



# TREASURY METALS

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## MANAGEMENT DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED JUNE 30, 2015 AND 2014

### INTRODUCTION

Treasury Metals Inc. (TSX: TML) (“Treasury Metals” or “Treasury” or the “Company”) is a Canadian gold exploration and development company focused on its 100% owned Goliath Gold Project. The Project has access to first-rate infrastructure and is located near Dryden in northwestern Ontario. Treasury Metals is advancing Goliath through the Canadian permitting process for mining production at its open-pit gold mine. Subsequent underground operations will be developed in the latter years of mine life. Key programs slated for completion in 2015 are further drilling and exploration, finalization of an updated resource calculation, working toward feasibility, and continuation of the permitting process. Established in 2008, Treasury Metals operates corporate headquarters in Toronto and a Project Office at the Goliath Gold Project. Treasury Metals is listed on the Toronto Stock Exchange under the trading symbol “TML”.

More information can be found on Treasury Metals Inc.’s website at [www.treasuremetals.com](http://www.treasuremetals.com).

This Management Discussion and Analysis (“MD&A”) of the financial condition and results of operations of Treasury Metals should be read in conjunction with the Company’s interim condensed financial statements for the periods ended June 30, 2015 and 2014, including the related notes thereto. These interim condensed financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”). This MD&A is presented as of August 5, 2015. Unless otherwise noted, the currency used is Canadian dollars. This MD&A contains “forward-looking” statements that are subject to risk factors set out in a cautionary note contained herein.

### OVERVIEW

During the period, the Company progressed work in its Goliath Gold Project to complete steps necessary to facilitate a decision on its construction:

- The Environmental Impact Study (“EIS”) was initially submitted to the Canadian Environmental Assessment Agency (“CEAA”) in October 2014, and on April 10, 2015 the Company was notified that the EIS conformed to the CEAA guidelines. The EIS covers all aspects of the Project’s development, operational and closure stages, and addresses all matters related to socioeconomic and environmental effects, and is used to avoid, mitigate and reduce environmental impact.
- As a result of the EIS meeting conformity, the Project entered the 30-day public comment period starting April 25, 2015 and technical reviews conducted by various federal government agencies. CEAA hosted several Public Open House meetings in Wabigoon and Dryden, which Treasury Metals personnel and the respective technical consultants attended to act as technical support to CEAA. The meetings were well attended by local residents as an opportunity to voice concerns and ask questions for clarification on the project.
- The 5,000 metre drill program commenced in November 2014 was completed on March 17, 2015 having drilled 7,263 metres. Actual drilling costs per metre were lower than budgeted, allowing more metres to be drilled for the same dollars. Drill contractors are quoting lower costs in the current economic climate.

Other recent key milestones include:



## TREASURY METALS

INCORPORATED

- The Company has drawn \$5 million from the feasibility funding facility (the “Facility”) with RMB Resources Inc. (“RMB”) which matures on June 20, 2016. An additional funding of \$500,000 (“bridge loan”) was provided by RMB during the second quarter of 2015, which was repaid on July 31, 2015 and replaced with another \$500,000 bridge due September 30, 2015 from a different arm’s length investor. This Facility and share financings, completed in December 2013 and in 2014, were used to complete steps to advance the EIS and a Feasibility Study.
- In December 2014, the Company closed a non-brokered private placement of 2,000,000 flow-through common shares at an issue price of \$0.40 per share for aggregate gross proceeds of \$800,000. The net proceeds of the financing are for the advancement of the Company’s Goliath Gold Project and specifically the drill program commenced in November.
- In November 2014, the Company initiated a 5,000 metre program that consisted of definition drilling of the main resource area, exploration of the new shallow high-grade zone discovered late during the last drill program and, drilling of several regional targets within the Goliath claims. This drilling program finished on March 17, 2015 with 7,263 metres drilled. Lower actual drilling costs allowed more metres to be drilled for the same budgeted monies.
- In January 2014, the Company recommenced drilling at the Goliath Gold Project with completion of 10,746 metres by late June 2014. The 10,000 metre program consisted of infill and expansion drilling of the Main and C Zones, further delineation of the new high-grade zone discovered in the C Zone and drilling of several targets on the recent Norman property acquisition.
- The Company engaged Tetra Tech WEI Inc. to oversee completion of its EIS, Lycopodium Minerals Canada Ltd. to conduct a plant optimization and infrastructure study as it pertains to the EIS, and WSP Canada Inc. to design the tailings storage facility and conduct an alternatives assessment review to be included in the environmental assessment study.
- Gekko Systems Pty. Ltd. of Australia (“Gekko Systems”) analysed an alternative focused on the use of gravity flotation circuits. The results highlighted effective recovery by floatation methods yielding 90-92% gold recovery. These results complement the previous feasibility level metallurgy for a Carbon In Leach (C.I.L.) processing circuit that yielded greater than 95% total recovery of gold (see press release dated September 17, 2012). Although the process identified in the EIS is the originally conceived C.I.L. processing circuit, the EIS requires the Company to study and identify alternative possible processing methods that could be put forward in the event that cyanide is opposed, for example.
- Baseline work for the Project continues on surface water, ground water, geochemistry, and collection of meteorological data.

### 2015 Plan and Activity

- Pursuant to the acceptance of the EIS by the federal regulatory agencies for concordance with the requirements of the EIS guidelines, CEAA organized a series of public and Aboriginal consultation meetings involving the government, Treasury Metals and the technical consultants which contributed to the EIS. These meetings took place the weeks of May 4 and May 11.



## TREASURY METALS

INCORPORATED

- Reinterpretation of mineralized zones at the Goliath project has been completed by P&E Mining Consultants. Long sections were recalculated to reflect new interpretations of mineralized zones. The Company recommenced and completed drilling at the Goliath Gold Project. The program consisted of the final infill drilling of the Main and C Zones in order to complete an updated resource estimate planned for the third quarter 2015.
- The Company plans to conduct additional drilling to further test the gold potential of both existing Zones and potential new shoots where gold mineralization may be concentrated. Several other drill targets across the Project have been identified for work in 2015.
- The Company aims to complete a Feasibility Study in the fourth quarter of 2015.
- The Company will continue to file assessment reports to keep claims in good standing.
- The Company will also continue to pursue property consolidations and land acquisitions in the immediate area of the Goliath Gold Project. During the maximum extent of operations, the Project footprint will cover approximately 188 hectares (ha) with 133 ha or 71 per cent of the mine and infrastructure footprint on Treasury Metals private lands.

### MINERAL EXPLORATION PROPERTIES

#### Goliath Gold Project

The Goliath Gold Project (“Goliath” or “the Project”) is located in the Kenora Mining Division in northwestern Ontario, about 20 kilometres east of the City of Dryden and 325 kilometres northwest of the port city Thunder Bay, Ontario, Canada. Goliath Gold Project consists of approximately 4,881 hectares (approximately 49 km<sup>2</sup> total) and covering portions of Hartman and Zealand townships. The Project is comprised of two historic properties now consolidated under the common name Goliath Gold Project, which consists of: the larger Thunder Lake Property, purchased from Teck Resources and Corona Gold Corp., and the Goliath Property, transferred to the Company from Laramide Resources Ltd. The Goliath Gold Project has been expanded from its original size through the staking of mining claims, land purchases and option agreements. The Project is held 100% by the Company, subject to certain underlying royalties and payment obligations on certain patented land parcels, currently totalling about \$103,500 per year.

#### Goldcliff Project

The Goldcliff Project (“Goldcliff”) represents a new gold discovery in the Kenora Gold District and is located approximately 40 kilometres south-southeast of Dryden, Ontario. Goldcliff is accessible via Provincial Highway #502. The Goldcliff Project is comprised of six claims (73 units) and covers approximately 1,168 hectares. In addition, the Johnson-Barkauskas Property has four claims (12 units) covering 192 hectares. In 2015, as the claims came up for renewal only the significant claims were renewed. Goldcliff lies within the Eagle-Wabigoon-Manitou Lakes greenstone belt located in the Superior Province of the Canadian Shield. Current government mapping shows the Property as comprising mainly mafic volcanic and related intrusive rocks, cut locally by quartz-feldspar porphyry dykes. There is



## TREASURY METALS

INCORPORATED

local strong carbonatization of both mafic volcanic rocks and quartz-feldspar porphyry. Prospecting, trenching and sampling have proven both rock types to be gold-bearing.

### **Lara Polymetallic Project**

The Lara Polymetallic Project, located in the southern region of Vancouver Island, lies about 75 kilometres north of Victoria, 15 kilometres northwest of Duncan and about 12 kilometres west of the Village of Chemainus, Victoria Mining Division, British Columbia, Canada. The Lara Property was comprised of 90 mineral claims at the end of 2013 and in early 2014, as the claims came up for renewal, only the significant claims were renewed and the Project currently consists of 41 mineral claims.

### **GOLIATH GOLD PROJECT - HIGHLIGHTS**

- A new updated gold mineral Resource Estimate report (the “2015 Resource Estimate”) is currently under way. This contract has been awarded to P & E Consultants Inc., located in Brampton, Ontario. The 2015 Resource Estimate is an update to the NI 43-101 Resource Estimate previously released on November 9, 2011 (the “2011 Resource Estimate”) and will include results from a database representing an additional 173 diamond drill holes and 29 old re-entered drill holes totalling 50,048 m that were completed between 2012 and 2015. This report is scheduled to be completed in the third quarter.
- CEAA has completed its technical review of the EIS and returned a series of “Information Requests” on June 30, 2015 which paused the federal clock as it pertains to the 365-day legislated period for EIS completion. The federal process presently sits at 238 days of government time to complete the review of the EIS and make a decision. Treasury personnel are currently working on replies and clarifications to the Information Requests.
- The Project completed its 30-day public comment period held by CEAA on May 24, 2015. As part of this process, Treasury Metals personnel and several of the key technical consultants involved in the preparation of the EIS attended public open house meetings hosted by CEAA to provide technical support and information.
- On April 10, 2015, the EIS was accepted as meeting conformity by CEAA. As mentioned above, CEAA organized a series of public and Aboriginal consultation meetings involving the government, Treasury Metals and the technical consultants who contributed to the EIS. The EIS covers all aspects of the Project’s development, operational and closure stages, and addresses all matters related to socioeconomic and environmental effects, and is used to avoid, mitigate and reduce environmental impact. Since Treasury Metals began drilling Goliath Gold Project in 2008 to present day, a total of 435 diamond drill holes comprised of 402 newly collared holes, 3 wedged holes, and 30 re-entry holes for a total of 128,478 metres have been drilled on the property.
- In November 2014, the Company initiated a 5,000 metre program that consisted of definition drilling of the main resource area, exploration of the new shallow high-grade zone discovered late during the last drill program and, drilling of several regional targets within the Goliath claims. This drill program was completed on March 17, 2015.



## TREASURY METALS

INCORPORATED

- In February 2014, a study conducted by Gekko Systems Pty. Ltd. of Australia (“Gekko Systems”), focused on optimizing the use of gravity-flotation circuits at the Goliath Gold Project. The initial phase of the study concentrated on cyanide detox test work. Test work revealed that cyanide destruction is feasible going forward.
- After the closing of the flow-through share offering in late December 2013 and final approval of the Feasibility Finance Facility by RMB Resources Inc., the Company moved to engage several consulting engineering firms to complete the technical work required to support an Environmental Impact Statement (“EIS”) and a Feasibility Study.
- A Project Description (“PD”) for the Goliath Gold Project was submitted to the federal government’s Canadian Environmental Assessment Agency (“CEAA”) on November 27, 2012, and officially accepted by CEAA on November 30, 2012. The Company’s PD initiated the official permitting and approvals process for mine development. Subsequent to the PD filing, the Company received both the CEAA determination to have the Goliath Gold Project subject to an Environmental Assessment (“EA”) and the Environmental Impact Statement (“EIS”) guidelines.
- Preliminary Economic Assessment of July 2012 (“PEA”) highlights include:
  - 10+ year combined open pit and underground mine life with processing throughput averaging 2,500 tonnes per day;
  - Avg. annual production of 80,000 oz gold equivalent, with a LOM head grade of 3.05 g/tonne;
  - Average operating cash cost of \$698 per equivalent gold ounce;
  - Life of Mine pre-tax net present value of \$199.0 million, internal rate of return of 39.3% and a payback of 2.2 years; Life of Mine after-tax net present value of \$144.3 million, internal rate of return of 32.4% and a payback of 2.8 years;
  - Initial capital expenditure of \$92 million, including 20% contingency;
  - Estimated gold processing recoveries of 95%.
  - Gold price used was USD\$ 1,375 per troy ounce; Exchange rate used USD\$1.00 = CAD\$1.02.

According to the cautionary statement required by NI 43-101, it should be noted that this assessment is preliminary in nature as it includes inferred mineral resource that cannot be categorized as reserves at this time, and as such there is no certainty that the preliminary assessment and economics will be realized. The full PEA is available on the Company’s website and on SEDAR ([www.sedar.com](http://www.sedar.com)).

- Updated National Instrument 43-101 Resource Estimate of November 2011: Indicated mineral resource of 810,000 ounces and Inferred mineral resource of 900,000 ounces of gold and gold equivalent ounces of silver.

### GOLIATH GOLD PROJECT - OPERATING ACTIVITIES

Table follows on next page.



# TREASURY METALS

INCORPORATED

## Goliath Gold Project latest eight quarters of exploration and development program expenditures

Goliath Gold Project	Balance	Incurred in three months ending				Balance
	30-Jun-14	30-Sep-14	31-Dec-14	31-Mar-15	30-Jun-15	30-Jun-15
Metallurgy	188,812	0	51,655	0	0	240,467
Geochemistry	104,102	17,286	0	0	0	121,388
Geotechnical	97,180	40,468	0	0	0	137,649
Hydrogeology	220,071	13,700	0	0	0	233,771
Environmental	1,115,462	17,858	3,234	3,020	5,565	1,145,138
Environmental Assessment	509,280	195,591	221,060	82,906	321,183	1,330,020
Feasibility	410,405	89,868	14,731	0	30,057	545,061
Drilling and other exploration expenditures	15,950,164	93,489	185,128	656,141	130,682	17,015,603
Community Consultations	91,806	27,682	16,600	18,071	17,306	171,464
Property purchases and payments	27,485,366	0	0	104,070	0	27,589,437
Dryden - salaries and consultants	4,475,154	278,528	235,402	189,849	210,214	5,389,147
Dryden Infrastructure	2,020,356	74,317	66,505	102,057	62,109	2,325,344
Amortization	185,355	19,185	19,185	18,249	18,249	260,223
Black scholes on options compensation	605,136	37,860	15,302	10,977	20,033	689,308
<b>Total Goliath Gold Project</b>	<b>53,458,649</b>	<b>905,832</b>	<b>828,803</b>	<b>1,185,339</b>	<b>815,397</b>	<b>57,194,021</b>

Goliath Gold Project	Balance	Incurred in three months ending				Balance
	30-Jun-13	30-Sep-13	31-Dec-13	31-Mar-14	30-Jun-14	30-Jun-14
Metallurgy	137,942	870	0	50,000	0	188,812
Geochemistry	43,658	20,059	19,984	12,686	7,714	104,102
Geotechnical	45,619	350	0	3,046	48,166	97,180
Hydrogeology	121,876	14,120	41,869	36,851	5,354	220,071
Environmental	942,568	13,696	12,480	129,165	17,554	1,115,462
Environmental Assessment	12,340	7,130	0	336,844	152,966	509,280
Feasibility	282,398	28,049	47,325	(5,561)	58,194	410,405
Drilling and other exploration expenditures	15,018,402	5,304	4,116	460,672	461,670	15,950,164
Community Consultations	0	0	43,586	23,100	25,119	91,806
Property purchases and payments	27,381,451	0	190	103,726	0	27,485,366
Dryden - salaries and consultants	3,547,349	234,675	210,726	243,241	239,163	4,475,154
Dryden Infrastructure	1,831,892	28,512	57,849	49,849	52,254	2,020,356
Amortization	107,260	19,862	19,862	19,185	19,185	185,355
Black scholes on options compensation	492,040	0	51,035	16,737	45,324	605,136
<b>Total Goliath Gold Project</b>	<b>49,964,795</b>	<b>372,627</b>	<b>509,023</b>	<b>1,479,540</b>	<b>1,132,663</b>	<b>53,458,649</b>





## TREASURY METALS

INCORPORATED

### **Environmental, Permitting, and Development Activities**

A number of exploration and development programs are ongoing for the further advancement of the Goliath Gold Project.

A Project Description (“PD”) for the Goliath Gold Project was submitted on November 27, 2012 and accepted on November 30, 2012 by the federal government’s Canadian Environmental Assessment Agency (“CEAA”). The Company’s PD initiated the official permitting and approvals process for mine development. This milestone marked a significant advancement in the development of the Goliath Gold Project and officially began the federal government’s 365-day legislated period for the completion of the Environmental Assessment (“EA”) by CEAA. The 365-day review and approval window includes 45 days CEAA used to determine that an EA for the Goliath Project was required. CEAA used the PD to develop the guidelines for an Environmental Impact Statement (“EIS”) that Treasury Metals was required to complete as an integral part of the EA process.

Pursuant to the Canadian Environmental Assessment Act 2012, the PD outlines the proposed Project development plan and will provide a greater understanding of the Project to the appropriate agencies and authorities. The scope of the Project includes initially an open pit for three years followed by a combination of both open pit and underground mining methods that will continue to the end of the total 10 to 12 years of mine life. Any associated infrastructure needed to successfully develop and operate the project is described within the document. The PD also outlines the results of more than two years of Treasury Metals environmental baseline studies, which are ongoing, as well as anticipated socioeconomic and environmental impacts, and consultations and communications to date with local, provincial and federal government agencies, First Nations, the Métis Nation of Ontario and other Aboriginal communities and the general public. The Company’s environmental baseline studies, initiated in the fall of 2010, support the permitting process. Environmental baseline studies are ongoing and to date have identified “no fatal flaws” for the Goliath Gold Project.

Subsequent to the PD filing, the Company received both the CEAA determination to have the Goliath Gold Project subject to an EA and on February 21, 2013, the Company received guidelines for the preparation of an EIS pursuant to the Canadian Environmental Assessment Act 2012. The Company prepared the EIS which describes a gold mine to process up to 2,700 tonnes per day of mineralized rock from both open pit and subsequently underground operations. The rock will be processed using a conventional C.I.L. plant to produce a gold doré bar.

Following the initial submission of the EIS to CEAA in October 2014, CEAA returned with several comments and questions to complete for the document, as a whole, to be accepted for concordance with the requirements of the EIS guidelines. During this period the legislated timeline for completion was officially paused while the Company made the requested edits. The Company, along with its consultants lead by Tetra Tech WEI Inc., answered comments and questions in the document for CEAA. Part of this process included submission of an updated draft V2 of the EIS document to CEAA for review on December 23, 2014, followed by official V3 of the document on March 9, 2015, which subsequently re-started the legislated timeline for completion. Subsequent to this, CEAA returned another round of comments which the Company completed and submitted in April 2015. On April 10, 2015, CEAA confirmed that the Treasury Metals Goliath Project EIS conforms to the CEAA Guidelines. As a result, the Project moved on to the public comment period and technical reviews conducted by various federal government agencies.

The public comment period took place in a 30-day period from April 25 to May 24, 2015, and included Aboriginal community and general public open house meetings lead by CEAA. Treasury Metals and the Company’s consultants



## TREASURY METALS

INCORPORATED

who have provided input into the EIS were represented at these meetings to provide technical content for these sessions. Most meetings occurred in the Dryden/Wabigoon area.

On June 30, 2015, as a normal part of the EA process, CEEA returned a series of Information Requests stemming from the public open houses, First Nations consultation and CEEA's own technical review of the EIS. The Company is now working to compile replies to these information requests.

The provincial permitting application process for the Goliath Gold Project is ongoing and will run in a parallel fashion along with the Federal EA process. Treasury Metals continuously communicates with provincial agencies (MNDM, MOE, MNR) via weekly conference call and other meetings, as required.

A meeting was held with Hydro One to confirm power requirements and discuss the connectivity permitting process. Treasury has received verbal confirmation that capacity is available on the local 115 kV line on site and that this location is ideal for a power connection. Contact has been made with the Independent Electricity Systems Operator to begin the electrical connection process.

Treasury Metals also continues to advance technical engineering and environmental programs that support the Goliath Gold Project's Environmental Impact Statement. These technical programs will also flow into the feasibility study.

### Scoping/Optimization Study:

The scoping/optimization study that is designed to narrow the ore processing and tailings storage options ahead of commencing the feasibility study has been completed, and is complementary to both the EIS and the Feasibility Study work. Additional work is included in these respective key areas: EIS, Feasibility Study, and Provincial Permitting.

The purpose of evaluating the additional options is to improve project economics by significantly reducing CAPEX requirements for the project and simplifying environmental permitting, especially if cyanide extraction could be eliminated. These study results are also included in the "Alternatives Assessment" as required for the EIS to demonstrate that "all technically feasible" options for the project have been considered.

Metallurgical work and initial testing has indicated that very good gold recovery values could be expected using gravity separation and flotation alone. Approximately 220 kg of Goliath Project ore has been tested with Gekko Systems of Australia to verify recoveries using gravity separation and flotation. This study continues to show positive results for metallurgical processes with the Goliath Project. Recoveries using flotation were on the order of 90-92% as compared with previous testing showing greater than 95% gold recovery for a C.I.L. process. The potential use of a gravity-flotation circuit has been included in the metallurgical alternatives assessment as part of the EIS to compare both economic and environmental factors. The C.I.L. processing method was selected as the preferred alternative for submission in the EIS. Gekko has also completed the initial phase of Cyanide detox test work out of their Australia labs. Test work revealed that cyanide destruction is feasible going forward for the C.I.L. circuit and Gekko has initiated the second phase of testing. Nickel and Ammonia were not reduced to the specified levels for direct water discharge. Further treatment is therefore required before direct discharge in Blackwater Creek. As part of the EIS, the Company proposes to use reverse osmosis in order to meet regulatory requirements.





## TREASURY METALS

INCORPORATED

### Environmental Impact Statement and Feasibility Study

Treasury engaged several consulting engineering firms to complete the technical studies necessary to complete the EIS and Feasibility Study.

- Tetra Tech WEI Inc. (“TT”) was the lead consultant for the preparation of the EIS. Based in Winnipeg, TT has vast experience in mining and environmental permitting and a thorough knowledge of the local area.
- Lycopodium Minerals Canada Ltd. in Toronto was selected to oversee plant and infrastructure optimization for the project as it pertains to the EIS.
- WSP Canada (formerly Genivar) of Thunder Bay was selected to design the tailings storage facility (“TSF”) and conduct an alternatives assessment review. This work will flow directly into the final Feasibility Study.
- P&E Mining Consultants of Toronto was selected to complete the mining assessment for the EIS.
- GCK Consulting in Thunder Bay was engaged to complete the socioeconomic baseline study.
- AMEC in Toronto is engaged to complete the site’s hydrogeology work.
- DST Consulting Engineers Inc. in Thunder Bay has prepared final Environmental Baseline Reports for 2012 and 2013.
- Mine Design Engineering has completed geotechnical studies for open pit and underground feasibility studies and EIS geotechnical information.
- Ecometrix has completed geochemistry studies as required for the EIS.
- RWDI is engaged to study baselines for dust, noise and light. These studies have been included in the EIS and RWDI will continue to work with Treasury to aid in the provincial permitting applications.
- Keewatin – Aski of Sioux Lookout was commissioned to conduct a traffic survey. Baseline data collection and preparatory work have been completed, as well as the traffic count. The report concluded that minimal improvements to the site access will be needed for mine development.

Phase 1 of the Feasibility Study has started with the Optimization Study and TSF Alternatives Assessment by Lycopodium and WSP. Phase 2 of the Feasibility Study will now follow on the back of the successful submission of the EIS. Infill drilling to upgrade inferred resources into the measured or indicated categories has been completed and results are being analyzed for the updated resource calculation expected in the third quarter of 2015.

### Exploration

On March 17, 2015, the 5,000 metre drill program began in November 2014, was completed having drilled 7,263 metres. The program consisted of definition drilling of the main resource area, exploration of the new shallow high-grade zone discovered late during the last drill program and, drilling of several regional targets within the Goliath claims. The program was focusing on resource category conversion and expansion of the Main and C Zone mineralization. This program will enable Treasury to finalize the underground engineering plans for the future feasibility study as well as to delineate the final open pit outline. The infill program was initially focused on the Western Area of the Main Zone which remains the least drilled of all zones at the Goliath Gold Project. This drilling to date has returned significant grades over mineable widths at a drill spacing of roughly 30 m.

- Highlights from the initial Phase II program include drilling several specks of visible gold on Hole **TL14-374**,



## TREASURY METALS

INCORPORATED

returning **2.0 m at 199.75 g/t Au** with visible gold noted. **TL14-374** was drilled approximately 41 m down plunge of previous highlight Hole **TL11-204A**, which intercepted **6.0 m at 22.3 g/t Au** (See Press Release August 30, 2011).

- Other highlights from the Western Main Zone include Hole **TL14-375** which intersected **4.87g/t Au over 3.5 m** through a Hanging Wall zone and **3.81 g/t Au over 8.0 m** through the Main Zone. **TL14-372** returned an interval of **4.5 m at 3.86 g/t Au** in the Main Zone.
- This drilling has intersected a new high-grade zone (the B Zone) which is situated between the Main and C Zones. The Company also reported another high-grade intersection in the B Zone – Hole **TL15-390B**, which intersected **286.23 g/t Au** and **26.0 g/t Ag** over a core length of 1.0 m in the newly established zone with visible gold observed in a well mineralized quartz vein.
- An expanded infill sampling program of existing drill core has been completed to further evaluate the gold potential of the B Zone and other zones along the main deposit. This included assaying 95 holes to test 110 new target zones. As recently reported, the B Zone has been intersected by other holes throughout the deposit that have also returned significant gold assays; Holes **TL14-373-15RE** (6.32 g/t Au over a core length of 5.0 m), **TL15-381B** (24.18 g/t Au over 3.0 m), **TL11-220** (8.78 g/t Au over 4.0) and **TL08-22** (10.19 g/t Au and 52.22 g/t Ag over 0.25 m). Overall, 58% (228 samples) of the samples experienced a gain in gold in the range of 0 to 3.26 g/t Au over average sample lengths of 1.10 m. As an example, Hole **TL14-375**'s original Main Zone intersection increased from 2.04 g/t Au to 3.15 g/t Au over a sample length of 5.0 m. The C Zone intersected near surface by **Hole TL13-305** with an original grade of 0.52 g/t Au increased to 1.89 g/t Au over a sample length of 2.6 m.
- In the Main Central Zone, **Hole TL15-396** intersected a well mineralized and quartz veined unit that returned **7.93 g/t Au** over a sample length of 2.74 m at a depth of just 36.0 m vertically from surface. This result is within the proposed reserve pit. The result came from an area considered to contain low gold concentration.
- In an area located 400 metres west of the main proposed pit, the Company completed seven infill holes to discover and potentially delineate additional shallow, open pit-able resources. The program was following up on **TL 14-367** which intersected 12.8 m at 2.71 g/t in the Main Zone at a vertical depth of 52 m during the Phase 1 program (see Press Release dated August 5, 2014). Hole **TL15-400** returned 6.68 g/t Au over a sample length of 3.6 m in a Hanging Wall Zone at a depth of 21.0 m from surface. Main Zone intersections included Holes **TL15-395** that returned 1.60 g/t Au over 7.0 m, and Hole **TL15-397** that assayed 3.38 g/t Au over 2.6 m followed by 6.20 g/t Au over 2.0 m. The latter hole also returned the best C Zone intersection of 2.07 g/t Au over a sample length of 2.0 m.

A total of 374 reject samples were selected from nineteen holes drilled between 2013 and 2015 for 1,000 gm bottle roll testing. All samples contained original gold concentrations less than 5.0 g/t Au and were dispatched to Accurassay and Actlabs for analyses. Overall, 58% (228 samples) of the samples experienced a gain in gold in the range of 0 to 3.26 g/t Au over average sample lengths of 1.10 m. As an example, Hole **TL14-375**'s original Main Zone intersection increased from 2.04 g/t Au to 3.15 g/t Au over a sample length of 5.0 m. The C Zone intersected



## TREASURY METALS

INCORPORATED

near surface by Hole TL13-305 with an original grade of 0.52 g/t Au increased to 1.89 g/t Au over a sample length of 2.6 m.

In January 2014, the Company announced the recommencement of a 10,000 metre drill program at the Goliath Gold Project. The 10,000 metre program consisted of infill and expansion drilling of the Main and C Zones, further delineation of the new high-grade zone discovered in the C Zone and drilling of several targets on the Norman property acquisition. The program concluded in June 2014 having completed a total of 10,746 metres.

The 10,000 metre drilling program targets included:

- A number of targets on the Norman property acquisition, which is adjacent to the current deposit. The property is contiguous to and located along strike and downdip of the eastern end of the mineral resource at Goliath. The Norman acquisition provides first-time access for drilling of an additional 1.6 kilometres of potential deposit strike length. The current resource is interpreted to project towards the NE portion of this newly acquired property.
- Several EM targets across the Goliath property. The conductors were compiled and ranked from a property-wide airborne EM survey flown in 2011.
- Drilling of the recently discovered high-grade area in the C Zone. Previous intersections in the area include the re-entry Hole TL164-12RE which returned values of 18.6 g/t Au over 5.2 metres (see press release dated December 11, 2012 and January 29, 2013 for further details). This particular zone, encountered in the central area of the deposit, was a result of extending previous drill holes by approximately 30 to 50 metres past the Main Zone and through the C Zone of the deposit. The new program will focus on further delineation and expansion of the new zone.
- Infill and expansion drilling of both the Main Zone and C Zone is focused on increasing the resource size and upgrading current Inferred resources into the Indicated category. The drill program will include:
  - Final delineation of the open pit and infilling areas of possible pit expansion.
  - Delineation of the newly discovered C Zone ore shoot including the extension of previously drilled holes through the Main Zone which were terminated short of the C Zone.
  - Infill of the Main Zone where required to finalize the underground engineering plan for the Feasibility Study.

Full Table of Assays and updated Main Zone and C Zone long sections can be found on the Company's website at [www.treasuremetals.com](http://www.treasuremetals.com)



# TREASURY METALS

INCORPORATED

## GOLDCLIFF PROJECT

### Goldcliff Project latest eight quarters of exploration program expenditures

Goldcliff Property	Balance	Incurred in three months ending				Balance
	30-Jun-14	30-Sep-14	31-Dec-14	31-Mar-15	30-Jun-15	30-Jun-15
Drilling and geology	34,357	0	0	0	0	34,357
Acquisitions of properties and data	138,460	0	5,000	0	0	143,460
Camp field and land costs	294,363	0	0	0	0	294,364
<b>Total Goldcliff Property</b>	<b>467,180</b>	<b>0</b>	<b>5,000</b>	<b>0</b>	<b>0</b>	<b>472,181</b>

Goldcliff Property	Balance	Incurred in three months ending				Balance
	30-Jun-13	30-Sep-13	31-Dec-13	31-Mar-14	30-Jun-14	30-Jun-14
Drilling and geology	34,357	0	0	0	0	34,357
Acquisitions of properties and data	133,460	0	0	5,000	0	138,460
Camp field and land costs	293,633	0	0	731	0	294,363
<b>Total Goldcliff Property</b>	<b>461,449</b>	<b>0</b>	<b>0</b>	<b>5,731</b>	<b>0</b>	<b>467,180</b>

In June 2010, the Company acquired the right to earn a 100% interest in four unpatented mining claims in the District of Kenora (S. Johnson-Barkauskas Mineral Property Agreement). Under the terms of the Agreement, the Company is to make option payments totalling \$90,500 and issue 80,000 common shares of the Company over a four-year period. These payments are required as follows: \$8,500 and 20,000 common shares paid on signing of the agreement (paid), \$12,000 and 20,000 common shares on or before June 23, 2011 (paid), \$20,000 and 20,000 common shares on or before June 23, 2012 (paid), and \$50,000 and 20,000 common shares on or before September 1, 2014 (extended to June 1, 2015 and in process of negotiation at date of this report). The four unpatented mining claims, totalling 12 units and 192 hectares, are subject to a 2% NSR, of which 1% can be purchased by the Company for \$750,000.

In 2012, Treasury conducted a trench mapping and sampling program followed by a drilling program at its 100% owned Goldcliff Project, located approximately 40 kilometres south-southeast of the City of Dryden, northwestern Ontario in the Kenora Mining District. The initial program commenced in August 2012 and focused on three mineralized showings identified and trenched during the 2011 summer program referred to as the Goldcliff showing, the Ange showing, and the Sulphide showing. Detailed mapping, channel sampling and several 1-2 metre holes were drilled using a handheld drill in an effort to further understand the geology and identify drill targets.

Based on the results of the mapping program and data from the geophysics flown in 2011, the Company initiated a 9-hole, 1,386 metre drill program in October 2012. One hole was drilled on the Goldcliff showing, six holes on the Ange showing, and two on the Sulphide showing. Various anomalous gold envelopes were intersected as well as an extremely high grade sample from the Ange showing. The third drill hole, GC12-03, intersected a narrow vein with abundant coarse visible gold which produced a sample grading 1,763.4 g/t over 75 cm along with many other anomalous hits. In light of the high-grade intersection, the Company commissioned a staking program. Eight new blocks, comprising 128 units, totaling 2,048 hectares were added contiguous to the northeast portion of the existing property. This raised the total land package to 45 claims, 570 units totaling 9,120 hectares.



# TREASURY METALS

INCORPORATED

Only minimal work has been applied to Goldcliff. Its proximity to the Goliath Project could be used to provide feed to an existing mill and provide additional income to the Company.

## LARA POLYMETALLIC PROJECT

### Lara Project latest eight quarters of exploration program expenditures

Lara Polymetallic Project - BC	Balance	Incurred in three months ending				Balance
	30-Jun-14	30-Sep-14	31-Dec-14	31-Mar-15	30-Jun-15	30-Jun-15
Consultants	63,557	1,925	37,624	21,810	0	124,917
Surveys	18,034	0	0	0	0	18,034
Camp field and land costs	333,033	10,000	19,526	0	0	362,559
<b>Total Lara Polymetallic Project - BC</b>	<b>414,624</b>	<b>11,925</b>	<b>57,150</b>	<b>21,810</b>	<b>0</b>	<b>505,510</b>

Lara Polymetallic Project - BC	Balance	Incurred in three months ending				Balance
	30-Jun-13	30-Sep-13	31-Dec-13	31-Mar-14	30-Jun-14	30-Jun-14
Consultants	58,486	0	0	1,885	3,186	63,557
Surveys	18,034	0	0	0	0	18,034
Camp field and land costs	264,806	1,382	500.00	66,345.23	0.00	333,033
<b>Total Lara Polymetallic Project - BC</b>	<b>341,326</b>	<b>1,382</b>	<b>500</b>	<b>68,230</b>	<b>3,186</b>	<b>414,624</b>

The Company inherited the Lara Project in early 2008, as part of the spin-out transaction from Laramide Resources Ltd. The Company, as a gold focused exploration and development company, does not consider this project to be a high priority in terms of its overall corporate strategy. Due to current market conditions, only minimal geological fieldwork has been done on the property. The Company would consider seeking a purchaser or joint venture partner for this non-core project.

## SELECTED QUARTERLY FINANCIAL INFORMATION

The following table summarizes selected financial data for Treasury Metals for each of the last eight quarters. The information set forth below should be read in conjunction with the June 30, 2015 interim condensed financial statements and the related notes thereto, prepared by management in accordance with International Financial Reporting Standards. Detailed explanations of quarterly variances are included in each quarterly MD&A filed on SEDAR.



## TREASURY METALS

INCORPORATED

	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
	Jun-15	Mar-15	Dec-14	Sep-14	Jun-14	Mar-14	Dec-13	Sep-13
	\$	\$	\$	\$	\$	\$	\$	\$
Royalty & other revenue	2,038	2,214	2,465	19,120	70,011	71,797	106,507	143,139
Expenses	587,225	592,758	631,527	598,571	569,991	407,594	397,208	361,056
Permanent impairment of available-for-sale investments							1,703,398	
Income tax expense (recovery)	-	(8,000)	(439,583)	-	-	282,283	(302,000)	-
Net loss	(585,187)	(582,544)	(189,479)	(579,451)	(499,980)	(618,080)	(1,692,099)	(217,917)
Net loss per share (basic and diluted)\$	(0.01)	(0.01)	(0.01)	(0.01)	0.00	(0.01)	(0.04)	0.00
Other comprehensive income (loss)	(40,754)	(79,508)	(104,016)	10,735	(112,125)	267,375	1,651,649	17,250
Total comprehensive loss	(625,941)	(662,052)	(293,495)	(568,716)	(612,105)	(350,705)	(40,450)	(200,667)
Mineral properties and deferred costs	58,171,711	57,356,313	56,149,163	55,258,210	54,340,453	53,204,603	51,651,101	51,141,578
Total current liabilities	6,425,599	1,094,028	1,317,421	934,847	1,392,995	1,609,209	2,437,369	2,009,899
Total assets	61,202,340	60,737,020	60,230,923	59,269,588	58,212,904	57,986,958	57,800,722	54,767,522

Royalty revenue variances are due to fluctuations in the Cerro Colorado gold revenue NSR originated by changes in production. In the year 2013, it started a lower production originated by lower ore grade, a higher strip ratio and a lower recovery rate. The continuous decrease is mainly due to the cessation of production activities; the last month the Company received royalty revenue was July 2014.

The most significant expense variances quarter to quarter are due to the vesting cost of the various stock option issuances and the \$1,703,398 write-down of the Goldgroup Mining Inc. shares recorded in Q4 2013. In Q2 2014, amortization of a portion of the financing and transaction costs of the RMB Facility commenced, as detailed in Note 10 to the Financial Statements. The quarterly variations in the Other comprehensive income (loss) result from the quarter end adjustment to market value of the Goldgroup Mining Inc. shares and warrants and the \$1,703,398 reclassification to the statement of operations in Q4 2013.

The fluctuation in total assets from one quarter to the next is primarily a function of cash increases through the financing transactions, issuance of shares, the exercise of warrants and options, the valuation at fair market value of the long-term investments, and the use of cash for operating expenses.

### FINANCIAL RESULTS OF OPERATIONS

*Three months ended June 30, 2015 compared with three months ended June 30, 2014*

The net loss for the three-month period ended June 30, 2015 was \$585,187 (2014 - \$499,980). The variance is explained as follows:





## TREASURY METALS

INCORPORATED

- In the Q2 2015 the office and administrative expenses were \$14,754 higher than Q2 2014 mainly due to the \$33,947 favourable Part 12.6 tax adjustment recorded in 2014, \$30,710 lower investor relations expenses in Q2 2015 versus Q2 2014 partially offset by \$11,424 higher filing fees.
- Professional fees in Q2 2015 are \$11,639 higher than the same period of 2014 mainly due to a discount recorded on the legal invoices in Q2 2014.
- Amortization of long-term debt transaction costs, and interest and commitment fees in Q2 2015 and 2014 are \$261,726 and \$167,197, respectively. These expenses are related to the RMB Facility which the Company started to withdrawn in Q2 2014; the costs related to this Facility are higher because the balance of the withdrawn amount is also higher in 2015.

The above noted higher expenses were partially offset by the following items:

- In Q2 2015 there is stock-based compensation of \$54,496 versus \$123,297 for 2014 due to the lower balance of unvested options.
- Salary and benefits in Q2 2015 are \$34,887 lower than Q2 2014 due to the planned reduction of personnel at the ending of the exploration stage.
- In Q2 2015 the royalty and other income is \$2,038 against \$70,011 in Q2 2014 due to cessation of production at Cerro Colorado. The last month the Company had royalty revenue was July 2014.

*Six months ended June 30, 2015 compared with six months ended June 30, 2014*

The net loss for the six-month period ended June 30, 2015 was \$1,167,731 (2014 - \$1,118,060). The higher loss is mainly due to the following:

- Amortization of long-term debt transaction costs, and interest and commitment fees in 2015 and 2014 are \$511,804 and \$167,197, respectively, and are related to the RMB Facility which the Company started to withdraw in Q2 2014. The costs related to this Facility are higher because the balance of the withdrawn amount is also higher in 2015.
- Professional fees in 2015 are \$6,060 higher than the same period of 2014 mainly due to a 15% discount recorded on the legal invoices in 2014.

The above noted higher expenses were partially offset by the following items:

- In 2015 the office and administrative expenses were \$39,070 lower than 2014 mainly due to \$33,072 lower investor relations expenses and \$8,082 lower sustaining and other regulatory fees in 2015 versus 2014.
- The deferred tax in 2015 is an \$8,000 recovery against a deferred tax expense of \$282,283 in 2014; the difference is due to the \$800,000 amount renounced in 2015 versus the \$8,431,797 renounced in 2014.
- In 2015 the royalty and other income is \$4,252 against \$141,808 in 2014 mainly due to cessation of production at Cerro Colorado. The last month the Company had royalty revenue was July 2014.
- In 2015 there is stock-based compensation of \$84,358 versus \$168,826 for 2014 due to the lower balance of unvested options in the current year.
- Salary and benefits in 2015 are \$24,731 lower than 2014 due to the planned reduction of personnel at the ending of the exploration stage.



## TREASURY METALS

INCORPORATED

### FINANCINGS

In the second quarter of 2015 the Company got an additional funding (“bridge loan”) of \$0.5 million from RMB, after the ending of the availability date of the feasibility funding facility (the “Facility”) as described below. The following are the financing transactions executed in 2014 and 2015:

In December 2014, the Company closed a non-brokered private placement of 2,000,000 flow-through common shares at an issue price of \$0.40 per share for aggregate gross proceeds of \$800,000. The net proceeds of the financing are for the advancement of the Company’s Goliath Gold Project and specifically the drill program commenced in November.

Up to June 10, 2015, the end of the availability date of the Facility, the Company received \$3 million from the first tranche and \$2 million from the second tranche of the Facility with RMB Resources Inc. The Facility has a term of 2.5 years and bears interest at CDOR plus 7.50% per annum; also, a commitment fee of 2.0% per annum fee was paid on the available but undrawn amount of each tranche. In connection with the first tranche, 1.5 million financier warrants were issued to RMB on February 18, 2014, with an exercise price of \$0.395 per common share and an expiry date of August 18, 2017. A second set of 1.5 million financing warrants were issued at the drawdown of the second tranche of the Facility. These warrants are exercisable at a price of \$0.35 per share until May 18, 2018 and were assigned a fair value of \$167,044 using the Black Scholes option pricing model with the following assumptions: Share price \$0.30, dividend yield 0%, expected volatility, based on historical volatility 75.96%, a risk free interest rate of 1.30% and an expected life of 2 years. A \$375,000 arrangement fee was paid at the time of the initial draw. The Facility is secured by a General Securities Agreement, a debenture, and Collateral Security over the assets of the Company. Additional terms related to the Facility are the ability to pre-pay at any time without penalty, and to cancel all or a part of the undrawn commitment. The Facility requires ongoing regular operational and financial reporting to RMB Resources and also contains default provisions which are normal for this type of transaction and are not considered to be onerous or restrictive for the normal operations of the Company.

Additionally, on June 10, 2015, the Company received from RMB a bridge loan of \$0.5 million, which matured and was repaid on July 31, 2015. The bridge loan was replaced by another bridge loan in July 2015 of USD \$390,082 from an arm’s length party which is repayable in full on September 30, 2015.

In September 2014 the \$500,000 debt related to the acquisition of the Norman property was restructured. The debt had an original maturity of October 1, 2014. Under the new arrangement, the Company has paid \$200,000 on October 1, 2014 and the balance is to be paid on October 1, 2015, with quarterly payments at an annual interest rate of 10%.

### LIQUIDITY

As at June 30, 2015, the Company had a working capital deficit of \$6,035,786.

On the date of this MD&A,

- the cash resources of the Company are held in cash with major Canadian financial institutions
- Accounts receivable and prepaid expenses are comprised mainly of advances to contractors, prepaid insurance, sales tax receivables from the Government of Canada and receivables from related parties. Accounts receivable have decreased mainly due to the application of the advances to contractors and to the cessation of the royalty revenue.



## TREASURY METALS

INCORPORATED

- Investments in marketable securities as at June 30, 2015 consist of 2,340,850 shares and 307,925 warrants of the TSX listed company Goldgroup Mining Inc., which have a current market value of \$202,877. The Company may sell its investments to access funds to settle its obligations as they arise.
- The Company has a \$300,000 mortgage, resulting from the Norman property acquisition, which is due on October 1, 2015, plus quarterly payments of interest at an annual rate of 10%.

The Company increased its debt to RMB to \$4,945,183 at June 30, 2015 as a result of a bridge loan of \$0.5 million received in the current period offset by the unamortized transaction costs of \$554,817. The bridge loan was replaced by another bridge loan in July 2015 of USD \$390,082 from an arm's length party which is repayable in full on September 30, 2015. Accounts payable and accrued liabilities are short-term and non-interest bearing.

The Company must utilize its current cash reserves, funds obtained from the exercise of warrants and options, if any, and other financing transactions to maintain the Company's capacity to meet working capital requirements, ongoing discretionary and committed exploration programs, and to fund any further development activities. The Company relies on external financing to generate sufficient operating capital. Notwithstanding success to date in acquiring equity financing on acceptable terms, there is no guarantee of obtaining future equity financings or on what terms any such equity capital may be available to the Company and as such, alternative funding programs are also being pursued by the Company. The Company's management believes it will be able to raise any required funds in the short term. Management will monitor the current market situation and make prudent business decisions as they are required. See "Risk Factors".

The Company's success depends on the successful development of the Goliath Gold Project and corresponding permitting and feasibility study. Based upon its current operating and financial plans, management of the Company believes that it will have sufficient access to financial resources (debt and equity) to fund the Company's planned operations and development of the Goliath Gold Project.

### DISCLOSURE OF OUTSTANDING SHARE DATA

The following table sets forth information concerning the outstanding securities of the Company at the date of this report:

<b>Common Shares of no par value</b>	<b>Number</b>
Shares	76,430,350
Warrants	4,600,416
Options	7,015,000

See Notes 11 to 13 to the June 30, 2015 interim condensed financial statements for more detailed disclosure of outstanding share data.

### OFF-BALANCE SHEET TRANSACTIONS

During the six-month period ended June 30, 2015 there were no off-balance sheet transactions. The Company has not entered into any specialized financial agreements to minimize its investment risk, currency risk or commodity risk.



## TREASURY METALS

INCORPORATED

### CONTINGENCIES AND COMMITMENT

The Company has made the following commitments as of the date of this MD&A:

- Under the S. Johnson-Barkauskas mineral property agreement, the Company was required to pay \$50,000 and 20,000 common shares on or before June 1, 2015 to acquire a 100% interest in the property, subject to a 2% NSR. At the date of this MD&A, the Company is in a negotiation process of this agreement to change certain terms and conditions according to the present conditions of the market.
- Certain underlying royalties and payment obligations of \$103,500 per year remain on 14 of the 19 patented land parcels.

### RELATED PARTY TRANSACTIONS

Certain corporate entities and consultants that are related to the Company's officers and directors or persons holding more than 10% of the issued and outstanding shares of the Company provide consulting and other exploration related services to Treasury Metals.

At June 30, 2015, there is \$4,297 (December 31, 2014 – \$4,112) of accounts receivable from Laramide Resources Ltd., a company having a director, Marc Henderson, and an officer, Dennis Gibson, in common with Treasury Metals. Also, there is \$53,555 (December 31, 2014 -\$25,970) of accounts receivable from Vena Resources Inc., a company having a director and officer, Martin Walter, and an officer, Dennis Gibson, in common with Treasury Metals. During the six-month period ended June 30, 2015, the Company was charged by Laramide for the expenses indicated as follows:

Six months ended June 30	2015	2014
Offices rent	\$48,689	\$48,689
Expenses recovery (paid on behalf)	(\$42,684)	\$33,843
<b>Total</b>	<b>\$ 6,005</b>	<b>\$82,532</b>

Transactions with Vena Resources Inc. started in Q4 2014, and are related to shared administrative and general expenses paid by the Company on its behalf.

Transactions with related parties were conducted in the normal course of operations and are measured at the exchange amounts.

### DIVIDENDS

The Corporation has neither declared nor paid any dividends on its Common Shares. The Corporation intends to retain its earnings, if any, to finance growth and expand its operations and does not anticipate paying any dividends on its Common Shares in the foreseeable future.

### FINANCIAL INSTRUMENTS

The current bank accounts, accounts receivable and accounts payable are non-interest bearing. The majority of cash and cash equivalents are held in short-term investments bearing interest up to 0.8%.



## TREASURY METALS

INCORPORATED

The principal financial instruments affecting the Company's financial condition and results of operations is currently its cash, which it receives from interest and royalty payments, its investment portfolio and any financing transactions entered into by the Company. These sources of revenue are subject to various risks, including production risks with respect to the royalty payments and market risks with respect to the investment portfolio. The investment portfolio is managed by the Company.

### RISKS AND UNCERTAINTIES

The Company's Risks and Uncertainties are disclosed in Treasury Metals Inc.'s Annual Information Form dated March 26, 2015, which is filed on SEDAR and is herein incorporated by reference. Risks are reviewed and updated each quarter when new events or changes in the jurisdictions where the Company operates necessitate new risk analysis. There have been no new risks identified to the date of this MD&A.

### OTHER INFORMATION

This discussion and analysis of the financial position and results of operation as at June 30, 2015 should be read in conjunction with the interim condensed financial statements for the periods ended June 30, 2015 and 2014. Additional information can be accessed at the Company's website [www.treasuremetals.com](http://www.treasuremetals.com) or through the Company's public filings at [www.sedar.com](http://www.sedar.com).

### MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION

The Company's financial statements are the responsibility of the Company's management, and have been approved by the Board of Directors. The financial statements were prepared by the Company's management in accordance with IFRS. The financial statements include certain amounts based on the use of estimates and assumptions. Management has established these amounts in a reasonable manner, in order to ensure that the financial statements are presented fairly in all material respects.

### DISCLOSURE CONTROLS AND PROCEDURES

Management has designed and evaluated the effectiveness of our disclosure controls and procedures and the internal controls on financial reporting and have concluded that, based on our evaluation, they are sufficiently effective as of June 30, 2015 to provide reasonable assurance that material information relating to the Company is made known to management and disclosed in accordance with applicable securities regulations.

### MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for certifying the design of the Company's internal control over financial reporting ("ICFR") as required by Multilateral Instrument 52-109 – "Certification of Disclosure in Issuers' Annual and Interim Filings" and CSA staff notice 52-316 – "Certification of Design of Internal Control over Financial Reporting".

Our Internal Control over Financial Reporting is intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with applicable



## TREASURY METALS

INCORPORATED

IFRS. Internal Control over Financial Reporting should include those policies and procedures that establish the following:

- maintenance of records in reasonable detail, that accurately and fairly reflect the transactions and dispositions of our assets;
- reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with applicable IFRS;
- receipts and expenditures are only being made in accordance with authorizations of management and the Board of Directors;
- reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, Internal Control over Financial Reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management, including the Chief Executive Officer and Chief Financial Officer, has evaluated the design of the Company's internal controls over financial reporting as of June 30, 2015 pursuant to the requirements of Multilateral Instrument 52-109. The Company has designed appropriate internal controls over financial reporting for the nature and size of the Company's business, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS except as noted herein. There have been no changes in Internal Control over Financial Reporting during the period ended June 30, 2015 that have materially affected, or are reasonably likely to materially affect the Company's Internal Control over Financial Reporting.

Martin Walter  
President and Chief Executive Officer  
August 5, 2015

### **Qualified Person**

*Mark Wheeler, the Company's Project Engineer, is a Qualified Person as defined by NI 43-101 and is responsible for the preparation of, and has reviewed and approved, the technical disclosure in this Management's Discussion and Analysis, unless otherwise indicated.*

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

*This Management's Discussion and Analysis includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of Management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. Such risks and uncertainties include, but are not limited to, risks associated with the mining industry (including operational risks in exploration development and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of reserve estimates; the uncertainty of estimates and projections in relation to production, costs and expenses; the uncertainty surrounding the ability of the Company to obtain all permits, consents or authorizations required for its operations and activities; and health safety and environmental risks), the risk of commodity price and foreign exchange rate fluctuations, the ability of the Company to fund the capital and operating expenses necessary to achieve the business objectives of the Company, the uncertainty associated with commercial negotiations and negotiating with foreign governments and risks associated with international business activities, as well as those risks described in public disclosure documents filed by the Company. Due to the risks, uncertainties and assumptions inherent in forward-looking statements, prospective investors in securities of the Company should not place undue reliance on these forward-looking statements. Statements in*





## TREASURY METALS

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INCORPORATED

*relation to “reserves” are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the reserves described can be profitably produced in the future.*

*Readers are cautioned that the foregoing lists of risks, uncertainties and other factors are not exhaustive. The forward-looking statements contained in this management discussion and analysis are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or in any other documents filed with Canadian securities regulatory authorities, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. The forward-looking statements are expressly qualified by this cautionary statement.*