

**GOLD REACH RESOURCES LTD.**  
**Management Discussion and Analysis**  
**For the Three Months Ended June 30, 2015**

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This Management's Discussion and Analysis ("MD&A") for Gold Reach Resources Ltd. (the "Company" or "GRV") has been prepared by management dated August 14, 2015 and provides information on the Company's operations for the three months June 30, 2015 and to the date of this report. This discussion and analysis should be read in conjunction with the Unaudited Condensed Consolidated Financial Statements for the Three Months Ended June 30, 2015 and the Audited Consolidated Financial Statements for the year ended March 31, 2015.

**Business of the Company**

The Company was incorporated in November 1965 and is engaged in the exploration and development of mineral properties hosting copper, gold, silver and molybdenum prospects located in central British Columbia. The Company continues to evaluate acquisition of additional mineral interests in Canada.

**Overall Performance**

**EXPLORATION – OOTSA PROPERTY**

The Company presently owns 72,538 hectares comprised of 120 claims in its Ootsa Property which contains the Seel and Ox deposits.

2014 Ootsa Exploration Program

**Highlights from the 2014 West Seel Drill Program**

<b>Drill Hole</b>	<b>From (m)</b>	<b>To (m)</b>	<b>Width (m)*</b>	<b>Cu %</b>	<b>Au g/t</b>	<b>Ag g/t</b>	<b>Mo %</b>	<b>Cu Eq.%**</b>
S14-200	324.0	531.0	207.0	0.31	0.24	4.45	0.034	0.65
including	366.0	439.0	73.0	0.45	0.31	6.32	0.059	0.96
S14-201	76.0	828.0	752.0	0.20	0.10	3.22	0.027	0.41
S14-208	283.0	591.0	308.0	0.28	0.26	3.50	0.046	0.68
including	431.0	591.0	160.0	0.38	0.41	4.29	0.056	0.93
including	485.0	537.0	52.0	0.44	0.64	5.58	0.067	1.21
S14-210	199.0	867 EOH	668.0	0.28	0.17	3.34	0.033	0.56
including	361.0	533.0	172.0	0.39	0.29	4.99	0.062	0.89
including	361.0	415.0	54.0	0.47	0.38	6.89	0.047	0.98
and	483.0	517.0	34.0	0.48	0.36	5.45	0.058	1.01

\*Width refers to drill hole intercepts, true widths have not been determined. EOH = end of hole.

\*\*Cu Eq. (copper equivalent) has been used to express the combined value of copper, molybdenum, gold and silver as a percentage of copper, and is provided for illustrative purposes only. No allowances have been made for recovery losses that may occur should mining eventually result. Calculations use metal prices of US \$2.50/lb copper, \$1200/oz gold, \$15 silver, and \$10/lb molybdenum using the formula  $Cu Eq. \% = Cu \% + (Au \text{ g/t} \times 0.701) + (Ag \text{ g/t} \times 0.0087) + (Mo \% \times 4.01)$ .

Numerous higher grade intervals of mineralization over significant widths have been intersected during the 2014 program as summarized in the table above. These include 73 metres of 0.96% copper equivalent in hole S14-200, 160 metres of 0.93% copper equivalent in hole S14-208, and 172 metres of 0.89%

**GOLD REACH RESOURCES LTD.**  
**Management Discussion and Analysis**  
**For the Three Months Ended June 30, 2015**

---

copper equivalent in hole S14-210. In addition large and continuous intervals of mineralization have been intersected including 752 metres of 0.41% copper equivalent in hole S14-201 and 668 metres of 0.56% copper equivalent in hole S14-210.

At the end of the 2014 drilling program 9 short holes (ER14-01 to ER14-09) were drilled testing 3 separate silver base-metal vein targets located several kilometres east of the Seel deposit. This drilling did not intersect any potential ore grade zones, however, several anomalous intervals were encountered and the holes have provided valuable geologic information to help advance exploration targeting in the areas. Anomalous intervals include hole ER14-03 at the Blackjack target which intersected 2 metres with vein mineralization grading 13 g/t silver, 0.5% lead, and >1% zinc from 158 to 160 metres depth. Holes ER14-04 to 09 were all drilled at East Damascus targeting a large soil geochemical anomaly coincident with a prominent fault zone. Drilling at East Damascus intersected large continuous zones of highly altered rock and confirmed the presence of a significant fault zone. All of the holes encountered patchy zones of anomalous gold including 0.68 g/t gold over 2 metres in hole ER14-08 and 9.2 metres grading 0.27 g/t gold in hole ER14-08. Hole ER14-08 also intersected 22 metres of 0.24% zinc. The presence of anomalous gold associated with the large alteration zone at East Damascus opens up the possibility for new bulk minable gold targets in the area.

2,441 soil samples were taken during 2014 and added to an existing database now totaling 9,479 soil samples from the Ootsa property. Several new exploration targets have been identified and will be followed up in 2015. A preliminary field reconnaissance Archeological study has been completed around the Damascus and Ox zones, preliminary base line water sampling and an aquatic-wildlife survey have been conducted.

#### 2015 Ootsa Exploration Program

A 2015 exploration program focused on expanding and better defining near surface zones of mineralization at Ox and East and West Seel, along with select engineering, metallurgy, and environmental studies is being planning but has not yet been funded or initiated. This program is anticipated to include approximately 3000 to 6000 metres of drilling, and assuming funding is obtained, could start as late as early October.

#### AURO PROPERTY

The Company retains a 2% net smelter return royalty on the Auro and Auro South properties and New Gold Inc. has committed to spend Cdn. \$1,500,000 on exploration expenditures on the Claims over the next 3 years spanning the Calendar years 2012 through 2014. New Gold has completed its required spending commitment on the Auro claims.

#### MINERAL PROPERTIES – Ootsa

The Company owns a 100% interest in the Ootsa property, located in central British Columbia, comprised of 120 mineral claims totalling 72,538 hectares of which 104 claims were acquired by staking and 16 claims acquired by purchase or option agreements.

Details of this property interest are as follows:

**GOLD REACH RESOURCES LTD.**  
**Management Discussion and Analysis**  
**For the Three Months Ended June 30, 2015**

---

- 14 claims totalling 575 hectares, known as the Ox claims, are subject to a 2% Net Smelter Returns (“NSR”) royalty. The purchase agreement with the vendor, Silver Standard Resources Inc., (“Silver”) entitles the Company to purchase 50% of the 2% NSR from Silver at any time by the payment to Silver of \$500,000. The Company may purchase the remaining 1% NSR at any time by payment to Silver of an additional \$1,000,000. There is an associated Area of Interest with these claims, defined as the area lying within a distance of one kilometre from the external boundaries of the claims.
- There are four claims totalling 3,028 hectares, known as the Seel claims, which are subject to a 1% NSR. The Company is entitled at any time to purchase 50% of this 1% NSR for \$1,000,000.
- Two additional claims known as the Swing claims (the “Captain Mine”) totalling 384 hectares were purchased in March 2014 in consideration of 25,000 common shares of the Company at a market value of \$0.91 per common share, subject to a 2% NSR. The purchase agreement with the vendor entitles the Company to purchase 50% of the 2% NSR from the vendor at any time by the payment to the vendor of \$500,000 or the Company may purchase the entire 2% NSR at any time by payment to the vendor of \$1,000,000.
- The Troitsa Peak claim totalling 211 hectares was purchased in November 2014 for total consideration of \$5,000 cash and 10,000 common shares of the Company. This claim is subject to a 1% NSR, half of which can be bought back at any time by the Company for \$500,000.
- In October 2014 through April 2015, the Company staked 14 additional contiguous claims totalling 3,698 hectares.

The technical content in this MD&A has been reviewed and verified by Dr. Shane Ebert, a qualified person, as defined by National Instrument 43-101. Dr. Ebert is also a director and Vice President of Exploration of the Company.

**GOLD REACH RESOURCES LTD.**  
**Management Discussion and Analysis**  
**For the Three Months Ended June 30, 2015**

Ootsa mineral property costs for the three months ended June 30, 2015 and for the year ended March 31, 2015 are:

	<b>For the three months ended June 30, 2015</b>	<b>For the year ended March 31, 2015</b>
Property acquisition costs:		
Balance, beginning of the period	\$ 1,145,566	\$ 1,129,693
Cash costs	1,470	13,473
Shares issued	-	2,400
Balance, end of the year	1,147,036	1,145,566
Deferred exploration and evaluation costs:		
Balance, beginning of the period	19,856,675	18,416,684
Incurred during the period:		
Drilling, blasting and trenching	-	948,131
Barge	180	16,840
Geology	39,965	143,859
Geophysics	-	3,288
Consulting fees – First Nations	-	28,000
Field costs	2,252	271,927
Reclamation bonding	-	7,500
Travel	-	1,301
Assaying	-	102,190
Camp costs	937	79,345
Fuel	389	89,493
Insurance	-	4,306
BC tax credit refunds	(35,712)	(449,558)
Wages and related expenses (Note 8)	1,217	193,369
Total expenditures during the period	9,228	1,439,991
Balance, end of the period	19,865,903	19,856,675
Total deferred costs, end of the period	\$ 21,012,939	\$ 21,002,241

**GOLD REACH RESOURCES LTD.**  
**Management Discussion and Analysis**  
**For the Three Months Ended June 30, 2015**

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**Financial Condition, Results of Operations and Cash Flows**

The Company's working capital as at June 30, 2015 was \$784,998 (March 31, 2015 – \$814,737).

**Selected Quarterly Information**

The following table provides selected financial information of the Company for each of the last eight quarters:

<b>Basis of presentation</b>	<b>IFRS</b>							
<b>Quarter ended:</b>	<b>Jun 30-2015</b>	<b>Mar 31-2015</b>	<b>Dec 31-2014</b>	<b>Sep 30-2014</b>	<b>Jun 30-2014</b>	<b>Mar 31-2014</b>	<b>Dec 31-2013</b>	<b>Sep 30-2013</b>
Income (Loss)	(\$426,840)	(\$226,048)	(\$207,939)	(\$406,196)	(\$398,823)	\$103,142	(\$617,270)	(\$404,230)
Income (Loss) per share: basic	(\$0.01)	(\$0.01)	(\$0.01)	(\$0.02)	(\$0.01)	(\$0.09)	(\$0.01)	(\$0.01)
Weighted average of shares issued	37,643,881	36,403,128	36,578,025	36,399,923	36,649,989	35,576,090	33,914,238	31,840,388
Total Assets	\$22,087,193	\$21,972,844	\$22,149,712	\$23,417,582	\$23,948,449	\$22,389,727	\$23,582,604	\$21,811,298
Long-Term Liabilities	\$Nil							

**Results for the 1st Quarter Ended June 30, 2015**

During the three months ended June 30, 2015 the Company's administrative expenditures were \$536,788 (2014 – \$398,823) and included share based payments of \$72,984 (2014 - \$137,807), management costs of \$166,995 (2014 - \$108,924), professional fees of \$53,909 (2014 – \$65,029), travel and promotion costs of \$97,146 (2014 – \$20,259) and investor relations of \$99,949 (2014 - \$26,612). All comparative amounts refer to the three months ended June 30, 2014.

**Liquidity and Capital Resources**

As an exploration stage company, the Company's liquidity position decreases as mineral exploration and evaluation expenditures plus administrative expenses are incurred. To mitigate this liquidity risk, the Company budgets both exploration and administrative expenditures and closely monitors its liquidity position. The Company's cash position as at June 30, 2014 was \$537,396 (March 31, 2015 - \$814,737).

In May 2015 the Company closed a non-brokered flow through private placement and issued 2,050,000 common shares to raise gross proceeds of \$512,500.

In late July 2015 the Company received the full payment plus interest from the Canada Revenue Agency of \$335,730 for the BCMETC claim filed by the Company with respect to the year ended March 31, 2015.

The Company intends, if possible, to raise further financing by way of equity issuances, applying for refundable tax credits or private loans in order to meet its exploration and working capital requirements as and when needed.

**GOLD REACH RESOURCES LTD.**  
**Management Discussion and Analysis**  
**For the Three Months Ended June 30, 2015**

---

During the three months ended June 30, 2015 there were no exercises of any stock options or any exercises of share purchase warrants.

**FINANCIAL INSTRUMENTS, MANAGEMENT OF CAPITAL AND FINANCIAL RISK**

All financial instruments are included on the Company's balance sheet and measured at either fair value or amortized cost.

The Company's financial assets consist of cash and cash equivalents and amounts receivable, which are designated as loans and receivables and measured at amortized cost.

The Company's financial liabilities consist of accounts payable and accrued liabilities and due to related parties, which are designated as other financial liabilities and measured at amortized cost.

The carrying values of the Company's financial instruments measured at amortized costs approximate their fair values due to their short-term nature.

The capital of the Company consists of shareholders' equity - \$20,967,596 (March 31, 2015 - \$20,817,244).

The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. There were no changes in the Company's approach to capital management during the year.

The Company is not subject to any externally imposed capital requirements. The Company relies on capital markets to support continued growth.

**Share Data**

As at August 14, 2015 the Company had 38,635,090 common shares issued and outstanding, 3,813,509 options issued and outstanding, 2,819,500 share purchase warrants issued and outstanding, 79,920 finders' warrants issued and outstanding resulting in a fully diluted shares position of 45,348,019 shares.

On July 13, 2015 95,000 stock options expired unexercised and on July 10, 2015 an additional 145,000 stock options were granted exercisable at any time prior to July 12, 2020 with an exercise price of \$0.19 per share.

**GOLD REACH RESOURCES LTD.**  
**Management Discussion and Analysis**  
**For the Three Months Ended June 30, 2015**

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**Related Party Transactions**

The Company incurred the following transactions with companies controlled by directors of the Company:

	<b>For the three months ended June 30,</b>	
	<b>2015</b>	<b>2014</b>
Directors fees	\$ -	\$ 6,000
Professional fees - administration	17,175	8,100
Management and administration	126,301	79,500
	\$ 143,476	\$ 93,600

Key management personnel compensation:

	<b>For the three months ended June 30,</b>	
	<b>2015</b>	<b>2014</b>
Management fees	\$ 143,476	\$ 93,600

Key management personnel compensation comprised of:

	<b>For the three months ended June 30,</b>	
	<b>2015</b>	<b>2014</b>
Short term employee benefits	\$ 143,476	\$ 93,600
Share-based payments	72,984	34,213
	\$ 216,460	\$ 127,813

The above transactions, occurring in the normal course of operations, are measured at the exchange amount which is the amount of consideration established and agreed to by the related parties.

In July 2015 the Company appointed one new director to the board. At that time 100,000 stock options were granted to the new director exercisable at any time prior to July 12, 2020 with an exercise price of \$0.19 per common share. An additional 45,000 stock options were granted to an existing director on the same exercise price and expiry date.

**GOLD REACH RESOURCES LTD.**  
**Management Discussion and Analysis**  
**For the Three Months Ended June 30, 2015**

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**Off-Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements and does not contemplate such arrangements in the foreseeable future. There are no contingent liabilities.

**Critical Accounting Estimates**

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only, or in the period of the change and future periods, if the change affects both.

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

a) Exploration and Evaluation Expenditures

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available.

b) Title to Mineral Property Interests

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

c) Income Taxes

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same entity against which the unused tax losses can be utilized.

However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

The key estimates applied in the preparation of the consolidated financial statements that could result in a material adjustment to the carrying amounts of assets and liabilities are as follows:

**GOLD REACH RESOURCES LTD.**  
**Management Discussion and Analysis**  
**For the Three Months Ended June 30, 2015**

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d) British Columbia Mining Exploration Tax Credit (“BCMETC”) Claim

The Company has estimated the amount of the BCMETC claim to be receivable on a discounted basis under the assumption that the Company will receive a portion of the BCMETC claim that is similar to the portion of the claims received as a refund in previous years. In late July 2014 the Company received a full refund of \$1,849,559 being the entire BCMETC claim for the year ended March 31, 2014. In late July 2015 the Company received \$335,730 being the entire BCMETC claim including interest related to the year ended March 31, 2015. The Company remains eligible for additional annual BCMETC refunds in the coming years based on their qualified costs for each applicable period.

**New Standards, Interpretations and Amendments**

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. These new standards, interpretations and amendments, which have not been yet been applied are included in the Unaudited Condensed Consolidation Interim Financial Statements for the three months ended June 30, 2015.

**Disclosure Controls and Procedures**

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer’s Annual and Interim Filings) (“NI 52-109”) the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the audited consolidated financial statements and this accompanying interim MD&A (together the “Interim Filings”).

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with respect to the Annual and Interim Filings on SEDAR at [www.sedar.com](http://www.sedar.com).

**Disclosure for Venture Issuers without Significant Revenue**

Consistent with other junior companies in the mineral exploration industry, the Company has no source of operating revenue. The Company’s Audited Consolidated Financial Statements for the Year ended March 31, 2015 provide a breakdown of the general and administrative expenses for the period under review and an analysis of the capitalized and expensed exploration and evaluation incurred on its mineral properties.

**Forward-Looking Information**

This MD&A contains certain forward-looking statements and information relating to the Company that is based on the beliefs of its management as well as assumptions made by and information currently available to the Company. When used in this document, the words “anticipate”, “believe”, “estimate”, “expect” and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, amongst other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued exploration of the Company’s properties. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks, uncertainties, and assumptions. Many factors could cause the actual results, performance or

**GOLD REACH RESOURCES LTD.**  
**Management Discussion and Analysis**  
**For the Three Months Ended June 30, 2015**

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achievements of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Aside from factors identified in the interim MD&A, additional, important factors, if any, are identified here.

**Risks and Uncertainties**

**Early Stage – Need for Additional Funds**

The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to such enterprises, including undercapitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investments and the likelihood of success must be considered in light of its early stage of operations.

The Company has no source of operating cash flow and no assurance that additional funding will be available to it for further exploration and development of its projects when required.

Although the Company has been successful in the past in obtaining financing through the sale of equity securities or joint ventures, 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 the delay or indefinite postponement of further exploration and development of its properties.

**Exploration and Evaluation**

Exploration for minerals is a speculative venture involving substantial risk. There is no certainty that the expenditures made by the Company and/or its subsidiary will result in discoveries of commercial mineral reserves.

Mining and development risk always accompany anticipated rewards, and uncertainties always exist where mineral properties are concerned. Uncertainties include the size, grade and recovery of a natural occurring mineral deposit. Although exploration and development efforts can outline a mineral deposit with a degree of certainty, ultimate grade and tonnages are never fully known until mining has been completed.

Metal and prices are also a significant factor in the development decision for a mineral property, as a mine may not be economically feasible in a period of depressed prices. Factors, beyond the control of The Company may affect the marketability of any minerals discovered. Pricing is affected by numerous factors such as international economic and political trends, global or regional consumption and demand patterns, and increased production by current producers.

**Operating Hazards and Risks**

Mining operations involve many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to

**GOLD REACH RESOURCES LTD.**  
**Management Discussion and Analysis**  
**For the Three Months Ended June 30, 2015**

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exploration, development and production metals, any of which could result in 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.

Title Risks

Although the Company has exercised the usual due diligence with respect to determining title to properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned.

Environmental Regulations, Permits and Licences

The Company's operations are subject to various laws and regulations governing the protection of the environment, exploration, development, production, taxes, labour standards, occupational health, waste disposal, safety and other matters. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in impositions of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a direction of stricter standards, and enforcement, and higher fines and penalties for non-responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. The Company intends to fully comply with all environmental regulations.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions, 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 mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

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 of the Company and cause increases in capital expenditures or productions costs or reduction in levels of productions at producing properties or requirements abandonment or delays in development of new mining properties.

Competition and Agreements with Other Parties

The mining industry is intensely competitive in all its phases. The Company competes with other companies that have greater financial resources and technical capacity. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future.

The Company may, in the future, be unable to meet its share costs incurred under agreements to which it is a party and it may have its interest in the properties subject to such agreements reduced as a result. Also, if other parties to such agreements do not meet their share of such costs, the Company may not be able to finance the expenditures required to complete recommended programs.

**GOLD REACH RESOURCES LTD.**  
**Management Discussion and Analysis**  
**For the Three Months Ended June 30, 2015**

---

Price Volatility of Public Stock

In recent years securities markets have experienced extremes in price and volume volatility. The market price of securities of many early stage companies, among others, have experienced fluctuations in price which may not necessarily be related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any market for the Company's shares will be subject to market trends generally and the value of the Company's shares on the TSX Venture Exchange may be affected by such volatility.

Economic Conditions

Unfavourable economic conditions may negatively impact the Company's financial viability as a result of increased financing costs and limited access to capital markets.

Dependence on Management

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

Conflicts of Interest

The Company's directors and officers may serve as directors and officers, or may be associated with other reporting companies or have significant shareholding in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, the Company will follow the provisions of the Business Corporations Act ("Corporations Act") in dealing with conflicts of interest. These provisions state that where a director/officer has such a conflict, the director must arrange a meeting of the board to disclose his interest and must refrain from voting on the matter unless otherwise permitted by the Corporations Act. In accordance with the laws of the Province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith and in the best interests of the Company.

Approval

The Audit Committee has reviewed and approved the disclosure included in this MD&A. A copy of the interim and annual MD&A's will be provided to anyone who requests it. Additional Information relating to the Company can be found at the Company's website [www.goldreachresources.com](http://www.goldreachresources.com) or [www.sedar.com](http://www.sedar.com).