The following discussion and analysis of the financial condition and results of operations of Leagold Mining Corporation. ("Leagold" or the "Company")(formerly HTI Ventures Corp.) should be read in conjunction with the Company's audited financial statements for the 15-month period ended December 31, 2016 and the year ended September 30, 2015, and the related notes thereto, which have been prepared in accordance with International Financial Reporting Standards ("IFRS").

All monetary amounts are in United States dollars unless otherwise specified.

This Management's Discussion and Analysis is prepared as of March 31, 2017. Additional information regarding the Company is available on SEDAR at www.sedar.com.

Description of Business

The Company is incorporated under the laws of British Columbia and was publicly listed on the NEX board of the TSX Venture Exchange (TSX-V:LMC.H). On February 9, 2017, the Company's listing was transferred from the NEX board of the TSX Venture Exchange to the TSX Venture Exchange (TSX-V:LMC). The address of the Company's registered and records office is 2900 – 550 Burrard Street, Vancouver, British Columbia, V6C 0A3 and its executive office is 3123-595 Burrard Street, Vancouver, British Columbia, V7X 1J1. The Company's principal business activity is currently the acquisition of gold mining operations and advanced-stage development projects.

On August 31, 2016, the Company changed its name to Leagold Mining Corporation, to reflect its new focus on opportunities in the gold mining sector. The Company also changed its year end from September 30 to December 31, to prepare for improved comparability with its gold sector peers.

Los Filos - Share Purchase Agreement

On January 12, 2017, the Company announced that it entered into the Share Purchase Agreement with Goldcorp to acquire the Los Filos Gold Mine in Guerrero State, Mexico for $350 million (the "Acquisition") through the purchase of Goldcorp's indirect subsidiaries: Desarollos Mineros San Luis S.A. de C.V. ("DMSL"), Exploradora de Yacimientos Los Filos S.A. de C.V. ("Exploradora") and Minera Thesalia, S.A. de C.V. ("Minera")(collectively, "Los Filos"). The purchase price is made up of $279 million in cash and $71 million in common shares of Leagold. Leagold has also agreed to distribute to Goldcorp the VAT receivable amount in DMSL that is outstanding as of the Acquisition completion date, as and when these amounts are received from the Mexican tax authorities. Based on Leagold's transaction financing plan, Goldcorp is expected to become a major shareholder of Leagold and have the right to nominate a director to Leagold's Board upon completion of the Acquisition.

On February 27, 2017, the Company executed a non-binding term sheet dated February 23, 2017 (the "Term Sheet") with Orion Resources Partners ("Orion") pursuant to which a fund managed by Orion will provide to the Company $200 million in cash through a senior secured loan facility in the principal amount of $150 million and an equity private placement of $50 million. The net proceeds will be used to fund a portion of the purchase price to acquire Los Filos from Goldcorp.

On March 8, 2017, the Company announced the completion of an offering of 63,640,000 subscription receipts ("Subscription Receipt Offering") at an issue price of C$2.75 per subscription receipt for gross proceeds of CAD$175 million. Each Subscription Receipt will entitle the holder thereof to receive one common share of Leagold for no additional consideration, subject to certain escrow conditions. The net proceeds of the Subscription Receipt Offering will be used to fund a portion of the purchase price to acquire Los Filos from Goldcorp, and will be held in escrow pending completion of the Acquisition.

In connection with the Acquisition, on March 8, 2017, the outstanding common shares of the Company have been consolidated on the basis of one post-consolidation Common Share for every 5 pre-consolidation Common Shares.

Further details of the Acquisition can be found in the Final Prospectus ("Prospectus") and Technical Report available on SEDAR at www.sedar.com.

Corporate Strategy and Outlook

Leagold's corporate strategy is to identify and acquire from senior and intermediate sized mining companies operating gold mines, mine projects nearing the construction stage and attractive development stage projects within Latin America that can be consolidated regionally. This involves targeting medium-sized dislocated or non-core gold assets in Latin America with attractive values, upside potential from optimization, project de-risking and exploration possibilities. Leagold's corporate strategy leverages the experience of Leagold's management team in acquiring, operating and building gold mines and benefits from the long history and strong relationships of the Company's Board of Directors in Latin America.

Leagold's corporate strategy is also focused on targeting assets with existing or near-term cash flow to provide an operating base from which to grow and supplement producing or near-producing assets within a portfolio of high-quality development assets. This strategy has the potential to allow Leagold to leverage scale and local expertise to optimize and further develop assets within its portfolio. Leagold aims to maintain a strong balance sheet with conservative leverage ratios and tight controls for operating budgets and capital expenditures. Leagold's management team intends to run Leagold on a low pro-forma gearing basis by maintaining reasonable debt levels.

Corporate Highlights

On June 15, 2016, the Company approved a share stock split of its outstanding common shares that was implemented by way of a stock dividend whereby shareholders received one-half of one common share for each common share held.

The record date for the stock dividend was June 23, 2016, and the payment date was June 28, 2016. Upon completion of the stock split, there were 35,435,471 common shares outstanding. The Company's common shares began trading on the TSX Venture Exchange on a post-stock split basis on June 29, 2016.

All common share and per share figures in these financial statements have been retrospectively restated to reflect the stock split ratio of 1.5 new common share for 1 previous common share outstanding.

On August 29, 2016, the Company closed a non-brokered private placement of 100,000,000 shares at a price of CAD$0.35 per share for gross proceeds of $26,876,500 (CAD$35,000,000). The Company paid cash share issue costs totaling $757,485 and issued 191,000 common shares with a deemed value of $51,334 as finder's fees in relation to this non-brokered private placement. The Company intends to use the proceeds for general working capital for the Company.

On August 29, 2016, the Company determined to change its financial year end from September 30 to December 31. As a result, the period ended December 31, 2016 constitutes the 15-month period ended December 31, 2016.

On August 31, 2016, the outstanding preferred shares were converted on a 1:1 basis to common shares. In addition, on the same date, the Company completed a reduction of capital reducing the common shares account by $10,567,943 (CAD$13,921,011) with a corresponding reduction in the accumulated deficit.

SELECTED INTERIM AND ANNUAL INFORMATION

	Dec. 31, 2016	Sept. 30, 2015	Oct. 1, 2014
Total assets	24,832,214	4,734	8,917
Total non current liabilities	50,000	-	-
Total revenue	-	-	-
Net loss	(4,135,272)	(29,675)	(28,864)
Net loss per share	(0.04)	(0.00)	(0.00)

The Company does not currently generate any revenue.

Total assets increased to $24,832,214 at December 31, 2016, from $4,734 at December 31, 2015 which consisted predominately of cash and cash equivalents. The increase in cash and cash equivalents was due to net proceeds of $26,067,681 provided by the non-brokered private placement, offset by $1,230,566 used in operating activities. The decrease in total assets from October 2014 to September 2015 related to receivables received during the year.

Three months ended December 31, 2016 and three months ended December 31, 2015

During the three months ended December 31, 2016, the Company recorded a net loss of $3,537,695 or $0.03 loss per share.

- Transaction costs of $565,221 (2015 - $nil) – Transaction costs related to the Agreement, for which due diligence, legal, and advisory services were rendered.

- Consulting fees of $68,277 (2015 - $nil) – Consulting fees related to a corporate administrative mandate agreement entered into during the period.

- Share based compensation of $2,384,334 (2015 - $nil) – During the quarter, 9,000,000 stock options were granted at a price of CAD$0.57 per share, exercisable until November 10, 2021. The options were valued using the Black-Scholes valuation model which totalled $2,321,834. The remaining $62,500 was due to deferred share units that were granted to directors on December 30, 2016.

- Professional fees of $56,910 (2015 - $450) – The increase in professional fees related to legal fees associated with the restructuring of the Company.

- Management services of $239,714 (2015 - $nil) – The increase in management services related to new employees and consultants hired during the period.

- Office and administration of $135,583 (2015 - $716) – The increase in office and administration related to primarily rent, insurance, and office supplies for employees.

- Regulatory and transfer agent fees of $5,682 (2015 - $440) – The increase in regulatory and transfer agent fees increase in filings during the period.

- Marketing and travel of $111,549 (2015 - $3,518) – The increase in marketing and travel expenses primarily relate to travel costs associated with financing activities.

15-month period ended December 31, 2016 and year ended September 30, 2015

During the 15-month period ended December 31, 2016, the Company recorded a net loss of $4,135,272 or $0.04 loss per share, compared to a loss of $29,675 or $0.00 loss per share for the same period last year.

- Transaction costs of $565,221 (2015 - $nil) – Transaction costs related to the Agreement, in which due diligence, legal, and advisory services were rendered.

- Consulting fees of $343,532 (2015 - $nil) – The increase in consulting fees related to a corporate administrative mandate agreement entered into during the period and a bonus payment made to the same company for its assistance in restructuring Leagold.

- Share based compensation of $2,641,514 (2015 - $nil) – During the period there were the following two grants: 3,500,000 stock options were granted at a price of CAD$0.125 per share, exercisable until July 11, 2026. Another 9,000,000 stock options were granted at a price of CAD$0.57 per share, exercisable until November 10, 2021. The options were valued using the Black Scholes valuation model which totalled $257,180 and $2,321,834, respectively. The remaining $62,500 was due to deferred share units that were granted to directors on December 30, 2016.

- Professional fees of $131,584 (2015 - $9,125) – The increase in professional fees related to legal fees associated with the restructuring of the Company.

- Management services of $297,705 (2015 - $nil) – The increase in management services related to new employees and consultants hired during the period.

- Office and administration of $168,256 (2015 - $5,924) – The increase in office and administration related to primarily $83,000 in rent, $22,000 in insurance, and $28,000 in office supplies for employees.

- Regulatory and transfer agent fees of $27,929 (2015 - $9,803) – The increase in regulatory and transfer agent fees related to AGM costs and filings for change of board of directors and management.

- Cancellation of accounts payable of $136,434 (2015 - $nil) – The cancellation of accounts payable related to accounts payable and accrued liabilities that were cancelled during the period.

Summary of Quarterly Results

	Dec 31, 2016	Sept 30, 2016	June 30, 2016	Mar.31, 2016
Net Income (Loss)	(3,537,695)	(715,383)	129,808	(6,880)
Net Income (Loss) per share	(0.03)	(0.01)	0.00	(0.00)

	Dec 31, 2015	Sept 30, 2015	June 30, 2015	Mar. 31, 2014
Net Loss	(5,122)	(12,773)	(1,362)	(8,782)
Net Loss per share	(0.00)	(0.00)	(0.00)	(0.00)

Liquidity and Capital Resources

The Company had a working capital of $24,199,240 as at December 31, 2016 (September 30, 2015 - $(218,929); October 1, 2014 - $(228,318)), and an accumulated deficit of $4,205,067 (September 30, 2015 - $10,637,738; October 1, 2014 - $10,608,063). The Company currently has sufficient cash and cash equivalents to fund its current operating and administration costs, which mostly consist of expenses related to generating and evaluating acquisition opportunities.

As at December 31, 2016, the Company had cash and cash equivalents of $24,650,343 (September 30, 2015 - $426).

Net change in cash position at December 31, 2016 compared to September 30, 2015, was an increase of $24,649,917, attributable to the following components of the statement of cash flows:

- Operating activities used $1,281,900 in comparison to $14,821 used in the year ended September 30, 2015, primarily due to: $565,221 in acquisition activities related to the Agreement, $343,532 and $131,584 in consulting and professional services incurred relating to a corporate administrative mandate agreement for the restructuring of Leagold, and $297,705 related to management services from new employees hired during the period.
- Investing activities used $43,944 in comparison to $15,228 generated in the comparable period due to the final payment of the loan payable of $43,944.
- Financing activities generated $26,119,015 compared to $nil generated in the comparable period due to a non-brokered private placement completed on August 29, 2016. The private placement consisted 100,000,000 shares at a price of CAD$0.35 per share for gross proceeds of $26,876,500 CAD$35,000,000). The Company paid share issue costs totalling $757,485 and issued 191,000 common shares with a deemed value of $51,334 as finder's fees in relation to this non-brokered private placement. The Company intends to use the proceeds for general working capital for the Company.

Outstanding Share Data

On June 15, 2016, the Company approved a one-half of one common share stock split of its outstanding common shares. The stock split was implemented by way of a stock dividend whereby shareholders received one-half of one common share for each common share held. Upon completion of the stock split, there were 35,435,471 common shares outstanding.

The record date for the stock dividend was June 23, 2016 and the payment date was June 28, 2016. The Company's common shares began trading on the TSX Venture Exchange on a post-stock split basis on June 29, 2016.

On August 29, 2016, the Company closed a non-brokered private placement of 100,000,000 shares at a price of CAD$0.35 per share for gross proceeds of $26,876,500 (CAD$35,000,000). The Company paid cash share issue costs totalling $757,485 and issued 191,000 common shares with a deemed value of $51,334 as finder's fees in relation to this non-brokered private placement. The Company intends to use the proceeds for general working capital for the Company.

On August 31, 2016, the 28,000 outstanding preferred shares were converted on a 1:1 basis to common shares. In addition, there was a reduction of capital reducing the common shares account by $10,567,943 (CAD$13,921,011) with a corresponding reduction to the accumulated deficit.

On July 11, 2016, the Company granted an aggregate of 3,500,000 incentive stock options at a price of CAD$0.125 per share, exercisable until July 11, 2026, which vested immediately.

On November 10, 2016, the Company granted an aggregate of 9,000,000 incentive stock options at a price of CAD$0.57 per share, exercisable until November 10, 2021 which vested immediately.

On December 30, 2016, the Company granted $62,500 of deferred share units.

As at the date of this report, there were 135,654,471 (pre-consolidated) common shares issued and outstanding.
As at the date of this report, there were 12,500,000 (pre-consolidated) stock options outstanding.

Contractual Obligations and Commitments

The following table summarizes the contractual maturities of the Company's financial liabilities as at December 31, 2016:

	Within 1 year	2 to 3 years	4 to 5 years	Over 5 years	Total
Trade and other payables	$ 620,474	$ -	$ -	$ -	$ 620,474
Deferred share units	12,500	-	-	50,000	62,500
	$ 632,974	-	-	$ 50,000	$ 682,974

On January 17, 2017, the Company entered into a non-cancellable office rent agreement. The minimum term of which is five years, commencing August 1, 2017. Minimum payments under the agreement are approximately $137,000 per annum.

Related Party Transactions

The Company's related parities consist of its key management personnel. The remuneration of directors and a number of other members of key management personnel responsible for planning, directing and controlling the activities of the Company during the year were as follows:

	December 31, 2016	**September 30, 2015**
Short-term benefits	$ 297,705	$ -
Share-based payments	2,641,514	-
	$2,939,219	$ -

The Company reviews its compensation practices on an ongoing basis and is dedicated to maintaining an effective compensation program that is market competitive, aligns with business strategy and shareholder interests, and attracts and retains a high-performing executive team.

Off-Balance Sheet Arrangements

The Company has not entered into any material off-balance sheet arrangements such as guarantee contracts, contingent interests in assets transferred to unconsolidated entities, derivative instrument obligations, or with respect to any obligations under a variable interest entity arrangement.

Critical Accounting Policies and Estimates

The critical judgments that the Company's management has made in the process of applying the Company's accounting policies, apart from those involving estimations, that have the most significant effect on the amounts recognized in the Company's financial statements are as follows:

Functional currency

The functional currency of the Company is the currency of the primary economic environment in which it operates. Management has determined the functional currency of the Company is the US dollar. Determination of functional currency may involve certain judgments to determine the primary economic environment and management reconsiders the functional currency if there is a change in events and conditions of the primary economic environment.

New Accounting Policies

Foreign Currency Translation

On September 30, 2016, the Company determined that its functional currency has changed from the Canadian dollar ("CAD") to the United States dollar ("USD") due to the Company's exposure to the USD through the Company's increased USD denominated expenses and the expectation of entering the gold mining sector where gold price (e.g. revenue) is primarily determined in USD. This change in accounting treatment is applied prospectively and the assets and liabilities of the Company have been translated from the Canadian dollar to the United States dollar at the exchange rate on the date of change in the functional currency.

In addition, the Company changed its presentation currency to USD. Accordingly, all comparative amounts have been presented in USD using the foreign exchange rate in effect at the date of the transactions. The change in the presentation currency did not result in a change in the loss per share for any of the periods presented. The following exchange rates were used to convert the previously filed CAD financial statements into USD: October 1, 2014 CAD 1.00 = USD 0.8929; 2014 average rate CAD 1.00 = USD 0.9233; September 30, 2015 CAD 1.00 = USD 0.7493; 2015 average rate CAD 1.00 = USD 0.8136; September 30, 2016 CAD 1.00 = USD 0.7624; 2016 average rate CAD 1.00 = USD 0.7549. All resulting exchange rate differences are reported as a reserve in the statement of changes of equity.

The change in presentation currency resulted in the following impact on the October 1, 2014, opening statement of financial position:

	Reported at October 1, 2014, in CAD	Presentation currency change	Restated October 1, 2014 in USD
Total assets	9,987	1,070	8,917
Total liabilites	(265,691)	(28,456)	(237,235)
Equity	255,704	27,386	228,318

The change in presentation currency resulted in the following impact on the September 30, 2015, opening statement of financial position:

	Reported at September 30, 2015, in CAD	Presentation currency change	Restated September 30, 2015, in USD
Total assets	6,318	1,584	4,734
Total liabilites	(298,496)	(74,833)	(223,663)
Equity	292,178	73,249	218,929

The net loss for the year ended September 30, 2015, was translated using the average rate of CAD 1.00 = USD 0.8136 which resulted in a net loss of $29,675.

Foreign currency transactions are recorded at the exchange rate as at the date of the transaction. At each statement of financial position date, monetary assets and liabilities are translated using the period end foreign exchange rate. Non-monetary assets and liabilities in foreign currencies other than the functional currency are translated using the historical rate. All gains and losses on translation of these foreign currency transactions are included in the statements of operations.

Recent Accounting Standards Issued But Not Yet Effective

The Company has not early adopted the following new and revised Standards, Amendments and Interpretations that have been issued but are not yet effective. The Company is currently assessing the impact they will have on the financial statements.

IFRS 9, Financial Instruments: IFRS 9 introduces the new requirements for the classification, measurement and de-recognition of financial assets and financial liabilities. Specifically, IFRS 9 requires all recognized financial assets that are within the scope of IAS 39 Financial Instruments: Recognition and Measurement to be subsequently measured at amortized cost or fair value, and all financial liabilities classified as subsequently measured at amortized cost except for financial liabilities measured at fair value through profit or loss. In July 2014, the IASB issued the final version of IFRS 9 Financial Instruments bringing together the classification and measurement, impairment and hedge accounting phases of the IASB's project to replace IAS 39 Financial Instruments: Recognition and Measurement. The mandatory effective date of IFRS 9 is annual periods beginning on or after January 1, 2018, with early adoption permitted.

IFRS 16, Leases: IFRS 16 provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance. The standard is effective for annual periods beginning on or after January 1, 2019.

Financial Instruments

Fair Value Measurements

The fair value of the Company's financial assets and liabilities approximates the carrying amount.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – unadjusted quoted prices in active markets for identical assets or liabilities

Level 2 – inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – inputs that are not based on observable market data.

The fair values of the Company's cash and cash equivalents, other receivables, and trade and other payables approximate their carrying values due to their short term nature.

Key Sources of Estimation Uncertainty

The preparation of financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions that affect the amounts reported in the financial statements and related notes to the financial statements. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The significant assumptions about the future and other major sources of estimation uncertainty as at the end of the reporting period that have a significant risk of resulting in a material adjustment to the carrying amounts of the Company's assets and liabilities are as follows:

Share-based payments

The fair value of share options granted is measured using the Black-Scholes option pricing model. Measurement inputs include: share price on measurement date, exercise price of the option, expected volatility, expected life of the options, expected dividends, and the risk-free rate. The Company estimates volatility based on historical share price comparable companies. The expected life of the options is based on historical experience and general option holder behavior. Dividends were not taken into consideration as the Company does not expect to pay dividends in the near term. Management also assumes that options fully vest immediately when granted.

Risk Factors

Readers of this Management's Discussion and Analysis should give careful consideration to the information included or incorporated by reference in this document and the Company's audited financial statements and related notes for the 15-month period ended December 31, 2016 and the year ended September 30, 2015. For further details of risk factors, please refer to the Prospectus filed on SEDAR at www.sedar.com, the 2016 year end audited consolidated financial statements, and the below discussions.

The Company has a limited history of operations and has not yet entered into a definitive agreement to acquire an asset. The Company has entered into a Share Purchase Agreement whereby the Company has agreed to complete the Acquisition, however there is no guarantee the Acquisition will be completed. External financing will be required to fund the Acquisition primarily through the issuance of common shares and debt financing. There can be no assurance that the Company will be able to obtain adequate financing. The securities of the Company should be considered a highly speculative investment. The following risk factors should be given special consideration when evaluating an investment in any of the Company's securities.

Financial Risk

The Company is exposed to varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes, inclusive of counterparty limits, controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

The Company's primary exposure to credit risk is on its cash and cash equivalents and other receivables. As the Company's policy is to limit cash and cash equivalent holdings to instruments issued by major Canadian banks, and the Company's other receivables are primarily with the government, the credit risk is considered by management to be negligible.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to pay financial instrument liabilities as they come due. The Company's liquidity risk from financial instruments is to repay accounts payable. The Company currently does maintain sufficient cash balances to meet these needs.

Foreign currency risk

The Company's reporting currency is the US dollar and major purchases are transacted in US dollars. The Company maintains Canadian and US dollar bank accounts in Canada. The Company is subject to gains and losses from fluctuations in the Canadian dollar against the US dollar.

Interest Rate Risk

The Company is exposed to interest rate risk on its cash. As cash is held in instruments issued by the Canadian bank, the interest rate risk is considered to be nominal.

Capital Risk

The Company's objectives when managing capital are to maintain sufficient capital for potential investment opportunities and to pursue generative acquisition opportunities. The Company from time to time will issue new shares to fund specific project initiatives.

The Company considers its cash to be its manageable capital. The Company's policy, where possible, is to maintain sufficient cash and deposit balances to cover operating costs over a reasonable future period, generally one to one and a half years. The Company accesses capital markets through equity issues as necessary and may also acquire additional funds where advantageous circumstances arise.

Excess cash deposits are restricted to guaranteed investment certificates of major banks or instruments of equivalent or better quality. No investments in asset-backed commercial paper are permitted.

The Company currently has no externally-imposed capital requirements except to maintain sufficient cash balances.

Operational Risks

Acquisition

The Company has entered into the Share Purchase Agreement whereby the Company has agreed to complete the Acquisition. Upon the completion of the Acquisition, the Company will be subject to the risks of operating the Los Filos Mine. See. "*Risk Factors*" as disclosed in the Prospectus filed on SEDAR at www.sedar.com

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 when required.

Although the Company has been successful in the past in obtaining financing though 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 favorable. Failure to obtain such additional financing could result in the delay or indefinite postponement of the Company's growth strategy.

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.

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

Unfavorable 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 British Columbia *Business Corporations Act* ("Corporations Act") in dealing with conflicts of interest. These provisions state that where a director or 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.

For further information on Risk Factors, refer to those set forth in the Prospectus filed on SEDAR at www.sedar.com

Management's Report on Internal Control over Financial Reporting

In connection with National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings) adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issuer Basic Certification 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.

Cautionary Note Regarding Forward Looking Statements

Certain statements in this MD&A and certain information incorporated herein by reference constitute forward-looking statements. Forward-looking statements include, but are not limited to, statements with respect to the Company's plans or future financial or operating performance, the estimation of mineral reserves and resources, the realization of mineral reserve estimates, conclusions of economic assessments of projects, the timing and amount of estimated future production, costs of future production, future capital expenditures, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, requirements for additional capital, sources and timing of additional financing, realization of unused tax benefits and future outcome of legal and tax matters. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, “will continue” or “believes”, or variations of such words and phrases or state that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. The material factors or assumptions used to develop material forward-looking statements are disclosed throughout this document.

Forward-looking statements, while based on management’s best estimates and assumptions, are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Leagold to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: risks related to the successful integration of acquisitions; risks related to international operations; risks related to joint venture operations; risks related to general economic conditions and credit availability, actual results of current exploration activities, unanticipated reclamation expenses; changes in project parameters as plans continue to be refined; fluctuations in prices of metals including gold; fluctuations in foreign currency exchange rates, increases in market prices of mining consumables, possible variations in ore reserves, grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes, title disputes, claims and limitations on insurance coverage and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities, changes in national and local government regulation of mining operations, tax rules and regulations, and political and economic developments in countries in which the Company operates, actual resolutions of legal and tax matters, as well as those factors discussed in the section entitled “Description of the Business – Risk Factors” in Leagold’s most recent Annual Information Form available on SEDAR at www.sedar.com. Although Leagold has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company’s management reviews periodically information reflected in forward-looking statements. The Company has and continues to disclose in its Management’s Discussion and Analysis and other publicly filed documents, changes to material factors or assumptions underlying the forward-looking statements and to the validity of the statements themselves, in the period the changes occur.

CAUTIONARY NOTE REGARDING RESERVES AND RESOURCES

Readers should refer to the Prospectus filed by Leagold available at www.sedar.com, for further information on mineral reserves and resources, which is subject to the qualifications and notes set forth therein.