DYNASTY METALS & MINING INC.

(the "Company", or the "Corporation")

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE COMPANY'S FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2014

Date and Subject of this Discussion and Analysis

This discussion and analysis, made as of May 15, 2014, is integral to, and should be read in conjunction with, the Company's audited financial statements for the three months ended March 31, 2014, the Company's audited financial statements for the year ended December 31, 2013 (the "Audited Financial Statements"). These documents, and additional information relating to the Company, including the Company's Annual Information Form dated March 31, 2014, are available for viewing at www.sedar.com (the "SEDAR Website"). All dollar amounts herein are in Canadian dollars unless otherwise noted.

Cautionary Statement Regarding Forward Looking Statements

This discussion and analysis and the documents incorporated by reference into this discussion and analysis contain forward-looking information within the meaning of the applicable Canadian securities laws concerning our planned activities for the current financial year, our plans to explore and develop the Zaruma Gold Project and our other mining properties, our estimated resources, production, capital costs and operating and cash flow estimates, and other matters. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using the words or phrases such as "expects," "anticipates," "plans," "projects," "estimates," "assumes," "intends," "strategy," "goals," "objectives," "potential" or variations thereof or stating that certain actions, events or results "may," "could," "would," "might" or "will" be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of historical fact and may be "forward-looking information." Statements concerning resources estimates may also be deemed to constitute forward-looking information to the extent that they involve estimates of the mineralization that will be encountered if the property is developed. Forward looking information are subject to a variety of known and unknown risks, uncertainties and other factors that could cause actual events or results to differ from those expressed or implied by the forward-looking statements.

Cautionary Note to United States Investors

This discussion and analysis and the Company's financial statements are prepared and presented in accordance with the rules and regulations that govern Canadian reporting issuers, as required by the Toronto Stock Exchange and applicable securities laws in Canada. The Company does not report to the United States Securities and Exchange Commission, and, in its public disclosure, it uses terms such as "measured", "indicated" and "inferred" resources, which are not permitted terminology in the United States. In addition, United States investors are cautioned that the Company's financial statements do not conform with, nor are they reconciled to, accounting principles generally accepted in the United States.

Description of Business

The Company is a reporting issuer in the provinces of British Columbia, Alberta and Ontario, Canada. On August 2, 2007 its securities were listed for trading on the Toronto Stock Exchange (the "Exchange") under the symbol "DMM". The Company is in the business of acquiring, exploring and developing mineral concessions in Ecuador. From inception until 2010, the Company had funded substantially all of its operating and capital expenses with proceeds from the sale of capital stock. From 2010 and up until September 30, 2013, mine development expenses and overheads were primarily funded from the sale of precious metals produced during mine construction at the Zaruma Gold Project. During this time the Company was in the pre-commercial stage of operations having yet to reach the stage of sustainable commercial production.

In the fourth quarter of the year ended December 31, 2013, Management determined that commercial production at the Zaruma Gold Project had commenced for accounting purposes, as the mine was operating as intended. This decision was based on a number of factors including, amongst others, the completion of operational commissioning of major mine components, the achievement of consistent operating results for a period of time and the indication that these results will continue. For accounting purposes the Company commenced recognizing net income from production effective October 1, 2013.

Continuing operations continue to be dependent upon the Company's ability in the future to mitigate the risks and overcome the challenges generally associated with comparable development and early stage production enterprises. Most significantly, it must either generate sufficient cash flow from the sale of precious metals in the future or secure additional working capital from debt or equity financings, or through the profitable sale of capital assets, as required, neither of which is assured.

The Company's head and principal office is located at Suite 270, 666 Burrard Street, Vancouver, British Columbia V6C 2X8. Its registered and records office is located at Suite 300, 204 Black Street, Whitehorse, Yukon Y1A 2M9. The Company also maintains an office in Quito, Ecuador. The following table lists the Company's principal operating subsidiaries, their jurisdiction of incorporation and its percentage ownership of their voting securities:

Name	**Place of Incorporation**	**Percentage Ownership**
Empire Sun Investments Limited	British Virgin Islands	100%
Elipe S.A.	Ecuador	100%(1) (4)
Polimines Corporation	Panama	100%(1)
Golden Valley Planta S.A.	Ecuador	100%(2) (4)
Greentrade Ecuador Overseas Inc.	Panama	100%(1) (4)
Operaciones Greentrade S.A.	Ecuador	100%(3) (4)
Operaciones Greenmining S.A.	Ecuador	100%(3) (4)
Minsupport S.A.	Ecuador	100%(3) (4)

(1) Elipe S.A. ("Elipe"), and Greentrade Ecuador Overseas Inc. ("Greentrade Ecuador") are 100% beneficially owned by Empire Sun Investments Limited ("Empire Sun"). Elipe is the registered owner of all of the Corporation's mineral concessions and Polimines Corporation and Greentrade Ecuador are holding companies.

(2) Golden Valley Planta S.A. ("Golden Valley") is 100% beneficially owned by the Corporation. Golden Valley was established to obtain permits to process the material from the mineable properties owned by Elipe, in due course, under contract.

(3) Operaciones Greentrade S.A. ("Greentrade"), Operaciones Greenmining S.A. ("Greenmining") and Minsupport S.A. (``Minsupport``) are 100% beneficially owned by Greentrade Ecuador. These entities were initially incorporated to administer employee labour contracts. During 2009, these labour contracts were transferred to Elipe and Golden Valley.

(4) Pursuant to a recent change in Ecuadorian law, companies must have a minimum of two shareholders. As a result, Empire Sun transferred one share of Elipe to the Corporation to hold in trust for Empire Sun; the Corporation transferred ten shares (out of a total of 1,000 shares) of Golden Valley to a third party to hold in trust for the Corporation; and Greentrade Ecuador transferred one share (out of a total of 1,000 for Greentrade and a total of 800 for Greenmining and Minsupport) each of Greentrade, Greenmining and Minsupport to a third party to hold in trust for the Greentrade Ecuador.

Zaruma Gold Project

Zaruma Gold Project Operating Results

	Three months ended March 31, 2014 (unaudited)	Three months ended December 31, 2013 (unaudited)
Gold Revenue	$ 9,390,956	$ 15,670,352
Gold sales (ounces)	7,237	12,355
Average realized price per ounce	$ 1,298	$ 1,268
Mined material milled (tonnes)	16,898	29,948
Average grade (grams/tonne)	10.81	15.14
Average recovery (%)	94.7	94.3
Gold production (ounces)	5,558	13,748
Cash costs (US$/oz Au)[a,b]	$ 919	$ 592
Cash costs (US$/tonne Au)[a,b]	$ 302	$ 272
All-in sustaining cash cost (US$/oz Au)[a,b]	$ 1,310	$ 791

a) Net of by-product credits
b) Non-GAAP measure. See "Non-GAAP Measures" section of this MD&A

There are no comparable operating results for the three months ended March 31, 2013 since the Company commenced accounting for the Zaruma Project as being in commercial production commencing on October 1, 2013 as the project was meeting production milestones to be operating, for accounting purposes, in the way intended by Management.

The Company previously commenced the development of three separate declines, being "Cabo de Hornos", "Ayapamba" and "Barbasco", at the Zaruma Project to access the resource contained therein. Primarily as a result of budget constraints in 2013, the Company concentrated development activities on the main decline, "Cabo de Hornos", since it provided the best access to the in-situ resources and where the installation of an electrical sub-station allows the mine to be powered from the main grid.

The average grade of material processed during the three months ended March 31, 2014 was 10.81 grams per tonne ("g/t"). Substantially all the high grade material mined in the period was from certain sections of the Soroche vein where the grade was particularly high.

The average daily tonnage of material processed through the mill during the three months ended March 31, 2014 of 188 tonnes per day ("tpd") is lower than the average achieved in the fourth quarter of 2013 (325 tpd) due to the reallocation of resources at the beginning of the current year to carry out some normal course maintenance and development work on the main decline. This maintenance and development work is now complete and the Company is refocussing on mining resource grade material to be delivered to the mill for processing.

Cash costs per ounce and all-in sustaining cash costs per ounce for the three months ending March 31, 2014 were $919 and $1,310 respectively which is a considerable increase compared to the three months ended December 31, 2013 when cash costs per ounce and all-in sustaining cash costs per ounce were $592 and $791 respectively. This was the result of the combination of a number of factors, including:

- The above mentioned maintenance and development work meant that resources were diverted from mining material that would be delivered to the mill for processing;

- The Company has adopted a policy to expense any further development expenditure as it is incurred in respect of a mine property subsequent to the commencement of commercial production, unless substantial new future economic benefits are derived from such expenditure at which point it will be capitalized. As a result the cost of carrying out the decline maintenance and development work was all expensed in the period and therefore included in the per ounce cost calculations; and

- the Company's operations consist of a large fixed cost proportion, with the actual cash expenditure not varying a great deal between periods.

In the near term, the Company intends to remain focused on developing the main decline with the intent to continue to develop high grade gold veins in the area, thereby providing access to additional mining faces which in turn is expected to improve production. This outlook is based on current operations, mine plans and exploration results, which are subject to change and as such cannot be assured (see "Critical Risk Factors" section of this discussion and analysis).

Results of Operations

The table below highlights the results of operations for the three months ended March 31, 2014 and 2013:

	For the Three Months Ended March 31, 2014[(a)]	For the Three Months Ended March 31, 2013[(a)]
OPERATING REVENUES	$ 9,677,584	$ -
OPERATING COSTS (Note 4)		
Mining and processing	5,912,688	-
Royalties	373,366	-
Depreciation and depletion	1,105,450	-
	7,391,504	-
EARNINGS FROM MINE OPERATIONS	**2,286,080**	**-**
EXPENSES		
Corporate administration (Note 5)	1,113,800	1,246,360
Stock-based compensation (Note 11)	95,327	56,798
	1,209,127	1,303,158
EARNINGS (LOSS) BEFORE INCOME TAXES	**1,076,953**	**(1,303,158)**
INCOME TAXES		
Current tax expense	27,565	-
NET EARNINGS / (LOSS) AND COMPREHENSIVE EARNINGS / (LOSS) FOR THE PERIOD	**$ 1,049,388**	**$ (1,303,158)**
EARNINGS / (LOSS) PER SHARE		
- Basic	$ 0.02	$ (0.03)
- Diluted	$ 0.02	$ (0.03)

Revenue and gold and silver sold

The table below summarizes the Company's revenues and gold and silver sold for the three months ended March 31, 2014 and 2013:

	Three months ended March 31, 2014	Three months ended March 31, 2013
Revenue [(a)]	$ 9,677,584	$ -
Gold Sales		
Gold sales in commercial production (ounces) [(a)]	7,237	-
Gold sales in development (ounces)	-	4,923
Total gold sales in period (ounces)	7,237	4,923
Gross proceeds from all gold sales	$ 9,390,956	$ 7,999,891
Realized price per ounce	$ 1,298	$ 1,625
Silver Sales		
Silver sales in commercial production (ounces) [(a)]	14,218	-
Silver sales in development (ounces)	-	16,032
Total silver sales in period (ounces)	14,218	16,032
Gross proceeds from all silver sales	$ 286,628	$ 472,191
Realized price per ounce	$ 20.16	$ 29.45

[(a)] For accounting purposes the Company commenced recognizing revenue and net income from production effective October 1, 2013.

Total gold sales for the three months ended March 31, 2014 were 7,237 ounces, the proceeds from which were recognized as revenue in the Company's profit and loss account.

Operating Costs

The table below summarizes the Company's operating costs for the three months ended March 31, 2014 and 2013:

	For the Three Months Ended March 31, 2014	For the Three Months Ended March 31, 2013
Mining and processing		
Changes in inventories	$ 520,408	$ -
Consumables	1,699,340	-
Employee participation taxes	55,130	-
Equipment maintenance	605,726	-
Other mining and processing costs	553,427	-
Rentals	369,235	-
Utilities	281,263	-
Salaries and benefits	1,828,159	-
Total mining and processing	5,912,688	-
Royalties	373,366	-
Depreciation and depletion	1,105,450	-
Total operating costs	**$ 7,391,504**	$ -

The Company commenced commercial production at the Zaruma Project on October 1, 2013 and as such there are no comparable operating costs for the three months ended March 31, 2013. The following provides an overview of the types of expenditures incurred for the three months ended March 31, 2014.

Salaries and benefits accounted for the largest individual direct operating costs. The Company currently has approximately 400 employees working on mining operations and 50 at the processing plant.

Consumables expense relates to the supplies required to carry out mining and plant operations, with the largest expense made on items such as drill steels and explosives for mining operations and cyanide and steel balls for the plant operations.

The Company maintains all mining equipment in house and currently employs approximately 30 mechanics that carry out maintenance and refurbishment work of the Company's fleet. Expenditure on machinery and parts for this equipment was approximately $0.6 million for the period.

A 3% NSR royalty is payable to the government of Ecuador for gold and silver sales from the Zaruma property. In addition a 1.5% NSR royalty is payable to Global Royalty Corporation, which was acquired by Coeur Mining Inc. in 2013.

For the three months ended March 31, 2014, amortization of mining equipment totaled $0.4 million and amortization of the processing plant totaled $0.5 million.

Capitalized mine development costs for the Zaruma mine are being depleted on a units-of-production basis over the total tonnage contained in the measured and indicated resource. This resulted in a charge of $0.2 million relating to the 17,063 tonnes mined in the period. The Company has adopted a policy to expense any further development expenditure as it is incurred in respect of a mine property subsequent to the commencement of commercial production, unless substantial new future economic benefits are derived from such expenditure at which point it will be capitalized. No mine development costs were capitalized for the three months ending March 31, 2014.

Expenses

The table below summarizes the Company's expenses for the three months ended March 31, 2014 and 2013:

	For the Three Months Ended March 31, 2014	For the Three Months Ended March 31, 2013
Amortization	$ 47,852	$ 92,876
Insurance	61,182	66,270
Office and general	300,792	235,775
Other	209,138	234,886
Professional fees	239,791	296,403
Salaries and management fees	255,045	320,150
Total corporate administration	**$ 1,113,800**	**$ 1,246,360**

Excluding non-cash-based deductions, corporate administration expenses for the three months ended March 31, 2014 decreased by $87,536, primarily attributable to the effect of a decrease in salaries and management fees of $65,104 resulting from the departure of the Ecuadorean subsidiaries' General Manager; and

Summary of Quarterly Results

The following is a summary of the Company's quarterly results for each of the eight most recently completed quarters:

	Q1 2014	Q4 2013	Q3 2013	Q2 2013
Revenues	$ 9,677,584	$ 15,937,132	$ -	$ -
Net earnings (loss)	$ 1,049,388[(1)]	$ 2,826,456[(2)]	$(995,933)[(3)]	$(1,101,574)[(4)]
Basic earnings (loss) per share	$ 0.02	$ 0.07	$(0.03)	$(0.03)

	Q1 2013	Q4 2012	Q3 2012	Q2 2012
Revenues	$ -	$ -	$ -	$ -
Net loss	$ (1,303,158)[(5)]	$(1,409,573)[(6)]	$(1,507,908)[(7)]	$(1,013,470)[(8)]
Basic earnings (loss) per share	$(0.03)	$(0.03)	$(0.04)	$(0.03)

(1) The Company's loss during this period included non-cash deductions of $95,327 and $1,153,302 for stock-based compensation, in connection with the granting of 623,500 options and with the vesting of certain options previously granted, and amortization, depletion and accretion, respectively. The value of the options is amortized over the periods in which they vest.

(2) The Company's loss during this period included non-cash deductions of $22,419 and $1,671,959 for stock-based compensation, in connection with the vesting of certain options previously granted, and amortization, depletion and accretion, respectively. The value of the options is amortized over the periods in which they vest.

(3) The Company's loss during this period included non-cash deductions of $385,597 and $78,053 for stock-based compensation, in connection with the granting of 1,490,000 options and with the vesting of certain options previously granted, and amortization and accretion, respectively. The value of the options is amortized over the periods in which they vest.

(4) The Company's loss during this period included non-cash deductions of $(6,747) and $84,965 for stock-based compensation, in connection with the vesting of certain options previously granted, and amortization and accretion, respectively. The value of the options is amortized over the periods in which they vest.

(5) The Company's loss during this period included non-cash deductions of $56,798 and $92,876 for stock-based compensation, in connection with the vesting of certain options previously granted, and amortization and accretion, respectively. The value of the options is

amortized over the periods in which they vest.

(6) The Company's loss during this period included non-cash deductions of $5,636 and $101,516 for stock-based compensation, in connection with the vesting of certain options previously granted, and amortization and accretion, respectively. The value of the options is amortized over the periods in which they vest.

(7) The Company's loss during this period included non-cash deductions of $100,503 and $214,128 for stock-based compensation, in connection with the vesting of certain options previously granted, and amortization and accretion, respectively. The value of the options is amortized over the periods in which they vest.

(8) The Company's loss during this period included non-cash deductions of $92,957 and $49,690 for stock-based compensation, in connection with the vesting of certain options previously granted, and amortization and accretion, respectively. The value of the options is amortized over the periods in which they vest.

Capital Expenditures

Exploration and Evaluation Properties

Once a license to explore an area has been secured, it is the Company's policy to defer all acquisition, exploration and development costs, including certain field office expenses, until the properties to which they relate are placed into development, sold, abandoned, or have been determined by management to have been impaired in value.

During the three months ended March 31, 2014, the Company spent a total of $905,326 in connection with the exploration and maintenance of its mineral properties, compared to $986,758 for the three months ended March 31, 2013.

Most of the capitalized exploration and evaluation expenditures relating to the exploration and evaluation of mineral properties (see table, below) were incurred in connection with the Company's Dynasty Copper-Gold Project and related to the payment of annual concession fees for the properties. A description and breakdown of these expenditures is as follows:

	Dynasty Project	Jerusalem Project	Other Projects	Total
Balance, December 31, 2013	$ 12,257,409	$ 1,640,327	$ 170,169	$ 14,067,965
Costs				
Camp supplies and field costs	9,018	-	-	9,018
Geological consulting	8,886	27,639	-	36,525
Mineral concession rights	756,948	1,913	-	758,861
Project administration	62,307	29,666	-	91,973
Travel and related costs	8,949	-	-	8,949
Additions for the year	846,108	59,218	-	905,326
Balance, March 31, 2014	$ 13,103,577	$ 1,699,545	$ 170,169	$ 14,973,291

Project administration expenses capitalized as part of Exploration and Evaluation Properties include 25% of amounts (US$35,000 per month) paid to a company controlled by the Company's President for management services. A further 50% is included in mine properties, plant and equipment costs. The Company's President resides in Ecuador and spends the majority of his time on the development of the Company's mineral properties. The remaining 25% is included in management fees and expensed.

Mine Properties, Plant and Equipment

When economically viable projects have been determined and the decision to proceed with development has been approved, the expenditures related to construction are capitalized as mines under construction and classified as a component of mine properties, plant and equipment. Costs associated with the commissioning of new assets, in the period before they are operating in the way intended by management, are capitalized, net of any pre-commercial production revenues.

Once commercial production has been achieved at a project, exploration and development expenditures are amortized on a unit-of-production basis over the measured and indicated resources expected to be extracted economically, and included as part of the production cost.

	Zaruma Mines	Plant and Equipment	Land and Buildings	Total
Cost				
Balance as at December 31, 2012	$ 30,927,649	$ 33,299,818	$ 3,292,747	$ 67,520,214
Additions	23,021,226	548,814	-	23,570,040
Disposals	-	(264,563)	-	(264,563)
Net-off of pre-commercial sales	(23,254,510)	-	-	(23,254,510)
Balance as at December 31, 2013	30,694,365	33,584,069	3,292,747	67,571,181
Additions	-	254,627	-	254,627
Disposals	-	-	-	-
Net-off of pre-commercial sales	-	-	-	-
Balance as at March 31, 2014	**$ 30,694,365**	**$ 33,838,696**	**$ 3,292,747**	**$ 67,825,808**
Accumulated amortization				
Balance as at December 31, 2012	$ -	$ 11,799,252	$ 156,217	$ 11,955,469
Amortization	358,555	4,010,521	31,287	4,400,363
Disposals	-	(94,292)	-	(94,292)
Balance as at December 31, 2013	358,555	15,715,481	187,504	16,261,540
Amortization	215,615	964,585	7,822	1,188,022
Disposals	-	-	-	-
Balance as at March 31, 2014	**$ 574,170**	**$ 16,680,066**	**$ 195,326**	**$ 17,449,562**
Net book value				
At December 31, 2013	$ 30,335,810	$ 17,868,588	$ 3,105,243	$ 51,309,641
At March 31, 2014	**$ 30,120,195**	**$ 17,158,630**	**$ 3,097,421**	**$ 50,376,246**

Mines under construction include all direct costs associated with the acquisition, exploration, evaluation and development of portals to access the Company's resource at its Zaruma Gold Project as well as pre-commercial operating costs, up until the commencement of commercial production on October 1, 2013. It also includes the operating costs of the processing plant from June 30, 2010 to September 30, 2013. During this period, pre-commercial sales from the sale of metals prior to the commencement of commercial production on October 1, 2013 have been credited to mines under construction.

Financial Condition, Liquidity and Capital Resources

As at March 31, 2014 the Company had cash resources of $3.3 million and a working capital surplus (current assets less current liabilities) of $1.3 million compared to cash resources of $4.9 million and a working capital surplus of $50.5 million as at December 31, 2013.

Included within accounts payable as at March 31, 2014 is approximated $2.5 million of corporate income and employee participation taxes relating to the year ended December 31, 2013. Subsequent to the period end these taxes were paid in full by the due date which ws mid-April 2014. Included within short term loans is a $1 million Promissory Note from corporations represented by the Company's President and Chief Executive Officer. The Promissory Note bears no interest, is repayable on demand and is secured by way of a General Security Agreement over certain assets of the Company.

As at the date of this report the Company has no contractual capital commitments, however the Company plans to spend most of its remaining working capital and earnings from operations on the continued development of portals to better access the resources and the associated expansion costs and working capital needed at the Zaruma Gold Project, and, to the extent that additional funds are available, on the exploration and development of its other mineral properties. The Company's budgeted expenditures may increase or decrease depending upon several factors, some of which are not within the control of management, including the future availability of capital.

Management reviews each of the Company's properties periodically and amends the Company's exploration and development plans and budgets, accordingly. The Company is still in the early stages of commercial production and is continuing to develop the mines to increase production. Therefore, continuing operations are dependent upon the Company's ability in the future to mitigate the risks and overcome the challenges generally associated with comparable development and early stage production enterprises, most significantly, it must either generate sufficient cash flow from the sale of precious metals in the future or secure additional working capital as required, neither of which can be assured (see "Critical Risk Factors" section of this discussion and analysis).

RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties during the three months ended March 31, 2014 and 2013:

a) paid management fees of $105,000 (2013 - $105,000) to a company managed by the President and Chief Executive Officer of the Company of which $26,250 (2013 - $78,750) were capitalized and included in mine properties, plant and equipment and exploration and evaluation properties.

Included in accounts payable at March 31, 2014 is $35,376 (December 31, 2013 - $110,500) of accrued management fees due to a company managed by a director of the Company.

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

Ecuador Mining Legislation

On April 18, 2008, Ecuador's Constitutional Assembly passed a Constituent Mandate resolution (the "Mining Mandate"), which provided, among other provisions, for the suspension of mineral exploration activities for 180 days, or until a new Mining Act was approved. The Mining Act was published in late January 2009. The mining regulations to supplement and provide rules which govern the Mining Act were issued in November 2009, after which time the Mining Act and Regulations (collectively, the "Mining Law") were enacted.

The Mining Law was further amended in July 2013 and now distinguishes between large, medium and smaller scale mining operations. The Mining Law provides that operations mining up to 300 tonnes of mined material per day on an individual concession may be categorized as a smaller scale operation and are required to pay a fixed royalty of 3%; operations mining between 301 and 1,000 tonnes of mined material per day on an individual concession may be categorized as a medium scale operation and are required to pay a fixed royalty of 4%; and operations mining in excess of 1,000 tonnes of mined material per day on an individual concession are categorized as large scale operations and are required to enter into an exploitation contract with the government which sets out specific terms and conditions of the particular operation, including a royalty between 5% and 8% and the application of a windfall tax.

In 2012, five concessions at the Company's Zaruma Gold Project were qualified as and granted small scale mining licenses. This means that the Company is now able to mine 300 tonnes per day from each of these concessions, or 1,500 tonnes per day in aggregate, subject to a fixed 3% royalty and no windfall tax. The five concessions for which the Company elected to apply for the small scale operation licenses are the focus of the Company's current mine development plans at the Zaruma Gold Project, being the five concessions currently being accessed by the Company's declines and containing a significant amount of the Company's resource at the Zaruma Gold Project. The Company may apply for additional small or medium scale operation licenses for other concessions at Zaruma in the future based on its mine development plans, however there can be no assurance that these applications will be successful.

Under the terms of the current Mining Law, the Company expects that other mining assets (being the Jerusalem Project and the Dynasty Copper-Gold Project) will either qualify, if applied for, to be classified as medium scale mining operations or will be required to enter into exploitation contracts with the Ecuadorian government to advance the projects into the production phase in the future. It is currently not possible to predict the substantive terms and conditions that would be included in such agreements (see "Critical Risk Factors" section of this Management's Discussion and Analysis).

Non-GAAP measures

Cash costs per ounce and per tonne

Cash cost per ounce of gold and cash cost per tonne of processed ore are key performance measures that management uses to monitor performance. Management believes that certain investors also use these non-GAAP financial measures to evaluate the Company's performance. Cash costs are an industry standard method of comparing certain costs on a per unit basis, however, they do not have a standardized meaning or method of calculation, even though the descriptions of such measures may be similar. These performance measures have no meaning under IFRS and, therefore, amounts presented may not be comparable to similar data presented by other mining companies.

The following tables present a reconciliation of cash costs per tonne of processed ore and cash costs per ounce of gold to the cost of sales in the consolidated financial statements for the three months ended March 31, 2014. Since the Company started commercial production on October 1, 2013 there is no comparable data for the three months ended March 31, 2014.

	Three months ended March 31, 2014 (unaudited)	Three months ended December 31, 2013 (unaudited)
Operating expenditure	$ 7,391,504	$ 9,715,023
Change in inventory	(520,408)	910,674
Depletion and depreciation	(1,105,450)	(1,418,870)
Royalties	(373,366)	(794,852)
By-product credits	(286,628)	(266,780)
Total cash costs	5,105,652	8,145,195
Gold produced	5,558	13,748
Cash cost per ounce of gold	$ 919	$ 592
Cash cost per tonne processed	$ 302	$ 272

All-in cash costs per ounce and per tonne

The Company believes that "all-in sustaining costs" will better meet the needs of analysts, investors and other stakeholders of the Company in understanding the costs associated with producing gold, the economics of gold mining, assessing our operating performance and also our ability to generate free cash flow from current operations and to generate free cash flow on an overall Company basis.

The Company, in conjunction with an initiative undertaken within the gold mining industry, has adopted an all-in sustaining cost performance measure; however, this performance measure has no standardized meaning.

The Company has conformed its all-in sustaining definition to the measure as set out in the guidance note released by the World Gold Council ("WGC") (a non-regulatory market development organization for the gold industry whose members comprise global senior gold mining companies). "All-in sustaining costs" are intended to provide additional information only and do not have standardized definitions under IFRS and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. These measures are not necessarily indicative of operating profit or cash flow from operations as determined under IFRS. Although the WGC has published a standardized definition, companies may calculate these measures differently. "All-in sustaining costs" include total production cash costs incurred at the Company's mining operations, which forms the basis of the Company's by-product cash costs. Additionally, the Company includes sustaining capital expenditures, corporate selling, general and administrative expenses, and exploration expenditures in this measure. The Company believes that this measure represents the total costs of producing gold from current operations, and provides the Company and other stakeholders of the Company with additional information of the Company's operational performance and ability to generate cash flows. As the measure seeks to reflect the full cost of gold production from current operations, new project capital is not included. Certain other cash expenditures, including tax payments, dividends and financing costs are also not included. The Company reports this measure on a gold ounces sold basis. The following tables provide a reconciliation of all-in sustaining costs per ounce to the consolidated financial statements for the three months ended March 31, 2014:

	Three months ended March 31, 2013 (unaudited)	Three months ended December 31, 2013 (unaudited)
Total cash costs	$ 5,105,652	$ 8,145,195
Royalties	373,366	794,852
Corporate administration	1,209,127	1,476,950
Capital expenditure	254,630	145,618
Exploration expenditure	336,179	309,304
Total all-in sustaining cash costs	7,278,954	10,871,919
Gold produced	5,558	13,748
All-in sustaining cash cost per ounce of gold	$ 1,310	$ 791

Critical Accounting Estimates and Policies

Set out below are the Company's critical accounting policies and estimates:

Revenue recognition
Revenue from the sale of gold and silver is recognized when the quantity of metal sold and the sales price are fixed, title has passed to the buyer and collection is reasonably assured. Revenue is measured at the fair value of the consideration received or receivable.

Inventory
Gold and silver dore, gold and silver in-process and stockpiled mined material inventories are recorded at the lower of average cost and net realizable value. The cost of finished goods and gold and silver in-process includes direct materials, direct labour, depreciation of mining assets and depreciation of mining and processing plant and equipment. Net realizable value is the estimated selling price less applicable selling expenses.

Materials and supplies inventories are valued at the lower of average cost and net realizable value.

Mineral Properties, Plant and Equipment
Exploration and evaluation properties

Once a license to explore an area has been secured, expenditures on exploration and evaluation activities are capitalized to exploration and evaluation. Exploration and evaluation expenditures relate to the initial search for deposits with economic potential and to detailed assessments of deposits or other projects that have been identified as having economic potential.

Once an economically viable project has been determined for an area and the decision to proceed with development has been approved, exploration and evaluation assets attributable to that area are first tested for impairment and then reclassified to mines under construction within mine properties, plant and equipment.

Subsequent recovery of the resulting carrying value depends on successful development or sale of the undeveloped project. If a project does not prove viable, all irrecoverable costs associated with the project net of any impairment provisions are written off.

Development properties

When economically viable projects have been determined and the decision to proceed with development has been approved, the expenditures related to construction are capitalized as mines under construction and classified as a component of mine properties, plant and equipment. Costs associated with the commissioning of new assets, in the pre-commercial period before they are operating in the way intended by management, are capitalized, net of any pre-production revenues. Commercial production is deemed to have occurred when management determines that, amongst other items, the completion of operational commissioning of major mine components has been reached, operating results are being achieved consistently for a period of time, and there are indicators that these operating results will continue.

Once commercial production has been achieved at a project exploration and development expenditure is amortized on a unit-of-production basis over the measured and indicated resources expected to be extracted economically, and included as part of the production cost.

When further development expenditure is incurred in respect of a mine property subsequent to the commencement of commercial production, such expenditure is capitalized as part of the mine property only when substantial new future economic benefits are established, otherwise such expenditure is classified as part of the cost of production.

Plant and equipment

The initial cost of an asset comprises its purchase price or construction cost, any costs directly attributable to bringing the asset into operation, the initial estimate of the rehabilitation obligation, and for qualifying assets, borrowing costs. The purchase price or construction cost is the aggregate amount paid and the fair value of any other consideration given to acquire the asset.

Depreciation methods and useful lives are reviewed at each annual reporting date and adjusted as appropriate. Where an item of plant and equipment comprises major components with different useful lives, the components are accounted for as separate items of plant and equipment. Depreciation is provided using the straight-line method over the following terms:

Office and exploration equipment	5 years	
Vehicles	3 years	
Mining equipment	5 years	
Drill rigs		5 years
Plant	10 years	
Office buildings	20 years	

Provision for closure and restoration

The Company recognizes provisions for statutory, contractual, constructive or legal obligations associated with the decommissioning and reclamation of mine properties, plant and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets. A liability is recognized at the time environmental disturbance occurs and the resulting costs are capitalized to the corresponding asset. The provision for reclamation and rehabilitation obligations is estimated using expected cash flows and is discounted at a pre-tax rate specific to the liability. The capitalized amount is amortized on the same basis as the related asset. The liability is adjusted for the accretion of the discounted obligation and any changes in the amount or timing of the underlying future cash flows.

In subsequent periods, the liability is adjusted for any changes in the amount or timing of the estimated future cash costs and for the accretion of discounted underlying future cash flows. The unwinding of the effect of discounting the provision is recorded as an expense in the profit or loss.

Stock-based compensation
Certain employees (including directors and senior executives) of the Company receive a portion of their remuneration in the form of stock options. The cost of these stock options is measured using the estimated fair value at the date of the grant determined using the Black-Scholes option pricing model. The Black-Scholes option pricing model requires the input of subjective assumptions, including the expected term of the option and stock price volatility. The expected term of options granted is determined based on historical data on the average hold period before exercise, expiry or cancellation. Expected volatility is estimated with reference to the historical volatility of the share price of the Company.

These estimates involve inherent uncertainties and the application of management's judgment. The costs are recognized over the vesting period of the option. The total amount recognized as an expense is adjusted to reflect the number of options expected to vest at each reporting date. The corresponding credit for these costs is recognized in contributed surplus in shareholders' equity.

Stock based compensation arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity settled share based payment transactions and measured at the fair value of goods or services received. If the fair value of the goods or services received cannot be estimated reliably, the share based payment transaction is measured at the fair value of the equity instruments granted at the date the Company receives the goods or the services.

Income taxes
The Company recognizes the deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted, or substantively enacted, tax rates expected to apply when the asset is realized or the liability settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment or enactment occurs. Deferred tax assets are recognized to the extent that recovery is estimated to be probable.

Estimates, judgments, risks and uncertainties
The preparation of consolidated financial statements in accordance with IFRS requires management to make estimates, judgments and assumptions that affect the reported amount of assets and liabilities, revenue and expenses and the disclosure of contingent assets and liabilities as at the date of the financial statements and the reported amount of revenues and expenses during the year. Actual results could differ from these estimates and, as such, estimates and underlying assumptions are reviewed on an ongoing basis. Revisions are recognized in the period in which the estimates are revised and in any future period affected.

The key sources of estimation uncertainty and judgments used in the preparation of theses consolidated financial statements that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities and earnings within the next financial year, are discussed below:

Mineral resource estimation
The carrying value and recoverability of mineral properties requires management to make certain estimates, judgments and assumptions about each project. Management considers the economics of the project, including the latest resources prices and the long-term forecasts, and the overall economic viability of the project. The determination of mineral resources also requires the use of estimates. The Company estimates its mineral resources based on information compiled by Qualified Persons as defined in accordance with NI 43-101. There are numerous uncertainties inherent in estimating mineral resources And assumptions that are valid at the time of estimation but may change significantly when new information becomes available. Changes in the forecasted prices of commodities, exchange rates, production costs or recovery rates may change the economic status of resources and may result in changes to resource estimates.

Inventories
Management makes estimates of recoverable quantities in stockpiled mined material, in-process material and gold and silver dore to determine the average costs of finished goods sold during the period and the value of inventories in the Company's

Statement of Financial Position. Net realizable value tests are performed at each reporting period based on the estimated future sales price of the gold and silver dore, based on the prevailing and long-term gold prices, less estimated costs to complete production and bring the gold and silver dore to selling condition.

The recoverable quantity of mined material in stockpiles is estimated based on tonnage added and removed from the stockpiles, the amount of contained gold ounces based on assay data, and the estimated recovery percentage based on the historical recoveries obtained in the expected processing method. Stockpiled mined material tonnage and estimated grade is reconciled to periodic surveys.

Provision for closure and restoration

In estimating the provision for closure and restoration, the Company makes assumptions about activities that occur many years into the future including the cost and timing of such activities. The ultimate financial impact is not clearly known as decommissioning costs and techniques are constantly changing, as are legal, regulatory, environmental, political, safety and other such considerations. In arriving at accounts recorded, numerous assumptions and estimates are made on ultimate settlement amounts, inflation factors, discount rates, timing and expected changes in legal, regulatory, environmental, political, and safety requirements.

Units-of-production ("UOP") amortization

The Company uses estimated economical measured and indicated resources as the basis for determining the amortization of certain mineral property and capitalized mine development expenditures. This results in an amortization charge proportional to the anticipated remaining mine life. These calculations require the use of estimates and assumptions, including the amount of measured and indicated resources.

Income Taxes

The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in our provision for income taxes.

Stock-based compensation

Stock-based payments are subject to estimation of the value of the award at the date of grant using pricing models such as the Black-Scholes option valuation model. The option valuation model requires the input of highly subjective assumptions including the expected stock price volatility. Because the Company's stock options have characteristics significantly different from those of traded options and because the subjective input assumptions can materially affect the calculated fair value, such value is subject to measurement uncertainty.

Commencement of commercial production

Costs associated with the commissioning of new assets, in the pre-commercial period before they are operating in the way intended by management, are capitalized, net of any pre-production revenues. Commercial production is deemed to have occurred when management determines that, amongst other items, the completion of operational commissioning of major mine components has been reached, operating results are being achieved consistently for a period of time, and there are indicators that these operating results will continue, all of which involve management judgments.

New accounting standards and interpretations

The following standards and amendments to existing standards have been adopted by the Company commencing January 1, 2014:

IFRIC 21 *Levies* ("IFRIC 21"), sets out the accounting for an obligation to pay a levy that is not income tax. The Interpretation addresses what the obligating event is that gives rise to pay a levy and when a liability should be recognized. IFRIC 21 is effective for annual periods beginning on or after January 1, 2014. The implementation of IFRIC 21 did not have a material impact on the Company's financial statements

Critical Risk Factors

The exploration and development of mineral deposits involves certain significant risks not within the control of management. A comprehensive discussion of risk factors included in the Company's Annual Information Form dated March 31, 2014, available on SEDAR at www.sedar.com. Those as well as the following additional risks may impact the business of the Company.

Financial Instruments Risks

Financial assets and liabilities

The fair value hierarchy establishes three levels in which to classify the inputs of valuation techniques used to measure fair value. Level 1 inputs are quoted market prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are inputs other than quoted market prices included in Level 1 that are observable for the asset or liability, either directly, such as prices, or indirectly (derived from prices). Level 3 inputs are unobservable (supported by little or no market activity) such as non-corroborative indicative prices for a particular instrument provided by a third party.

There were no transfers between Level 1 and 2 or any transfers into or out of Level 3 during the year. Cash is stated at fair value and classified within Level 1. The fair values of receivable and accounts payable and accrued liabilities approximate carrying values because of the short term nature of these instruments.

Credit Risk

Financial instruments that potentially subject the Company to credit risk consist of cash and receivables. The Company deposits cash with high quality financial institutions as determined by rating agencies in Canada and Treasury Bills issued by the Federal Government of Canada, for which management believes the risk of loss to be minimal. The Company holds minimal balances in banks in Ecuador.
Receivables mainly consist of employee advances and sales tax refunds from the Federal Governments of Canada and Ecuador. Management believes that the credit risk concentration with respect to receivables is minimal.

Currency Risk

The Company's operations in Canada and Ecuador create exposure to foreign currency fluctuation. Some of the Company's operating expenditures are incurred in Canadian dollars, and the fluctuation of the US dollar in relation to the Canadian dollar will have an impact upon the profitability of the Company and may also affect the value of the Company's financial assets and liabilities. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks.

A portion of the Company's cash, receivables and accounts payable and accruals are denominated in the Canadian dollar and are therefore subject to fluctuation in exchange rates, however these balances are not large enough to expose the Company to significant foreign exchange risk.

Interest Rate Risk

The Company maintains short-term deposits in instruments that are redeemable at any time without penalty, thereby reducing its exposure to interest rate fluctuations thereon. The Company has no significant interest bearing debt and other interest rate risks on the Company's operations are not considered material.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

Price risk

The Company is exposed to price risk with respect to commodity and equity prices. The ability of the Company to explore its mineral properties and the future profitability of the Company are directly related to the market price of gold and other precious metals. The Company monitors gold and other commodity prices to determine the appropriate course of action to be taken by the Company.

Additional Information

Securities Issued During the Period

During the three months ended March 31, 2014, the Company issued incentive stock options to purchase 623,500 common shares at CAD$0.89 each.

Securities Cancelled During the Period

During the three months ended March 31, 2014, the Company cancelled previously issued options to purchase 840,000 common shares at CAD$5.00 each upon their expiry.

Securities Issued At End Of Period

On March 31, 2014, the Company had 42,461,083 common shares issued and outstanding. There are 42,461,083 common shares issued and outstanding as at the date of this report.

There are outstanding incentive stock options to purchase 4,959,800 common shares of the Company as at the date of this report, as follows:

Number	Exercise Price	Expiry Date
30,000	$ 2.77	June 8, 2014
65,000	$ 3.53	22 July, 2014
860,000	$ 5.45	November 6, 2014
15,000	$ 5.17	December 8, 2014
50,000	$ 5.45	January 12, 2015
20,000	$ 4.07	March 15, 2015
20,000	$ 3.95	May 5, 2015
10,300	$ 4.12	September 21, 2015
20,000	$ 4.53	December 3, 2015
127,000	$ 3.63	January 28, 2016
108,000	$ 3.32	May 17, 2016
10,000	$ 2.85	June 27, 2016
31,000	$ 2.94	25 July, 2016
3,000	$ 3.00	8 September, 2016
1,227,000	$ 3.07	1 December, 2016
55,000	$ 3.00	7 February, 2017
150,000	$ 4.50	23 February, 2017
45,000	$ 3.00	17 September, 2017
1,490,000	$ 0.64	16 July, 2018
623,500	$ 0.89	1 January, 2019
4,959,800		

Management's Report on Disclosure controls and procedures

Management of the Company, under the supervision of the President and Chief Executive Officer and the Chief Financial Officer, is responsible for the design and operations of internal controls over financial reporting. There have been no changes in the Company's disclosure controls and procedures during the three months ended March 31, 2014.

Management's Report on Internal Control over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal controls over financial reporting and the preparation of financial statements in accordance with generally accepted accounting principles. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

There have been no changes in the Company's internal control over financial reporting during the three months ended March 31, 2014 that have materially affected, or are reasonably likely to materially affect, its internal controls over financial reporting.

Directors and Officers

Directors:	Officers:
Robert Washer	Robert Washer - President and Chief Executive Officer
Leonard Clough	Nicholas Furber - Chief Financial Officer
Mark Bailey	
Brian Speechly	
Edison Lopez Viteri	

Contact Person

Murray Oliver
Telephone (toll Free): 1-888-735-3881
Telephone: (604) 687-7810
Facsimile: (604) 687-0885
Email: info@dynastymining.com

Outlook

In the near term, the Company will continue to develop the mine at Zaruma with the objective of reaching a steady state mining and processing target of the annual equivalent of 300,000 tonnes of material per annum.

The Company will also continue to work to define geological trends and develop suitable targets for drilling, and drill those targets, on its Zaruma Project, and evaluate its exploration and development plans at its other projects (the Jerusalem and Dynasty Copper-Gold Belt Projects) and to expand its holdings where warranted. Furthermore, the Company will look to advance the mine and plant permitting process at the Jerusalem Project and reassess the economics of constructing a mining operation at the project.

The Company may seek opportunities in the future to form joint ventures and evaluate investment opportunities both in Ecuador and elsewhere. As a mineral exploration and development company, the future liquidity of the Company will be affected principally by the size of its exploration and development expenditures and by its ability to raise capital. The Company may have to adjust its exploration and development programs from time to time depending upon the availability of capital.