



# VIOR

## **Management's Discussion & Analysis for the three-month and nine-month periods ended March 31, 2014 and 2013**

Any statement or reference to dollar amounts herein shall mean lawful money of Canada unless otherwise indicated.

### **Scope of Management's Financial Analysis**

The following analysis should be read in conjunction with the unaudited condensed interim financial statements of Société d'Exploration Minière Vior Inc. (the "Company" or "Vior") and the accompanying notes for the three-month and nine-month periods ended March 31, 2014 and 2013. The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standard Board ("IASB"). The reader should also refer to the annual Management's Discussion and Analysis of financial position as at June 30, 2013, and results of operations, including the section describing the risks and uncertainties.

The information contained herein is dated as of May 27, 2014, date of the approval by the Board of the Management's Discussion and Analysis and the Financial Statements.

### **Forward-Looking Statements**

This document contains forward-looking information and statements, which constitute "forward-looking information" under Canadian securities law and which may be material regarding, among other things, the Company's beliefs, plans, objectives, estimates, intentions and expectations. Forward-looking information and statements are typically identified by words such as "anticipate", "believe", "expect", "estimate", "forecast", "goal", "intend", "plan", "will", "may", "should", "could" and similar expressions. Specific forward-looking information in this document includes, but not limited to, statements with respect to the Company's future operating and financial results, its exploration activities, its capital expenditure plans and the ability to execute on its future operating, investing and financing strategies.

These forward-looking information and statements, by their nature, necessarily involve risks and uncertainties that could cause actual results to differ materially from those contemplated by these forward-looking statements. We consider the assumptions on which these forward-looking statements are based to be reasonable, but caution the reader that these assumptions regarding future events, many of which are beyond our control, may ultimately prove to be incorrect since they are subject to risks and uncertainties that affect us. We disclaim any obligation to update any such factors or to publicly announce any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments, unless required to do so by a governmental authority or by applicable law.

### **Nature of Activities**

The Company, which is governed by the *Quebec Business Corporations Act*, specializes in the acquisition and exploration of mining properties. It has not yet determined whether its mining properties contain ore reserves that are economically recoverable. Whether mining property costs can be recovered depends on the existence of economically recoverable reserves, the Company's ability to obtain the financing necessary to continue exploring and developing the properties and enter into commercial production, or proceeds from the disposal of properties. The Company will have to raise additional funds periodically to continue operations, and while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future.

The Company is engaged in the exploration and development of quality gold-bearing properties in known and accessible mining regions of Canada using advanced exploration techniques.

## **Exploration Activities**

### **Summary of Activities**

The technical data that follows have been verified by Marc L'Heureux, geologist and qualified person as defined by *National Instrument 43-101 – Standards of Disclosure for Mineral Projects*.

The Company's exploration expenses for the three-month period ended March 31, 2014 totalled \$2,610 (\$30,116 in 2013). The Company's cumulative exploration costs totalled \$72,540 (\$144,201 in 2013). During the current quarter, the Company incurred minimum expenses to maintain properties in good standing. Expenses incurred during the current and the previous year quarters are very low as the Company devoted most of its efforts in generating and searching for new projects.

### **Properties**

As at March 31, 2014, the Company held a portfolio of four mining properties in Quebec, covering more than 8,842 hectares (four properties totalling 8,696 hectares in 2013).

#### **Ligneris Property**

The Ligneris property consists of 155 claims totalling 6,176 hectares held 100% by the Company. It is located approximately 80 kilometres north of the LaRonde Complex and 100 kilometres northeast of the city of Rouyn-Noranda.

Drilling by Placer Dome in 1989-1990 revealed three mineralized areas (Au-Ag-Zn) in the centre of the property: the North, Central and South areas.

In 2008, Vior focused on the northeastern part of the property, carrying out geophysical surveys including magnetometer and IP surveys (35 linear kilometres). The results recommended drill testing of four anomalies displaying characteristics of vein-type gold mineralization.

In the fall-winter 2012-2013, the Company completed a mapping and sampling program as well as a TDEM geophysical survey on the Ligneris property. During the field work, 69 samples were collected, including 61 samples from rock outcrops and 8 from erratic blocks. Two samples of quartz-sericite schist mineralized in pyrite yielded anomalous gold results of 179 and 288 ppb. Among the additional 25 till samples collected, some have returned counts of gold grains of up to 49, including 26 grains of delicate shape yielding assay results of up to 498 ppb Au in the fine fraction and 3.35 g/t Au in (HMC) heavy mineral concentrate. Anomalies in As-Sb-Mo and Cu-Ag-Co were obtained in the fine fractions on several till samples suggesting the presence of hydrothermal activity in the underlying rocks.

A 13.8-kilometre, mobile ground electromagnetic survey in the time domain (TDEM) was carried out during the preceding period in the northeastern part of the property. The goal of this IMAGEM survey, using advanced technologies developed for airborne TDEM survey, was the detection and the definition of EM conductors that may be explained later by mechanical stripping.

Last November on the Ligneris property, the Company completed some mapping and rock sampling mainly concentrated in the extensions of the known mineralized zones and along the geophysical anomalies. Assay results were received during the current quarter ending March 31, 2014, confirmed the presence of the mineralized zones on surface without however defining new ones.

The Company is currently looking for a partner to finance future significant exploration work on this project.

#### **Veza-Noyard**

The Veza-Noyard property is located 25 kilometres to the South of Matagami, in the Veza and Noyon townships. The property is owned 100% by Vior and consists of three blocks totaling 22 claims, covering an area of 346 hectares.

The Veza-Noyard property is less than 300 metres southeast of the Veza gold deposit owned by Maudore Minerals Ltd., which has an indicated and measured resource of 321,000 ounces of gold contained in ore grading 5.8 g/t Au, and an inferred resource of 102,000 ounces in ore grading 5 g/t Au (Scott Wilson Mining, 2010). The Veza-Noyard property lies in the north-central part of the Achaean Abitibi sub-Province. The Casa Berardi-Cameron Regional Fault separates the

sedimentary rocks of the Taibi Domain to the north from the volcanics of the Cartwright Domain to the south and crosses the property from east to west. This deformation zone is host to several gold deposits, including the Casa Berardi, Douay, Vezza and Discovery deposits. The Noyard gold showing in the northern part of the property consists of a gold-bearing intersection grading 1.2 g/t Au over 3 metres in a mineralized breccia containing 5%-30% pyrite (SOQUEM drill hole 1132-03-04).

In 2013, the Company proceeded to a gravity survey of approximately 5.2 line-kilometers in the western part of the main block of the Vezza-Noyard property for an exploration cost of \$16,034. Work consisted of a semi-detailed gravity survey with expected Bouguer anomaly accuracy better than 0.05 mGal before terrain correction. The gravity readings were gathered as close as possible to every 50 metres along north-south-oriented lines at a line spacing of 250 metres. Results revealed low to medium gravity anomalies that can possibly be correlated with gold zones - three drill targets have thus emerged from the survey.

During the quarter, there was no exploration activity on the Vezza-Noyard project, and no exploration work is planned on this property in the immediate. The Company is currently looking for a partner to finance future exploration programs on the project, particularly to follow up by drilling on gravity anomalies.

### **Beauchastel Property**

The Beauchastel property consists of 34 claims covering an area of 1,331 hectares. It is located 15 kilometres west of Rouyn-Noranda, in the Duprat and Beauchastel Townships.

On August 7, 2013, the Company entered into an agreement with Falco Pacific Resource Group Inc (“Falco”) whereby the latter has the option to acquire, in the 18 months of the signing of the agreement, a 100% interest in the Beauchastel property in consideration of the following: 175,000 shares of Falco, payments totalling \$75,000 of which \$25,000 can be exploration expenditures on the property or credits for exploration expenditures transferred from Falco’s properties or any combination thereof, and \$25,000 in exploration expenditures or credits for exploration expenditures transferred from Falco’s properties or any combination thereof. As at March 31, 2014, the Company received \$25,000 in cash and 50,000 shares of Falco. The Company will retain a royalty (NSR) varying between 1% and 2% on the project.

During the quarter, Falco Pacific completed some exploration work on the project. Results are pending.

### **Other properties**

There was no activity on the Domergue property during the current quarter.

### **Investment in an associate**

As of March 31, 2014, the Company held 29.76% of the share capital of Aurvista Gold Corporation (“Aurvista”), which holds gold projects in the Douay area.

### **Outlook**

The Company collaborates actively with Aurvista on the properties of the Douay area so as to maximize results from the 29.76% interest it holds in Aurvista's share capital.

On other fronts, the Company has a sound financial position but given the weak market conditions for funding the mining sector, the directors of the Company took precautionary measures to preserve the treasury. The Company is currently seeking for partners to finance future exploration work on its portfolio of projects, and also evaluates several other external opportunities to enhance the value of its assets.

During the quarter, the Company has put a lot of effort identifying good quality projects and business opportunities in North and Latin America. The process is still ongoing and discussions have been initiated with potential partners.

## Selected Financial Information

	Results for the Three-Month Period Ended March 31,		Results for the nine-Month Period Ended March 31,	
	2014 \$	2013 \$	2014 \$	2013 \$
<b>Revenues</b>	48,144	32,150	107,827	88,536
<b>Investment in an associate</b>	307,813	(696,338)	(165)	(725,250)
<b>Expenses</b>	107,932	154,443	314,781	372,069
<b>Deferred tax</b>	(1,804)	461,311	12,572	508,377
<b>Net earnings (net loss)</b>	251,407	(358,686)	(270,993)	(615,779)
<b>Basic and Diluted net earnings (loss) per share</b>	0.002	(0.003)	(0.003)	(0.006)

## Results of Operations

Revenues for the three-month period ended March 31, 2014 totalled \$48,144 compared to \$32,150 for the same period of the previous year. For the nine-month period ended March 31, 2014, revenues totalled \$107,827 compared to \$88,536 for the same period in 2013. The Company receives production royalties from the Mouska mine operated by IAMGOLD Corporation. During the current year, royalties were more important because of an increase in production. The sale of the short-term investments during the current quarter resulted in a gain of \$20,234.

During the three-month period ended March 31, 2014, expenses decreased to reach \$107,932 compared to \$154,443 for the corresponding period of the previous year. For the nine-month period ended March 31, 2014, expenses totalled \$314,781 compared to \$372,069 for the same period in 2013. The items “Salaries and fringe benefits” and “Search for mining properties” taken as a whole do not substantially change; it is the reallocation of the vice-president exploration salary between these two items that explains individual differences. The decrease of the item “Professional and maintenance fees” between the three-month and nine-month periods ended March 31, 2013 and 2014 is mainly due to the expenses related to the preparation of confidentiality agreements, to the study of the fiscal impact to the distribution to shareholders of Aurvista shares and the analysis of the application of the new standard IFRS incurred during the third quarter of the previous year. The decrease in items “Rent and office expenses”, “Advertising and promotion” and “Travelling” during the three-month and nine-month periods of the current year is attributable to a slowdown in the Company’s activities. During the nine-month period ended March 31, 2014, the items “Interest on convertible debentures” and “Increase in value of the debt component of convertible debentures” have no value as a result of the conversion, in August 2012, of convertible debentures into shares.

As at March 31, 2014, the investment in an associate was 29.76% compared to 31.54% as at March 31, 2013. This decrease is attributable to the issuance by Aurvista of 3,928,274 shares. As at March 31, 2014, the Company determined that the fair value of its investment in Aurvista was lower than its carrying amount and subsequently recognized an impairment loss of \$165. As at March 31, 2013, the Company recognized an impairment loss of \$725,250.

The share of loss of an associate is accounted for in the Company’s financial statements of the subsequent quarter. The decrease in the share of loss of an associate is mainly attributable to the decrease in the investment in an associate.

Recovery of deferred tax recorded in the reporting and preceding year mostly results from the impairment loss recognized in the investment in an associate.

## Other Information

	Statements of Financial Position as at	
	March 31, 2014	June 30, 2013
	\$	\$
Investment in an associate	1,121,719	1,225,148
Mining properties	573,569	537,862
Total assets	3,786,684	4,126,571
Shareholders' Equity	3,762,071	4,059,882

Since its incorporation, the Company has never paid cash dividends on its outstanding common shares. Any future dividend payment will depend on the Company's financial needs to fund its exploration programs, its future growth, and any other factor that the Board of Directors deems necessary to consider in the circumstances. It is highly unlikely that any dividends will be paid in the near future.

## Liquidity and Financing

During the nine-month period ended March 31, 2014, cash flows used for operating activities totalled \$143,640 compared to \$390,753 for the preceding year. This difference is primarily attributable to changes in other amounts receivable.

Cash flows from financing activities include the issuance of shares under private placements, and the exercise of warrants and stock options. For the nine-month period ended March 31, 2014, no shares were issued under private placements. For the nine-month period ended March 31, 2013, 1,819,000 shares were issued under a private placement for a total consideration of \$100,045. These funds are for exploration purposes. No share was issued under the exercise of stock options and warrants for the nine-month periods ended March 31, 2014 and 2013.

The Company's investing activities mainly include the acquisition of mining properties and the capitalization of exploration work. The Company is entitled to a 38.75% refundable tax credit for resources as well as an 8% refundable credit for loss on qualified exploration expenditures incurred in the province of Quebec for which deductions were not renounced in favour of flow-through share investors. The 8% rate is calculated after the refundable tax credit for resources has been deducted. Acquisition of mining properties and capitalization of exploration work required disbursements of \$72,448 for the nine-month period ended March 31, 2014 and of \$146,166 for the nine-month period ended March 31, 2013.

The option of the Beauchastel property allows to cash including the sale of the shares received \$56,610 in the current year.

It is management's opinion that the working capital available as at March 31, 2014, will cover all current expenses for at least the next 12 months.

## Quarterly Information

The information presented hereafter details total revenues, net income (net loss), and net earnings (net loss) per share over the last eight quarters.

Quarter End	Total Revenues	Net Income (Net Loss)	Net Earnings (Net Loss) per Share	
			Basic	Diluted
03-31-2014	48,144	251,407	0.002	0.002
12-31-2013	52,053	(155,919)	(0.001)	(0.001)
09-30-2013	7,630	(366,481)	(0.003)	(0.003)
06-30-2013	19,219	(2,663,063)	(0.027)	(0.027)
03-31-2013	32,150	(358,686)	(0.003)	(0.003)
12-31-2012	22,026	(721,548)	(0.007)	(0.007)
09-30-2012	34,360	464,457	0.005	0.005
06-30-2012	(48,507)	(136,153)	(0.002)	(0.002)

## Analysis of Quarterly Results

As the Company's business is mining exploration, it receives no income from operations. Royalties vary according to the level of production, metal prices, and the exchange rate. Quarterly changes in interest income trend with working capital.

### Contractual Obligations

There was no material change in the Company's contractual obligations during the quarter.

### Off-Balance-Sheet Arrangements

The Company has no off-balance-sheet arrangements.

### Related Party Transactions

The Company entered into the following transactions with companies owned by directors:

	Three-Month Period Ended March 31,		Nine-Month Period Ended March 31,	
	2014	2013	2014	2013
	\$	\$	\$	\$
Expenses capitalized in mining properties	221	74,396	39,202	100,408
Management fees	8,149	7,500	24,049	23,850
Rent and office expenses	335	134	765	1,847
Search for mining properties	358	-	463	218
	9,063	82,030	64,479	126,323

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

Expenses capitalized in mining properties and the search for mining properties consist mainly of fees related to exploration as well as services provided by a company owned by a director of the Company.

Management fees, rent, and office expenses are issued from administrative and board presidency services provided by a management company. Management consist of fees paid to the Chairman of the Board, and rent and office expenses consist of the Company's administrative expenses.

### Carrying Value of Mining Properties

At the end of each quarter, an analysis of exploration work is done on every property to evaluate its potential. Following this analysis, write-offs are made if deemed necessary.

### Critical Accounting Policies and Estimate

Please refer to the appropriate section of the financial statements included in our 2013 Annual Report for a complete description of our accounting policies. There has been no significant change in the Company accounting policies and estimates since June 30, 2013, except for the changes in accounting policies listed below.

### Change in Accounting Policies

The Company has adopted the following new and revised standards, along with any consequential amendments, effective July 1, 2013. These changes were made in accordance with the applicable transitional provisions.

#### IAS 1, *Presentation of Financial Statements*, ("IAS 1")

The Company has adopted the amendments to IAS 1 effective July 1, 2013. These amendments required the Company to group other comprehensive income items based on whether or not they may be reclassified to net earnings in the future. These changes did not result in any adjustments to other comprehensive income (loss) or comprehensive income (loss).

#### IFRS 10, *Consolidated Financial Statements*, ("IFRS 10")

IFRS 10 replaces the guidance on control and consolidation in IAS 27, *Consolidated and Separate Financial Statements*, and SIC-12, *Consolidation-Special Purpose Entities*. IFRS 10 requires consolidation of an investee only if the investor possesses power over the investee, has exposure to variable returns from its involvement with the investee and has the ability to use its power over the investee to affect its returns. Detailed guidance is provided on applying the definition of control. The accounting requirements for consolidation have remained largely consistent with IAS 27. The adoption of IFRS 10 did not affect the Company's financial statements.

#### IFRS 11, *Joint Arrangements*, ("IFRS 11")

IFRS 11 supersedes IAS 31, *Interests in joint Ventures*, and requires joint arrangements to be classified either as joint operations or joint ventures depending on the contractual rights and obligations of each investor that jointly controls the arrangement. For joint operations, a company recognizes its share of assets, liabilities, revenues and expenses of the joint operation. An investment in a joint venture is accounted for using the equity method as set in IAS 28, *Investments in Associates and Joint Ventures* ("IAS 28"). We conducted a review of our working interests and determined that the adoption of IFRS 11 did not result in any change in the accounting treatment of these working interests.

#### IFRS 12, *Disclosure of interests in other Entities*, ("IFRS 12")

IFRS 12 establishes disclosure requirements for interests in other entities, such as subsidiaries, joint arrangements, associates, and unconsolidated structured entities. The standard carries forward existing disclosures and also introduces significant additional disclosures that address the nature of, and risks associated with, an entity's interests in other entities. The standard includes disclosure requirements for entities covered under IFRS 10 and IFRS 11. The adoption of IFRS 12 did not affect the Company's financial statements.

#### IFRS 13, *Fair Value Measurement*, ("IFRS 13")

IFRS 13 provides a single framework for measuring fair value. The measurement of the fair value of an asset or liability is based on assumptions that market participants would use when pricing the asset or liability under current market conditions, including assumptions about risk. The Company adopted IFRS 13 on July 1, 2013 on a prospective basis. The adoption of IFRS 13 did not require any adjustments to the valuation techniques used by the Company to measure fair value and did not result in any measurement adjustments as at July 1, 2013.

### **Future Accounting Change**

There has been no change in future accounting changes as described in the Company's 2013 annual Management's Discussion and Analysis, except for the ones adopted and described in the preceding section "Changes in accounting Policies".

### **Disclosure of Outstanding Share Data**

The Company is authorized to issue an unlimited number of common shares without par value. As at May 27, 2014, 105,518,721 shares were outstanding.

The Company has a stock option plan under which stock options may be granted up to a maximum of 9,467,312. As at May 27, 2014, 1,565,000 stock options were outstanding. The expiry dates of these stock options is November 1, 2020.

Also as at May 27, 2014, 200,000 warrants were outstanding. Their expiry date is August 24, 2015.

## **Risk Factors and Uncertainties**

There have been no significant changes in the risk factors and uncertainties the Company is facing, as described in the Company's annual Management's Discussion and Analysis as at June 30, 2013.

## **Additional Information and Continuous Disclosure**

This Management's Discussion & Analysis is dated May 27, 2014. The Company regularly provides additional information through press releases, material change reports, financial statements, and information circulars on SEDAR ([www.sedar.com](http://www.sedar.com)).

*(signed) Claude St-Jacques*

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President and CEO

*(signed) Gaétan Mercier*

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Chief Financial Officer