Management's Discussion and Analysis

For the three and nine months ended September 30, 2014

INTRODUCTION

The following Management's Discussion and Analysis ("MD&A") of Euromax Resources Ltd. ("Euromax" or "the Company") and its subsidiary companies (collectively, the "Group") is prepared as of November 10, 2014 and should be read in conjunction with the Group's unaudited condensed consolidated interim financial statements and related notes for the three and nine months ended September 30, 2014 ("Q3-2014" and "9M-2014" respectively) and the audited consolidated financial statements for the year ended December 31, 2013 ("FY13").

The Group's interim financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements including *IAS 34 Interim Financial Reporting*. The Group's reporting currency is the Canadian dollar and all figures in this MD&A are in Canadian dollars unless otherwise indicated.

Some of the statements in this MD&A are forward-looking statements that are subject to risk factors set out in the cautionary note contained herein. Euromax's common shares are listed on the TSX Venture Exchange ("TSXV") under the trading symbol "EOX".

CORPORATE STRATEGY

The Group's ambition is to become a leading gold and base metal mining company in Europe through the development of the Ilovitza project. We will strive to set the standard for developing mines in Europe by using best industry practices and implementing the highest standard for environmental management and managing health and safety in the work place.

The Group's mission is to bring Ilovitza into production within the next four years and grow the value of our business by maximising the potential of Ilovitza as our flagship asset. Delivery of value for our shareholders is key and we intend to pursue a suite of financing alternatives such that we may grow our business without diminishing value for shareholders.

As part of all our activities we will engage with and empower communities to be part of our projects and we will look to create mutually beneficial opportunities for all our stakeholders including local businesses, communities and employees.

Q3-2014 HIGHLIGHTS

US$175 million Gold Streaming Agreement with Royal Gold

Subsequent to the end of the quarter, the Group announced that it had entered into a US$175 million gold purchase and sale agreement ("Streaming Agreement") with RGLD Gold AG, a wholly-owned subsidiary of Royal Gold, Inc ("Royal Gold") to finance the next stages of development and construction of the Company's Ilovitza copper-gold project in the Republic of Macedonia (the "Project").

For further details of this Streaming agreement with Royal Gold refer to the Subsequent Events section on page 10 of this MD&A.

Macedonia

The Group's primary attention is the development of its Ilovitza gold-copper project in Macedonia. After the completion of resource definition and a significant amount of engineering, the Group has progressed the Ilovitza project work to a Pre-Feasibility Study ("PFS"), results of which were announced in the third quarter. During the third quarter the technical team supported the fundraising activities of the corporate team, in particular during due diligence associated with the recent US$175 million stream with Royal Gold. The due diligence scrutinised the PFS in detail and also examined the environmental and social base line work being conducted on the project.

Proposals for a feasibility study ("FS") and front end engineering and design ("FEED") package covering the plant and the mine infrastructure have been received and after completion of the tender process, it is expected that work will commence later in the year.

Environmental and social base line monitoring continued throughout the quarter.

Serbia

The field programme for the Karavansalija Mineralised Centre ("KMC") project in Serbia has been deferred until 2015.

Q3-2014 HIGHLIGHTS - CONTINUED

Sale of Euromax Services EOOD and renegotiation of Thrace Resources EOOD sale

Since the beginning of 2012 the Group has been undertaking a programme to sell its Bulgarian exploration assets and this was successfully completed subsequent to quarter end, allowing the Group to concentrate its efforts on developing the Ilovitza gold-copper project in Macedonia. The sale of Euromax Services EOOD ("**Euromax Services**") was completed on May 9, 2014 for a total consideration of US$3.5 million. In total, the Group has received cash of $5.525 million from the sale of Euromax Services and Thrace Resources EOOD, with a further $0.9 million receivable assuming no claims under the warranties of the sale and purchase agreement by the purchaser.

Euromax Exploration Services EOOD ("EES")

EES has continued delivering its exploration services on its first work order, under a five-year framework agreement, on the Babjak and Zlataritza projects. In Q3-2014 exploration services provided under this work order generated revenue of $1.335 million and produced gross profits of $0.219 million to cover operating costs both in Bulgaria and elsewhere in the Group. Management is delighted with the progress made at EES, which in the 9M-2014 has recorded revenues of $2.601 million and gross profits $0.491 million and has significantly contributed to reducing the Group's monthly cash burn.

Potential exists for additional work to be performed in future periods both on these projects as well as other projects owned by the purchaser of Euromax Services EOOD. Notwithstanding this EES management are pursuing contracts with other mineral exploration companies operating in Europe.

PROJECTS

This section outlines the exploration activities carried out in Q3-2014. Patrick Forward, Chief Operating Officer, is the Qualified Person responsible for the review of the technical information contained in this section of the Group's MD&A.

Ilovitza Gold Copper Project – Macedonia

Ilovitza is a gold copper porphyry deposit associated with typical porphyry alteration, located 18 km from the town of Strumica and easily accessible by road.

The Company published results of its PFS on the project in early June with a NI 43-101 compliant technical report filed on the SEDAR website in July 2014.

PFS Highlights (based on US$1,250/oz Au and US$3.00/lb Cu)

- Maiden Total Probable Reserve of 225 million tonnes containing:
    - 2.45 million ounces of gold
    - 905 million pounds (411 thousand tonnes) of copper
- Total Sulphide Probable Reserve of 209 million tonnes at an average grade of 0.34 g/t Au and 0.20% Cu
- Total Oxide Probable Reserve of 16 million tonnes at 0.33 g/t Au
- Throughput of 10 million tonnes per annum and mine life of 23 years
- Conventional open pit with strip ratio of 0.7:1
- Average process recoveries of 86.5% gold and 84% copper
- Average annual payable production of 95,000 oz gold and 16,000 tonnes of copper
- World Gold Council defined Adjusted Operating Cash Costs of US$216/oz and All-In Costs of US$334/oz
- Pre-tax NPV$^{(5\%)}$ of US$675 million and Post-tax NPV$^{(5\%)}$ of US$558 million
- Pre-tax IRR of 18.6% and Post-tax IRR of 16.5%
- Initial Capex of US$502 million including contingency
- Distributable post-tax net cash flow of US$1.2 billion after capex

The current pit-constrained Mineral Resources for the property can be summarised as follows:

PROJECTS - CONTINUED

Mineral Resource (Effective 27 November 2013)

Classification	Tonnage (Kt)	Grade		Contained Metal	
		Au (g/t)	Cu (%)	Au (Koz)	Cu (Klb)
Sulphide (based upon a dollar equivalent cut-off of $16/t.)					
Measured	18,440	0.34	0.22	200	88,677
Indicated	218,640	0.33	0.22	2,341	1,036,427
Total M+I	237,080	0.33	0.22	2,541	1,125,104
Inferred	19,850	0.36	0.22	226	96,942
Oxide (based upon a dollar equivalent cut-off of $8/t.)					
Measured	1,340	0.38	-	16	-
Indicated	34,540	0.33	-	365	-
Total M+I	35,880	0.33	-	381	-
Inferred	6,750	0.25	-	55	-

Notes:

1. Dollar equivalent cut-off based upon the following calculation Dollar Eq. = (Au * recovery * price) + (Cu * recovery * price), using the following inputs:
   - Au process recovery in oxide 86% based on early test work
   - Cu process recovery in oxide 0% based on early test work
   - Cu process recovery in fresh 85% based on early test work
   - Au process recovery in fresh 65% based on early test work
   - Spot metal prices effective 19 August 2013 (Au = US$1,366/oz, Cu = US$3.30/ lb)
2. Resource cut-off of US$16 used for sulphide material
3. Resource cut-off of US$8 used for oxide material
4. Numbers may not add exactly due to rounding
5. Mineral resources that are not mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues. The mineral resources in this news release were estimated using current Canadian Institute of Mining, Metallurgy and Petroleum ("CIM") standards, definitions and guidelines.
6. For additional information on key assumptions, parameters and methods used to estimate the mineral resources and mineral reserves, including quality assurance measures and other technical information in respect of Ilovitza, please refer to our technical report entitled "Pre-Feasibility Study Technical Report for the Ilovitza Gold-Copper Project in Southeast Macedonia" with an effective date of 5 June 2014.

Mineral Reserve (Effective June 2014)

Classification	Tonnage (Kt)	Grade		Contained Metal	
		Au (g/t)	Cu (%)	Au (Koz)	Cu (Klb)
Sulphide (Fully Diluted)					
Probable	208,650	0.34	0.2	2,276	905,100
Oxide (Fully Diluted)					
Probable	16,230	0.33	-	172	-

Notes:

1. Sulphide mill cut-off of 0.3 g/t gold equivalent based upon the following calculation:
   - Recovered gold equivalency based on = (recovery *Au grade) + ((Cu grade * recovery * copper price)/ gold price)
   - Au and Cu process recoveries of 90% based on early test work
   - Mining recovery 95%
   - Mine dilution 5%
   - Metal prices Au = US$1,250/oz, Cu = US$3.00/lb
   - Assumed process cost per in-situ tonne US$8.05
2. Oxide mill cut-off of 0.25 g/t gold upon the following calculation:
   - Recovered gold based on = (recovery *Au grade)
   - Au process recovery 90% based on early test work
   - Mining recovery 95%
   - Mine dilution 5%
   - Metal prices Au = US$1,250/oz, Cu = US$3.00/lb
   - Assumed process cost per in-situ tonne US$6.90

PROJECTS - CONTINUED

Mining is planned via conventional open pit methods using a large-scale mining fleet that enables bulk-mining at a rate of 10 million tonnes a year. The good continuity of grade in the main mineralised areas enables mining to be carried out at a low average strip-ratio of 0.7:1. Ore will be milled by SAG and Ball mills and then processed by a concentrator using conventional flotation to produce a copper-gold concentrate with the flotation tailings being re-treated to recover gold doré on site. Waste rock from the open pit will be used to construct the tailings embankment.

Requests for proposals were sent to ten leading engineering groups during the quarter with the aim of procuring a feasibility study ("FS") and front end engineering and design ("FEED") package covering the plant and mine infrastructure. A total of six compliant proposals were received and three of these have been short-listed. Work on the studies will commence once the recently announced funding is fully available, likely in the latter part of the fourth quarter of this year.

Metallurgical testwork is on-going with SGS mineral services.

The remaining studies required for the FS covering Mineral Resource drilling and update, geotechnical work, hydrological drilling, refinement of the tailings design, more detailed mine planning and scheduling, transport and marketing and the environmental and social impacts assessments will all be commencing early in 2015.

Environmental and social base line monitoring were also conducted throughout the current quarter.

Karavansalija Mineralised Complex ("KMC") Copper Gold Project – Serbia

The KMC project is located in south-west Serbia, some 200 kilometres from the capital Belgrade. The licence covers 23.6 square kilometres and was renewed for an additional two years on March 20, 2014. KMC's mineralisation includes thick sequences of gold-copper skarns, gold skarns, zinc-lead-copper-gold skarns and volcanic hosted gold mineralised silica breccias.

Drilling at the KMC Medenovac target has been deferred until next year.

SUMMARY OF QUARTERLY FINANCIAL RESULTS (unaudited)

(Expressed in thousands of dollars except per share amounts)

Quarter ended	September 30, 2014	June 30, 2014	March 31, 2014	December 31, 2013	September 30, 2013	June 30, 2013	March 31, 2013	December 31, 2012
Net loss after tax	(2,279)	(2,677)	(1,209)	(4,747)	(374)	(1,413)	(1,535)	(1,921)
Loss per share	(0.03)	(0.03)	(0.01)	(0.06)	(0.00)	(0.02)	(0.02)	(0.03)

RESULTS OF OPERATIONS

KEY POINTS

- *First revenue recognised from Group's new exploration services business*
- *9M-2014 loss before tax increases to $6,136 million (9M-2013: $3.344 million)*
- *9M-2014 operating loss increases to $5.176 million (9M-2013: $4.559 million)*
- *Q3-2014 loss before tax increases to $2.268 million (Q3-2013: $0.372 million)*
- *Q3-2014 operating loss increases to $2.265 million (Q3-2013: $1.392 million)*

	Quarter ended September 30		Nine months ended September 30	
in thousands	2014 (Unaudited)	2013 (Unaudited)	2014 (Unaudited)	2013 (Unaudited)
Revenue	**1,335**	-	**2,601**	-
Direct costs	**(1,116)**	-	**(2,110)**	-
Gross Profit	**219**	-	**491**	-
Expenses				
Accounting, legal and professional	**(70)**	(215)	**(339)**	(673)
Depreciation	**(26)**	(24)	**(84)**	(72)
Amortisation	**(5)**	(5)	**(16)**	(6)
Office and general	**(90)**	(90)	**(286)**	(415)
Regulatory, filing and transfer agent	**(16)**	(5)	**(39)**	(54)
Rent	**(82)**	(75)	**(249)**	(221)
Salaries, director and management fees	**(368)**	(441)	**(1,318)**	(1,607)
Share-based payments	**(1,749)**	(234)	**(2,892)**	(624)
Shareholder communications and investor relations	**(97)**	(234)	**(294)**	(483)
Travel	**(40)**	(117)	**(132)**	(434)
Exploration and evaluation costs	**(4)**	(31)	**(13)**	(31)
Loss on foreign exchange	**63**	79	**(5)**	61
Operating loss	**(2,265)**	(1,392)	**(5,176)**	(4,559)
Finance income	**-**	2	**-**	6
Finance expense	**(4)**	(7)	**(15)**	(17)
Net finance expense	**(4)**	(5)	**(15)**	(11)
Loss on disposal of Euromax Services EOOD	**-**	-	**(949)**	-
Gain on sale of royalty right	**-**	-	**-**	201
Gain on sale of unproven mineral right interests	**-**	1,025	**-**	1,025
Finance income	**1**	-	**4**	-
Loss before tax	**(2,268)**	(372)	**(6,136)**	(3,344)
Income tax expense	**(11)**	(2)	**(33)**	(25)
Loss after tax	**(2,279)**	(374)	**(6,169)**	(3,369)

DETAILED ANALYSIS OF THE NINE MONTHS ENDED SEPTEMBER 30, 2014 COMPARED TO NINE MONTHS ENDED SEPTEMBER 30, 2013

The Group recorded a net loss after tax of $6.169 million or $0.07 per share in 9M-2014, compared to $3.369 million or $0.04 per share in the nine months ended September 30, 2013 ("9M-2013"). Notwithstanding this increased net loss after tax, the Group has continued to make substantial progress in reducing its cash expenditure during 9M-2014 with the operating loss before share-based payment expenses, falling 42% to $2.284 million compared to $3.935 million in 9M-2013.

The increase in loss after tax was mainly due to the following:

- Share-based payments expense increasing $2.268 million primarily due to the issuance in July 2014 of 12,195,122 share warrants to Investec Bank Plc for services in relation to its role as Global Project Finance Co-ordinator and Treasury Advisor to the Company ("Investec Warrants"). The cost of these services in share warrants issued amounted to $1.545 million. The residual increase in share-based payments expense arose from the continued vesting of equity and cash-settled share-based payments previously granted together with the strong rise in the Company's share price since the announcement of the results from the Ilovitza PFS.
- Loss on sale of Euromax Services EOOD of $0.949 million which relates primarily to the recycling of currency translation reserve losses related to Euromax Services EOOD to the income statement.
- One-off gain on sale of unproven mineral right interests of $1.025 million that was recognised in 9M-2013.
- One-off gain on sale of royalty right of $0.201 million that was recognised in 9M-2013.

RESULTS OF OPERATIONS - CONTINUED

DETAILED ANALYSIS OF THE NINE MONTHS ENDED SEPTEMBER 30, 2014 COMPARED TO NINE MONTHS ENDED SEPTEMBER 30, 2013 - CONTINUED

Partially offset by:

- The Group's new Exploration Services business launched in April 2014 generating a gross profit of $0.491 million from exploration work performed.
- Accounting, legal and professional fees falling $0.334 million, travel costs reducing $0.302 million, and shareholder communication and investor relations expenses declining $0.189 million as the Group continued to tightly control non-project related costs.
- Offsetting the general decrease in the Group's operating expenses (which are predominately denominated in Euro and British Pounds) is the significantly weaker Canadian dollar average exchange rate in the 9M-2014 compared to 9M-2013 which has increased the Canadian dollar-equivalent of the Group's operating expenses.

DETAILED ANALYSIS OF THE THREE MONTHS ENDED SEPTEMBER 30, 2014 COMPARED TO THREE MONTHS ENDED SEPTEMBER 30, 2013

The Group recorded a net loss after tax of $2.279 million or $0.03 per share in Q3-2014, compared to $0.374 million or $0.00 per share in the three months ended September 30, 2013 ("Q3-2013"). Similar to the 9M-2014 results, despite this increased net loss after tax the Group has made substantial progress in reducing its cash expenditure during Q3-2014 with operating loss before share-based payment expenses, falling 55% to $0.516 million compared to $1.158 million in Q3-2013.

The increase in loss after tax was mainly due to the following:

- Share-based payments expense increasing $1.515 million solely due to the issuance in July 2014 of Investec Warrants. The cost of these services in share warrants issued amounted to $1.545 million.
- One-off gain on sale of unproven mineral right interests of $1.025 million that was recognised in Q3-2013.

Partially offset by:

- The Group's new Exploration Services business generated a gross profit of $0.219 million for the quarter from exploration work that it performed.
- Accounting, legal and professional fees falling $0.145 million, shareholder communications and investor relations declining $0.137 million and travel costs reducing $0.077 million as the Group continued to tightly control non-project related costs.
- Offsetting the general decrease in the Group's operating expenses (which are predominately denominated in Euro and British Pounds) is the significantly weaker Canadian dollar average exchange rate in the Q3-2014 compared to Q3-2013 which has increased the Canadian dollar-equivalent of the Group's operating expenses.

LIQUIDITY AND CAPITAL RESOURCES

At September 30, 2014, the Group had a net working capital deficiency of $0.721 million (net working capital of $0.815 million after excluding share-based payment liabilities), compared to net working capital of $5.082 million at December 31, 2013 (net working capital of $1.445 million after excluding assets and liabilities held for sale and share-based payment liabilities), including a cash balance of $0.851 million (December 31, 2013: $1.335 million).

Trade and other receivables decreased marginally to $0.574 million at September 30, 2014, compared to $0.609 million at December 31, 2013. This is largely due to receipt of value-added taxes predominately in Macedonia, which from July 1, 2014 are now refunded on a quarterly basis. Offsetting this are trade debtors held by EES for outstanding exploration services work performed at September 30, 2014.

Trade and other payables have increased to $0.906 million at September 30, 2014, compared to $0.890 million at December 31, 2013. Again this is largely due to EES procuring contractors and subcontractors to assist with performing exploration services for its client. Substantially offsetting is the settlement of a number of payables relating to the Group's Ilovitza PFS which was completed and announced in June 2014.

Exploration activities on the Group's projects in south-eastern Europe and the Group's general and administrative overheads have been funded by cash on hand.

Operating Activities
Cash used in operations in 9M-2014, before changes in non-cash working capital items, was $2.169 million which is substantially lower than the 9M-2013 amount of $3.859 million. This 44% reduction in cash used in operating activities further evidences management's strong focus on cash preservation and reducing the Group's fixed cost base.

Financing Activities
In 9M-2014 cash used in financing activities of $0.015 million represented interest paid. In 9M-2013 the Group completed a non-brokered private placement of $8 million before issuing costs, received $0.075 million from the exercise of 191,667 share options, and paid interest of $0.017 million.

Investing Activities
The Group received cash of $1.362 million from investing activities in 9M-2014 which includes $3.023 million from the sale of Euromax Services EOOD during the period. Partially offsetting this was $1.560 million of capital expenditure on unproven mineral right interests during the year to date, mainly focussed on delivering the PFS for Ilovitza which was released on June 5, 2014, together with purchases of property, plant and equipment of $0.101 million. In 9M-2013, $2.564 million was spent on investing activities which included capital expenditures on unproven mineral right interests of $3.576 million, property, plant and equipment purchases of $0.194 million and increases in restricted cash of $0.026 million to maintain the Group's mineral right interests. Offsetting these outflows was the proceeds from sale of a royalty right and other fixed assets of $0.201 million, proceeds from the sale of unproven mineral right interests of $1.025 million and interest received of $0.006 million.

The table on the following page summarises the expenditures incurred on the Group's key projects during 9M-2014 and 9M-2013.

LIQUIDITY AND CAPITAL RESOURCES – CONTINUED

	Bulgaria			Macedonia	Serbia	Total
	Trun	*Babjak*	*Zlataritza*	*Ilovitza*	*KMC*	
	$000s	$000s	$000s	$000s	$000s	$000s
Balance, January 1, 2013	4,552	105	181	7,219	4,670	16,726
Exploration expenditures:						
Assays and analysis	85	69	-	227	8	389
Drilling	-	379	-	1,045	561	1,985
Geological consulting	236	143	60	142	65	646
Geophysical contractors	41	37	3	-	-	81
Feasibility costs	-	-	-	504	-	504
Other	106	6	14	193	38	356
	5,020	739	258	9,330	5,342	20,687
Other items:						
Exchange differences	255	38	12	605	301	1,211
Balance, September 30, 2013	5,275	777	270	9,935	5,643	21,898
Balance, January 1, 2014	-	-	-	**11,552**	**6,057**	**17,609**
Exploration expenditures:						
Assays and analysis	-	-	-	**101**	**23**	**124**
Feasibility costs	-	-	-	**764**	**-**	**764**
Social & environmental studies	-	-	-	**355**	**-**	**355**
Other	-	-	-	**251**	**7**	**258**
	-	-	-	**13,023**	**6,087**	**19,110**
Other items:						
Exchange differences	-	-	-	**(495)**	**(443)**	**(938)**
Balance, September 30, 2014	-	-	-	**12,528**	**5,644**	**18,172**

RELATED PARTY TRANSACTIONS

Details of the transactions between the Group and other related parties are disclosed below.

Transactions with key management personnel

(i) Key management personnel transactions

The Group's related parties consist of private companies owned by the Group's current or former directors and key management personnel. These companies are as follows:

Related party	Nature of transactions
Delphis Financial Strategies Inc.	Management fees
Lamar EOOD	Exploration fees

The Group incurred the following fees and expenses in connection with companies owned by directors and key management personnel. Expenses have been measured at amounts agreed between the parties. No amounts are outstanding at September 30, 2014 (September 30, 2013: $nil) as all related party transactions ended in Q2-2013.

	Nine months ended September 30,	
	2014	2013
	$000s	$000s
Management fees	**-**	43
Exploration fees	-	55
	-	98

Subsequent to quarter end, the Group arranged and closed a working capital loan from its directors amounting to US$0.635 million whilst additional funding is sourced and to provide flexibility in its ongoing operations. The loan is repayable on April 30, 2015 and interest will be charged on the loan at a flat rate of 15% on the principal amount.

SUBSEQUENT EVENTS

Subsequent to September 30, 2014:

On October 21, 2014 the Group announced that it had entered into a US$175 million gold purchase and sale agreement ("Streaming Agreement") with RGLD Gold AG, a wholly-owned subsidiary of Royal Gold, Inc ("Royal Gold") to finance the next stages of development and construction of the Company's Ilovitza copper-gold project in the Republic of Macedonia (the "Project").

Subject to conditions precedent, including the execution of requisite security documentation, advances under the Streaming Agreement will be available in three principal tranches:

- An initial tranche of US$7.5 million within 90 days from the date of signing.
- A second tranche of US$7.5 million on the 1st anniversary of the signing date.
- A third tranche of US$160 million towards the capital cost of the Project.

The receipt of the initial tranche is also subject to the Company raising not less than C$5 million in equity by January 19, 2015 (unless otherwise agreed with Royal Gold), and receipt of the second and third tranches is subject to specific conditions precedent related to ongoing development of the Project.

The first two tranches of the Streaming Agreement are to be used to further the development of the Project in respect of Project permitting and the completion of a definitive feasibility study ("DFS") and front end engineering and design ("FEED") planned for 2016. The third tranche is to be used, pro-rata with other sources of finance, to fund all capital expenditures at the Project.

Under the Streaming Agreement, the Euromax group will deliver physical gold in an amount equal to 25% of payable gold produced from the Project until 525,000 ounces have been delivered to Royal Gold, and 12.5% thereafter for life of mine. Royal Gold will purchase the gold delivered at a cash purchase price of 25% of the London PM gold fixing price as quoted by the London Bullion Market Association on the date of delivery for each ounce delivered and shall apply the balance as a reduction against the US$175 million advance payment. No interest shall be payable on the advance payments.

OTHER MD&A REQUIREMENTS

As of November 10, 2014, the Group had outstanding 85,347,340 common shares, 12,195,122 share warrants exercisable at $0.41, 6,001,239 share options, with exercise prices ranging from $0.18 to $1.05 per share and 1,782,073 restricted share units. Additional information is available on SEDAR at www.sedar.com and at the Group's website www.euromaxresources.com.

CRITICAL ACCOUNTING ESTIMATES

The Group's significant accounting policies are summarised in Note 3 of its audited consolidated financial statements for the year ended December 31, 2013. The preparation of consolidated financial statements in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board requires management to select accounting policies and make estimates and judgements that may have a significant impact on the consolidated financial statements.

The Group regularly reviews its estimates; however, actual amounts could differ from the estimates used and, accordingly, materially affect the results of operations.

Examples of significant estimates include:

- Carrying values of unproven mineral right interests, property, plant & equipment and intangible assets;
- Valuation of share-based payment arrangements.

Examples of significant judgements, apart from those involving estimates, include:

- The accounting policies for unproven mineral right interests and property, plant & equipment;
- Determination of functional currency.

OPERATIONAL AND OTHER BUSINESS RISKS AND UNCERTAINTIES

The following risk factors, as well as risks not currently known to the Group, could materially adversely affect the Group's future business, operations and financial position and could cause them to differ materially from the estimates described in the forward-looking statements and information contained herein. The risks set out below include those that are widespread and associated with any form of business and those that are specific risks associated with the Group's business and its involvement in the exploration and mining industry generally, and in south-eastern Europe in particular. Shareholders and prospective investors should carefully consider, in light of their own financial circumstance, the factors set out herein.

Dependence on Third Party Financing
The Group currently has limited sources of operational cash flow through its Bulgarian exploration services company EES. As a result, the Group will continue to depend on third party financing to fund future working capital, capital expenditures, operating and exploration costs and other general corporate requirements. The success and the pricing of any such capital raising and/or debt financing will be dependent upon the prevailing market conditions at that time for junior exploration and development companies to attract significant amounts of debt and/or equity. There can be no assurance that such financing will be available to the Group or, if it is, that it will be offered on acceptable terms. Failure to obtain sufficient financing, as and when required, may result in a delay or indefinite postponement of exploration or development of any or all of the Group's properties.

Fluctuation of Commodity Prices
The Group's exploration and other mining activities have previously been, and may in the future be, significantly adversely affected by declines in commodity prices, particularly gold and copper. Commodity prices are volatile and are affected by numerous factors beyond the Group's control such as the sale or purchase of metals by various central banks and financial institutions, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, and the political and economic conditions of major mining countries throughout the world.

Any future serious drop in commodity prices or sustained low commodity prices could adversely impact the Group's future revenues, profits and cash flows. In particular, sustained low, or further reductions in, commodity prices could:

- reduce or eliminate the Group's ability to finance the exploration of existing and future mineral projects;
- force the Group to lose its interest in, or to sell, all or some of its properties;
- halt or delay the development of existing or new projects; and
- reduce the value of the Group's securities.

Furthermore, declining or sustained low commodity prices could impact the Group's operations by requiring a reassessment of the feasibility of any existing or new projects. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

Mineral Exploration
Mineral resource exploration is highly speculative, involves substantial expenditures, and is frequently unsuccessful. Few prospects that are explored are ultimately developed into producing mines. To the extent that the Group continues to be involved in exploration, the long-term success of its operations will be related to the cost and success of its exploration programmes. There can be no assurance that the Group's exploration efforts will be successful. The success of exploration is determined in part on the following factors:

- the identification of potential mineralization based on superficial analysis;
- availability of prospective land;
- availability of government-granted exploration and exploitation permits;
- the quality of management and geological and technical expertise; and
- the capital available for exploration and development.

Substantial expenditures are required to determine if a project is economically feasible. It could take several years to establish proven and probable mineral reserves and to develop and construct mining and processing facilities. As a result of these uncertainties, there can be no assurance that current and future exploration programmes will result in the discovery of mineral reserves and the development of mines.

OPERATIONAL AND OTHER BUSINESS RISKS AND UNCERTAINTIES - CONTINUED

Carrying Value of Unproven Mineral Right Interests
Based on annual impairment reviews made by management, in the event that the long-term expectation is that the net carrying amount of certain capitalised development and exploration costs will not be recovered, then the carrying amount is written down to the appropriate fair value, with the write-down amount charged to the income statement. These write-downs could occur if: the carrying amounts of the capitalised costs exceed the related undiscounted net cash flows of reserves and/or its fair value less costs to sell; exploration activities have ceased; exploration results do not warrant further exploration for the foreseeable future; or insufficient funding is available to complete the development and exploration programme.

Expected future cash flows are inherently uncertain, and could materially change over time. They are significantly affected by reserve and production estimates, together with economic factors such as spot and forward gold and copper prices, discount rates, currency exchange rates, estimates of costs to produce reserves and future capital expenditures. If any of these uncertainties occur either alone or in combination, it could require management to recognise an impairment, which could adversely affect the Group's business, results of operations and financial position.

Dilution
The Group may require additional monies to fund development and exploration programmes and potential acquisitions. The Group cannot predict the size of future issuances of common shares or the issuance of debt instruments or other securities convertible into shares or the effect, if any, that future issuances and sales of the Group's securities will have on the market price of the common shares. If it raises additional funding by issuing additional equity securities, such financing may substantially dilute the interests of existing shareholders. Sales of substantial amounts of common shares, or the availability of such common shares for sale, could adversely affect the prevailing market prices for the Group's securities.

Resource Estimates
The mineral resource estimates presented herein are made by Group personnel and independent geologists. These estimates depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis, which may prove to be unreliable. There can be no assurance estimates will be accurate. The inclusion of mineral resource estimates should not be regarded as a representation that these amounts can be economically exploited and no assurances can be given that such resource estimates will be converted into reserves. Different experts may provide different interpretations of resource estimates.

Dependence on Key Personnel
The success of the Group and its ability to continue to carry on operations is dependent upon its ability to retain the services of certain key personnel. The loss of their services to the Group may have a material adverse effect on the Group. The Group does not presently have "key person" life insurance for any of its officers.

Capital and Operating Cost Risks
The Group's forecasts and technical reports are based on a set of assumptions current as at the date of completion of these forecasts and studies. The realised operating and capital costs achieved by the Group may differ substantially owing to factors outside the control of the Group, including currency fluctuations, supply and demand factors for the equipment and supplies, global commodity prices, transport and logistics costs and competition for human resources. Though the Group incorporates a level of contingency in its assumptions, these may not be adequate depending on market conditions.

The mining business is capital intensive and the development, exploration and exploitation of mineral reserves and resources and the acquisition of machinery and equipment requires substantial capital expenditure. The Group has a number of exploration and development projects which will involve significant capital expenditure to progress. Further, the Group relies on certain key third-party suppliers and contractors for equipment, raw materials and services used in, and the provision of services necessary for the continuing exploration and development of its projects. As a result, the Group's operations at its sites are subject to a number of risks, some of which are outside the Group's control, including negotiating agreements with suppliers and contractors on acceptable terms, the inability to replace a supplier or contractor and its equipment, raw materials or services in the event that either party terminates the agreement, interruption of operations or increased costs in the event that a supplier or contractor ceases its business due to insolvency or other unforeseen events and failure of a supplier or contractor to perform under its agreement with the Group. The occurrence of one or more of these risks could have a material adverse effect on the Group's business, results of operations and financial position.

Currency Risk
The Group maintains most of its working capital in Canadian dollars. The Group currently operates in Bulgaria, Macedonia and Serbia and its operating costs are incurred in a combination of Bulgarian Lev, Macedonian Denar, Serbian Dinar, United States Dollars, British Pounds or Euros. Accordingly, the Group is subject to fluctuations in the rates of currency exchange between these currencies. The Group has not hedged its exposure to currency fluctuations.

OPERATIONAL AND OTHER BUSINESS RISKS AND UNCERTAINTIES - CONTINUED

Economic and Political Instability in Foreign Jurisdictions
The Group currently operates in Bulgaria, Macedonia and Serbia. There are risks to conducting business in foreign countries. These risks may include, among others, invalidation of governmental orders and permits, uncertain political and economic environments, sovereign risk, war, civil disturbances, arbitrary changes in laws or policies, the failure of foreign parties to honour contractual relations, delays in obtaining or the inability to obtain necessary governmental permits, authorizations and consents, limitations on foreign ownership, limitations on the repatriation of earnings, limitations on exports, instability due to economic under-development, inadequate infrastructure and increased financing costs. In addition, the enforcement by the Group of its legal rights to exploit its properties may not be recognised by any foreign government or by the court system of a foreign country. These risks may limit or disrupt the Group's operations, restrict the movement of funds or result in the deprivation of mining related rights or the taking of property by nationalization or expropriation without fair compensation.

Permitting Requirements
Mining operations require mining and other permits from the government. These permits may not be issued on a timely basis or at all, and such permits, when issued, may be subject to requirements with which it is burdensome or expensive to comply. Furthermore, there is no assurance that delays will not occur in connection with obtaining all necessary renewals of existing permits, additional permits for any possible future changes to operations, or additional permits associated with new legislation.

Government Regulation
Mineral businesses are subject to regulation and intervention by governments in such matters as the imposition of specific exploration, drilling and development obligations; environmental protection controls and control over the development and abandonment of resource (including restrictions on production). As well, governments may regulate or intervene with respect to prices, taxes, royalties and the exportation of commodities. Such regulation may be changed from time to time in response to economic or political conditions. The implementation of new regulations or the modification of existing regulations affecting the minerals industries could reduce demand for commodities produced, increase the Group's operating costs and have a material adverse impact on the Group's results of operations and financial position.

Title Matters
The Group periodically confirms the validity of its title to, or contract rights with respect to, each mineral property in which it has a material interest. However, the Group cannot guarantee that title to its properties will not be challenged. The Group's mineral properties could be subject to prior unregistered agreements, transfers or claims, and title could be affected by, among other things, undetected defects. In addition, the Group might be unable to operate its properties as permitted or to enforce its rights with respect thereto.

Operating Hazards and Other Uncertainties
The Group's business operations are subject to risks and hazards inherent in the mining industry. The exploration for and the development of mineral deposits involves significant risks, including:

- environmental hazards;
- discharge of pollutants or hazardous chemicals;
- industrial accidents;
- labour disputes and shortages;
- supply and shipping problems and delays;
- shortage of equipment and contractor availability;
- unusual or unexpected geological or operating conditions;
- fire;
- changes in the regulatory environment; and
- natural phenomena such as inclement weather conditions, floods and earthquakes.

These or other occurrences could result in damage to, or destruction of, mineral properties, personal injury or death, environmental damage, delays in mining, monetary losses and possible legal liability. The Group could also incur liabilities as a result of pollution and other casualties all of which could be very costly and could have a material adverse effect on the Group's financial position and results of operations.

OPERATIONAL AND OTHER BUSINESS RISKS AND UNCERTAINTIES - CONTINUED

Health, Safety and Community Relations
The Group's operations are subject to various health and safety laws and regulations that impose various duties on the Group's operations relating to, among other things, worker safety and surrounding communities. These laws and regulations also grant the authorities broad powers to, among other things, close unsafe operations and order corrective action relating to health and safety matters. The costs associated with the compliance of such health and safety laws and regulations may be substantial and any amendments to such laws and regulations, or more stringent implementation thereof, could cause additional expenditure or impose restrictions on, or suspensions of, the Group's operations. The Group has made, and expects to make in the future, significant expenditure to comply with the extensive laws and regulations governing the protection of the environment, waste disposal, worker safety, mine development and protection of endangered and other special status species, and, to the extent reasonably practicable, create social and economic benefit in the surrounding communities.

As a mining business, the Group may come under pressure in the jurisdictions in which it operates, or will operate in the future, to demonstrate that other stakeholders (including employees, communities surrounding operations and the countries in which they operate) benefit and will continue to benefit from the Group's commercial activities, and/or that the Group operates in a manner that will minimise any potential damage or disruption to the interests of those stakeholders. The Group currently maintains good relations with local communities in the areas in which it operates and has a demonstrable track record of promoting community and social relations activities for the benefit of local communities. However, the Group may face opposition with respect to its current and future development and exploration projects which could materially adversely affect the Group's business, results of operations and financial position.

Further, certain non-governmental organisations ("NGOs"), some of which oppose globalisation and resource development, are often vocal critics of the mining industry and its practices, including the use of hazardous substances in processing activities. Adverse publicity generated by such NGOs or others related to extractive industries generally, or the Group's operations specifically, could have an adverse effect on the Group's reputation and financial position and may impact its relationship with the communities in which it operates. The Group seeks to mitigate this risk by its commitment to operate in a socially responsible manner. However, there can be no guarantee that the Group's efforts in this respect will mitigate this potential risk.

The Group may also be held responsible for the costs of addressing contamination at the site of current or former activities and could be held liable for exposure to hazardous substances. The costs associated with such responsibilities and liabilities may be significant.

Environmental Risks
All phases of the Group's operations are subject to environmental regulation in the various jurisdictions in which it operates. There is no assurance that the Group will have or be able to obtain all necessary environmental approvals, licenses, permits or consents or be in compliance therewith or that notwithstanding its precautions, breaches of environmental laws (whether inadvertent or not) will not occur. The lack of or inability to obtain any such approvals, licences, permits or consents or any breaches of environmental laws, may result in penalties including fines or other sanctions, breach of the conditions of a mining concession or other consent or permit with possible revocation of the concession, consent or permit. In this regard, environmental hazards may exist on the properties in which the Group has an interest which are unknown to the Group at present and which have been caused by previous or existing owners or operators of the properties.

Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Group's operations, or its ability to develop its properties economically.

No Dividends
The Group has never paid cash dividends. It currently intends to retain future earnings, if any, to fund the development and growth of its business, and may not pay any cash dividends for the foreseeable future. Furthermore, the Group may in the future become subject to contractual restrictions on, or prohibitions against, the payment of dividends. As a result, investors will have to rely on capital appreciation, if any, to earn a return on their investment in common shares in the foreseeable future. The payment of future dividends, if any, will be reviewed periodically by the Group's board of directors and will depend upon, among other things, conditions then existing including earnings, financial condition and capital requirements, restrictions in financing agreements, business opportunities and conditions and such other factors deemed by the board of directors to be relevant at the time.

OPERATIONAL AND OTHER BUSINESS RISKS AND UNCERTAINTIES - CONTINUED

Tax Matters
Euromax's tax residency is affected by a number of factors, some of which are outside of its control, including the application and interpretation of the relevant tax laws and treaties. If ever Euromax was assessed to be not tax resident in Canada, it may be liable to pay additional Canadian taxes, including, but not limited to, capital gains tax based on the difference between the fair market value and tax cost of its assets at the relevant time. If such taxes were to become payable, this could have a material adverse effect on the Group's business, results of operations and financial condition. Further, the income tax consequences to holders of common shares would be different from those applicable if Euromax were tax resident in Canada.

Insurance Coverage Could Be Insufficient
While the Group maintains insurance to protect against certain risks, the nature of these risks is such that liability could exceed policy limits or could be excluded from coverage. There are also risks against which the Group cannot insure or against which it may elect not to insure. Losses from these events may cause substantial delays and require significant capital outlays, adversely affecting future results of operations and financial position.

Conflicts of Interest
Certain of the directors and officers of the Group are directors or officers of other mineral resource companies and, to the extent that such other companies may participate in ventures in which the Group may participate, the directors of the Group may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the directors of the Group, a director who has such a conflict will abstain from voting for or against the approval of such matter. Furthermore, in appropriate cases the Group will establish a special committee of independent directors to review a matter in which several directors, or management, may have a conflict.

Litigation Risks
All industries, including the mining industry, are subject to legal claims, with and without merit. Defence and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding could have a material adverse effect on the Group's financial position and results of operations.

Competition
The Group faces strong competition from other mining companies in connection with the acquisition of properties producing, or capable of producing, precious or base metals. The majority of these companies have greater financial resources, operational experience and technical capabilities. As a result, there can be no assurance that the Group will be able to compete successfully against other companies in acquiring new prospecting, development or mining rights.

FORWARD-LOOKING STATEMENTS

This document contains statements that are forward-looking, such as those relating to results of operations and financial condition, capital spending, financing sources, commodity prices, mineral resources and property evaluation plans and programmes. Forward-looking statements are frequently characterised by words such as "plan", "expect", "project", "intend", "believe", "anticipate" and other similar words, or statements that certain events or conditions "may" or "will" occur. Forward-looking statements are based on the opinions and estimates of management at the dates the statements are made, 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. The forward-looking statements contained in this MD&A are as of the date of this document, and are subject to change after this date. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. Euromax disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.