GALWAY METALS INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2013

Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of Galway Metals Inc. ("Galway" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the year ended December 31, 2013. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited annual consolidated financial statements of the Company for the year ended December 31, 2013, together with the notes thereto. Results are reported in United States dollars, unless otherwise noted. Information contained herein is presented as at April 30, 2014, unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Galway common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Description of Business

Galway's goal is to deliver superior returns to shareholders by concentrating on the acquisition of properties that have the potential to contain economically recoverable precious and/or base metals reserves.

Galway Metals Inc. was incorporated pursuant to the Business Corporations Act (New Brunswick) on May 9, 2012. Galway Metals' head office is located at 36 Toronto Street, Suite 1000, Toronto, Ontario, Canada, M5C 2C5. Galway Metals was incorporated for the sole purpose of participating in the Plan of Arrangement (the "Arrangement") which closed December 20, 2012 involving Galway Metals, Galway Gold Inc., Galway Resources Ltd., AUX Acquisition 2 S.àr.l. ("AUX") and AUX Canada Acquisition 2 Inc., formerly 2346407 Ontario Inc. ("AUX Canada"), a wholly owned subsidiary of AUX. Prior to the close of the Arrangement Agreement, Galway Metals did not carry on any active business.

Under the Arrangement, AUX Canada acquired all of the common shares of Galway Resources not already owned by AUX Canada and its affiliates and pursuant to the Arrangement, Galway Resources shareholders received for each Galway common share: cash consideration of Cdn$2.05 per share, one common share of Galway Metals, and one common share in a new exploration and development company, Galway Gold Inc. Under the Arrangement, Galway Resources transferred to Galway Metals and Galway Metals holds indirectly as assets a 100% interest in Galway Resources' Victorio project, being a molybdenum-tungsten exploration project located in New Mexico (the "Victorio Project") and US$12 million in net working capital. Upon completion of the Arrangement, Galway's existing security holders own 100% of the Galway Metals shares outstanding, proportionate to their ownership of Galway at the time the Arrangement was completed.

The Arrangement was completed by way of statutory Plan of Arrangement under the Business Corporations Act (Ontario). The Arrangement was approved by Galway Resources' shareholders and warrant holders at a special meeting held on December 17, 2012. On January 4, 2013, the Company's common shares commenced trading on the TSX Venture Exchange under the symbol "GLM".

On September 10, 2013, Galway Metals held a special meeting of shareholders. At the Meeting, 98.22% of shareholders who attended in person or by proxy approved the consolidation of Galway's issued and outstanding shares on the basis of three (3) pre-consolidation shares for one (1) post-consolidation shares. Following the consolidation, Galway had 49,895,248 issued and outstanding shares. There was no change to Galway's name or trading symbol.

Further information about the Company and its operations can be obtained from www.galwaymetalsinc.com or from **www.sedar.com**.

Discussion of Operations

The Victorio Tungsten-Molybdenum Project is an advanced-stage exploration property secured through an option agreement that when executed gave Galway Metals Inc. 100% ownership. The property has excellent infrastructure such as access by paved road to within a few miles of the site, a nearby railway and a gas pipeline. Victorio is located approximately 20 miles west of Deming, New Mexico. The Company has done three 43-101 Resource estimates, the latest of which can be seen below. After the second resource estimate was released, a positive scoping study was carried out by SRK Consulting. The depressed nature of the junior mining capital markets, combined with sustained low molybdenum pricing, has prompted management to continue to look for a joint venture partner to advance the project while also investigating acquisitions of other promising mineral properties. In the mean time, the Company is conserving capital until general market conditions improve.

In 2008, Galway Resources Ltd completed a 12-hole, 25,000 foot, phase 2 infill drilling program. The purpose of the infill drilling program was to upgrade the resources with the next step being a pre-feasibility study. The first phase of drilling included 6 holes totaling 13,000 feet. This project was acquired in June 2006, and was worked on extensively by Gulf Minerals in the early eighties as they drilled 165,000 feet.

The current Technical Report on Victorio's Resources by Dr. H. Peter Knudsen and Peter H. Hahn dated November 15, 2012, was derived from 217,000 feet of drilling using an $8.00 Tungsten and $15.00 per pound molybdenum long term price.

Category	Cutoff/ Ton	Tons	Mo %	Tungsten %	Contained Metal (pounds)	
					Molybdenum	Tungsten
Measured	$25	37,737,913	0.10	0.08	71,702,035	61,890,177
Indicated	$25	39,499,463	0.08	0.09	64,779,119	72,679,012
M+I	**$25**	**77,237,376**	**0.09**	**0.09**	**136,481,154**	134,569,189
Inferred	$25	77,222,232	0.07	0.09	114,288,903	143,633,352
Measured	$35	20,275,366	0.12	0.11	47,444,356	42,983,776
Indicated	$35	19,125,184	0.10	0.12	39,397,879	45,517,938
M+I	**$35**	**39,400,550**	**0.11**	**0.11**	**86,842,235**	88,501,714
Inferred	$35	34,728,550	0.10	0.11	66,678,816	78,486,523

Mineral Property Interests

As part of the Arrangement, Galway's 100% interest in the Victorio Project was transferred to Galway Metals and Galway Metals has assumed two Galway agreements with regard to the Victorio Mountain Molybdenum - Tungsten Project in New Mexico. Galway Metals is committed to continue the payment obligations under these agreements, as renegotiated to reflect the fact that Galway common shares will no longer be issued as payment. The outstanding payment obligations under the original agreements are set out below:

In April 2014, the Company renegotiated the timing of its required cash and share payments for its Victorio property. Under the revised terms, the Company is obligated to make payments as follows:

- payment of $100,000(paid) on June 1, 2013 and 50,000 Galway Metals common shares (issued, and ascribed a fair value of $1,948);
- payment of $75,000 on June 1, 2014 and 50,000 Galway Metals common shares;
- payment of $75,000 on June 1, 2015;
- payment of $75,000 on June 1, 2016;
- payment of $75,000 on June 1, 2017; and
- payment of $900,000 on June 1, 2018.

The property is subject to a net smelter royalty of 2%. In addition, Donegan Resources Inc. is entitled to receive a 1% net smelter royalty ("NSR") on any additional properties acquired within the vicinity of the Victorio Project. This NSR will be reduced to 0.5% royalty on any properties that are subject to an existing royalty in excess of 0.5%.

On June 1, 2006, Galway entered into an option agreement with Hallelujuah Resources LLC, South Branch Resources LLC and MRP Geo Company LLC, collectively the "sellers" to acquire an undivided 100% right, title and interest in and to 51 additional mining claims of the Victorio Project. For purposes of the agreement, nine of the acquired claims were deemed to be primary claims, and forty two were deemed to be secondary claims.

Pursuant to the agreement, the Company is committed to make the following payments:

- issuing 200,000 shares upon the commencement of commercial production.

On completion of these payments, Galway Metals will own an undivided 100% right, interest and title in these Victorio Project claims, subject to a NSR of 1% on all primary mining claims excluding the primary mining claim VIC 41 (the "Primary Royalty"). The Company is entitled to purchase 100% of the Primary Royalty for $500,000, payable as to 50% on completion of a bankable feasibility study and 50% no later than the end of the first full year of commercial production from the primary mining claims.

In addition, there is an NSR of 3% on all secondary mining claims including primary mining claim VIC 41 (the "Secondary Royalty"). Galway Metals is entitled to buy the Secondary Royalty down to 2% for $1,500,000, payable as to 50% on completion of a bankable feasibility study and 50% no later than the end of the first full year of commercial production from the secondary mining claims.

In light of the current volatility of capital markets, the Company is evaluating the timing and extent of its exploration plans with respect to its resource properties, with an emphasis on the conservation of its liquid assets and the identification of opportunities to acquire other promising mineral properties.

Selected Annual Information

	Year Ended Dec. 31, 2013 $	Period Ended Dec. 31, 2012 $
Total assets	11,333,730	13,567,228
Total liabilities	(95,319)	(119,475)
Working capital	11,113,141	11,794,832
Expenses	(2,014,547)	(107,645)
Net loss	(1,998,636)	(107,645)
Net loss per share, basic and diluted	(0.00)	(0.00)

Year Ended December 31, 2013 vs the Period Ended December 31, 2012

The Company reported a net loss of $1,998,636 for the year ended December 31, 2013, compared to a loss of $107,645 for the period ended December 31, 2012. The Company's fiscal 2013 loss is primarily driven by the $1,629,599 write-down of the Company's Victorio project costs. As the Company did not carry on operations prior to December 20, 2012, the comparative loss is comprised primarily of nominal exploration expenditures, and initial administrative costs. Accordingly, there is a nominal comparative period.

Administrative Expenses

The year ended December 31, 2013 saw administrative expenses of $571,365 (2012 - $96,315), consisting primarily of:

- salaries and benefits of $231,410, comprised of senior management (2012 – $16,731)
- general office and consumable expenses of $103,886 (2012 - $10,508)
- executive travel expense of $41,093 (2012 - $nil),
- professional fees of $107,211 consisting of general legal expenses, and accounting and financial reporting costs (2012 - $35,680)
- public company costs of $71,335 (2012 – $32,902), consisting of filing fees, transfer agent fees, investor relations costs, and shareholder information expenses
- insurance expense of $16,430 (2012 - $494), representing the quarterly portion of the Company's directors and officers insurance.

Gain on Foreign Exchange

Gain on foreign exchange of $740,546 resulting from US dollar cash held in the Company's Canadian entity, which maintains a functional currency of the Canadian dollar. This is substantially offset by a corresponding translation adjustment in other comprehensive loss upon translation and consolidation into the Company's US dollar consolidated financial statements.

Expenses from the commencement of operations on December 20, 2012 to December 31, 2012, and in part during the first quarter of fiscal 2013, primarily relate to setting up corporate infrastructure and meeting statutory reporting requirements. During this period, the Company experienced elevated administrative and general expenses in conjunction with the close of the Arrangement described on page 2, and initial costs of administering a new reporting issuer.

Exploration Expenses

The year ended December 31, 2013 saw exploration expenses of $107,505 (2012 - $11,330), consisting primarily of:

- Geological expenses of $94,363 ($7,843)
- Support costs of $9,298 (2012 - $3,390), including camp costs, administrative support and ancillary consumable items.
- Assaying costs of $3,844 (2012 - $97)

Selected Quarterly Information

A summary of selected information for each of the quarters presented below is as follows:

		Net Earnings (Loss)		
For the Period Ended	Revenue ($)	Total ($)	Basic and diluted loss per share ($)	Total assets ($)
2013 – December 31	Nil	(1,872,522)	(0.00)	11,333,730
2013 – September 30	Nil	(512,637)	(0.00)	13,098,967
2013 – June 30	Nil	348,579	(0.00)	13,296,034
2013 – March 31	Nil	37,944	(0.00)	13,459,895
2012 – December 31	Nil	(107,645)	(0.00)	13,567,228

Three Months Ended December 31, 2013 vs Three Months Ended December 31, 2012

The Company reported a net loss of $1,875,522, primarily attributable to foreign exchange gains, for the three months ended December 31, 2013, offset by a write down on the Company's Victorio project of $1,629,599. The Company did not carry on operations prior to December 20, 2012. Accordingly, reported activity for the comparative period is nominal.

Administrative Expenses

The three months ended December 31, 2013 saw administrative expenses of $162,154 (2012 - $96,315), consisting primarily of:

- salaries and benefits of $68,553 (2012 – $16,731), comprised of senior management.
- general office and consumable expenses of $9,559 (2012 - $10,508)
- executive travel expenses of $24,339 (2012 - $nil)
- professional fees of $38,295 (2012 - $35,680) consisting of general legal expenses, and accounting and financial reporting costs

- public company costs of $16,896 (2012 - $32,902), consisting of filing fees, transfer agent fees, investor relations costs, and shareholder information expenses
- insurance expense of $4,512 (2012 - $494), representing the quarterly portion of the Company's directors and officers insurance.

Gain on Foreign Exchange

Gain on foreign exchange of $740,546 resulting from US dollar cash held in the Company's Canadian entity, which maintains a functional currency of the Canadian dollar. This is substantially offset by a corresponding translation adjustment in other comprehensive loss upon translation and consolidation into the Company's US dollar consolidated financial statements.

Expenses from the commencement of operations on December 20, 2012 to December 31, 2012, and in part during the first quarter of fiscal 2013, primarily relate to setting up corporate infrastructure and meeting statutory reporting requirements. During this period, the Company experienced elevated administrative and general expenses in conjunction with the close of the Arrangement described on page 2, and initial costs of administering a new reporting issuer.

Exploration Expenses

The three months ended December 31, 2013 saw exploration expenses of ($21,832) (2012 - $11,330), consisting primarily of:

- Geological expenses of $nil (2012 – $7,843)
- Support costs of $7,136, including camp costs, administrative support and ancillary consumable items (2012 - $2,161)
- Assaying of $nil (2012 - $3,845)

Liquidity and Capital Resources

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or as a result of conditions specific to the Company. As at December 31, 2013, the Company had a cash balance of $11,064,042 (December 31, 2012 - $11,883,874) to settle current liabilities of $95,319 (December 31, 2012 - $119,475). The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity. As the Company does not generate revenue, managing liquidity risk is dependent upon the ability to secure additional financing.

Most of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Given the state of financial markets, the Company is re-evaluating its exploration programs, with a near term emphasis on conservation of the Company's liquidity and, where possible on terms favorable to the Company, acquisitions of other promising mineral properties. In keeping with this, scheduled property payments have been renegotiated on more favourable terms and now take place over a longer period (see subsequent events). Accordingly, the Company expects to incur approximately $400,000 in general administration and exploration expenditures over the twelve months ending December 31, 2014.

Off-Balance Sheet Arrangements

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

Proposed Transactions

As of the date of this document, there are no reportable proposed transactions.

Related Party Transactions

During the year ended December 31, 2013, the Company received $575,000 from Galway Gold Inc., a company sharing common officers and directors, for the purposes of funding certain administrative and operational activities paid by the Company on the Galway Gold's behalf. As at December 31, 2013, a balance receivable of $108,789 (December 31, 2012 - $Nil) remained, representing net expenses incurred on Galway Gold's behalf in excess of reimbursements received. Subsequent to period end, the balance was repaid.

Remuneration of directors and officers included in administrative expenses are as follows:

	Year Ended December 31, 2013 $	Period Ended December 31, 2012 $
Remuneration paid for CEO services	200,000	6,575
Remuneration paid for CFO services	18,000	1,500
Stock-based compensation – directors and officers	329,662	nil

During the year ended December 31, 2013, the Company expensed $73,108 (2012 - 9,500) to Marrelli Support Services Inc. ("Marrelli Support") and DSA Corporate Services Inc. (the "DSA"), together known as the "Marrelli Group" for:

- Robert D.B. Suttie, vice president of Marrelli Support, to act as Chief Financial Officer ("CFO") of the Company;
- Bookkeeping and office support services;
- Regulatory filing services
- Corporate secretarial services

The Marrelli Group is also reimbursed for out of pocket expenses.

As of December 31, 2013, the Marrelli Group was owed $15,902 (December 31, 2012- $7,500). These amounts are included in accounts payable and accrued liabilities.

The above transactions, occurring in the normal course of operations, are measured at the amount of consideration established and agreed to by the related parties.

Risk Factors

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume these risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position.

(a) Property Risk

The Company's significant mineral property is the Victorio Mountain property (the "Project"). Unless the Company acquires or develops additional significant properties, the Company will be solely dependent upon the Project. If no additional mineral properties are acquired by the Company, any adverse development affecting the Project would have a material adverse effect on the Company's financial condition and results of operations.

(b) Financial Risk

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk, market risk (including interest rate, foreign exchange rate, and commodity and equity price risk).Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash. The Company has no significant concentration of credit risk arising from operations. Cash consists of cash at banks and on hand. The cash has been invested and held with reputable financial institutions, from which management believes the risk of loss to be remote.

Liquidity Risk

Liquidity risk refers to the risk that the Company will not be able to meet its financial obligations as they become due, or can only do so at excessive cost. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or as a result of conditions specific to the Company. As at December 31, 2013, the Company had a cash balance of $11,064,042 (December 31, 2012 - $11,883,874) to settle current liabilities of $95,319 (December 31, 2012 - $119,475). The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity. As the Company does not generate revenue, managing liquidity risk is dependent upon the ability to secure additional financing.

Most of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Market Risks

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

(i) Interest Rate Risk

The Company has cash balances and no interest-bearing debt. The Company regularly monitors its cash management policy. As a result, Galway Metals is not subject to significant interest rate risk.

(ii) Foreign Exchange Risk

The Company's functional currency is the United States dollar and it transacts major purchases in United States dollars and Canadian dollars. To fund exploration expenses, it maintains United States dollar and Canadian dollar bank account denominated bank accounts containing sufficient funds to support monthly forecasted cash outflows. Management believes the foreign exchange risk derived from currency conversions is minimal, and therefore does not hedge its foreign exchange risk.

Sensitivity Analysis

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are reasonably possible for the period ended December 31, 2013:

(i) Cash is subject to floating interest rates. Sensitivity to a plus or minus one percentage point change in interest rates would not have a material impact on reported net loss for the year ended December 31, 2013.

(ii) The Company is exposed to foreign currency risk on fluctuations of financial instruments related to cash, prepaids and deposits and accounts payable denominated in Canadian dollars. Sensitivity to a plus or minus one percentage point change in exchange rates would not have a material impact on the reported net loss for the year ended December 31, 2013.

(iii) Commodity price risk could adversely affect the Company. In particular, the Company's future profitability and viability of development depends upon the world market price of precious and base metals. These metal prices have fluctuated significantly in recent years. There is no assurance that, even if commercial quantities of these metals may be produced in the future, a profitable market will exist for them.

As of December 31, 2013, the Company was not a producing entity. As a result, commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

New Accounting Standards and Interpretations

Certain pronouncements were issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods after December 31, 2012. The following new standards have been adopted:

(i) IFRS 10 – Consolidated financial statements ("IFRS 10") was issued by the IASB in May 2011. 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 to variable returns from an investee; and the ability to use power to affect the reporting entity's returns. On January 1, 2013, the Company adopted this pronouncement and determined that its adoption did not result in any change in the consolidation status of any of its subsidiaries.

(ii) IFRS 11 – Joint arrangements ("IFRS 11") was issued by the IASB in May 2011. 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: parties having rights to the assets and obligations for the liabilities of an arrangement, and rights to the net assets of an arrangement. Entities in the former case account for assets, liabilities, revenues and expenses in accordance with the arrangement, whereas entities in the latter case account for the arrangement using the equity method. On January 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's consolidated financial statements.

(iii) 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. On January 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's consolidated financial statements.

(iv) IFRS 13 – Fair Value Measurement is effective for the Company beginning on January 1, 2013, provides the guidance on the measurement of fair value and related disclosures through a fair value hierarchy. On January 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's consolidated financial statements given the existing asset and liability mix of the Company to which fair value accounting applies.

(v) IAS 1 – Presentation of financial statements ("IAS 1") was amended by the IASB in June 2011 in order to align the presentation of items in other comprehensive income with US GAAP standards. 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. On January 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's consolidated financial statements.

(vi) IAS 27 - Separate Financial Statements ("IAS 27") was effective for annual periods beginning on or after January 1, 2013, as a result of the issue of the new consolidation suite of standards, IAS 27 has been reissued, as the consolidation guidance will now be included in IFRS 10. IAS 27 will now only prescribe the accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements. On January 1, 2013, the Company adopted this pronouncement and there was no material impact on the Company's consolidated financial statements.

(vii) 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' and provides guidance on how the equity method of accounting is to be applied (including exemptions from applying the equity method in some cases). It also prescribes how investments in associates and joint ventures should be tested for impairment. On January 1, 2013, the Company adopted this standard and there was no material impact on the Company's consolidated financial statements.

(viii) In October 2011, the IASB issued IFRIC - 20 Stripping Costs in the Production Phase of a Surface Mine. This interpretation requires the capitalization and depreciation of stripping costs in the production phase if an entity can demonstrate that it is probable future economic benefits will be realized, the cost can be reliably measured and the entity can identify the component of the ore body for which access has been improved. Retrospective application of this interpretation is effective for annual periods beginning on or after January 1, 2013, with earlier application permitted. On January 1, 2013, the Company adopted this interpretation and there was no material impact on the Company's consolidated financial statements.

(ix) IFRS 7 - Financial Instruments: Disclosures ("IFRS 7") was amended by the IASB in December 2011 to amend the disclosure requirements in IFRS 7 to require information about all recognised financial instruments that are set off in accordance with paragraph 42 of IAS 32 - Financial Instruments: Presentation.

Future Accounting Pronouncements

In November 2009, the IASB issued, and subsequently revised in October 2010, IFRS 9 as a first phase in its ongoing project to replace IAS 39. IFRS 9, which is to be applied retrospectively, will be effective for annual periods beginning on or after January 1, 2018.

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. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. The Company is in the process of assessing the impact of this announcement.

IFRIC 21 Levies sets out the accounting for an obligation to pay a levy that is not income tax. The interpretation addresses what the obligating event is that gives rise to pay a levy and when should a liability be recognized. The Company has not yet assessed the impact on its financial statements . IFRIC 21 is effective for annual periods beginning on or after January 1, 2014, with early adoption permitted.

There are no other relevant IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company.

Current Global Financial Conditions and Trends

Securities of mining and mineral 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 globally, and market perceptions of the attractiveness of particular industries. The price of the securities of companies is also significantly affected by short-term changes in commodity prices, base and precious metal prices or other mineral prices, currency exchange fluctuation and the political environment in the countries in which the Company does business. As of December 31, 2013, the global economy continues to be in a period of significant economic volatility, in large part due to US and European economic concerns which have impacted global economic growth.

Dependence on Key Employees

The Company's business and operations are dependent on retaining the services of a small number of key employees. The success of the Company is, and will continue to be, to a significant extent, dependent on the expertise and experience of these employees. The loss of one or more of these employees could have a materially adverse effect on the Company. The Company does not maintain insurance on any of its key employees.

Financial Instruments

Financial Assets

All financial assets are recognized and derecognized on the trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the time frame established by the market concerned, and are initially measured at fair value, plus transaction costs.

Financial assets are classified as 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. Loans and receivables are subsequently measured at amortized cost using the effective interest method, with interest recognized on an effective yield basis.

The effective interest method is a method of calculating the amortized cost of a financial asset and of allocating interest, when applicable, over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial asset or to the net carrying amount on initial recognition.

Impairment of Financial Assets

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been negatively impacted. Evidence of impairment could include: significant financial difficulty of the issuer or counterparty; or default or delinquency in interest or principal payments; or the likelihood that the borrower will enter bankruptcy or financial reorganization.

Financial Liabilities

Financial liabilities are classified as 'other financial liabilities'.
Other Financial Liabilities

Other financial liabilities including borrowings are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortized cost using the effective interest method, with interest recognized on an effective yield basis.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest costs over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or to the net carrying amount on initial recognition.

De-recognition of Financial Liabilities

The Company de-recognizes financial liabilities when the obligations are discharged, cancelled or expire. The Company's financial instruments consist of the following:

Financial Assets:	Classification:
Cash	Loans and receivables
Prepaids and deposits	Loans and receivables

Financial Liabilities:	Classification:
Accounts payable and other liabilities	Other financial liabilities

The carrying amount of financial assets is reduced by any impairment loss directly for all financial assets with the exception of accounts or loans receivable, where the carrying amount is reduced through the use of an allowance account. When an accounts or loan receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Financial Instruments Recorded at Fair Value

Financial instruments recorded at fair value on the consolidated statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels: Level 1 - valuation based on unadjusted quoted prices in active markets for identical assets or liabilities; Level 2 - valuation techniques based on 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]; and Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data [unobservable inputs]. As of December 31, 2012 and December 31, 2013 cash was classified as Level 1 on the consolidated statements of financial position.

Critical Accounting Estimates

Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Stock-Based Compensation

Management is required to make certain estimates when determining the fair value of stock options awards, and the number of awards that are expected to vest. These estimates affect the amount recognized as stock-based compensation in the statements of loss based on estimates of forfeiture and expected lives of the underlying stock options. For the three and year ended December 31, 2013, the Company had not issued any stock options and had therefore had therefore not recognized any stock based compensation expense.

Critical Accounting Judgments

Income Taxes and Recovery of Deferred Tax Assets

The measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the financial statements. Deferred tax assets require management to assess the likelihood that Galway Metals will generate taxable income in future periods in order to utilize recognized deferred tax assets.

Restoration, Rehabilitation and Environmental Obligations

Management's assumption of no material restoration, rehabilitation and environmental exposure, is based on the facts and circumstances that existed in the current and prior years.

Impairment of Resource Property Costs

Management reviews the carrying values of exploration and evaluation assets whenever events or changes in circumstances indicate that their carrying values may not be recoverable. This analysis is performed by CGU which is defined as the Company resource properties. The recoverable amount of cash-generating units for an exploration stage company requires various subjective assumptions. These assumptions may change significantly over time when new information becomes available and may

cause original estimates to change. For the year ended December 31, 2013, the Company recorded a $1,629,599 impairment charge on its Victorio property.

Subsequent Events

i) On April 16, 2014, the Company announced that it had completed a non-brokered private placement financing (the "Financing"). The Financing consisted of the sale of 6,600,000 units (each, a "Unit") at a price of $0.10 per Unit, with each Unit consisting of one common share of the Company (each, a "Share") and one-half of one Share purchase warrant (each whole such warrant, a "Warrant"), each Warrant entitling the holder to acquire one additional Share until April 16, 2017 at a price of $0.15 per Share. 4,150,000 of the 6,600,000 Units were acquired by the CEO of the Company and 250,000 units were acquired by a director of the Company. The financing was approved by all of the non-interested directors of the Company and was exempt from the valuation and minority approval requirements in Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions on the basis of certain exemptions available thereunder. The Financing was also approved by the TSX Venture Exchange. All securities issued pursuant to the Financing are subject to a statutory hold period of four months.

ii) On April 25, 2014, the Company renegotiated the option payments associated with the Victorio project. The revised terms are as follows:

- payment of $75,000 on June 1, 2014 and 50,000 Galway Metals common shares;
- payment of $75,000 on June 1, 2015;
- payment of $75,000 on June 1, 2016;
- payment of $75,000 on June 1, 2017; and
- payment of $900,000 on June 1, 2018.

iii) On January 31, 2014, the Company announced the approval and adoption by its board of directors (the "Board") of amendments to its by-laws to include advance notice provisions (the "Advance Notice Provision"), the purpose of which is to require advance notice to be provided to the Company in circumstances where nominations of persons for election to the Board are made by shareholders of the Company (the "Shareholders") other than pursuant to: (i) a requisition of a meeting of Shareholders made pursuant to the provisions of the Business Corporations Act (New Brunswick) (the "Act"); or (ii) a Shareholder proposal made pursuant to the provisions of the Act.

The purpose of the Advance Notice Provision is to provide Shareholders, directors and management of the Company with a clear framework for nominating directors. Among other things, the Advance Notice Provision fixes a deadline by which Shareholders must submit nominations to the Company prior to any annual or special meeting of the Shareholders and sets forth the minimum information that a Shareholder must include in the notice to the Company for the notice to be in proper written form.

In the case of an annual meeting of Shareholders, notice to the Company must be made not less than 30 days and no more than 65 days prior to the date of the annual meeting, provided, however, in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following such public announcement.

In the case of a special meeting of Shareholders (which is not also an annual meeting), notice to the Company must be made not later than the close of business on the 15th day

following the day on which the first public announcement of the date of the special meeting was made.

The Advance Notice Provision is effective immediately and was approved by Shareholders at the annual meeting held on March 17, 2014.

Capital Management

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and

- to maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

The Company considers its capital to be equity, comprising share capital, accumulated other comprehensive income, and deficit, which at December 31, 2013 totaled $11,238,411 (December 31, 2012 - $13,447,753). The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on activities related to its mineral properties. Information is provided to the Board of Directors of the Company. The Company's capital management objectives, policies and processes have remained unchanged during the year ended December 31, 2013. The Company is not subject to externally imposed capital requirements.

Additional Disclosure for Venture Issuers without Significant Revenue

Administrative expenses for the year ended December 31, 2013 and the period ended December 31, 2012 are comprised of the following:

	2013	2012
	($)	($)
Salaries and benefits	231,410	16,731
Travel expense	41,093	nil
Office and general	103,886	10,508
Public company costs	71,335	32,902
Insurance	16,430	494
Professional fees	107,211	35,680
	571,365	**96,315**

Disclosure of Outstanding Share Data

As at the date of this document, the Company had 57,145,248 issued and outstanding shares, 4,825,000 outstanding stock options, exercisable at $0.10 until December 23, 2023, and 3,300,000 warrants, exercisable at $0.15 until April 16, 2017.

Cautionary Note Regarding Forward-Looking Statements

Certain statements contained in this 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.

Selected forward looking statements, assumptions, and risk factors are as follows:

Forward-looking statements	Assumptions	Risk factors
Potential of the Company's properties to contain economic Molybdenum-Tungsten deposits	The actual results of the Company's exploration and development activities will be favourable; operating, exploration and development costs will not exceed the Company's expectations; the Company will be able to retain and attract skilled staff; all requisite regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company, and applicable political and economic conditions are favourable to the Company; the price of minerals and applicable interest and exchange rates will be favourable to the Company; no title disputes exist with respect to the Company's properties	Molybdenum-Tungsten price volatility; uncertainties involved in interpreting geological data and confirming title to acquired properties; the possibility that future exploration results will not be consistent with the Company's expectations; actual results of the Company's exploration and development activities; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; the Company's ability to retain and attract skilled staff
The Company's ability to meet its working capital needs at the current level for the twelve-month period ending December 31, 2014. The Company expects to incur further losses in the development of its business	The operating and exploration activities of the Company for the twelve-month period ending December 31, 2014, and the costs associated therewith, will be consistent with the Company's current expectations; debt and equity markets, exchange and interest rates and	Changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations;

	other applicable economic conditions are favourable to The Company	changes in economic conditions
Plans, costs, timing and capital for future exploration and development of the Company's property interests, including the costs and potential impact of complying with existing and proposed laws and regulations	Financing will be available for the Company's exploration and development activities and the results thereof will be favourable; actual operating and exploration costs will be consistent with the Company's current expectations; the Company will be able to retain and attract skilled staff; all applicable regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company; the Company will not be adversely affected by market competition; debt and equity markets, exchange and interest rates and other applicable economic and political conditions are favourable to the Company; the price of Molybdenum-Tungsten and/or other applicable metals will be favourable to the Company; no title disputes exist with respect to the Company's properties	Molybdenum-Tungsten price volatility; changes in debt and equity markets; timing and availability of external financing on acceptable terms; the uncertainties involved in interpreting geological data and confirming title to acquired properties; the possibility that future exploration results will not be consistent with the Company's expectations; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; the Company's ability to retain and attract skilled staff
Management's outlook regarding future trends	Financing will be available for the Company's exploration and operating activities; the price of Molybdenum-Tungsten will be favourable to the Company	Molybdenum-Tungsten price volatility; changes in debt and equity markets; interest rate and exchange rate fluctuations; changes in economic and political conditions
Sensitivity analysis of financial instruments	Interest rates will not be subject to change in excess of plus or minus 1%. The Company's investment portfolio will not be subject to change in excess of plus or minus 100% . There could be material changes to the Company's results for the	Changes in debt and equity markets; interest rate and exchange rate fluctuations

	year ended December 31, 2014, as a result of changes in foreign exchange rates	
The Company is evaluating opportunities to acquire other promising mineral properties	Management will be able to source potential acquisitions; acquisitions could be completed on terms favorable to the Company.	Unavailability of suitable or promising mineral properties; changes in debt and equity markets.

The Company undertakes no obligation to update or revise the forward-looking statements contained herein except as may be required by applicable securities laws.