



# **THEMAC Resources Group Limited**

**Form 51-102F1**

**Management's Discussion & Analysis (MD&A)**

**For the year ended June 30, 2014**

**Dated: October 15, 2014**

Suite 700 – 510 West Hastings Street  
Vancouver, BC  
Canada V6B 1L8

This report covers financial and technical information related to the year ended June 30, 2014 and other relevant information available up to the date of this report. This report should be read in conjunction with the audited consolidated financial statements for the years ended June 30, 2014 and 2013 and the related notes.

Financial results are prepared in accordance with International Financial Reporting Standards (“IFRS”). All amounts are stated in Canadian dollars unless otherwise indicated.

Additional information related to THEMAC Resources Group Limited (“THEMAC” or the “Company”) is available for view on the Company’s website at [www.themacresourcesgroup.com](http://www.themacresourcesgroup.com) and under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Cautionary Note on Forward-Looking Statements**

When used in this document, words such as ‘estimate’, ‘expect’, ‘anticipate’, ‘believe’, and similar expressions are intended to identify forward-looking statements. Such statements are used to describe management’s future plans, objects, and goals for the Company, and, therefore, involve inherent risks and uncertainties.

Shareholders and prospective investors should be aware that the forward-looking statements are subject to known and unknown risks, uncertainties, and other factors that could cause actual results to differ materially from those suggested by the forward-looking statements. Readers are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, inherent risk, and uncertainties, both general and specific, which contribute to the possibility that the predictions, forecasts, projections, and various future events will not occur. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking information whether as a result of new information, future events, or such factors which affect this information, except as required by law.

### **Description of business and project update**

The Company was incorporated on February 24, 1997 under the Business Corporations Act (Yukon), Canada. The Company is in the business of developing its Copper Flat Project in New Mexico (“Copper Flat” or the “Project”) through its subsidiary New Mexico Copper Corporation (“NMCC”).

The Company is a reporting issuer in the provinces of British Columbia and Alberta, Canada, and trades its shares on the TSX Venture Exchange (“TSX-V”) under the symbol MAC.

### **About the Copper Flat Project**

Copper Flat is a former producing copper-molybdenum mine located in the Hillsboro Mining District of Sierra County, New Mexico, located approximately 150 miles (242 kilometers (km)) south of Albuquerque, New Mexico, and 20 miles (32 km) southwest of Truth or Consequences, New Mexico. The Project consists of 26 patented mining claims and 231 unpatented mining claims, (202 lode claims and 29 placer claims), 9 unpatented mill sites, and 16 fee land parcels in contiguous and non-contiguous land parcels and claim blocks.

An additional 1,200 acres (485 hectares) in five tracts of land located within or adjacent the property described above were acquired through a binding Letter of Intent with a local rancher (the "Fancher Agreement") in April 2013 bringing the Project's contiguous and non-contiguous land parcels and claim blocks to approximately 4,741 acres (1,918 hectares.) A Special Warranty Deed resulting from this transaction was recorded in the first quarter of calendar year 2014. Completion of this transaction provides NMCC 100% control of the property contained in the approximate 2,190 acre (886 hectares) permit area, and provides space for future expansion of the waste rock and tailings storage facilities.

The Copper Flat Mine ("Mine") was operated by Quintana Minerals Corporation (Quintana) for a short period ending in June 1982 before operations were curtailed due to falling copper prices. During this period, Quintana mined and processed 1.48 million short tons (Mst) of ore to yield 7.4 million pounds (Mlbs) of copper, 2,301 ounces (Oz) of gold, and 55,966 Oz of silver. A salable molybdenum product was planned but not produced by Quintana due to the short operating period.

A Feasibility Study of restarting the Mine has been prepared by M3 Engineering and Technology Corporation (M3). The Study is summarized in a Canadian Securities Administrators National Instrument 43-101 ("NI 43-101") compliant technical report titled "Copper Flat Project – Form 43-101 Technical Report Feasibility Study" that was filed on [www.sedar.com](http://www.sedar.com) (SEDAR) on November 21, 2013.

The Copper Flat Deposit is a Laramide-age porphyry copper-molybdenum-gold-silver deposit. The metal content of the deposit is evidenced by historic production and metallurgical test work, as well as additional assays obtained from the Company's exploration drilling programs. Information regarding property exploration and resource estimation is provided in the deposit's NI 43-101 Mineral Resource Statement, which is also posted on SEDAR.

Civil infrastructure in place at Copper Flat includes a tailings dam, largely pre-stripped open pit, power lines, water well field and pipeline, access roads, diversion channels, site grading, and building foundations. For more information, visit [www.themacresourcesgroup.com](http://www.themacresourcesgroup.com).

## **Permitting**

Permitting the Project entails numerous interactions and decisions by Federal and State agencies, which are in turn subject to challenges by opponents of the Project. The permitting and government and community outreach efforts that have been conducted over the past three years have resulted in positive working relationships with the agencies and members of the local communities and the permitting process is progressing.

The Environmental Impact Statement (EIS) process, administered by the Bureau of Land Management (BLM), is underway and a Draft EIS is expected to be published in 2015. As part of the permitting effort, an aquifer test was successfully completed at the end of 2012, and excavation of the existing buried foundations that will be re-used in the future processing operations of the Mine was completed in February 2013. Since this is the first copper mine to be permitted under the new State of New Mexico mining regulatory program, in order to minimize to the extent possible conflicts between the BLM, state mining, and other environmental regulatory programs, the Company participates in monthly meetings with regulatory agencies to communicate progress, identify real or potential conflicts, and provide current information on the Company's ongoing studies. These and other meetings have contributed to relationships with the agencies that are frank, informative, productive, and, thus, conducive to problem solving.

As part of the permitting process, management continues to engage with regulatory stakeholders on a number of issues, including securing the appropriate consents and permits for water rights for the Project. Water resources are carefully managed and controlled in the Western United States, and appropriation of water rights for use by the Copper Flat Project is managed by the Office of the State Engineer for New Mexico (NMOSE). NMCC has secured via purchase or contract 7,481 acre-feet of water per year ("acre-ft/yr") of declared water rights (1,019 acre-ft/yr was purchased in the Options and Purchase Agreement; the remaining 6,462 acre-ft/yr is under contract with a group of private individuals.) NMCC has met all payment terms to date; the final payment is due within 60 days of securing the Mine Permit. Currently, NMOSE considers approximately 890 acre-feet to have been perfected through historical actual use by the Mine, far below the amount required for the operation. NMCC disagrees with NMOSE and intends to proceed with legal hearings on the matter based on Quintana records and the Mendenhall Doctrine, an accepted legal argument in the State of New Mexico regarding pre-water basin claims to water. The Company will make appropriate and timely disclosure as developments occur in this regard.

The Company is building community relationships through public outreach meetings and through communication and education efforts such as interviews and Op-Ed articles in local newspapers, presentations to the local governing bodies and service organizations, and participation in local events. These efforts resulted in resolutions of support passed unanimously by three of the four local governing bodies, and by majority vote of the fourth body.

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Expenditures on the Copper Flat Project are as follows:

	Year ended June 30, 2014	Year ended June 30, 2013
Deferred exploration expenditures, beginning of the year	\$ 21,712,810	\$ 12,428,203
Assaying	-	187,131
Asset retirement obligation	(89,147)	-
Depreciation	69,234	37,903
Engineering	249,410	38,604
Exploration	88,124	1,789,447
Feasibility	308,698	2,950,360
Lease and land payments	42,787	95,942
Legal	132,438	157,220
Permitting	1,081,182	2,803,071
Prefeasibility	-	245,555
Share-based payments	<u>195,407</u>	<u>190,713</u>
Additions for the year	<u>2,078,133</u>	<u>8,495,946</u>
Cumulative foreign currency translation adjustment	<u>340,911</u>	<u>788,661</u>
Deferred exploration expenditures, end of the year	\$ 24,131,854	\$ 21,712,810

## Financings and Working Capital

### Financings

During the year ended June 30, 2014, the Company drew funds of \$2,911,775 on its loan (the "Loan") with Tulla Resources Group Pty Ltd. ("Tulla"), a company controlled by a director of the Company. Subsequent to the year ended June 30, 2014, the Company has drawn an additional \$1,254,724 in funds. The Company and Tulla have agreed in principle to extend the loan facility and are currently working to document and formalize the arrangement. Refer to "Capital resources" for additional discussion.

### Working Capital

As at June 30, 2014, the Company had working capital deficiency of \$45,517,058 (2013 - \$35,282,144). The significant decrease in working capital relates to the accumulation of amounts due on the Loan.

Prepaid expenses and deposits of \$66,601 (2013 - \$238,759) consists of advances to vendors and contractors, lease and rent deposits, and prepaid insurance.

Trade and other payables were \$315,550 (2013 - \$603,081) not including amounts to related parties of \$843,669 (2013 - \$343,413). Amounts due to related parties are related to trade payables, are unsecured and are non-interest bearing.

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**Debt**

As at June 30, 2014, the Loan payable of \$44,256,489 (2013 - \$35,090,162), including interest, relates to the loan agreement with Tulla detailed in the accompanying consolidated financial statements. In the year ended June 30, 2013, the Loan was reclassified to short-term debt as the lender may request repayment as of July 2013. The Loan is not subject to a current agreement. The Company is accruing interest on the basis of the terms of the Loan agreement which came to term in July 2013.

The Company has acquired 1,200 acres of land pursuant to the Fancher Agreement within the Copper Flat Project area. The total purchase price of the land is US\$2,500,000 ("Purchase Price") of which US\$325,000 (the "Initial Payment") was paid during the year ended June 30, 2013. The Company will pay installments of US\$125,000 on the second, third and fourth anniversaries of the Initial Payment and the balance of US\$1,800,000 ("Final Payment") on or before the fifth anniversary of the Initial Payment. Interest accrues at a rate of 3.5%, adjusted to changes in LIBOR, per year on the Purchase Price less installments paid to date. As at June 30, 2014, the carrying value of the property obligation was \$2,416,438 (2013 - \$2,193,580).

**Selected Annual Information**

	<u>Years ended June 30</u>		
	(\$)		
	2014	2013	2012
a) Loss for the year	(8,175,756)	(6,388,813)	(4,356,906)
∅ Per share - basic & diluted	(0.11)	(0.09)	(0.07)
b) Comprehensive loss for the year	(7,786,469)	(5,381,086)	(3,213,428)
∅ Per share - basic & diluted	(0.10)	(0.08)	(0.05)
c) Long term liabilities*	2,361,823	2,451,708	19,216,274
d) Total assets	55,581,327	53,331,977	40,503,800
e) Cash dividends per share	Nil	Nil	Nil

\*The Loan has been reclassified to short-term liabilities in the year ended June 30, 2013 as the Loan matured in July 2013 with a pending extension.

The loss per year has increased over the period presented due to the interest expense accruing on the Loan. The difference between the comprehensive loss and loss relates to the foreign currency translation of the assets and liabilities of NMCC denominated in US dollars at each reporting period.

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**Results of Operations**

*Year ended June 30, 2014 and year ended June 30, 2013*

Year ended June 30	2014		2013		% change
	\$	% of expenses	\$	% of expenses	
Accounting and audit	99,048	1.15%	61,496	0.87%	61.06%
Depreciation	38,201	0.44%	40,330	0.57%	-5.28%
Director's fees	335,000	3.90%	336,875	4.78%	-0.56%
(Gain) loss on disposal of equipment	(406)	0.00%	4,934	0.07%	-108.23%
Filing fees and transfer agent fees	26,120	0.30%	22,906	0.34%	14.03%
Finance expenses	6,254,552	72.83%	4,793,888	68.09%	30.47%
Interest on property obligation	82,092	0.96%	11,793	0.17%	596.11%
Investor communications	156,912	1.83%	411,286	5.84%	-61.85%
Legal fees	57,346	0.67%	72,165	1.03%	-20.53%
Loan fee	—	0.00%	75,000	1.07%	-100.00%
Management fees	361,001	4.20%	192,971	2.74%	87.08%
Office and sundry	752,448	8.76%	549,384	7.80%	36.96%
Personnel searches	—	0.00%	59,129	0.84%	-100.00%
Share-based payments	216,107	2.52%	303,178	4.31%	-28.72%
Travel	209,745	2.44%	105,111	1.49%	99.55%
	<b>(8,588,166)</b>	<b>100%</b>	<b>(7,040,446)</b>	<b>100%</b>	<b>21.98%</b>
Deferred tax recovery	412,410		651,633		
<b>Loss for the year</b>	<b>(8,175,756)</b>		<b>(6,388,813)</b>		
Exchange differences on translating foreign operations, net of tax	389,287		1,007,727		
<b>Comprehensive loss for the year</b>	<b>(7,786,469)</b>		<b>(5,381,086)</b>		

The following comments apply to items with larger variances or significant amounts:

- The interest expense represents the interest due on the Loan described in the accompanying consolidated financial statements. The Loan principal has increased over the years presented resulting in a higher interest expense for the current year.

The interest expense for the current year is calculated in continuation with the terms of the Loan which came due July 31, 2013. Renewal of the Loan agreement and associated terms is under ongoing documentation updates between the Company and Tulla.

- Investor communications expense has decreased over the prior year as the Company has reduced its in-house payroll with respect to investor and community relations. The Company pursued fewer community integration programs in the current year relative to the year ended June 30, 2013.
- Management fees have increased due to changes in the senior executives of the Company as per payments to key management personnel outlined below in related party transactions.

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- Share-based payments expense in the year ended June 30, 2014 was lower than the prior year due to the timing of options granted and vesting.

*Three months ended June 30, 2014 and three months ended June 30, 2013*

Three Months ended June 30	2014		2013		% change
	\$	% of expenses	\$	% of expenses	
Accounting and audit	12,944	0.52%	(12,940)	-0.70%	-200.03%
Depreciation	11,404	0.46%	(14,522)	-0.79%	-178.53%
Director's fees	80,000	3.24%	91,250	4.96%	-12.33%
Filing fees and transfer agent fees	1,452	0.06%	1,218	0.07%	19.21%
Finance expenses	1,608,954	65.14%	1,405,941	76.45%	14.44%
Interest on property obligation	20,695	0.84%	11,793	0.64%	75.49%
Investor communications	5,993	0.24%	68,851	3.74%	-91.30%
Legal fees	15,863	0.64%	25,222	1.37%	-37.11%
Loan fee	—	0.00%	75,000	4.08%	-100.00%
Management fees	93,686	3.79%	108,201	5.88%	-13.41%
Office and sundry	298,579	12.09%	145,388	7.91%	105.37%
Personnel searches	—	0.00%	(966)	-0.05%	-100.00%
Share-based payments	181,678	7.36%	(96,526)	-5.25%	-288.22%
Travel	138,755	5.62%	31,207	1.70%	344.63%
	<b>(2,470,003)</b>	<b>100%</b>	<b>(1,839,117)</b>	<b>100%</b>	<b>34.30%</b>
Gain (loss) on disposal of equipment	412,410		651,633		
<b>Loss for the period</b>	<b>(2,057,593)</b>		<b>(1,187,484)</b>		
Exchange differences on translating foreign operations	(2,274,744)		1,006,116		
<b>Comprehensive income (loss) for the period</b>	<b>(4,332,337)</b>		<b>(181,368)</b>		

The following comments apply to items with larger variances or significant amounts:

- The interest expense represents the interest due on the Loan described in the accompanying condensed consolidated interim financial statements. The Loan principal has increased over the periods presented resulting in a higher interest expense for the current period.

The interest expense for the current period is calculated in continuation with the terms of the Loan which came due July 31, 2013. Renewal of the Loan agreement and associated terms is under ongoing documentation updates between the Company and Tulla.

- Management fees have increased due to changes in the senior executives of the Company as per payments to key management personnel outlined below in related party transactions.

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**Summary of quarterly results:**

	Quarter ended (three-month unaudited figures, unless otherwise specified)							
	Jun 30, 2014 \$	Mar 31, 2014 \$	Dec 31, 2013 \$	Sept 30, 2013 \$	Jun 30, 2013 \$	Mar 31, 2013 \$	Dec 31, 2012 \$	Sept 30, 2012 \$
Net loss for the period	(2,057,593)	(1,977,160)	(2,132,290)	(2,008,713)	(1,192,416)	(1,798,596)	(1,642,693)	(1,755,108)
Per share basic & diluted	(0.03)	(0.03)	(0.03)	(0.03)	(0.02)	(0.02)	(0.02)	(0.04)
Total comprehensive income (loss) for the period	(4,332,337)	40,158	(408,401)	(3,085,889)	(181,366)	(910,262)	(1,189,740)	(3,099,718)
Per share basic	(0.06)	0.01	(0.01)	(0.04)	(0.01)	(0.01)	(0.02)	(0.04)
Per share diluted	(0.06)	0.01	(0.01)	(0.04)	(0.01)	(0.01)	(0.02)	(0.04)
Total assets	55,581,327	57,503,801	54,858,819	52,444,905	53,331,977	48,200,945	44,008,682	41,261,551
Total liabilities	48,005,389	45,892,515	43,418,849	40,682,973	38,488,364	33,213,038	28,338,745	24,444,092
Shareholders' equity	7,575,938	11,611,286	11,439,970	11,761,932	14,843,613	14,987,907	15,669,937	16,817,459
Cash dividends declared	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

The trend presented by the table above demonstrates continued investment in the Copper Flat Project which is predominantly financed by drawing on the Tulla Loan. The difference between net loss and comprehensive loss reflects the foreign exchange translation of the holdings of the Company's subsidiary NMCC which holds title to the Copper Flat Project.

**Liquidity**

Liquidity risk is the risk that the Company will not be able to meet its obligations with respect to financial liabilities as they fall due. The Company's financial liabilities are comprised of trade and other payables, due to related parties, property obligation and loan payable. The Company frequently assesses its liquidity position by reviewing the timing of amounts due and future obligations compared to the Company's current cash position and expected cash receipts. The objective of the Company is to manage its liquidity risk by maintaining sufficient cash to meet its anticipated operational needs. Due to the relatively low cash position of the Company, the Company is exposed to liquidity risk.

The Company is currently working with Tulla to amend the terms of the Loan. Under the current terms, the Loan came due in July 2013. The Company has identified this position as a significant liquidity risk to the Company. Tulla has not made demand for payment of the Loan to date. During the year ended June 30, 2014, the Company and Tulla agreed to extend the facility of the Loan to \$32,400,000. The extension is in the process of documentation.

The Company will depend on future financings from its majority shareholder (Tulla) and other alternatives to continue its operations.

The consolidated financial statements of the Company were prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities in the normal course of business for the foreseeable future.

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The Company's forecast cash requirements for the next 12 months exceeds the current amount available under the Company's Loan with Tulla. These factors indicate the existence of a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern. The continued support of shareholders and the ability to raise funds through the issuance of equity or debt will be required in order to enable the Company to continue and to develop the Copper Flat Project. Realization values may be substantially different from carrying values, as shown, and the condensed consolidated interim financial statements do not give effect to the adjustment that would be necessary to the carrying values and classifications of assets and liabilities should the Company be unable to continue as a going concern.

**Transactions with related parties and payments to key management personnel**

During the year ended June 30, the Company incurred the following expenditures in respect of transactions with related parties:

<b>Year ended June 30</b>	<b>2014</b>	<b>2013</b>
Salary paid and accrued to Mr. Andrew Maloney, CEO	271,062	101,250
Salary paid to Mr. Jeffrey Smith, COO	267,607	-
Salary paid to Mr. Andre J. Douchane, former President & CEO	-	190,197
Salary accrued to Mr. Stuart Crawford, former CFO	73,438	37,500
Management fees and office rent paid to InterAmerica Consulting & Development Ltd, a company controlled by Mr. Salvador Miranda, former corporate co-secretary of the Company.	-	25,426
Directors fees paid or accrued to:		
Mr. Kevin W. Maloney	80,000	80,000
Mr. Barrett Sleeman	48,333	45,000
Mr. John Cook (former Director as of October 31, 2013)	20,000	60,000
Mr. Kenneth Pickering	65,000	65,000
Mr. Joel Schneyer	70,000	70,000
Mr. Andrew Maloney	51,667	16,875
Loan advances received from Tulla	2,911,775	11,330,000
Interest incurred on loan payable to Tulla	6,254,560	4,793,888
Fair value of options granted to above persons:	351,481	179,401

During the year ended June 30, 2014, the Company issued 1,192,000 shares to five directors of the Company to settle \$107,280 in accrued directors' fees.

During the year ended June 30, 2013, the Company issued 1,182,500 shares to three directors of the Company to settle \$118,250 in accrued directors' fees.

**Capital resources**

The Company's ability to raise further funds from the equity markets will largely depend upon general market conditions. The Company and Tulla are currently working to amend the terms of the Loan to increase the facility and amend the maturity date.

### **Off-balance sheet arrangements**

The Company does not have any off-balance sheet arrangements.

### **Financial Instruments**

The Company's financial instruments consist of cash, receivables, bonds, trade and other payables, amounts due to related parties, loan payable and property obligation. The fair value of cash is measured on the statement of financial position using Level 1 of the fair value hierarchy as it is based on unadjusted quoted prices in active market. The fair value of receivables, bonds, trade and other payables and loan payable approximate their carrying values due to their short-term nature.

The property obligation is carried at amortized cost. The fair value of the property obligation approximates its carrying value as it reflects the amount payable as at the reporting date to discharge the liability.

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments are summarized below:

#### *Currency Risk*

The Company is subject to currency risks. The Company's Project is located in the United States of America, and many of the Company's expenditures on this Project are denominated in US dollars. The Company maintains its principal office in Canada, and has monetary assets and liabilities in Canadian and US dollars. The currency exchange rate between the US and Canadian dollars fluctuated from a low of US\$1.02 to a high of US\$1.12 for CAD\$1 during the year ended June 30, 2014. The Company has estimated that a change of 10% in the currency rate could affect the total comprehensive income (loss) by approximately \$5,256,000. As such, the Company's results of operations are subject to foreign currency fluctuation risks and such fluctuations may adversely affect the financial position and operating results of the Company. The Company has not undertaken to mitigate foreign currency risk at this time, and does not use derivative instruments to reduce its exposure to currency risk.

#### *Interest rate and credit risk*

The Company has a cash balance, taxes recoverable, trade and other payables, amounts due to related parties, and a loan payable. Amounts owed to related parties, excluding the Loan, do not bear interest, and, therefore, these amounts are not exposed to interest rate variations. The Loan is accruing interest at a rate of 20% per annum on outstanding amounts.

Receivables typically consist of Canadian Goods and Services Tax ("GST") due from the Federal Government of Canada and bonds for the Project refunded after year end. Management believes that the credit risk with respect to receivables is remote. In addition, the Company is satisfied with the credit rating of the banks where the cash is held.

#### *Liquidity risk*

Please see above under "Liquidity."

## **Risk elements**

### ***Forward-Looking Statements***

Certain statements made and information contained in this MD&A and elsewhere constitutes “forward-looking information” within the meaning of the British Columbia Securities Act and the Alberta Securities Act. Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements, including, without limitation, risks and uncertainties relating to the interpretation of drill results and the estimation of mineral resources, the geology, grade and continuity of mineral deposits, the possibility that future exploration, development results will not be consistent with the Company’s expectations, accidents, equipment breakdowns, title matters and surface access, labour disputes, the potential for delays in exploration activities, the potential for unexpected costs and expenses, commodity price fluctuations, currency fluctuations, failure to obtain adequate financing on a timely basis, and other risks and uncertainties, including those described under Risk Factors.

In addition, forward-looking information is based on various assumptions including, without limitation, the expectations and beliefs of management, the assumed long term-price of copper, gold, silver and molybdenum, that the Company will receive required permits and access to surface and water rights, that the Company can access financing, appropriate equipment and sufficient labour and that the political environment within the jurisdictions where the company operates or is planning to operate will continue to support the development of environmentally safe mining projects. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Accordingly, readers are advised not to place undue reliance on forward-looking statements.

### ***Risk Factors***

Companies in the development stage face a variety of risks and, while unable to eliminate all of them, the Company aims at managing and reducing such risks as much as possible. The Company faces a variety of risk factors such as project feasibility and practically, risks related to determining the validity of mineral property title claims, grant of mining permits, commodities prices, changes in laws and environmental laws and regulations. Management monitors its activities and those factors that could impact them in order to manage risk and make timely decisions.

*THEMAC will require additional funding.*

At June 30, 2014 the Company held cash of \$57,981 and had current liabilities of \$45,643,566. The Company has historically relied upon equity subscriptions and extensions to its loan with Tulla to satisfy its capital requirements and will likely continue to depend upon these sources to finance its activities. There can be no assurances that the Company will be successful in raising the desired level of financing on acceptable terms.

*THEMAC will require various permits and title agreements to enable it to conduct its current and anticipated future operations.*

The Company's current and anticipated future operations, including further exploration and development activities and the commencement of production from the Company's Copper Flat Project in New Mexico, USA requires the granting of the necessary mining concessions and permits from various federal, state and local authorities and private property holders. The granting, continuing validity and enforcement of the terms of such concessions and permits are, as a practical matter, often subject to the discretion of government officials. There can be no assurance that all concessions and permits that the Company requires will be obtainable on reasonable terms, or at all, or will continue to be valid. Further, delays or failure to obtain such concessions and permits, the withdrawal, expiry or non-renewal of existing concessions and permits, or failure to comply with the terms of such concessions and permits could have a material adverse impact on the Company.

*THEMAC must obtain certainty of water rights in order to successfully develop the Copper Flat Project*

Negotiating rights to water involves certain inherent risks. Management continues to engage with the NMOSE to secure the appropriate consents and permits for Project water rights. Specifically, the NMOSE has provided confirmation to some of the Project's water rights, and the Company is preparing for legal hearings regarding the balance of the water rights. The basis of the Company's position is the Mendenhall Doctrine, an accepted legal argument in the State of New Mexico regarding pre-water basin claims. As the Company progresses in this regard, the appropriate disclosures will be made. Despite the Company's efforts, there can be no guarantee that the Company will be able to secure surface access, water rights, or the other permits necessary to re-start operations at Copper Flat.

*THEMAC is subject to government regulation*

The Company's mineral exploration is, and any development activities will be, subject to various laws governing exploration, development, production, taxes, labour standards and occupational health, mine safety, environmental protection, toxic substances, land use, water use and other matters. Failure to comply with applicable laws and regulations may result in civil or criminal fines or penalties or enforcement actions, including orders issued by regulatory authorities curtailing the Company's operations or requiring corrective measures, any of which could result in the Company incurring substantial expenditures. 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 exploration or development.

*Exploration, development and mining activities can be hazardous and involve a high degree of risk.*

The Company's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of base or precious metals, including, without limitation, unusual and unexpected geologic formations, seismic activity, rock bursts, pit-wall failures, cave-ins, flooding and other conditions involved in the drilling and removal 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 legal liability. Milling operations, if any, are subject to various hazards, including, without limitation, equipment failure and failure of retaining dams around tailings disposal areas, which may result in environmental pollution and legal liability.

*THEMAC may be adversely affected by fluctuations in commodity prices.*

The value and price of the Company's common shares, the Company's financial results, and exploration, development and mining activities of the Company, if any, may be significantly adversely affected by declines in the price of copper and other key commodities. Mineral prices fluctuate widely and are affected by numerous factors beyond the Company's control such as interest rates, exchange rates, inflation or deflation, global and regional supply and demand, and the political and economic conditions of mineral producing countries throughout the world.

#### **Market volatility during the current reporting period**

The capital markets around the world are subject to significant volatility, which could affect the Company's ability to secure public financing, as well as adversely affect the market price of its common shares.

Given the Company's present situation, while it may affect the trading price of its common shares, it is not expected that this volatility will have an effect on the Company's operations or on its financial statements for the next few months. The Company has depended on financing from its majority shareholder in the past, but with the expansion of operations at Copper Flat, it will be more dependent on public markets, in addition to the support from controlling shareholders.

#### **Management's responsibility over financial information**

The Company's management is responsible for presentation and preparation of the financial statements and the MD&A. The condensed consolidated interim financial statements have been prepared in accordance with IFRS issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The MD&A has been prepared in accordance with the requirements of securities regulators, including National Instrument 51-102 of the Canadian Securities Administrators.

The condensed consolidated interim financial statements and information in the MD&A necessarily include amounts based on informed judgments and estimates of the expected effects of current events and transactions with appropriate consideration to materiality. In addition, in preparing the financial information we must interpret the requirements described above, make determinations as to the relevancy of information to be included, and make estimates and assumptions that affect reported information. The MD&A also includes information regarding the impact of current transactions and events, sources of liquidity and capital resources, operating trends, risks, and uncertainties. Actual results in the future may differ materially from our present assessment of this information because future events and circumstances may not occur as expected.

### **Cautionary note for USA readers**

As a corporation, the Company is subject to certain rules and regulations issued by the British Columbia Securities Commission; the Company is required to provide detailed information regarding its properties including mineralization, drilling, sampling and analysis, on security of samples and mineral reserve estimates. Further, the Company describes any mineral resources associated with its properties utilizing terminology such as “inferred” or “indicated” which are terms recognized by Canadian regulators but not recognized by the United States’ Securities and Exchange Commission (SEC).

### **Other MD&A requirements**

- a) Copies of all previously published financial statements, management discussions, meeting materials, etc., are available on the SEDAR website at [www.sedar.com](http://www.sedar.com).
- b) Information pursuant to sections of National Instrument 51-102:
  - i) Section 5.3: The Company's continued operations are dependent on its ability to raise adequate funds from the capital markets or other sources of financing.
  - ii) Section 5.4: Outstanding share data as at the date of this MD&A:
    - Common shares:
      - s Authorized: unlimited number, without par value.
      - s Issued and outstanding: 76,492,122.
    - Warrants:
      - s 10,500,000 with an exercise price of \$0.28 until March 4, 2016.
      - s 40,000,000 with an exercise price of \$0.34 until March 4, 2016.
    - Stock options: 13,442,072 with a weighted average exercise price of \$0.11 with a weighted average remaining life of 3.60 years.

During the year ended June 30, 2014, the Company approved the re-pricing of 3,177,513 stock options having an exercise price of \$0.37 to \$0.68 and expiry dates in 2016, 2017 and 2018 to an exercise price of \$0.15 per share.

**THEMAC RESOURCES GROUP LIMITED**  
**Management Discussion & Analysis**  
**For the Year Ended June 30, 2014**

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The fully diluted capital of the Company as at the date of this MD&A is 140,434,194.

**Directors and officers**

The qualified person under NI 43-101 responsible for the review of the technical content of this MD&A is Mr. Jeffrey Smith, P.E.

**Directors**

Kevin W. Maloney (Chairman)  
Andrew Maloney  
Kenneth (Ken) Pickering  
Barrett Sleeman  
Joel Schneyer

**Officers**

Andrew Maloney, Chief Executive Officer  
Mark McIntosh, Chief Financial Officer  
Jeffrey Smith, Chief Operating Officer  
Stephen L. Law, Secretary

On behalf of the Board of Directors:

*“Andrew Maloney”*

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Andrew Maloney  
Chief Executive Officer