The following discussion and analysis of the financial position and results of operations for EQUITAS RESOURCES CORP. (the "Company" or "EQT") should be read in conjunction with the condensed interim financial statements for the ***nine months ended November 30, 2014,*** *which are prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") and in accordance with International Accounting Standard 34 ("IAS 34"). The condensed interim financial statements and notes thereto and the following discussion and analysis for the nine months ended November 30, 2014 have not been reviewed by the Company's Auditor. All dollar amounts are in Canadian dollars, unless otherwise indicated.*

The effective date of this report is January 28, 2015.

The Company is subject to the specific risks inherent in the mineral exploration business as well as general economic and business conditions. For more information on the Company, readers should review the Company's disclosure that is available on their website at www.equitasresources.com as well as at www.sedar.com.

DESCRIPTION OF BUSINESS

The Company was incorporated under the *Company Act* (British Columbia) in 1994, and is a reporting issuer in British Columbia and Alberta. The Company is listed on the TSX Venture Exchange ("TSX-V") under the symbol *EQT*, and classified as a junior natural resource company.

The Company's primary business is to identify, explore and develop opportunities in the resource sector through acquisition or joint venture. The Company owns interests in various properties in British Columbia and the Northwest Territories, as described below.

MINING PROPERTIES

Garland Property: On July 10, 2014, the Company entered into an agreement with Zimtu Capital Corp., DG Resource Management Ltd., and Ridge Resources Ltd., collectively the "Vendors", to acquire a 100% interest in the Garland Property, located in Labrador, Canada. The property encompasses 25,050 hectares and is 30 kilometres southeast of Vale's Voisey Bay Nickel/Copper/Cobalt mine. A review of historical exploration work shows the Garland Property to be within an environment favorable for magmatic Ni-Cu sulphide deposits; and which also possess strikingly similar features to the Voisey's Bay deposit(s).

In consideration, the Company will issue 7,999,998 shares over a 36 month period of which 2,666,666 is due upon exchange approval of the agreement (issued), pay $80,000 over a 1 year period, of which $30,000 is due upon signing, and grant DG Resource Management a 2% Gross Overriding Royalty (GORR) in the Property. The transaction acceptance by the TSX Venture Exchange.

During the nine months ended November 30, 2014, $93,333 in acquisition costs (February 28, 2014 - $nil) were incurred and $210 (February 28, 2014 - $nil) in exploration expenses was spent on the Garland Property.

Nahmint Property: On October 16, 2013, the Company executed an Option Agreement to earn a 100% undivided ownership interest in the Nahmint Property located along the western shoreline of the Alberni Inlet 25 km south of Port Alberni, BC. The Property is approximately 9,552 hectares consisting of 21 cell mineral claims and 15 underlying crown granted claims. Based on the Agreement, Equitas will earn a 100% interest in the Property by paying $620,000 in cash, issuing 5,000,000 common shares, and by incurring $1,300,000 in exploration expenditures over a seven year period. The vendors will retain a 2% NSR, of which 1% can be purchased for $1 million.

During the nine months ended November 30, 2014, $10,000 in acquisition costs (February 28, 2014 - $44,200) and $12,069 (February 28, 2014 - $77,997) in exploration expenses was spent on the Nahmint Property.

Tom Gold Mine claims: During 2010, the Company acquired a 100% interest in the Tom Gold Mine claims located near Yellowknife, Northwest Territories. In consideration for $100,000 cash (paid) and 2,000,000 common shares of the Company (issued). No finder's fee was paid in connection with the property acquisition.

The Tom Gold Mine Project includes five mineral claims totaling 650 acres (263 hectares) situated approximately 10 km northeast of Yellowknife, NWT and is accessible year round via an all-weather road. The Tom Mine Property was first worked by Cominco in the early 1940's in tandem with bringing the Ptarmigan Mine, located approximately 1.5 km to the south, into production. The Ptarmigan Mine was closed in 1942, shortly after it opened, due to the war. The Tom Property and Ptarmigan Mine were then acquired by Treminco Resources Ltd. in 1985 and both put into production from 1986 to 1997 when low gold prices forced Treminco to close operations (gold traded within the range of $283 to $362.15 per ounce in 1997).

In the later years of production, the Tom Mine represented a growing percentage of Treminco's overall gold production and represented approximately 1/3 of their total production in 1997. From February 1986 to July 1987, 19,000 tonnes of ore were extracted from the Tom Mine producing approximately 4,083 ounces of gold. Between 1987 and 1995 production from Tom was not recorded as it was grouped with Ptarmigan's production. However, another 2000 ounces of gold were produced from Tom from 1995 to 1997.

The Tom Property is underlain by amphibolite-grade metaturbidites of the Burwash Formation. At the property, at least four quartz veins were drilled. The primary producer was the Tom No. 3 vein with the C-vein becoming the major producer by 1991-1992. The

Tom No. 3 vein was discontinuous to 8 m wide, over a strike length of about 365 m. The quartz vein contained less than 1% other minerals, including pyrite, sphalerite, galena and lesser amounts of other sulphides.

During the nine months ended November 30, 2014, $nil (February 28, 2014 - $941) in exploration expenses was spent on the Tom Mine claims.

Sickle, Snow & Bella Gold Claims: The Company acquired, by staking, the Sickle, Snow and Bella gold claims:

The Sickle Claims are situated along the eastern margins of the Yellowknife Greenstone Belt and is underlain by low grade argillites and turbidites of the Walsh and Burwash Formations, and felsic volcanics of the Prosperous Formation. All units are Archean, near vertical, and become younger moving east. Historic gold exploration has been focused on a calcareous black argillite unit, near the contact of the Prosperous and Burwash formations. The Sickle claims encompass three main historic gold showings termed the ‘Drag Lake’, ‘Anne’ and ‘Arseno’. The Drag Lake Showing has received the most attention with drilling occurring in 1988 and 1990. Surface results include chip samples of 3.43 g/t Au across 6.71 m, within sheared and silicified andesites from the Anne trenches, located directly adjacent to the property. A grab sample on the property from the nearby Len Trench returned 7.23 g/t Au. In addition, pit samples from the Arseno Showing, approximately 2 km to the south, returned 5.6 g/t Au over 5 m. Drill hole 90-7 targeted this showing and returned 5.9 g/t Au over 0.8 m. The Anne Showing has not been drill tested although it was recommended.

The Snow property claims are located in north central British Columbia and consist of two map-staked claims totalling 2,090 acres. The Bella property claims are located near Bella Coola in British Columbia, and consist of two claim blocks totalling 26 claims, encompassing approximately 31,380 acres. The Snow and Bella claims have lapsed and are no longer held by the Company.

During the nine months ended November 30, 2014, $nil (February 28, 2014 - $617) was spent on these claims for geological expenses.

Day Property: During 2010, the Company purchased the Day Copper-Gold Porphyry Property. The consideration for the acquisition comprised of cash payments of $50,000 (paid) and 5,000,000 common shares (issued). As the acquisition resulted in the Company issuing more than 10% of the current issued and outstanding share capital to non-arm’s length parties, shareholder approval of the acquisition was required. A “Calculation, Valuation and Fairness Opinion” was prepared for the Company by RwE Growth Partners Inc. and was presented to the Company’s shareholders at its Annual General Meeting, held on September 8, 2010 and disinterested shareholder approval of the acquisition was received. Closing was conditional on approval by the TSX-V, which was received on May 27, 2011. The vendors will retain a 2% net smelter return royalty, half of which may be purchased by the Company for $1,000,000. The Company also acquired, by staking, 6 additional claims adjacent to the Day Property, known as the Erin Claims.

The Day Property is located in the Toodoggone region of north-central British Columbia and is host to significant porphyry gold-copper mineralization. The occurrence was discovered and previously drilled by Falconbridge. Drilling in the early 1970s produced several significant intersections including 0.67% copper and 0.84 g/t gold across 58.83 m, and Hole 74-4 with 14.94 m of 0.61% copper and 1.92 g/t gold.

The Day Property is approximately 50 km south of Aurico Gold’s (formerly Northgate Mineral) Kemess South Mine. The Kemess South Mine was the fifth largest mine in British Columbia producing close to 3 million ounces of gold and over 300 million pounds of copper.before it was closed down in April 2011. Aurico is now focused on exploration development of Kemess Underground which is approximately 5.5 km north of the past-producing Kemess South. In 2011, a Preliminary Economic Assessment for the Kemess Underground Project was completed. Highlights of the Study include (employs base case commodity price assumptions of $1,100/oz gold; $2.80/lb copper and $20/oz silver and F/X US$/Cdn$1.00): Average annual production of 95,000 ounces of gold at a net cash cost of $115 per ounce; Average annual copper production of 41.4 million pounds; and, An approximate 12-year mine-life.

The area between the Toodoggone region in the north and the Mt. Milligan region in the south has seen significant increased mineral exploration for copper, gold, and silver deposits in recent years. Notable porphyry projects in the belt include:.Aurico Gold’s (TSX:AUQ) Kemess South and North Projects, Thompson Creek’s (TSX:TCM) Mount Milligan Project, and Serengeti Resources Inc’s (TSX-V:SIR) Kwanika Project.

During the nine months ended November 30, 2014, $111 was spent (February 28, 2014 - $5,901 recovered) on exploration on the Day Property. During the year ended February 28, 2014, $15,396 was received for investment tax credit related to the year ended February 28, 2013, and $4,841 was received as an investment tax credit related to the year ended February 28, 2011.

Roy Property: The Roy Copper-Gold Showing is adjacent to the Day Property and was originally discovered in the early 1970’s following Falconbridge’s discovery of the Day Copper-Gold Occurrence, about 3 km to the southwest, and the Sustut Copper Deposit, about 10 km to the northeast of the property. Based on the limited historic exploration the Roy Showing consists of porphyry type Cu-Au mineralization within a monzonite or syenomonzonite stock. Additional mineralized stocks are evidenced within the property boundaries by soil geochemical anomalies (>100 ppm Cu or >40 ppb Au), and ground geophysical surveys (magnetics).

The Company acquired a 100% mineral interest in the Roy Property for a cash payment of $181,000 payable over 5 years: $1,000 on signing (paid), $5,000 on October 31, 2010 (paid), $5,000 on October 31, 2011 (paid), $20,000 on October 31, 2012 (paid), $50,000 on October 31, 2013 and $100,000 on October 31, 2014. The Roy Property is subject to a Net Smelter Royalty (“NSR”) of 2% with an option to the Company to purchase half (50%) of the NSR for $1,000,000.

On September 23, 2013, the agreement was amended to revise the consideration to acquire the property from $181,000 to $131,000. To date, $31,000 has been paid by the Company and the balance shall be paid as follows: $15,000 to be paid on the signing of the amended agreement (paid), $25,000 by October 31, 2014, and $60,000 by October 31, 2015. The Company returned the property to the vendor and impaired the property at November 30, 2014.

Porcupine Property: The Porcupine Showing, located to the west-northwest of the Day Property, consists of stratabound copper/gold mineralization within intermediate to felsic volcanics. The mineralization was traced sporadically over a distance of approximately 3,000 m. In 1991, Skeena Resources reported rock sampling from the exposed margins of the mineralized horizon with 1 to 5 g/t Au and 1.25 to 5.40% Cu. Massive sulfide boulders, located downslope of the occurrence, yielded maximum values of 3.2 g/t Au and 5% Cu.

The Company acquired a 100% mineral interest in the Porcupine Property for $13,000 (paid). There is a NSR of 2% on the Porcupine Property, of which the Company can purchase half (50%) of the NSR for $1,000,000. The Porcupine Property is also subject to an advance royalty of $50,000 per year and a one-time payment of 300,000 common shares upon commencement of commercial production. If the Company exercises the option to acquire 50% of the NSR, then the advance royalty payment shall be reduced to $25,000 per year, and a one-time payment of 150,000 common shares.

Chilanko Claims: On June 5, 2012, the Company acquired the Chilanko Property located in the Cariboo region of British Columbia. The consideration for the acquisition is a cash payment of $1,000. The Company also acquired, by staking, 14 additional claims adjacent to the Chilanko Property. During the nine months ended November 30, 2014, the Company let the claims lapse and impaired the property.

SELECTED ANNUAL INFORMATION

The following table provides a summary of the Company's financial operations for the last three fiscal years. For more detailed information, refer to the Company's audited financial statements.

	Years Ended		
	February 28, 2014	February 28, 2013	February 29, 2012
	$	$	$
Total revenues	-	-	-
Loss for the year	(597,755)	(508,524)	(1,113,528)
Comprehensive Loss	(597,755)	(508,524)	(1,113,528)
Basic and diluted loss per share	(0.01)	(0.01)	(0.02)
Total assets	1,837,008	2,217,147	2,845,577
Long term debt	-	-	-
Dividends declared	N/A	N/A	N/A

RESULTS OF OPERATIONS

During the nine months ended November 30, 2014, the net loss was $306,756, compared to a net loss of $264,391 in the prior year's comparable period, for a difference of $42,365.

The primary differences are:

- Decreased advertising and promotion expenses to $21,134 (2013 - $33,973) due to cost-saving measures,
- increased consulting fees to $45,300 (2013 - $3,922) were offset by decreased management fees to $nil (2013 - $90,000) due to a change in management of the Company,
- increased transfer agent and regulatory fees to $15,074 (2013 - $11,809) and increased travel expenses to $16,822 (2013 - $12,798) are due to an increase in business activity in the current period,
- increased share-based payments to $22,880 (2013 - $nil) for options granted in the current period, and
- increased impairment of mineral properties to $63,890 (2013 - $nil) due to the impairment of the Chilanko and Roy Properties.

SUMMARY OF QUARTERLY RESULTS

	November 30, 2014	**August 31, 2014**	**May 31, 2014**	**February 28, 2014**
Total revenues	$ nil	$ nil	$ nil	$ nil
Loss for the period	(166,723)	(68,330)	(71,703)	(333,364)
Basic and diluted loss per share	($0.01)	($0.00)	($0.00)	($0.00)

	November 30, 2013	**August 31, 2013**	**May 31, 2013**	**February 28, 2013**
Total revenues	$ nil	$ nil	$ nil	$ nil
Loss for the period	(109,898)	(78,775)	(77,045)	(136,134)
Basic and diluted loss per share	($0.00)	($0.00)	($0.00)	($0.00)

<u>Third Quarter</u>

During the three months ended November 30, 2014, the net loss was $166,723, compared to a net loss of $109,898 in the prior year's comparable period, for a difference of $56,825.

The primary differences are:

- decreased advertising and promotion expenses to $14,134 (2013 - $28,373) due to cost-saving measures,

- increased consulting fees to $30,600 (2013 - $2,800) were offset by decreased management fees to $nil (2013 - $30,000) due to a change in management of the Company,
- increased travel expenses to $13,254 (2013 - $6,696) are due to an increase in business activity, and
- increased impairment of mineral properties to $63,890 (2013 - $nil) due to the impairment of the Chilanko and Roy Properties.

CAPITAL RESOURCES AND LIQUIDITY

During the nine months ended November 30, 2014, cash flows were as follows:

- Cash outflows on Operating activities were $17,381 (November 30, 2013 – $94,058), and
- Investing activities consisted of cash outflows on mineral property exploration costs of $22,390 (November 30, 2013 - $80,589).

Since inception, the Company has incurred cumulative losses of $14,021,770 and has a working capital deficiency at November 30, 2014 of $335,896 (2014 - $93,520).

The Company has financed its operations to date primarily through the issuance of common shares for private placements and on the exercise of stock options and warrants. The Company continues to seek capital through various means including the issuance of equity and/or debt.

At a Special Meeting of Shareholders held on September 15, 2014, the shareholders approved a share consolidation on the basis of 1 post-consolidated common share for every 3 pre-consolidated common share.

As of November 30, 2014 the Company's authorized share capital consisted of unlimited common shares without par value and the Company had 19,679,119 post-consolidated common shares issued and outstanding.

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

The Company's future capital requirements will depend on many factors, including costs of exploration and development of the properties, cash flow from operations, costs to complete well production if warranted, competition and global market conditions. The Company's growing working capital needs may require it to obtain additional capital to operate its business.

The Company will depend partly on outside capital to complete the exploration and development of its resource properties. Such outside capital will include the sale of additional common shares and debt financing. There can be no assurance that capital will be available as necessary to meet these continuing exploration and development costs or, if the capital is available, that it will be on terms acceptable to the Company. The issuances of additional equity securities by the Company may result in a significant dilution in the equity interests of its current shareholders. If the Company is unable to obtain financing in the amounts and on terms deemed acceptable, the business and future success may be adversely affected.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

SEGMENTED DISCLOSURE

The Company has one operating segment, mineral exploration and development. All of the Company's assets are located in Canada.

RELATED PARTY TRANSACTIONS

A significant shareholder of the Company, with common directors, provides monthly administrative and managerial services (Commitments).

	Nine Months ended November 30,	
	2014	2013
Key Management Compensation:		
Management fees	**$ -**	$ 90,000
Consulting fees	**30,000**	-
Office administration and rent	**112,500**	112,500
Advertising and promotion	**16,000**	21,900
Total	**$ 128,500**	$ 224,400

	November 30, 2014	February 28, 2014
Related Party Balances:		
Director of the Company	**$ 15,750**	$ 3,613
Companies related by common directors	**$ 214,055**	$ 3,613

The amounts payable and receivable to/from related parties represent non-interest bearing loans the Company borrowed from or loaned to the directors. The loans are uncollateralized and are repayable on demand.

COMMITMENTS

On June 1, 2010, the Company entered into a management and administration agreement for a 12 month term with Zimtu Capital Corp. ("Zimtu"). Under the terms of the agreement, Zimtu provides the Company with administrative and managerial services, including corporate maintenance, continuous disclosure services, rent, and office space for $12,500 a month. On June 1, 2013, this agreement was extended for an additional 12 month term. On June 1, 2014, the Company renewed the management and administrative agreement with Zimtu for an additional 6 month term. See Subsequent Events.

OTHER MD&A REQUIREMENTS

Additional Disclosure for Venture Issuers without Significant Revenue: As the Company has not had significant revenue from operations in either of its last two financial years, the following is a breakdown of the material costs incurred:

	Year Ended February 28, 2014	Year ended February 28, 2013
Capitalized or Expensed Exploration and Development Costs	$75,154	$63,285
General and Administration Expenses	$597,755	$508,524
Gain on sale of marketable securities	$Nil	$Nil

Disclosure of Outstanding Share Capital: The following is a breakdown of the share capital of the Company, on an annual basis as well as at the most recently ended quarter and the date of this report:

	January 28, 2015*	November 30, 2014*	February 28, 2014**
Common shares	28,503,119	19,679,119	51,037,415
Stock Options	1,666,648	1,666,648	5,025,000
Warrants	5,936,000	-	-
Fully Diluted Shares	36,105,767	21,345,767	56,062,415

*post-consolidation

**pre-consolidation

At a Special Meeting of Shareholders held on September 15, 2014, the shareholders approved a share consolidation on the basis of 1 post-consolidated common share for every 3 pre-consolidated common share. For additional details of outstanding share capital, refer to the condensed interim financial statements for the nine months ended November 30, 2014.

RISKS AND UNCERTAINTIES

The Company, and the securities of the Company, should be considered a highly speculative investment. The following risk factors should be given special consideration when evaluating an investment in any of the Company's securities:

There are a number of outstanding securities and agreements pursuant to which common shares of the Company may be issued in the future. This will result in further dilution to the Company's shareholders.

The Company has a very limited history of operations, is in the early stage of development and has received no revenues other than insignificant interest revenues. As such, the Company is subject to many risks common to such enterprises. There can be no assurance that the Company will be able to obtain adequate financing in the future or, if available, that the terms of such financing will be favourable. The Company has no intentions of paying any dividends in the future.

Although the Company has taken steps to verify the title to mineral properties in which it has acquired an interest, no assurance whatsoever can be given that the Company's interests may not be challenged by third parties. If challenged, and if the challenge is sustained, it will have an adverse effect on the business of the Company. Title to mineral properties may be subject to unregistered prior agreements or transfers, and may also be affected by undetected defects or the rights of indigenous peoples.

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions. If the restrictions adversely affect the scope of exploration and development on the mineral properties, the potential for production on the properties may be diminished or negated.

The exploration of mineral properties involves significant risks which even experience, knowledge and careful evaluation may not be able to avoid. The price of metals has fluctuated widely, particularly in recent years as it is affected by numerous factors which are beyond the Company's control including international economic and political trends, expectations of inflation or deflation, currency exchange fluctuations, interest rate fluctuations, global or regional consumptive patterns, speculative activities and increased production due to new extraction methods. The effect of these factors on the price of metals, and therefore the economic viability of the Company's interests in the mineral properties cannot be accurately predicted. Furthermore, changing conditions in the financial markets, and Canadian Income Tax legislation may have a direct impact on the Company's ability to raise funds for exploration expenditures. A drop in the availability of equity financings will likely impede spending. As a result of all these significant risks, it is quite possible that the Company may lose its investments in the Company's mineral property interests.

CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of these financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

The effect on the financial statements of such changes in estimates in future periods could be material.

In particular, information about significant areas of estimation uncertainty considered by management in preparing the condensed financial statements includes:

- The recoverability of the carrying value of the exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest;
- The inputs used in assessing the recoverability of deferred income tax assets to the extent that the deductible temporary differences will reverse in the foreseeable future and that the Company will have future taxable income;

- Management's assumption that there are currently no decommissioning liabilities is based on the facts and circumstances that have existed during the periods; and
- The inputs used in accounting for share-based payments in the statement of comprehensive loss.

All of the Company's significant accounting policies and estimates are included in Notes 3 and 4 of its audited financial statements for the year ended February 28, 2014.

ACCOUNTING POLICIES ADOPTED

As of March 1, 2014 with the exception of IFRS 9, which is effective for fiscal periods beginning on or after January 1, 2015, the Company adopted the following standards and amendments as issued by the IASB, which are not expected to have a material impact on the Company's financial statements.

IFRS 9 – Financial Instruments: Classification and Measurement

IFRS 9 as issued reflects the first phase of the IASB's work on the replacement of IAS 39 and applies to classification and measurement of financial assets and financial liabilities as defined in IAS 39. In subsequent phases, the IASB will address hedge accounting and impairment of financial assets. The adoption of the first phase of IFRS 9 will have an impact on the classification and measurement of financial assets, but will potentially have no impact on classification and measurement of financial liabilities. The Company will quantify the impact in conjunction with the other phases when issued.

IFRS 10 – Consolidated Financial Statements

This standard replaces portions of IAS 27, Consolidated and Separate Financial Statements and interpretation SIC-12, Consolidated - Special Purpose Entities. This standard incorporates a single model for consolidating all entities that are controlled and revises the definition of when an investor controls an investee to be when it is exposed, or has rights, to variable returns from its involvement with the investee and has the current ability to affect those returns through its power over the investee. Along with control, the new standard also focuses on the concept of power, both of which will include a use of judgment and a continuous reassessment as facts and circumstances change.

IFRS 11 – Joint Arrangements

This standard will replace IAS 31, Interest in Joint Ventures. The new standard applies to the accounting for interest in joint arrangements where there is joint control. Joint arrangements will be separated into joint ventures and joint operations. The structure of the joint arrangement will no longer be the most significant factor on classifying a joint arrangement as either a joint operation or a joint venture.

IFRS 12 – Disclosure of Interests in Other Entities

The new standard includes disclosure requirements for subsidiaries, joint ventures and associates, as well as unconsolidated structured entities and replaces existing disclosure requirements. The new disclosures require information that will assist financial statement users to evaluate the nature, risks and financial effects associated with an entity's interests in subsidiaries and joint arrangements.

IFRS 13 – Fair Value Measurement

The new standard creates a single source of guidance for fair value measurement, where fair value is required or permitted under IFRS, by not changing how fair value is used but how it is measured. The focus will be on exit price.
AS 1 – Presentation of Financial Statements

The amendment requires financial statements to group together items within other comprehensive income that may be reclassified to the profit or loss section of the consolidated statements of income. The amendment reaffirms existing requirements that items in other comprehensive income and profit or loss should be presented as either a single statement or two consecutive statements. The amendment requires tax associated with items presented before tax to be shown separately for each of the two groups of other comprehensive income items (without changing the option to present items of other comprehensive income either before tax or net of tax).

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value

IFRS 7 establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2 – 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 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at November 30, 2014, the Company's financial instruments are comprised of cash, due from related parties, reclamation bonds, and accounts payable and accrued liabilities. The carrying value of cash, due from related parties, reclamation bonds, and accounts payable and accrued liabilities approximate their fair values due to the relatively short periods to maturity of these financial instruments.

Financial instruments measured at fair value on the statement of financial position are summarized in levels of fair value hierarchy as follows:

At November 30, 2014

Assets	Level 1	Level 2	Level 3	Total
Cash	$ 3,893	$ -	$ -	$ 3,893
Total	$ 3,893	$ -	$ -	$ 3,893

At February 28, 2014

Assets	Level 1	Level 2	Level 3	Total
Cash	$ 43,664	$ -	$ -	$ 43,664
Total	$ 43,664	$ -	$ -	$ 43,664

Financial risk factors

The Company has exposure to the following risks from its use of financial instruments: credit risk, liquidity risk and market risk. Management, the Board of Directors and the Audit Committee monitor risk management activities and review the adequacy of such activities.
Credit risk

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

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at November 30, 2014, the Company had a cash balance of $3,893 to settle current liabilities of $344,637. All of the Company's financial liabilities are subject to normal trade terms.

Market risk

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

(a) Interest rate risk

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

(b) Price risk

The Company is not a producing entity so is not directly exposed to fluctuations in commodity prices. The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

(c) Foreign currency risk

The Company has no assets or liabilities in foreign currencies. Its exposure to foreign exchange risk is minimal.

CAPITAL MANAGEMENT

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

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

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

The Company's capital management objectives, policies and processes have not been changed over the years presented. The Company is not subject to any externally imposed capital requirements.

DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO), on a timely basis so that appropriate decisions can be made regarding public disclosure. As at November 30, 2014, the CEO and the CFO have evaluated the effectiveness of the Company's disclosure controls and procedures as defined in Multilateral Instrument 52-109 of the Canadian Securities Administrators and have concluded that such disclosure controls and procedures are effective.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Chief Executive Officer, the Chief Financial Officer and an external director of the Company are responsible for designing internal controls over financial reporting or causing them 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 generally accepted accounting principles. The Company has determined that the internal disclosure controls and procedures are effective and sufficient to execute its business plan.

SUBSEQUENT EVENTS

a) In December 2014, the Company closed a private placement with gross proceeds of $441,200. The Company issued 6,624,000 flow-through units ("FT Units"). Each FT Unit consists of one common share priced at $0.05 and one half of one share purchase warrant. Each whole share purchase warrant entitles the holder to purchase one common share at a price of $0.10, expiring 2 years after closing. The Company also issued 2,200,000 units ("Units"), priced at $0.05 per Unit. Each Unit consists of one common share and one share purchase warrant, priced at $0.10 and expiring in 2 years. Finders fees of $21,200 and 424,000 share purchase warrants exercisable for 2 years at $0.10, were paid and issued respectively.

b) On December 1, 2014, the Company renewed its management services agreement with Zimtu for an additional 12 month period.

FORWARD LOOKING STATEMENTS

Statements in this report that are not historical facts are forward looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. All such statements, other than statements of historical facts, that address estimated resource quantities, grades, locations, geometry and contained metals, possible future mining, exploration and development activities, are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements should not be in any way construed as guarantees of future performance and actual results or developments may differ materially from those in the forward- looking statements.

Readers are cautioned not to put undue reliance on forward looking statements.

DIRECTORS

Kyler Hardy - President, Chief Executive Officer, and Director
David Hodge – Director
Steven Williams - Director
Jay Roberge - Director
Qianjie Wang – Director

APPROVAL

The Board of Directors of Equitas Resources Corp. has approved the disclosure contained in this MD&A.

Additional information related to the Company is available on SEDAR at www.sedar.com, on the Company's website at www.equitasresources.com .