

# **INTIGOLD MINES LTD. (FORMERLY SEANESS CAPITAL CORPORATION)**

(a former Capital Pool Company)

## **Form 51-102F1 Management's Discussion & Analysis For the 6 months Ended January 31, 2013**

### **1.1.1 Date March xx, 2013**

#### **Introduction**

The following management's discussion and analysis, prepared as of January 31, 2013, is a review of operations, current financial position and outlook for Intigold Mines Ltd. (formerly Seanness Capital Corporation) (the "Company") and should be read in conjunction with the Company's audited financial statements for the year ended July 31, 2012 and the notes thereto. The reader should also refer to the annual audited financial statements for the year ended July 31, 2011 and the Management Discussion and Analysis for this year. Amounts are reported in Canadian dollars based upon financial statements prepared in accordance with Canadian general accounting principles. Additional information relevant to the Company's activities can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

#### **Forward-Looking Statements**

Certain statements contained in the following Management's Discussion and Analysis (MD&A) constitute forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements.

#### **Risks and Uncertainties**

A going concern assessment is outlined in 1.13.

### **1.2 Overall Performance**

#### **Description of Business**

The Company is a reporting issuer in British Columbia and Alberta and its common shares are listed and posted for trading on the TSX Venture Exchange under the symbol "IGD".

The Company's head office is located at Suite 304, 700 West Pender Street, Vancouver, British Columbia, V6C 1G8, and its registered and records offices are located at Suite 304 – 700 West Pender Street, Vancouver, BC., V6C 1G8.

The principal business of the Company is the acquisition, exploration and development of natural resource properties. The Company currently owns, or has acquired an option to earn an interest in, properties located in Peru and British Columbia. The Company has also invested in non-mining opportunities and has advanced funds into a non-mining entity called Ttagit Social Networks Inc. It currently owns 51% of Ttagit Social Networks Inc.

Additional information related to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).

On March 22, 2010, as amended on September 22, 2010 and completed on November 4, 2010, the Company entered into a Share Exchange Agreement (the "Agreement") with Intigold Mines

Ltd. ("Intigold"), a private mineral exploration company. The transaction, which was completed by way of a share exchange, resulted in the Company acquiring 100% of the outstanding shares of Intigold. Upon completion of the acquisition, Intigold became a wholly-owned subsidiary of the Company. Concurrent with the acquisition, the Company changed its name to Intigold Mines Ltd.

## **Performance Summary**

The following is a summary of significant events and transactions that occurred during the 6 months ended January 31, 2013:

### **Beaverdell Project, British Columbia, Canada**

On August 15, 2007, as amended August 20, 2007, and January 15, 2010, the Company entered into a Property Purchase Agreement (collectively the "Property Agreement") with St. Elias Mines Ltd., ("St. Elias"). Under the terms of the Property Agreement, the Company has the right to acquire a 100% interest (subject to a 1.5% net smelter royalty) in the Beaverdell Property. Pursuant to the terms of the Property Agreement, the Company can acquire a 100% interest in the Beaverdell Property by paying \$250,000 to the St. Elias, issuing 400,000 common shares of the Company to the St. Elias and by incurring \$1 million in exploration expenditures on the Beaverdell Property. Exploration work consisting of mechanized trenching, 3D-IP geophysical surveys and soil and rock geochemical sampling have been completed. Additional exploration work including soil sampling, geophysical surveys, trenching and diamond drilling is ongoing. The Beaverdell Project claims are in good standing until June 15, 2013.

### **Scandie Property, British Columbia, Canada**

On February 22, 2011, the Company entered into an agreement to acquire a 100% interest in certain mining claims located in the Greenwood Mining Division, British Columbia for total consideration of \$31,500. Exploration work consisting of geochemical soil sampling and geological mapping was completed during August 2011. Total costs for this work together with, BC government mineral claim assessment filing fees were \$7,429. The Scandie Property is in good standing until July 15<sup>th</sup>, 2017.

### **Evening Star Property, British Columbia, Canada**

On February 22, 2011, the Company entered into an agreement to acquire a 100% interest in certain mining claims located in the Slocan Mining Division, British Columbia for total consideration of \$25,000. Cash in Lieu of exploration work was filed in November 2011 to keep the claim in good standing until August 31, 2012. Total cost including BC government filing fees was \$638. Subsequent to this filing, this is in good standing until September 1<sup>st</sup>, 2013.

### **Donnamore Property, British Columbia, Canada**

On February 24, 2011, the Company entered into an agreement to acquire a 100% interest in certain mining claims located in the Kamloops Mining Division, British Columbia for total consideration of \$5,000. Exploration work consisting of geological mapping and rock sampling was completed in August 2011. Total costs for this work was \$4,800. Exploration work comprising of geological mapping, geochemical soil and rock sampling and prospecting was completed during the summer of 2012. The total cost of this work was \$50,000. The claims are in good standing until August 15<sup>th</sup>, 2022.

### **Goldpost Property, British Columbia**

On April 25, 2012, the Company entered into an agreement to acquire 100% interest in certain mining claims in the Osoyoos Mining Division, British Columbia, for total consideration of \$163,353 (US\$165,000). Exploration work consisting of geological mapping, geochemical soil and rock sampling and prospecting was completed during the summer of 2012. The total cost of this work was \$25,000. The claims are in good standing until November 15<sup>th</sup>, 2013.

### **Cueva Blanca Gold Property, Lambayeque Department, Northern Peru**

On June 1, 2011, the Company entered into a letter agreement with St. Elias Mines Ltd. ("St. Elias") whereby the St. Elias has granted and option to the Company to earn a 60-percent carried interest, subject to a 1.5-per-cent net smelter return royalty (NSR), in the property, located in northern Peru by paying the sum of \$200,000 in cash, by issuing 1,000,000 common shares in the capital of the Company to St. Elias, and by incurring for \$1,500,000 in exploration expenditures. Community relations work at the Property is ongoing. The company is currently completing necessary permitting to commence a planned 10,000m diamond drilling program on the property. On February 13, 2013, the Company terminated its option agreement with St. Elias due to social unrest/violence being encountered in northern Peru by other exploration companies, such as Candente Coppersat's Canariaco project, which adjoins the Cueva Blanca to the east, and at Golden Alliance's Rio Tabaconas project.

### **Chance E, Southwest Peru**

On July 17, 2012, the Company entered into an option agreement with St. Elias Mines Ltd., ("St. Elias") whereby the Company can earn a 60-per-cent interest in the Chance E mineral concession which adjoins St. Elias's wholly owned Tesoro gold project located in southwestern Peru.

Under the terms of the option agreement, the Company can acquire a 60-per-cent interest in the Chance E claim (subject to a 1.5-per-cent net smelter returns royalty (NSR)) in consideration of making cash payments of \$500,000 to St. Elias, issuing one million common shares in the capital of Intigold to St. Elias and incurring \$1-million in exploration expenditures on the property over a three-year period. The Company's first year commitment under the option agreement is to pay \$50,000 to St. Elias and incur \$200,000 in exploration expenditures on the property.

On January 17, 2013, the Company issued 1,000,000 common shares to St. Elais pursuant to the option agreement. As at January 31, 2013, the Company has paid \$50,000 as an option payment.

## Summary of Exploration activities for the 6 months Ended January 31, 2013

	2013					2012	
	Total	Cueva Blanca Peru	Beaverdell Canada	Donnamore Canada	Gold Post Canada	Other Canada	Total
	\$	\$	\$	\$	\$	\$	
General (other)	198,250	185,831	-	-	10,000	2,419	340,166
Mobilization and camp costs	-	-	-	-	-	-	16,157
Travel	-	-	-	-	-	-	3,000
	<b>198,250</b>	<b>185,831</b>	<b>-</b>	<b>-</b>	<b>10,000</b>	<b>2,419</b>	<b>359,323</b>
Exploration and development expenditures, beginning of the period	409,347	3,000	358,961	30,411	15,000	1,975	50,024
Exploration and development expenditures, cumulative to date	607,597	188,831	358,961	30,411	25,000	4,394	409,347

### Financings

During the 6 months ended January 31, 2013, the Company issued 95,454 shares pursuant to an exercise of warrants at \$0.22 per share realising cash proceeds of \$21,000; and 50,000 shares pursuant to an exercise of options at \$0.20 per share realising cash proceeds of \$10,000.

The Company also issued 719,500 units as a partial completion of the private placement; each unit is priced at \$0.25 per unit resulting in cash proceeds of \$179,875. Each unit consists of one common shares and one share purchase warrant, whereby, the warrant holder can purchase one additional common share of the Company at a price of \$0.35 per common share for a period in the first year and \$0.45 per share in the second year expiring on September 10, 2014. The Company paid \$9,488 in cash as a finders fee.

The Company issued 1,000,000 common shares to St. Elias Mines Ltd., pursuant to an options agreement for the Chance E property.

### Incentive Stock Options

During the 6 months ended January 31, 2013, the Company granted 770,000 additional stock options with an exercise price between \$0.18 & \$0.30 per share. The options will expire on August 14, 2014 and August 15, 2014. The following table represents the number of stock options that are outstanding as at January 31, 2013.

Date of Grant	Number of Options	Price Per Option	Expiry Date
March 30, 2012	400,000	\$0.27	March 30, 2014
May 8, 2012	1,000,000	\$0.30	May 8, 2014
May 31, 2012	20,000	\$0.30	May 31, 2014
August 14, 2012	530,000	\$0.18	August 14, 2014
August 15, 2012	240,000	\$0.30	August 14, 2014

### Other Corporate Matters

On November 4, 2012, 2,230,000 stock options expired, which had an exercise price of \$0.20, and on December 1, 2012, 400,000 stock options expired, these had an exercise price of \$0.33.

On December 11, 2012, the Company received shareholder and TSX-V exchange acceptance to the transaction to purchase 51% interest in Ttagit Social Networks Inc.

## 1.2 Selected Annual Financial Information

	Year Ended July 31, 2012	Year Ended July 31, 2011	Year Ended July 31, 2010
<b>Operations:</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Bank Charges & Interest	(3,372)	(21)	-
Office & General Expenses	94,164	134,712	2,011
Professional Fees	139,753	74,274	26,700
Stock Based Compensation	265,289	669,244	-
Transfer Agent, Listing & Filing Fees	37,362	42,622	12,086
Consulting	164,000	176,054	-
General Exploration	359,323	50,024	-
W/O Deferred Cost PAPO	-	-	235,268
Subtotal	(1,056,519)	(1,146,909)	(276,065)
Income	-	-	-
Loss for the Period	(1,056,519)	(1,146,909)	(276,065)
Basic & Diluted Loss per Share	(0.05)	(0.08)	(0.06)
<b>Balance Sheet</b>			
Working Capital	620,657	1,369,750	111,680
Total Assets	3,371,821	2,836,329	136,807
Total Long Term Liabilities	Nil	Nil	Nil

## 1.3 Results of Operations

### Three months ended January 31, 2013

During the quarter ended January 31, 2013, the Company incurred a comprehensive loss of \$327,463 compared to \$138,957 loss for the corresponding period. The largest expense items that resulted in a significant increase in net comprehensive loss for the quarter ended January 31, 2013 were;

General exploration for the quarter ended January 31, 2013, increased to \$152,414 from \$67,992 for the quarter ended January 31, 2012. The Company incurred \$140,595 in exploration costs on the Cueva Blanca property. This amount has not been paid as at January 31, 2013. The Company also incurred \$10,000 on the Gold Post property in Canada.

Office and general expenses for quarter ended October 31, 2012 increased to \$65,715 from \$2,784 for the quarter ended January 31, 2013. The increases relate to the following items;

- Investor relations increased by \$11,224 as the Company began to increase its marketing and promotional activities.
- Travel and entertaining increased by \$8,993 as the Company continued to try to raise funds to pursue its exploration and technology activities.
- Office supplies increased by \$23,874 caused by the addition of expenses related to Ttagit Social Networks Inc.

Consulting fees increased to \$85,024 for the three months ended January 31, 2013, when compared to \$39,000 for the corresponding period in the prior year. The increase was caused by fees paid to a consulting geologist for the management of the Company's properties.

There was no stock-based compensation for the three months ending January 31, 2013 and January 31, 2012.

The operating loss for the three months ending January 31, 2013 increased to \$327,094 (2012: \$138,957); the increased was caused by the aforementioned expenses for the quarter.

The interest paid for the 3 months ending January 31, 2013 of \$369 (2011: interest received of \$1,366). The decrease in interest received was caused by a depletion in cash at bank due to the expenses of the company.

Net loss and comprehensive loss of the 3 months ending January 31, 2013 was \$327,463 (2011: \$138,957).

### **Six months ended January 31, 2013**

During the 6 months ended January 31, 2013, the Company incurred a comprehensive loss of \$671,747 compared to \$312,595 loss for the corresponding year. The largest expense items that resulted in a significant increase in net comprehensive loss for 6 months ended January 31, 2013 were;

General exploration for the 6 months ended January 31, 2013, increased to \$198,250 from \$185,686 for the 6 months ended January 31, 2012. The Company incurred \$185,831 in exploration costs on the Cueva Blanca property. This amount has not been paid as at January 31, 2013. The Company also incurred \$10,000 on the Gold Post property.

Office and general expenses for 6 months ended January 31, 2013 increased to \$177,315 from \$5,678 for the 6 months ended January 31, 2012. The increases relate to the following items;

- Investor relations increased to \$46,502 as the Company continued to increase its promotional and marketing activities.
- Travel and entertaining increased to \$66,630 as the Company aggressively continued to pursue its awareness and promotional campaign so that it can raise funds to pursue its exploration and technology activities.
- Office supplies increased to \$27,120 due to the consolidation of Ttagit Social Networks Inc.
- Rent increased to \$12,735 due to the consolidation of Ttagit social Networks Inc.

Professional fees the 6 months ended January 31, 2013 increased to \$40,669 from \$22,393 for the 6 months ended January 31, 2012. The increase was caused by an increase in accounting fees due to the additional work related to the Ttagit purchase and an increase in legal fees.

Stock-based compensation charges for the 6 months ended January 31, 2013, increased to \$115,622 from \$nil for the 6 months ended January 31, 2012. The increase was caused by the Company issuing 770,000 stock options at an exercise price of \$0.18 & \$0.30 per share. The Company uses the Black-Scholes method of calculating the stock-based compensation expense.

The operating loss for the 6 months ended January 31, 2013, increased to \$673,113 (2012: \$312,609); the increase was caused by the aforementioned expenses for the period.

The received interest income from GIC's for the 6 months ended January 31, 2013, was \$1,366 (2012: \$14).

Net loss and comprehensive loss of the 6 months ended January 31, 2013, was \$671,747 (2012: \$312,595). The subsidiary, Ttagit Social Networks Inc, has a non-controlling interest of 49%, hence \$36,879 is attributable to them.

The Company explores for minerals with an emphasis on gold, and has no operating property. The Company has also invested in Ttagit Social Networks Inc. The Company has no earnings and therefore finances these exploration activities by the sale of common shares. The key determinants of the Company's operating results are the following:

- (a) the state of capital markets, which affects the ability of the Company to finance its exploration activities;
- (b) the write down and abandonment of mineral properties as exploration results provide further information relating to the underlying value of such properties; and
- (c) market prices for natural resources.

For the 6 months ended January 31, 2013, the Company reported no discontinued operations, no changes in accounting policy and declared no cash dividends.

### 1.5 Summary of Quarterly Results

The following table sets forth selected financial information of the Company for each of the last eight quarters:

Quarter Ending	Note	Expenses \$	Net Loss \$	Basic and diluted net loss per share \$
January 31, 2013		327,094	(327,463)	(0.01)
October 31, 2012		346,019	(344,284)	(0.01)
July 31, 2012	1	583,113	(579,776)	(0.02)
April 30, 2012		164,169	(164,148)	(0.01)
January 31, 2012		138,957	(138,957)	(0.01)
October 31, 2011		173,652	(173,638)	(0.01)
July 31, 2011		115,619	(115,619)	(0.01)
April 30, 2011		174,098	(174,082)	(0.01)

Note 1 – The increase in loss from the quarter ended April 30, 2012, was caused by an increase in general exploration costs (\$173,187) incurred on the Company's Beaverdell property; professional fees \$111,530) and stock-based compensation charges of \$215,369.

## 1.6 Liquidity and Capital Resources

The Company's operations consist of the exploration and evaluation of natural resource properties. The Company's financial success is dependent upon its ability to find economically viable properties and develop them. The process can take many years and is largely dependent on factors beyond the control of the Company. The Company's historical capital needs have been met by the sale of the Company's stock. The Company's funds on hand have for the past several years been sufficient to cover the Company's exploration and administrative expenses. There is no assurance that equity funding will be possible at the times required by the Company. The Company is finding it extremely challenging to raise equity funds. If no funds are can be raised, then the Company may require a significant curtailing of operations to ensure its survivability.

To date, the Company's operations have been funded almost entirely through the sale of the Company's stock. There is no assurance that the Company will continue to be successful by funding its operations through equity financings. The Company will continue to seek capital through the issuance of common shares.

The Company is a junior exploration company with no revenue-producing operations. Activities include acquiring mineral properties and conducting exploration programs. The mineral exploration business is risky and most exploration projects will not become mines. For the funding of property acquisitions and exploration that the Company conducts itself, the Company does not use long-term debt. Rather, it depends on the issuance of shares from the treasury to investors. Such stock issues in turn, depend on numerous factors, important among are which are a positive mineral exploration climate, positive stock market conditions, a company's track record and experience of management. The Company is also dependent upon extensions of option agreements for the property expenditure requirements.

The financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company's ability to meet its obligations as they fall due and to continue to operate as a going concern is dependent on the continued financial support of the creditors and the shareholders. In the past, the Company has relied on sales of equity securities to meet its cash requirements. There can be no assurance that funding from this or other sources will be sufficient in the future to continue and develop its mineral properties and provide funding to Ttagit Social Networks Inc. Even if the Company is able to obtain new financing, it may not be on commercially reasonable terms or terms that are acceptable to it. The Company also needs to obtain the support of St. Elias Mines Ltd., in providing extensions to its option agreements, if the Company does not meet any of the conditions of the option agreements. Failure to obtain such financing on a timely basis or extensions on the option agreements, could cause the Company to reduce or terminate its operations. The above indicates the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

As of January 31, 2013, the Company had 28,709,100 issued and outstanding shares and 35,779,207 shares on a fully diluted basis. If the Company were to issue the additional shares from the exercise of in-the-money stock options and warrants, then no funds will be raised as both the warrants and options are out of the money.

The Company had \$(215,662), of working capital as at January 31, 2013 compared to \$620,657 as at July 31, 2011. The decrease in working capital resulted from the cash used in operations



of \$239,880, (2012: \$380,714) and investing activities of \$507,181, (2012: \$40,000) during the 6 months ending January 31, 2013, which was partially offset by the issuance of 864,954 common shares for net cash proceeds of \$188,086 as part of a private placement and the exercise of warrants and stock options.

## **1.7 Capital Resources**

As at January 31, 2013, the Company had cash of \$nil. The Company is aggressively pursuing equity financing and there can be no guarantees that the Company will be successful in its endeavors.

As of the date of this MD&A, the Company has no outstanding commitments except for its property agreements. The Company has not pledged any of its assets as security for loans, or otherwise and is not subject to any debt covenants.

The Company may not have sufficient working capital at this time to meet its ongoing financial obligations. The Company's ability to meet its obligations as they fall due and to continue to operate as a going concern is dependent on the continued financial support of the creditors and the shareholders. In the past, the Company has relied on sales of equity securities to meet its cash requirements. There can be no assurance that funding from this or other sources will be sufficient in the future to continue and develop its mineral properties and provide funding to Ttagit Social Networks Inc. Even if the Company is able to obtain new financing, it may not be on commercially reasonable terms or terms that are acceptable to it. The Company also needs to obtain the support of St. Elias Mines Ltd., in providing extensions to its option agreements, if the Company does not meet any of the conditions of the option agreements.

## **1.8 Off-Balance Sheet Arrangements**

The Company has no off-balance sheet arrangements.

## **1.9 Transactions with Related Parties**

The expenditures charged by related parties to the Company and not disclosed elsewhere in these consolidated financial statements consist of the following:

- (a) paid or accrued \$30,000 (2012 - \$30,000) as consulting fees to the President and to the CEO of the Company.
- (b) paid or accrued \$nil (2012 - \$10,000) as consulting fees to the Directors of the Company.
- (c) paid or accrued \$30,000 (2012 - \$30,000) as consulting fees to the CFO of the Company. The Company also paid \$18,000 (\$2011 - \$8,900) as accounting fees to a company controlled by the CFO.
- (d) paid or accrued \$12,000 (2012 - \$12,000) as management and administration fees to a Director and Officer of the Company.
- (e) stock based compensation was \$44,593 for the related parties (2012 - \$nil).

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

As at January 31, 2013, there was \$nil (July 31, 2012 - \$6,000) due to the related parties.

There are common directors and officers for the Company and St. Elias Mines Ltd.

### **1.10 Critical Accounting Estimates.**

The preparation of the Company's financial statements requires management to use estimates and assumptions that affect the reported amounts of assets and liabilities as well as revenue and expenses.

The most critical accounting estimates upon which company financial statements depend on those estimates of proven and probable reserves and resources, recoverable ounces there from, and assumptions of operating costs and future mineral prices. Such estimates and assumptions affect the potential impairment of long-lived assets and the rate at which depreciation, depletion and amortization. In addition, management must estimate costs associated with mine reclamation's enclosure costs.

The Company presently has no properties with proven or inferred reserves. When such a situation arises. The Company will utilize existing industry standards, with respect to the reporting and accounting for these issues.

The Company accounts for all stock-based payments and awards using the fair value based method. Under the fair value based method, stock-based payments to non-employees are measured at the fair value of the consideration received, or the fair value of the equity estimates issued, or liabilities incurred, whichever is more reliably measurable.

The Company will have an obligation to reclaim its properties after the minerals have been depleted. These estimated costs, known as the Asset Retirement Obligation, will be recorded as a liability at their fair values in the periods in which they occur, and at each reporting period, are increased to reflect the interest (accretion expense) considered in the initial fair value management of the liabilities. Reclamation expenses vary from jurisdiction to jurisdiction. The Company has no material ARO at this time.

The Company will have an obligation to reclaim its properties after the minerals have been depleted. These estimated costs, known as the Asset Retirement Obligation, will be recorded as a liability at their fair values in the periods in which they occur, and at each reporting period, are increased to reflect the interest(accretion expense) considered in the initial fair value management of the liabilities. Reclamation expenses vary from jurisdiction to jurisdiction. The Company has no material ARO at this time.

From time to time, the company must make accounting estimates. These are based on the best information available at the time, utilizing generally accepted industry standards.

### **1.11 Changes in Accounting Policies including Initial Adoption**

See Note 2 Company's financial statements for the 6 months ended January 31, 2013.

## **Going concern issue**

The Company's financial statements have been prepared on a going concern basis which assumes that the Company will be able to 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 the continued financial support of the creditors and the shareholders. In the past, the Company has relied on sales of equity securities to meet its cash requirements. There can be no assurance that funding from this or other sources will be sufficient in the future to continue and develop its mineral properties and provide funding to Ttagit Social Networks Inc. Even if the Company is able to obtain new financing, it may not be on commercially reasonable terms or terms that are acceptable to it. The Company also needs to obtain the support of St. Elias Mines Ltd., in providing extensions to its option agreements, if the Company does not meet any of the conditions of the option agreements. Failure to obtain such financing on a timely basis or extensions on the option agreements, could cause the Company to reduce or terminate its operations.

The Company may encounter difficulty sourcing future financing in light of the recent economic downturn. The current financial equity market conditions and the inhospitable funding environment make it difficult to raise capital through the private placements of shares. The venture capital industry has been severely affected by the world economic situation as it is considered speculative and high-risk in nature, making it even more difficult to fund. While the Company is using its best efforts to achieve its business plans by examining various financing alternatives, there is no assurance that the Company will be successful with any financing ventures.

## **Internal control over financial reporting and disclosure controls and procedures**

Management is responsible for the design and maintenance of both internal control systems over financial reporting and disclosure controls and procedures. Disclosure controls and procedures are designed to provide reasonable assurance that relevant information is gathered and reported to senior management on a timely basis so that appropriate decisions can be made regarding public disclosure.

Current disclosure controls include meetings with the CEO, chief financial officer and members of the Board of Directors and audit committee through e-mails, on telephone conferences and informal meetings to review public disclosure. All public disclosures are reviewed by certain members of senior management and the board of directors and audit committee the Board of Directors has delegated the duties to the chief executive officer who is primarily responsible for financial and disclosure controls.

Management and the board of directors continue to work to mitigate the risk of material misstatement.

## **Risk and uncertainties**

While the Company has no operating properties for following is a brief discussion of those distinctive or special characteristics of the company's potential operations and industry, which may have a material impact on, or constitute risk factors in respect of the Company's financial performance.

## **Mining risks and insurance**

The business of mining is subject to certain types of risks and hazards, including environmental hazards, industrial accidents, unusual or unexpected changes to rock formations, changes to the regulatory environment, and general price volatility of the mineral market.

The Company is aware of potential risk and uncertainty, and intends to follow up. Generally accepted industry practices with respect to insurance, mineral price volatility, and such other areas that can occur. It is the decision of company management to mitigate these risks to the best of its abilities. At present, the company has no properties with proven reserves, either inferred or otherwise.

### **1.14 Financial Instruments and Other Instruments**

See Note 11 to the Company's financial statements for the 6 months ended January 31, 2013.

## 1.15 Additional Information

### HEAD OFFICE

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### OFFICERS & DIRECTORS

Lori McClenahan,  
*President & CEO and Director*

Kulwant Sandher, B.Sc., CA

*Chief Financial Officer*

Tina Whyte

*Director & Corporate Secretary*

Paul McDonald

*Director*

Paul Gray

*Director*

### LISTINGS

TSX Venture Exchange: **IGD**

### CAPITALIZATION

(as at March xx, 2013)

Shares Authorized: Unlimited

Shares Issued: 28,709,100

### REGISTRAR TRANSFER AGENT

Computershare

11 - 100 University Avenue  
Toronto, ON, M5S 2Y1

### AUDITORS

Ernst & Young LLP

700 West Georgia Street, Vancouver, BC

### LEGAL COUNSEL

Borden, Ladner, Gervais

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