MANAGEMENT DISCUSSION AND ANALYSIS

Dated April 17, 2014

For the year ended December 31, 2013

(Form 51-102F1)

April 17, 2014

This Management's Discussion and Analysis (MD&A) reviews the activities of Conquest Resources Limited ("Conquest", or the "Company") and compares the financial results for the year ended December 31, 2013 with those of the corresponding period of 2012. For a more complete understanding of the Company's financial condition and results of operations, this MD&A should be read together with the audited financial statements and the accompanying notes for the years ended December 31, 2013 and 2012, a copy of which is filed on the SEDAR website. The Company prepares its financial statements in accordance with International Financial Reporting Standards ("IFRS"), and these statements are filed with the relevant regulatory authorities in Canada. All monetary amounts are in Canadian dollars unless otherwise stated.

COMPANY OVERVIEW

Conquest Resources Limited is a mineral exploration company engaged in the exploration and development of mineral properties in Ontario. The Company also maintains a claim to two mineral properties in Zimbabwe. The Company's principal exploration target is gold. Conquest is a reporting issuer in Ontario, British Columbia and Alberta and trades on the TSX Venture Exchange under the symbol CQR.

Conquest holds an undivided 100% interest in the **Alexander Property** located in the Red Lake mining camp. A 2% net smelter royalty was reserved at the time of acquisition during 2002 by the previous owner, a holding company, which is controlled by the present Chairman of Conquest. Conquest is the sole operator of the Alexander Property.

Conquest holds a 50% interest in the **Sunday Lake Property** located approximately 7 kilometres due east adjacent of Detour Gold Corporation's ("Detour Gold") open pit gold mine situated 200 kilometres northeast of Timmins, Ontario. The Sunday Lake Property is a 13 square-kilometre sized block consisting of three (3) mining leases and is subject to a 50/50 joint venture with Detour Gold with Detour Gold as the Operator.

Conquest also holds a 100% interest in the **Smith Lake Property** which consists of six (6) patented mining claims and thirty-four (34) mining claims covering approximately 6,300 hectares of land located within the Missanabie-Goudreau Greenstone Belt in Leeson, Stover, and Rennie Townships in northern Ontario. The claim group is situated adjacent to the former Renabie gold mine.

Conquest has curtailed all Company financed exploration programs due to current financial and market conditions. During 2013, the Company completed an airborne survey on the Smith Lake Property and Detour Gold carried out an exploration program on the Company's Sunday Lake Property. The Company is reviewing its properties and may seek to dispose of assets should the opportunity arise or market conditions permit.

The Company continues to assess advanced-stage mining project opportunities arising from deflated market conditions across the industry with the objective of adding value to the Company and for which acceptable financing terms may be arranged.

PRIMARY MINERALS PROPERTIES OF THE COMPANY

ALEXANDER GOLD PROJECT

Conquest's Alexander Property lies immediately east of Goldcorp Inc.'s Red Lake and Campbell mines in the heart of the Red Lake Gold Camp and is almost completely surrounded by Goldcorp's land holdings. The Alexander Property is located within the important "Mine Trend" regional structure. Management believes that the Company holds one of the most prospective land positions in the Red Lake gold camp.

Conquest performed active drilling on the Alexander Property between August 2009 and October 2011. As of December 31, 2013, the Company had spent $6,224,000 on exploration on the Alexander Gold Project. The twenty-seven (27) patented mining claims that comprise the Alexander Property do not require any annual minimum expenditures, other than nominal property taxes.

Conquest's exploration activities on the project to date are summarized in a Technical Report dated November 22, 2012 which is available under the Company's profile at www.sedar.com. Recommendations for continued exploration are proposed in this report, which are summarized in the "Future Plans" section of this MD&A.

During July and August of 2013, Conquest collaborated with Rupert Resources Limited ("Rupert") on a combined 2D magnetics and 3D resistivity and induced-polarization ("IP") geophysical survey over the southern claims boundary of Conquest's Alexander Property and Rupert's adjacent Gold Centre Project. The survey was commissioned and funded by Rupert under contract to Abitibi Geophysics Inc. on a ground surface grid that extends north from the Rupert Gold Centre property on to Conquest's property for a distance of approximately 400 metres. The 3D survey was conducted with Abitibi Geophysics' IPower3D system, which is a true 3D array resistivity/IP topographical imaging survey capable of modeling to depths in excess of 500 metres, which is well beyond the limits of conventional IP geophysics techniques. The results of this survey are encouraging and indicate that conductive horizons exist within the Huston Formation and Balmer Assemblage rock units on Conquest's property which may warrant follow-up drilling at a later date.

Goldcorp reported gold production at its Red lake Mine of 493,000 ounces for 2013. Red Lake gold mines' proven and probable gold reserves totaled 2.55 million ounces at December 31, 2013, compared to 3.23 million ounces at December 31, 2012. Reserves were not replaced in the High Grade Zone. During 2013, drilling focused on resource expansion and in-fill drilling in the NXT zone from multiple horizons throughout the mine. Goldcorp reported that exploration drilling will continue to expand the NXT zone as well as testing other higher grade targets throughout its Red Lake mine.

Goldcorp's Red Lake operations are situated in the eastern part of the Red Lake Greenstone Belt. The western boundary of Conquest's Alexander Property is located approximately 500 meters east of the Balmer Complex shaft headframe at Goldcorp's Red Lake gold mine. The Balmer Assemblage is host to the high grade gold ores at the Red Lake mine. Balmer Assemblage rocks are present in most of the drill holes on Conquest's Alexander Property and the well-established mine trend at Red Lake that strikes southeast through the Alexander Property.

SUNDAY LAKE GOLD PROJECT

Conquest's Sunday Lake Property consists of 13 square kilometres of prospective mineral leases located along the Sunday Lake Deformation Zone approximately seven (7) kilometres east of Detour Gold's 15.6 million ounce open pit gold mine in northern Ontario.

In September 2010, Conquest entered into a joint venture agreement with Detour Gold on the Sunday Lake Property pursuant to which Detour had the right to earn a 50% interest in the Property. Under the amended terms of this agreement, Detour could earn its 50% interest in the Property by expending a total of $1,000,000 of exploration prior to December 31, 2013. Detour Gold undertook to complete the exploration in two phases.

During Phase-one, a total of seven (7) exploration drill holes were completed by Detour Gold during 2011 which totaled 1,647 metres of drilling at prioritized target sites that were defined by Detour Gold's compilation of historical work conducted on the property and by Detour Gold's induced polarization geophysical survey (2011) and MMI (Mobile Metal Ion) soil geochemical program over the claim group.

Phase-two was completed during the 2013 winter season and consisted of 19 kilometres of gradient and sectional IP geophysics and the drilling of six (6) exploration holes which totaled 1,695 metres of drilling on the Sunday Lake Property. Drilling by Detour Gold intersected encouraging geology, however assay results for these six holes did not return significant gold values.

The Company retains an undivided 50% interest in the Sunday Lake property. Detour Gold, having made the required expenditures, has earned its 50% undivided interest in the Sunday lake property. Pursuant to the terms of the September 21, 2010 Option and Joint Venture Agreement, Detour Gold Corporation and Conquest Resources Limited are now deemed to be in a joint operation with Detour Gold as the operator.

A report was prepared by Detour Gold that was submitted to Conquest in August, 2013, in which a further twenty-three (23) targets were identified for exploration diamond drilling from encouraging geology and geophysical data collected by Detour Gold during the earn-in period of the 50/50 joint operation.

SMITH LAKE GOLD PROJECT

Conquest's Smith Lake Property consists of six (6) patented mining claims and thirty-four (34) mining claims covering approximately 6,300 hectares of land located within the Missanabie-Goudreau Greenstone Belt in Leeson, Stover, and Rennie Townships in northern Ontario. The property is 100% Conquest owned and is contiguous with the former International Corona Resources Renabie Gold Mine which produced more than 1,000,000 ounces of gold from 1941 through 1991 (at which time the mine was officially closed) from reported reserves of approximately 6 million tonnes at an average grade of 6.6 grams per tonne gold and 2 grams per tonne silver.

During August and September 2011, a total of 1,109 metres of exploration drilling in ten (10) holes was drilled on the Smith Lake patented claims. Of a total 318 samples collected from the core, 30 samples returned anomalous assays ranging from 0.25 gpt to 63.3 gpt gold over 0.22 to 1.50 metres in core length thickness.

A significant gold intersection grading 63.3 grams per tonne (gpt) of gold over 0.28 metres within a mineralized quartz vein was located in the first drill hole (CSL-11-001) of the program. While conducting its drilling program, Conquest uncovered and trenched a mineralized zone of significant width comprised of folded quartz veining over six metres in true thickness where gold mineralization appears consistently elevated.

During February through April 2012, Conquest completed a winter-spring drilling program at Smith Lake comprising a total of 2,652 metres of exploration drilling in twenty-three (23) holes designed to target east-west and north-south oriented structures near the northern extension of the north-south oriented Braminco Shear Zone at sites with coincident structural and Mobile Metal Ion ("MMI") surface geochemical anomalies on Conquest's patented claim group.

In June 2012, the OGS released a geophysical data set containing a compilation of local and regional airborne magnetic and electromagnetic geophysical data for the area covering 70% of the newly amalgamated Conquest land package in the Renabie area.

In April 2013, Conquest completed an airborne electromagnetic ("EM") survey, under contract to Fugro Airborne Surveys (a division of Fugro Canada Corporation) over a twenty-eight (28) square-kilometre sized portion of Conquest's amalgamated claim block known as the Smith Lake Property that is located adjacent to the former Renabie gold mine in northern Ontario. This survey was designed to tie-on to the existing geophysical EM data that was acquired and released by the Ontario Geological Survey ("OGS") in June 2012 in order to provide complete EM coverage over the entire land package with the goal of targeting volcanogenic-hosted massive sulphide ("VMS") mineralization and structurally hosted gold deposits.

FUTURE PLANS

Conquest is currently focused on advancing the exploration activities at the Company's three Ontario based properties.

ALEXANDER GOLD PROJECT

The Technical Report filed on the Alexander Property in November 2012, recommends that additional work be conducted to: "(a) establish and drill test targets through a compilation of existing exploration drilling, geophysics, and geochemistry; (b) follow-up previous geophysical work conducted by Goldcorp on the Alexander Property and the adjacent mine properties; (c) conduct geochemical surveys on the ground and using existing drill core to establish new drill hole targets; and, (d) research and conduct a modern bore-hole EM and IP geophysical survey that utilizes the 2009, 2010, and 2011 drill holes which have been maintained for this purpose" (extract from the Technical Report– November 21, 2012).

The Company intends to undertake these recommendations when financing on terms acceptable to the Company is available or when equity markets allow for the issuance of shares without undue dilution or in such circumstances where a qualified joint-venture partner emerges.

SUNDAY LAKE GOLD PROJECT

Detour Gold and Conquest are now 50/50 joint operation partners on the Sunday Lake property and pursuant to the terms of the Option and Joint Venture Agreement Detour Gold is now designated as the Operator at Sunday Lake. Accordingly, all future plans for exploration and development at Sunday Lake will be proposed by the Operator, Detour Gold.

A total of twenty-three (23) drill targets have been identified by Detour Gold in the report entitled "2013 Report of Drilling and Geophysical Activities on the Sunday Lake Property" dated August 19, 2013. These drill ready targets have been prioritized based on encouraging geology and geophysical data that was acquired during the 2011 and 2013 exploration programs. Additional drilling is recommended on the property. Detour Gold indicated that drilling will not be initiated this winter and accordingly Conquest does not anticipate contributing financially to joint venture exploration during the first three quarters of 2014.

SMITH LAKE GOLD PROJECT

The Company has completed a property-scale geophysical interpretation of the 2012 and 2013 data collected by the OGS and by Fugro Geophysics, under contract to Conquest. The results of this compilation and interpretation study indicate that multiple target sites are present in the volcanic stratigraphy to the west and northwest of the former Renabie minesite. These targets have been prioritized for ground follow-up mapping based on structural complexity and the nature of the conductive horizons oriented sub-parallel to stratigraphy on Conquest's property. Conquest is undertaking additional modelling of the geophysical data compiled by the OGS released in 2012, as a desktop study prior to the commencement of any ground work the Company may undertake at a later date.

SCHEDULES OF DEFERRED EXPLORATION EXPENDITURES

Exploration Properties - Schedule of Deferred Exploration Expenditures
For the years ended December 31, 2013 and 2012

	Alexander		Sunday Lake		Smith Lake		Total	
	2013	2012	2013	2012	2013	2012	2013	2012
	$000's	$000's	$000's	$000's	$000's	$000's	$000's	$000's
Geology, geophysics and geochemistry	-	14	-	-	68	45	68	59
Drilling	-	18	-	-	-	470	-	488
Assays, laboratory	-	-	-	-	-	11	-	11
Travel and accommodation	-	3	-	-	1	47	1	50
Equipment, property lease and other	15	31	1	7	4	58	20	96
Total additions	15	66	1	7	73	631	89	704

Exploration Properties - Schedule of Deferred Exploration Expenditures
For the three month periods ended December 31, 2013 and 2012

	Alexander		Sunday Lake		Smith Lake		Total	
	2013 $000's	2012 $000's	2013 $000's	2012 $000's	2013 $000's	2012 $000's	2013 $000's	2012 $000's
Geology, geophysics and geochemistry	-	-	-	-	8	-	8	-
Drilling	-	-	-	-	-	-	-	-
Assays, laboratory	-	-	-	-	-	-	-	-
Travel and accommodation	-	3	-	-	1	2	1	5
Equipment, property lease and other	13	13	-	3	-	-	13	16
Total additions	13	16	-	3	9	2	22	21

QUALIFIED PERSON AND TECHNICAL REPORT

Benjamin Batson, P. Geo., Vice President Exploration of Conquest Resources Limited, is the Company's Qualified Person for the purposes of National Instrument 43-101 and has approved the technical disclosures within this MD&A.

A technical report entitled "Technical Report on Exploration at the Alexander Gold Project in Red Lake, Ontario" dated November 21, 2012 by Benjamin Batson, P. Geo of Conquest, was filed on SEDAR and may be viewed under the Company's profile at www.sedar.com.

RESULTS OF OPERATIONS

The Company recorded no revenue in the years ended December 31, 2013 or 2012.

For the year ended December 31, 2013, the Company recorded loss before income tax of $890,000 ($0.009 per share); compared to a loss of $378,000 ($0.003 per share) for the year ended December 31, 2012. Administrative expenses for the year ended December 31, 2013 amounted to $184,000, compared to $375,000 in 2012.

The loss in the year ended December 31, 2013 included a loss on disposal of $301,000 on 23,000 Detour Gold shares, and a loss to market value on the marketable securities of $405,000. At December 31, 2012, the Company recorded a loss to market value of $3,000.

SELECTED ANNUAL INFORMATION

The following selected annual information has been derived from the annual consolidated financial statements of the Company, which have been prepared in accordance with International Financial Reporting Standards.

	2013 $	2012 $	2011 $
Loss before income tax, amortization, write downs and gain on sale of investments	(184)	(375)	(449)
Net income (Loss)	(852)	(276)	(804)
Net earnings (loss) per common share - diluted	(0.009)	(0.003)	(0.008)
Net earnings (loss) per common share - basic	(0.009)	(0.003)	(0.008)
Total assets	7,770	8,652	9,073
Cash and cash equivalents	9	2	147
Long-term debt and capital leases	Nil	Nil	Nil
Shareholders equity	6,826	7,692	7,968

Summary of Quarterly Results - IFRS

	Q1 2012 ($000's)	Q2 2012 ($000's)	Q3 2012 ($000's)	Q4 2012 ($000's)	Q1 2013 ($000's)	Q2 2013 ($000's)	Q3 2013 ($000's)	Q3 2013 ($000's)
Net Income/(loss)	(111)	(296)	242	(110)	(286)	(477)	(26)	(63)
Net income/(loss) per share - Basic and diluted	(0.001)	(0.003)	0.003	(0.001)	(0.003)	(0.005)	(0.000)	(0.001)
Total assets	8,988	8,647	8,863	8,652	8,410	7,925	7,898	7,770
Working Capital	1,431	1,016	1,249	1,025	680	196	163	46

- The second quarter 2012 includes $218,000 loss on the market value of marketable securities
- The third quarter 2012 includes $330,000 gain on the market value of marketable securities
- The fourth quarter 2012 includes $115,000 loss on the market value of marketable securities and a deferred income tax recovery of $102,000
- The first quarter of 2013 includes $220,000 loss on the market value of marketable securities
- The second quarter of 2013 includes $407,000 loss on the market value of marketable securities
- The fourth quarter of 2013 includes $107,000 loss on the market value of marketable securities and a reduction of $22,000 in professional fees

LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2013, the Company had cash of $9,000 and held $80,000 in marketable securities. At December 31, 2013, the Company had a working capital surplus of $46,000, compared to a surplus of $1,025,000 at December 31, 2012.

During the year ended December 31, 2013, the Company sold 23,000 Detour Gold Corporation shares for gross proceeds of $270,000, incurring a loss on disposal of $301,000. At December 31, 2013, the Company held 19,440 Detour Gold shares. On April 17, 2014, the Company held 10,040 Detour Gold shares valued at $100,800.

Total assets decreased to $7,770,000 at December 31, 2013 from $8,652,000 at December 31, 2012, primarily due to the devaluation of the marketable securities. Accounts payable and accrued liabilities increased to $54,000 at December 31, 2013 from $46,000 at December 31, 2012.

At December 31, 2013, the Company had mineral properties with a total book value of $7,670,000 of which $6.2M relates to the Alexander Property and $1.1M relates to Conquest's Smith Lake property. In considering the carrying value of the mineral properties presently held, the Company has considered near future follow-on prospecting and drilling programs, compilation data, existing proximate commercial mines, and has determined that primarily because of the strategic location of the Company's Alexander Property located immediately adjacent to Goldcorp's producing Red Lake mine, no impairment is appropriate at this time. The balance sheet values may not represent that which could be obtained if the properties were to be offered for sale at this time.

At December 31, 2013, the Company has not achieved profitable operations, has an accumulated deficit since inception and expects to incur further losses in the development of its business. The Company will need to generate additional financial resources in order to continue as a going concern and to fund any exploration programs. There is a risk that additional financing will not be available to the Company on a timely basis or on acceptable terms. There are no assurances that the Company will be able to obtain additional financial resources. If the Company is unable to obtain adequate additional financing, the Company will be required to curtail operations and exploration activities.

OFF-BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements.

TRANSACTIONS BETWEEN RELATED PARTIES

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

Amounts paid and accrued include the following expenditures which were incurred with directors and officers of the Company, corporations with directors and/or officers in common with the Company, and corporations controlled by directors and/or officers of the company.

	December 31, 2013 ($000's)	December 31, 2012 ($000's)
Salaries and fees	62	257
Equipment rental	-	15
Office and general	14	14
	76	286

No fees were paid by the Company to directors and officers for their services as directors and officers of the Company in the years ended December 31, 2013 or December 31, 2012. Directors' remuneration comprises of administration, geological, investor relations and legal services provided by persons or corporations controlled by persons who are directors.

During the period ended December 31, 2013, the Company made payments or accrued a total of $76,000 to related parties, including $17,000 to Steenberglaw Professional Corporation, a company controlled by Neil J.F. Steenberg, Director and Secretary, for legal fees; $35,000 to Benjamin Batson, Officer, for administration and geology services; $10,000 to Robert Kinloch, Director, for management services; and $14,000 to Labrador Iron Mines Holdings Limited, a company with common directors, for office rent.

Included in accounts payable at December 31, 2013 is $15,000 payable to these related parties. Such amounts were due on demand, unsecured and non-interest bearing.

COMMITMENTS AND CONTINGENCIES

In December, 2009, litigation against the Company and its directors and officers was commenced on behalf of the estate and family of a contractor involved in an accident at the King Bay project. The claim against the Company's directors and officers was dismissed by order of the Court on June 14, 2010. The claim against the Company was settled in September 2013 and approved by the Court in April 2014 within the Company's insurance coverage limits.

CRITICAL ACCOUNTING ESTIMATES

The Company's financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) and require management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and the related disclosure of contingent assets and liabilities, if any. The Company's management makes assumptions that are believed to be reasonable under the circumstances and that are based upon historical experience, current conditions and expert advice. These estimates are reviewed on an ongoing basis for updated information and facts. The use of different assumptions would result in different estimates, and actual results may differ from results based on these estimates.

The following is a discussion of the accounting estimates that are considered by management to be significant in determining the Company's financial results and position:

MINERAL PROPERTY INTERESTS

The Company reviews capitalized costs on its mineral properties on a periodic basis and will recognize impairment in value based upon current exploration or production results, if any, and upon management's assessment of the future probability of profitable revenues from the property or from the sale of the property. Management's assessment of the properties estimated current value may also be based upon a review of other property transactions that have occurred in the same geographic area as that of the property under review. These assessments are based on opinions, estimates and assumptions and are subject to risks and uncertainties, including geological and exploration risks.

ADOPTION OF NEW ACCOUNTING STANDARDS

The Company has adopted the following new standards, along with any consequential amendments, effective January 1, 2013. These changes were made in accordance with the applicable transitional provisions.

IFRS 10 – Consolidated Financial Statements ("IFRS 10") was issued by the IASB in May 2011 and will replace IAS 27 Consolidated and Separate Financial Statements and SIC 12 Consolidation – Special Purpose Entities. IFRS 10 is a new standard which identifies the concept of control as the determining factor in assessing whether an entity should be included in the consolidated financial statements of the parent company. Control is comprised of three elements: power over an investee; exposure, or rights, to variable returns from involvement with the investee; and the ability to use power over the investee to affect returns. The adoption of this standard did not result in any changes in the consolidation status of the Company's subsidiaries.

IFRS 11 – Joint Arrangements ("IFRS 11") was issued by the IASB in May 2011 and will replace IAS 31 Interest in Joint Ventures and SIC 13 Jointly Controlled Entities – Non-Monetary Contributions by Venturers. IFRS 11 is a new standard which focuses on classifying joint arrangements by their rights and obligations rather than their legal form. Entities are classified into two groups: joint operations and joint ventures. A joint operation exists when the parties have rights to the assets and obligations for the liabilities of a joint arrangement. A joint venture exists when the parties have rights to the net assets of a joint arrangement. Assets, liabilities, revenues and expenses in a joint operation are accounted for in accordance with the arrangement. Joint ventures are accounted for using the equity method. The adoption of this standard did not result in any changes to the Company's investments in joint ventures.

IFRS 12 – Disclosure of Interests in Other Entities ("IFRS 12") was issued by the IASB in May 2011. IFRS 12 is a new standard which provides disclosure requirements for entities reporting interests in other entities, including joint arrangements, special purpose vehicles and off balance sheet vehicles. The adoption of this standard did not result in any changes to the Company's disclosure requirements for interests in other entities.

IFRS 13 – Fair Value Measurement ("IFRS 13") was issued by the IASB in May 2011. IFRS 13 is a new standard which provides a precise definition of fair value and a single source of fair value measurement considerations for use across IFRS. IFRS 13 clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions. It also establishes disclosures about fair value measurement. The adoption of this standard did not result in any significant changes to the Company's disclosures of its financial instruments.

IAS 1 – Presentation of Financial Statements ("IAS 1") was amended by the IASB in June 2011. As a result of the amendment, items in other comprehensive income will be required to be presented in two categories: items that will be reclassified into profit or loss and those that will not be reclassified. The flexibility to present a statement of comprehensive income as one statement or two separate statements of profit and loss and other comprehensive income remains unchanged. The adoption of the amendments to this standard has not resulted in any disclosure requirements as the Company's net loss is equal to the Company's comprehensive loss.

IAS 27 - Separate Financial Statements ("IAS 27") was amended during 2011 and replaces IAS 27 Consolidated and Separate Financial Statements. IAS 27 has been reissued to reflect the change of including the consolidation guidance in IFRS 10. In addition, IAS 27 will now only prescribe the accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when the Company prepares separate financial statements. The adoption of the amendments to this standard did not result in any changes to the Company's consolidated financial statements.

IAS 28 - Investments in Associates and Joint Ventures ("IAS 28") was issued by the IASB in May 2011 and supersedes IAS 28 Investments in Associates and prescribes the accounting for investments in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. IAS 28 defines significant influence as the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies. IAS 28 also provides guidance on how the equity method of accounting is to be applied and also prescribes how investments in associates and joint ventures should be tested for impairment. The adoption of the amendments to this standard did not result in any changes to the Company's investments in joint ventures.

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after January 1, 2014 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IFRS 9 – Financial Instruments ("IFRS 9") was issued by the IASB in November 2009 with additions in October 2010 and May 2013 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. This standard is required to be applied for accounting periods on or after January 1, 2018 with earlier adoption permitted.

IAS 32 – Financial Instruments: Presentation ("IAS 32") was amended by the IASB in December 2011 to clarify certain aspects of the requirements on offsetting. The amendments focus on the criterion that an entity currently has a legally enforceable right to set off the recognized amounts and the criterion that an entity intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. The amendments to IAS 32 are effective for annual periods beginning on or after January 1, 2014.

IAS 36 – Impairments of Assets ("IAS 36") was amended by the IASB in May 2013 to clarify the requirements to disclose the recoverable amounts of impaired assets and require additional disclosures about the measurement of impaired assets when the recoverable amount is based on fair value less costs of disposal, including the discount rate when a present value technique is used to measure the recoverable amount. The amendments to IAS 36 are effective for annual periods beginning on or after January 1, 2014.

IAS 39 – Financial Instruments: Recognition and Measurement ("IAS 39") was amended by the IASB in June 2013 to clarify that novation of a hedging derivative to a clearing counterparty as a consequence of laws or regulations or the introduction of laws or regulations does not terminate hedge accounting. The amendments to IAS 39 are effective for annual periods beginning on or after January 1, 2014.

RISK FACTORS

In conducting its business, Conquest faces a number of risks common to the mining and exploration industry. These are summarized below. There are also certain specific risks including those listed below, associated with an investment in the Company and prospective investors should consider carefully these specific risk factors associated with an investment in the Company.

STAGE OF DEVELOPMENT

All of the Company's properties are in the exploration stage. There can be no assurance that the Company will be able to develop and operate any of these projects profitably, or that its activities will generate positive cash flow.

Exploration and development of minerals is a speculative venture involving substantial risk. There is no certainty that the expenditures to be made by the Company will result in discoveries of commercial quantities of ore. Hazards such as unusual or unexpected formations and other conditions are involved.

The development of natural resources which may be acquired or discovered by the Company will be affected by numerous factors beyond the control of the Company. These factors include market fluctuations, the proximity and capacity of processing equipment, proximity of the necessary infrastructure, government regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting minerals and environmental protection. The exact effect of these factors cannot be accurately predicted.

ADDITIONAL FINANCING/GOING CONCERN

The Company's ability to continue exploration and development of its properties will be dependent upon its ability to raise additional financing. No assurances can be made that the Company will be able to raise such additional capital.

The Company has not achieved profitable operations, has an accumulated deficit since inception and expects to incur further losses in the development of its business. The Company will need to generate additional financial resources in order to fund its planned exploration programs and continue as a going concern. There is a risk that additional financing will not be available to the Company on a timely basis or on acceptable terms. There are no assurances that the Company will continue to obtain additional financial resources and/or achieve positive cash flows or profitability. If the Company is unable to obtain adequate additional financing, the Company will be required to curtail operations and exploration activities.

DEPENDENCE UPON KEY PERSONNEL

The success of the operations and activities of the Company is dependent to a significant extent on the efforts and abilities of its management, including in particular its Chairman and its President. The loss of services of any of its management could have a material adverse effect on the Company. The Company does not maintain key man insurance on any of its management.

LAWS AND REGULATIONS

The Company's mining and exploration activities may be affected by the extent of the country's political and economic stability and the nature of government regulation relating to the mining industry and foreign investors therein. Changes in regulation or shifts in political conditions are beyond the control of the Company and may adversely affect its business and its holdings. In addition, mining operations may be affected by government regulations with respect to production, price controls, export controls, income taxes, expropriation of property, environmental legislation and mine safety.

INSURANCE

The Company may become subject to liability for cave-ins, environmental impacts or other hazards of mineral exploration and production against which it cannot insure or against which it may elect not to insure because of high premium costs or other reasons. Payment of such liabilities would reduce funds available for acquisition of mineral prospects or exploration and development and would have a material adverse effect on the Company's financial position. The directors of the Company know of no such liability pending or otherwise at this time.

ADEQUATE LABOUR

The Company will depend upon recruiting and maintaining other qualified personnel to staff its operations. The Company believes that such personnel currently are available at reasonable salaries and wages in the geographic areas in which the Company intends to operate. There can be no assurance, however, that such personnel will always be available in the future. In addition, it cannot be predicted whether the labour staffing at any of the Company's projects will be unionized, resulting in potentially higher operating costs.

GOLD OR OTHER METAL PRICES

The ability of the Company to develop its properties and the future profitability of the Company is directly related to the market price of certain commodities and specifically gold as well as the capitalization of the Company and the general receptiveness of the markets to junior equities.

The price of gold, as well as other precious and base metals, has experienced some volatility over short periods of time and is affected by numerous factors beyond the control of the Company, including international economic and political trends, expectations of inflation, currency exchange fluctuations (including the U.S. dollar relative to the Canadian dollar and other currencies), interest rates, global or regional consumption patterns, speculative activities and increases in production due to improved mining and production methods. The supply of and demand for gold and other precious and base metals are affected by various factors including political events, economic conditions and production costs in major mineral producing regions.

FINANCIAL INSTRUMENTS

The Company's risk exposures and the impact on the Company's financial instruments are summarized below. There have been no changes in the risks, objectives, policies and procedures from the previous period.

FAIR VALUE

The carrying amounts for cash, marketable securities, amounts receivable and accounts payable and accrued liabilities on the consolidated statements of financial position approximate fair value because of the limited term of these instruments. The marketable securities are stated at the quoted market value.

INTEREST RATE RISK

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by major Canadian banks. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

CREDIT RISK

Credit risk is the risk that a client or vendor will be unable to pay or receive any amounts owed or owing by the Company. Management's assessment of the Company's risk is low as it is primarily attributable to funds held in Canadian banks.

COMMODITY PRICE RISK

The ability of the Company to develop its properties and the future profitability of the Company is directly related to the market price of certain minerals, particularly gold.

LIQUIDITY RISK

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. At December 31, 2013, the Company had cash of $9,000 and marketable securities of $80,000, to settle current liabilities of $54,000. The Company's accounts payable have contractual maturities of less than 30 days and are subject to normal trade terms. Other financial liabilities arise from the issue of flow-through shares and are reversed once exercised.

MARKET RISK

Market risk incorporates a range of risks. Movements in risk factors, such as market price risk and currency risk, affect the fair values of financial assets and liabilities. The Company is exposed to these risks as the ability of the Company to develop or market its properties and the future profitability of the Company is related to the market price of certain minerals.

CAPITAL RISK

The Company manages its capital to ensure that there are adequate capital resources for the Company to maintain and explore its mineral properties. The capital structure of the Company consists of shareholders' equity.

SENSITIVITY ANALYSIS

The Company has designated its marketable securities as fair value through profit or loss, which are measured at fair value. Cash and amounts receivable are classified as loans and receivables, which are measured at amortized costs. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost.

As at December 31, 2013, the carrying value of the Company's financial instruments approximate their fair value.

Based on management's knowledge and experience in the financial markets, sensitivity to a plus or minus 10% change in the share price of marketable securities, based on the quoted market price at December 31, 2013, would affect net income by plus or minus $8,000.

As at December 31, 2013, the Company did not hold any material balances in foreign currencies that would give rise to exposure to foreign exchange risk.

PRICE VOLATILITY OF PUBLICLY TRADED SECURITIES

Securities of exploration companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally, and market perceptions of the relative attractiveness of particular industries. The Company's share price is also likely to be significantly affected by short-term changes in metal prices or in the Company's financial condition or results of operations as reflected in quarterly earnings reports.

FAIR VALUE HIERARCHY AND LIQUIDITY RISK DISCLOSURE

The fair value hierarchy have the following levels: (a) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1); (b) inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices) (Level 2); and (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3). At December 31, 2013, the Company's financial instruments that are carried at fair value, consisting of marketable securities have been classified as Level 1 within the fair value hierarchy.

OUTSTANDING SHARE CAPITAL

The Company has unlimited authorized share capital of a single class of common shares of which, at December 31, 2013 and April 17, 2014, 95,477,728 common shares were issued. Each common share entitles the holder to one vote. The common shares rank equally for dividends and for all distributions upon dissolution or wind up.

At December 31, 2013 there were 4,300,000 share options outstanding and at April 17, 2014, there were 1,200,000 share options outstanding, issued pursuant to the Company's Stock Option Plan.

ADDITIONAL INFORMATION

Additional information about the Company is available under the Company's profile on SEDAR at www.sedar.com and on the Company's website at www.conquestresources.net.

The Company reports its financial information in Canadian dollars.

FORWARD-LOOKING STATEMENTS

This management's discussion and analysis contains certain forward-looking statements relating to, but not limited to, the Company's expectations, intentions, plans and beliefs. Forward-looking information can often be identified by forward-looking words such as "anticipate", "believe", "expect", "goal", "plan", "intend", "estimate", "may" and "will" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. Forward-looking information may include reserve and resource estimates, estimates of future production, unit costs, costs of capital projects and timing of commencement of operations, and is based on current expectations that involve a number of business risks and uncertainties. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, failure to establish estimated resources and reserves the grade and recovery of ore which is mined varying from estimates, capital and operating costs varying significantly from estimates, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, delays in the development of projects changes in exchange rates, fluctuations in commodity prices, inflation and other factors. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from expected results. Shareholders and prospective investors should be aware that these statements are subject to known and unknown risks uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking statements. Shareholders are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and various future events will not occur. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking information whether as a result of new information, future events or other such factors which affect this information, except as required by law.

April 17, 2014