("Advance Gold")

Management's Discussion and Analysis
For the Quarter Ended August 31, 2013

The following discussion and analysis, prepared as of October 28, 2013, should be read together with the interim consolidated financial statements of Advance Gold for the quarter ended August 31, 2013, which are prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts are stated in Canadian dollars unless otherwise indicated. The reader should also refer to the audited consolidated financial statements for the years ended May 31, 2013 and May 31, 2012 and related notes attached thereto and the related Management Discussion and Analysis for those years.

IFRS replaced the previous Canadian GAAP for publicly accountable enterprises, including the Company, effective for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. Accordingly, the accompanying consolidated financial statements have been prepared in accordance with IFRS. The transition to IFRS resulted in changes to the Company's accounting policies. The fiscal 2011 comparative information presented in the consolidated financial statements and the MD&A reflect accounting policies consistent with IFRS.

Financial information in this MD&A for periods prior to June 1, 2010 has not been restated for the changes in accounting policy. For the purposes of this MD&A, the term "Canadian GAAP" or "CGAAP" refers to Canadian generally accepted accounting principles for the Company before the adoption of IFRS.

Forward looking financing financial statements & cautionary factors that may affect future results

This MD&A may contain "forward-looking statements" which reflect the Company's current expectations regarding the future results of operations, performance and achievements. The Company has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as "anticipate," "believe," "estimate," "expect" and similar expressions. The statements reflect the current beliefs of the management of the Company, and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Company to differ materially from those expressed in, or implied by, these statements. Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations. Additional information related to Advance Gold is available for view on SEDAR at www.sedar.com.

Description of Business

Advance Gold is an exploration stage company engaged in the evaluation and exploration of mineral property interests. Advance Gold trades on the TSX Venture Exchange under the symbol "AAX". It currently has interests in Kenya, East Africa.

Management & Directors

James T. Gillis, Director, President & Chief Executive Officer – Since 1985 Mr. Gillis has been the President of James T. Gillis Management Co. Inc., a private company which provides management services to public companies. He is the President and Chief Executive Officer of Navasota Resources Inc. and President of Cassidy Gold Corp.

Christopher J. Wild, P.Eng, Director – Mr. Wild is currently a director of Cassidy Gold Corp. and a director, Vice President Exploration and Chief Operating Officer of Navasota Resources Inc., and Vice President Exploration of Rockgate Capital Corp. Mr. Wild is a Professional Engineer with over 28 years of experience in mining and mineral exploration in North and South America and Africa. Mr. Wild earned a Bachelor of Applied Science degree from the University of British Columbia in 1984. He subsequently worked for a few major mining companies including Noranda and Minnova (Inmet Mining) before becoming Chief Mine Geologist at Goldstream Mine, north of Revelstoke and then Mount Polley Mine near Likely, British Columbia. Mr. Wild has spent the last 10 years exploring and developing gold, bauxite, and uranium projects in West Africa.

Mr. Jeffrey Scott Ackert, Director and Vice-President, Exploration and Business Development – Mr. Ackert, a geologist, has been involved in gold exploration in Africa for over 10 years. Mr. Ackert has worked in Burkina Faso, Mali, Niger and Ghana in West Africa, and Tanzania and Kenya in East Africa. He has worked for several majors, including six years as a mine geologist at Barrick's Golden Patricia mine in Northern Ontario. Mr. Ackert held the positions of Vice-President of Exploration and Vice-President Technical Services for Orezone Resources Inc. until that company's sale to IAMGOLD.

Marie Cupello, Corporate Secretary & Chief Financial Officer - Ms. Cupello has approximately 18 years of experience as a bookkeeper for a wide variety of companies including junior exploration companies, a management company, a non-profit society, among others. For the past eight years she has been head of the accounting department for a number of private companies and several publicly listed companies including Advance Gold Corp., Cassidy Gold Corp., and Navasota Resources Inc.

Ali Afif Fawaz, Director - Mr. Fawaz is an international transportation supply chain professional and a licensed customs broker. Since 2000, Mr. Fawaz has been the managing director of Villa Plast Ltd., a scrap-metal recycling plant in Dar es Salaam, Tanzania, and since 2001 he has been the managing director of BNM Company Ltd., a company providing clearing and freight forwarding liaison services to associated entities in the Democratic Republic of Congo. Mr. Fawaz also consults and provides services to a number of entities involved in freight forwarding, and the container freight and cargo transport industries operating out of Dar es Salaam, Tanzania, as well as being involved, since 2010, as a consultant to the mining industry in Tanzania. Mr. Fawaz is fluent in English, French, Arabic and Kiswahili.

Osvaldo Iadarola, Director - Mr. Iadarola is President and CEO of Audiotech Healthcare Corporation, a private company, and a director of Cassidy Gold Corp., a public company trading on the TSX Venture Exchange. He is also President of Excalibur Properties, a private real estate development company.

Performance Summary

Kakamega Properties

Rosterman, Bukura and Sigalagala Gold Properties, Kenya East Africa

On November 1, 2012 Advance announced that **African Barrick Gold Plc.** ("ABG") has been assigned an Option and Joint Venture Agreement that Advance had previously entered into with Aviva Corporation Ltd. regarding Special License 265 (Bukura), Special License 266 (Sigalagala) and Special License 267 (Rosterman) located in the Kakamega region of Kenya.

On February 28, 2013 Advance announced that ABG will proceed with an exploration program on Advance's three projects in the Kakamega Dome area in Kenya, East Africa. The work done on the Advance projects will be in conjunction with ABG's regional exploration work on their West Kenya Joint Venture. The three Advance projects include Special License 265 (Bukura), Special License 266 (Sigalagala) and Special License 267 (Rosterman) that cover in total $64km^2$.

ABG, over the course of the exploration program, will drill one deep diamond drill hole to test between the upper gold bearing reefs at the Rosterman Mine. The hole will target the reef mineralization, extension of any lower reefs near surface and also any wallrock mineralization that was overlooked during mining of the deposit between 1932 and 1952. The Rosterman Mine's orebody is a series of arcuate, sigmoidal quartz veins stacked within a diorite near a contact with mafic volcanic rock. The mine is reported to have produced 250,000 ounces of gold at a grade of 13 g/t Au.

ABG is also planning ten to twelve holes for 1,000-1,500 metres of RC drilling on three to four drill fences along strike from the Rosterman Mine. The SW and NE trend of the mineralization has been defined by gold in soil anomalies as a result of Aviva Mining (Kenya)'s first phase exploration program in 2011-2012. This priority target area lies within a structurally significant zone bounded by the diorite - volcanic contact to the south and altered and sheared volcanics next to the Mumias Granite in the north.

As part of ABG's regional program, Advance Gold's two other properties (Sigalagala and Bukura) will receive more soil sampling as infill and expansion of previous work. Aircore drilling will then test the best targets in the area. At Bukura, a previous RC hole drilled by Aviva Mining (Kenya) in 2011, returned 57 metres of 0.67 gAu/t including 9 metres of 1.47gAu/t ending in mineralization.

All of the Advance Gold licences will be covered with remote sensing imagery, mapping, soil sampling and aircore drilling during these programs. The total expenditure for all proposed work is expected to be in the range of $US700,000.

ABG has the right to acquire a 51% ownership interest in the three Advance Special Licenses in consideration for ABG incurring exploration expenditure of US$0.5 million in a defined period of 24 months in relation to those mineral rights. ABG can further increase its interest to 75 % by spending an additional US$ 1million within a further 24 month period.

On July 25, 2013 Advance announced that ABG had completed the deep diamond drill hole to a depth of 506m. All Rosterman quartz reefs targeted were intersected; however, limited disseminated sulphides were intersected in zones between quartz reefs. The Rosterman "reefs" were marked by remnant quartz veins, voids and/or broken ground (possibly backfill) in the core. The deepest reef intersected was the Number 4 Footwall Reef, and in the area of the core hole it was completely preserved in the core. Several other narrow quartz reefs were intersected by the core hole between the known mined reefs. Results for the core hole are pending.

Background to the three special licences
In addition to the potential in and around the old mines, prospects and artisanal workings themselves, all three special licences lie along regional structures that are interpreted to represent reactivated, inverted syn-sedimentary extensional faults on or close to the Kavirondian-Nyanzian unconformity. These structures are target areas considered to have potential to host gold deposits.

The three special licences comprise a total of about 64 square kilometres and were granted to the company's wholly owned subsidiary, Gold Rim Exploration Kenya Ltd., in October, 2008.

SL267 Rosterman
The most northerly of the three licences hosts the historic Rosterman mine, which is reported to have produced in excess of 250,000 ounces Au at in excess of 13 grams per tonne. Rosterman was subject to significant exploration activity during the mining period up until 1952, but since then, very little exploration appears to have been done. The potential for residual ore, more lodes and the value of selvedges to mined lodes justifies immediate further exploration activity.

Recent structural mapping has highlighted a major long-lived structure on the northern flank of the Kakamega dome combined with a number of occurrences of gold-in-stream anomalies that appear never to have been followed up.

SL Bukura 265 and SL266 Sigalagala
The southern licences, Bukura and Sigalagala, in addition to hosting numerous significant historical colonial mines and areas of active artisanal mining, lie along the western portion of the Liranda lineament known as the Bushiangala-Shitole segment. Kimingini, Busiangala, Isulu and Shitgoko all lie in close proximity to the mapped and interpreted structure. Sigalagala appears to lie on a different structure to the north of the main Liranda lineament.

Once again very little work has been completed since the 1950s. The Bukura gold and Sigalagala colonial workings represent walk-up drill targets. Stream-sediment anomalies on the Bukura licence require follow-up as do soil anomalies on the Sigalagala licence.

On January 30, 2012 Advance Gold announced results and exploration updates from its Option and Joint Venture with Aviva Corporation Ltd. ("Aviva") on the 64 km^2 Kakamega project area in Kenya West Africa. Hole **ASRC024** intersected a significant intercept and ended in mineralisation of > 1g/t Au. The hole returned 57.00m of 0.67g/t Au from a depth of 49m including 9.00m of 1.75g/t Au and 9.00m of 1.47g/t Au from 97.00m ending in mineralisation. Hole **ASRC023** was abandoned at 36m after drilling into a cavity. The hole however did intersect a mineralised zone before entering the cavity. The hole returned 7.00m of 0.89g/t Au from 29.00m including 2.00m of 2.33g/t Au.

Aviva completed the following on the three licences:

1) Collection and compilation of regional data sets – ALOS, ASTER, Magnetics, BRGM data. Regional mapping and interpretation as part of Aviva's West Kenyan regional evaluation.
2) Preliminary prospect scale mapping, focusing on the regional setting and position in terms of the Nyanzian–Kavirondian boundary. The contact and associated reactivated syn-sedimentary extensional structures are believed to be important controls to gold mineralisation.
3) Soil sampling at 1080 sites for Au and multi-elements on SL267 Rosterman and SL265 Bukura.

4) 2 RC holes (1 abandoned before target depth) completed into the Bukura workings with the following results:

Hole	Length	Grade	
ASRC024	57.00m	0.67g/t Au	including
	9.00m	1.18g/t Au	and
	1.00m	1.66g/t Au	and
	1.00m	1.57g/t Au	and
	9.00m	1.47g/t Au	ending in mineralization
ASRC023	7.00m	0.87g/t Au	including
	2.00m	2.33g/t Au	

Table 1: Highlights of the Results of RC Drilling at Bukura

Qualified Person

Jeffrey Scott Ackert, a director of the Company and its Vice President Exploration and Business Development, is a Qualified Person as defined by National Instrument 43-101 and has reviewed and approved the exploration information and technical disclosure in this MD&A.

Results and Discussion of Operations

Advance's focus continues to be the exploration of properties and consequently, no operating income is shown or expected. The Company incurred a net loss of $33,758 for the three months ended August 31, 2013, compared to a net loss of $159,932 for the three months ended August 31, 2012. The current period loss is less lower due to recognizing impairment of mineral property interests for the year ended May 31, 2013.

Summary of Quarterly Results

		Aug 31/13 IFRS		May 31/13 IFRS		Feb 28/13 IFRS		Nov 30/12 IFRS		Aug 31/12 IFRS		May 31/12 IFRS		Feb 29/12 IFRS		Nov 30/11 IFRS
Total assets	$	443,264	$	417,732	$	500,853	$	500,608	$	586,493	$	728,550	$	834,208	$	852,149
Exploration properties & deferred costs	$	404,015	$	403,946	$	478,868	$	449,417	$	438,813	$	505,208	$	654,767	$	654,648
Working capital (deficiency)	$	36,441	$	(15,591)	$	4,675	$	16,024	$	95,612	$	140,457	$	116,309	$	154,327
Deficit	$	5,355,205	$	5,321,447	$	5,171,026	$	5,133,566	$	5,056,531	$	4,896,599	$	4,678,315	$	4,644,428
Revenues	$	-	$	-	$	-	$	-	$	-	$	-	$	-	$	-
Net loss	$	33,758	$	150,421	$	41,602	$	77,035	$	159,932	$	185,309	$	33,887	$	53,828
Earnings (loss) per share	$	(0.01)	$	(0.01)	$	(0.01)	$	(0.01)	$	(0.01)	$	(0.01)	$	(0.00)	$	(0.00)

The significant changes in key financial data from September 1, 2011 to August 31, 2013 can be attributed to write down of mineral properties and to a decrease in exploration activity due to changes in the capital market making it more difficult to raise exploration funding through private placements. The reduction in the net loss for the quarter is due to a reduction in administration expenses with the main reductions being the expenses stock-based compensation and impairment of mineral properties. All other expenses also reduced due to a reduction in exploration activity The reduction in exploration activity is due to the inability of the Company to raise exploration funds in today's capital market. As of August 31, 2013, the Company had current assets of $443,264, compared to current assets of $417,732 as at May 31, 2013, the increase stemming from funds received during a private placement. As of August 31, 2013, the Company's current liabilities were $53,601 compared to current liabilities of $29,306 as at May 31, 2013 (May 31,2012- $82,796), the decrease is due to the Company having paid its outstanding administrative expenses. The inability to raise capital has had a significant effect upon the Company's cash flow.

Liquidity

Advance Gold does not currently own or have an interest in any producing resource properties and has not yet derived any revenues from the sale of resource products. Advance Gold's exploration activities have been funded through the issuance of common shares pursuant to private placements and the exercise of stock options and warrants, and Advance Gold expects that it will continue to be able to utilize this source of financing until it develops cash flow from its operations. There can be no assurance, however, that Advance Gold will be able to obtain required financing in the future on acceptable terms, or at all. In the near term, Advance Gold plans to attract suitable partners in order to advance its currently held properties.

		Aug 31, 2013		Aug 31, 2012
Working capital (deficiency)	$	36,441	$	95,612
Deficit	$	5,355,205	$	4,999,866

Financing

On January 4, 2013 Advance Gold announced that it was conducting a non-brokered private placement of up to 2,000,000 units ("Units") of the Company at a price per Unit of $0.05 for aggregate proceeds of up to $100,000. Each Unit consisted of one common share in the capital of the Company and one non-transferable share purchase warrant, each warrant entitling the holder to purchase one additional common share at a price of $0.10 for one year from the closing of the offering, subject to accelerated expiry in certain circumstances. The proceeds of the private placement were used by the Company for general corporate purposes. On January 25, 2013 the first tranche, consisting of 1,000,000 units, closed. A director and officer of the Company participated in the private placement, having purchased 200,000 units.

On March 14, 2013 Advance Gold announced that it was conducting a non-brokered private placement of up to 1,000,000 units ("Units") of the Company at a price per Unit of $0.05 for aggregate proceeds of up to $50,000. Each Unit consisted of one common share in the capital of the Company and one non-transferable share purchase warrant, each whole warrant entitling the holder to purchase one additional common share at a price of $0.10 for one year from the closing of the offering, subject to accelerated expiry in certain circumstances. The proceeds of the private placement were used by the Company for general corporate purposes. On April 16, 2013 Advance announced that it had closed the private placement which consisted of 875,000 units for gross proceeds of $43,750. A director and officer of the Company participated in the private placement, having purchased 400,000 units.

On August 14, 2013 Advance Gold announced that it was conducting a non-brokered private placement of up to 1,000,000 units ("Units") of the Company at a price per Unit of $0.05 for aggregate proceeds of up to $50,000. Each Unit consisted of one common share in the capital of the Company and one non-transferable share purchase warrant, each whole warrant entitling the holder to purchase on additional common share at a price of $0.10 for two years from the closing of the offering, subject to accelerated expiry in certain circumstances. The proceeds of the private placement were used by the Company for general corporate purposes.

Capital Resources

Advance Gold does not have sufficient funds to meet its anticipated general and administrative expenses for the next 12 months and will therefore have to find alternative sources of funding to pay these anticipated expenses. Advance Gold may from time to time choose to raise money in the capital markets if favourable conditions are present. Additional financing will be required for further exploration programs on Advance Gold's properties during the next fiscal year should new acquisitions occur. The earn-in requirements of African Barrick cover exploration requirements at the three Kakamega properties.

First Quarter Results

Advance Gold had a net loss of $33,758 (2012 - $159,932) and general and administrative expenses of $33,758 (2012 - $103,267) during the quarter ended August 31, 2013. Such expenses included:

	Q1 2013	Q1 2012
Advertising and promotion	$ 262	$ 242
Amortization of equipment	4	4
Consulting fees	-	3,000
Impairment of mineral property	-	56,665
Interest, bank charges and foreign exchange loss	441	2,681
Management fees	15,000	15,000
Office and sundry	46	537
Professional fees	8,539	14,106
Property Investigation	-	-
Rent and telephone	343	2,349
Stock based compensation	4,995	50,129
Transfer agent and filing fees	4,128	2,764
Wages and benefits	-	12,455
	$ 33,758	$ 159,932

Administrative expenses have decreased from the prior year due mainly to a decrease in stock-based compensation and impairment of mineral property. All other administration expenses have decreased from the prior year due to a decrease in exploration activity which is expected to pickup in the future. Advance Gold had a working capital of $15,591 for the quarter ended August 31, 2013.

Related Party Transactions

Related parties are directors and officers, and companies controlled by directors and officers of Advance Gold. The following summarizes Advance Gold's related party transactions for the quarters ended August 31, 2013 and August 31, 2012:

	Quarter Ended Aug 31, 2013	Quarter Ended Aug 31, 2012
Consulting services	$ -	$ -
Management Fees	$ 15,000	$ 15,000
Rent	$ -	$ 1,812
Salaries	$ -	$ 6,170

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. Management fees were paid to a company controlled by a director of Advance Gold. Rent was paid to a company with common management.

Critical Accounting Estimates

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions about future events that affect amounts reported in the financial statements. Actual results could differ from these estimates. Significant accounting estimates used in the preparation of Advance Gold's consolidated financial statements are:

(a) Impairment of non-financial assets

When there are indications that an asset may be impaired, the Company is required to estimate the asset's recoverable amount. Recoverable amount is the greater of value in use and fair value less costs to sell. Determining the value in use requires the Company to estimate expected future cash flows associated with the assets and a suitable discount rate in order to calculate present value. During the year ended May 31, 2013, the Company recognized an impairment of $168,459 representing the carrying values of the Ngira Migori and Nyakagwe Properties.

(b) Useful life of property, plant and equipment

Property, plant and equipment are depreciated over the estimated useful lives of the assets. Changes in the estimated useful lives could significantly increase or decrease the amount of depreciation recorded during the year and the carrying value of property, plant and equipment. Total carrying value of property, plant and equipment at August 31, 2013 was $67 (August 31, 2012 - $85).

(c) Stock-based compensation

Management is required to make certain estimates when determining the fair value of share option awards, and the number of awards that are expected to vest. These estimates affect the amount recognized as share-based compensation in the Company's consolidated statement of comprehensive loss. For the quarter ended August 31, 2013 the Company recognized share-based compensation expense of $4,995 (August 31, 2012 - $50,129).

(d) Exploration and evaluation assets

Management is required to apply judgment in determining whether technical feasibility and commercial viability can be demonstrated for its mineral properties under exploration. Once technical feasibility and commercial viability of a property can be demonstrated, it is reclassified from exploration and evaluation assets and subject to different accounting treatment. As at May 31, 2013 and 2012 management had determined that no reclassification of exploration and evaluation assets was required.

(e) Income taxes

The measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the consolidated financial statements.

Accounting Standards Issued But Not Yet Effective

The following new or amended accounting standards have been issued by the International Accounting Standards Board ("IASB") for periods beginning on or after January 1, 2013. These new or amended standards are not yet effective, and the Company has not completed its assessment of their impact on its consolidated financial statements.

IFRS 9 *Financial Instruments*

In November 2009, the IASB issued, and subsequently revised in October 2010, IFRS 9 Financial Instruments (IFRS 9) as a first phase in its ongoing project to replace IAS 39. IFRS 9, which is to be applied retrospectively, is effective for annual periods beginning on or after January 1, 2015, with earlier application permitted.

IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. The standard also adds guidance on the classification and measurement of financial liabilities.

IFRS 10 *Consolidated Financial Statements*

In May 2011, the IASB issued IFRS 10 Consolidated Financial Statements (IFRS 10). IFRS 10, which is to be applied retrospectively, is effective for annual periods beginning on or after January 1, 2013, with earlier application permitted.

IFRS 10 requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IAS 27 *Consolidated and Separate Financial Statements* ("IAS 27"), consolidation is required when an entity has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 will replace SIC 12 *Consolidation - Special Purpose Entities* and parts of IAS 27.

IFRS 11 *Joint Arrangements*

IFRS 11 was issued in May 2011, and is effective for annual periods beginning on or after January 1, 2013 with earlier application permitted.

IFRS 11 requires interests in joint arrangements to be classified as a joint venture or joint operation. A joint arrangement is an arrangement in which two or more parties have joint control. Joint ventures will be accounted for using the equity method of accounting whereas a party with joint control of a joint operation will recognize its share of the assets, liabilities, revenues and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in certain joint ventures. IFRS 11 will replace IAS 31 *Interests in Joint Ventures* and SIC 13 *Jointly Controlled Entities - Non-monetary Contributions by Venturers*.

In conjunction with the issue of IAS 11, IAS 28 *Investments in Associates* was amended to include joint ventures within its scope, and to address the guidance included in IFRS 10 and IFRS 12 Disclosure of Interest in Other Entities. IAS 28 is retitled to *Investments in Associates and Joint Ventures.*

IFRS 12 *Disclosure of Interests in Other Entities*

In May 2011, the IASB issued IFRS 12 Disclosure of Interests in Other Entities (IFRS 12). IFRS 12, which is to be applied retrospectively, is effective for annual periods beginning on or after January 1, 2013, with earlier application permitted.

IFRS 12 establishes disclosure requirements for interests in other entities, such as subsidiaries, joint arrangements, associates and unconsolidated structured entities. The IFRS standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interests in other entities. The standard also requires enhanced disclosures of how control was determined and any restrictions that might exist on consolidated assets and liabilities within the consolidated financial statements.

IFRS 13 *Fair Value Measurement*

In May 2011, the IASB issued IFRS 13 Fair Value Measurement (IFRS 13). IFRS 13, which is to be applied prospectively, is effective for annual periods beginning on or after January 1, 2013, with earlier application permitted.

Off-Balance Sheet Arrangement

Advance Gold does not have any off-balance sheet arrangements which may affect its current or future operations or conditions.

Financial Instruments

The Company's financial instruments are exposed to certain financial risks, being credit risk, liquidity risk, and market risk, which are defined as follows:

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist of cash and cash equivalents. The Company deposits the majority of its cash and cash equivalents with high credit quality financial institutions in Canada and as a result, the Company considers its credit risk to be minimal.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company manages liquidity risk by maintaining adequate cash and short-term investment balances.

The Company's expected source of cash flow in the upcoming year will be through equity financing and future loan facilities. Cash on hand at August 31, 2013 and expected cash flows for the next 12 months are not sufficient to fund the Company's ongoing operational needs. Therefore, the Company will need funding through equity or debt financing, entering into joint venture agreements, or a combination thereof.

Accounts payable and accrued liabilities are due within twelve months of the consolidated statement of financial position date.

(c) Market risk

Market risk consists of interest rate risk, foreign currency risk and other price risk. These are discussed further below.

(i) Interest rate risk

Interest rate risk consists of two components:

- To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.

- To the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

Current financial assets and financial liabilities are generally not exposed to interest rate risk because of their short-term nature and maturity.

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities are denominated in foreign currency.

The Company is exposed to foreign currency risk with respect to cash and cash equivalents and accounts payable and accrued liabilities, as a portion of these amounts are denominated in US dollars as follows:

		Aug 31, 2013		Aug 31, 2012
Cash and cash equivalents	$	6,762	$	40,051
Accounts payable and accrued liabilities		-		20,000
Rate to convert to $1.00 CDN	$	1.0530	$	1.0146

The Company manages foreign currency risk by minimizing the value of financial instruments denominated in foreign currency. The Company has not entered into any foreign currency contracts to mitigate this risk.

(iii) Other price risk

The Company's ability to raise capital to fund mineral resource exploration is subject to risks associated with fluctuations in mineral resource prices. Management closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

(d) Fair value of financial instruments

The fair values of the Company's amounts receivable, accounts payable and accrued liabilities and loan payable approximate their carrying values because of the short-term nature of these instruments.

The Company uses a fair value hierarchy that categorizes inputs used in valuation techniques to measure the fair value of financial instruments:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's cash and cash equivalents are all classified at level one of the fair value hierarchy. The Company's remaining financial instruments are classified as Level 2.

Changes in Accounting Policies

Advance Gold has not changed its accounting policies for the three months ended August 31, 2013.

Off-Balance Sheet Arrangements

Advance Gold does not have any off-balance sheet arrangements which may affect its current or future operations or conditions.

Financial Instruments

Advance Gold's financial instruments consist of cash, investments, accounts receivable and accounts payable. The fair value of these financial instruments is approximately equal to their carrying values, unless otherwise noted. Unless otherwise noted, it is management's opinion that Advance Gold is not exposed to significant interest, currency or credit risks arising from these financial instruments. Interest rate risk is limited as the Company only invests in highly liquid securities with short-term maturities. The Company manages its currency risk through the preparation of short and long term expenditure budgets in different currencies and converting Canadian dollars to foreign currencies whenever exchange rates are favourable. Credit risk is minimal as accounts receivable consists primarily of goods and services tax refunds due from the Government of Canada.

As at August 31, 2013 $29,679 cash and cash equivalents are held in Canadian dollars, $6,763 cash and cash equivalents are held in US dollars and Kenya Schilling. Advance Gold does not use derivative instruments or foreign exchange contracts to hedge against gains or losses arising from foreign exchange fluctuations.

Outstanding Share Data

The authorized capital of Advance Gold consists of an unlimited number of common shares and an unlimited number of preferred shares, issuable in series with special rights and restrictions attached. As of October 28, 2013 there were 38,281,696 common shares issued and outstanding, of which 171,500 were held in escrow, 3,325,000 stock options outstanding, and the following warrants and broker's options outstanding:

Grant Expiry Date		Grant Price	Warrants Outstanding
Jan 25, 2014	$	0.10	1,000,000
Apr 16, 2014	$	0.10	875,000
May 25, 2014	$	0.10	1,500,000
Jun 13, 2014	$	0.10	500,000
Sep 15, 2015	$	0.10	600,000
			4,475,000

Subsequent Events

On September 10, 2013 Advance announced that it had closed the private placement which consisted of 600,000 units for gross proceeds of $30,000. Each Unit was comprised of one common share of the Company and one non-transferable share purchase warrant. Each warrant entitled the holder to purchase an additional common share at a price of $0.10 per share until September 10, 2015, subject to accelerated expiry in certain circumstances. A director and officer of the Company participated in the private placement, having purchased 300,000 units.

Advance Gold granted 850,000 incentive stock options on September 18, 2013 to directors, officers and consultants. The options are exercisable at $0.05 until September 18, 2018.

Disclosure of Controls and Internal Controls over Financial Reporting

On November 23, 2007, the British Columbia Securities Commission exempted TSX Exchange Venture issuers, such as the Company, from certifying disclosure controls and procedures as well as internal controls over financial reporting as of December 31, 2007, and thereafter. Upon adopting those requirement changes, the Company currently files basic certificates, which do not include assessments relating to establishment and maintenance of disclosure controls and procedures as defined under National Instrument 52-109.

Investor Relations

Investor relations activities are currently being performed by directors, officers and key personnel.

Risk Factors

Exploration-stage mineral exploration companies face a variety of risks and, while unable to eliminate all of them, Advance Gold aims at managing and reducing such risks as much as possible. Few exploration projects successfully achieve development stage, due to factors that cannot be predicted or anticipated, and even one such factor may result in the economic viability of a project being detrimentally impacted such that it is neither feasible nor practical to proceed. Advance Gold closely monitors its activities and those factors that could impact them, and employs experienced consultants to assist in its risk management and to make timely adequate decisions.

Environmental laws and regulations could also impact the viability of a project. Advance Gold has ensured that it has complied with these regulations, but there can be changes in legislation outside Advance Gold's control that could also add a risk factor to a project. Operating in a specific country has legal, political and a currency risk that must be carefully considered to ensure their level is commensurate to Advance Gold's assessment of the project.

Approval

The Board of Directors of the Company has approved the disclosure contained in this MD&A.