

## NSGOLD CORPORATION

### MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE QUARTER ENDED SEPTEMBER 30, 2013

#### **Background**

This Management's Discussion and Analysis (MD&A) of NSGold Corporation (NSGold or the Company) is dated November 27, 2013 and provides an analysis of the financial operating results for the quarters ended September 30, 2013 and September 30, 2012. This MD&A should be read in conjunction with the unaudited quarterly financial statements and accompanying notes for the quarter ended September 30, 2013 which have been prepared in accordance with International Financial Reporting Standards (IFRS) for consolidated financial statements. This MD&A should also be read in conjunction with the audited annual financial statements and accompanying notes for the year ended December 31, 2012. All amounts are in Canadian dollars unless otherwise specified. The financial statements and additional information, including news releases, the Filing Statement and technical reports referenced herein, are available on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com) under the Company's profile. The common shares of NSGold are traded on the TSX Venture Exchange under the symbol "NSX". More extensive information on NSGold can be found on its website at [www.nsgoldcorp.com](http://www.nsgoldcorp.com).

#### **Forward-Looking Information**

Certain statements in this MD&A are forward-looking statements or information (collectively- forward-looking statements). NSGold is hereby providing cautionary statements identifying important factors that could cause the actual results to differ materially from those projected in the forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as "may", "is expected to", "anticipates", "estimates", "intends", "plans", "projection", "could", "vision", "goals", "objective" and "outlook") are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements. In making these forward-looking statements, NSGold has assumed that the current market for gold will continue and grow and that the risks listed below will not adversely impact the business of NSGold.

By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed. The risks, uncertainties and other factors, many of which are beyond the control of NSGold, that could influence actual results include, but are not limited to: limited operating history; exploration, development and operating risks; regulatory risks; substantial capital requirements and liquidity; financing risks and dilution to shareholders; competition; reliance on management and dependence on key personnel; fluctuating mineral prices and marketability of minerals; title to properties; local resident concerns; no mineral reserves or mineral resources; environmental risks; governmental regulations and processing licenses and permits; management inexperience in developing mines; conflicts of interest of management; uninsurable risks; exposure to potential litigation; dividends; and other factors beyond the control of NSGold.

Further, any forward-looking statement speaks only as of the date on which such statement is made, and, except as required by applicable law, NSGold undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the business of NSGold or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. See "Risk and Uncertainties".

## **Company Overview**

NSGold is a mineral exploration company actively exploring for gold and base metals in Nova Scotia, Canada and in the State of Nevada in the USA. The Company's flagship property is the Mooseland Gold Project (Mooseland) located in Halifax County, Nova Scotia. NSGold was incorporated on September 25, 2009 under the Canada Business Corporations Act. The registered office of the Company is 1550 Bedford Highway, Suite 820, Halifax, Nova Scotia.

In April 2010, NSGold entered into a formal purchase agreement with Globex Mining Enterprises Inc. (Globex) to acquire a 100% interest in the advanced-stage exploration property referred to as the Mooseland Gold Property located 70 kilometres northeast of the city of Halifax, Nova Scotia and five secondary properties (Secondary Properties) all located in the Province of Nova Scotia.

In June 2010, the Company completed a reverse takeover and short form vertical amalgamation pursuant to the British Columbia Business Corporations Act with Kermode Capital Ltd.(Kermode) with the amalgamated entity being renamed "NSGold Corporation". As a result of the foregoing transaction, the Company received a new ticker symbol relating to its common shares listed on the TSX Venture Exchange, namely "NSX". In addition, on June 18, 2010, the Company completed a private placement financing raising gross proceeds of \$4.1 million.

In April 2011, the Company signed an agreement whereby it had the option to acquire a 100% ownership interest in the mining concessions comprising the Dios Padre Property, including the historic Dios Padre Silver Mine, located in the State of Sonora, Mexico.

In August 2011, the Company completed a private placement of 8,627,451 common shares at a price of \$0.51 per share, for gross proceeds of \$4.4 million. Sprott Asset Management LP, acting on behalf of certain Sprott funds and managed accounts, subscribed for the 8,627,451 common shares issued in the private placement, representing 19.9% of the common shares of NSGold issued and outstanding after the placement. The net proceeds were intended to fund the Mexican silver exploration activities. In 2011, the Company also received aggregate proceeds of \$1.68 million from the exercise of warrants and broker unit warrants aggregating 3,992,333 common shares.

In March 2012, the Company completed the spin-out of its Mexican silver assets so NSGold could devote itself to exploration for gold at Mooseland and its search for other gold properties in mining "friendly" jurisdictions.

In June 2012, the Company received an updated resource report for Mooseland. Total gold resources for Mooseland were estimated at 454,000 ounces of gold at a cut-off grade of 2.6 grams per tonne.

In late 2012, the Company completed a drilling program at Mooseland for purposes of evaluating the potential for open pit mining in the West Zone.

In December 2012, the Company arranged a loan facility of up to \$500,000 with Van Hoof Industrial Holdings Ltd., a company controlled by Mr. Hans Van Hoof, Chairman of the Corporation. The loan facility is being made available without any fees, options or warrants. As the loan is drawn upon, it will bear interest at the rate of 6% per annum and is repayable in full on December 31, 2014. As security for the repayment of the loan facility, the Corporation has granted a security interest over its 1,875,804 common shares of NSX Silver Inc.

In January 2013, the Company entered into an option agreement for the Silver Hill property in Nevada. The 2012 activities are discussed in more detail in the following sections.

### **"Spin-out" of NSX Silver**

In July 2011, the Company announced that it started the process to separate its Nova Scotia gold and base metal assets and its Mexican silver assets into two separate public companies so that NSGold could devote itself solely to exploration for gold and other metals. NSX Silver was incorporated in August 2011 as a wholly-owned subsidiary of NSGold, with the intention of taking over the Company's exploration properties in Mexico. On October 21, 2011, NSX Silver and the Company, as promoter, filed a preliminary prospectus with the securities commissions of each of the provinces of Canada in connection with a distribution of NSX Silver common shares to the shareholders of NSGold.

A special meeting of shareholders of the Company was held on December 22, 2011, at which the shareholders approved a special resolution reducing NSGold's paid-up capital in connection with the "spin-out" of the shares of NSX Silver to the shareholders of NSGold. The reduction of NSGold's paid-up capital was intended to result in the distribution of the shares of NSX Silver being treated as non-taxable for most of NSGold's shareholders.

In March 2012, NSX Silver completed the acquisition of all of the shares of Compania Minera Oso Blanco SA de CV (CMOB), a wholly-owned subsidiary of NSGold, whereby NSGold received 1,000,000 common shares of NSX Silver. Also in March, NSGold completed a share subscription agreement whereby NSGold acquired 44,428,571 common shares of NSX Silver for gross proceeds of \$4,665,000. On closing of the transaction the amounts due to NSGold by NSX Silver for reorganization costs and CMOB for Dios Padre exploration costs were repaid and the net amount disbursed by NSGold was \$3,474,063. Contemporaneously the Dios Padre Option Agreement, complete with all its rights and obligations, was assigned to NSX Silver. CMOB has acquired, and intends to acquire, additional interests in exploration properties in Mexico.

NSGold then completed the distribution of the common shares of NSX Silver to the NSGold shareholders whereby the shareholders received one share of NSX Silver for each share of NSGold held with the record date being March 16, 2012. A total of 43,553,767 shares of NSX Silver were distributed with the distribution effected by way of a distribution of paid up capital. As a result of this transaction, the Company has recorded a gain of \$1,212,135 on the distribution of NSX Silver shares which represents the difference between the fair value and the carrying amount of the assets distributed. After the distribution, NSGold now holds 1,875,804 shares of NSX Silver.

The common shares of NSX Silver commenced trading on the TSX Venture Exchange on March 14, 2012 as a Tier 2 Mining Issuer under the trading symbol "NSY".

## **Resource Properties**

### **Mooseland Gold Property**

On April 14, 2010, NSGold entered into a formal purchase agreement with Globex to acquire a 100% interest in the advanced-stage exploration property referred to as the Mooseland Gold Property located 70 kilometres northeast of the city of Halifax, Nova Scotia and five Secondary Properties all located in the Province of Nova Scotia.

Under the terms of the purchase agreement NSGold paid a total of \$750,000 to Globex. Globex holds a gross metal royalty, equal to four percent (4%) of all metals produced from the Mooseland Gold Property and the Secondary Properties. In addition, Globex has the right to receive a five percent (5%) interest in the issued and outstanding share capital of NSGold at the time of production in the event that any of the Mooseland Gold Property or the Secondary Properties, as applicable, enters into production.

**Mooseland** is the site of the first recorded gold discovery in Nova Scotia in 1858, and the property recorded total historical production from 1863 to 1934 of 3,865 ounces of gold recovered from 9,058 tons of crushed material (J. Bates, 1982). More recently, Mooseland was the target of a succession of focused exploration programs by Hecla Mining Company of Canada and Acadia Mineral Ventures, Ltd. (1987-1992) and Azure Resources Corp. (2003-2004). These companies completed a total of 36,858 meters of diamond drilling on Mooseland. Mining infrastructure on the Mooseland property includes a three-compartment shaft sunk to a depth of 125 meters complete with a steel head frame and a ramp to a depth of 50 meters.

There has been a renewed interest in the Nova Scotia goldfields where historic production exceeds one million ounces. Resources Appalaches (APP:TSXV) recently secured a \$10 million financing for the redevelopment of the Dufferin Gold Mine and in April 2013 the Supreme Court of Nova Scotia upheld the expropriation order relating to one of the key land titles for the Touquoy Gold Project being developed by Atlantic Gold (ATV:ASX). Atlantic Gold has announced plans for the development of an open pit gold mine at Touquoy with annual gold production of 84,000 ounces. The Mooseland Property is located approximately 12 kilometers from the Touquoy Project and 65 kilometers from Resource Appalaches' (AAP:TSXV) Dufferin Gold Mine. A previous holder of the Mooseland Project, in 2004, trucked a 2000 tonne bulk sample of ore taken from underground at Mooseland to the Dufferin mill facility for processing. NSGold management will continue to closely monitor the advancement of these and other nearby gold projects.

In 2010, NSGold completed a Phase 1 exploration program at Mooseland that focused on obtaining data necessary to verify and classify the historical gold resource estimates in accordance with National Instrument 43-101. A total of 6,507 meters in 26 diamond drill holes were completed with 13 holes drilled in each of the West and East Zones.

In 2011, the Company completed a follow-up drilling program at Mooseland. The program consisted of 5,011 meters of diamond drilling in 16 drill holes and was designed with the objective of building confidence in the ore body model. This program has increased the knowledge of the deposit and added significant ounces to the resource. Drilling filled in some of the larger gaps in the model 300 meters west and 200 meters east of the 2010 drilling on the West Zone and 200 meters north of the 2010 drilling on the East Zone. Fifteen of the sixteen had multiple intercepts of quartz veins that assayed greater than 1 gram per tonne gold. The best grade encountered was 0.5 meters of 107 grams/tonne. Significant drill results were announced in the Company's press releases dated October 18, 2011, November 22, 2011 and March 12, 2012.

In June 2012, the Company received an updated resource report for the Mooseland Gold Property. **Total inferred gold resources for Mooseland were estimated at 454,000 ounces of gold at a cut-off grade of 2.6 grams per tonne.** This resource report was prepared by MineTech International Inc. of Halifax, Nova Scotia and a copy is available on SEDAR. A summary of the updated resource estimation is provided in the following table.

<b>Mooseland Summary of Non-Diluted Inferred Mineral Resources</b>				
	Cut-off Grade (g/tonne)	Tonnes Above Cut-off	Average Diluted Grade (g/tonne)	Ounces
West Zone	2.6	1,460,000	5.52	259,000
East Zone	2.6	1,060,000	5.72	195,000
<b>Total</b>	<b>2.6</b>	<b>2,520,000</b>	<b>5.6</b>	<b>454,000</b>

This estimate is based on drill core assay results from historic and recent drilling programs totaling 45,382 meters in 183 drill holes as detailed below.

Year	Company	East Zone		West Zone		Total	
		Meters	# of Holes	Meters	# of Holes	Meters	# of Holes
1986 - 88	Hecla Mining Ltd /Acadian Mineral Ventures Ltd -JV	10,851	50	21,845	85	32,696	135
2003	Azure Resources	340	2	828	4	1,168	6
2010-11	NSGold Corp.	5,299	21	6,219	21	11,518	42

In December 2012, the Company completed a drilling program at Mooseland for purposes of evaluating the potential for open pit mining of the West Zone. A total of 15 diamond drill holes were completed, including two that encountered old mine workings and were abandoned. Drill hole depths ranged from 66 to 80 meters and all encountered multiple zones of quartz bearing argillites that contained varying amounts of arsenopyrite, both in and around the quartz veins. The drilling program was partially funded with a Mineral Incentive Program grant from the Nova Scotia Department of Natural Resources.

The 2012 drill program tested the deposit **above the 75 meter level** which had been little explored by previous drilling campaigns. Holes NSG-6-12 and NSG-7-12 encountered old workings near the surface and were discontinued. The remaining thirteen holes all encountered the expected, relatively sulphide rich, quartz bearing argillite zones. Of particular significance Hole NSG-8-12 returned gold values of **36.8 grams per tonne over 0.6 meters** starting at 30.9 meters and **15.21 grams per tonne over 1.7 meters** starting at 77.7 meters.

Other significant drill intercepts included the following:

- 9.93 gpt over 1.0 meter in Hole NSG-1-12 starting at 25.2 meters
- 7.10 gpt over 1.0 meter in Hole NSG-3-12 starting at 67.2 meters
- 6.25 gpt over 1.0 meter in Hole NSG-8-12 starting at 74.3 meters
- 11.49 gpt over 1.0 meter in Hole NSG-10-12 starting at 51.8 meters
- 8.44 gpt over 1.0 meter in Hole NSG-10-12 starting at 54.8 meters
- 9.44 gpt over 1.0 meter in Hole NSG-13-12 starting at 48.0 meters
- 18.76 gpt over 1.0 meter in Hole NSG-15-12 starting at 22.9 meters

In the thirteen holes that were drilled to planned depths, there were thirty-nine (39) intercepts with gold values greater than 0.5 grams per tonne, including twenty-six (26) intercepts with gold values greater than 1.0 grams per tonne. The average sample length and grade of the thirty-nine intercepts were 0.92 meters and 4.57 grams per tonne respectively. The following table includes the gold results from the 2012 drilling program exceeding 0.5 grams per tonne:

Drill Hole #	From (meters)	To (meters)	Interval (meters)	Gold Assay (grams per tonne)
NSG-1-12	25.2	26.2	1	9.93
NSG-2-12	13.6	14.5	0.9	0.5
NSG-2-12	51.2	52	0.8	1.6
NSG-2-12	55.4	56.1	0.7	4.89
NSG-2-12	58.1	59.1	1	4.5
NSG-2-12	75.1	76.1	1	0.58
NSG-3-12	7.3	8.5	1.2	1.19
NSG-3-12	23.1	23.65	0.55	1.15
NSG-3-12	40.6	41.6	1	1.97
NSG-3-12	67.2	68.2	1	7.1
NSG-4-12	7.4	8.3	0.9	1.44
NSG-5-12	15	16	1	0.53
NSG-5-12	16	17	1	0.92
NSG-8-12	23	24	1	1.06
NSG-8-12	25	26.1	1.1	4.78
NSG-8-12	30.9	31.5	0.6	36.8
NSG-8-12	55.8	56.8	1	0.53
NSG-8-12	74.3	75.3	1	6.25
NSG-8-12	77.7	78.7	1	19.59
NSG-8-12	78.7	79.4	0.7	8.97
NSG-10-12	51.8	52.8	1	11.49
NSG-10-12	54.8	55.8	1	8.44
NSG-11-12	29	30	1	1.75
NSG-12-12	13	14	1	2.46
NSG-12-12	22.5	23.5	1	1.41
NSG-12-12	62	63	1	4.38
NSG-12-12	65	65.8	0.8	0.5
NSG-12-12	71	71.6	0.6	1.62
NSG-13-12	11.5	12.5	1	0.95
NSG-13-12	12.5	13.1	0.6	0.53
NSG-13-12	31.5	32.5	1	0.66
NSG-13-12	32.5	33.5	1	3.28
NSG-13-12	38.6	39.6	1	0.65
NSG-13-12	48	49	1	9.44
NSG-15-12	5	6	1	2.17
NSG-15-12	6	6.8	0.8	0.71
NSG-15-12	20.5	21.2	0.7	0.69
NSG-15-12	22.9	23.9	1	18.76
NSG-15-12	51	52	1	0.65

All holes were drilled at angles between 45 and 47 degrees and core angles were generally in excess of 60 degrees, averaging between 65 and 70 degrees, resulting in true widths being seven to nine percent less than core lengths.

The data obtained from this drilling program, together with the results from previous drilling, will be used to undertake a preliminary evaluation of the potential for open pit mining of the West Zone. The West Zone has been previously drill tested at depth and extends along strike approximately 1,000 meters, however, past drilling campaigns (110 holes totaling 29,000 meters) were not designed to target the gold bearing veins within 75 meters from the surface.

The Mooseland gold deposit occurs within a typical Meguma structure with steeply dipping limbs. The gold bearing quartz veins at Mooseland occur on both limbs of the fold with similar widths and grades. Of particular significance from a potential open-pit mining perspective is the relatively shallow depth (generally 0.5-1.5 meters) of overburden covering the West Zone deposit and the geometry of the near surface saddle veins.

During Q1 2013 NSGold engaged GPX Gold Royalty Corp. to complete a metallurgical scoping study for the Mooseland Gold Project. GPX Gold provides metallurgical studies as a service to gold mine owners-operators who have completed preliminary investigation and are in need of detailed metallurgical information to proceed with a final evaluation or project implementation. The study was undertaken by GPX Gold's affiliate company, Resources Mining Technologies. The scoping study entailed the completion of ore analysis including sample preparation, work index, head grades, and fractional analysis by size. Major gold processing routes were evaluated, including gravity, flotation and cyanidation recovery, and a preliminary gold extraction flow sheet was developed. Basic reagent consumptions were also determined. All analysis and assays were conducted by McLelland Laboratories in Sparks, Nevada, a well-respected independent laboratory. This scoping study is a logical preliminary step for advancing the Mooseland Gold Project.

NSGold delivered to RMT 160 kilograms of drill core in sealed bags from which RMT prepared a composite sample. RMT then used approximately 30 kilograms of the composited material to carry out the scoping cyanidation, floatation, gravity concentration and comminution test work. The remaining composited sample is being stored in anticipation of an eventual definitive metallurgical test work.

Cyanide leach test work resulted in gold recovery of 94.2% in 72 hours with low reagent consumptions of sodium cyanide (0.20 kilograms per metric tonne of ore) and lime consumption (1.1 kilograms per metric tonne of ore).

Floatation test work yielded a gold recovery of 93.7% into a mass of 6.1%.

Gravity concentration test work was carried out at a coarse grind and yielded a gold recovery of 53.7% into a mass of 0.13%. Although the gravity performance was only moderate, RMT commented that batch gravity concentration has the "potential to increase overall process recovery by removal of coarse free gold prior to a floatation treatment route". Microscopic examination of the gravity concentrate clearly showed the presence of large "nugget-like" coarse gold particles. For this reason gravity recovery is considered to be an essential processing step for recovering gold from the Mooseland Property.

The test work carried out by RMT also highlighted the variability in the gold grade of the various samples. This inherent characteristic of the Nova Scotia Meguma gold deposits is well documented and is generally referred to as the "nugget effect". The average gold grade of all assayed and calculated head grades in the scoping study was 3.15 grams per tonne. However, metallic screen assays returned an average head grade of 5.27 grams per tonne gold. The wide variance in assay values (low value of 1.15 gpt and high value of 8.81 gpt) indicates the presence of coarse disseminated gold. Furthermore, RMT reported that "the close agreement between the metallic screen assay value difference and the standard deviation indicates that the actual grade of the deposit is significantly higher than that indicated by the study average."

Overall, NSGold management was pleased with the results obtained from the metallurgical scoping study as the key outputs fell in line with expectations. NSGold ultimately hopes to undertake a more advanced definitive metallurgical study, together with a mining study, which could support a mining production plan for the Mooseland Gold Property.

## Silver Hill Property, Getchell Trend, Nevada

The Company signed a Mining Lease and Option to Purchase Agreement (“Agreement”) with Cerro Rico Ventures LLC dated January 10, 2013 providing for the acquisition by NSGold of 100% ownership of the Silver Hill property located in Humboldt County, Nevada. The Silver Hill Property is located along the prolific Getchell Trend in Nevada. The Getchell Trend is a major linear structure that has provided structural preparation for the introduction of gold and silver mineralization related to Cretaceous intrusive rocks that are found along the trend. Barrick Gold’s Getchell deposit (approximately 25 miles to the NNE) and Atna Resource’s Pinson deposit (approximately 20 miles to the NNE) are both multi-million ounce gold deposits with Getchell exceeding 10 million ounces. The Adelaide deposit (Wolfpack Gold Corp) located approximately 3.5 miles to the SSW has reported historic gold and silver production.

The Silver Hill property is comprised of 36 unpatented claims encompassing a 2,500 to 3,000 foot long shear zone that transects the western flank of Edna Mountain. The presence of silver, copper, arsenic and tungsten in the mineralized shear zone, which is thought to be part of the Golconda Thrust, suggests potential for sediment-hosted and/or skarn-related gold mineralization, similar to the Adelaide and McCoy deposits to the southeast, or possibly related to adjacent intrusive activity and gold-silver mineralization found near skarns at the Chimney Creek, Getchell, Pinson and Preble mines to the north.

NSGold’s management considers the Silver Hill property to be highly prospective for the following reasons:

1. Permissive stratigraphy - lower-plate rocks occur on the property, which are the same formations that host gold-silver mineralization at the Pinson, Preble and Adelaide deposits,
2. Structural preparation is extensive, as evidenced by both high-angle Basin-Range faults and the Golconda Thrust on the property,
3. Nearby granodiorite intrusive rocks - such intrusive rocks are associated with both tungsten-bearing skarn and gold-silver mineralization at all of the mines in the Getchell Trend (Chimney Creek, Getchell, Pinson, Preble and Adelaide),
4. Strong silver and associated metals – sampling by several independent geologists and prior owners established the presence of high-grade silver associated with gold, copper, arsenic and tungsten, and
5. Location – Silver Hill is located within the Getchell Trend, a well-known lineament in Nevada proven to host economic gold-silver deposits.

Under the terms of the Agreement, NSGold, through its wholly owned subsidiary, NSGold Nevada Inc., may, at any time during the ten-year term of the Agreement, purchase a 100% interest in the Silver Hill property by making a cash payment of US\$1.25 million. The Agreement also provides that NSGold is required to make a payment of US\$40,000 upon signing, and to make advance minimum royalty payments as follows: US\$25,000 on or before the first anniversary of the signing of the Agreement, US\$35,000 on or before the second anniversary of signing, and US\$50,000 on or before the third and subsequent anniversaries. The advance minimum royalty payments will be credited against a 3% production royalty based on net smelter returns from production or sale of minerals. NSGold will have the right to purchase 2% of the production royalty for US\$1.5 million prior to the commencement of production. The Agreement further provides for certain bonus payments by NSGold in the event that it exercises the purchase option and certain resource thresholds are achieved. A bonus payment of US\$1 million will be payable to the optionor if NSGold delineates or publishes a measured or indicated resource on the Silver Hill property compliant with National Instrument 43-101 which includes a contained gold or gold equivalent content in excess of one million ounces. An additional bonus payment of US\$2 million will be payable by NSGold to the optionor if the contained gold or gold equivalent content is in excess of two million ounces.

Silver Hill has seen very little if any exploration activity since the 1980’s. A previous owner is reported to have hand-sorted and shipped high grade silver ore to smelters in Tacoma and El Paso in the late 1970’s and early 1980’s. Silver Hills Mining Corporation, a small privately owned company, is reported to have leached coarse run-of-mine material from a small pit in the 1980’s. A limited sampling program was carried out in 1988 with seventeen rock samples collected at the Silver Hill property and its extension to the north. The highest grade silver assays received

were in the area of the main Silver Hill prospect, with silver values ranging from 18.9 ppm to 207.5 ppm. Anomalous gold and arsenic values were also reported in most of these samples.

NSGold undertook an initial exploration program at Silver Hill during Q3 2013. The phase 1 program comprised preliminary geologic mapping, geochemical sampling, and structural analysis. Geologic mapping has delineated and rock chip sampling has confirmed a 2500 to 3000 foot long zone of silver and gold mineralization within a 25 to 100 foot wide high angle shear zone. Mapping suggests the high angle shear zone may be a variant of the Golconda Thrust or a later fault zone that offsets the thrust zone. In the vicinity of the Silver Hill claims, the zone separates upper plate Pennsylvanian-age Pumpnickel Formation to the east from older, lower plate Preble Formation to the west. Granodiorite intrusives occur in the vicinity of Silver Hill, and are displayed as small masses, dikes and sills.

Strong silver and gold values were returned from argillically-altered and silicified phyllite and calcareous rocks of the Preble Formation within the shear zone. In the mineralized zones, silver values are highly anomalous, **ranging up to 243 grams per tonne**. Gold values are low but anomalous, and generally are within a range of 0.1 to 0.156 grams per tonne. Silver mineralization exhibits strong affinities with tungsten, bismuth, and molybdenum, with subsidiary affinities with lead, arsenic, copper, and iron. The affinity of silver with tungsten, bismuth, and molybdenum is suggestive of a skarn association, and skarn minerals and alteration were found in float during mapping. On the other hand, gold displays strong affinities only for arsenic and antimony, and may represent a separate mineralizing event than the silver mineralization.

The geologic setting of the Silver Hill mineralization exhibits characteristics that are similar to the Getchell, Pinson and Preble gold mines to the north in that mineralization is contained in or occurs along wide shear zones. At Pinson and Preble, the Preble Formation is an important host rock to the precious metal mineralization.

Upon completion of data compilation, the Company plans to proceed with a phase 2 exploration program which will consist of trenching and further sampling followed by drilling to test the targets developed by both phases of work.

### **Other Nova Scotia properties**

NSGold also holds several early-stage gold and base-metal exploration properties located in Nova Scotia including Leipsigate, Indian Path, French Village and Cheticamp. The first two are former gold-producing properties, each characterized by Meguma-type gold occurrences, while the latter two are gold and base-metal exploration properties.

During the second quarter of 2012 NSGold personnel collected stream sediment and grab samples from three of its seven exploration licences that comprise the **Cheticamp Property** located in the Cheticamp Highlands area of Cape Breton, Nova Scotia. On the Fisset Brook exploration licences 9797 and 7755, rock samples returned values of up to **78.4 grams per tonne silver and 1.44 grams per tonne gold** in an area not previously known to contain significant values of either element. Lead and zinc values greater than the detection limit of the ICP assay method, of 0.5% and 1% respectively, were also obtained, as well as antimony values up to 334 parts per million (“ppm”). Sediment sampling from two streams on the property has provided a strong vector for further exploration on a section of the claims with no exposure, with values up to 137 ppm copper, 163 ppm nickel, 145 ppm lead, 445 ppm zinc and 437 ppm arsenic.

On the Rocky Brook licence 09235, NSGold sampling returned values of up to **6.17 grams per tonne gold** in an area of historic trenching. A previous limited drill program in this area was carried out by Noranda in 1990 and returned gold values up to 7.8 grams per tonne over 0.6 meters and a 3.6 meter interval assaying 1.05% lead, 2.74% zinc and 0.51% copper. Grab samples from trenching completed by Noranda returned values up to 17.8 grams per tonne gold. Several historic soil anomalies and an IP anomaly remain untested on this property.



In the fourth quarter of 2012 the Company completed sampling from the Mountain Top Mine area, known to host at least 12 mineralized showings, returned significant values from quartz-sericite schist taken from two of these sites as detailed in the table below:

<b>Sample #</b>	<b>Gold (g/tonne)</b>	<b>Silver (g/tonne)</b>	<b>Copper (%)</b>	<b>Lead (%)</b>	<b>Zinc (%)</b>
806253	4.73	23.2	0.10	0.39	4.62
806263	3.39	138.0	0.72	6.94	1.03

Amax Minerals Exploration Limited (“Amax”) in 1979 reported sampling of boulders of massive galena in several locations on this property that returned assay values up to 1,334 grams per tonne silver, 42.3% lead and 8% zinc. Amax also reported sampling of boulders of massive arsenopyrite that returned assay values up to 4.11 grams per tonne gold, 160.4 grams per tonne silver, 1.27% lead and 1.77% zinc. Significant gold, silver and copper values have been reported by other companies that have explored elsewhere on the property. The source of this mineralization has yet to be found. A number of soil geochemical and geophysical (EM) anomalies remain either untested or under-explored.

NSGold also collected rock samples from another area of its Cheticamp Project known as the Core Shack Showing. In particular three samples taken from mineralized quartz-sericite schist returned significant values as detailed in the table below:

<b>Sample #</b>	<b>Gold (g/tonne)</b>	<b>Silver (g/tonne)</b>	<b>Copper (g/tonne)</b>	<b>Lead (%)</b>	<b>Zinc (%)</b>
806277	5.49	15.2	0.19	0.27	2.53
806278	3.74	86.0	0.15	0.62	0.51
806279	3.94	9.9	0.02	0.05	0.29

Amax carried out a limited drill program at the Core Shack area in 1979 with the best reported drill intercept being 4.11 gram per tonne gold, 40.8 g per tonne silver, 1.76% lead and 2.39% zinc over 4.5 meters. The limits of this mineralization have not been adequately explored.

Base metal and precious metal mineralization on the Cheticamp Property occurs in an altered meta-sedimentary sequence (mainly quartz-sericite schist with some chlorite schist) within altered volcanics. Numerous additional showings as well as two former producing mines (the Galena Lead/Zinc Mine and the Mountain Top Copper/Gold Mine) occur on nearby claims, also owned by NSGold, in a similar geological environment. NSGold has excellent claim coverage in these areas and is planning to undertake further evaluation work on all the exploration licences.

The rocks of the Cheticamp Highlands region are of the Aspy Terrane which correlates with the Gander and Dunnage Zones of Newfoundland, host to the Buchans area deposits, and the Miramichi Zone of north-central New Brunswick, host to the Bathurst area deposits.

### **Future Acquisitions**

The Company continues to evaluate various other gold properties with a view to acquiring an advanced stage exploration property in an established mining “friendly” jurisdiction.

### **Qualified Person**

Perry MacKinnon, P. Geo., Chief Geologist, for NSGold, a qualified person as defined by National Instrument 43-101 has reviewed the information provided in this Management Discussion and Analysis for the quarter ended September 30, 2013

## Summary of Quarterly Operating Results

The following table presents the quarterly operating results for the Company for the last eight quarters.

Quarter ended	Sept 30, 2013 \$	June 30, 2013 \$	Mar 31, 2013 \$	Dec 31, 2012 \$	Sept 30, 2012 \$	Jun 30, 2012 \$	Mar 31, 2012 \$	Dec 31, 2011 \$
<b>Operating expenses</b>								
Consulting fees	22,125	26,900	31,500	31,650	31,650	39,361	52,402	49,076
Investor communications	-	-	10,000	10,000	-	-	7,125	16,549
Professional fees	1,565	6,583	3,106	17,478	5,689	24,491	8,170	18,929
Stock based compensation	-	51,000	3,874	9,040	16,789	33,427	8,436	19,032
Travel	-	-	2,072	4,865	-	10,092	1,177	21,371
Write-down of resource properties	-	-	-	24,919	-	-	-	27,345
Property investigations	3,477	2,245	5,750	-	135	8,097	6,470	-
Interest on loan facility	2,300	-	-	-	-	-	-	-
Other	17,689	17,003	19,650	14,569	27,730	17,943	25,981	14,130
<b>Total expenses</b>	<b>51,759</b>	<b>103,731</b>	<b>75,952</b>	<b>112,521</b>	<b>81,993</b>	<b>133,411</b>	<b>109,263</b>	<b>166,442</b>
Reorganization costs (recovery)	-	-	-	-	-	-	(137,817)	137,817
Gain on distribution of NSX Silver shares	-	-	-	-	-	-	(1,212,135)	-
<b>Total</b>	<b>51,759</b>	<b>103,731</b>	<b>75,952</b>	<b>112,521</b>	<b>81,993</b>	<b>133,411</b>	<b>(1,240,191)</b>	<b>304,249</b>
Interest income	-	-	-	-	2,977	-	-	(2,705)
Deferred income tax expense (recovery)	(15,800)	(16,700)	(22,000)	(154,000)	-	-	156,000	10,129
<b>Net loss (income) for the quarter</b>	<b>35,959</b>	<b>87,031</b>	<b>53,952</b>	<b>(41,479)</b>	<b>79,016</b>	<b>133,411</b>	<b>(1,084,191)</b>	<b>311,673</b>
Unrealized (gain) loss on available-for-sale securities	28,138	37,516	28,137	56,174	-	337,621	(307,000)	-
Comprehensive loss (income) for the quarter	64,097	124,547	82,089	14,695	79,016	471,032	(1,391,191)	311,673
<b>Net loss (income) per share</b>	<b>\$0.001</b>	<b>\$0.002</b>	<b>\$0.001</b>	<b>(\$0.001)</b>	<b>\$0.002</b>	<b>\$0.003</b>	<b>(\$0.025)</b>	<b>\$0.01</b>

NSGold's consolidated net loss for the three quarters ended September 30, 2013 was \$176,942 or \$0.004 per share as compared to a net income of \$871,764 or \$0.02 per share in the three quarters ended September 30, 2012. NSGold's consolidated net loss for the quarter ended September 30, 2013 was \$35,959 or \$0.001 per share as compared to a net loss of \$79,016 or \$0.002 per share in the third quarter of 2012. In the three quarters ended September 30, 2012 the Company recognized a gain of \$1,212,135 on its distribution of NSX Silver shares. This represented the difference between the fair value and the carrying amount of the assets distributed. The Company also recorded the recovery of reorganization costs in the amount of \$137,817, which were expensed in the final quarter of the previous year.

General expenditures, including insurance, professional dues and other various general and administrative expenditures decreased from \$121,694 in 2011 to \$105,289 in 2012. The reductions in these costs continued in the first three quarters of 2013. During the second quarter of 2013, management of NSGold completed a comprehensive review of its operating budget and has enacted a number of measures to reduce costs including the implementation of a 40% reduction in contract administration and geological services.

The Company's professional fees have also decreased significantly with very little corporate activity since the spin-out of NSX Silver. Professional fees in the fourth quarters of 2012 and 2011 include the cost of the annual audit. In the fourth quarter of 2012, the Company engaged Venture Liquidity Providers to provide market-making services to assist in maintaining an orderly market for the shares of the Company. This continued until the end of the first quarter of 2013.

During the current quarter to the Company recorded a stock based compensation charge of \$51,000 which related to the fair value of 1,015,000 stock options which were issued during the quarter. The Company also capitalized \$13,000 relating to the fair value of 285,000 stock options to mineral properties. These options vested immediately and therefor the full value was recorded in the current quarter. The stock based compensation charge is the first quarter of 2013 represents the final vesting of options granted in March 2012. The Company also incurred property investigation expenses of \$11,472 in the first three quarters of 2013 and \$14,702 during 2012 as it seeks to acquire an advanced stage exploration property in a mining "friendly" jurisdiction.

In the first quarter of 2012, the Company recorded an unrealized gain of \$307,000 on its investment in shares of NSX Silver. The gain was reversed in the second quarter by recording an unrealized loss of \$337,621 with a further reduction in fourth quarter of \$56,174 resulting in the Company recording a cumulative unrealized loss on its investment of \$86,795 for the year in comprehensive income/loss for 2012. In 2013, the Company has recorded an accumulated of 93,791 including \$28,138 in the current quarter.

### Liquidity and Capital Resources

	As at September 30, 2013 \$	As at December 31, 2012 \$
Total current assets	63,425	271,379
Resource properties	3,833,219	3,640,339
Total assets	3,952,917	4,061,782
Total current liabilities	72,195	75,989
Total liabilities	384,095	274,989
Shareholders' Equity	3,560,622	3,786,793

As at September 30, 2013, the Company had working capital shortfall of \$8,770 (December 31, 2012 – working capital of \$195,390). In April 2013, the Company completed a loan facility for up to \$500,000 with Van Hoof Industrial Holdings Ltd. (VHIH), a company controlled by Mr. Hans Van Hoof, Chairman of the Corporation. The loan facility is being made available without any fees, options or warrants. As the loan is drawn upon, it will bear interest at the rate of 6% per annum and is repayable in full on December 31, 2014. As at September 30, 2013, VHIH had advanced \$151,600 of this loan facility and interest in the amount of \$2,300 has been accrued. Subsequent to September 30, 2013, VHIH has advanced an additional \$26,100. The only compensation received by Mr. Van Hoof continues to be an annual salary of \$1.

These funds from the loan facility are earmarked for additional study work at the Mooseland Gold Property, initial exploration of the Silver Hill Property in Nevada, evaluation of acquisition opportunities and general corporate purposes. As security for the repayment of the loan facility, the Corporation has granted a security interest over its 1,875,804 common shares of NSX Silver Inc.

The Company's ability to meet its administrative expenses and complete its planned exploration activities is ultimately dependent upon management's ability to secure additional financing. While management has been successful in obtaining funding in the past, there can be no assurance that it will be able to do so in the future.

### Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

### Related Party Transactions

In the first quarter of 2012, the Company transferred the shares of Compañía Minera Oso Blanco, S.A. de C.V. to NSX Silver. As part of the transaction the rights and obligations of the Dios Padre Option Agreement were also assigned to the NSX Silver. The Company also entered a share subscription agreement with NSX Silver and subsequently distributed these shares of NSX Silver by way of a distribution of paid up capital to its shareholders.

During the period ended September 30, 2013, the Company incurred legal fees aggregating \$7,884 (period ended September 30, 2012 - \$21,495) from a law firm of which one of the officers is a partner. During the year ended December 31, 2012, the Company incurred legal fees of \$29,405 with this firm.

During the second quarter of 2013, the Company made its first drawdown against the previously discussed VHIH loan. The company expects to make its second drawdown in the third quarter of 2013. Due to the fact that VHIH, the lender, has ownership of more than 10% of the outstanding common shares of the Corporation, the loan facility may be considered a "related party transaction" for the purposes of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* and the Corporation is relying on exemptions from the formal valuation and minority approval requirements of Multilateral Instrument 61-101.

## Outstanding Share Data

As at September 30, 2013 and November 27, 2013, the Company had 43,553,767 shares issued and outstanding. Subsequent to June 30, 2013 690,196 outstanding broker compensation warrants entitling the holder to acquire one common share per warrant at an exercise price of \$0.51 per share expired and there are no other warrants outstanding.

On May 23, 2013 the Board of Directors has approved an increase in the maximum number of shares that may be issued under the 2010 Stock Option Plan from 2 million shares to 4 million shares and granted stock options to four of NSGold's directors and officers in respect of an aggregate of 1 million common shares, and to four employees and consultants in respect of an aggregate of 280,000 common shares. The exercise price of the stock options is \$0.10, and the stock options expire ten years from the date of grant.

As at September 30, 2013 and November 27, 2013 the Company had 2,845,000 stock options outstanding with a weighted average price of \$0.27. The details of the outstanding stock options as at November 27, 2013 are summarized in the following table.

Date of Grant	Expiry Date	Number of Options	Exercise Price
August 17, 2010	August 17, 2015	140,000	\$0.25
March 24, 2011	March 24, 2016	395,000	\$0.50
May 10, 2011	May 10, 2016	50,000	\$0.60
June 22, 2011	June 22, 2016	85,000	\$0.50
April 13, 2012	April 13, 2017	895,000	\$0.14
May 22, 2013	May 22, 2018	1,280,000	\$0.10

Directors and officers hold an aggregate number of 2,335,000 stock options and employee and consultants hold 650,000. These stock options have a weighted average exercise price of \$0.20, with a remaining weighted average remaining life of 6.3 years, and represent 6.8% of the issued and outstanding common shares as at November 27, 2013.

## Accounting Standards issued but not yet applied

The Company does not expect to early adopt the following revised standards and amendments. Accordingly, the Company expects to adopt these standards as set forth below.

### (i) IFRS 9, Financial Instruments

IFRS 9, *Financial Instruments*, was issued in November 2009 and addresses classification and measurement of financial assets. It replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments. Such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. Where equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent that they do not clearly represent a return of investment; however, other gains and losses (including impairments) associated with such instruments remain in accumulated comprehensive income indefinitely.

Requirements for financial liabilities were added to IFRS 9 in October 2010 and they largely carried forward existing requirements in IAS 39, *Financial Instruments – Recognition and Measurement*, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss are generally recorded in other comprehensive income.

Retrospective application of this standard is effective for fiscal years beginning on or after January 1, 2015, with early adoption permitted. The Company has not elected for early adoption of this standard and does not expect there to be any financial impact upon adoption.

(ii) **IFRS 10, Consolidated Financial Statements**

IFRS 10, *Consolidated Financial Statements*, requires an entity to consolidate an investee when it has power over the investee, is exposed, or has rights to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces SIC-12, *Consolidation—Special Purpose Entities* and parts of IAS 27, *Consolidated and Separate Financial Statements*.

Prospective application of this standard is effective for fiscal years beginning on or after January 1, 2013. The Company does not expect there to be any financial impact upon adoption.

(iii) **IFRS 13, Fair Value Measurement**

IFRS 13, *Fair Value Measurement*, is a comprehensive standard for fair value measurement and disclosure for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and does not always reflect a clear measurement basis or consistent disclosures.

Prospective application of this standard is effective for fiscal years beginning on or after January 1, 2013. The Company does not expect there to be any financial impact upon adoption.

(iv) **IAS 1, Presentation of Financial Statements**

IAS 1, *Presentation of Financial Statements*, has been amended to require entities to separate items presented in Other Comprehensive Income (“OCI”) into two groups, based on whether or not items may be recycled in the future. Entities that choose to present OCI items before tax will be required to show the amount of tax related to the two groups separately.

The amendment is effective for annual periods beginning on or after July 1, 2012. The Company does not expect there to be any financial impact upon adoption.

(v) **IAS 32, Offsetting Financial Assets and Financial Liabilities**

IAS 32, *Offsetting Financial Assets and Financial Liabilities*, was issued in December 2011 and amends the criterion for an entity being allowed to report financial assets and liabilities on a net basis. Retrospective application of this standard is effective for fiscal years beginning on or after January 1, 2014, with early adoption permitted. The Company does not anticipate early adoption of this standard and does not expect there to be any financial impact upon adoption.

**Risks and Uncertainties**

The following are certain factors relating to the business of the Company. These risks and uncertainties are not the only ones facing the Company. Additional risks and uncertainties not currently known to the Company, or that the Company currently deems immaterial, may also impair the operations of the Company. If any such risks actually occur, the financial condition, liquidity and results of operations of the Company could be materially adversely affected and the ability of the Company to implement its growth plans could be adversely affected.

The following is a description of certain risks and uncertainties that may affect the business of the Company.

(i) **Limited Operating History**

The Company is a relatively new company with limited operating history and no history of business or mining operations, revenue generation or production history. The Company was incorporated September 25, 2009 and has yet to generate a profit from its activities. The Company will be subject to all of the business risks and uncertainties

associated with any new business enterprise, including the risk that it will not achieve its growth objective. The Company anticipates that it may take several years to achieve positive cash flow from operations.

**(ii) Exploration, Development and Operating Risks**

The exploration for and development of minerals involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties which are explored are ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all mining operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in an increase in the Company's resource base.

The Company's operations are subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company.

**(iii) Substantial Capital Requirements and Liquidity**

Substantial additional funds for the establishment of the Company's current and planned mining operations will be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities, should such funding not be fully generated from operations. Mineral prices, environmental rehabilitation or restitution, revenues, taxes, transportation costs, capital expenditures, operating expenses and geological results are all factors which will have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Company may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion, and pursue only those development plans that can be funded through cash flows generated from its existing operations.

**(iv) Fluctuating Mineral Prices**

The economics of mineral exploration is affected by many factors beyond the Company's control, including commodity prices, the cost of operations, variations in the grade of minerals explored and fluctuations in the market price of minerals. Depending on the price of minerals, it may be determined that it is impractical to continue the mineral exploration operation.

Mineral prices are prone to fluctuations and the marketability of minerals is affected by government regulation relating to price, royalties, allowable production and the importing and exporting of minerals, the effect of which cannot be accurately predicted. There is no assurance that a profitable market will exist for the sale of any minerals found on the Company's properties.

**(v) Regulatory Requirements**

The current or future operations of the Company require permits from various governmental authorities, and such operations are and will be governed by laws and regulations governing exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. Companies engaged in the exploration and development of mineral properties generally experience increased costs and delays in development and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that all permits which the Company may require for the facilities and conduct of exploration and development operations will be obtainable on reasonable terms or that such laws and regulation would not have an adverse effect on any exploration and development project which the Company might undertake.

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 exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations. Amendments to current laws, regulation and permits governing operations and activities of mineral companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or exploration and development costs or require abandonment or delays in the development of new properties.

**(vi) Financing Risks and Dilution to Shareholders**

The Company has limited financial resources, no operations and no revenues. If the Company's exploration program on its exploration properties is successful, additional funds will be required for the purposes of further exploration and development. There can be no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be available on favourable terms or at all. It is likely such additional capital will be raised through the issuance of additional equity, which will result in dilution to the Company's shareholders.

**(vii) Title to Properties**

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. The Company cannot give an assurance that title to its exploration properties will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that NSGold does not have title to its exploration properties could cause the Company to lose any rights to explore, develop and mine any minerals on that property, without compensation for its prior expenditures relating to such property.

**(viii) Requirement for Permits and Licenses**

A substantial number of permits and licenses may be required should the Company proceed beyond exploration; such licenses and permits may be difficult to obtain and may be subject to changes in regulations and in various operational circumstances. It is uncertain whether the Company will be able to obtain all such licenses and permits.

**(ix) Competition**

There is competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company competes with other mining companies, many of which have greater financial, technical and other resources than the Company, for, among other things, the acquisition of minerals claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel.

**(x) Reliance on Management and Dependence on Key Personnel**

The success of the Company will be largely dependent upon on the performance of its directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

**(xi) No Mineral Reserves**

The Mooseland Gold Property in which the Company holds an interest is considered to be an advanced stage exploration property, however no mineral reserve estimates have been prepared in respect of the property. Mineral reserves are, in the large part, estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Reserve estimates for properties that have not yet commenced production may require revision based on actual production experience. Market price fluctuations of metals, as well as increased production costs or reduced recovery rates, may render mineral reserves containing relatively lower grades of mineralization uneconomic and may ultimately result in a restatement of reserves. Moreover, short-term operating factors relating to the mineral reserves, such as the need for orderly development of the ore bodies and the processing of new or different mineral grades, may cause a mining operation to be unprofitable in any particular accounting period.

**(xii) Environmental Risks**

The Company's exploration and appraisal programs will, in general, be subject to approval by regulatory bodies. Additionally, all phases of the mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and federal, provincial and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs.

**(xiii) Governmental Regulations and Processing Licenses and Permits**

The activities of the Company are subject to Canadian and Mexican approvals, various laws governing prospecting, development, land resumptions, production taxes, labour standards and occupational health, mine safety, toxic substances and other matters. Although the Company believes that its activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of exploration and mining, or more stringent implementation thereof, could have a material adverse impact on the business, operations and financial performance of the Company. Further, the mining licenses and permits issued in respect of its projects may be subject to conditions which, if not satisfied, may lead to the revocation of such licenses. In the event of revocation, the value of the Company's investments in such projects may decline.

**(xiv) Local Resident Concerns**

Apart from ordinary environmental issues, work on, or the development and mining of the Mooseland and Dios Padre properties could be subject to resistance from local residents that could either prevent or delay exploration and development of the property.

**(xv) Management Inexperience in Developing Mines**

The management of the Company has some experience in exploring for minerals, but may lack all or some of the necessary technical training and experience to successfully develop and operate a mine. Without adequate training or experience in these areas, management may not be fully aware of many of the specific requirements related to working within the mining industry and their decisions and choices may not take into account all available and necessary engineering or managerial approaches that experienced mine operating companies commonly use to successfully develop a mine. Consequently, the Company's operations, earnings and ultimate financial success could be materially adversely effected.



**(xvi) Conflicts of Interest**

Certain of the directors and officers of the Company are engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The British Columbia Business Corporations Act (BCBCA) provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the Company, the director must disclose his interest in such contract or agreement and refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

**(xvii) Uninsurable Risks**

Exploration, development and production operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could have an adverse impact on the Company's results of operations and financial condition and could cause a decline in the value of the Company's shares. The Company does not intend to maintain insurance against environmental risks.

**(xviii) Litigation**

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

**(xix) Dividends**

To date, NSGold has not paid any dividends on its outstanding shares. Any decision to pay dividends on the shares of the Company will be made by its board of directors on the basis of the Company's earnings, financial requirements and other conditions.

Additional information regarding the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).

**Dated: November 27, 2013**