



MANAGEMENT DISCUSSION & ANALYSIS

For the year ended July 31, 2013

Directors and Officers as at October 28, 2013:

Directors:

Gary Arca
Serge Depatie
Robert Eadie
Jordan Estra
Dave Gunning
Michael Gunning
Cory Kent
Ken Sumanik
Federico Villaseñor

Officers:

Executive Chairman, Chief Executive Officer & Interim President – Robert Eadie
Chief Financial Officer – Gary Arca
Chief Operating Officer – Dave Gunning
Corporate Secretary – Cory Kent

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Form 51-102-F1

STARCORE INTERNATIONAL MINES LTD.

MANAGEMENT DISCUSSION & ANALYSIS

For the Year Ended July 31, 2013

1. Date of This Report

This MD&A is prepared as of October 28, 2013.

This Management Discussion and Analysis (“MD&A”) should be read in conjunction with the audited consolidated financial statements of Starcore International Mines Ltd. (“Starcore”, or the “Company”) for the year ended July 31, 2013. **Monetary amounts throughout this MD&A are shown in thousands of Canadian dollars, unless otherwise stated.**

This MD&A includes certain statements that may be deemed “forward-looking statements”. Such statements and information include without limitation: statements regarding timing and amounts of capital expenditures and other assumptions; estimates of future reserves, resources, mineral production and sales; estimates of mine life; estimates of future mining costs, cash costs, minesite costs and other expenses; estimates of future capital expenditures and other cash needs, and expectations as to the funding thereof; statements and information as to the projected development of certain ore deposits, including estimates of exploration, development and production and other capital costs, and estimates of the timing of such exploration, development and production or decisions with respect to such exploration, development and production; estimates of reserves and resources, and statements and information regarding anticipated future exploration; the anticipated timing of events with respect to the Company’s minesite and; statements and information regarding the sufficiency of the Company’s cash resources. Such statements and information reflect the Company’s views as at the date of this document and are subject to certain risks, uncertainties and assumptions, and undue reliance should not be placed on such statements and information. Many factors, known and unknown could cause the actual results to be materially different from those expressed or implied by such forward looking statements and information. Such risks include, but are not limited to: the volatility of prices of gold and other metals; uncertainty of mineral reserves, mineral resources, mineral grades and mineral recovery estimates; uncertainty of future production, capital expenditures, and other costs; currency fluctuations; financing of additional capital requirements; cost of exploration and development programs; mining risks, risks associated with foreign operations; risks related to title issues; governmental and environmental regulation; and the volatility of the Company’s stock price. Investors are cautioned that any such statements are not guarantees of future performance and that actual results or developments may differ materially from those projected in the forward-looking statements.

2. Overall Performance

Description of Business

Starcore is engaged in exploring, extracting and processing gold and silver through its wholly-owned subsidiary, Compañía Minera Peña de Bernal, S.A. de C.V. (“Bernal”), which owns the San Martin mine in Queretaro, Mexico. The Company is a public reporting issuer on the Toronto Stock Exchange (“TSX”). The Company is also engaged in owning, acquiring, exploiting, exploring and evaluating mineral properties, and either joint venturing or developing these properties further or disposing of them when the evaluation is completed. The Company has interests in properties which are exclusively located in Mexico.

Recent Events

Effective August 31, 2013, the Company paid off the full debt amount owing of \$3,681 including fees and interest on the credit facility extended to it by Sprott Resource Lending in May, 2012, rendering the Company free of debt. (See Section 6)

On September 5, 2013, the Company reported the following relating to its current status:

Cash on Hand: \$4.6 million. The company must maintain a minimum of \$5.0 million as operating capital to enable management to meet its corporate responsibility of sustaining Starcore's financial strength, and to have the ability to respond positively to the operating variables of the mining industry.

Debt: NIL

Exploration: The Company is completing the permitting and bidding process for its planned exploration drilling of approximately 5,000 meters at an estimated cost of \$1.2 million. The exploration program will be funded internally.

Dividends: Although the Company is not currently in a position to declare dividends due to the price of gold, declaring dividends continues to be a high priority for management and a primary objective. "We remain persistent in achieving this objective as we are acutely aware that dividends are what our shareholders expect from their investment in the Company. I cannot emphasize enough how this remains front and center in terms of our focus and what we are striving to deliver to our shareholders as soon as possible," said Robert Eadie, President and CEO of the Company.

Sale of non-core asset (San Pedrito): The Company continues to pursue and engage various parties, both foreign and local, who have expressed their interest in acquiring the San Pedrito lands. Although no sale is imminent, management believes that the San Pedrito lands will be recognized by an astute developer and that the eventual sale of the asset will occur.

3. Selected Annual Information

The highlights of financial data for the Company for the three most recently completed financial years are as follows:

	July 31, 2013		July 31, 2012		July 31, 2011	
Revenues	\$	30,246	\$	57,039	\$	39,465
Cost of Sales		(21,948)		(35,349)		(25,511)
Earnings from mining operations		8,298		21,690		13,954
Administrative Expenses		(4,245)		(3,854)		(15,770)
Income tax recovery (expense)		649		(3,501)		(2,361)
Total earnings (loss)						
(i) Total earnings (loss)	\$	4,702	\$	14,335	\$	(4,177)
(ii) Earnings (loss) per share - basic	\$	0.03	\$	0.11	\$	(0.05)
(iii) Earnings (loss) per share - diluted	\$	0.03	\$	0.10	\$	(0.05)
Total assets	\$	59,537	\$	56,191	\$	53,405
Total long-term liabilities	\$	11,897	\$	10,871	\$	18,347

4. Results of Operations

Discussion of Acquisitions, Operations and Financial Condition

The following should be read in conjunction with the consolidated financial statements of the Company and notes attached thereto for the year ended July 31, 2013.

4.1 San Martín Mine, Queretaro, Mexico

Reserves

The San Martin Mine, an ISO 9001 certified facility located approximately 50km east of the City of Queretaro, State of Queretaro, Mexico, consists of mining concessions covering 12,992 hectares and includes seven underground mining units and four units under exploration, as well as an additional property, San Pedrito, located 50 km west of San Martin. Luismin (now “Goldcorp Mexico”) operated the mine from 1993 to January, 2007 when it was purchased by Starcore, who has been mining at San Martin at a rate of approximately 275,000/tonnes per year. Starcore expects to continue to operate the mine over an expected mine life of at least 6 years based on the current expected conversion of known resources and exploration is able to maintain approximately two to three years proven and probable reserves replacing those mined with new reserves. The Company has filed on SEDAR results for a Reserve estimate for its San Martin Mine in Queretaro, Mexico based on data available on July 31, 2013 and dated October 8, 2013.

The results of the July 31, 2013 estimate were Proven and Probable reserves totalling 705,998 tonnes at a grade of 2.53 g Au/t and 23.6 g Ag/t. In addition to the Proven and Probable Reserves, an Inferred Mineral Resource is estimated as of July 31, 2013 at 1,005,000 tonnes at an approximate grade of 2.17 g Au/t and 20 g Ag/t. Inferred Mineral Resources are not known to the same degree of certainty as Mineral Reserves and have not demonstrated economic viability.

The estimate was prepared by mine staff in compliance with NI 43-101. David R. Gunning, P. Eng. who is a qualified person as defined by NI 43-101 has verified all information used for the estimate.

The most important assumptions used as the basis of the estimate include:

- Total mining costs of \$US70 per metric tonne, a gold price of US\$1,300 and silver price of US\$22,
- Metal Recoveries of 87% for gold and 50% for silver,
- Resultant cut-off grade of 2.0 grams per tonne gold equivalent,
- Mining dilution of between 10% and 30% depending on the structure,
- Specific Gravity of 2.6.

The ratio of Probable to Proven Reserves is roughly 1.4:1 and in total there is 66,520 contained gold equivalent ounces. In the fiscal year ended July 31, 2013, San Martin milled 307,342 tons since the last resource estimate at an average grade of 2.35g/t gold and 21 g/t silver. The proven and probable reserves outlined above are adequate for over 2 additional years of production.

In comparison to the reserves estimated in 2012, this year's estimate has resulted in a modest increase in tonnage by 8% and a slight increase in equivalent ounces, both of which occurred while milling 263,000 tonnes from the reserve area. When put in perspective, the mine exploration team is more than replacing the reserves on a year by year basis.

As of July 31, 2013, reserves and resources at San Martin as reported in “*RESERVES AND RESOURCES IN THE SAN MARTIN MINE, MEXICO AS OF JULY 31, 2013*”, dated October 8, 2013, prepared by David R. Gunning, P. Eng. (the “Technical Report”), as filed on SEDAR and available on the Company website www.starcore.com were as follows:

Classification	Tonnes (000's)	Gold (g/t)	Silver (g/t)	Gold (000's of oz)	Silver (000's of oz)	Gold Equiv. (000's of oz)
<i>Reserve:</i>						
<i>San Martin Mine</i>						
Proven	334	2.40	25	25.8	268.5	30.9
Probable	372	2.61	22	31.2	263.2	35.6
Total Reserve	706			57.0	531.7	66.5
<i>Resource:</i>						
<i>San Martin Mine</i>						
Inferred	1,005	2.17	20	70.1	646.3	80.8

- Inferred Mineral Resources are not known to the same degree of certainty as Mineral Reserves and do not have demonstrated economic viability.
- A 60:1 silver to gold equivalency ratio was used to calculate gold equivalent ounces.

See the Technical Report, available on SEDAR, for further information on the San Martin Mine.

Production

The following table is a summary of mine production statistics for the San Martin mine for the three and twelve months ended July 31, 2013 and for the year ended July 31, 2012.

<i>(Unaudited)</i>	<i>Unit of measure</i>	Actual results for 3 months ended July 31, 2013	Actual results for 12 months ended July 31, 2013	Actual results for 12 months ended July 31, 2012
Mine production of gold in dore	<i>thousand ounces</i>	5.8	18.2	18.2
Mine production of silver in dore	<i>thousand ounces</i>	31.4	110	232
Mine equivalent ounces of gold	<i>thousand ounces</i>	6.3	20.1	22.8
Purchased concentrate equivalent ounces	<i>thousand ounces</i>	-	-	10.3
Total mine production – equivalent ounces	<i>thousand ounces</i>	6.3	20.1	33.1
Silver to Gold equivalency ratio		64:1	57:1	51:1
Mine Gold grade	<i>grams/tonne</i>	2.81	2.36	2.17
Mine Silver grade	<i>grams/tonne</i>	25.7	21.0	33.6
Mine Gold recovery	<i>percent</i>	84.6%	77.9%	84.4%
Mine Silver recovery	<i>percent</i>	50.0%	53.7%	69.2%
Milled	<i>thousands of tonnes</i>	76.1	307.3	308.3
Mine development, preparation and exploration	<i>meters</i>	1,785	7,838	7,258
Mine operating cash cost per tonne milled	<i>US dollars/tonne</i>	59	55	54
Mine operating cash cost per equivalent ounce	<i>US dollars/ounces</i>	705	844	724
Number of employees and contractors at minesite		317	317	334

During the quarter ended July 31, 2013, the mill operated at a rate of approximately 827 milled tonnes/calendar day. Gold and silver grades were 2.81 g/t and 25.7 g/t, respectively, compared to prior quarter grades of 2.38 g/t and 24.3g/t. Overall equivalent gold production from the mine of 6,300 ounces was higher than the previous quarter production of 5,800 due to better gold and silver recoveries, and higher overall production tonnage of 76,100 tonnes compared to 75,600 tonnes last quarter. The recoveries and ore grades were generally higher than the average for the year ended July 31, 2012, resulting in higher equivalent gold production than the 5,700 ounces per quarter averaged for the July 31, 2012 year.

Production cash costs of the mine for the current quarter were US\$705/EqOz. This was better than the previous quarter amount of US\$784/EqOz, and to the prior year average of US\$724/EqOz. due mainly to higher recoveries and related equivalent ounce production. Operating cash costs of US\$59/t, increased marginally from the prior quarter's US\$53/t and twelve months ended July 31, 2012 of US\$54/t, due to increased stope development costs combined with higher input costs such as fuel, chemicals and labour. Generally, the mine has created more mineable ore zones causing management to reassess much of the development activity as mineable ores and, thereby, increasing overall mining costs. The offset has been a decrease in mine development capital costs. The mine plan has been developed to ensure the mine is properly developed and mined so as to ensure a constant supply of ore in accordance with currently planned production capacity and ore grades. Changes to the plan that may involve increased production and capital investment is continually being assessed by management. Currently, the Company is continuing underground exploration in order to identify higher grade ore zones and has allocated an adequate budget to support year-long exploration, exceeding 11,000 metres of exploration drilling for the 2013 calendar year.

During the quarter ended July 31, 2013, the Company incurred approximately US\$1,027 in mine capital expenditures, which includes mine development drifting and drilling, machinery and equipment leases and purchases and construction and tailings dam remediation, compared to US\$940 in the prior quarter.

4.2 Property Activity

San Martin properties – Queretaro, Mexico

The San Martin mine properties are comprised of mining concessions covering 12,992 hectares, including the San Pedrito property located approximately 50km west of the San Martin mine. In addition to the ongoing mine exploration and development that is currently being performed in development of the mine, management is continually assessing the potential for further exploration and development of the San Martin properties and continually modifying the exploration budget accordingly. The mine operates three underground drill rigs to provide information to assist with mine planning in addition to exploration, with the intent of increasing the reserves and resources on the property, and the Company has budgeted approximately 11,000 metres of underground exploration drilling in calendar 2013.

David Gunning, P.Eng., a director of the Company and Chief Operating Officer, is the Company's qualified person under NI 43-101, and has reviewed and approved the scientific and technical disclosure on the San Martin Mine disclosed in this MD&A.

4.3 Results of Operations

The Company recorded earnings for the year ended July 31, 2013 of \$4,702 as compared with earnings of \$14,335 for the year ended July 31, 2012. The details of the Company's operating results and related revenues and expenses are as follows:

For the year ended July 31,	2013	2012	Variance
Revenues			
Mined ore	\$ 30,246	\$ 38,524	\$ (8,278)
Purchased concentrate	-	18,515	(18,515)
Total Revenues	30,246	57,039	(26,793)
Cost of Sales			
Mined ore	21,948	17,530	4,418
Purchased concentrate	-	17,819	(17,819)
Total Cost of Sales	(21,948)	(35,349)	13,401
Earnings from mining operations	8,298	21,690	(13,392)
Financing costs	(1,141)	(1,304)	163
Foreign exchange gain (loss)	(306)	681	(987)
Professional and consulting fees	(399)	(711)	312
Management fees and salaries	(1,047)	(1,075)	28
Office and administration	(1,016)	(1,097)	81
Shareholder relations	(223)	(348)	125
Write-down for obsolete equipment	(113)	-	(113)
Earnings (loss) before taxes	4,053	17,836	(13,783)
Income tax recovery (expense)	649	(3,501)	4,150
Earnings (loss) for the year	\$ 4,702	\$ 14,335	\$ (9,633)

Sales of metals produced by the milled ore from the mine for the year ended July 31, 2013 approximated 17,779 ounces of gold and 109,503 ounces of silver sold at average prices in the period of US\$1,545 and US\$27 per ounce, respectively. This is significantly reduced from comparative year ended July 31, 2012 where sales of metal approximated 22,069 ounces of gold and 600,385 ounces of silver which were sold at average prices of US\$1,686 and US\$34 per ounce, respectively. This difference was mainly due to the purchase concentrate production of approximately 10,300 Equivalent ounces in the comparative year.

Sales of metals produced by the milled ore from the mine for the three months ended July 31, 2013 approximated 6,556 ounces of gold and 38,146 ounces of silver sold at average prices in the period of US\$1,337 and US\$21 per ounce, respectively. These figures are much higher than sales of metals produced by the milled ore from the mine for the three months ended April 30, 2013, which approximated 4,055 ounces of gold and 26,940 ounces of silver which were, however, sold at higher average prices in the period of US\$1,600 and US\$28 per ounce, respectively. The difference from production amounts is reflected in the higher inventory balances at July 31, 2013.

The cost of sales above includes non-cash expenses for depreciation and depletion of \$4,993, which is calculated based on the units of production from the mine over the expected mine production as a denominator. This calculation is based solely on the San Martin mine proven and probable reserves and a percentage of inferred resources in accordance with the Company's policy of recognizing the value of expected Resources which will be converted to Proven and Probable Reserves, as assessed by management.

The year of operations to July 31, 2013, produced earnings from mine operations of \$8,298 compared to \$21,690 for the year ended July 31, 2012. Average gold ore grades of 2.36 g/t and silver ore grades of 21.0 g/t for the year ended July 31, 2013 were comparable to the July 31, 2012 comparative year where grades averaged 2.17 g/t and 33.6 g/t, respectively. However, the combination of higher recoveries of 84.4% for gold and 69.2% for silver, resulting in higher production of 22,800 EqOz., and much higher average metal prices of \$1,686 per ounce for gold and \$34 per ounce for silver for the year ended July 31, 2012, resulted in substantially higher revenue as compared to the current year.

Costs for the year ended July 31, 2013 were much higher at an average operating cash cost of US\$844/EqOz compared to an average operating cash cost of US\$724/EqOz in the year ended July 31, 2012, resulting in reported, mined ore costs which were \$4,418 higher at \$21,948 as compared to the year ended July 31, 2012. Also included in mined ore costs in the current period is non-cash stock based compensation expense of \$42 and depreciation of \$4,993 for the year ended July 31, 2013 compared to \$98 and \$4,453, respectively for the year ended July 31, 2012. The Company uses the Black-Scholes option valuation model to calculate the fair value of share purchase options at the date of grant. In addition, the Company had higher gross revenue of \$18,515, cost of sales of \$17,819 and realized a profit of \$696 from the purchase and sale of concentrate in the comparative year compared to none this year due to the cessation of purchasing concentrate in April 2012.

Overall, the higher metal prices combined with higher metal production of 2,700 EqOz for the year ended July 31, 2012 resulted in much higher revenue from mill production of \$38.5million compared to \$30.2million this year. Cost of sales were also higher in the current year by approximately 17% due to higher stoping costs combined with higher labour costs and other input costs such as fuel, electricity and chemicals. The combination of lower sales prices and production and higher costs reduced the earning from mining operations by \$12.6million. As a percentage of mined ore revenue, earning from mining operations decreased to 30% of mined ore revenue compared to 54.5% in the prior year.

Other Items

Changes in other items for the year ended July 31, 2013, resulted in the following significant changes from the year ended July 31, 2012:

- Financing costs for the year decreased by \$163 to \$1,141. Financing costs include the Company's interest on the Loan of \$543, unwinding of the discount on the Loan of \$523 and reclamation and closure costs of \$77. The prior year amount includes the cost of forward sales contract losses due to mark to market adjustments discussed below;

- Management fees and salaries decreased by \$28 to \$1,047. Included in management fees and salaries is a non-cash, stock based compensation expense to management and to the members to the Company's technical advisory committee of \$143;
- Foreign exchange gain decreased by \$987 to a loss of \$306 for the year ended July 31, 2013 due to the strengthening of the MXN peso in relation to the US\$, the functional currency of the mining operations;
- Recovery of income and resource taxes of \$649 includes non-cash adjustments at the consolidation of the entities to account for differences between the tax and the accounting base of assets and liabilities. Taxes payable by the Company are subject to Mexican tax laws which are changing. These estimates reflect the best estimate of tax liability by the Company based on the existing interpretation of these laws. Included in amounts receivable and against the provision for income taxes are refunds of prior year's IETU payments. Based on recent tax precedents, management has amended the tax filings for these years to adjust the method in which the forward contract payments are included for IETU calculations;

In the comparative period, financing costs include the net realized and unrealized loss on forward sales contracts of \$1,040 due to the settlement of the forward contract liability outstanding up to April 30, 2012. Forward sales contracts were settled during the year ended July 31, 2012 and as a result the Company reports no gain or loss on these contracts during the year ended July 31, 2013.

Sustaining Costs

For the year ended July 31, 2013, in conjunction with a non-GAAP initiative being undertaken within the gold mining industry, the Company is adopting an "all-in sustaining cash cost" non-GAAP performance measure that the Company believes more fully defines the total costs associated with producing gold, however this performance measure has no standardized meaning. As the measure seeks to reflect the full cost of gold production from current operations, new project capital is not included in the calculation. Accordingly it is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP. The Company reports this measure on a sales basis:

<i>(In Canadian Dollars unless indicated)</i> For the year ended July 31,	Sustaining Costs (in 000's)		Sustaining Costs Per Ounce (in \$/oz)	
	2013	2012	2013	2012
Total cost of sales cash costs ¹	\$ 16,955	\$ 30,896	\$ 859	\$ 907
Total corporate and administration cash costs ²	2,685	3,231	136	95
Foreign exchange (gain) loss	306	(681)	16	(20)
Reclamation and closure accretion	77	148	4	4
Sustaining capital expenditures and exploration	3,746	5,218	190	154
All-in sustaining cash costs	23,769	38,812	1,205	1,140
Foreign exchange adjustment	(211)	(330)	(11)	(9)
All-in sustaining USD cash costs	\$ 23,558	\$ 38,482	\$ 1,194	\$ 1,131
Total equivalent ounces sold	19,727	34,045		

¹ Excludes non-cash depletion of \$4,993 for the year ended July 31, 2013 (2012: \$4,453) and includes non-cash share-based compensation of \$42 (2012: \$98).

² Includes non-cash share-based compensation of \$219 for the year ended July 31, 2013 (2012: \$462).

Cash Flows

Cash flows from operating activities were \$13,984 during the year ended July 31, 2013, compared to \$17,802 for the year ended July 31, 2012. Cash flows from operating activities were determined by removing non-cash expenses from the earnings and adjusting for non-cash working capital amounts. Overall cash increased during the period ended July 31, 2013 by \$4,353.

Investor Relations Activities

During the year ended July 31, 2013, the Company responded directly to investor inquiries.

Financings, Principal Purposes & Milestones

During the year ended July 31, 2013, pursuant to the exercise of warrants and agent warrants, the Company issued 3,293,814 shares at \$0.15 and \$0.25 per share for proceeds of \$497. Additionally, the Company issued 300,000 shares with a fair value of \$75 as compensation for the amendment of its credit Facility (see section 6 – Liquidity and Commitments).

5. Summary of Quarterly Results

The following is a summary of the Company’s financial results for the eight most recently completed quarters:

	Q4	Q3	Q2	Q1
	31-Jul-13	30-Apr-13	31-Jan-13	31-Oct-12
Total Revenue	\$ 9,660	\$ 6,872	\$ 7,233	\$ 6,481
Earnings from mining operations	\$ 2,356	\$ 2,325	\$ 2,366	\$ 1,251
Earnings (loss)	\$ 1,212	\$ 1,517	\$ 2,319	\$ (346)
Per share – basic	\$ 0.01	\$ 0.01	\$ 0.02	\$ (0.00)
Per share – diluted	\$ 0.01	\$ 0.01	\$ 0.02	\$ (0.00)

	Q4	Q3	Q2	Q1
	31-Jul-12	30-Apr-12	31-Jan-12	31-Oct-11
Total Revenue	\$ 7,626	\$ 13,989	\$ 15,025	\$ 20,399
Earnings from mining operations	\$ 3,877	\$ 4,972	\$ 5,524	\$ 7,317
Earnings (loss)	\$ 3,499	\$ 4,172	\$ 3,501	\$ 3,163
Per share – basic	\$ 0.02	\$ 0.03	\$ 0.03	\$ 0.03
Per share – diluted	\$ 0.02	\$ 0.03	\$ 0.03	\$ 0.02

Discussion

The Company reports income for the quarter of \$1,212 compared to \$3,499 in the comparative quarter ended July 31, 2012. For more detailed discussion on the quarterly production results and financial results for the quarter ended July 31, 2013, please refer to *Sections 4.1 and 4.3 under “Results of Operations”*.

6. Liquidity, Commitments

The Company expects to continue to receive income and cash flows from the mining operations at San Martin (*section 4.1*). Management expects that this will result in sufficient working capital and liquidity for the Company for the next twelve months.

As at July 31, 2013, the Company had the following commitments:

- a) As at July 31, 2013, the Company has shared lease commitments for office space, of \$107 until February 2015, which included minimum lease payments, and estimated taxes, but excluded operating costs, to expiry.
- b) As at July 31, 2013, the Company has management contracts to officers and directors totaling \$600 per year, payable monthly, expiring in January 2017.
- c) The Company has secured an \$11 million credit facility with Sprott Resource Lending. The outstanding principal balance at July 31, 2013 was \$3,479. The Facility bears interest at 11% per annum, compounded and payable monthly, with monthly principal payments of \$917 commencing May 31, 2012, with the final payment subject to the amended terms discussed below. The Facility may be repaid in full without penalty. On December 19, 2012, the Company amended the Facility and is not required to make principal payments until October 31, 2013. The amended terms of the outstanding credit facility allow the Company the flexibility to make one balloon payment by October 31, 2013. On March 4, 2013, the Company paid \$1 million towards the principal of its Facility.

Subsequent to the year ended July 31, 2013, on August 30, 2013, the Company paid the remaining \$3,583 of the Facility, settling its obligation in full. As a result, the net discount was realized subsequent to July 31, 2013.

- d) Obligations due within twelve months of July 31:

	2013	2014-2016	2017 and beyond
Trade and other payables	\$ 1,935	\$ -	\$ -
Loan payable	3,479	-	-
Rehabilitation and closure cost provision	-	-	1,705
Other long-term liabilities	-	-	424

7. **Capital Resources**

The capital resources of the Company are the mining interests, plant and equipment, with an amortized historical cost of \$42,078 as at July 31, 2013. The Company is committed to further expenditures of capital required to maintain and to further develop the San Martin mine which management believes will be funded directly from the operating cash flows of the mine.

8. **Off Balance Sheet Arrangements**

The Company has no off balance sheet transactions.

9. **Transactions with Related Parties**

There were no material reportable related party transactions.

10. **Fourth Quarter**

Due to mine operating activity of the San Martin mine discussed throughout this MD&A and as detailed in Section 4.1, the operations and activities are similar to previous quarters (see section 5).

11. **Proposed Transactions**

N/A

12. Critical Accounting Estimates

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in accounting estimate is recognized prospectively by including it in the Company's profit or loss in the period of the change, if it affects that period only, or in the period of the change and future periods, if the change affects both.

Information about critical judgements in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the consolidated financial statements within the next financial year are discussed below:

a) Economic Recoverability and Profitability of Future Economic Benefits of Mining Interests

Management has determined that mining interests, evaluation, development and related costs incurred which have been capitalized are economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefit including geologic and metallurgic information, history of conversion of mineral deposits to proven and probable reserves, scoping and feasibility studies, accessible facilities, existing permits and life of mine plans.

b) Rehabilitation Provisions

Rehabilitation provisions have been created based on the Company's internal estimates. Assumptions, based on the current economic environment, have been made which management believes are a reasonable basis upon which to estimate the future liability. These estimates take into account any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed annually and are based on current regulatory requirements. Significant changes in estimates of contamination, restoration standards and techniques will result in changes to provisions from period to period. Actual rehabilitation costs will ultimately depend on future market prices for the rehabilitation costs, which will reflect the market condition at the time of the rehabilitation costs are actually incurred. The final cost of the currently recognized rehabilitation provision may be higher or lower than currently provided for.

The inflation rate applied to estimated future rehabilitation and closure costs is 3.5% and the discount rate currently applied in the calculation of the net present value of the provision is 8%

c) Income Taxes

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same taxable entity against which the unused tax losses can be utilized. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recuperated.

d) Share-Based Payment Transactions

The Company measures the cost of equity-settled transactions with employees, and some with non-employees, by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

13. Changes in Accounting Policies

N/A

14. Financial and Other Instruments

All significant financial assets, financial liabilities and equity instruments of the Company are either recognized or disclosed in the consolidated financial statements together with other information relevant for making a reasonable assessment of future cash flows, interest rate risk and credit risk. Where practicable the fair values of financial assets and financial liabilities have been determined and disclosed; otherwise only available information pertinent to fair value has been disclosed.

In the normal course of business, the Company's assets, liabilities and forecasted transactions are impacted by various market risks, including currency risks associated with inventory, revenues, cost of sales, capital expenditures, interest earned on cash and the interest rate risk associated with floating rate debt.

Currency risk is the risk to the Company's earnings that arises from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. At July 31, 2013 the Company had the following financial assets and liabilities denominated in Canadian dollars (CDN) and denominated in Mexican Pesos:

	In '000 of CDN Dollars		In '000 of Mexican Pesos (MP)
Cash and cash equivalents	\$ 1,845	MP	1,278
Other working capital amounts - net	\$ 2,795	MP	(4,938)
Long-term Liabilities	\$ 3,563	MP	33,697

At July 31, 2013, US dollar amounts were converted at a rate of \$1.027 Canadian dollars to \$1 US dollar and Mexican Pesos were converted at a rate of MP12.83 to \$1 US Dollar.

15. Other

15.1 Disclosure of Outstanding Share Capital as at October 28, 2013

	Number	Book Value
Common Shares	143,390,465	\$43,752

The following is a summary of changes in options from July 31, 2012 to October 28, 2013:

Grant Date mm/dd/yy	Expiry Date mm/dd/yy	Exercise Price	Opening Balance	During the Period			Closing	Closing, Vested and Exercisable
				Granted	Exercised	Cancelled/ Forfeited		
11/09/09	11/09/14	\$0.15	6,000,000	-	-	-	6,000,000	6,000,000
01/10/10	01/10/15	\$0.21	1,000,000	-	-	-	1,000,000	1,000,000
03/26/10	03/26/15	\$0.15	400,000	-	-	-	400,000	400,000
05/06/11	05/06/16	\$0.15	210,000	-	-	(20,000)	190,000	190,000
01/16/12	01/16/17	\$0.20	450,000	-	-	(50,000)	400,000	400,000
01/27/12	01/27/17	\$0.25	1,995,000	-	-	(55,000)	1,940,000	1,940,000
04/13/12	04/13/17	\$0.37	3,250,000	-	-	-	3,250,000	2,166,664
08/22/13	08/22/18	\$0.24	-	1,075,000	-	-	1,075,000	-
				-	-	-		
				13,305,000	1,075,000	(125,000)	14,255,000	12,096,664
Weighted Average Exercise Price			\$0.22	\$0.24		\$0.21	\$0.23	\$0.21

At October 28, 2013, there were 4,505,000 warrants exercisable to purchase one common share for each warrant held at \$0.35 per share until January 30, 2014.

15.2 Disclosure Controls and Procedures

The Company's management, with the participation of its Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures. Based upon the results of that evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective to provide reasonable assurance that the information required to be disclosed by the Company in reports it files is recorded, processed, summarized and reported, within the appropriate time periods and forms.

Internal Controls Over Financial Reporting

The Company's management, with the participation of its Chief Executive Officer and Chief Financial Officer, are responsible for establishing and maintaining adequate internal control over financial reporting. Under the supervision of the Chief Financial Officer, the Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Company's controls include policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the annual financial statements or interim financial statements.

There has been no change in the Company's internal control over financial reporting during the Company's year ended July 31, 2013 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Limitations of Controls and Procedures

The Company's management, including the Chief Executive Officer and Chief Financial Officer, believe that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any systems of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.