SILVER PREDATOR CORP.

MANAGEMENT DISCUSSION & ANALYSIS

FOR NINE MONTHS ENDED FEBRUARY 28, 2014

*Set out below is a review of the activities, results of operations and financial condition of Silver Predator Corp. ("**SPD**", "**Silver Predator**", or the "**Company**") and its subsidiaries for the nine months ended February 28, 2014. The discussion below should be read in conjunction with the Company's February 28, 2014 unaudited condensed interim consolidated financial statements and related notes, which have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board, and with the Company's audited consolidated annual financial statements for the year ended May 31, 2013, and related notes, both of which have been prepared in accordance with IFRS. All dollar figures included in the following MD&A are quoted in Canadian dollars unless otherwise indicated. This MD&A has been prepared as at April 16, 2013.*

The Company is a reporting issuer in the Provinces of British Columbia, Alberta, and Ontario in Canada and is listed on the TSX Venture Exchange under the symbol SPD.

Additional information related to the Company, including its Annual Information Form is available on SEDAR at www.sedar.com.

The Company's website is www.silverpredator.com.

1. BACKGROUND AND CORE BUSINESS

The Company is in the business of exploring for and developing economically viable silver, gold and tungsten deposits in Canada and the United States, with a focus on Nevada and Idaho. The Company acquired interests in 21 advanced stage and development mineral properties in Nevada and Yukon in a series of transactions that led to its Toronto Stock Exchange ("**TSX**") listing in April 2011. In March 2014, the Company voluntarily de-listed from the TSX and was listed on the TSX Venture Exchange.

The Company controls the Taylor silver deposit in Ely, Nevada, which hosts a current mineral resource estimate. Working within stable geopolitical jurisdictions, Silver Predator is focused on silver-dominant bulk tonnage and/or high-grade opportunities. Proven management experience plus access to geological talent provide the ability to maximize shareholder value from the quality asset base.

On February 28, 2012, the Company completed a business combination with Nevgold Resource Corp. ("**Nevgold**") through which the Company acquired all of the outstanding common shares of Nevgold. Nevgold was a public exploration company with a portfolio that includes the Cornucopia Property, located within the Cornucopia silver mining district in Elko County, Nevada, the Copper King Property located two miles north of the Lucky Friday silver mine in the Coeur d'Alene District of Idaho, and the Cordero Property located in Humboldt County, Nevada.

On December 17, 2013, Silver Predator announced an asset acquisition agreement with Americas Bullion Royalty Corp. ("**AMB**"), whereby the Company has an option to acquire the Springer tungsten mine and mill in Pershing County, Nevada. As part of this acquisition, the Company can also acquire the Taylor Mill located on the Silver Predator Taylor resource property near Ely, Nevada. Additional gold and silver properties are included in the transaction and will be purchased on signing. AMB has also agreed to a private placement financing of US$1,800,000 which will provide initial funds to advance the Springer project towards a production financing and to maintain or advance exploration on other Silver Predator properties.

Thomas Chadwick, the Company's Vice President, Exploration and a Qualified Person as defined by National Instrument 43-101, has reviewed and approved the technical disclosure contained in this MD&A.

2. KEY EVENTS

In May 2013, the Company published an updated mineral resource estimate for the Taylor silver project and published a technical report in May 2013. The resource remains open for expansion and has demonstrated potential for higher grade silver mineralization in underlying host rocks. The Company's recent exploration work significantly contributed to a new geological model based on an increased understanding of the controls on mineralization.

In December, 2013, the Company completed the exercise of its option to acquire 100% of the Taylor silver project in eastern Nevada, to give it full title to the property. In connection with the exercise of the option, the Company issued 6,283,333 common shares to AMB, representing the final payment required to exercise the option.

In December, 2013, the Company relinquished the Magistral property due to poor exploration results and recorded a write-down of $852,961.

In December 2013, the Company closed the first tranche of a non-brokered private placement of common shares (the "Shares") at a price of $0.05 per Share to raise gross proceeds of $385,994. On closing, 5,419,869 Shares were purchased by AMB. In connection with the closing of the private placement, the company paid finders' fees of $2,500. The proceeds from the private placement will be used for exploration of the Company's properties and for general corporate purposes.

In March 2014, the Company closed the second tranche of the private placement of 4,580,131 Shares sold to AMB at $0.06 per Share for gross proceeds of $274,808 of which $229,007 were prepaid in the third quarter. On closing, AMB owned approximately 41.46% of the outstanding Shares of the Company.

In December 2013, the Company announced an agreement with AMB to acquire all of the outstanding shares of each of Springer Mining Company ("Springer Mining") and Nevada Royalty Corp. ("Nevada Royalty"), both, wholly owned subsidiaries of AMB. The assets of Springer Mining include the Springer underground mine and mill complex, including substantially all permits required for mining operations, 3,756 acres of fee land, 340 unpatented lode mining claims, 25 placer mining claims, and the Copper King Tungsten Property consisting of 7 patented and 9 unpatented mining claims, all of which are located in Pershing County, Nevada. The assets of Nevada Royalty include the

Humboldt mill site, and all patented and unpatented mining claims associated with the Modoc, Tempo, Yankee West, Guild/Skipjack, Flamingo and Lewiston properties, most of which are located in Nevada. It is anticipated that, on completion of the Acquisition, the Taylor Mine and Mill along with the Springer Mine and Mill will be the principal assets of the Company.

The Company will satisfy the purchase price in part by the issue to AMB of such number of the Company's Shares having an aggregate value of US$500,000, together with a convertible promissory note in the principal amount of US$4,500,000 bearing interest at 4% per annum and payable over a period of three years (the "Acquisition Note"). The balance of the purchase price will be satisfied by the grant to AMB of a royalty interest in each of its properties held at the closing of the Acquisition.

The SPD Shares issued at closing of the Acquisition will be issued at a deemed price per share equal to the volume weighted average trading price (VWAP) of the SPD Shares on the TSX for the seven trading days immediately preceding the date of the Company's shareholder meeting called to approve the transaction (the "SPD Meeting").

Under the terms of the Acquisition Note, the principal amount will become due as follows: US$1,000,000 on the first anniversary of the Acquisition, US$1,500,000 on the second anniversary and US$2,000,000 on the third anniversary, in each case with interest accumulated under the note as at such date. The Company may elect to pay the amount then due (including interest) either in cash or by the issue of Shares (or any combination).

The Company has agreed that, until such time as it has paid the Acquisition Note in full, it will not sell, assign, transfer, joint venture, option or in any way encumber the shares of Springer Mining or Nevada Royalty (or any of the assets acquired) without first obtaining the prior written consent of AMB.

3. DEVELOPMENT AND OPERATIONS REVIEW

Current Work

During the period, Silver Predator focused primarily on completing exploration drill permitting at the Taylor silver property in eastern Nevada, USA. Taylor drilling was initiated in early March and will explore newly defined targets to the east and southeast of the current silver resource and site of historic production from open pits and underground operations. Current plans include at least 10,000 feet of reverse circulation drilling to test gold and silver anomalies previously identified by mapping and soil sampling in the Enterprise, South Taylor, Crescent and Antimony Pit areas. Previously planned drilling on the Copper King/Sonora Silver bedded copper-silver project in Idaho's Coeur d'Alene silver mining district has been postponed due to weather related permitting issues until later this year. Company consultants are also working to review and update plans for potential future mining and exploration at the Springer tungsten mine and milling complex in anticipation of the completion of the acquisition of the property from Americas Bullion Royalty Corp. during the second quarter of 2014. Additional work is also underway to evaluate options that could lead to the sale of a portion of the Taylor Mill and to review the exploration potential on Nevada and Wyoming gold-silver properties included in the AMB transaction.

3.1 Taylor

The Taylor property is located approximately 17 miles south of Ely, Nevada on the western slope of the Schell Creek Range in the Taylor Mining District. Silver Predator now has 100% title to the property after completing the option exercise. The Company granted the property vendor, AMB, a 2% NSR royalty on precious metals, and a 1% royalty on all other metals and minerals. The claim block covers approximately 6,362 acres (2,575 hectares). The current consolidated land position consists of 344 unpatented lode mining claims, five unpatented millsite claims, and four patented lode mining claims.

The property has a long history of exploration and mining dating back to the initial discovery of silver by prospectors B. Taylor and J. Pratt in 1872. Historical records indicate that the initial silver production from small scale underground mining at Taylor occurred between 1875 and 1892. Silver production from open pit mining during 1981-1984 was reported to total 1,471,000 tons averaging 3.50 oz/ton. Numerous operators have explored the Taylor property for more than a century. Historical exploration consisted of geological mapping, geochemical sampling, and reconnaissance and definition drilling.

Silver Predator has completed programs of historical data compilation and review, an extensive database audit, an assay orientation program, re-assaying of historic drill holes, completion of a metallurgical study, re-survey and perfection of the claim block, extensive detailed geological mapping, soil geochemical sampling, reverse circulation drilling, and completion of a three dimensional geologic model of the silver mineralized zones. This work has augmented and expanded on previous work results, leading to the establishment of an updated silver resource estimate, as well as the advancement of new targets elsewhere on the property. The additional targets, with both gold and silver potential, include South Taylor, Antimony Pit, Crescent, Enterprise and South Enterprise. Together, these prospects represent a group of targets with geologic characteristics typically found in Nevada sediment (carbonate) hosted gold-silver deposits.

Work at Taylor during the 2012-2013 timeframe has been geared towards achieving three primary goals: 1) bringing together all new drill data and available historic work to update the current technical report on the silver resource, 2) establishing additional silver resources in and around the existing resource and mines area, and 3) combining the Company's understanding of the geologic controls to mineralization in the resource area with newly acquired mapping and sampling to develop new silver and gold exploration targets on the property. To date, all three goals have been met and targeting of outlying gold and silver exploration targets has been completed.

Subsequent to the period end, the Company has received permits for 14 drill sites designed to test newly identified gold targets to the east and southeast of the existing 1,320-tonne-per-day mill and silver resource. This is the first time the previously unrecognized gold targets will be drill tested.

Analyses of mapping and soil geochemistry programs that began in 2012 confirmed that Taylor is a newly recognized classic Carlin-type precious metals system with a significant gold component. The upcoming reverse circulation drilling program is designed to test some of these target areas that combine mapped faults, intrusives and alteration, and favorable soil results at surface, with a deeper projection of the upper Guillmette host rocks.

The drill program is now underway as of early March, 2014 and will provide initial tests in for new Carlin-type gold-silver target areas identified at South Taylor, Antimony Pit, Crescent and Enterprise. Surface alteration and mineralization mapped and sampled in the Enterprise-Crescent area covers a larger footprint than the current silver resource, and has yielded high-grade surface results with soil samples up to 1.7 grams per tonne gold and 58 g/t silver. The company anticipates receiving initial assay results in the second quarter of this year.

a) Update of the current silver resource estimate:

- During the spring and summer months of 2012, the Company completed 25 reverse circulation drill holes totaling 6,535 feet. The program was successful in identifying previously unknown high grade silver mineralization south of the Taylor shaft area and has provided vital geologic data in several areas.
- A line-by-line validation and re-build of the digital assay database was completed late in 2012. Further refinements to the geologic portion of the database via re-logging were also completed.
- Outstanding metallurgical reporting from McClelland Labs in Sparks, Nevada was finalized.
- A detailed review and check program on the silver assay methodology for a significant portion of the drill hole database found that silver assay results for 2009-2011 drilling were, in many cases, under-reporting the true assay values due to the technique that was used. This resulted in a comprehensive rigidly controlled program of re-assay for all of the drill samples for that time period and provided reliable data for the updated resource estimate. The silver assay methodology determined to be most reliable was implemented for the 2012 drilling program and will be used for all future drilling on the property.
- Detailed geologic mapping across the entire resource area was completed in the late fall of 2012. A review of the historic underground work resulted in the construction of a three-dimensional underground model using the Vulcan software package.
- In March 2013, the Company completed an updated mineral resource estimate for the Taylor silver project and published a technical report in May 2013. The resource remains open for expansion and has demonstrated potential for higher grade silver mineralization in underlying host rocks. The Company's recent exploration work significantly contributed to a new geological model based on an increased understanding of the controls on mineralization.

2013 Taylor Resource Estimate - at 1.0 oz/t Cutoff Grade[1]					
Measured and Indicated Resource					
	Short Tons	**Silver (oz/ton)**	**Metric Tonnes**	**Ag g/t**	**Contained Silver (oz)**
Measured	1,143,000	2.10	1,037,000	72.1	2,402,000
Indicated	7,751,000	1.86	7,032,000	63.8	14,418,000
Meas. & Ind.	**8,894,000**	**1.89**	**8,069,000**	**64.8**	**16,820,000**
Inferred Resource					
Inferred	1,716,000	2.30	1,557,000	78.8	3,941,000

[1] Mineral Resources which are not Mineral Reserves do not have demonstrated economic viability. Inferred Mineral Resources have a high degree of uncertainty as to their existence, and great uncertainty as to their economic feasibility. It cannot be assumed that all or any part of an Inferred Resource will ever be upgraded to a higher category. All figures for tonnage and ounces are rounded to the nearest thousand and may not produce exact sums due to rounding.

A cutoff grade of 1.0 oz/ton silver was based upon assumptions of (in USD): a $30 per ounce silver price, 90% recovery, mining costs of $2.50 per ton for in situ material and $2.00 per ton for unconsolidated material, mill process costs of $21.50 per ton, and G & A costs of $2.50 per ton. In order to meet the criteria for "reasonable prospects for economic extraction" as required by the Canadian Institute of Mining and Metallurgy ("CIM"), the block model was constrained by an optimized open pit using the baseline silver price and operating costs. All mineralization is above the water table and oxidized.

The Company's programs over the last year provided a significant improvement in the geologic model and underlying drill database used for resource estimation. The 1.0 oz/ton cut-off reflects a combination of increased silver prices balanced against higher costs since the original 2007 resource work, and contributes to the updated resource's increased tons and contained silver in the indicated and inferred categories.

The mineral resources for the Taylor Silver project were estimated by consulting geologist Dean D. Turner, CPG, and independent consulting geologist P.J. Hollenbeck, CPG. The Company filed a technical report in support of the resource estimate on May 2, 2013. The report, entitled, "Taylor Silver Project Technical Report", is dated effective March 18, 2013 and can be found on the Company's website and under the Company's profile on SEDAR at www.sedar.com.

b) Development of additional silver and silver-gold targets in and around the existing resource area:

- Detailed mapping and drill assay analysis has resulted in a newly-acquired understanding of the detailed geologic controls to silver mineralization at Taylor. These controls include northwest and north-south oriented faults, favorable silty carbonate host rocks, and proximity to rhyolitic dikes and sills.

- The identification of new near surface silver targets has resulted from the current work and could provide the most near-term upside to the Taylor deposit resource.

- A better understanding of the host rocks suggests additional deeper high grade targets may also be available in the resource area and in other newly developed target areas on the property.

c) New gold and gold-silver targets on the property:

- A review of historic gold exploration data and geologic comparisons to other sediment hosted precious metal systems in Nevada suggests that Taylor may have significant potential for multiple gold and gold-silver deposits as both near surface and deeper target types. Multiple gold intercepts in historic reverse circulation drilling in both the Antimony Pits and Chipps areas of the property have shown that, locally at least, the relatively unfavorable host rocks of the Pilot Formation and cross-cutting intrusive dikes can host significant gold mineralization.

- Detailed mapping to the east and southeast of the resource area in late 2012 has identified multiple areas of interest based on alteration and structure. This mapping also identified previously unknown small to large intrusive rhyolite bodies that have a well-established link to precious metals mineralization on the property.

- A follow-up extensive soil sampling program was completed in 2012. Each sample has a GPS location and sample description and has been assayed via a 51-element package that includes gold, silver, antimony, arsenic, mercury and the base metals.

- The 1,166-sample soil program followed an extensive six months of mapping and produced soil results that include individual sample values of up to 1.7g/t for gold and 58.0 g/t for silver. This integrated field program identified key fault zones and other geological features that correlate with the gold-silver anomalies and related pathfinder elements. These geologic and geochemical characteristics are common to gold-dominant "Carlin type" sediment hosted deposits in Nevada. New gold and gold-silver target areas were identified at South Taylor, Crescent and Enterprise, with the Enterprise target area exhibiting the largest areal extent found at Taylor to date. A drill plan has been completed and permitting is nearly complete on a planned reverse circulation drill program designed to evaluate both near surface and deeper underground targets at these prospects. In all, this program contemplates approximately 9,000 feet (2,743 meters) of drilling in 18 drill holes from as many as 14 sites.

3.2 Copper King (Sonora Silver)

The Company's Copper King project is located in the active Coeur d' Alene Mining District; one of the largest documented silver producing districts in the world. Positioned two to three miles north of Hecla's Lucky Friday silver-lead-zinc mine, the Silver Predator land position occupies an island of unpatented mining claims along the Granite Peak syncline. Historic copper, silver, lead and zinc prospects are located along northwest to west-northwest trending fault zones in Revett, St. Regis and Wallace Formation host rocks. These structures, as documented throughout the district, are believed to represent favorable targets at depth in more favorable brittle host rocks. In addition, these mineralized zones appear to be significantly linked to the larger bedded copper-silver style targets in the immediate property area.

Due to the Government shutdown, weather related permitting and access issues, a planned core drilling program scheduled to begin in November, 2013 has been delayed until the summer of 2014, pending final approval by the US Forest Service. This program is designed to test both vein-style high grade copper-silver near surface and a much deeper target as well. From a single site, the Company plans to drill 1-2 shallow core holes near historic workings that expose relatively higher grade silver mineralization along a structure with a classic Coeur d' Alene orientation. This limited shallow angle drilling will be followed by a deeper core hole to look at two or more horizons within the Revett Formation known to host the bedded copper-silver style of mineralization in surface exposures to the east of the target area. This deeper bedded target most likely represents the larger and more important deposit style.

3.3 Completion of Taylor Property Purchase

On December 11, 2013, the Company completed the exercise of its option to acquire 100% of the Taylor silver project in eastern Nevada, USA and now has full title to the property. In connection with the exercise of the option, the Company issued 6,283,333 common shares to AMB on December 11, 2013, representing the final payment required to exercise the option.

3.4 Americas Bullion Properties and Asset Acquisition

On December 17, 2013, the Company announced that it has agreed with Americas Bullion Royalty Corp. to acquire the Springer Tungsten Mine and Mill along with several other projects, primarily in Nevada, in consideration of US$5,000,000, payable over three years, and the grant by the Company of a royalty interest in each of its properties held at closing (the "**Acquisition**"). Concurrent with the Acquisition, AMB has agreed to commit an additional US$1,800,000 by private placement to further fund the Company.

Under the terms of a binding letter agreement, the Company will acquire all of the outstanding shares of each of Springer Mining Company ("**Springer Mining**") and Nevada Royalty Corp. ("**Nevada Royalty**"), both currently wholly-owned subsidiaries of AMB.

The assets of Springer Mining include the Springer underground mine and mill complex, including substantially all permits required for mining operations, 3,756 acres of fee land, 340 unpatented lode mining claims, 25 placer mining claims, and the Copper King tungsten property consisting of 7 patented and 9 unpatented mining claims, all of which are located in Pershing County, Nevada.

The assets of Nevada Royalty include the Taylor mill property with related equipment and water rights, the Humboldt mill site, and all patented and unpatented mining claims associated with the Modoc, Tempo, Yankee West, Guild/Skipjack, Flamingo and Lewiston properties, most of which are located in Nevada. The transaction will not include the sale of any royalties currently held by AMB. It is anticipated that, on completion of the Acquisition, the Taylor Mine and Mill along with the Springer Mine and Mill will be the principal assets of the Company.

Immediately prior to the Acquisition, AMB intends to complete a pre-closing reorganization, following which AMB will be a wholly-owned subsidiary of a new company ("**Newco**"). As part of the reorganization, AMB will move all of its existing royalty interests out of Springer Mining and Nevada Royalty prior to the transfer to the Company. Newco will then to transfer all of the outstanding shares of Springer Mining and Nevada Royalty to Silver Predator.

The Company will satisfy the purchase price in part by the issue to Newco, at closing, of such number of the Company's Shares having an aggregate value of US$500,000, together with a convertible promissory note in the principal amount of US$4,500,000 bearing interest at 4% per annum and payable over a period of three years (the "**Acquisition Note**"). The balance of the purchase price will be satisfied by the grant to Newco of a royalty interest in each of its properties held at the closing of the Acquisition.

The SPD Shares issued at closing of the Acquisition will be issued at a deemed price per share of $0.08.

Under the terms of the Acquisition Note, the principal amount will become due as follows: US$1,000,000 on the first anniversary of the Acquisition, US$1,500,000 on the second anniversary, and US$2,000,000 on the third anniversary, in each case with interest accumulated under the note as at such date. The Company may elect to pay the amount then due (including interest) either in cash or by the issue of SPD Shares (or any combination thereof). Any SPD Shares issued will be deemed issued at a price per share equal to the volume weighted average trading price ("**VWAP**") of the SPD Shares on the TSX for the fourteen trading days immediately preceding the date that is two days before the date of issue (subject to a 10% discount in the event the VWAP is at least CAD$0.36 but less than CAD$0.75, and a 15% discount in the event the VWAP is CAD$0.75 or more).

The Company has agreed that, until such time as it has paid the Acquisition Note in full, it will not sell, assign, transfer, joint venture, option or in any way encumber the shares of Springer Mining or Nevada Royalty (or any of the assets acquired therewith) without first obtaining the prior written consent of Newco.

If any time the Company elects to terminate the Acquisition or fails to make a payment under the Acquisition Note when due, the Company will be required to transfer the shares of Springer Mining and Nevada Royalty back to Newco and the Company will be deemed to have forfeited to Newco, without compensation, any portion of the purchase price then paid to Newco. In addition, Newco would also retain, without compensation to the Company, all of the royalty interests granted to Newco at the closing of the Acquisition; provided that if at such time SPD shall have paid Newco at least US$1,000,000 of the purchase price, SPD will retain 100% ownership of the Taylor Mill.

At a meeting held on February 21, 2014, the shareholders approved the Acquisition, the AMB Financing and the Concurrent Financing described below. At a meeting held on February 28, 2014, AMB shareholders approved the Acquisition, the AMB Financing and the Concurrent Financing. The transactions are subject to approval of the TSX-V and completion of the entire transaction by not later than April 30, 2014.

3.5 Dispositions

In December, 2013, the Company relinquished the Magistral property due to poor exploration results and recorded a write-down of $852,961.

3.6 Financings

On December 12, 2013, the Company closed the first tranche of a $385,994 private placement at $0.05 per Share that included an investment by AMB of approximately $271,000, with $229,000 (the "**AMB Financing**") subject to approval of the Silver Predator shareholders. Subsequent to the quarter end the Company amended the terms of the second tranche for the subscribed shares by ABM, The second tranche of 4,580,131 shares were issued at $0.06 per share to raise gross proceeds of $274,808.

In addition to the Acquisition, Newco agreed to participate in a concurrent private placement in the Company for approximately US$1,800,000 (approximately CAD$1,915,000) (the "**Concurrent Financing**").

The Concurrent Financing is anticipated to close in May 2014, or an earlier date mutually agreed by the parties. The SPD Shares will be issued at price equal to the VWAP of the SPD Shares on the TSX-V for the seven trading days immediately preceding the date which is two days before the financing closing date.

Completion of the Concurrent Financing on the terms described above is subject to stock exchange regulatory approval.

4 OUTLOOK

The Company has a portfolio of advanced stage silver assets and intends to rapidly advance these properties, subject to raising sufficient capital to fund its exploration programs. There are no assurances the Company will be able to raise these funds.

5 SELECTED FINANCIAL INFORMATION

5.1 Results of operations for the nine months ended February 28, 2014

The net loss for the period was $1,253,097 compared to a net loss in prior year of $5,059,246. Individual items contributing to the decrease in net loss of $3,806,149 are as follows:

- Consulting and management fees decreased by $96,128 to $59,931 (2013 - $156,059) due to less operational activity by the Company in the current period.
- General and administrative expenses decreased by $73,873 to $14,977 (2013 - $88,850) due to less staffing and operational activity by the Company in the current period.
- Filing costs decreased by $15,496 to $6,281 (2013 - $21,777) reflecting decreased filing activities compared to the prior year.
- Insurance costs increased by $7,756 to $26,775 (2013 - $19,019) increased due to expensing insurance premiums prepaid in previous periods.
- Professional fees decreased by $12,898 to $120,262 (2013 - $133,160) as a result of a decrease in legal and accounting costs related to general corporate activity as compared to the prior year.
- Salaries and wages decreased by $82,033 to $2,758 (2013 - $84,791) due to reduced staffing upon the termination of the cost sharing agreement under which the Company was provided with the use of office space, office and administrative resources and technical services, on a cost recovery basis.
- Share-based compensation of $153,699 (2013 – $234,406) reflects the recognition of share option expense and decreased during the year due to grants of fewer stock options.
- Travel decreased by $51,152 to $9,927 (2013 - $61,079) due to decreased investor relations activity as well as decreased efforts in financing activity during the period.
- Write off of resource properties of $852,961 (2013 - $4,260,297). During the period, the Company wrote-off the Magistral property. The write off during the period ended February 28, 2013, resulted mainly from the termination of several property option agreements related to Yukon projects.
- Foreign exchange loss of $5,526 (2013 – $5,287) results mainly from the conversion of US monetary item balances to CAD for reporting purposes.

The comprehensive loss for the period includes an unrealized loss on available for sale marketable securities of $25,000 compared to a loss of $437,500 in the previous year. This has arisen on the mark to market of marketable securities at the quarter-end. Comprehensive loss also includes the cumulative translation adjustment of subsidiaries belonging to Silver Predator Corp.

5.2 Results of operations for the three months ended February 28, 2014

The net loss for the period was $1,078,547 compared to a net loss in prior year of $4,504,393. Individual items contributing to the decrease in net loss of $3,425,846 are as follows:

- Consulting and management fees decreased by $29,080 to $31,478 (2013 - $60,558) due to less operational activity by the Company in the current quarter.
- Insurance costs decreased by $3,144 to $4,125 (2013 - $7,269) due to due to less staffing and operational activity by the Company in the current quarter.
- Professional fees increased by $30,821 to $91,740 (2013 - $60,919) as a result of a increase in legal costs related to general corporate activity as compared to the prior year.
- Salaries and wages decreased by $3,119 to $1,696 (2013 - $4,815) due to reduced staffing upon the termination of the cost sharing agreement under which the Company was provided with the use of office space, office and administrative resources and technical services, on a cost recovery basis.
- Share-based compensation of $79,518 (2013 – $105,380) reflects the recognition of share option expense and decreased during the year due to grants of fewer stock options.

- Travel increased by $1,871 to $2,582 (2013 - $711) due to increased investor relations activity as well as increased efforts in financing activity during the quarter.

- Write off of resource properties of $852,961 (2013 - $4,260,297). During the quarter, the Company wrote-off the Magistral property. The write off during the quarter ended February 28, 2013, resulted mainly from the termination of several property option agreements related to Yukon projects.

- Foreign exchange loss of $6,146 (2013 – $149) results mainly from the conversion of US monetary item balances to CAD for reporting purposes.

The comprehensive loss for the period includes an unrealized loss on available for sale marketable securities of $Nil compared to a loss of $43,750 in the previous year. This has arisen on the mark to market of marketable securities at the quarter-end. Comprehensive loss also includes the cumulative translation adjustment of subsidiaries belonging to Silver Predator Corp.

5.3 Cash Flows for the nine months ended February 28, 2014

Cash inflow from operating activities increased by $430,285 to $209,501 (2013 – outflow $220,784) primarily due to changes in the working capital requirements.

Cash outflows from investing activities increased by $177,175 to $956,977 (2013 - $779,802) due primarily to the increase in exploration expenditures for the mineral properties as compared with the prior year.

Cash inflows from financing activities of $863,819 (2013 - $1,056,487) are subscription funds received for the private placement, which was closed subsequently closed to the quarter end. The prior year included proceeds from a private placement.

5.4 Summary of quarterly results

	2014			2013				2012
	Q3	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**
Net Sales	-	-	-	-	-	-	-	-
Net income (loss)	(1,078,547)	(91,013)	(83,537)	(741,386)	(4,504,393)	(134,629)	(420,224)	(2,433,419)
Basic and diluted Net Income (Loss) per share	(0.01)	(0.00)	(0.00)	(0.02)	(0.10)	(0.00)	(0.01)	(0.13)

5.5 Financial Position

The increase in cash of $116,343 to $629,319 (2013 - $512,976) results primarily from a private placement closed subsequently to the period end.

Prepaid expenses and deposits decreased by $5,615 to $21,549 (2013 - $27,164) mainly due expensing insurance premiums prepaid in previous periods.

Investments decreased by $25,000 to $170,000 (2013 - $195,000) as a result a decrease in fair market value of the Hy Lake Gold Inc. common shares.

Resource properties increased by $8,257 to $14,770,590 (2013 - $14,762,333). During the period the company spent $861,218 on resources properties and at the same time recorded a $852,961 write-off.

Accounts payable and accrued liabilities decreased by $7,754 to $48,047 (2013 – $55,801) due to reduced business activities during the period.

Due to related parties of $12,789 (2013 – $5,128) mainly relates to payables for consulting services provided during the period.

Reserves increased by $153,699 to $2,592,511 (2013 – $2,438,812) primarily due to the share-based compensation expense recognized during the period.

Accumulated other comprehensive income of $716,317 results from a decrease in the market value of marketable securities, as compared to the cost, designated as available-for-sale, net of tax, as well as the inclusion of the cumulative translation amount of the Company's subsidiaries.

6 LIQUIDITY, CAPITAL RESOURCES, AND GOING CONCERN

While the consolidated financial statements for the year ended May 31, 2013 have been prepared using IFRS applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they come due, certain conditions and events cast significant doubt on the validity of this assumption. For the nine months ended February 28, 2014, the Company reported a loss of $1,253,097 and as at that date had a net working capital balance of $779,324 and an accumulated deficit of $16,759,607. The Company's continued operations are dependent on its ability to raise additional funding from loans or equity financings or through other arrangements. Management's plan in this regard is to raise equity financing as required.

The consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption deemed to be inappropriate. These adjustments could be material.

7 OUTSTANDING SHARE DATA

At of the date of this report the Company has 72,498,692 issued and outstanding common shares, 5,880,750 stock options currently outstanding and 2,940,000 stock options vested at a weighted average exercise price of $0.45 per share, and 500,000 outstanding warrants at a weighted average exercise price of $0.14 per share.

8 RELATED PARTY TRANSACTIONS

Amounts paid to related parties were incurred in the normal course of business and measured at the estimated fair values.

The Company expensed management and consulting fees of $32,638 for the nine months ended February 28, 2014 (2013 - $54,000) due to directors of the Company.

The amounts due to related parties, totaling $12,789 (2013 - $5,128), are non-interest bearing, due on demand, and were paid subsequent to the period end.

9 CRITICAL ACCOUNTING ESTIMATES

The Company has prepared its unaudited condensed interim consolidated financial statements in accordance with IFRS as issued by the International Accounting Standards Board ("IASB"). IFRS represents standards and interpretations approved by the IASB and are comprised of IFRS, International Accounting Standards ("IAS's"), and interpretations issued by the IFRS Interpretations Committee ("IFRIC's") and the former Standing Interpretations Committee ("SIC's"). Note 3 to the audited consolidated financial statements for the year ended May 31, 2013 provides details of significant accounting policies and accounting policy decisions for significant or potentially significant areas that have had an impact on the Company's financial statements or may have an impact in future periods.

There were no changes to the accounting policies applied by the Company to the unaudited condensed interim consolidated financial statements for the nine months ended February 28, 2014, from those applied to the audited consolidated financial statements for the year ended May 31, 2013.

Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires management to use estimates and assumptions that affect the reported amounts of assets and liabilities, as well as revenues and expenses. There have been no changes to the Company's critical accounting estimates since May 31, 2013.

Readers are encouraged to refer to the critical accounting policies and estimates as described in the Company's audited consolidated financial statements and MD&A for the year ended May 31, 2013.

10 MANAGEMENT OF FINANCIAL RISK

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

Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents, receivables, loan receivable, and reclamation bonds. The Company has no significant concentration of credit risk arising from operations. Cash and cash equivalents consist of banker's acceptances issued by major banks and corporations, for which management believes the risk of loss to be minimal. Receivables mainly consist of interest receivable from the banker's acceptances, loan receivables, and goods and services tax refunds due from the Federal Government of Canada. Management believes that the credit risk concentration with respect to receivables is minimal. Reclamation bonds consist of term deposits and guaranteed investment certificates, which have been invested with reputable financial institutions, from which management believes the risk of loss to be minimal.

Liquidity risk

Liquidity risk is the risk that the Company is unable to meet its financial obligations as they come due. The Company manages this risk by careful management of its working capital to ensure its expenditures will not exceed share capital financings or proceeds from property sales or options.

At February 28, 2014, the Company had a working capital balance of $779,324. Additional information regarding liquidity risk is disclosed in Note 1 of the financial statements.

Market risk

Market risk is the risk of loss that may arise from changes in market fluctuations such as those listed below. The fluctuations may be significant.

Interest rate risk

Management believes the interest rate risk is low given the current low global interest rate environment.

Foreign currency risk

The Company raises funds in Canadian dollars and major purchases and expenditures are transacted in US dollars. The Company also funds certain operations and exploration and administrative expenses in US dollars. Management believes the foreign exchange risk derived from currency conversions and relative exchange rate between Canadian dollars and US dollars is negligible and therefore does not hedge its foreign exchange risk.

Price risk

The Company is exposed to price risk with respect to commodity and equity prices. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

Sensitivity analysis

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.

Based on management's knowledge of and experience in the financial markets, management does not believe that the Company's current financial instruments will be materially affected by interest rate risk, foreign currency risk and price risk within the next three months. In particular, interest rate risk is remote as the interest rates on the Company's short-term investments are fixed with an interest rate range between 0.35% and 1.35% with maturity dates shorter than three months.

The Company's significant subsidiaries are located in United States and the parent company is in Canada. As a result, a portion of the Company's accounts receivable, accounts payable and accruals are denominated in the US Dollar and are therefore subject to fluctuation in exchange rates.

As the Company's parent company functional currency is the Canadian dollar, a 100 basis point (one per cent) increase/ strengthening (decrease/ weakening) in the US dollar at year end would have resulted in the net loss being $1,340 lower ($1,1340 higher).

11 DISCLOSURE CONTROLS & PROCEDURES AND INTERNAL CONTROL PROCEDURES OVER FINANCIAL REPORTING

The Chief Executive Officer and Chief Financial Officer, of the Company have evaluated or caused to be evaluated for effectiveness the Company's disclosure controls and procedures ("**DC&P**") and internal control over financial reporting ("**ICFR**") which have been designed or caused to be designed under their supervision in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian GAAP.

The Company took into consideration the following two characteristics common to companies of a similar size:

- The limited number of personnel in smaller companies, which constrains the Company's ability to fully segregate conflicting duties;
- The Company relies on an active board of directors, and management with open lines of communication to maintain the effectiveness of the Company's disclosure controls and procedures.

In addition, management has relied upon certain informal procedures and communication, and upon "hands-on" knowledge of senior management to maintain the effectiveness of disclosure controls and procedures.

As a result of the evaluation, the Company has concluded that the DC&P and ICFR are effective as required by its current size, and in compliance with the recommendations of National Instrument 52-109. However, there can be no assurance that the risk of a material misstatement in the financial statements can be reduced to less than a remote likelihood.

There have been no changes in the Company's internal control over financial reporting during the nine months ended February 28, 2014, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

12 RISK FACTORS

An investment in securities of Silver Predator is speculative and involves significant risks and uncertainties which should be carefully considered by prospective investors before purchasing such securities. For details of certain of the more significant risks faced by the Company, please refer to the MD&A and Annual Information Form in respect of the year ended May 31, 2013.

13 INFORMATION REGARDING FORWARD LOOKING STATEMENTS

This Management Discussion and Analysis of Financial Condition and Results of Operations contains "forward-looking information" which include, but is not limited to, information about the transactions, statements with respect to the future financial or operating performances of Silver Predator and its projects, the future price of silver, the future price of gold, the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the timing and amount of estimated future production revenues, margins, costs of production, capital, operating and exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, cost and timing of plant and equipment, requirements for additional capital, government regulation of mining operations, environmental risks, reclamation and rehabilitation expenses, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of pending litigation and regulatory matters. Often, but not always, forward-looking information statements can be identified by the use of words such as "proposes", "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes", or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might", or "will" be taken, occur or be achieved.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Silver Predator and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities and feasibility studies; assumptions in economic evaluations that may prove inaccurate; fluctuations in the value of the Canadian or US dollar; future prices of silver; possible variations of ore grade or recovery rates; failure of plant or equipment or failure to operate as anticipated; accidents; labour disputes or slowdowns or other risks of the mining industry; climatic conditions; political instability; or arbitrary decisions by government authorities.

Although Silver Predator has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this Management Discussion and Analysis of Financial Condition and Results of Operations based on the opinions and estimates of management, and Silver Predator disclaims any obligation to update any forward-looking statements, whether as a result of new information, estimates or opinions, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

14 NOTE TO U.S. INVESTORS

This MD&A uses the terms "indicated resources" and "inferred resources", which are calculated in accordance with the Canadian National Instrument 43-101 and the Canadian Institute of Mining and Metallurgy Classification system. We advise investors that while those terms are recognized and required by Canadian regulations, the U.S. Securities and Exchange Commission does not recognize them. U.S. investors are cautioned not to assume that any part or all of mineral deposits in these categories will ever be converted into reserves. In addition, "Inferred resources" have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an Inferred Mineral Resource will ever be upgraded to a higher category. Under Canadian rules, estimates of Inferred Mineral Resources may not form the basis of feasibility or pre-feasibility studies, except in rare cases. U.S. investors are cautioned not to assume that part or all of an Inferred resource exists, or is economically or legally minable.

15 SUBSEQUENT EVENTS

On March 17, 2014 the Company closed the second tranche of the non-brokered private placement subscribed for by Americas Bullion Royalty Corp., originally announced on October 25, 2013. On closing, the Company issued 4,580,131 Shares at $0.06 per share for gross proceeds of $274,808.

On March 13, 2014, the Company voluntarily delisted from the Toronto Stock Exchange and its shares commenced trading on the TSX Venture Exchange under the trading symbol "SPD".