MANAGEMENT DISCUSSION & ANALYSIS

For the Three Months Ended December 31, 2012
Date Prepared: March 1, 2013

MANAGEMENT'S DISCUSSION AND ANALYSIS

GENERAL

The following discussion and analysis is based on our results of operations and financial position and should be read in conjunction with the Company's condensed consolidated financial statements and notes for the three months ended December 31, 2012.

Intor Resources Corporation ("Intor") incorporated on September 7, 2004 to conduct exploration on certain mineral properties held by a related party, Nevada Sunrise, LLC ("NSL"). Its initial project was to manage the exploration effort for the New York Canyon project in which NSL had an interest. Involvement with this project ceased in March, 2006. On July 19, 2006, NSL transferred its rights to the Golden Arrow property to Intor by an Option to Acquire Purchase Agreement. On June 18, 2007, Intor and NSL entered into Mining Lease Agreements for the Kinsley Mountain, Juniper and Iron Point properties. Each agreement is subject to a royalty with a minimum royalty due upon its anniversary. Intor acquired these rights with the intention of conducting exploration activity on each property.

Nevada Sunrise Gold Corporation (the "Company") was incorporated in British Columbia, Canada on April 3, 2007, for the purpose of acquiring the issued and outstanding shares of Intor and thereafter to operate as a resource exploration company focused on the acquisition, evaluation and exploration of mineral resource properties. This management's discussion and analysis (MD&A) includes a discussion of the operations of Intor.

The Company filed a prospectus on June 25, 2008, and an amendment to this prospectus on August 22, 2008, in connection with an initial public offering of the Company's common shares ("Common Shares"). On September 18, 2008, the Company closed its initial public offering and its Common Shares began trading on September 22, 2008 on the TSX Venture Exchange ("TSX-V") using the symbol NEV.

During 2008, the Company performed a drill exploration program on its Golden Arrow property which consisted primarily of over 20,000 feet of drilling in 33 holes. In January 2009, the Company announced it had completed the purchase of 17 patented lode claims on its Golden Arrow property having made the final of a total of approximately US$1,500,000 in payments to purchase the patented lode claims.

In February 2009 the Company announced it had entered into an agreement with Kinsley Resources, Inc. to sell its Kinsley Mountain property for approximately $5.4 million. Kinsley Resources, Inc. did not make the required payments and the property was not sold and was returned to the Company.

In March 2010, the Company borrowed US$500,000 and entered into a convertible note agreement with a third-party. The proceeds were used to amend its lease with another third-party on the Golden Arrow property to extend the lease's term for five year's until December 2016. The note was amended to extend its maturity date and in January 2012 the Company entered into another amendment with the holder to further extend the maturity date. In April 2012, the holder of the note converted the entire balance into common shares of the Company and the convertible note was paid in full.

In April 2010, the Company entered into an option agreement with Animas Resources, Ltd. ("Animas") on its Kinsley and Godden Arrow properties to allow Animas to operate and explore these properties and potentially earn an interest in each based on the amount it spent on the property. In March 2011, Animas terminated its option for the Golden Arrow property and in September 2011, it sold its option in the Kinsley property to Pilot Gold, USA Inc a wholly-owned subsidiary of Pilot Gold, Inc., a Canadian company ("Pilot.") In December 2011 Pilot completed its initial drill program on the property and in May 2012, the Company announced that Pilot had earned a 51% interest in the Kinsley Mountain property and that it had been informed by Pilot it intended to increase its interest to 65% within the terms of its option agreement. In February 2013, Pilot notified the Company (collectively, the "Parties") per its agreement, it had increased its interest in the Kinsley Mountain property to 65% by having met its second option requirement. As a result of Pilot achieving this milestone, the Company will have an obligation to fund ("Cash Call") the cost of operating this property to the extent of its 35% interest. The formation of a joint venture is pending. Exploration plans and budgets for 2013 have not yet been finalized between the Parties. The company intends to fund these quarterly Cash Calls with outside capital. There is no assurance the Company will be able to raise this capital.

In March 2012, the Company began a drill exploration program on its Golden Arrow property, the drilling was completed in June 2012. In October 2012, the Company announced the results of its approximate 5,600 meter, 21 drill hole exploration program.

In September 2010, the Company announced it had acquired the rights to a mining lease on the Pinnacle property from NSL, a company in which Bill Henderson, the Company's Chief Executive Officer and a director is the managing partner and holds a minority interest. In 2012, the Company completed a biological survey on the Pinnacle property.

In June 2011, the Company decided to terminate the Juniper and Iron Point property mining lease agreements it had with NSL.

As of the date of this MD&A, the Company has interests in three properties: Golden Arrow, Kinsley Mountain, in which Pilot has informed the Company it has earned a 65% interest, and Pinnacle. Both Kinsley Mountain and Pinnacle are subject to mining lease agreements with NSL.

Other than the New York Canyon Project income, which ended during fiscal year 2006, our only sources of funding has been by way of public offerings and private placements of equity capital, private loans and option payments and expenditures received in respect of our Kinsley Mountain Property and Golden Arrow property.

All direct costs related to the acquisition of resource property interests have been capitalized. We are a resource exploration company with no operating cash flow and our level of expenditures is dependent on the sale of equity capital to finance our exploration operations. Therefore, it is difficult to identify any meaningful trends or develop an analysis from our cash flows.

Nevada Sunrise Gold Corporation
Management Discussion & Analysis
For the Three Months Ended December 31, 2012
Containing information up to and including March 1, 2013

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A that are not historical facts constitute ‘‘forward-looking statements’’, including but not limited to those statements with respect to our expected operating and financial results, the development of mineral properties and deposits, exploration plans and programs, the use of proceeds, our business objectives and milestones, and our financial resources. Often, but not always, forward-looking statements can be identified by the use of words such as ‘‘plans’’, ‘‘expects’’, ‘‘is expected’’, ‘‘budget’’, ‘‘scheduled’’, ‘‘estimates’’, ‘‘forecasts’’, ‘‘intends’’, ‘‘anticipates’’, or ‘‘believes’’, or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results ‘‘may’’, ‘‘could’’, ‘‘would’’, ‘‘might’’, or ‘‘will’’ be taken, occur or be achieved. Forward-looking statements in this MD&A include statements regarding the Company’s future exploration plans and expenditures, the satisfaction of rights and performance obligations under agreements that the Company is a part, the ability of the Company to hire and retain key employees and consultants and estimated future costs and expense. Forward-looking statements involve known or unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Company to be materially different from those projected by such forward-looking statements. Factors that could cause the actual results to differ include, among others, future market prices for gold, exploration success, continued availability of capital and financing, general market conditions and those factors discussed in the section entitled ‘‘Risk Factors’’. Although we have attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this MD&A based on the opinions and estimates of management, and we disclaim any obligation to update any forward-looking statements, whether as a result of new information, estimates or opinions, future events or results or otherwise, except as may be required by law. There can be no assurance that the forward-looking statements contained in this MD&A will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

SELECTED FINANCIAL INFORMATION

The following tables set forth summary financial information of the Company as at December 31, 2012, September 30, 2012 and the three months ended December 31, 2012 and 2011. This information for September 30, 2012 has been summarized from our audited financial statements for the year then ended and the information for the three months ended December 31, 2012 and 2011 has been summarized from unaudited condensed consolidated financial statements for each three month period prepared by management. This summary of financial information should only be read in conjunction with our financial statements, including the notes thereto. The Company’s financial statements are prepared in accordance with International Financial Reporting Standards (”IFRS”) and expressed in Canadian dollars. Previously, the Company prepared its interim and Annual Financial Statements in accordance with Canadian generally accepted accounting principles (“GAAP”). See Note 2 of the Consolidated Interim Financial Statements for the period ended December 31, 2012 for a detailed listing of the Company’s accounting policies in accordance with IAS 34.

	Three Months Ended December 31,	
	2012 (unaudited) ($)	**2011 (unaudited) ($)**
Financial results		
Revenue	Nil	Nil
Expenses	337,262	296,447
Loss for period	(337,325)	(359,376)
Basic and diluted loss per share(1)	(0.00)	(0.01)

	December 31, 2012 ($)	**September 30 2012 ($)**
Exploration and Evaluation Assets	2,460,992	2,417,087
Total assets	3,331,357	3,465,795
Shareholders' equity	3,297,729	3,431,876
Long-term debt	Nil	Nil

(1) Based-upon the weighted average number of shares issued and outstanding for the period.

OVERALL PERFORMANCE AND RESULTS OF OPERATIONS

We are an exploration stage company and currently have no producing mineral properties and thus have had no revenues during all reported periods.

Three months ended December 31, 2012

For the three months ended December 31, 2012, we had a loss of $337,325 or a loss of $0.00 per share as compared to a loss of $359,376 or $0.01 per share for the three months ended December 31, 2011. The decrease in loss, $22,501, is primarily attributable to a decrease of $55,227 in finance costs related to the conversion of the convertible note and due to a decrease in exploration costs related to the completion of Company's drill program at its Golden Arrow property of $134,803 partially offset by an increase in stock-based compensation related to the December, 2012 option grants to our employees, officers and directors which vested immediately of $146,995 and an increase in consulting costs of $20,464 related primarily to the retention of a corporate finance consultant.

LIQUIDITY AND CAPITAL RESOURCES

We are in the exploration stage and therefore have no cash flow from operations. Our principal source of liquidity since incorporation has been from the sale and issuance of equity capital. From the date of our incorporation on April 3, 2007 to December 31, 2012, we have raised approximately $11.3 million in net proceeds from the sale of equity capital for cash. At December 31, 2012 we had 95,205,175 Common Shares outstanding.

As noted below in "Financing Activities", in April 2012, the Company converted an outstanding US$290,000 convertible note payable into 4,142,858 Units. Each Unit consisted of one common share of the Company and one-half of one common share purchase warrant. Each whole warrant entitled the holder to acquire an additional common share at an exercise price of $0.12 exercisable until March 25, 2013. In addition, the holder of the convertible note was paid accrued interest of $953 to fully settle the obligation.

In November 2012, a total of 150,000 warrants were exercised at a price of $0.10 per common share yielding the Company $15,000.

Also in April 2012, a total of 256,667 warrants were exercised at a price of $0.10 per common share yielding the Company $25,667.

In March 2012, the Company completed three separate private placements as follows:

1. The Company completed a non-brokered private placement of 2,857,140 units (the "Units") at a price of $0.07 per Unit. Each Unit consisted of one common share of the Company (a "Share") and one common share purchase warrant (a "Warrant"). Each whole Warrant entitles the holder to purchase an additional common share (a "Warrant Share") at an exercise price of $0.10 per Warrant Share until March 16, 2014. .

2. The Company completed a private placement, of units (the "Units") at a price of $0.12 per Unit (the "Offering"). A total of 16,700,000 Units were issued, for total proceeds of $2,004,000. Each Unit consisted of one common share of the Company (a "Share") and one half of one common share purchase warrant (a "Warrant"). Each whole Warrant entitles the holder to purchase an additional common share (a "Warrant Share") at an exercise price of $0.20 per Warrant Share for a period of 24 months from the date of issuance, subject to earlier expiry at any time after four months and one day from the date of issuance, at the option of the Company, if the daily volume weighted average price of the common shares of the Company is greater than $0.32 per share over a period of 20 consecutive trading days, in which case the Company may accelerate the expiry date of the Warrants by giving notice to the holders thereof and in such case the Warrants will expire on the 30th day after the date on which such notice is given by the Company. In consideration for the services provided by the Agent, the Company issued to the Agent 1,586,667 Units, which consisted of one share and one half of one share purchase warrant. Each full share purchase warrant is exercisable at $0.20 per share. Proceeds from the Offering will be used to fund the exploration of the Company's North American precious metals properties and as general working capital.

3. The Company also completed a non-brokered private placement. The Company issued 6,250,000 Units. (the "Units") at a price of $0.12 per Unit. Each Unit consisted of one common share of the Company (a "Share") and one-half of one common share purchase warrant (a "Warrant"). Each whole Warrant will entitle the holder to purchase an additional common share (a "Warrant Share") at an exercise price of $0.20 per Warrant Share for a period expiring March 23, 2014. If the Company's common shares trade at a daily volume weighted average price of greater than $0.32 per share for a period of 20 consecutive trading days at any time after four months and one day after the closing, the Company may accelerate the expiry date of the Warrants by giving notice to the holders notice thereof and in such case the Warrants will expire on the 30th day after the date on which such notice is given by the Company.

In December 2012, the Company granted incentive stock options to certain directors, officers and employees of the Company to purchase up to 1.7 million common shares in the capital stock of the Company pursuant to its shareholder approved stock option plan. All the options vested immediately and are exercisable at a price of $0.15 per common share, expiring on December 4, 2017.

In May 2012, the Company granted incentive stock options to certain directors of the Company to purchase up to 1.2 million common shares in the capital stock of the Company pursuant to its shareholder approved stock option plan. All of the options vested immediately and are exercisable at a price of $0.22 per common share, expiring on May 10, 2017.

In March 2012, the Company granted incentive stock options to certain directors, officers, and employees of the Company to purchase up to 2.425 million common shares in the capital stock of the Company pursuant to its shareholder approved stock option plan. All of the options vested immediately and are exercisable at a price of $0.22 per common share, expiring on March 13, 2017.

In addition, in the year ending September 2012, a total of 256,667 warrants were exercised at a price of $0.10 per common share yielding the Company $25,667.

In July and September 2011, the Company closed two tranches of a non-brokered private placement consisting of a total of 12,812,000 units at a price of $0.05 per Unit, yielding the Company gross proceeds of $640,600. Each unit issued in connection thereof consisted of one Common Share and one-half of one Common Share purchase warrant. Each whole common share purchase warrant is exercisable to purchase an additional Common Share at a price of $0.10 per Common Share for a period of 18 months from the date of issuance. Also, in December 2010, the Company closed a non-brokered private placement consisting of 2,000,000 units at a price of $0.20 per unit, yielding the Company gross proceeds of $400,000. Each unit issued in connection thereof consisted of one Common Share and one Common Share purchase warrant. Each common share purchase warrant is exercisable to purchase an additional Common Share at a price of $0.30 per Common Share until December 3, 2012, subject to acceleration on 30-days notice if, on any day on or after April 4, 2011 and before the expiry date of the Warrants, the Company's Common Shares trade at a price greater than $0.50 for a period of 10 or more trading days. In addition, in the first fiscal quarter of 2011, a total of 2,363,334 warrants were exercised at a price of $0.15 per share, yielding the Company $354,500. Of these proceeds, $45,000 was received in September 2010, and therefore was included in Subscriptions Received In Advance as at September 30, 2010.

The proceeds from the financings noted above have been our principal source of funds.

At December 31, 2012 current assets were $849,755 and current liabilities were $33,628 resulting in working capital of $816,127.

FINANCING ACTIVITIES

At December 31, 2012 we had total assets of $3,331,357. Our principal assets are cash of $839,788 and our mineral exploration property interests in Nevada. As at December 31, 2012 we had total capitalized expenditures of $2,460,992 related to these properties. During the year ended September 30, 2012 the Golden Arrow property was the subject of an exploration program, and the company continues to evaluate the results. Through December 31, 2012, the Company has spent $1,909,128 on the exploration of the Golden Arrow property which has been recorded as exploration costs.

At December 31, 2012 our capital stock was $11,295,453 with 95,205,175 common shares issued and outstanding. We also had $1,565,080 in contributed reserves primarily associated with the fair value of warrants granted to our agent in connection with our financings and the fair value of stock options vesting during the year. As of September 30, 2012 there was an accumulated deficit of $9,176,907.

In April 2012, the Company converted, which was convertible at the option of the holder, an outstanding US$290,000 convertible note payable into 4,142,858 Units. Each Unit consisted of one common share of the Company and one-half of one common share purchase warrant. Each whole warrant entitled the holder to acquire an additional common share at an exercise price of $0.12 exercisable until March 25, 2013. In addition, the holder of the convertible note was paid accrued interest of $953.

In March 2012, the Company completed three separate private placements as follows:

The Company completed a non-brokered private placement of 2,857,140 units (the “Units”) at a price of $0.07 per Unit. Each Unit consisted of one common share of the Company (a “Share”) and one common share purchase warrant (a “Warrant”). Each whole Warrant entitles the holder to purchase an additional common share (a “Warrant Share”) at an exercise price of $0.10 per Warrant Share until March 16, 2014.

The Company completed a private placement, of units (the “Units”) at a price of $0.12 per Unit (the “Offering”). A total of 16,700,000 Units were issued, for total proceeds of $2,004,000. Each Unit consisted of one common share of the Company (a “Share”) and one half of one common share purchase warrant (a “Warrant”). Each whole Warrant entitles the holder to purchase an additional common share (a “Warrant Share”) at an exercise price of $0.20 per Warrant Share for a period of 24 months from the date of issuance, subject to earlier expiry at any time after four months and one day from the date of issuance, at the option of the Company, if the daily volume weighted average price of the common shares of the Company is greater than $0.32 per share over a period of 20 consecutive trading days, in which case the Company may accelerate the expiry date of the Warrants by giving notice to the holders thereof and in such case the Warrants will expire on the 30th day after the date on which such notice is given by the Company. In consideration for the services provided by the Agent, the Company issued to the Agent 1,586,667 Units, which consisted of one share and one half of one share purchase warrant. Each full share purchase warrant is exercisable at $0.20 per share. Proceeds from the Offering will be used to fund the exploration of the Company’s North American precious metals properties and as general working capital.

The Company also completed a non-brokered private placement. The Company issued 6,250,000 Units, (the "Units") at a price of $0.12 per Unit. Each Unit consisted of one common share of the Company (a "Share") and one-half of one common share purchase warrant (a "Warrant"). Each whole Warrant will entitle the holder to purchase an additional common share (a "Warrant Share") at an exercise price of $0.20 per Warrant Share for a period expiring March 23, 2014. If the Company's common shares trade at a daily volume weighted average price of greater than $0.32 per share for a period of 20 consecutive trading days at any time after four months and one day after the closing, the Company may accelerate the expiry date of the Warrants by giving notice to the holders notice thereof and in such case the Warrants will expire on the 30th day after the date on which such notice is given by the Company. The securities issued in the private placement are subject to a four month hold period which expires July 24, 2012.

The proceeds from the financings noted above have been our principal source of funds.

Investing Activities

During the three months ended December 31, 2012, we incurred mineral property acquisition costs related to our Pinnacle property in Nevada of $11,212. The Pinnacle property payment is due to NSL, subject to a mining lease (the "Agreement",) a company of which Bill Henderson our Chief Executive Officer and a director is managing director and a minority owner. The terms of this payment were extended by NSL and as of March 1, 2013, it has not been paid. The two parties are negotiating a modification to the terms of the Agreement. For the three months ended December 31, 2012, we incurred mineral property acquisition costs related to our mineral property interests in Nevada of $11,212.

Our ability to continue as a going concern is dependent upon our ability to raise additional capital, and achieve profitability, to fund any additional losses we may incur. We have a potential obligation to fund the Company's share of costs related to the optionee and operator, Pilot, in regards to the exploration of the Kinsley Mountain property. In order for the Company to incur this obligation a budget must be prepared and approved by a joint venture that will be established to oversee the Kinsley Mountain project. To fund these potential costs will require the Company raising additional capital. Our audited financial statements were prepared on a going concern basis, which implies that we will realize our assets and discharge our liabilities in the normal course of business. The condensed consolidated financial statements do not reflect adjustments to the carrying value of assets and liabilities that would be necessary if we are unable to achieve and maintain profitable operations

SUMMARY OF QUARTERLY RESULTS

The following table sets out selected unaudited quarterly financial information of the Company and is derived from unaudited quarterly consolidated financial statements prepared by management. The Company's interim consolidated financial statements are prepared in accordance with Canadian generally accepted accounting principles and expressed in Canadian dollars.

Period	Revenues $	Net Loss $	Basic and Diluted Loss per Common Share $
1st Quarter 2013	Nil	(337,325)	(0.00)
4th Quarter 2012	Ni	(58,942)	(0.00)
3rd Quarter 2012	Nil	(1,034,255)	(0.01)
2nd Quarter 2012	Nil	(1,150,984)	(0.02)
1st Quarter 2012	Nil	(359,376)	(0.01)
4th Quarter 2011	Nil	(368,552)	(0.01)
3rd Quarter 2011	Nil	(417,769)	(0.01)
2nd Quarter 2011	Nil	(301,239)	(0.01)
1st Quarter 2011	Nil	(299,392)	(0.01)

RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

Remuneration attributed to key management personnel can be summarized as follows:

		September 30, 2012		**September 30, 2011**
Professional fees & Salary	$	120,299	$	72,864
Share based payments		153,047		6,363

	$	273,346	$	79,047

Bill Henderson, the Chief Executive Officer and a director of the Company is the managing partner and holds a minority interest in NSL. Due to this relationship, NSL is considered an affiliate in the following summary of the Company's other related party transactions:

	For the Three Months Ended December 31,	
	2012	**2011**
Equipment rental for property exploration from an affiliate, NSL	$ -	$ 6,711
Telephone expense payments to an affiliate, NSL.	375	-

Due (to) from Related Parties	December 31, 2012	September 30, 2012
Due to accounting firm in which Mike Tomczak, the Company's Chief Financial Officer, is a member, pursuant to a professional services agreement.	$ -	$ (370)
Due from an affiliate, NSL, for general and administrative expense reimbursement	-	3,156
Due to an affiliate, NSL, for minimum royalty payment of the Pinnacle property	(11,212)	

SUBSEQUENT EVENTS

A total of 1,468,000 warrants have been exercised for one common share at $0.10 per share by their holders in January, 2013 for total proceeds of $146,800 to the Company.

In February 2013 Pilot notified the Company (collectively, the "Parties"), that per its agreement it had increased its interest in the Kinsley Mountain property to 65% by having met its second option requirement. As a result of Pilot achieving this milestone, the Company will have an obligation to fund ("Cash Call") the cost of operating this property to the extent of its 35% interest. The formation of a joint venture is pending. Expiration plans and budgets for 2013 have not been finalized between the Parties. The Kinsley Mountain property is collateral for payment of these Cash Calls. The Company intends to fund these quarterly Cash Calls with outside capital. There is no assurance the Company will be able to raise this capital.

COMMITMENTS AND CONTINGENCIES

The Company has entered into an operating lease agreement and amendments for its office premises in Auburn, California, which runs through December 2014. The annual commitments under this lease are as follows:

Fiscal Year	Annual Commitment
2013	$32,434
2014	44,029
2015	11,073

The Company's mineral property interests are covered by mining leases as described below.

The Company has a mining lease and two quitclaim deeds covering certain areas of the Golden Arrow property. The mining lease agreement, which includes a 2% net smelter royalty and requires advance royalty payments of US$50,000, is set to expire in December 2016. However, the Company may extend the mining lease for additional one year terms by paying escalating annual lease payments. One of quitclaim deeds includes a 1% net smelter royalty. The other quitclaim deed includes a 3% net smelter royalty and requires annual advance royalty payments of US$25,000. The Company has the option to buy-down the net smelter royalty from 3% to 1%, in 1% increments, by making a one-time payment of US$100,000 per 1% increment reduction. If the Company elects to buy-down the net smelter royalty, the annual advance royalty payment will also be reduced proportionately.

In March 2010, the Company entered into an agreement with Animas Resources Ltd ("Animas"), whereby the Company agreed to grant Animas an option to acquire a 51% interest in the Golden Arrow property. Animas would have exercised this option by spending an aggregate $3,500,000 in specified exploration expenditures within three years, including certain expenditures which were to occur in 2010. In March 2011, Animas terminated the Mining Lease Option for the Golden Arrow property.

In March 2012, the Company began drilling at the Golden Arrow Property. The drilling program, which concluded June 2012, consisted of 5,516 meters (18,091 feet) of reverse circulation drilling in 21 holes, to test targets defined by the Quantec Orion 3D resistivity survey completed in the autumn of 2011. The Company announced the first results of this drilling program in October 2012.

In March 2010, the Company entered into an agreement with Animas Resources Ltd ("Animas"), whereby the Company agreed to grant Animas an option to acquire a 51% interest in the Kinsley Mountain property.

Effective September 2011, Animas conveyed its interest in the agreement to Pilot. Pursuant to the agreement, Pilot acquired a 51% interest in the Kinsley Mountain Property by incurring an aggregate US$1.18 million in exploration expenditures and having paid all annual property maintenance fees, advance royalty payments, and mining lease payments, before March 2013. This milestone was achieved by Pilot in March 2012. Pilot had a right to acquire an additional 14% interest in the property by incurring an additional US$3 million in exploration expenditures within 5 years of meeting the initial expenditure requirement. In February 2013, Pilot notified the Company, that per its agreement it had increased its interest in the Kinsley Mountain Property to 65% by having met its second option requirement. As a result of Pilot achieving this milestone, the Company will have an obligation to fund ("Cash Call") the costs of operating this property to the extent of its 35% interest. The formation of a joint venture is pending. Exploration plans and budgets for 2013 have not been finalized between the Parties. The Kinsley Mountain property is collateral for payment of these Cash Calls. The Company intends to fund these quarterly Cash Calls with outside capital. There is no assurance the Company will be able to raise this capital.

Future advance minimum royalty payments, which pursuant to agreement are to be paid by Pilot, are as follows:

June 1:	US$ Advance Minimum Royalty
2012-2016	$50,000
2017	75,000
2018	100,000
2019	150,000
2020 (and each thereafter)	200,000

The Company has mining lease agreements with NSL for both the Kinsley Mountain and Pinnacle properties. Bill Henderson, the Company's Chief Executive Officer and a director, is the managing director and a minority shareholder in NSL. Due to this relationship, NSL is considered an affiliate. The Kinsley Mountain mining lease agreement with NSL has a sliding scale net smelter royalty rate on production from 2% to 5% depending on the price of gold. In 2011, the Company and NSL amended certain provisions of the mining agreement including the expiration date and the timing of advance minimum royalty payments. The agreement now runs through June 2020; however Company has the right to terminate the mining lease with NSL upon thirty days written notice; or to extend the lease beyond 2020 provided the Company continues to make advance minimum royalty payments. Per the lease agreement, beginning June 2012, the Company has an obligation to expend a minimum of US$500,000 annually in exploration, development and mining activities on the Kinsley Mountain Property. In February 2013, Pilot informed the Company it has earned a 65% interest in the Kinsley Mountain Property as discussed below.

The Pinnacle mining lease agreement with NSL includes a sliding scale net smelter royalty on production from 2.5% to 5% depending on the price of gold. The Company may terminate the Pinnacle mining lease by given written notice prior to July 1 of the year of its determination and executing a quitclaim deed conveying its interest in the property to the related party. The Pinnacle mining lease requires future annual advance minimum royalty payments as follows:

	US$ Advance Minimum Royalty
2013 (paid in quarterly instalments)	60,000
2014-2020 (due July 1 of each year)	60,000

In addition, the Company must pay annual property maintenance fees on the Pinnacle property and a minimum work commitment of US$100,000 by the end of 2012; US$100,000 each year from 2013 through 2015; and US$250,000 per year from 2016 through 2020. As of the date of this report, the Company has an obligation to pay an affiliate, NSL, US$11,500 for its quarterly installment which was due on October 1, 2012. NSL has agreed to the delay in payment and both parties are in negotiations to amend the mining lease agreement.

The Company also had mining lease agreements with NSL, for the Iron Point and Juniper properties. The lease agreements were terminated effective June 1, 2011 and all related acquisition costs have been expensed.

The Company is actively seeking financing which will allow the Company to meet its ongoing obligations, including the royalty payments required pursuant to its mining lease agreements and a potential obligation to fund the its share of costs related to the relationship it has with the optionee and operator, Pilot, in regard to the exploration of the Kinsley Mountain property. In order for the Company to incur this quarterly obligation a budget must be prepared and approved by the joint venture that will be established to oversee the Kinsley Mountain project. To fund these potential costs will require the Company raising additional capital, however, there can be no assurance that the Company’s efforts will be successful.

RISK FACTORS

Limited Operating History

We have no history of earnings. Our properties are in the exploration stage and there are no known commercially mineable mineral deposits on our properties.

Negative Cash Flow

To date, we have experienced negative operating cash flow and have not recorded any revenues from mining operations. None of our properties have advanced to the commercial production stage and we have no history of earnings or cash flow from operations. There can be no assurance that significant additional losses will not occur in the near future or that we will be profitable in the future. Our operating expenses and capital expenditures may increase in subsequent years as needed consultants, personnel and equipment associated with advancing exploration, development and potentially commercial production of our properties are added. The amounts and timing of expenditures will depend on the progress of ongoing exploration and development, the results of consultants’ analyses and recommendations, the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners, the acquisition of additional properties and other factors, many of which are beyond our control. We expect to continue to incur losses unless and until such time as our properties enter into commercial production and generate sufficient revenues to fund continuing operations. The development of our properties will require the commitment of substantial resources to conduct the time-consuming exploration and development of properties. There can be no assurance that we will generate any revenues or achieve profitability. There can be no assurance that the underlying assumed levels of expenses will prove to be accurate. We have paid no dividends on our Common Shares since incorporation and do not anticipate doing so for the foreseeable future. Historically, the only source of funds available to us has been through the sale of our equity securities and through the option or joint venture of our projects. Any future additional equity financing would cause dilution to current shareholders. The option, sale or joint venture of our projects could also result in dilution of our interest or loss of, the project optioned, sold or joint ventured. If we do not have sufficient capital for our operations, it could result in delay or indefinite postponement of further exploration or development of the properties or loss of mineral claims, which would have a negative effect on our securities.

Title Risks

Although we have exercised due diligence with respect to determining title to the properties in which we have a material interest, there is no guarantee that title to such properties will not be challenged or impugned. Our mineral property interests may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. Surveys have not been carried out on any of our mineral properties in accordance with the laws of the jurisdiction in which such properties are situated; therefore, their existence and area could be in doubt. Until competing interests in the mineral lands have been determined, we can give no assurance as to the validity of our title to those lands or the size of such mineral lands.

Exploration and Development

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals we acquire or discover may be affected by numerous factors that are beyond our control and that cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, the import and export of minerals and environmental protection, the combination of which factors may result in the Corporation not receiving an adequate return of investment capital.

All of the claims in which we have acquired or have a right to acquire an interest are in the exploration stage only and are without a known commercially-mineable ore body. Development of the subject mineral properties would follow only if favorable exploration results are obtained.

There is no assurance that our mineral exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of our operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors.

Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

Uninsurable Risks

Exploration, development and production of mineral properties is subject to certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to insure fully against such risks and we may decide not to take out insurance against such risks as a result of high premiums or for other reasons. Should such liabilities arise, they could have an adverse impact on our operations and could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Corporation.

Environmental Regulations, Permits and Licenses

Our operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that means standards are stricter, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. We intend to comply fully with all environmental regulations.

Our current or future operations, including development activities and commencement of production on our properties, require permits from various federal, state or territorial and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labor standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters.

Such operations and exploration activities are also subject to substantial regulation under applicable laws by governmental agencies that may require that we obtain permits from various governmental agencies. There can be no assurance, however, that all permits that we may require for our operations and exploration activities will be obtainable on reasonable terms or on a timely basis or that such laws and regulations will not have an adverse effect on any mining project which we might undertake.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Corporation and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

To the best of our knowledge, we are operating in compliance with all applicable rules and regulations.

Competition

The mining industry is intensely competitive in all its phases, and we compete with other companies that have greater financial and technical resources. Competition could adversely affect our ability to acquire suitable properties or prospects in the future.

Management

Our success is currently largely dependent on the performance of our directors and officers. There is no assurance we will be able to maintain the services of our directors and officers or other qualified personnel required to operate its business. The loss of the services of these persons could have a material adverse affect on the Corporation and our prospects.

Fluctuating Mineral Prices

Factors beyond our control may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years. The effect of these factors on our operations cannot be predicted.

Gold Price

Our profitability will be linked to the price of gold as our revenues, if any, will be derived primarily from gold mining. Gold prices are affected by numerous factors beyond our control, including central bank sales, producer hedging activities, the relative exchange rate of the U.S. dollar with other major currencies, global and regional demand and political and economic conditions. Worldwide gold production levels also affect gold prices. In addition, the price of gold has on occasion been subject to rapid short-term changes due to speculative activities.

Future Financings

Our continued operation will be dependent upon our ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained on acceptable terms. Failure to obtain additional financing on a timely basis may cause us to postpone development plans, forfeit rights in some or all of our properties or joint ventures, or reduce or terminate some or all of our operations. If available, future equity financing may result in substantial dilution to current shareholders.

Further Acquisitions

As part of the our business strategy, we may seek to grow by acquiring companies, assets or establishing joint ventures that we believes will complement our current or future business. We may not effectively select acquisition candidates or negotiate or finance acquisitions or integrate the acquired businesses and their personnel or acquire assets for its business. We cannot guarantee that we will complete any acquisition on favourable terms, or that any acquisitions completed will ultimately benefit our business. Future acquisitions may result in substantial dilution to current shareholders.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends and conditions generally, notwithstanding any potential success of the Corporation in creating revenues, cash flows or earnings. The value of securities distributed hereunder will be affected by market volatility.

If an active public market for the Common Shares does not develop or is not sustained, the liquidity of a shareholder's investment may be limited and the share price may decline below their purchase price.

Foreign Currency Exchange

Exchange rate fluctuations may affect the costs that we incur in our operations. Our financing activities have been denominated in Canadian dollars, while the expenditures we will incur on our mineral exploration projects in the United States will be denominated in U.S. dollars. The appreciation of the US dollar against the Canadian dollar, if it occurs, would result in increased costs of our activities in the United States in Canadian dollar terms, and currency movements may have a significant impact on our financial position and results of operations in the future.

Conflicts of Interest

Some of our directors and officers are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other companies, and situations may arise where these directors and officers will be in direct competition with the Corporation. In particular, William Henderson, our Chief Executive Officer and one of our directors, is managing director of and holds a minority ownership interest in NSL. We hold rights in our Kinsley Mountain and Pinnacle properties through option agreements with NSL. Conflicts will be dealt with in accordance with the relevant provisions of the British Columbia Business Corporations Act.

Dividends

We have not paid any dividends on our Common Shares since incorporation and do not anticipate paying any dividends on its Common Shares in the foreseeable future.

FINANCIAL INSTRUMENTS

The fair value of the Company's other current assets, accounts payable and accrued liabilities, convertible note payable, and due to related parties approximate carrying value, which is the amount recorded on the consolidated balance sheet. The Company's other financial instrument, cash, under the fair value hierarchy is based on level one quoted prices in active markets for identical assets or liabilities.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's believes it has no significant credit risk.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2012, the Company had a cash balance of $839,788 (September 30, 2012 - $1,013,031) to settle current liabilities of $33,628 (September 30, 2012 - $33,919). The Company is actively searching for new or alternative sources of financing but anticipates that the current market conditions may impact the ability to source such funds. If the Company's efforts to raise additional funds are not successful, the Company may be unable to meet its obligations. Also, see "Additional Disclosure For Companies Without Significant Revenue" below.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

a) Interest rate risk

The Company is subject to interest rate risk with respect to its investments in cash and cash equivalents. The Company's current policy is to maintain its cash reserves in cash and cash equivalents in order to maintain liquidity, while achieving an adequate return for its shareholders. The Company periodically monitors the investments it makes, if any, and is satisfied with the credit ratings of its banks.

b) Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash, accounts payable, accrued liabilities, notes payable, convertible notes payable, loan payable to shareholders and due to related parties that are denominated in US Dollars (US).

c) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Sensitivity Analysis

The carrying amount of cash, accounts payable and accrued liabilities, loan payable to shareholder, note payable, and due to related parties approximates their fair value due to their short term nature. The Company does not have any deposits with fixed interest rates.

The Company operates in the United States and is exposed to risk from changes in the U.S. dollar. A 10% fluctuation in the U.S. dollar against the Canadian dollar would affect net loss for the year by approximately $200,000.

CHANGE IN ACCOUNTING POLICY INCLUDING INITIAL ADOPTION

A number of new standards, amendments to standards and interpretations are not yet effective as of September 30, 2012 and have not been applied in preparing these consolidated financial statements. None of these are expected to have a material effect on the financial statements of the Company.

- IFRS 9 'Financial Instruments: Classification and Measurement' – effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, introduces new requirements for the classification and measurement of financial instruments.

- IFRS 10 'Consolidated Financial Statements' – effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities.

- IFRS 11 'Joint Arrangements' – effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, provides for a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form.

- IFRS 12 'Disclosure of Interests in Other Entities' – effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, requires the disclosure of information that enables users of financial statements to evaluate the nature of, and risks associated with its interests in other entities and the effects of those interests on its financial position, financial performance and cash flows.

- IFRS 13 'Fair Value Measurement' – effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, provides the guidance on the measurement of fair value and related disclosures through a fair value hierarchy.

- IAS 27 'Separate Financial Statements'– as a result of the issue of the new consolidation suite of standards, IAS 27 Separate Financial Statements has been reissued, as the consolidation guidance will now be included in IFRS 10. IAS 27 will now only prescribe the accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements.

- IAS 28 'Investments in Associates and Joint Ventures' – effective for annual periods beginning on or after January 1, 2013, as a consequence of the issue of IFRS 10, IFRS 11 and IFRS 12, IAS 28 has been amended and will provide the accounting guidance for investments in associates and to set out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. The amended IAS 28 will be applied by all entities that are investors with joint control of, or significant influence over, an investee.

- IFRS 7 'Financial Instruments: Disclosures' - effective for annual periods beginning on or after January 1, 2015, is amended to outline the disclosure required when initially applying IFRS 9 Financial Instruments.

- IFRS 32 'Financial Instruments: Presentation' - effective for annual periods beginning on or after January 1, 2014, is amended to provide guidance on the offsetting of financial assets and financial liabilities.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in accordance with International Financial Reporting Standards requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities 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. Significant area where management's judgement is applied included stock-based compensation.

ADDITIONAL DISCLOSURE FOR COMPANIES WITHOUT SIGNIFICANT REVENUE

Our consolidated financial statements, included herein, have been prepared in accordance with International Financial Reporting Standards assuming the Company will continue on a going-concern basis. The Company has incurred losses since inception and the ability of the Company to continue as a going-concern depends upon its ability to develop profitable operations and to continue to raise adequate financing. .

The Company continues to actively target additional sources of financing which Management believes will assure the continuation of the Company's operations and exploration programs. In order for the Company to continue to meet its liabilities as they come due and to continue its operations, the Company is solely dependent upon its ability to generate such financing.

There can be no assurance that the Company will be able to continue to raise funds in which case the Company may be unable to meet its obligations including any potential obligations as a result of a potential obligation to fund the its share of costs related to the relationship it has with the optionee and operator, Pilot, in regard to the exploration of the Kinsley Mountain property. In order for the Company to incur this quarterly obligation a budget must be prepared and approved by the joint venture that will be established to oversee the Kinsley Mountain project. The formation of the joint venture is pending. Exploration plans and budgets for 2013 have not been finalized between the Parties. The Kinsley Mountain Property is collateral for payment of these obligations. To fund these potential costs will require the Company raising additional capital there is no assurance the Company will be able to raise this capital. Should the Company be unable to realize on its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the balance sheets. Our financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

The current market conditions and volatility increase the uncertainty of the Company's ability to continue as a going concern given the need to both curtail expenditures and to raise additional funds. The Company is experiencing, and has experienced, negative operating cash flows. The Company will continue to search for new or alternate sources of financing but anticipates that the current market conditions may impact the ability to source such funds.

Our financial statements provide a detailed breakdown of various expenses we incurred. Our expenses are relatively basic, including accounting, audit and legal fees, bank charges, and office and miscellaneous. Stock compensation expenses have increased significantly during the year as a result of a stock option grant to our directors and officers in December, 2012, the stock options vested immediately. Our consulting costs also increased due primarily to the retention of a corporate finance consultant. Finance costs decreased significantly due to the conversion of our convertible note payable. Also, Exploration costs have decreased due to the completion our drill program at our Golden Arrow property, as announced by the Company in October, 2012. Details for these expenditures may be found in the Statement of Operations and Deficit included in the Consolidated Financial Statements for the three months ended December 31, 2012.

BUSINESS OBJECTIVES

Our only business at present is the exploration and development of our properties. Our primary short-term objective is to complete the initial work program on our Golden Arrow property. Our future work at the Golden Arrow property will be based upon our better understanding of this property from the work to date. We will also evaluate development of our other properties: Kinsley Mountain and Pinnacle. In addition, we will evaluate other properties for acquisition and joint venture potential. We will require additional funds obtained from additional financing for any new programs.

DISCLOSURE OF OUTSTANDING SHARE DATA

We have one class of shares, being the Common Shares without par value. As at the date of this MD&A, 96,673,175 Common Shares were issued and outstanding. At the same date, there were outstanding a total of 18,208,101 common share purchase warrants, each exercisable for one Common Share

APPROVAL

The Board of Directors of Nevada Sunrise Gold Corporation have approved the disclosures contained in this MD&A. A copy of the MD&A will be provided to anyone who makes a request.