling, and geophysics. The report was prepared by James A. McCrea, B.Sc., P. Geo.

Aguila Project and Corongo Project

On March 3, 2014, the Company announced that it had entered into mining concessions transfer and asset sales agreements (the "**Agreements**") with Minera Peñoles de Peru S.A. ("**Peñoles**"), a Peruvian subsidiary of Industrias Peñoles S.A.B. de C.V. (BMV: PE&OLES) ("**Industrias Peñoles**"), pursuant to which Duran agreed to sell to Peñoles the Company's Aguila Porphyry Copper-Molybdenum Project in Peru as well as the Company's 50% interest in the Corongo concessions and certain other assets (together, the "**Assets**"). Industrias Peñoles is the leading world producer of refined silver, metallic bismuth and sodium sulfate, and one of the main Latin-American producers of refined lead, zinc, as well as a leading Mexican producer of refined gold.

The Assets included certain mining concessions, surface infrastructure, and surrounding mining rights in the vicinity of the Company's Aguila Pit in north-central Peru. In particular, they included:

- (i) title to 20 mining concessions in the vicinity of the Aguila Pit, including the Pasacancha and Cashapampa concessions comprising the Company's Aguila mineral project (the "**Aguila Concessions**");
- (ii) the Company's 50% interest in certain mineral concessions known as the Corongo project held by Corongo Exploraciones S.A.C., a subsidiary of Duran, which were the subject of a property option agreement among the Company, its wholly owned subsidiary Minera Aguila de Oro S.A.C. ("**Madosac**") and Viper Gold Ltd.; and
- (iii) the surface facilities currently used as an exploration camp and storage facility related to the Company's mining activities at the concessions comprising the Aguila project.

The purchase price for the Assets was a total of US\$7,000,000, payable on closing. The purchase and sale of the Assets (the "**Transaction**") received shareholder approval on April 25, 2014 and the Transaction closed on May 8, 2014.

Company Outlook and Exploration Project Plans

Mamaniña

The Mamaniña concessions are considered by Duran to be a high quality copper-molybdenum exploration target and are located approximately 14 kilometres to the south of the Racaycocha-Aguila project. The Company has signed Confidentiality Agreements ("CA's) with several parties interested in the Mamaniña properties.

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Minasnioc

Rio Alto notified Duran that it would not to exercise its option on Minasnioc. The Company has been reviewing Rio Alto's work and will continue to seek agreements with the local communities. The Company has a very capable community relations staff and has shown considerable success in reaching agreements with communities on Duran's projects. Historical data on the Minasnioc properties is being evaluated and assessed and exploration programs will be designed once the compilation of the historical data is complete and access agreements have been secured.

Ichuña Project

The Company is currently considering its options with respect to further exploration work on the Ichuña project. The Company has completed remediation work related to the 2014 Rio Alto drill program and continues its dialogue with the local community. The Company is hopeful that it will receive access to the undrilled areas in the upcoming year.

Panteria Project

Surface exploration during the summer of 2014 resulted in expanding the porphyry target at the Panteria Zone and the discovery of two new zones located 1.2 kilometres south and 4.5 kilometres east of the main Panteria Zone. The Panteria zone now requires drilling to determine the depth of porphyry. Follow-up exploration is required on the two new zones. The Company has entered into discussions with third parties regarding further development of the Panteria project.

Don Pancho

The Optionee terminated the Don Pancho Agreement and has provided Duran with the drill core and data. In December 2014 the Company filed a NI 43-101 compliant technical report on the Don Pancho property with further recommendations for project advancement. The report was prepared by James A. McCrea, B.Sc., P. Geo. The Company has good relations with the Don Pancho community which should allow exploration to continue with the existing community agreement in place.

Other Exploration Properties

In January 2015, several prospective mineral concessions were purchased for US \$99,000 covering three areas totalling 2904 hectares and located in the historic Huachocolpa Mining District 250 kilometres southeast of Lima in south-central Peru. The package of concessions contains numerous high grade precious and base metal veins and breccias hosted in Tertiary volcanic rocks. Numerous small miners are operating in the area and there are several local plants to treat the ores nearby. The Company plans to map and sample the veins and mineralization.

Due to the poor market conditions, numerous concessions throughout Peru lapsed during 2014 and became available in January 2015 for new applications. Duran made application for 11 additional concessions on January 5, 2015. Each area was carefully selected by the Company's technical team. Of the 11 applications, 5 are in competition with other individuals and/or companies and will require a closed bid auction to determine the new title holder of the area. These applications targeted concessions hosting high grade gold and silver mineralization. The Company's geologists will first conduct a field review of the concession applications in competition which have reported historic high grade gold to determine the value of the areas. Dates for the government closed bid auctions have not yet been determined.

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Toll Milling

The Company intends to establish a toll milling operation in Northern Peru. The Company has signed an MOU to acquire an 80% interest in a joint company by investing US\$ 1.5 million to design and establish a new toll milling facility. Duran will also establish a line of credit for the purpose of general working capital for the start up. The Company is in the process of finalizing the definitive agreement.

Exploration Expenditures

A summary of exploration expenditures for the years ended December 31, 2014 and 2013 is as follows:

	<u>Aguila</u> March 31,		<u>Ichuña</u> March 31,		<u>Other</u> March 31,		<u>Total</u> March 31,	
	2015	2014	2015	2014	2015	2014	2015	2014
Corporate rent & utilities	-	9,145	-	-	11,813	-	11,813	9,145
Project rent & utilities	-	2,975	-	-	-	-	-	2,975
Project management & admin	-	53,742	-	3,234	80,221	-	80,221	56,976
Project salaries	-	8,839	-	-	-	-	-	8,839
Field camp expenses	-	4,599	-	-	-	-	-	4,599
Drilling	-	-	-	-	-	-	-	-
Travel	-	1,925	-	78	16,164	-	16,164	2,003
Community surface rights & projects	-	-	-	-	-	-	-	-
Consultants	-	25,229	-	2,153	2,479	736	2,479	28,118
Lab analysis	-	-	-	-	-	-	-	-
Concession payments & acquisitions	-	43,650	-	-	153,227	-	153,227	43,650
Legal	-	6,431	-	158	1,407	-	1,407	6,589
Option payments/recoveries	-	(87,540)	-	-	-	(16,330)	-	(103,870)
Exploration expense for the period	-	68,995	-	5,623	265,311	(15,594)	265,311	59,024

Selected Annual Information

The following table summarizes selected financial data for the Company for each of the last three fiscal years. The information set forth below should be read in conjunction with the December 31, 2014 audited consolidated financial statements, prepared in accordance with International Financial Reporting Standards ("IFRS"), and their related notes.

	Years Ended		
	December 31, 2014	December 31, 2013	December 31, 2012
	\$	\$	\$
<i>Revenues</i>	Nil	Nil	Nil
<i>Income (Loss) before income taxes</i>	5,135,889	(2,392,302)	(4,972,078)
<i>Income (Loss) per share</i>	0.02	(0.01)	(0.02)
<i>Total assets</i>	6,623,079	1,804,913	3,601,970
<i>Working capital/(deficiency)</i>	4,952,773	(351,918)	1,638,447
<i>Total long term liabilities</i>	100,500	111,000	181,300
<i>Cash dividends</i>	Nil	Nil	Nil

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Results of Operations

Consolidated Statements of Loss and Comprehensive Loss

	Three Months Ended	
	March 31,	
	\$	
	2015	2014
EXPENSES		
Exploration and evaluation expenditures	265,311	59,024
Management and consulting fees	75,625	73,126
Director fees	7,000	-
Professional fees	11,156	149,005
Accounting and administration	18,263	18,290
Shareholder relations and filing fees	14,557	34,078
Office and general	6,039	4,116
Insurance	8,529	5,558
Telephone and communications	2,941	1,548
Travel and promotion	9,193	1,347
Rent	6,292	5,920
Foreign exchange loss	94,793	952
Amortization	1,524	7,255
NET LOSS FOR THE PERIOD BEFORE THE FOLLOWING	521,223	360,219
Interest income	(11,952)	-
Interest expense	-	798
Realized gain on derivative instruments	(57,050)	-
Unrealized gain on derivative instruments	(245,400)	-
COMPREHENSIVE (INCOME) LOSS	206,821	361,017
(Income) Loss per share – basic and diluted	<u>0.001</u>	<u>0.002</u>
Weighted average number of common shares outstanding	<u>234,149,870</u>	<u>234,331,435</u>

Three months ended March 31, 2015

During the three months March 31, 2015, the Company had a loss of \$206,821 compared to a loss of \$361,017 for the same period in 2014. Exploration and evaluation expenditures for the period were \$265,311 (2014 - \$59,024) as the Company acquired several prospective mining concessions for US\$90,000 (CAD\$ 115,000) as well as additional mineral concessions acquired by application near its Minasnioc Au/Ag Property. Management and consulting fees of \$75,625 (2014 - \$73,126) were

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consistent with the prior year costs. Directors fees of \$7,000 (2014 - \$Nil) reflect the Company's decision to pay Directors fees, effective January 1, 2015. Professional fees of \$11,156 (2014 - \$149,005) were lower in the current period as the prior year balance reflects costs associated with the sale of the Aguila and Corongo projects. Shareholder relations and filing fees of \$14,557 (2014 - \$34,078) are lower as the prior year amount includes costs associated with the sale of the Aguila and Corongo projects. Travel and promotion costs of \$9,193 (2014 - \$1,347) were higher compared to the prior year and included more travel to Peru, relative to 2014, and attendance at trade shows. The 2014 costs reflected a general reduction in overall travel and promotion for the period. Foreign exchange loss of \$94,793 (2014 - \$952) is a result of the Canadian dollar exchange rate fluctuating against the US dollar and the Peruvian sol during the quarter and the impact on the Company's intercompany loan balances. Other operating expenses were generally in line with the prior period.

Interest income of \$11,952 (2014 - \$Nil) relates to interest earned on the Company's cash investments. Realized gain on derivative instrument represents the gain on settlement of a US\$ 500,000 foreign exchange forward contract. Unrealized gain on derivative instrument of \$245,000 (2014 - \$Nil) represents the unrealized gain on forward exchange contracts for US \$2,500,000.

Summary of Quarterly Results

The following table sets out selected consolidated financial information for each of the eight most recently completed quarters:

<i>Quarters Ended</i>	<i>Revenue \$</i>	<i>Net income (loss) \$</i>	<i>Income (Loss) per share \$</i>
<i>March 31, 2015</i>	Nil	(206,821)	(0.001)
<i>December 31, 2014</i>	Nil	(394,847)	(0.002)
<i>September 30, 2014</i>	Nil	(400,352)	(0.002)
<i>June 30, 2014</i>	Nil	6,293,094	0.027
<i>March 31, 2014</i>	Nil	(362,006)	(0.001)
<i>December 31, 2013</i>	Nil	(271,113)	(0.001)
<i>September 30, 2013</i>	Nil	(575,563)	(0.002)
<i>June 30, 2013</i>	Nil	(485,982)	(0.003)

Liquidity and Capital Resources

The Company's liquid assets at March 31, 2015 were valued at \$4,839,406 (December 31, 2014 - \$5,104,382), consisting of cash of \$4,442,661 (December 31, 2014 - \$4,950,363), marketable securities of \$5,000 (December 31, 2014 - \$5,000), amounts receivable of \$84,145 (December 31, 2014 - \$86,819) and derivative instruments of \$307,600 (December 31, 2014 - \$62,200). Substantially all of the Company's cash is on deposit with Canadian chartered banks or a financial institution controlled by a Canadian chartered bank.

In April 2014, the Company's shareholders approved the sale of the Aguila asset and related exploration camp and storage facilities, and the Company's 50% interest in the Corongo project, to Peñoles for gross proceeds to the Company of US\$7,000,000. The transaction closed on May 8, 2014.

At March 31, 2015, the Company had 6,051,667 warrants outstanding exercisable for gross proceeds of approximately \$605,000. As at the date of this report the exercise prices of the warrants are not "in the money".

During the year ended December 31, 2014 the Company's average monthly cash burn rate, excluding exploration expenditures, amortization, foreign exchange and gain on derivative instruments, was

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approximately \$65,000. For the three months ended March 31, 2015 the average monthly cash burn rate was approximately \$53,200 with the decrease due to various cost reduction measures taken during fiscal 2014 partially offset by costs associated with the sale of the Company's Aguila and Corongo assets. The Company expects the monthly burn rate to be somewhat higher in fiscal 2015 due to costs associated with the Company's plans to start a toll-milling operation. Subject to due diligence and signing a definitive agreement, Duran will invest US\$1.5 million in capital expenditures to design and establish a toll-milling operation in northern Peru, and establish a line of credit for the purpose of general working capital for the start-up.

As a junior exploration stage company, Duran has traditionally relied on equity financings and warrant exercises to fund exploration programs and cover the general working capital requirements of a publicly traded junior resource company. Duran received proceeds of US\$7,000,000 on the sale of its Aguila and Corongo assets in May 2014 and currently has working capital of approximately \$4.7 million. As a result the Company does not anticipate the need to raise capital during fiscal 2015 to cover working capital requirements, fund significant exploration programs, or meet its obligations associated with the Company's plans to start a toll-milling operation.

The Company's ability to raise additional funds and its future performance are largely tied to the health of the financial markets and investor interest in the junior resource sector. Financial markets are currently volatile, and are likely to remain so throughout 2015, reflecting ongoing concerns about the stability of the global economy, sovereign debt levels, global growth prospects and many other factors that might impact the Company's ability to raise additional funds, should it need to.

Off Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

Transaction with Related Parties

Related parties include the Board of Directors, officers, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

The remuneration of key management personnel and directors of the Company for the three months ended March 31, 2015 and 2014 were as follows:

Aggregate cash compensation	2015	2014
Jeffrey Reeder		
CEO, President & Director	\$ 56,250	\$ 56,250
Oscar Pezo Camacho	28,200	24,000
Director and VP		
Daniel Hamilton	32,500	32,500
CFO		
Steve Brunelle	15,000	12,500
Director		
	\$ 131,950	\$ 125,250

In addition to the above the Company paid the following directors fees for the three months ended March 31:

	2015	2014
Joseph Del Campo	\$ 1,750	\$ -
Steve Brunelle	1,750	-
John Thompson	1,750	-
David Prins	1,750	-
	\$ 7,000	\$ -

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Share-based compensation

The Company did not grant any stock options for the three month periods ended March 31, 2015 and 2014.

During the year ended December 31, 2014 the Company issued \$58,000 in promissory notes to the CFO of the Company. As at December 31, 2014 the Company had repaid the promissory notes of \$58,000 and interest of \$2,070.

Critical Accounting Estimates

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

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

- Assets' carrying values and impairment charges
In the determination of carrying values and impairment charges, management looks at the higher of recoverable amount or fair value less costs to sell in the case of assets and at objective evidence, significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.
- Capitalization of exploration and evaluation costs
Management has determined that exploration and evaluation costs incurred during the period have future economic benefits and are economically recoverable. In making this judgement, management has assessed various sources of information including but not limited to the geologic and metallurgic information, history of conversion of mineral deposits to proven and probable mineral reserves, scoping and feasibility studies, proximity of operating facilities, operating management expertise and existing permits.
- Mineral reserve and resource estimates
The figures for mineral reserves and mineral resources are determined in accordance with NI 43-101, "Standards of Disclosure for Mineral Projects", issued by the Canadian Securities Administrators. There are numerous uncertainties inherent in estimating mineral reserves and mineral resources, including many factors beyond the Company's control. Such estimation is a subjective process, and the accuracy of any mineral reserve or mineral resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. Differences between management's assumptions including economic assumptions such as metal prices and market conditions could have a material effect in the future on the Company's financial position and results of operation.
- Impairment of exploration and evaluation assets
While assessing whether any indications of impairment exist for exploration and evaluation assets, consideration is given to both external and internal sources of information. Information the Company considers includes changes in the market, economic and legal environment in which the Company operates that are not within its control that could affect the recoverable amount of exploration and evaluation assets. Internal sources of information include the manner in which

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exploration and evaluation assets are being used or are expected to be used and indications of expected economic performance of the assets. Estimates include but are not limited to estimates of the discounted future after-tax cash flows expected to be derived from the Company's mining properties, costs to sell the properties and the appropriate discount rate. Reductions in metal price forecasts, increases in estimated future costs of production, increases in estimated future capital costs, reductions in the amount of recoverable mineral reserves and mineral resources and/or adverse current economics can result in a write-down of the carrying amounts of the Company's exploration and evaluation assets.

- Estimation of decommissioning and restoration costs and the timing of expenditure
Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.
- Income taxes and recoverability of potential deferred tax assets
In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers whether relevant tax planning opportunities are within the Company's control, are feasible and are within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.
- Share-based payments
Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviours and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

Changes in Accounting Policies

The significant accounting policies are outlined in the consolidated financial statements for the years ended December 31, 2014 and 2013, unless otherwise disclosed. Certain pronouncements were issued by the IAS or the IFRIC that are mandatory for accounting periods on or after January 1, 2015 or later periods. Many are not applicable or do not have significant impact to the Company and have been excluded.

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Accounting standards and interpretations issued but not yet adopted

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after January 1, 2015 or later periods. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IFRS 9 – Financial Instruments (“IFRS 9”) was issued by the IASB in November 2009 with additions in October 2010 and will replace IAS 39 Financial Instruments: Recognition and Measurement (“IAS 39”). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Early adoption is permitted.

Financial Risk Factors

The Company may be exposed to risks of varying degrees of significance that could affect its ability to achieve its strategic objectives. The main objectives of the Company's risk management process are to ensure that risks are properly identified and that the capital base is adequate in relation to those risks. The principal risks to which the Company is exposed are described below. There have been no changes in the risks, objectives, policies and procedures from the previous period.

a) Credit risk management

Credit risk relating to cash and accounts receivable arises from the possibility that any counterparty to an instrument fails to perform. The Company does not feel there is significant counterparty risk that could have an impact on the fair value of cash and cash equivalents and receivables.

b) Liquidity risk

The Company has in place a planning and budgeting process to help determine the funds required to support the Company's normal operating requirements on an ongoing basis and its capital, development and exploration expenditures. The Company ensures that there are sufficient funds to meet its short-term requirements, taking into account its anticipated cash flows from operations and its holdings of cash and cash equivalents.

Cash includes cash on hand and balances with banks. The deposits are primarily held in a Canadian chartered bank or a financial institution controlled by a Canadian chartered bank.

As of March 31, 2015, the Company had a cash balance of \$4,442,661 (December 31, 2014 - \$4,950,363) to settle current accounts payable and accrued liabilities of \$126,233 (December 31, 2014 - \$188,376). The Company's other current assets consist of marketable securities of \$5,000 (December 31, 2014 - \$5,000), amounts receivable of \$84,185 (December 31, 2014 - \$86,819), derivative instruments of \$307,600 (December 31, 2014 - \$62,200) and prepaid expenses and advances of \$34,303 (December 31, 2014 - \$36,767).

c) Market risk

At the present time, the Company does not hold any interest in a mining property that is in production. The Company's viability and potential success depends on its ability to develop, exploit, and generate revenue from the development of mineral deposits. Revenue, cash flow, and profits from any future mining operations in which the Company is involved will be influenced

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by precious and/or base metal prices and by the relationship of such prices to production costs. Such prices can fluctuate widely and are affected by numerous factors beyond the Company's control. The fair value of the Company's marketable securities is also influenced by these factors and is therefore subject to market risk.

A change of plus or minus 5% in Canadian equity prices would affect comprehensive income (loss) by approximately \$500 based on the fair value of marketable securities held at December 31, 2014.

d) Foreign exchange risk

The Company's financings are in Canadian dollars. Certain of the Company's transactions with its subsidiaries are incurred in foreign currencies and are therefore subject to gains or losses due to fluctuations in exchange rates.

As at March 31, 2015, the Company had cash balances of \$49,281 (US\$34,288) (December 31, 2014 - \$473,619 (US\$410,907)) in U.S. dollars and accounts payable of \$76,872 (S/.233,452) (December 31, 2014 – \$91,000 (S/.233,452)) in Peruvian Nuevo Soles.

The objective of the Company's foreign exchange risk management activities is to minimize transaction exposure associated with the Company's foreign currency denominated cash balances. The Company utilizes foreign exchange forward contracts to manage foreign exchange risks from time to time, at the determination of management.

e) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The majority of the Company's cash and cash equivalents balances earn interest at fixed rates over the next three to twelve months. It is management's opinion that the Company is not exposed to significant interest rate risk. The Company has no interest bearing debt.

A sensitivity analysis has determined that an interest rate fluctuation of 1% would not have resulted in significant fluctuation in the interest income during the three months ended March 31, 2015.

f) Fair value of financial assets and liabilities

The book values of the cash, marketable securities, accounts receivable and accounts payable and accrued liabilities, approximate their respective fair values due to the short-term nature of these instruments. The fair values together with the carrying amounts shown in the balance sheet are as follows:

	Carrying amount	Fair Value	Carrying amount	Fair Value
	As at March 31, 2015		As at December 31, 2014	
	\$	\$	\$	\$
Cash and cash equivalents	4,442,661	4,442,661	4,950,363	4,950,363
Marketable securities	5,000	5,000	5,000	5,000
Amounts receivable	84,145	84,145	86,819	86,819
Derivative instruments	307,600	307,600	62,200	62,200
Accounts payable and accrued liabilities	(126,233)	(126,233)	(188,376)	(188,376)

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Other MD&A Requirements

<u>Capital Stock</u>	
Balance, December 31, 2013	234,331,435
Share cancellation	<u>(181,565)</u>
Balance, December 31, 2014 and May 26, 2015	<u>234,149,870</u>
<u>Stock Options</u>	
Balance, December 31, 2013	17,995,000
Expired/terminated	<u>(3,995,000)</u>
Balance, December 31, 2014	14,000,000
Expired/terminated	<u>(2,200,000)</u>
Balance, May 26, 2015	<u>11,800,000</u>
<u>Warrants</u>	
Balance, December 31, 2013	11,051,667
Expired	<u>(2,500,000)</u>
Balance, December 30, 2014	8,551,667
Expired	<u>(2,500,000)</u>
Balance, May 26, 2015	<u>6,051,667</u>
<u>Fully Diluted as at May 26, 2015</u>	
Capital Stock	234,149,870
Stock Options	11,800,000
Warrants	<u>6,051,667</u>
Total	<u>252,001,537</u>

Disclosure Of Internal Controls

Management has established processes which are in place to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements; and (ii) the consolidated financial statements fairly present all material respects the financial condition, results of the operations and cash flows of the Company, as of the date of and for the periods presented by the consolidated financial statements.

In contrast to the certificate required under National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings (NI 52-109), the Company utilizes the Venture Issuer Basic Certificate which does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing the Certificate are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP. The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

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Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Shareholders Rights Plan

A Shareholders Rights Plan Agreement ("SRP") between Duran Ventures Inc. and Equity Financial Trust Company was re-approved by shareholders at the Company's Annual and Special Meeting on June 25, 2014.

Risks and Uncertainties

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Only investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment should undertake such 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.

At the present time, the Company does not hold any interest in a mining property in production. The Company's viability and potential successes lie in its ability to develop, exploit and generate revenue out of mineral deposits. Revenues, profitability and cash flow from any future mining operations involving the Company will be influenced by precious and/or base metal prices and by the relationship of such prices to production costs. Such prices have fluctuated widely and are affected by numerous factors beyond the Company's control.

The Company has limited financial resources and there is no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfill its obligations under applicable agreements. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the property interests of the Company, with the possible dilution or loss of such interests.

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations of metal prices, the proximity and capacity of milling facilities, mineral markets, processing reagents and equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environment protection, the combination of which factors may result in the Company not receiving an adequate return on investment capital.

Operating in a Foreign Country Usually Involves Uncertainties Relating to Political and Economic Matters

Peru, where the Company's principle foreign mineral properties are located is considered by the Company to be a mining friendly country. However, any change of government may result in changes to government legislation and policy, which may include changes that impact the Company's ownership of and its ability to continue exploration and, possibly, the development of its properties. Further, changes in the government may result in political and economic uncertainty, which may cause the

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Company to delay its exploration and, possibly, its development activities or they may decrease the willingness of investors to provide financing to the Company. Accordingly, changes in legislation and policy could result in increased costs to explore and develop the Company's projects and could require the Company to delay or suspend these activities.

Exploration and Development Efforts May Not Be Successful

There is no certainty that the expenditures to be made by the Company in the exploration of its properties as described herein will result in the discovery of mineralized material in commercial quantities. Most exploration projects do not result in the discovery of commercially mineable ore deposits and no assurance can be given that any particular level of recovery of ore reserves will in fact be realized or that any identified mineral deposit will ever qualify as a commercially mineable (or viable) ore body which can be legally and economically exploited. Estimates of reserves, mineral deposits and production costs can also be affected by such factors as environmental permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of ore ultimately mined may differ from that indicated by drilling results. Short term factors relating to ore reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on mining operations and on the results of operations. There can be no assurance that minerals recovered in small scale tests will be duplicated in large scale tests under on-site conditions or in production scale. Material changes in ore reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

Lack of Cash Flow

None of the Company's properties have advanced to the commercial production stage and the Company has no history of earnings or cash flow from operations. The Company does not expect to generate material revenue from mining operations or to achieve self-sustaining commercial mining operations for several years. The Company has paid no dividends on its shares since inception and does not anticipate doing so in the foreseeable future. Historically, the only source of funds available to the Company is through the sale of its securities or exploration properties. Future additional equity financing would cause dilution to current shareholders.

No Proven Reserves

The properties in which the Company has an interest or the right to earn an interest are in the exploratory stage only and are without a known body of ore in commercial production.

No Guarantee of Clear Title to Mineral Properties

While the Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties and properties in which it has the right to acquire or earn an interest are in good standing, this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects.

Uncertainty of Obtaining Additional Funding Requirements

Programs planned by the Company may necessitate additional funding, which could cause a dilution of the value of the investment of the shareholders of the Company. The recuperation value of mining properties indicated in the balance sheet depends on the discovery of mineralization that can be profitably exploited and on the Company's capacity to obtain additional funds in order to realize these programs. The Company's exploration activities can therefore be interrupted at any moment if the Company is incapable of obtaining the necessary funds in order to continue any additional activities that are necessary and that are not described in the exploration programs outlined in the Company's geological report for its properties.

Mineral Prices May Not Support Corporate Profit

The mining industry in general is intensely competitive and there is no assurance that, even if commercial quantities of mineral resources are developed, a profitable market will exist for the sale of

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same. Factors beyond the control of the Company may affect the marketability of any substances discovered. The price of minerals is volatile over short periods of time, and is affected by numerous factors beyond the control of the Company, including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining techniques.

Competition

The mining industry is intensively competitive in all its phases. The Company competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral interests as well as for the recruitment and retention of qualified employees.

Environmental Regulations

The current and future operations of the Company, including further exploration, development activities and commencement of production on its properties, require permits from various Provincial, Federal and State governmental authorities.

Such operations are subject to various laws governing land use, the protection of the environment, production, exports, taxes, labor standards, occupational health, waste disposal, toxic substances mine safety and other matters. There can be no assurance, however, that all permits which the Company may require for construction of mining facilities and conduct of mining operations will be obtainable on reasonable terms. Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties. Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions there under, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions.

Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violation of applicable laws or regulations.

Uncertainty of Reserves and Mineralization Estimates

There are numerous uncertainties inherent in estimating proven and probable reserves and mineralization, including many factors beyond the control of the Company. The estimation of reserves and mineralization is a subjective process and the accuracy of any such estimates is a function of the quality of available data and of engineering and geological interpretation and judgment. Results of drilling, metallurgical testing and production and the evaluation of mine plans subsequent to the date of any estimate may justify revision of such estimates. No assurances can be given that the volume and grade of reserves recovered and rates of production will not be less than anticipated. Assumptions about prices are subject to greater uncertainty and metal prices have fluctuated widely in the past. Declines in the market price of base or precious metals also may render reserves or mineralization containing relatively lower grades of ore uneconomic to exploit. Changes in operating and capital costs and other factors including, but not limited to, short-term operating factors such as the need for sequential development of ore bodies and the processing of new or different ore grades, may materially and adversely affect reserves.

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Operating Hazards and Risks Associated with the Mining Industry

Mining operations generally involve a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Hazards such as unusual or unexpected formations and other conditions are involved. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of precious and base metals, any of which could result in work stoppages, damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage. The Company may become subject to liability for cave-ins and other hazards for which it cannot insure or against which it may elect not to insure where premium costs are disproportionate to the Company's perception of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for exploration activities.

The Ability to Manage Growth

Should the Company be successful in its efforts to develop its mineral properties or to raise capital for other mining ventures it will experience significant growth in operations. If this occurs management anticipated that additional expansion will be required in order to continue development. Any expansion of the Company's business would place further demands on its management, operational capacity and financial resources. The failure to manage growth effectively could have a material adverse effect on the Company's business, financial condition and results of operations.

Lack of Dividend Policy

The Company does not presently intend to pay cash dividends in the foreseeable future, as any earnings are expected to be retained for use in developing and expanding its business. However, the actual amount of dividends received from the Company will remain subject to the discretion of the Company's Board of Directors and will depend on results of operations, cash requirements and future prospects of the Company and other factors.

Possible Dilution to Present and Prospective Shareholders

The Company's plan of operation, in part, contemplates the accomplishment of business negotiations by the issuance of cash, securities of the Company, or a combination of the two, and possibly, incurring debt. Any transaction involving the issuance of previously authorized but unissued common shares, or securities convertible into common shares, would result in dilution, possibly substantial, to present and prospective holders of common shares.

Dependence of Key Personnel

The Company strongly depends on the business and technical expertise of its management and key personnel. There is little possibility that this dependence will decrease in the near term. As the Company's operations expand, additional general management resources will be required, especially since the Company encounters risks that are inherent in doing business in several countries.

Conflict of Interest

Certain directors of the Company are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board of Directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

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Lack of Trading

The lack of trading volume of the Company's shares reduces the liquidity of an investment in the Company's shares.

Volatility of Share Price

Market prices for shares of early stage companies are often volatile. Factors such as announcements of mineral discoveries, financial results, and other factors could have a significant effect on the price of the Company's shares.

Commitments

Lease agreements

The Company has a lease agreement for office space expiring on May 31, 2016. Annual lease payments, before sub-lease revenue, are approximately \$136,000. Effective December 1, 2013, the Company entered into an agreement to sublease this office space for annual lease payments receivable of approximately \$125,200, expiring on May 31, 2016. Effective December 1, 2013 the Company entered into an agreement to sub-lease additional office space expiring on July 30, 2016. The annual lease payments, before sub-lease income, are approximately \$48,000.

Management contracts

Effective January 1, 2015, the Company entered into certain management and consulting contracts. Minimum annual commitments under the agreements are approximately \$415,000. These contracts also require that additional payments of up to \$1,055,000 be made upon the occurrence of certain events such as a change of control. As a triggering event has not taken place, the contingent payments have not been reflected in these consolidated financial statements.

Environmental matters

The Company's exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

Legal Proceedings

The Company is, from time to time, involved in various claims and legal proceedings. The Company cannot reasonably predict the likelihood or outcome of these activities. The Company does not believe that adverse decisions in any pending or threatened proceedings related to any matter, or any amount which may be required to be paid by reasons thereof, will have a material effect on the financial condition or future results of operations. As at December 31, 2014, the Company was not aware of any claims or legal proceedings against it and as a result no amounts have been accrued related to such matters.

Subsequent Events

No material events occurred after March 31, 2015.

Additional disclosure of the Company's technical reports, material changes reports, news releases and other information can be obtained on SEDAR.