REDSTAR GOLD CORP.

Management's Discussion & Analysis

FORM 51-102F1

For the Year Ended March 31, 2014
(the "Period")

Contents

Cautionary Notices

The Company's consolidated financial statements for the Period, and this accompanying Management's Discussion and Analysis ("MD&A") contain statements that constitute "forward-looking statements" within the meaning of National Instrument 51-102, Continuous Disclosure Obligations of the Canadian Securities Administrators. Forward-looking statements often, but not always, are identified by the use of words such as "seek", "anticipate", "believe", "plan", "estimate", "expect", "targeting" and "intend" and statements that an event or result "may", "will", "should", "could", or "might" occur or be achieved and other similar expressions. Forward-looking statements in this MD&A include statements regarding the Company's future exploration plans and expenditures, the satisfaction of rights and performance of obligations under agreements to which the Company is a part, the ability of the Company to hire and retain employees and consultants and estimated administrative assessment and other expenses. The forward-looking statements that are contained in this MD&A involve a number of risks and uncertainties. As a consequence, actual results might differ materially from results forecast or suggested in these forward-looking statements. Some of these risks and uncertainties are identified under the heading "Risks and Uncertainties Related to the Company's Business" in this MD&A. Additional information regarding these factors and other important factors that could cause results to differ materially may be referred to as part of particular forward-looking statements. The forward-looking statements are qualified in their entirety by reference to the important factors discussed under the heading "Risks and Uncertainties Related to the Company's Business" and to those that may be discussed as part of particular forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Factors that could cause the actual results to differ include market prices, exploration success, continued availability of capital and financing, inability to obtain required regulatory approvals and general market conditions. These statements are based on a number of assumptions, including assumptions regarding general market conditions, the timing and receipt of regulatory approvals, the ability of the Company and other relevant parties to satisfy regulatory requirements, the availability of financing for proposed transactions and programs on reasonable terms and the ability of third-party service providers to deliver services in a timely manner. Forward-looking statements contained herein are made as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Introduction

The MD&A of Redstar Gold Corp. ("Redstar" or the "Company") has been prepared by management in accordance with the requirements under National Instrument 51-102 as at July 18, 2014 (the "Report Date"), and provides comparative analysis of the Company's financial results for the year ended March 31, 2014. The following information should be read in conjunction with the Company's audited consolidated financial statements for the year ended March 31, 2014 together with the notes thereto (collectively, the "Financial Statements").

The Company reports its financial position, results of operations and cash flows in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Unless otherwise indicated, all dollar amounts in this document are in Canadian dollars.

The Financial Statements, together with this MD&A, are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as potential future performance, and are not necessarily indicative of the results that may be expected in future periods. The information in the MD&A may contain forward-looking statements, and the Company cautions investors that any forward looking statements by the Company are not guarantees of future performance, as they are subject to significant risks and uncertainties that may cause projected results or events to differ materially from actual results or events. Please refer to the risks and cautionary notices of this MD&A. Additional information relating to the Company may be found on SEDAR at *www.sedar.com*.

Qualified Person

The Company's disclosure of a technical or scientific nature has been reviewed and approved by R. Bob

Singh, P. Geo., a Qualified Person under the definition of National Instrument 43-101.

Conversion Tables

For ease of reference, the following information is provided (www.onlineconversion.com):

Conversion Table

Imperial		Metric	
1 Acre	=	0.404686	Hectares
1 Foot	=	0.304800	Metres
1 Mile	=	1.609344	Kilometres
1 Ton	=	0.907185	Tonnes
1 Ounce (troy)/ton	=	34.285700	Grams/Tonne

Precious metal units and conversion factors

ppb	- Part per billion	1	ppb	=	0.0010	ppm	=	0.000030	oz/t
ppm	- Part per million	100	ppb	=	0.1000	ppm	=	0.002920	oz/t
oz	- Ounce (troy)	10,000	ppb	=	10.0000	ppm	=	0.291670	oz/t
oz/t	- Ounce per ton (avdp.)	1	ppm	=	1.0000	ug/g	=	1.000000	g/tonne
g	- Gram								
g/tonne	- gram per metric ton	1	oz/t	=	34.2857	ppm			
mg	- milligram	1	Carat	=	41.6660	mg/g			
kg	- kilogram	1	ton (avdp.)	=	907.1848	kg			
ug	- microgram	1	oz (troy)	=	31.1035	g			

Overall Performance

The Company is a mineral exploration organization engaged in the exploration and subsequent development of prospective mineral targets in Alaska and Nevada, USA and in the Red Lake region of northwestern Ontario, Canada.

Activity of the Company is generally dependent on the sources of capital and access to funding in the capital markets. The Company successfully maintains its business model as a gold explorer with active programs on its properties. A more detailed review of activities on the individual properties is covered under Mineral Properties of the Company in this MD&A.

During the Period, the Company:

- In respect of mineral properties:
  - was advised by Newmont, on April 22, 2013, that it was terminating its lease agreement in respect of the Baker property, Nevada.
  - issued 125,000 common shares in the capital of the Company each on April 23, 2013, May 23, 2013, June 20, 2013 and July 23, 2013, valued at $8,750, $10,000, $8,750 and $12,500, respectively, and paid US$1,500,000 in connection with the acquisition of the Shumagin property. The Company now owns a 100% interest in the Shumagin property, subject to making underlying advance royalty payments.
  - amended, on July 29, 2013, the agreement entered into with Full Metal Minerals Ltd. ("Full Metal") on June 9, 2011 to acquire 60% of Full Metal's interest in the Unga-Popof property whereby the payment dates were extended (all other terms of the agreement remain the same). On February 18, 2014, the Company signed a Letter of Intent ("LOI") to acquire a 100% undivided interest in the Unga-Popof property, pursuant to which the Company is required to issue 4,000,000 shares and pay a total of US$50,000 (US$10,000 paid) to Full Metal, subject to regulatory approval, completion of a definitive agreement, and satisfying the Underlying Agreements. The LOI supersedes all other agreements with Full Metal in respect of the property.

- received in connection with the Newman Todd property, $75,000 and 150,000 shares in the capital of Confederation Minerals Ltd. ("Confederation"). Confederation has earned an initial 50% interest in the property, and may now earn an additional 20% interest in the property.
- received, in connection with the Root Spring property, $5,000 and 60,000 shares in the capital of Brocade.
- entered, on January 24, 2014. into an option-to-purchase agreement (the "January 24, 2014 Agreement") with True Grit Resources Ltd. ("True Grit"), pursuant to which True Grit can acquire 100% of the Company's assets in Nevada, comprised of a 100% interest in 10 of the projects (the "Projects") in Nevada (including the Cooks Creek Property, and excluding the Root Spring Property), as well as the AngloGold-Ashanti database (the "Database) owned by the Company, in consideration for making staged payments totaling $200,000, issuing in stages a total of 2,500,000 shares in its capital to the Company, and incurring exploration expenditures totaling $750,000 on the Projects.
- entered, on February 24, 2014, into an agreement with Renaissance Gold ("Renaissance"), whereby Renaissance acquired a digital copy of the Database, in consideration for $60,000 (received).

A more detailed review of activities on the individual properties is covered under Mineral Properties of the Company in this MD&A.

- In respect of financings:
  - closed, on August 21, 2013, a non-brokered private placement (the "Placement") and issued, for gross proceeds of $2,166,085, 39,383,363 shares in the capital of the Company and 39,383,363 warrants allowing for the purchase of up to 39,383,363 shares in the capital of the Company at $0.07 per share until August 21, 2014, and at $0.10 per share from August 22, 2014 to October 21, 2015. In connection with the Placement, the Company paid a total of $89,529 and issued in the aggregate 139,080 common shares in the capital of the Company to finders, which shares were valued at $7,649.

- Other:
  - appointed Jacques Vaillancourt as Director and Executive Chairman of the Board. Mr. Vaillancourt has 30 years of experience in global financial markets during which he was involved in over $35B of financings for the resource sector. He is currently the President of Mount Everest Finance S.A., which provides financings to natural resource companies, and an Executive Director of Mineral and Financial Investments Limited, a London Stock Exchange (AIM) listed investment company.
  - granted incentive stock options allowing for the purchase of up to 1,000,000 and 400,000 shares in the capital of the Company at $0.10 per share until September 30, 2018 and December 5, 2016, respectively, and 475,000 shares at $0.20 per share until December 5, 2014
  - retained the services of Torrey Hills Capital, an investor relations consultant, for an initial term of six months at a monthly fee of US$5,000 and the above-mentioned incentive stock option grant allowing for the purchase of up to 400,000 shares at $0.10 per share until December 5, 2016.
  - reached agreements, during December 31, 2013, with various suppliers, pursuant to which it issued, on February 5, 2014 a total of 11,486,102 shares in its capital, in payment for services rendered to the Company during the past 24 months, at a deemed price of $0.08 per share, for total value of $918,888
  - on March 24, 2014, accepted the resignation of R. (Bob) Singh as President, CEO and a Director of the Company, and appointed Ken Booth as Interim President, Interim CEO and a Director of the Company. Mr. Booth holds a B.Sc. degree in Geology and an MBA.

Selected Annual Information

	March 31, 2014	2013	2012
	$	$	$
Comprehensive loss (income) for the year	1,347,897	1,999,885	1,925,772
Basic loss (gain) per share	0.01	0.02	0.03
Total assets	7,092,382	5,754,956	5,759,917
Long-term financial liabilities	-	-	-
Cash dividends declared	-	-	-

Summary of Quarterly Results

The selected consolidated information set out below has been gathered from the current and previous seven quarterly financial statements for each respective financial period:

	Net Income (Loss)	Net Income (Loss) per Share	Revenue
	$	$	$
March 31, 2014	(290,702)	(0.01)	
December 31, 2013	(311,255)	(0.01)	
September 30, 2013	(415,476)	-	-
June 30, 2013	(361,666)	-	-
March 31, 2013	(444,760)	(0.01)	-
December 31, 2012	(481,297)	(0.01)	-
September 31, 2012	(440,893)	(0.01)	-
June 30, 2012	(616,737)	(0.01)	-

Results of Operations

The Company has no revenue from mineral sales, and losses are mainly costs associated with management of the Company. Losses are reduced from time to time by any gain on disposition of a property, which could include marketable securities received as payment. The following table sets forth a comparison of information for the eight quarters ending with March 31, 2014:

	March 31, 2014	December 31, 2013	September 30, 2013	June 30, 2013
Expenses	$	$	$	$
Amortization	1,707	1,837	1,977	2,128
Consulting	89,744	65,067	82,560	90,760
Contract wages	40,501	53,997	80,613	84,748
Insurance	(4,758)	27,087	10,160	11,056
Investor Relations	24,715	29,159	30,174	34,067
Office operations	6,720	5,530	5,704	7,994
Audit and legal	37,568	11,493	43,375	25,209
Regulatory fees	6,178	7,689	21,365	910
Rent	32,573	31,017	31,358	31,570
Telephone	803	1,164	1,243	1,149
Transfer agent fees	1,556	2,324	2,301	1,154
Travel and promotion	2,739	20,971	7,609	10,935
	240,047	257,335	318,440	301,681
Share-based payments	60,713	60,262	60,577	60,024
	300,761	317,597	379,017	361,705
Other expenses (income)				
Interest income	(0)	(0)	(1)	(0)
Debt forgiveness	-	-	-	-
Loss (gain) on sale of marketable securities	-	-	(1,649)	(1,112)
Property interests written off	2,086	-	-	-
Loss (gain) on foreign exchange	(8,369)	(5,020)	40,168	(254)
	(6,282)	(5,020)	38,517	(1,367)
Loss before income tax	294,478	312,577	417,535	360,338
Future income tax recovery	(3,777)	(1,321)	(2,059)	1,328
Net loss for the period	290,702	311,255	415,476	361,666

Expenses	March 31, 2013 $	December 31, 2012 $	September 31, 2012 $	June 30, 2012 $
Amortization	3,168	2,578	2,578	2,578
Consulting	42,800	43,817	22,500	26,033
Contract wages	122,976	129,696	116,706	121,856
Insurance	9,104	9,050	8,105	11,397
Investor Relations	26,880	26,880	26,880	40,320
Office operations	8,309	9,691	9,459	7,356
Audit and legal	39,232	10,646	13,085	900
Regulatory fees	7,441	2,266	3,457	-
Rent	40,011	36,100	31,040	31,315
Telephone	1,237	1,379	1,402	1,962
Transfer agent fees	1,452	2,766	1,060	1,013
Travel and promotion	37,911	26,561	8,448	30,900
	340,521	301,430	244,720	275,630
Share-based payments	79,558	160,790	74,391	308,802
	420,079	462,220	319,111	584,432
Other expenses (income)				
Interest income	(48)	(1)	(23)	(349)
Debt forgiveness				
Loss (gain) on sale of marketable securities	-	6,774	9,226	-
Property interests written off and settlement on property abandonment costs	27,658	12,731	111,074	28,419
Loss (gain) on foreign exchange	(4,870)	974	2,675	1,298
	22,740	20,478	122,952	29,368
Loss before income tax	442,819	482,698	442,063	613,800
Future income tax recovery	1,941	(1,401)	(1,170)	2,937
Net loss for the period	444,760	481,297	440,893	616,737

Quarter Ended March 31, 2014 and 2013

Net Loss

The net loss for the quarter ended March 31, 2014 was $290,702 as compared to $444,760 for the comparative period ended March 31, 2013. Included in the expenses is a non-cash expense for share-based payments. Share-based payments is a non-cash item, resulting from the application of the Black-Scholes Option Pricing Model using assumptions in respect of expected dividend yield average risk-free interest rates, expected life of the options and expected volatility. This represents the fair value determined under the Black-Scholes model of the vested portion of existing options during the quarter, which was allocated to the Consolidated Statements of Operations and Comprehensive Loss, as to $60,713 in the quarter ended March 31, 2014 and $79,558 in comparative period ended March 31, 2013. Administrative expenditures, upon the exclusion of the non-cash expense for share-based payments, were $240,047 for the quarter ended March 31, 2014, as compared with $340,521 for the comparative quarter ended March 31, 2013, for a decrease of approximately 30%.

Contract wages, Consulting Rent, and Office and miscellaneous

	3 Months Ended March 31		Increase(decrease)	
	2014 $	2013 $	$	%
Contract wages	40,501	122,976	(82,475)	(67)
Consulting	89,744	42,800	46,944	110
Rent	32,573	40,011	(7,438)	(19)
Office operations	6,720	8,309	(1,589)	(19)
	169,538	**214,096**	**(44,558)**	**(21)**

The Company has agreements with various parties and consultants for the provision of services, which agreements may change from time to time in response to the Company's needs. The Company is also party to agreements with an administration and exploration services contractor ("AESC") in which a director is a shareholder. Pursuant to these agreements, the Company is charged, on a cost sharing basis, for office space, general office operational costs, as well as office, administrative, and geological services used by the Company. For the quarter ended March 31, 2014, contract wages, rent and office operations decreased by approximately $82,475, $7,438 and $1,589 (or 67%, 19% and 19%) respectively, based on utilization of space and resources. Contract wages decreased and consulting increased primarily as a result of services provided by the Chairman of the Board of Directors of the Company and the classification of expenditures and the requirements to manage the Company.

Travel and promotion
Travel and promotion costs decreased by approximately $35,172 (93%) during the quarter ended March 31, 2014 as compared with the comparative quarter ended March 31, 2013, due to poor market conditions.

Insurance
The change in insurance is due to timing of payment between periods.

Summary of Results for the Years Ended March 31, 2014 and 2013

	Year Ended March 31,		Increase(decrease)	
	2014	2013		
	$	$	$	%
Expenses				
Amortization	7,650	10,902	(3,252)	(30)
Consulting	328,131	135,150	192,981	143
Contract wages	259,860	491,234	(231,374)	(47)
Insurance	43,545	37,656	5,889	16
Investor relations	118,115	120,960	(2,845)	(2)
Office operations	25,949	34,815	(8,866)	(25)
Audit and legal	117,645	63,863	53,782	84
Regulatory fees	36,143	13,164	22,979	175
Rent	126,518	138,466	(11,948)	(9)
Telephone	4,358	5,980	(1,622)	(27)
Transfer agent	7,336	6,291	1,045	17
Travel and promotion	42,255	103,820	(61,565)	(59)
	1,117,504	1,162,301	(44,797)	(4)
Share-based payments	241,576	623,541	(381,965)	(61)
	1,359,080	1,785,842	(426,762)	(24)
Other Expenses (Income)				
Interest (income)	(2)	(375)	373	(100)
Loss (gain) on sale of marketable securities	(2,762)	16,000	(18,762)	(117)
Loss on foreign exchange	26,525	77	26,448	34,348
Write off of exploration and evaluation assets	2,086	179,882	(177,796)	(99)
	25,848	195,584	(169,736)	(87)
Loss Before Income Tax	1,384,928	1,981,426	(596,498)	(30)
Future income tax (recovery)	(5,828)	2,307	(8,135)	(353)
Net Loss for the Period	**1,379,100**	**1,983,733**	**(604,633)**	**(30)**

Net Loss
The net loss for the Period was $1,379,100 as compared to $1,983,733 for the comparative period ended March 31, 2013. Included in the expenses are share-based payments of $241,576 for the year ended March 31, 2014 (2013: $623,541). After deducting the non-cash share-based payments, expenses were $1,117,504 and $1,162,301 for the years ended March 31, 2014 and 2013 respectively, representing an decrease of $44,797 or approximately 4%.

Contract wages, Consulting Rent, and Office and miscellaneous

	Year Ended March 31,		Increase(decrease)	
	2014	2013		
	$	$	$	%
Contract wages	259,860	491,234	(231,374)	(47)
Consulting	328,131	135,150	192,981	143
Rent	126,518	138,466	(11,948)	(9)
Office operations	25,949	34,815	(8,866)	(25)
	740,457	**799,665**	**(59,208)**	**(7)**

Pursuant to the agreements with the AESC and various consultants, the Company incurred an increase in consulting fees of approximately 143% and a decrease of approximately 47% in contract wages, resulting from the classification of costs, changes to management, and the requirements of the company based on its activities.

Investor relations and Travel and promotion

Investor relations activities are carried out primarily by independent consulting firms on a contractual basis with terms and fees common in the industry. Investor relations expenditures remained relatively unchanged during the year. Travel and promotion decreased by approximately 59% as travel requirements decreased.

Audit and legal and Regulatory fees

Audit and legal increased to $117,645 as compared with $63,863 for the year ended March 31, 2013 as a result of legal expenditures incurred in negotiating agreements, discussions in respect of potential financings, and completion of the private placement closed August 21, 2013. Regulatory fees increased to $36,143 during the year ended March 31, 2014 as compared with $13,164 in the year ended March 31, 2013 due to costs relating to the financing and fees in respect of various agreements.

Financial Condition of the Company

As at March 31, 2014, the Company had current assets of $157,676 (including cash and cash equivalents of $30,198), current liabilities of $211,095 and a working capital deficit of $53,419. During December, 2013, the Company reached agreements with various suppliers whereby the Company pursuant to which it issued, on February 5, 2014 a total of 11,486,102 shares in its capital, in payment for services rendered to the Company during the past 24 months, at a deemed price of $0.08 per share, for total value of $918,888.

Mineral Properties of the Company

The Company has a number of projects at various stages of exploration and partnership or joint venture participation. The discussion below provides summary information in respect of the Company's mineral properties and their activity thereon. Refer to the Company's news releases filed on www.sedar.com, for additional exploration results. The discussion on the properties in this document covers the period to date since the previous year end of March 31, 2014. MD&As previously filed on SEDAR cover prior periods and fiscal year ends. The commitments in respect of consideration to be paid or received on acquisition or disposition of the Company's properties, respectively, are detailed in the Company's Financial Statements, including the notes thereto.

Details of mineral properties follow:

	Canada	Nevada	Alaska	Total
	$	$	$	$
March 31, 2013	**1,493,589**	**438,638**	**3,535,609**	**5,467,836**
Acquisitions during the year				
Expenditures	-	15,463	1,623,421	**1,638,884**
Expenditures recovered	(108,750)	(165,369)	-	**(274,119)**
Net acquisition costs during the year	**(108,750)**	**(149,906)**	**1,623,421**	**1,364,765**
Exploration expenditures during the year				
Assaying	-	391	420	**811**
Geophysical	-	1,980	24,719	**26,699**
Camp and exploration support	-	-	1,365	**1,365**
Travel and accommodation	-	42,189	1,130	**43,319**
Equipment rental	-	4,825	7,272	**12,097**
Reclamation	-	-	7,751	**7,751**
	-	49,386	42,656	**92,041**
Expenditures recovered during the year	-	(18,329)	-	**(18,329)**
Net exploration expenditures during the year	**-**	**31,057**	**42,656**	**73,712**
Mineral property costs w ritten off during the year	-	(2,086)	-	**(2,086)**
March 31, 2014	**1,384,839**	**317,703**	**5,201,685**	**6,904,228**

Canada includes: New man Todd

Nevada includes: Painted Hills, Richmond Summit, Root Spring, Cooks Creek, Oasis, Baker, Seven Devils, Queens, Larus, Long Island and Gold Cloud

Alaska includes: Shumagin and Unga-Popof

Property	Balance - March 31, 2013 $	Acquisition costs $	Acquisition costs recovered $	Exploration expenditures $	Exploration expenditures recovered $	Mineral property costs written off $	Balance - March 31, 2014 $
Newman Todd	**1,493,589**	-	(108,750)	-	-	-	**1,384,839**
Nevada General	**110,773**	-	(160,386)	10,292	-	(2,086)	**(41,408)**
Painted Hills	**42,101**	-	-	2,021	-	-	**44,122**
Richmond Summit	**38,180**	-	-	1,443	-	-	**39,623**
Root Spring	**(14,233)**	-	(4,982)	8,804	(8,804)	-	**(19,215)**
Cooks Creek	**58,003**	-	-	10,005	(9,525)	-	**58,483**
Oasis	**59,522**	-	-	1,443	-	-	**60,965**
Baker Spring	**1,896**	-	-	3,657	-	-	**5,553**
Seven Devils	**142,396**	15,463	-	11,721	-	-	**169,580**
Shumagin	**3,530,604**	1,612,386	-	42,656	-	-	**5,185,646**
Unga-Popof	**5,005**	11,035	-	-	-	-	**16,040**
	5,467,836	**1,638,884**	**(274,119)**	**92,041**	**(18,329)**	**(2,086)**	**6,904,228**

Nevada General includes: Queens, Larus, Long Island, and Gold Cloud

Red Lake, Ontario, Canada

Newman Todd Property

In 2007, the Company acquired a 100% interest in the Newman Todd area properties. On November 2, 2009, the Company entered into an option agreement with Central Resources Corp. ("Central") whereby Central had the option to earn up to a 60% undivided interest in the property. On November 15, 2010 Central terminated the option on the property. On November 19, 2010, the Company entered into an option agreement with Confederation Minerals Ltd. ("Confederation") whereby Confederation can earn an initial 50% interest in the property by making cash payments to the Company, issuing shares in the capital of Confederation to the Company, and expending $5,000,000 on the property. All consideration having been received by the Company, Confederation now holds a 50% undivided legal and beneficial interest in and to the Newman Todd property. Confederation may increase its initial 50% interest in the property to 70% upon production of a Preliminary Economic Assessment by November 2016. In April, 2011 and on joint acquisition with Confederation, the Company acquired a 50% interest in 18 mineral claims adjacent to the Newman Todd project (the "Todd Property"), such that Confederation acquired an undivided 35% interest in the Todd Property (being 70% of vendor's interest) and the Company acquired an undivided 15% interest in the Todd Property (being 30% of the vendor's interest). Rubicon Minerals Corporation has retained the remaining 50% interest in the Todd Property. During the Period, Confederation paid $75,000 and issued 150,000 shares in the capital of Confederation to the Company, thereby earning the initial 50% interest in the property. Confederation may now increase its interest in the property to 70% upon production of a Ni 43-101 compliant preliminary economic assessment ("PEA"), issuing a further 500,000 shares in the capital of Confederation to the Company on or before November 19, 2016, and making minimum annual expenditures of $250,000 commencing on the third anniversary and until the earlier of (a) the full exercise of the second option, and (b) the expiry of the second option.

Gold mineralization at the property is focused in the Newman Todd Structure ("NTS"), which extends for over two kilometres across the property hosting broad zones of quartz veining and silica/sulphide/magnetite replacements within the widespread Iron-carbonate alteration. These zones are interpreted as near vertical to steeply plunging structurally controlled amoeba shaped bodies which extend from surface to at least 800 metres in depth. The zone remains open along strike and at depth.

<u>Nevada, USA</u>

During the Period, the Company reviewed its Nevada properties holdings and elected to either abandon or reduce the size of some of its properties. As such, claims comprising the Eagle Basin, Opal Hill and Black Hawk properties were abandoned. Claims comprising the Painted Hills, Richmond Summit, Root Spring, Oasis, Cooks Creek, Queens, Larus and Long Island properties were reduced.

Painted Hills Property

The Painted Hills Project, now consisting of 14 staked claims, is located in northwestern Nevada, 83 miles northwest of Winnemucca. The project has important geologic similarities to multi-million ounce, high-grade gold deposits of Middle Miocene age in the northwestern Great Basin, notably the Sleeper (2.5 million ounces produced) and Midas (3.0 million ounces produced) deposits, and offers the potential for discovery of a new, high-grade gold vein system. The Sleeper deposit is about 50 miles to the southeast. The project lies along a regional northeast-trending fault that has localized gold mineralization at the Hog Ranch and Mountain View gold districts to the southwest, both similar in age and geologic setting to Sleeper and Midas.

The project exposes opaline and chalcedonic silicification and argillic alteration within Middle Miocene volcanic rocks along a range-front fault with strongly anomalous As, Hg, Mo and Sb and locally anomalous gold. The exposed system is at least 1.6km long, and the alteration and mineralization are consistent with the upper levels of an epithermal system. A drilling program in 2007 was the first to be completed in the project area and was designed to test the deeper levels of the system toward an inferred boiling level, where high-grade gold-bearing veins would be expected. Only a small portion of the hydrothermal system was tested. All holes intersected multiple zones of strong pyritic silicification, typically 25-40m thick across a plan width of about 200m, with local stockworks of variably sulfidic, multiple-generation chalcedony veins. Gold is anomalous in silicified and veined intervals, reaching 330 ppb, and correlates strongly with Mo. The 2007 drilling program validated the exploration model by demonstrating increasing gold with and a change from opal to chalcedony with depth, which is consistent with increasing temperature. However, vein stextures indicate that the potentially gold-silver rich boiling level remains deeper or lateral to the area drilled. The strong correlation between Mo and gold is a favorable attribute, as this also occurs at the Speeper deposit. Additional drilling is recommended to explore other portions of the mineralized trend, the range front and pediment to the east, and follow-up in the area drilled in 2007. See "January 24, 2014 Agreement" below.

Richmond Summit Property

Located in the central Carlin trend in Nevada, the Richmond Summit project, now comprised of 10 staked claims, lies 4 miles northwest of the Mike deposit (8.5 M oz gold) in the Gold Quarry district and 5.5 miles south of the Carlin - West Leeville gold deposit (>10 M oz gold production plus reserves). Both mines are operated by Newmont Mining Corporation, and the Richmond Summit project is surrounded by lands largely controlled by Newmont.

The property lies at the southern tip of the Lynn window, an area exposing carbonate (calcareous) rocks in the lower plate of the regional Roberts Mountains thrust fault. Lower-plate carbonates host most of the gold mineralization along the Carlin trend, although mineralization locally extends into the overlying upper-plate rocks. Although rocks exposed on the project are dominantly upper-plate siliciclastics, thick sections of carbonates believed to part of the lower plate have been intersected in drilling and are locally exposed as thrust slices within the upper-plate rocks. In addition to this favorable stratigraphic setting, the project lies on the southern extension of the northerly-trending Post fault, a major structural control to world-class gold deposits in the northern Carlin trend north of the project such as Post-Betze (Goldstrike) and Meikle. The project contains numerous north trending, Late Eocene dikes which follow the Post fault trend and represent the important conduits (feeders) for gold mineralization. Carlin-trend gold mineralization occurred during emplacement of these dikes, which are common within the gold deposits.

Gold mineralization on the project occurs in several widely-spaced areas within upper-plate siltstones and greenstone along the margins of dikes. The strongest gold mineralization identified to date occurs in the Main Zone, where surface samples reach 7.75 ppm Au (0.226 opt [ounces per ton]) accompanied by strongly-elevated arsenic (to 2.7%), antimony (to 450 ppm) and mercury (to 3.3 ppm), a signature consistent with Carlin-type gold mineralization. Other mineralized areas include the Ridge Zone, 1,200 feet west of the Main Zone, which contains anomalous gold at surface to 1.97 ppm in siliciclastic rocks and greenstone adjacent to a rhyolite dike; a float sample from Ridge returned 3.7 ppm. Several other areas contain anomalous gold at surface in siliciclastic rocks and altered dikes, with values reaching 0.755 ppm.

Drilling at the project in 2008 and 2009 intersected abundant dikes and locally anomalous gold along dikes within upper-plate rocks and also locally intersected lower-plate rocks. However, deep drilling within the strongest gold zones remains limited in scope, and the drilling to date has not successfully intersected the roots to the anomalies within the lower plate.

See "January 24, 2014 Agreement" below.

Root Spring Property

The Root Spring Property, now consisting of 61 staked claims, is located approximately 50 miles south of the city of Winnemucca and 16 miles east of the world-class open-pit Rochester silver mine operated by Coeur d'Alene Mines Corporation. On June 6, 2011, the Company entered into an option agreement, subsequently amended in October, 2012 and November, 2013 (the "Amended Agreement"), with Brocade Metals Corp. ("Brocade"), whereby Brocade has the option to earn a 70% interest in the property in consideration for the following:

Cash payments to the Company

- $20,000 on the signing of the agreement (received);
- $30,000 on or before December 31, 2011 (received);
- $30,000 on or before December 31, 2012 (received);
- $5,000 on execution of the Amending Agreement (received);
- $38,333 annually on or before December 31, 2014, 2015 and 2016.

Share issuances to the Company

- 100,000 shares on the signing of the agreement (received);
- 100,000 shares on or before December 31, 2011 (received);
- 60,000 shares on or before December 31, 2012 (received),
- 60,000 shares on or before December 31, 2013 (received);
- 60,000 shares annually on or before December 31, 2014, 2015 and 2016.

Incur expenditures on the Property

- $100,000 on or before December 31, 2011 (incurred);
- an additional $400,000 on or before December 31, 2012 (incurred);
- an additional $500,000 on or before December 31, 2014;
- an additional $750,000 on or before December 31, 2015;

- an additional $1,250,000 on or before December 31, 2016.

During the year ended March 31, 2012, Brocade and the Company completed a staking program to add an additional 64 claims to the Root Spring property, to cover potential extensions to the mineralized system under alluvial cover that were identified by a recent geophysical survey. During September, 2012, the Company relinquished a number of claims on the property, such that the property now consists of 61 unpatented claims.

Mineralization at Root Spring consists of northwest-trending, low-angle southwest-dipping quartz veins and quartz-vein stockworks hosted within volcanic rocks which may be equivalent to the host Triassic volcanic section at the Rochester mine. The veins are exposed within a northwest-trending alluvial-filled valley corridor along a range front which may mark a major structural zone. The quartz-vein system is at least 1,200m long. Veins are up to 4.5m thick, with two parallel veins exposed, separated by about 100m. Surface rock-chip values in veins reach 9.36 ppm gold (0.273 ounces per ton, opt) accompanied by high silver values reaching 1500 ppm (44 opt). Veins locally contain secondary copper minerals and traces of tetrahedrite, galena and sphalerite. The two veins are surrounded by poorly-exposed silicified felsic volcanic rocks containing quartz-vein stockworks. The wallrocks locally contain low-grade gold reaching 0.862ppm. The vein system is partly concealed by alluvium and is likely to extend significantly along strike beyond the limited vein exposures. Further, the two parallel veins indicate the potential for additional veins at depth and in areas covered by alluvium.

Work by Brocade during the year ending March 31, 2012 included additional surface sampling that returned values as high as 1,420 g/t Ag and 7.91 g/t Au over 1.15 metres. Locally, well-developed quartz stockwork zones occur in the immediate hangingwall of the veins and carry bulk tonnage gold-silver grades (0.744 g/t Au and 73.7 g/t Ag). In late 2011, a Controlled Source Audio-Frequency Magnetotelluric (CSAMT) geophysical survey provided a fingerprint of the exposed vein system and identified linear, resistivity- high anomalies that are thought to represent extensions of the veins beneath a thin cover of alluvium. These features occur up to 600 m northwest of the exposed veins and up to 800 m southeast of the exposed veins, and suggest that the strike length of the system may be much greater than presently recognized. Additional resistivity high anomalies occur to the southwest of the trend of the exposed veins and suggest that additional veins or stockwork zones may exist beneath a veneer of alluvium and/or post-mineralization Tertiary volcanic rocks. Root Spring offers an opportunity to delineate gold-silver mineralization within large veins and surrounding wallrocks.

Approval was received in April, 2012, from the Bureau of Land Management (BLM) for a drilling program at the property. Thirty drill sites were approved by the BLM

Brocade began the first phase of a core drilling program on June 15, 2012, which continued into the second quarter of FY2013. The program was designed to test the down dip potential of the exposed parts of the vein system, several of the prominent resistivity high anomalies that underlie a cover of alluvium along strike and to the southwest of the exposed veins, and the bulk tonnage potential of the hangingwall and footwall rocks that host the discrete, well mineralized veins. On October 24, 3012, the Company announced the results from the first phase of drilling. Eighteen widely-spaced shallow holes were completed, for 1,232 metres, with the longest hole at 136 metres. The program targeted the down-dip projection of a gently-dipping silver-gold vein system. A significant finding of the initial phase is that the host-rock sequence, containing disseminated tourmaline, has been determined to be the same as that at Coeur d'Alene Mines Corporation's Rochester-Spring Valley mine, where average silver grades were reported at 20 g/t silver. Hole 2 intersected 9.4 metres grading 16.47 g/t silver and 0.527 g/t gold. Hole 7 ended in 0.33 metres grading 120 g/t silver and 0.022 g/t gold. Hole 11 intersected 2.0 metres grading 89.4 g/t silver and 0.250 g/t gold. Hole 12 intersected 12.12 metres grading 14.02 g/t silver and 0.157 g/t gold, including 2 metres grading 38.2 g/t silver and 0.250 g/t gold. Hole 13 intersected 10.7 metres grading 17.23 g/t silver and 0.140 g/t gold, including 3.1 metres grading 46.9 g/t silver and 0.241 g/t gold. The drill program was extended into a second phase, where additional drilling is planned to test deeper and to continue step outs along strike and in other areas concealed by alluvial cover.

Cooks Creek Property

In November, 2007, the Company staked unpatented claims covering an area of outcropping sediment-hosted gold mineralization about 8 miles west of the Pipeline Mine. The property, now consisting of 66 claims, lies 27 miles south of the town of Battle Mountain in central Nevada, along the Battle Mountain-Eureka mineral belt, also referred to as the Cortez trend. The Pipeline and adjacent Cortez and Cortez Hills Carlin-type gold deposits contain more than 25 million ounces of gold (production plus reserves/resources); the mines are operated by Barrick Gold Corporation. On February 25, 2011, the Company entered into an option agreement, subsequently amended, with Catalina Metals Corp. (now True Grit Resources Ltd. ("True Grit")), whereby True Grit has the option to earn a 60% interest in the Cooks Creek project. Upon having earned an initial 60% in the property, True Grit can elect to earn an additional 10% interest by expending a further $2,000,000 in exploration expenditures.

The Main gold zone at Cooks Creek covers an area of at least 890 by 760m with surface rock-chip assays reaching 1.26 ppm gold. The zone contains strong enrichments in arsenic, mercury, and antimony (locally occurring as stibnite), elements characteristic of productive Carlin-type gold deposits. Mineralization is localized along northeast-trending faults and hosted by "upper-plate" Paleozoic siliciclastic rocks (siltstone and chert), strongly-altered felsic dikes and volcaniclastics and is coincident with silicification. Historic drilling intersected gold mineralization, including 70 feet grading 0.068 opt (21.3m @ 2.317 g/t) from 60 to 130 feet, 40 feet @ 0.015 opt (12m @ 0.516 g/t), and 20 feet @ 0.019 opt (6m @ 0.635 g/t). Mineralization remains open along at least two northeast-striking fault zones about 1,000 feet apart.

In early 2011, True Grit and the Company discovered a significant new area of gold mineralization with rock-chip samples of up to 2.45 g/t (0.071 ounces per ton) gold along a district-scale fault about 750m south of previously-defined gold mineralization at the Main zone. This new zone, called the Dinner Zone, has not been drill tested. The Dinner zone contains silicified and brecciated chert and quartzite along a northeast-trending fault that is parallel to structures controlling gold mineralization at the Main zone. The size of the Dinner zone at surface is uncertain due to extensive alluvial cover, which conceals the mineralization, but it appears to be at least 300m long by 40m wide. Of 31 rock-chip samples collected in the area, 17 exceed 0.1 g/t gold, 6 exceed 1 g/t gold, with a high of 2.45 g/t gold, and these sample results are higher than surface values at the Main zone. Trace elements indicate a favorable Carlin-type gold signature, with strong arsenic (up to 5750 ppm), mercury (up to 57 ppm), and antimony (up to 933 ppm) with low silver, lead and zinc.

An induced-polarization (IP) geophysical survey was completed in 2011 along a 2.2km line that crosses the structures controlling the Main and Dinner zones. The survey aided in the delineation of important faults at depth and identified a significant IP anomaly under the fault controlling the new Dinner gold zone. This anomaly, possibly the result of deep elevated sulfide content, provides additional support for drill-testing this new zone.

An exploration permit was approved in August, 2011, by the Bureau of Land Management for drill sites at the Main and Dinner gold zones.

See "January 24, 2014 Agreement" below.

Oasis Property

The Oasis Project consists of 10 staked unpatented mining claims in southwestern Nevada, 26 miles southwest of the Goldfield mining district (4 million ounces of gold produced). Oasis contains extensive low-grade, disseminated gold mineralization that is believed to represent a porphyry gold system. On April 22, 2010, the Company entered into agreement with Centerra (U.S.) Inc. ("Centerra"), whereby Centerra has an option to earn a 75% interest in the property. On November 26, 2012, the Company terminated a purchase agreement to acquire two association placer claims, and the placer claims have since been declared void and invalid by the U.S. Bureau of Land Management and therefore no longer exist.

Oasis is a unique porphyry gold system within the Walker Lane Province of western Nevada. Widespread low-grade disseminated gold mineralization at surface reaches 6.3 g/t, with the surface and subsurface gold zone at +0.1 g/t at least 1km by 0.8km. The system is centered on a multi-phase intrusive complex cutting Lower Paleozoic basement sedimentary rocks and overlying Tertiary andesitic volcanics which may be the same age as the host andesite in the Goldfield district; mineralization is hosted in all three units. Mineralization is coincident with potassic alteration, notably hydrothermal biotite, and sheeted A-type quartz veinlets, and gold correlates with copper, molybdenum, tin and potassium. The exposed and drilled portions of the system appears to represent the outer portions of a large porphyry Au-Cu system. Evidence for this includes a strong phyllic overprint to the potassic alteration, surface and near-surface mineralization coincident with elevated Mo and Zn, increasing copper with depth and a barren advanced-argillic (silica-alunite) cap.

By fiscal year end 2011, Centerra had completed an airborne geophysical survey, geological mapping and rock sampling, soil sampling and 16 reverse circulation drill holes totalling 4,843 metres. The drilling covered a broad area of approximately 1 km in diameter with holes spaced about 275m apart on average and results indicate the gold system extends beyond the area in several directions. Stronger mineralization is localized along the margins of the exposed gold system, possibly due to an unrecognized structural control. Eleven of the sixteen holes yielded intersections of gold mineralization. Highlights of the drilling completed from Augist to October, 2010, include:

Hole 14: 96.lm of 0.26 g/t including 12.2m of 0.40 g/t
Hole 15: 7.6m of 0.80 g/t and 10.7m of 0.63 g/t
Hole 10: 13.7m of 0.49 g/t including 3.0m of 1.06 g/t.

Between September 25 and November 12, 2011, Centerra completed an additional eleven reverse-circulation drill holes for 2,447.5 metres. Drilling focused around the eastern and western edges of the known gold system where the 2010 drilling intersected stronger disseminated mineralization with possible structural control. Five of the 11 holes were terminated well short of target depth due to drilling problems. Highlights from the 2011 drilling include:

Hole 24: 169.2m of 0.22 g/t
Hole 26: 30.5m of 0.40 g/t including 10.7m of 0.91 g/t.

Drilling results show copper increasing with depth within the gold mineralization. However, the deepest drilling has tested to only 365m (1,200 feet) below surface, and many of the 2011 holes failed to reach targeted depths. The gold system remains open at depth and to the south and west, and Redstar believes there is potential for a significant porphyry Au-Cu deposit.

Centerra withdrew from the agreement on February 21, 2012. See "January 24, 2014 Agreement" below.

Baker (fka Baker Spring) Property

The Baker Project consists of 22 staked mineral claims covering an area of strong silicification twelve miles north of the Long Canyon gold deposit (Newmont Mining Corp.). It lies along the eastern range front of the Pequop Mountains, the same setting as Long Canyon, which is a sediment-hosted (Carlin-type) gold system containing a preliminary indicated and inferred resource of approximately 822,000 ounces of gold. Baker is a Carlin-type gold target containing multiple structurally-controlled zones of silicification (jasperoid) along north-northwest trending faults, an orientation similar to many of the productive gold deposits of northern Nevada. The jasperoids contain strongly-elevated mercury and other trace metals and locally contain disseminated pyrite and hydrothermal barite, features characteristic of productive Carlin-type gold deposits. Individual silicified fault zones are at least 1.2 km long and project into or are surrounded by valley-fill gravel (alluvium) along the northeast corner of the Pequop Range. Alluvial cover in the area appears to be thin, with jasperoids in some areas surrounded by more than 1 km of cover between outcrops. There are no records of previous drilling.

On May 19, 2011, the Company entered into a lease agreement with Newmont USA Limited, a subsidiary of Newmont Mining Corporation ("Newmont"), whereby Newmont leased the property from Redstar, subject to a 2.5% net smelter royalty. Newmont completed a program of surface sampling, geophysics and geologic mapping to define drill targets, and completed six shallow drill holes at the property in 2012. Owing to a lack of gold in the drill holes, the Company was advised by Newmont on April 22, 2013, that it was terminating the lease agreement for the Baker property.

See "January 24, 2014 Agreement" below.

Seven Devils Property

The Seven Devils Project, located 55 miles south of Winnemucca, Nevada, consists of 54 staked claims. During the year, the Company returned 16 leased claims. Pursuant to amendments to an agreement in respect of the leased claims, the Company was required to make quarterly advance minimum royalty payments of US$5,000 from October 1, 2009 to July 1, 2012 (paid), US$7,500 from October 1, 2012 to July 1, 2013 (paid), US$7,500 each on or before October 1, 2013 and December 1, 2013, and US$10,000 thereafter, as well as minimum annual exploration expenditures of US$150,000 until the Company had prepared and delivered a positive prefeasibility study.

The project contains extensive volcanic-hosted, low-sulfidation epithermal gold mineralization, with surface values reaching 2.6 ppm (g/t). The gold system lies along a regional, north-trending structural zone which contains important volcanic-hosted gold deposits north of the project, including the Sleeper, Sandman and Goldbanks deposits. This structural zone, the Western Nevada Rift, is parallel to and similar to the Northern Nevada Rift, which localizes a series of similar productive volcanic-hosted gold systems about 50 miles to the east, including the Mule Canyon, Fire Creek and Buckhorn gold deposits. These gold systems represent a class of productive gold deposits in the Great Basin region of Middle Miocene age hosted in Middle Miocene volcanic rocks. The deposits typically contain disseminated low-grade gold as well as high-grade, locally bonanza-grade veins.

The geology and gold mineralization at Seven Devils are similar to the Goldbanks deposit 37 km to the north (Resource of 2.3 million ounces gold reported in 2000). At Seven Devils, gold occurs in Middle Miocene volcanic conglomerate (values to 2.6 g/t), felsic ash-flow tuff (gold to 1.4 g/t) and basaltic intrusive rocks and is coincident with pervasive silicification, quartz veinlets, hydrothermal brecciation, and widespread anomalies in As, Sb and Hg, and locally Se and Mo. Fluorite occurs locally with gold mineralization. Minor gold mineralization is also hosted by silicified limestone underlying the volcanic rocks. Gold mineralization occurs over a strike length of at least 1.9 km, with strongly-anomalous trace elements covering 3.3 km of strike. Historic exploration drilling in the late 1980's was shallow (average depth of 350 feet in 29 holes) and largely tested the basement limestone with little attention to the overlying volcanic-hosted gold. A number of mineralized intervals were encountered with gold values to 2.52 ppm, but assays were by atomic absorption (AA) without fire assay. The AA analysis may have underestimated grade where gold is associated with disseminated sulfides. The historic exploration drilling also failed to adequately test the mineralized volcanic section, which Redstar believes is the principal target at Seven Devils.

See "January 24, 2014 Agreement" below.

Long Island

The Long Island project consists of 27 staked unpatented mining claims, approximately 20 kilometres southeast of the world-class Round Mountain gold deposit.

The Long Island project lies along the east edge of the Toquima Range, and contains extensive silicification within caldera-related volcanic rocks, that are similar in age to the volcanic rocks that host the ~15 million ounce Round Mountain disseminated gold deposit (operated by Barrick Gold and Kinross Gold). A 50 metre thick section of silicified volcanic rocks dips gently eastward into the range front and likely extends eastward under alluvial cover. Unoxidized zones are locally present within the silicification and contain fine-grained disseminated pyrite. The silicification is locally anomalous in gold, arsenic, antimony and mercury and is considered to represent the distal stratiform portion of a hydrothermal system that may be centered under alluvial cover to the east, where there has been minimal exploration.

See "January 24, 2014 Agreement" below.

Queens Property

The Queens project, consisting of 4 staked unpatented mining claims, is located 8 miles southeast of the world-class Round Mountain gold mine (>13 Moz production and reserves; Kinross Gold Corp, Barrick Gold Corp) and 5 miles northeast of the Manhattan gold district.

Like Round Mountain, Queens contains a disseminated gold system hosted in caldera-related volcanic rocks (ash-flow tuff). Preliminary sampling by Redstar has returned outcrop gold values to 0.587 ppm. Historic surface sampling during the early 1990's returned values to 1.95 ppm gold in outcrop and 6.98 ppm gold in soil sampling. Shallow (60 to 150 m) reverse-circulation drilling of sixteen holes in the early 1990's returned significant gold intersections: hole 91-2 yielded 0.793 g/t over 23m, including 1.18 g/t over 9m; hole 91-5 returned 0.462 g/t over 17m and 0.530 g/t over 45 14m. Local higher grades are present, reaching 6.8 g/t over 1.5m. Queens lies within a volcanic sequence within the 25 million year-old (Ma) Manhattan caldera, part of a complex of calderas which erupted between about 24 and 26 Ma and includes the caldera hosting the Round Mountain deposit.

See "January 24, 2014 Agreement" below.

Larus Property

The Larus Project, consisting of 7 staked unpatented mining claims along the prolific Cortez gold belt in central Nevada, covers a sediment-hosted (Carlin-type) gold system about 23 miles northwest of Eureka, Nevada, site of Barrick Gold Corp's Ruby Hill gold mining operations, and 31 miles southeast of Barrick's Cortez Hills gold mining operations.

Gold mineralization at Larus occurs in silicified zones (jasperoids) and quartz veins in "lower-plate" limestone that locally contain stibnite (antimony sulphide), a common accessory mineral in productive Carlin-type gold deposits. Mineralization is also locally present in "upper plate" shale. Preliminary sampling completed by Redstar has returned significant gold in several widely-spaced areas, with values reaching 3.23 ppm (g/t); historic assays from previous exploration programs reach 7.6 ppm. Mineralization is known over a strike length of at least 1.2 km and is controlled by north-northwest trending faults, an important mineralized structural orientation in gold deposits along the Cortez gold belt.

See "January 24, 2014 Agreement" below.

Gold Cloud Property

The Gold Cloud project consists of 20 staked claims covering sediment-hosted (Carlin-type) gold mineralization along a range-front fault about 17 miles south of Barrick's Ruby Hill gold mining operations in the Eureka Mining District. The Project lies along the southeastern part of the Cortez gold belt.

Gold Cloud contains extensive carbonate veins and silicification (jasperoids) within Devonian limestone that are exposed for a strike length of 2km following a northeast-trending range-front fault. Gold values obtained by Redstar reach 2.80 g/t. Valley-fill alluvial sediments (pediment) beyond the range-front fault appear to be thin, based on relatively detailed gravity data as well as the occurrence of north-northwest-trending outcrops of limestone outboard of the range front. The exposed carbonate vein system, the silicification and favorable geochemistry could represent the uppermost or distal portion of a large Carlin-type gold system yet to be identified, either beneath the exposed veins or outboard of the range front under pediment cover. Occurrences of native sulfur in the jasperoid also indicate a distal setting.

See "January 24, 2014 Agreement" below.

January 24, 2014 Agreement – Nevada Projects

On January 24, 2014, the Company entered into an option-to-purchase agreement (the "January 24, 2014 Agreement") with True Grit, pursuant to which True Grit can acquire 100% of the Company's assets in Nevada, comprised of a 100% interest in 10 of the projects (the "Projects") in Nevada (including the Cooks Creek Property, and excluding the Root Spring Property), as well as the AngloGold-Ashanti database (the "Database) owned by the Company, in consideration for making the following staged cash payments and share issuances, and incurring in stages the following exploration expenditures:

Cash payments to the Company

- $50,000 within five (5) business days of the Effective Date (February 20, 2014) (received);
- $50,000 on or before the first anniversary of the Effective Date;
- $50,000 on or before the second anniversary of the Effective Date;
- $50,000 on or before the third anniversary of the Effective Date.

Share issuances to the Company

- 500,000 common shares within five (5) business days of the Effective Date (received);
- 500,000 common shares on or before the first anniversary of the Effective Date;
- 500,000 common shares on or before the second anniversary of the Effective Date;
- 1,000,000 common shares on or before the third anniversary of the Effective Date.

Incur expenditures on the Projects

- $250,000 on or before the first anniversary of the Effective Date;
- $250,000 on or before the second anniversary of the Effective Date;
- $250,000 on or before the third anniversary of the Effective Date

The agreement also provides for additional cash and shares to be received on completion of any bankable feasibility in connection with the Projects, as well as a net smelter royalty ranging from 1% to 2.5%, of which True Grit can purchase 50% for $1,000,000 for a period of up to two years after the commencement of commercial production. The Agreement supersedes the prior option agreement in respect of the Cooks Creek Property.

February 24, 2014 Agreement – Digital Copy of Database

On February 24, 2014, the Company entered into an agreement with Renaissance, whereby Renaissance acquired a digital copy of the Database, in consideration for $60,000 (received).

Alaska, USA

Unga Project

The Unga project covers portions of Unga and Popof Islands, 900km southwest of Anchorage Alaska, near the town of Sand Point, which has a commercial airport and port facilities. The Unga Project covers approximately 250 square- kilometres and consists of sixteen patented claims ("Shumigan Zone") and six Alaska state mining claims on Unga Island and Native corporation lands on Unga and Popoff islands ("TAC Lands").

Redstar is the first exploration company to consolidate the land comprising the Unga Project, allowing for comprehensive district-scale exploration for the first time. There has been no exploration in the district since 1990. The Unga Project contains high-grade gold-silver vein systems and disseminated gold mineralization within an island-arc volcanic sequence of Late Eocene age.

Shumigan Zone

The Company purchased the 16 patented claims in September 2013 from NGAS Production Co. ("NGAS"), a subsidiary of Magnum Hunter Resources Corp. ("Magnum") subject to underlying advance royalty payments.

Pursuant to the terms of the agreement, NGAS elected, on August 31, 2012, to be paid US$1,000,000 in cash on September 1, 2012 (paid) and US$500,000 in cash on or before September 1, 2013 (paid) (collectively, the "Payments"). With respect to the US$1,000,000 due September 1, 2012, NGAS granted the Company an extension of 180 days from and after September 1, 2012 to make the US$1,000,000 payment due to NGAS, in consideration for making cash payment to NGAS of US$100,000 on signing of the extension agreement (paid), and issuing in stage an aggregate of 875,000 shares in (issued).

In respect of the US$1,000,000 originally due on September 1, 2012 and subsequently extended to February 28, 2013, NGAS granted the Company a second extension of 180 days to September 1, 2013, to make the US$1,000,000 payment due to NGAS, in consideration for making:

Cash payment to NGAS:

- US$100,000 on signing of the extension agreement (paid)

Share issuances to NGAS, until such time as the Payments are made:

- 125,000 shares on the TSX approval of the extension agreement (issued);
- 125,000 shares on or before March 31, 2013 (issued);
- 125,000 shares on or before April 30, 2013 (issued);
- 125,000 shares on or before May 31, 2013(issued);
- 125,000 shares on or before June 30, 3013 (issued);
- 125,000 shares on or before July 31, 2013 (issued);
- 125,000 shares on or before August 30, 2013 (not required).

The Shumagin Zone contains two northeast-trending, high-grade (>10 g/t gold) gold-silver vein systems, the Shumagin and the parallel Apollo-Sitka about 3km to the south. Mineralization along the Shumagin vein stockwork is known for at least 1.3km and is part of a district-scale mineralized fault system, the Shumagin trend, which includes other high-grade gold vein systems along its 9km strike length that lie on the TAC lands. The Apollo-Sitka vein system lies along the ~7km Apollo tend, with approximately 5km of the trend covered by patented claims of the Shumagin Zone. The remaining portions of the trend lie on the TAC lands.

Shumagin Vein System

The Shumagin vein, which has had no historic production, contains a resource of 254,000 tonnes (280,000 tons) grading 27.4 g/t (0.80 ounces per ton) gold and 127 g/t (3.7 opt) silver (SRK Consulting, 2000[*]). The resource is based on shallow drilling in the 1980's that was within about 150m (500 feet) of surface and one hole which intersected 5.5 metres of 16.1 g/t gold at a vertical depth of 335m. Results of this drilling included 365.2 g/t gold and 190.6 g/t Ag over 1.22m in hole 46 and 33.26 g/t Au over 3.2 m in hole 57. The vein is at least 1.3km long but remains open for exploration along strike and at depth. Limited drilling along strike from the resource block intersected locally high grades, including 37.7 g/t (1.1 opt) gold over 0.76m (2.5 feet). Mineralization occurs in a network of closely-spaced, multiple, steeply-dipping veins across widths of up to 70m, and there is potential for multiple ore shoots.

From September 6th to October 4th, 2011, the Company completed its first round of drilling at the Shumagin vein, with ten holes totaling 2,062 metres. The results confirmed a high-grade, bonanza type gold system and included 21 metres of 4.02 g/t gold containing a bonanza-grade interval of 1.0 metre of 43.90 g/t gold in hole 7, and 30 metres of 14.98 g/t gold containing 738 g/t gold over 0.55 metres in hole 10; visible gold is common. The Company is planning an aggressive drilling exploration program at the Shumagin vein for the summer of 2012, to expand the known mineralization at depth and along strike.

Apollo-Sitka Vein System

Historic mining from 1891-1922 along the Apollo-Sitka vein system produced approximately 150,000 ounces of gold at an average grade of 10.3 g/t (0.3 opt) gold, and mineralization is known to cover a vertical extent of at least 400m. There were inadequate methods for recovering gold from base-metal bearing sulfidic ore encountered at deeper levels, and mining was terminated. There has been very limited modern exploration along the trend. In 2011, Redstar collected several samples from the area of the historic Sitka shaft and obtained high-grade Au-Ag values across the vein of 13.2 g/t Au and 398 g/t Ag over 2 metres in outcrop that includes a sulfide vein separate which assayed 94.7 g/t Au and 1840 g/t Ag. There was minimal historic mining at Sitka owing to the presence of shallow sulfides. The width of vein mineralization at Apollo was up to 12m wide in the mined zones, and evidence at Sitka indicates a vein system that may be as wide as 50m. At Sitka, historic reports document shallow high-grade gold mineralization, including 2,000 tons grading 18.6 g/t gold above the 60-foot level and 8,150 tons grading 4 g/t gold between the 150 and 250 foot levels. These tonnages are based upon limited drifting of less than 750 feet along the vein. The width of the mineralization is not known; however, an extensive quartz-stockwork vein zone is exposed in a series of trenches indicating a minimum width of at least 50 metres. Modern exploration work at Sitka is limited to an early 1980's program which reported high-grade mineralization, including 31.82 g/t gold over 1.8 metres on the 150 level, 15.08 g/t gold over 1 metre in one of the trenches and 22.63 g/t gold over 0.6 metres in a drillhole from the 150 level (*The Mining Record*, July 7, 1982 and September 7, 1983). The Company has not been able to verify these results, but they are consistent with the Company's limited sampling completed in 2011. Gold-bearing veins with historic sampling to 147 g/t gold also occur at the California prospect 1.5 km southwest of the Apollo mine.

TAC Lands

On June 9, 2011, the Company entered into an agreement with Full Metal to acquire 60% of Full Metal's interest in the TAC Lands in consideration for making staged cash payments, staged share issuances and incurring minimum exploration expenditures on the property. The Company had the option of earning an additional 15% interest by producing a Bankable Feasibility Study and issuing additional shares of the Company to Full Metal. The property is subject to three underlying agreements, as to mineral and surface rights. Mineral rights are held by Full Metal under a lease agreement with Aleut Corporation ("TAC") (an Alaska Native Regional Corporation), and the surface rights are held by the Unga Corp. and Shumagin Corp. (both native village corporations).

On July 29, 2013, the agreement was amended to extend payment dates (all other terms of the agreement remain the same), as follows:

	Cash payments to Full Metal US$		Share issuances to Full Metal [(2)] #	Incur expenditures on the Property US$
On signing of the agreement	5,000	(paid)	-	-
Within 5 business days of completion of the Underlying Agreements [(1)]	70,000		250,000	-
On or before one year after completion of the Underlying Agreements	75,000		250,000	500,000
On or before 2 years after completion of the Underlying Agreements	75,000		250,000	1,000,000
On or before 3 years after completion of the Underlying Agreements	75,000		250,000	1,500,000
On or before 4 years after completion of the Underlying Agreements	-		-	2,000,000

(1) Of the three underlying agreements (the "Underlying Agreements"), two of which had been executed prior to March 31, 2014.

(2) Subject to regulatory approval of the agreement.

On February 18, 2014, the Company signed a Letter of Intent ("LOI") with Full Metal, to take an assignment of Full Metal's interest in its agreement with TAC, which agreement is subject to force majeure due to the inability of Full Metal to finalize the last Underlying Agreement. Under the terms of the LOI, the Company may acquire a 100% undivided interest in the property, upon issuance of 4,000,000 shares and payment of a total of US$50,000 (US$10,000 paid) to Full Metal, subject to regulatory approval, completion of a definitive agreement including the consent of TAC to the assignment, and satisfying the Underlying Agreements. The LOI supersedes all other agreements with Full Metal in respect of the property. The remaining Underlying Agreement was completed in May, 2014, and parties are negotiating a definitive agreement to replace the LOI.

The TAC Lands includes the extensions of the Shumagin and Apollo-Sitka high-grade vein systems defined on the Shumagin Zone as well as other gold and copper-gold occurrences.

Shumagin Trend Veins

Numerous gold occurrences have been identified along the Shumagin trend within the TAC Lands beyond the Shumagin vein. For example, the Aquila vein field is approximately 6 km along strike from the Shumagin vein and has been traced through trenching and drilling for over 2 km with a width of up to

700m. Shallow exploration in the early 1980's identified high-grade gold, including 11.5 g/t over 3.6m in a trench and 113 g/t over 0.45m at the base of a 49m core hole (hole terminated due to broken ground). There has been no drilling since 1981. The Bloomer Ridge target closer to the Shumagin Vein contains surface samples in veins to 5.3 g/t.

Centennial Disseminated Gold
Centennial is a shallow, bulk tonnage gold system on Popof Island which is adjacent to Unga Island. In the late 1980's, Battle Mountain Gold Corp completed 59 drill holes and defined a non 43-101 compliant resource of 4.8 million tons with an average grade of 1.5g/t gold to a depth of 50m. The disseminated replacement-style low-grade gold mineralization contains local high-grade (+3 g/t gold) zones/structures that have yet to be fully explored. Historic drillholes were very shallow (94m average length) and steep, thereby not allowing for an opportunity to intersect steeply-dipping higher-grade structures. Analysis of the historic results indicates that the disseminated mineralization is open for expansion and that there is potential to delineate high-grade mineralized feeder structures. Results from the historic trenches include: 1.82 g/t over 72.5m containing 7.53 g/t over 10.8m (containing 18.1 g/t over 3m) in Trench 5, and 0.83 g/t over 36.6m in Trench 10. Results from historic drillholes include: 1.07 g/t over 61.3m containing 3.17 g/t over 5.6m in CENT-1, 0.74 g/t over 39.6m in CENT-34 and 1.52 g/t over 10.7m containing 4.45 g/t over 3m in CENT-20.

Other Vein Occurrences
Numerous other mineralized veins occur on the Unga-Popof property on both Unga and Popof Islands and have seen minimal historic exploration.

Unga Project: Company's Plans and General Comments
The Company is planning an exploration program that is expected to include geological mapping, sampling, trenching, channel sampling and structural analysis.

The Unga Project is an extremely important acquisition, giving the Company control of an entire underexplored epithermal district with multiple high-grade vein fields and disseminated mineralized systems capable of producing significant resources. In particular, high grade gold systems are extremely attractive targets because they tend to have very low operating costs per ounce and smaller environmental footprints.

** Note that a qualified person has not done sufficient work to classify the historical estimate as current mineral resources or mineral reserves that is compliant with NI 43-101. The Company is not treating the historical estimate as current mineral resources or mineral reserves and the historical estimate should not be relied upon or understood to indicate the existence of reserves or resources.*

Liquidity
At March 31, 2014, the Company had a working capital deficit of $53,419 (March 31, 2013: $491,393) and accumulated deficit of $16,026,830 (March 31, 2013: $14,647,730). During December, 2013, the Company reached agreements with various suppliers whereby the Company will issue a total of 11,486,102 shares in its capital, in payment for services rendered to the Company during the past 24 months, at a deemed price of $0.08 per share, for total value of $918,888. The agreements are subject to regulatory approval.

Outstanding contractual obligations include rent of Nevada office space, at US$1,650 per month, and rent of Vancouver office space. The cost of the Vancouver premises is shared among the Company and other parties. The Company's proportionate share of minimum rental payments under this arrangement is currently of approximately $6,000 per month.

Commitments in respect of consideration to be paid for the acquisition of interest in mineral properties are detailed in the Company's Financial Statements. Payments, issuance of securities or exploration expenditures in respect of properties acquired by way of option agreements entered into by the Company are made at the election of the Company in order that the agreement remain in good standing.

Capital Resources

The Company's primary capital assets are mineral property interests. The company capitalizes all costs related to the mineral properties. The Board of Directors is responsible for a quarterly review of the properties and any decisions toward impairment. If the property is considered impaired, accumulated costs are expensed at that time.

Off Balance Sheet Transactions

The Company has no off-balance sheet arrangements.

Transactions with Related Parties

The Company's related parties consist of directors, executive officers, and companies controlled or influenced by them. The Company incurred certain fees and expenses in the normal course of operations in connection with companies owned by such parties for the years ended March 31, 2014 and 2013.

The Company conducts the majority of its activities through agreements with an administration and exploration services contractor ("AESC") in which a director is a shareholder. For the years ended March 31, 2014 and 2013 the Company was charged for exploration costs and to reimburse office and administrative costs as follows:

	March 31, 2014 $	March 31, 2013 $
Contract and consulting*	432,411	491,234
Travel and promotion	27,433	60,001
Investor relations	-	120,960
Rent	107,010	117,602
Office operations	17,500	35,699
	584,354	825,496
* includes fees for services of:		
Chief Executive Officer ("CEO") and President	135,000	180,000
An Executive Director	36,000	72,000
	171,000	252,000

During the year ended March 31, 2014, the Company settled an amount owing to AESC of $829,176 by way of issuance of 10,364,701 shares. At March 31, 2014, the Company owed $61,623.40 (2013: $661,573) to AESC.

At March 31, 2014 the Company was owed $Nil (March 31, 2013: $47,059) by a company related by virtue of common directorship, in respect of the agreement on the Cooks Creek Property.

<u>Compensation of key management personnel</u>

Key management personnel consists of R. (Bob) Singh (until March 24, 2014), Ken Booth (Interim CEO, Interim President and a Director of the Company), Jacques Vaillancourt (Chairman of the Board of Directors and a Director of the Company), Jeannine Webb (Chief Financial Officer ("CFO")) and the Directors of the Company (Douglas Fulcher (executive Director), Jeffrey Pontius (Director) and Michael McInnis (Director)).

Compensation of key management personnel, excluding shares-based payments on vesting of incentive stock options of $50,787 (2013: $77,566) using the Black-Scholes Pricing Model, for the years ended March 31, 2014 and 2013 is summarized as follows:

	March 31, 2014 $	March 31, 2013 $
CEO and President	137,500	180,000
Chairman of the Board of Directors	26,344	-
Chief Financial Officer ("CFO")	42,000	42,000
An executive Director	36,000	72,000
	241,844	294,000

Key management personnel were not paid post-retirement benefits, termination benefits, or other long-term benefits during the years ended March 31, 2014 and 2013. At March 31, 2014, the Company owed:

- $2,625 (March 31, 2013: $Nil) to a company whose principal is the interim CEO and interim President of the Company
- $30,511 (March 31, 2013: $Nil) to the Chairman of the Company for services, and $1,247 (March 31, 2013: $Nil) for expenses incurred on behalf of the Company
- $7,875 (March 31, 2013: $8,400) to a company whose principal is the CFO of the Company
- $2,612 (March 31, 2013: $Nil) to a Director and the Chairman, in respect of expenses incurred.

Proposed Transactions

The Company does not have any proposed transactions that have been approved by the board of directors. It continues to review and evaluate potential exploration properties.

Subsequent events

Subsequent to March 31, 2014, the Company:

- granted incentive stock options allowing for the purchase of up to 450,000 shares in the capital of the Company at $0.06 per share until April 30, 2019.
- closed, on May 27, 2014, a non-brokered private placement of 55,133,333 units (the "Units") at a price of $0.06 per unit for gross proceeds of approximately $3.31 million. Each Unit consists of one common share and two transferable ½ common share purchase warrants (Warrants A & Warrants B). Each whole Warrant A can be exercised into one common share of the Company at a price of $0.09 per share until May 27, 2015. Each whole Warrant B can be exercised into one common share of the Company at a price of $0.12 per share until January 27, 2017. If 18 months after closing the Company's common shares trade at a 33.3% premium to the warrant exercise price for 10 consecutive trading days, then the Company can force warrant holders to exercise their Warrants B into common shares of the Company. In connection with the private placement, the Company has paid finders' fees in the amount of $64,080 to finders who introduced subscribers to the placement.
- warrants allowing for the purchase of up to 2,681,830 shares at $0.25 per share expired on June 20, 2014.

Disclosure Controls and Procedures

Current securities policies in Canada require that management of the Company certify that it has assessed the effectiveness of the Company's disclosure controls and procedures at period ends. Management has concluded that the disclosure controls as at the end of the Period were effective in ensuring that all material information required to be filed has been provided to it in a timely manner, and that the information was recorded, processed and reported within the time period necessary to prepare the filings.

Risks Related to the Company's Business

Overview

Resource exploration is a speculative business and involves a high degree of risk. There is a significant probability that the expenditures made by the Company in exploring its properties will not result in discoveries of commercial quantities of minerals. A high level of ongoing expenditures is required to locate and estimate ore reserves, which are the basis for further development of a property. Capital expenditures to attain commercial production stage are also very substantial. The following sets out the principal risks faced by the Company.

Exploration. The Company is seeking mineral deposits on exploration projects where there are not yet established commercial quantities. There can be no assurance that economic concentrations of minerals will be determined to exist on the Company's property holdings within existing investors' investment horizons or at all. The failure to establish such economic concentrations could have a material adverse outcome on the Company and its securities. The Company's planned programs and budgets for exploration work are subject to revision at any time to take into account results to date. The revision, reduction or curtailment of exploration programs and budgets could have a material adverse outcome on the Company and its securities.

Market. The Company's securities trade on public markets and the trading value thereof is determined by the evaluations, perceptions and sentiments of both individual investors and the investment community taken as a whole. Such evaluations, perceptions and sentiments are subject to change, both in short term time horizons and longer term time horizons. An adverse change in investor evaluations, perceptions and sentiments could have a material adverse outcome on the Company and its securities.

Commodity price. The Company's exploration projects are primarily related to exploration for gold and other precious metals in Canada and the USA. While these minerals have recently been the subject of significant price increases from levels prevalent earlier in the past, there can be no assurance that such price levels will continue, or that investors' evaluations, perceptions, beliefs and sentiments will continue to favour these target commodities. An adverse change in these commodities' prices, or in investors' beliefs about trends in those prices, could have a material adverse outcome on the Company and its securities.

Title Although the Company has exercised the usual due diligence with respect to title to properties in which it has interests, there is no guarantee that title to the properties will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers or land claims, and title may be affected by undetected defects. In addition, certain of the mining claims in which the Company has an interest are not recorded in the name of the Company and cannot be recorded until certain steps are taken by other parties. Before a number of claims under option can be recorded in the Company's name, the underlying title holder must assign title to the Company once the Company satisfies its option agreement obligations. There are no assurances that the underlying title holder will assign title.

Aboriginal land claims. Canadian and US Aboriginal rights may be claimed on properties or other types of tenure with respect to which mining rights have been conferred. The Company is aware of the mutual benefits afforded by cooperative relationships with indigenous people in conducting exploration activity and is generally supportive of measures established to achieve such cooperation. The risk of unforeseen aboriginal title claims also could affect existing exploration activities as well as potential development projects and possible future acquisitions and transfer of properties. While there is, to the Company's knowledge, no existing claim in respect of any of its properties, the advent of any future aboriginal land claims and the outcome of any aboriginal land claims negotiations cannot be predicted.

Financing. Exploration and development of mineral deposits is an expensive process, and frequently the greater the level of interim stage success the more expensive it can become. The Company has no producing properties and generates no operating revenues; therefore, for the foreseeable future, it will be dependent upon selling equity in the capital markets to provide financing for its continuing substantial exploration budgets. While the Company has been successful in obtaining financing from the capital markets for its projects in recent years, there can be no assurance that the capital markets will remain favourable in the future, and/or that the Company will be able to raise the financing needed to continue its exploration programs on favourable terms, or at all. Restrictions on the Company's ability to finance could have a material adverse outcome on the Company and its securities.

Share Price Volatility and Price Fluctuations. In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies, particularly junior mineral exploration companies like the Company, have experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that these price fluctuations and volatility will not continue to occur.

Key personnel. The Company's exploration efforts are dependent to a large degree on the skills and experience of certain of its key personnel. The Company does not maintain "key man" insurance policies on these individuals. Should the availability of these persons' skills and experience be in any way reduced or curtailed, this could have a material adverse outcome on the Company and its securities.

Competition. Significant and increasing competition exists for the limited number of mineral property acquisition opportunities available. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than the Company, the Company may be unable to acquire additional attractive mineral properties on terms it considers acceptable.

Foreign Countries and Regulatory Requirements. Currently, the Company's only non-Canadian properties are located in the United States. Consequently, the Company is subject to certain risks associated with foreign ownership, including currency fluctuations, inflation, and political risk. Mineral exploration and mining activities and production activities in foreign countries may be affected in varying degrees by political stability and government regulations relating to the mining industry. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to community rights, restrictions on production, price controls, export controls, restriction of earnings, taxation laws, expropriation of property, environmental legislation, water use, labour standards and workplace safety. The Company maintains the majority of its funds in Canada and only forwards sufficient funds to meet current obligations.

Environmental and Other Regulatory Requirements. The current or future operations of the Company, including development activities and commencement of production on its properties, require permits from various governmental authorities and such operations are and will be subject to laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, safety and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs, and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that approvals and permits required to commence production on its properties will be obtained on a timely basis, or at all. Additional permits and studies, which may include environmental impact studies conducted before permits can be obtained, may be necessary prior to operation of the properties in which the Company has interests and there can be no assurance that the Company will be able to obtain or maintain all necessary permits that may be required to commence construction, development or operation of mining facilities at these properties on terms which enable operations to be conducted at economically justifiable costs. Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions there under, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or extraction operations may be required to compensate those suffering loss or damage by reason of such activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or abandonment or delays in development of new mineral exploration properties. To the best of the Company's knowledge, it is currently operating in compliance with all applicable environmental regulations.

Credit risk. Credit risk is the risk that a counter party to a financial instrument will fail to discharge its contractual obligations. The Company is exposed to credit risk with respect to its cash and cash equivalents, accounts receivable, other than Goods and Services Tax ("GST"), receivable from related party, and prepaid expenses and advances. The maximum exposure to loss arising from accounts receivable is equal to their carrying amounts. The Company manages credit risk with respect to its cash by maintaining deposits with a major Canadian financial institution; however, this exposes the

Company's cash to concentration of credit risk as all amounts are held at a single institution.

Liquidity risk. Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. At March 31, 2014, the Company had cash and cash equivalents of $30,198 (March 31, 2013: $61,026), marketable securities of $61,542 (March 31, 2013: $33,444), amounts receivable from a related party and accounts receivable of $Nil and $7,378 respectively (March 31, 2013: $47,059 and $34,202), prepaid expenses and advances of $58,558 (March 31, 2013: $73,263) and accounts payable and accrued liabilities of $105,849 (March 31, 2013: $70,414) and amounts due to related parties of $105,246 (March 31, 2013: $669,973The Company will need to raise or borrow money for exploration and administration expenditures. Current sources of funding are undetermined, and management continues to review potential equity and other financing options.

Market risk. Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

(i) Interest rate risk
Interest rate risk consists of two components:
(a) To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk; and
(b) To the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk. The Company is not exposed to significant interest rate risk due to the short-term maturity of its monetary assets and liabilities.

(ii) Foreign currency risk
Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is not exposed to foreign currency risk as its monetary assets and liabilities are denominated in Canadian dollars.

(iii) Other price risk
Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to other price risk.

There were no changes in the Company's approach to managing the above risks.

History of Net Losses; Accumulated Deficit; Lack of Revenue from Operations. The Company has incurred net losses to date. The Company has not yet had any revenue from the exploration activities on its properties, nor has the Company yet determined that commercial development is warranted on any of its properties. Even if the Company commences development of certain of its properties, the Company may continue to incur losses. There is no certainty that the Company will produce revenue, operate profitably or provide a return on investment in the future.

Uninsurable. The Company and its subsidiaries may become subject to liability for pollution, fire, explosion and other risks against which it cannot insure or against which it may elect not to insure. Such events could result in substantial damage to property and personal injury. The payment of any such liabilities may have a material, adverse effect on the Company's financial position.

Critical Accounting Estimates. In the preparation of financial information, management makes judgments, estimates and assumptions that affect, amongst other things, the carrying value of its mineral property assets. All deferred mineral property expenditures are reviewed, on a property-by-property basis, to consider whether there are any conditions that may indicate impairment. When the carrying value of a property exceeds its net recoverable amount that may be estimated by quantifiable evidence of an economic geological resource or reserve, joint venture expenditure commitments or the Company's assessment of its ability to sell the property for an amount exceeding the deferred costs, a provision is made for the impairment in value. Management's estimates of exploration, operating, capital and reclamation costs, if any, are subject to certain risks and uncertainties which may affect the recoverability of mineral property costs. Although management has made its best estimate of these factors, it is possible that changes could occur in the near term that could adversely affect management's estimate of the net cash flow to be generated from its properties. The Company also uses the Black-Scholes Option Pricing Model in relation to share based payments. Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options granted/vested during the period.

Legal proceedings. As at the Period end and the Report Date, there were no legal proceedings against or by the Company.

Other MD&A Disclosure Requirements

Information available on SEDAR

As specified by National Instrument 51-102, the Company advises readers of this MD&A that important additional information about the Company is available on the SEDAR website http://www.sedar.com.

New Accounting Policies

Standards, Amendments and Interpretations Affecting the 2014 and Future Year-Ends

The adoption of the following new IFRS pronouncements did not have an effect on the Company's financial statements:

- IFRS 7, "Financial Instruments: Disclosures" was adopted by the Company on April 1, 2013. IRFS 7 applies to offsetting financial assets and financial liabilities in accordance with IAS 21.
- IFRS 12, "Disclosure of Interests in Other Entities" was adopted by the Company on April 1, 2013. IFRS 12 establishes disclosure requirements for interests in other entities, such as subsidiaries, joint arrangements, associates and unconsolidated structured entities.
- IFRS 13, "Fair Value Measurements" was adopted by the Company on April 1, 2013. IFRS 12 clarifies that the 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.
- Amendment to IAS 1, "Presentation of Financial Statements" was adopted by the Company on April 1, 2013 with retrospective application. The amendments of IAS 1 require items to be grouped within other comprehensive income that may be reclassified to profit or loss and those that will not be reclassified.
- IFRS 10, "Consolidated Financial Statements" was adopted by the Company on April 1, 2013. IFRS 10 requires an entity to consolidate an investee when it has power of 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. IFRS 10 supersedes IAS 27, Consolidated and Separate Financial Statements and SIC 12, Consolidation – Special Purposes Entities.
- IFRS 11, "Joint Arrangements" was adopted by the Company on April 1, 2013. IFRS 11 addresses inconsistencies in the reporting of joint arrangements by requiring a single method to account for interests in jointly controlled entities.

New accounting standards not yet adopted:

- IFRS 9, "Financial Instruments: Classification and Measurement" is effective for annual periods beginning on or after January 1, 2018.
- IAS 32, "Financial Instruments: Presentation" is effective for annual periods beginning on or after January 1, 2014.
- IAS 36, "Impairment of Assets" is effective for annual periods beginning on or after January 1, 2014.
- IFRIC 21, "Levies" is effective for annual periods beginning on or after January 1, 2014.

The Company is currently evaluating the impact of these new and amended standards on its financial statements. The impact is not expected to have a material impact on the statements of financial position or results of operations.

Financial Instruments & Other Instruments

The Company has classified its cash as fair value through profit or loss (using level 1 of the fair value hierarchy); receivables (excluding tax arrangements) as loans and receivables; and accounts payable and accrued liabilities and loans as other financial liabilities.

(a) Fair value

The carrying values of cash, receivables, and accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of these financial instruments.

(b) Credit risk

Credit risk is the risk that a counter party to a financial instrument will fail to discharge its contractual obligations. The Company is exposed to credit risk with respect to its cash, restricted cash and receivables, other than Goods and Services Tax ("GST") and, until March 31, 2013, Harmonized Sales Tax ("HST") and government funding receivable. The maximum exposure to loss arising from accounts receivable is equal to their carrying amounts.

The Company manages credit risk with respect to its cash by maintaining demand deposits with a major Canadian financial institution; however, this exposes the Company's cash to concentration of credit risk as all amounts are held at a single institution.

There were no changes in the Company's approach to risk during the year ended March 31, 2014.

Disclosure by venture issuer without significant revenue

An analysis of the material components of the Company's general and administrative expenses is disclosed in the financial statements to which this MD&A relates. An analysis of the material components of the acquisition and deferred exploration costs of the Company's mineral properties is disclosed in the Financial Statements.

Outstanding Share Data

Common shares, stock options and share purchase warrants issued and outstanding as at the quarter end are described in detail in the consolidated financial statements for the Period, which as of the Report Date are as follows:

	At Report Date
Common shares	180,078,093
Stock options	7,785,000
Warrants	94,516,695
Fully diluted	282,379,788

On Behalf of the Board,
REDSTAR GOLD CORP.

"*Ken Booth"*
Ken Booth, Interim President and Interim CEO