NV GOLD CORPORATION

(formerly Dreamweaver Capital Corp.)

FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS
YEAR ENDED AUGUST 31, 2010

The following management discussion and analysis for *NV Gold Corporation* ("the Company") is prepared as of **December 22, 2010** and should be read together with the audited consolidated financial statements for the year ended August 31, 2010 and related notes attached thereto (financial statements), which are prepared in accordance with Canadian generally accepted accounting principles.

The reader should also refer to the Company's filing statement dated November 16, 2009.

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements.

Description of Business

NV Gold Corporation (the "Company") (formerly Dreamweaver Capital Corp.) was incorporated under the laws of the province of British Columbia on May 23, 2007. The Company was classified as a Capital Pool Corporation under the TSX Venture Exchange ("TSX-V") Policy 2.4.

On November 23, 2009, the Company completed its qualifying transaction by acquiring all of the issued and outstanding common shares of NV Gold Corporation (USA) ("NV Gold USA"), a private exploration stage company as described below under "Reverse Takeover of NV Gold Corporation USA". The Company's principal business activity became the acquisition and exploration of mineral properties in the United States of America.

The consolidated financial statements contained herein include the accounts of the Company and its wholly owned subsidiary, NV Gold USA. All inter-company balances and transactions have been eliminated upon consolidation.

The Company is in the process of exploring and developing its mineral properties in the United States and has not yet determined whether these properties contain ore reserves that are economically recoverable. The recoverability of the amounts shown for mineral properties and related deferred costs is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of the mineral properties and upon future profitable production.

Overall Performance

Effective November 23, 2009, the Company completed its acquisition of all the issued and outstanding share capital of NV Gold USA. As consideration, the Company issued 4,600,000 common shares. The Company also issued 414,400 common shares as finder's fees.

The Company also raised gross proceeds of $1,273,375 by issuing 5,093,500 common shares from a brokered and non-brokered private placement and an additional $19,736 in gross proceeds from the exercise of 98,680 agent's warrants.

As at August 31, 2010, the Company had $655,573 in cash and working capital was $603,548.

Selected Annual Information

The following table provides a brief summary of the Company's financial operations. For more detailed information, refer to the Financial Statements.

	Year ended August 31, 2010	Period from incorporation on July 10, 2009 to August 31, 2009
Total interest income	$ 1,648	$ -
Net loss	(1,000,494)	(35,876)
Basic and diluted earnings (loss) per share	(0.08)	(0.01)
Total assets	1,166,778	233,257
Total long-term liabilities	-	-

The Company completed its qualifying transaction as described above under "Reverse Takeover of NV Gold Corporation USA" on November 23, 2009. The Company completed a brokered and non-brokered private placement issuing 5,093,500 common shares for total gross proceeds of $1,273,375. The increased its assets through acquisition and option agreements of various mineral properties in Nevada and New Mexico. The Company incurred the following capitalized expenditures: $73,126 on the Shamrock Property, $382,712 on the Afgan-Kobeh Property and $24,981 on the Roberts Gold Property. In addition to this, the Company also relinquished its interest in the Fisher Canyon Property. As a result, $483,319 in mineral property acquisition and exploration costs have been charged to operations during the current year.

During the period from incorporation to August 31, 2009, the Company issued 4,600,000 common shares for gross proceeds of $229,998. The Company entered into a purchase and sale agreement to acquire a 100% interest in the Fisher Canyon Claims located in Rochester Mining District, Pershing County, Nevada. The Company also entered into an exploration and mining lease agreement to conduct exploration activities on the Cow Canyon North Claims located in Pershing County, Nevada. As at August 31, 2009, the Company had incurred $129,707 in mineral property and deferred exploration costs.

The Company has not paid any dividends and it has no present intention of paying dividends on its common shares as it anticipates all available funds will be invested to finance the growth of its business.

Other Events and Transactions

The following is a summary of significant events and transactions that occurred during the year ended August 31, 2010:

1. Changed its name from Dreamweaver Capital Corp. to NV Gold Corporation. The Company's trading symbol changed to "NVX" and began trading under the new symbol effective November 26, 2009.

2. Susan Richards resigned as director, CEO and CFO. G. Ross McDonald resigned as a director of the Company. Quinton Hennigh, Odin Christensen and Wayne Yang were appointed as directors of the Company. John E. Watson was appointed as the new CEO and Ron Schmitz was appointed as the new CFO.

3. Issued 141,080 common shares as finder's fees in connection with the non-brokered private placement.

4. Issued 260,000 agent's warrants to the agent in connection with the brokered private placement.

5. Paid commissions and expenses of $102,629 in connection with the brokered and non-brokered private placements.

6. Granted 1,025,000 stock options to directors, officers and a consultant exercisable at $0.25 until November 23, 2014.

7. Purchased a refundable reclamation bond for $23,490 (US$ 22,600) relating to its exploration activities in Nevada.

8. Completed a 28-hole phase one exploration program on its Fisher Canyon project Nevada and announced the results in a news release dated January 4, 2010.

9. Issued 98,680 common shares for gross proceeds of $19,736 pursuant to the exercise of agent's warrants.

10. Processed the necessary filings to change its auditor from MacKay LLP to Davidson & Company LLP, Chartered Accountants.

11. Signed a lease with MinQuest, Inc. to acquire a 100% interest in the Shamrock (Cobre) copper project located in Grant County, New Mexico, USA. The Company paid US$30,000 and is required to incur US$275,000 exploration expenditures by March 31, 2011. The lease is for a period of 10 years and is renewable for a further 10 years. The property consists of 45 unpatented mining claims covering approximately 900 acres.

12. On May 14, 2010 signed a Purchase and Sale Agreement ("Agreement") with Gold Standard Royalty (Nevada) Inc., a subsidiary of Golden Predatory Royalty and Development Corp, formalizing the terms of acquisition of the Afgan-Kobeh Project. The project is located 28 miles northwest of Eureka, Nevada consisting of 109 unpatented mineral claims covering approximately 2,180 acres. The Company received regulatory approval on June 10, 2010 for the Agreement. Pursuant to the Agreement, the Company paid US$100,000 on closing and issued 600,000 common shares and 600,000 share purchase warrants at an exercise price of $0.40 per share expiring June 14, 2012.

13. Relinquished its interest in Fisher Canyon Property and wrote-off $483,319 in mineral property acquisition and exploration costs.

Subsequent Events

The following occurred subsequent to August 31, 2010:

1. Commenced and completed a 2,355 metre 25 hole reverse-circulation (RC) drill program on the Afgan-Kobeh gold project. Drift Exploration Drilling was contracted to carry out RC drill program. Drill samples collected have been submitted for analysis to ALS Chemex of Reno, Nevada. On December 16, 2010, the Company reported the results which included 18.2 metres if 4.2 gpt and 57.6 metres of 0.776 gpt. Additional details are available in the December 16, 2010 press release. The objective of the drill program, which consisted of testing new targets, infill drilling and step-out drilling, is the expansion of the NI 43-101 compliant gold resource of 50,000 ounces Indicated (1.85 million tons at 0.027 ounce per ton gold (0.926 gram per ton gold)) and 34,000 ounces Inferred (1.29 million tons at 0.026 ounces per ton gold (0.891 gram per ton gold)). A second drill program is planned for the Spring of 2011 following detailed review and analysis of this program.

2. Completed the lease of the Roberts Gold Property located in Eureka County, Nevada effective October 26, 2010. The Company paid US$10,000 as an advance royalty payment on the date the lease agreement became effective and issued 250,000 units to terminate certain area of interest obligations to a third party. Each unit consists of one common share and one warrant exercisable at $0.40 until October 26, 2012. The common shares and warrants making up the units and the common shares issuable upon exercise of the warrants are subject to a hold period expiring on February 27, 2011.

3. Implemented a Whistleblower Policy in order to satisfy it obligations under Multilateral Instrument 52-101.

4. On November 23, 2010, 840,000 common shares were released from escrow leaving a balance of 3,360,000 remaining in escrow.

Reverse Takeover of NV Gold Corporation USA

Effective November 23, 2009, the Company completed its acquisition of all the issued and outstanding share capital of NV Gold USA. As consideration, the Company issued 4,600,000 common shares. The Company also issued 414,400 common shares as finder's fees.

As a result of the transaction, the former shareholders of NV Gold USA own approximately 59% of the issued and outstanding share capital of the Company upon the completion of the transaction. Legally, the Company is the parent of NV Gold USA, however, as a result of the share exchange described above, control of the combined companies passed to the former shareholders of NV Gold USA. This type of share exchange, accounted for in a manner similar to that referred to as a "reverse takeover," deems NV Gold USA to be the acquirer for accounting purposes.

The value of the 5,014,400 common shares issued pursuant to the acquisition agreement and finder's fees has been determined by the net assets of Company on the date of the acquisition, November 23, 2009.

The allocation of the purchase price is as follows:

Cash	$ 672,586
Accounts receivable	18,792
Accounts payable	(7,677)
Subscriptions received in advance	(473,375)
Total allocation of the purchase price	$ 210,326

These consolidated financial statements for the year ended August 31, 2010 reflect the results of operations of NV Gold USA, the legal subsidiary, prior to the reverse takeover on November 23, 2009 and the consolidated assets, liabilities and results of operations of NV Gold USA and the Company subsequent to the reverse takeover. The capital stock represents the authorized and issued shares of the legal parent and the dollar amount of the shareholders' equity is that of the legal subsidiary. These consolidated financial statements are a continuation of the financial statements of the legal subsidiary, NV Gold USA. The comparative figures as at August 31, 2009 are those of the legal subsidiary, NV Gold USA.

Private Placements

Concurrent with the share exchange described above, the Company completed brokered and non-brokered private placements under the following terms:

Brokered private placement

The Company issued 3,000,000 units for gross proceeds of $750,000 pursuant to a brokered private placement. Each unit consists of one common share and one half of one warrant exercisable at $0.40 until May 23, 2011. The Company also issued 260,000 agent's warrants exercisable at $0.40 until May 23, 2011. The agent's warrants were valued at $22,077 using the Black-Scholes option pricing model with a volatility of 100%, expected life of 1.5 years, risk-free rate of 1.2% and a 0% annual dividend rate.

Non-brokered private placement

The Company issued 2,093,500 units for gross proceeds of $523,375 pursuant to non-brokered private placement. Each unit consists of one common share and one half of one warrant exercisable at $0.40 until May 23, 2011. The Company also issued 141,080 common shares as finder's fees with a fair value of $35,270 recognized as share issuance costs.

Mineral Properties

Fisher Canyon Property

The Fisher Canyon Property consists of two separate claim blocks comprising the Fisher Canyon Claims and the Cow Canyon North Claims.

During the year ended August 31, 2010, the Company relinquished its interests in the Fisher Canyon Property and wrote-off $483,319 in acquisition and exploration costs.

Fisher Canyon Claims

A director of the Company entered into a purchase and sale agreement dated June 1, 2009 with the Evolving Gold Corp ("Evolving Gold") to acquire a 100% interest in mineral claims located in Rochester Mining District, Pershing County, Nevada. The agreement was assigned to the Company by the director during the period ended August 31, 2009.

The Company paid US$25,000 to Evolving Gold pursuant to the purchase and sale agreement. In order to acquire the mineral claims, the Company is required to pay Evolving Gold an additional US$250,000 in five annual installments of US$50,000 commencing June 1, 2010.

The Company issued 438,000 common shares to Evolving Gold pursuant to the terms of the mineral property option agreement.

Under the terms of the agreement, Evolving Gold would retain a 3% Net Smelter Return royalty ("NSR"). The Company had the option to reduce the NSR from 3% to 2% before the full purchase has been paid by purchasing 1% for US$250,000. The Company could then purchase an additional 1% of the NSR, further reducing it to 1% by paying US$500,000. If at any time before the full purchase has been paid a federal royalty is established on federal lands equal to or greater than an effective 4% net smelter return royalty, the Company may reduce the NSR from 3% to 1% by paying US$375,000.

Exploration update on Fisher Canyon Claims

The Company released the results of its 28-hole phase one exploration program on it Fisher Canyon Claims. The results included 55 feet at 0.039 ounce per ton (16.7 metres at 1.345 parts per million) in hole 09-03 and 45 feet at 0.011 ounce per ton (13.6 metres at 0.393 part per million) in hole 09-01. Complete results are tabled here.

Two target areas were tested, the Tom-Tom area in the central portion of the property and the SW area, approximately one mile to the southwest. The drilling tested soil and rock-chip geochemical targets that were defined earlier in the 2009 field program.

A majority of the 28 reverse-circulation drill holes encountered significant gold intercepts. Gold mineralization encompasses an arcuate trend at least 2,100 metres (6,900 feet) long and 50 to 150 metres (150 to 500 feet) wide. Similar nearby deposits, such as Relief Canyon, have comparatively small-surface dimensions, making exploration challenging for this type of deposit. Results indicate additional targets may lie between the Tom-Tom and SW areas as well as north of Tom-Tom. Hole 09-01 remains open to the north.

SIGNIFICANT RESULTS FROM THE 28-HOLE PROGRAM

Hole	TD (ft)	Intercept (ft)	Length (ft)	Grade (ppm)	Grade (oz/t)	Area or zone
09-01	235	65-110	45	0.393	0.011	Tom-Tom
09-03	185	30-85	55	1.345	0.039	Tom-Tom
09-04	300	85-95	10	0.485	0.014	Tom-Tom
		145-150	5	0.787	0.023	
		170-185	15	0.539	0.016	
09-05	125	115-125	10	1.082	0.032	Tom-Tom
		190-205	15	0.345	0.010	
09-07	385	210-225	15	0.794	0.023	Tom-Tom
09-08	260	25-40	15	0.454	0.013	Tom-Tom
		80-130	50	0.575	0.016	

09-09	165	40-65	25	0.826	0.024	Tom-Tom
09-10	150	65-85	20	0.665	0.019	Tom-Tom
09-16	265	5-20	15	0.813	0.024	Tom-Tom
09-19	195	5-35	30	0.200	0.005	Tom-Tom
09-20	285	15-20	5	0.548	0.016	Tom-Tom
09-21	300	20-40	20	0.348	0.010	Tom-Tom
09-23	300	160-180	20	0.214	0.007	SW
09-26	225	40-60	20	0.207	0.006	SW
09-29	180	115-120	5	0.754	0.022	SW

Hole 09-12 was not drilled. Eleven of the remaining 13 holes intersected at least five feet of greater than 50 parts per billion and were considered anomalous for gold.

John E. Watson, the Company's president, said: "This was the company's first exploration drilling program at Fisher Canyon and it succeeded in intersecting gold values in a high percentage of holes drilled. The gold system at Fisher Canyon follows an altered, mineralized rock unit that is traceable over a strike length in excess of three kilometres, with several additional targets remaining to be tested. Although the drilling of the phase I program was considered successful, larger thicknesses will be required to yield an economic-size deposit. To date, higher elevations and steeper topography have made the NT area more challenging from a permitting perspective."

Exploration activities at the Fisher Canyon Property were conducted under the supervision of Michael Gustin, PGeo, of Mine Development Associates, an independent qualified person under National Instrument 43-101. Assays reported were conducted by ALS Chemex (Reno, Nev.), using a fire assay with an AA finish. The data verification procedures and QA/QC procedures followed for the recent drilling program were consistent with those outlined in the technical report on the Fisher Canyon Property dated Sept. 22, 2009, and available for review amongst the Company's documents at SEDAR.

Cow Canyon North Claims

A director of the Company entered into an exploration and mining lease agreement, expiring August 3, 2029, granting the Company the right to conduct exploration activities on certain mining claims located in Pershing County, Nevada. The agreement was assigned to the Company by the director during the period ended August 31, 2009.

Pursuant to the agreement, the Company paid the owners US$7,500.

The property is subject to a 3% NSR of which 1% may be purchased by the Company for US$1,000,000 prior to August 3, 2012 and 1% may be purchased for US$3,000,000 prior to August 3, 2014.

Shamrock (Cobre) Copper Property

The Company entered into a 10 year lease with MinQuest, Inc. of Reno, Nevada on the Shamrock (Cobre) copper project located in Grant County, New Mexico, USA pursuant to which the Company paid US$30,000. The Company is required to incur exploration expenditures of US$275,000 by March 31, 2011and annually incur US$250,000 per year thereafter to March 31, 2020. The Company is also required to pay US$30,000 by March 31, 2011 and make an annual cash payment which increases by US$5,000 each year escalating to US$75,000 for the lease year ended March 31, 2020. The lease is for a 100% interest, subject to a 3% net smelter returns royalty ("NSR"), and is renewable for a further 10 years.

Afgan-Kobeh Property

The Company entered into an agreement with Gold Standard Royalty (Nevada) Inc., ("Gold Standard") to acquire a 100% interest in the Afgan-Kobeh project located in Eureka County, Nevada. Under the terms of the agreement, the Company paid US$100,000 in cash (another US$100,000 to be paid by June 14, 2011) and issued 600,000 common shares at a fair value of $150,000 and 600,000 share purchase warrants at an exercise price of $0.40 per share expiring June 14, 2012 with a fair value of $62,374 using the Black-Scholes option pricing method with a volatility of 100%, risk free interest rate of 1.81%, an estimated useful life of 2 years and 0% annual dividend rate. The property is subject to a 1% NSR.

Under the terms of the agreement, Gold Standard has the right to nominate a director to the Company's Board of Directors.

The Afgan-Kobeh project covers approximately 2,180 acres and consists of 109 unpatented claims. In 2004, Castleworth Ventures Inc. reported a NI 43-101 compliant resource estimate in respect of the property comprising an indicated gold resource of 50,000 ounces (1.85 million tons at an average grade of 0.027 oz Au/ton (0.926 g Au/t)) and an inferred gold resource of 34,000 ounces (1.29 million tons at an average grade of 0.026 oz Au /ton (0.891 g Au/t)) using a cut-off of 0.010 oz Au/ton (0.343 g Au/t), based on 145 drill holes completed prior to 1998. The historic report also recommends exploration of several targets established from the accumulation of earlier work. This project is located in northeastern Nevada, approximately 28 miles northwest of the town of Eureka along the Battle Mountain-Eureka Trend (also referred to as the Cortez Trend).

Roberts Gold Property

Subsequent to August 31, 2010, the Company entered into a mining lease agreement for the Roberts Gold Property. The property is contiguous to and north of the Company's Afgan-Kobeh property located in Eureka County, Nevada. Pursuant to the terms of the mining lease agreement, the Company is obligated to make advance royalty payments of US$10,000 upon the lease agreement becoming effective, a further US$10,000 six months thereafter, US$20,000 on the first five anniversary dates of the effective date of the lease agreement thereafter, and US$30,000 on each such anniversary date thereafter. The Company is responsible for all property maintenance obligations and has granted the lessor a 3% NSR. The Company has the right to purchase 25% of the royalty at any time for US$1,000,000 and a further 25% for US$2,000,000 at any time. The Company will also issue 250,000 units to terminate certain area of interest obligations to a third party. Each unit will consist of one common share and one warrant to purchase an additional common share at a price of $0.40 per share for a period of two years (See Note 13 of the audited consolidated financial statements for the year ended August 31, 2010).

Summary of Quarterly Results

The Company does not have historical quarterly results for comparison because it was incorporated on July 10, 2009.

	Three month period ended August 31, 2010	Three month period ended May 31, 2010	Three month period ended February 28, 2010	Three month period ended November 30, 2009
Total assets	$ 1,166,778	$ 1,121,289	$ 1,597,774	$ 1,815,301
Working capital	603,548	982,762	1,080,223	1,217,482
Shareholders' equity	1,108,857	1,050,221	1,573,370	1,670,079
Interest income	760	365	462	61
Net income (loss)	3,665	(546,674)	(99,446)	(358,039)
Other comprehensive loss	-	-	-	-
Loss per share	(0.00)	(0.04)	(0.01)	(0.03)

	Period from incorporation on July 10, 2009 to August 31, 2009
Total assets	$ 233,257
Working capital	51,913
Shareholders' equity	194,122
Interest income	-
Net loss	(35,686)
Other comprehensive loss	(190)
Loss per share	(0.01)

The Company completed its qualifying transaction as described above under "Reverse Takeover of NV Gold Corporation USA" on November 23, 2009. As a result, there is limited quarterly information to report. The Company completed a brokered and non-brokered private placement issuing 5,093,500 common shares for total gross proceeds of $1,273,375. The Company paid the agent a commission of $60,000, a corporate finance fee of $5,000, and administration fee of $5,000 and other expenses of $18,972. The Company also issued 260,000 agent's warrants and 141,080 common shares as finder's fees. The Company expanded its exploration program on the Fisher Canyon claims in Nevada and the subsequently decided to relinquish its interest in the Fisher Canyon Claims. As a result, $483,319 in acquisition and exploration costs have been charged to operations during the current period. The Company incurred mineral properties and deferred exploration costs on its other mineral properties: $73,126 on the Shamrock Property, $382,712 on the Afgan-Kobeh Property and $24,981 on the Roberts Gold Property. All of these factors have contributed to an increase in total assets, working capital, shareholder's equity and net loss when compared to the period ended August 31, 2009.

Results of Operations

Year ended August 31, 2010

The Company had a net loss of $1,000,494 (period from incorporation on July 10, 2009 to August 31, 2009 - $35,686). The net loss is comprised of the following items:

- Advertising and promotion costs $29,704 (2009 - $Nil) are related to press release dissemination and fees paid to third parties to increase the Company's awareness about its projects.

- Consulting fees of $77,668 (2009 - $Nil) have increased because the Company's president entered into a consulting agreement with the Company effective November 1, 2009 for US$7,000 per month plus US$1,500 in office expenses which are shown in office and general costs.

- Office and general costs of $25,164 (2009 -$227) have increased because the Company's activities have increased which includes office rent of $7,134 effective November 1, 2009.

- Professional fees of $142,699 (2009 - $21,687) have increased over the comparative period due to the increase in activity upon completion of the qualifying transaction.

- Registration and filing fees of $9,274 (2009 - $Nil) consist of ongoing regulatory fees associated with maintaining public company status.

- Stock-based compensation expense of $192,547 (2009 - $Nil) relates to the fair value assigned to 1,025,000 stock options granted to directors, officers and a consultant. The fair value was calculated using the Black-Scholes option pricing model. This is a non-cash charge to operations.

- Transfer agent fees of $6,737 (2009 - $Nil) have increased over the comparative period when the Company was private and it did not require the services of a transfer agent.

- Travel and related costs of $14,828 (2009 - $13,772) are consistent to the comparative period and relate to directors and officers traveling to the Company's mineral claims site and for other Company related matters.

- The Company had a foreign exchange loss of $20,202 (2009 - $Nil). The Company has substantial assets and expenses in US Dollars which are converted to Canadian Dollars for financial reporting purposes. During the current year, the Company changed its reporting currency from United States Dollars to Canadian Dollars and thus there was no foreign exchange during the comparative period.

- Earned interest income of $1,648 (2009 - $Nil) on funds held in the bank.

- Recorded a write-off $483,319 (2009 - $Nil) in mineral property costs related to the Fisher Canyon Property.

Three month period ended August 31, 2010

The Company had net income of $3,665 for the three month period end August 31, 2010 (period from incorporation on July 10, 2009 to August 31, 2009 – ($35,686) - loss). This result is skewed when compared to the prior quarters because of various year ended audit adjustments made during the current quarter. Some of the significant expense items are as followings:

- Advertising and promotion costs $23,273 (2009 - $Nil) are related to the dissemination of press releases and fees paid to third parties to increase the Company's awareness about its projects.

- Consulting fees of $23,805 (2009 - $Nil) were paid to the Company's president and directors of the Company.

- Office and general costs of $13,291 (2009 -$227) have increased because the Company's activities have increased which includes office rent of $2,718.

- Professional fees of $48,460 (2009 - $21,687) have increased over the comparative period due to the increase in activity upon completion of the qualifying transaction.

- Travel and related costs of $4,010 (2009 - $13,772) are have decreased over the comparative period due to the Company's President travelling less.

- Earned interest income of $760 (2009 - $Nil) on funds held in the bank.

Related Party Transactions

The Company entered into the following transactions with related parties during the year ended August 31, 2010:

i) Paid or accrued $75,787 (2009 - $Nil) in consulting fees to directors John Watson and Wayne Yang and $7,134 (2009 - $Nil) in office and general costs to director John Watson.

ii) Paid or accrued $1,881 (2009 - $Nil) in consulting fees to director Odin Christensen.

iii) Paid or accrued $28,373 (2009 - $Nil) in professional fees to ASI Accounting Services Inc, a company controlled by Ron Schmitz, an officer of the Company.

iv) Paid or accrued $10,610 (2009 - $Nil) in geological consulting fees to director Odin Christensen.

Included in accounts payable and accrued liabilities is $5,000 (2009 - $5,000) due to the above related parties.

The related party transactions have been in the normal course of operations and are recorded at their exchange amounts, which is the consideration agreed upon by the related party.

Liquidity and Capital Resources

The financial statements have been prepared on a going concern basis which assumes that the Company will be able realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

	August 31, 2010	August 31, 2009
Working capital	$ 603,548	$ 51,913
Deficit	(1,036,180)	(35,686)

Net cash used in operating activities for the period was $298,699. This amount consists of an operating loss of $1,000,494, items not affecting cash of $676,233 consisting of $367 as foreign exchange on the reclamation bond, $192,547 relating to stock-based compensation and $483,319 for the write-off of the Fisher Canyon Property, a decrease in accounts receivable of $15,285, an increase in prepaids of $2,389 and an increase of $12,666 in accounts payable and accrued liabilities. During the comparative period, net cash used in operating activities was $15,040.

Net cash provided by investing activities for the period was $133,615, consisting of $672,586 in cash acquired in the reverse takeover of NV Gold USA, $23,857 for the acquisition of a reclamation bond and $515,114 incurred as mineral property and deferred exploration costs. During the comparative period, net cash used in investing activities was $123,910.

Financing activities provided net cash of $726,609 from the issuance of 3,298,680 common shares for gross proceeds of $819,737 and the payment of net, $90,127 in share issue costs. During the comparative period, net cash provided by financing activities was $229,998.

There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. If adequate financing is not available when required, the Company may be required to delay, scale back or eliminate various programs and may be unable to continue in operation. The Company may seek such additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

The Company's revenues, if any, are expected to be in large part derived from the mining and sale of precious minerals or base metals or interests related thereto. The economics of developing and producing mineral properties are affected by many factors including the cost of operations, variations in the grade of ore mined and the prices of minerals and metals. Depending on the foregoing, the Company may determine that it is impractical to continue commercial production. Prices, which have fluctuated significantly, are affected by many factors beyond the Company's control including anticipated changes in international investment patterns and monetary systems, economic growth rates and political developments. The supply of precious minerals or base metals is related to the economics of new mine production and operating costs for existing producers, as well as the demand from financial institutions and consumers. If the market price falls below the Company's full production costs and remains at such levels for any sustained period of time, the Company will experience losses and may decide to discontinue operations or other development of a project or mining at one or more of its properties.

Financial Instruments and Risk Management

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The carrying value of receivables and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments. Cash in carried at fair value using a level 1 fair value measurement.

Financial risk factors

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 a counterparty's inability to fulfill its payment obligations. Management believes that the credit risk concentration with respect to financial instruments included in cash is remote. The Company's receivables are mainly GST recoverable from the Canadian Government.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at August 31, 2010, the Company had a cash balance of $655,573 to settle current liabilities of $57,921. All of the Company's financial liabilities are subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, and commodity and equity prices. These fluctuations may be significant and the Company, as all other companies in its industry, has exposure to these risks.

(a) Interest rate risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to maintain cash in its banking institutions and does not believe interest rate risk to be significant.

(b) Price risk

The Company is not a producing entity so is not directly exposed to fluctuations in commodity prices. The Company is exposed to price risk with respect to 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. The Company closely monitors individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

(c) Foreign currency risk

The Company's operations are currently primarily in the United States which exposes the Company to foreign exchange risk. The Company is subject to currency risk due to the fluctuations of exchange rates between the Canadian and United States dollars. The Company does not enter into derivative financial instruments to mitigate foreign exchange risk.

Capital Management

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital that it manages as share capital, and cash.

The Company is in the exploration stage; as such the Company has historically relied on the equity markets to fund its activities. The Company will continue to assess new sources of financing available and to manage its expenditures to reflect current financial resources in the interest of sustaining long term viability.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements as at August 31, 2010.

Additional Disclosure for Venture Issuers without Significant Revenue

Please refer to Note 5 in the audited consolidated financial statements for the year ended August 31, 2010 for description of the capitalized exploration and development costs presented on a property-by-property basis.

Outstanding Share Data

The following table summarizes the Company's outstanding share data as of the date of this Management Discussion and Analysis:

	Number of shares Issued or issuable
Common shares	14,856,660
Stock options	1,265,000
Warrants	3,396,750
Agent's warrants	260,000

On November 23, 2009, 560,000 common shares were released from escrow and on May 23, 2010 an additional 840,000 common shares were released from escrow. As at August 31, 2010 there are 4,200,000 common shares held in escrow.

Changes in Accounting Policies

Foreign currency

The Company changed its primary functional and reporting currency from United States Dollars to Canadian Dollars. During the period, the Company completed its qualifying transaction, as described above, with a private Nevada based exploration stage company, NV Gold USA. These consolidated financial statements reflect the reverse takeover of the Company by NV Gold USA. The reason for the change in reporting currency is that the Company trades in Canadian Dollars on the TSXV and all its equity issuances are in Canadian Dollars. NV Gold USA's balance sheet as at August 31, 2009 has been converted from United States Dollars to Canadian Dollars as follows:

	United States Dollars	Foreign Exchange	Canadian Dollars
Cash	$ 81,944	$ 1.1111	$ 91,048
Deferred acquisition costs	11,251	1.1111	12,502
Mineral properties and deferred costs	116,738	1.1111	129,707
Accounts payable and accrued liabilities	35,222	1.1111	39,135
Capital stock	4,600	1.1111	5,111
Contributed surplus	202,400	1.1111	224,887
Deficit	(32,289)	1.1052	(35,686)

As a result of the conversion from United States Dollars to Canadian Dollars, there was a cumulative translation adjustment of $190 which is recorded under other comprehensive income at August 31, 2009. Going forward, any foreign exchange difference on the conversion of United States Dollars to Canadian Dollars will be charged directly to operations.

Goodwill and intangible assets

The Company adopted the Canadian Institute of Chartered Accountants ("CICA") recommendations pertaining to goodwill and intangible assets which establishes revised standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets. The new standard also provides guidance for the treatment of pre-production and start-up costs and requires that these costs be expensed as incurred. The adoption of this section did not have a significant impact on the Company's financial statements.

Amendment to Financial Instruments - Disclosures

In June 2009, the CICA amended "Financial Instruments – Disclosures" to include additional disclosure requirements about fair value measurements for financial instruments and liquidity risk disclosures. These amendments require a three-level hierarchy that reflects the significance of the inputs used in making the fair value measurements. The three levels of the fair value hierarchy are as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

Other than additional disclosure in Note 9 of the audited consolidated financial statements for the year ended August 31, 2010, the adoption of this revised section did not result in a material impact on the Company's consolidated financial statements.

Recent Accounting Pronouncements

Business combinations, Non-controlling interest and consolidated financial statements

In January 2009, the CICA issued Handbook Sections 1582 “Business Combinations”, 1601 “Consolidated Financial Statements” and 1602 “Non-controlling Interests” which replace CICA Handbook Sections 1581 “Business Combinations” and 1600 “Consolidated Financial Statements”. Section 1582 establishes standards for the accounting for business combinations that is equivalent to the business combination accounting standard under IFRS. Section 1582 is applicable for the Company’s business combinations with acquisition dates on or after January 1, 2011. Early adoption of this Section is permitted. Section 1601 together with Section 1602 establishes standards for the preparation of consolidated financial statements. Section 1601 is applicable for the Company’s interim and annual consolidated financial statements for its fiscal year beginning September 1, 2011. Early adoption of this Section is permitted and all three Sections must be adopted concurrently.

International Financial Reporting Standards Changeover Plan and Assessment

In February 2008, the Accounting Standards Board (“AcSB”) confirmed that International Financial Reporting Standards (“IFRS”) will replace Canadian GAAP for public accountable enterprises for fiscal years beginning on or after January 1, 2011, including comparative figures for the prior year.

The Company will transition to IFRS effective January 1, 2011 and plans to issue its first interim financial statements under IFRS for the three month period ending November 30, 2011 and a complete set of financial statements under IFRS for the year ending August 31, 2012.

A changeover plan is being established to convert to the new standards within the allotted timeline and is expected to consist of the following three key phases:

1. Phase 1 – Assess the impact;
2. Phase 2 - Design; and
3. Phase 3 - Implementation

Phase one will carry out a detailed assessment of the impact of the conversion to IFRS.

Phase two will build the tools required for the conversion based on management’s decisions about accounting options and the related disclosures.

Phase three will roll-out the designed changes. The changes will include the development of the new accounting policies and consolidation templates, the preparation of the IFRS financial statements, and related note disclosure.

The Company is going to consult external advisors to assist in the development and execution of a changeover plan to complete the transition to IFRS.

The key elements of the Company’s changeover plan will include the impact of IFRS on the following items:

•Accounting policies

•Property, Plant and Equipment (“PP&E”)

IFRS and Canadian GAAP contain the same basic principles of accounting for property, plant and equipment; however, there are some differences between them. For example, capitalization of directly attributable costs in accordance with IAS 16, Property, Plant and Equipment (“IAS 16”) may require measurement of an item of property, plant and equipment upon initial recognition to include or exclude certain previously recognized amounts under Canadian GAAP. Specifically, there may be changes in accounting for:

•The amount of capitalized overheads;

•The capitalization of major inspections that were previously expensed under Canadian GAAP;

•The capitalization of depreciation for which the future economic benefits of that asset are absorbed in the production of other assets; and

•The capitalization of borrowing costs in accordance with IAS 23, borrowing Costs.

Management does not expect this change to have an impact on the Company's financial position.

•*Impairment of Assets*

IAS 36, Impairment of Assets ("IAS 36") uses a one-step approach for testing and measuring asset impairments, with asset carrying values being compared to the higher of value in use and fair value less costs to sell. Value in use is defined as being equal to the present value of future cash flows expected to be derived from the asset in its current state. In the absence of an active market, fair value less costs to sell may also be determined using discount cash flows. The use of discount cash flows under IFRS to test and measure asset impairment differs from Canadian GAAP where undiscounted future cash flows are used to compare against the asset's carrying value to determine if impairment exists. This may result in more frequent write-downs in the carrying value of assets under IFRS since asset carrying values that were previously supported under Canadian GAAP based on undiscounted cash flows may not be supported on discounted cash flow basis under IFRS. However, under IAS 36, previous impairment losses may be reversed where circumstances change such that the impairment has reduced. This also differs from Canadian GAAP, which prohibits the reversal of previously recognized impairment losses. Management does not expect this change to have an impact on the Company's financial position.

•*Income Taxes*

IAS 12, Income Taxes ("IAS 12") prescribes that an entity account for the tax consequences of transactions and other events in the same way that it accounts for the transactions and other events themselves. Therefore, where transactions and other events are recognized in earnings, the recognition of deferred tax assets or liabilities which arise from those transactions should also be recorded in earnings. For transactions that are recognized outside of the statement of earnings, either in other comprehensive income or directly in equity, any related tax effects should also be recognized outside of the statement of earnings.

The most significant impact of IAS 12 on the Company will be derived directly from the accounting policy decisions made under IAS 16. Management does not expect this change to have an impact on the Company's financial position.

•*First-Time Adoption of International Financial Reporting Standards*

Under IFRS 1, First-Time Adoption of International Financial Reporting Standards ("IFRS 1") provides the framework for the first time adoption of IFRS and specifies that an entity shall apply the principles under IFRS retrospectively. All adjustments that arise on retrospective conversion to IFRS from other GAAP should be recognized directly in retained earnings. Certain optional exemptions and mandatory exceptions to retrospective application are provided for under IFRS 1.

Under IFRS 1, an entity has the option to retroactively apply IFRS 3 to all business combinations or may elect to apply the standard prospectively only to those business combinations that occur after the date of transition. The CICA Handbook Section 1582, Business Combinations and Section 1602, Non-Controlling Interests are substantially aligned with the accounting for business combinations and non-controlling interests under IFRS 3. Management does not expect this change to have an impact on the Company's financial position.

Outlook

The Company's primary focus for the foreseeable future will be on the exploration and development of its mineral properties in Nevada and New Mexico.