(an exploration and development stage company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL RESULTS

For the year ended February 28, 2014

DATED: June 23, 2014

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VICTORIA GOLD CORP.
(an exploration and development stage company)

MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis has been prepared as at June 23, 2014, and contains certain "Forward-Looking Statements" within the meaning of the Canadian Securities laws. All statements, other than statements of historical fact, included herein, including, without limitation, statements regarding potential mineralization and reserves, exploration results and future plans and objectives of Victoria Gold Corp. (the "Company" or "Victoria") are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

The following management's discussion and analysis ("MD&A") of the operating results and financial position of the Company should be read in conjunction with the accompanying audited consolidated financial statements and the notes thereto of the Company for the years ended February 28, 2014 and 2013. These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and all amounts are expressed in Canadian dollars, unless otherwise stated.

FORWARD-LOOKING STATEMENTS

These consolidated financial statements and MD&A contain certain forward-looking statements relating to, but not limited to, the Company's expectations, intentions, plans and beliefs. Forward-looking information can often be identified by forward-looking words such as "anticipate", "believe", "expect", "goal", "plan", "intend", "estimate", "may" and "will" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. Forward-looking information may include reserve and resource estimates, estimates of future production and the timing thereof and costs and timing of drilling campaigns, and is based on current expectations that involve a number of business risks and uncertainties. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, failure to establish estimated resources and reserves, exploration and drilling success or failure, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, securing financing, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects and other factors. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from expected results. Potential shareholders and prospective investors should be aware that these statements are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking statements. Shareholders are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and various future events will not occur. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking information whether as a result of new information, future events or other such factors which affect this information, except as required by law.

OVERVIEW

Victoria Gold is an emerging gold producer whose flagship asset is its 100% owned Dublin Gulch property which hosts the Eagle Gold Deposit. Dublin Gulch is situated in central Yukon, Canada, approximately 375 kilometers north of the capital city of Whitehorse. The property covers an area of approximately 550 square kilometers, is accessible by road year-round and is located within Yukon Energy Corporation's service area.

CORPORATE ACTIVITIES (since March 1, 2013)

On June 19, 2013, Victoria announced that it received the second payment of $5 million cash and $5 million in Premier common shares as consideration for the Cove sale that occurred in June 2012. The third payment of $10 million in cash and shares is due on June 14, 2014. The Company also announced that Richard Eliason, VP Exploration, and Andrew Kaczmarek, COO, resigned officers of the Company.

On April 19, 2014, Victoria reported that Mr. Edward Dowling had stepped down from the Company's Board of Directors to focus on his duties related to his appointment as Chairman of Alacer Gold.

On June 18, 2014, Victoria announced that it received the third payment of $5 million cash and $5 million in Premier common shares as consideration for the Cove sale that occurred in June 2012. The final $20 million payment is contingent upon reaching certain production milestones.

EXPLORATION AND DEVELOPMENT ACTIVITIES

The Company has incurred resource expenditures through February 28, 2014, net of property acquisitions, sales and impairments and sales, totalling $106.5 million. During the year ended February 28, 2014, the Company incurred net resource property expenditures totalling $11.7 million.

Comparatively, the Company had incurred resource expenditures through February 28, 2013, net of property acquisitions, sales and impairments, totalling $94.8 million including the acquisitions of StrataGold ($11.4 million), Gateway ($5.2 million) and the remaining 40% of the Santa Fe property ($4.0 million). During the year ended February28, 2013, the Company incurred resource property expenditures totalling $32.6 million, including the remaining 40% of the Santa Fe property ($4.0 million).

	Santa Fe (Nevada)	Dublin Gulch (Yukon)	Other properties **	Total
Balance February 28, 2013	$ 10,792,182	$ 83,290,459	$ 689,828	$ 94,772,469
Acquisition	-	(4,500)	(38,386)	(42,886)
Salaries and benefits	78,586	2,051,906	-	2,130,492
Amortization	-	896,775	-	896,775
Office and administration	90,645	1,062,366	-	1,153,011
Land claims and royalties	45,671	139,079	59,318	244,068
Environmental and permitting	79,637	1,450,646	-	1,530,283
Government and community relations	-	509,433	-	509,433
Site operations	-	1,282,108	-	1,282,108
Engineering and design	-	2,398,920	-	2,398,920
Assaying	-	89,201	-	89,201
Drilling and indirects	-	508,269	-	508,269
Other exploration	-	212,586	-	212,586
Asset retirement obligation adjustment	(6,274)	(39,004)	-	(45,278)
Exploration and development costs for the period	288,265	10,562,285	59,318	10,909,868
Currency translation	845,886	-	-	845,886
Balance February 28, 2014	$ 11,926,333	$ 93,848,244	$ 710,760	$ 106,485,337

** Other properties include interests in Donjek, Aurex, Eureka, Canalask, Clear Creek and Hyland in Yukon Territory and Island Mountain in Nevada.

For the year ended February 28, 2014, the company incurred $288,265 in property exploration and development expenditures on its Santa Fe, NV property. $45,671 was spent on land claims to the Bureau of Land Management and United States Forest Service, $73,363 on environmental and permitting including water monitoring and adjustments to asset retirement obligations, $78,586 on salaries and benefits and $90,645 on office and administrative charges.

For the year ended February 28, 2014, the company incurred $10,562,285 in property exploration and development expenditures on its Dublin Gulch, YK property. $771,051 was spent on exploration of the property including assaying, drilling, drilling indirects and other exploration. 2013 exploration included completion of a 4 hole diamond drill program on the West side of the expanded Dublin Gulch property, within the Category B Land package. $2,398,920 was spent on engineering and design, including procurement, heap leach design, mine planning, trade-off studies and detailed earth works. $1,282,108 was spent to support site operations including equipment, fuel and other site operational costs. $509,433 was spent on government and community relations. $1,450,646 was incurred for environmental and permitting including work on the Environmental Assessment ("EA"), Quartz Mining License ("QML") and Water Use License ("WUL"). There was a $896,775 charge for amortization, $2,051,906 incurred for salaries and benefits and $1,201,445 in miscellaneous charges to support the exploration and development of Dublin Gulch.

PROPERTY INFORMATION, RECENTLY COMPLETED ACTIVITIES & OUTLOOK

a) Property Information

The Dublin Gulch property includes the Eagle Gold Project, the Wolf Tungsten Deposit (previously referred to as the Mar-Tungsten Deposit), the Potato Hills Trend, NND Cat B land and other targets. The property is located 85 km by road north of the village of Mayo in the Yukon, Canada. The property is centered on the confluence of the Haggart Creek and Dublin Gulch, at approximately 64º02' N and 135º50' W. The property comprises an aggregate area of approximately 550 square kilometers.

On May 5, 2011, a NI 43-101 Technical Report outlining an updated mineral resource prepared by Wardrop, a Tetra Tech Company ("Wardrop") on the Eagle Gold Project was filed on www.sedar.com.

Eagle Zone Resource Summary May 2011 (Ordinary Kriging)

Indicated	**Tonnes**	**Grade(G AU/T) No Cap**	**Grade(G AU/T) Capped**	**Gold(Ounces*) No Cap**	**Gold(Ounces*) Capped**
Granodiorite	203,280,554	0.70	0.68	4,580,805	4,475,397
Metasediment	18,913,024	0.68	0.63	412,016	385,603
Total/Average	222,193,578	0.70	0.68	4,992,821	4,861,001
Inferred	**Tonnes**	**Grade(G AU/T) No Cap**	**Grade(G AU/T) Capped**	**Gold(Ounces*) No Cap**	**Gold(Ounces*) Capped**
Granodiorite	68,019,034	0.60	0.58	1,302,859	1,276,558
Metasediment	9,911,733	0.87	0.68	275,848	218,196
Total/Average	77,930,767	0.63	0.60	1,578,707	1,494,754

* 1 troy ounce = 31.10348grams

In February 2012, the Company released the results of a National Instrument 43-101 definitive feasibility study on the Eagle Gold Project. The feasibility study was prepared under the direction of Tetra Tech, Inc. ("Tetra Tech"), an industry leading, international engineering firm, supported by a globally recognized feasibility study team, all of whom were independent of the Company, including:

- Merit Consultants International Inc. ("Merit"), responsible for the capital cost estimate ("CCE") and construction and project execution activities;
- SRK Consulting (U.S.) Inc ("SRK"), responsible for the in-pit Mineral Resource;
- BGC Engineering ("BGC"), responsible for geotechnical engineering pertaining to on-site infrastructure, waste rock storage area and pit slopes;

- Kappes, Cassiday& Associates ("KCA"), responsible for metallurgy; and
- Knight Piésold, responsible for water management.

The feasibility study built upon the pre-feasibility study completed by Scott Wilson RPA (see news release dated, March 9, 2010) and confirmed the technical and financial viability of constructing and operating a 29,500 tonne/day ("tpd") open-pit gold mine including a three-stage crush, in-valley heap leaching and adsorption desorption gold recovery plant ("ADR plant") operation at Eagle.

Highlights of the Feasibility Study (all amounts in Canadian dollars unless otherwise stated)	
Proven and Probable Gold Reserves (oz)	2,300,768
Average Annual Gold Production (oz, first 5 years)	211,000
Average Annualized Gold Production (oz, LOM)	192,000
Initial CapEx	$382,799,000
Capitalized Pre-stripping for mining operations	$16,941,000
OpEx ($ per tonne processed, first 5 years)	$11.95
OpEx ($ per tonne processed, LOM)	$12.21
Operating Cost per ounce ($US/oz, first 5 years)	$542

Probable Mineral Reserves of 92 million tonnes of ore grading 0.78 grams per tonne (g/t) result in 2.3 million contained ounces of gold. Life of mine ("LOM") payable gold production is 1.7 million ounces. Initial capital costs were estimated to be $382.8 million including contingency, excluding working capital of $31.2 million and pre-stripping of $16.9 million.

In-Pit Mineral Resources

SRK estimated an in-pit gold Resource for the purpose of mine planning using Inverse Distance Squared at a cut-off grade of 0.2 g/t constrained within a $1,500 pit optimization shell. A total of 22,439 assay intervals with gold assays in 183 drill holes were used to define a wireframe with assays capped at 13.0 g/t Au. The capped gold assays were composited into 3 m intervals from the top of the drillhole with breaks at the wireframe boundary. Composite intervals less than 0.5 m in length were added to the composite immediately above. A block model with a block size of 15 m x 15 m x 7.5 m was used for the grade estimation.

Mineral Reserves

Probable Mineral Reserves are the economically minable portions of the Measured and Indicated in-pit Mineral Resources as demonstrated by the feasibility study.

Eagle Mineral Reserves			
Classification	**Ore 000's tonnes**	**Gold g/t**	**Contained Gold ozs**
Probable	**91,594**	**0.78**	**2,300,768**

Mining

Eagle is an open pit mine and will operate as a drill, blast, shovel and haul operation with a nominal rate of 29,500 tpd ore and mine life of 9 years. Ore will be hauled to the first stage crushing unit located toward the north east side of the pit. Total ore to be mined and processed is 91.6 million tonnes grading 0.78 g/t for a total contained 2.3 million ounces gold. Grades are significantly higher in the initial 3 years and include 21.6 million tonnes of ore grading 0.94 g/t, significantly accelerating cash flows in the first few years of operations.

Waste rock will be hauled to one of two waste rock storage areas immediately to the south and north of the open pit. Waste rock storage will be managed to allow for future pit expansion. The ratio of waste to ore is favourable at 1.45 to 1 and total waste material is 132.4 million tonnes.

Processing
Ore will be hauled from the open-pit to the primary crusher at a nominal rate of 29,500 tpd. Following the primary crusher, the ore will be conveyed through a secondary and tertiary crushing circuit to a final size of 6.3mm and conveyed to an in-valley heap leach pad. Ore will be stacked in 10m lifts using grasshopper conveyors and leached for 150 days. The pregnant solution, laden with gold once leaching is complete, will be pumped to an ADR plant where gold will be stripped from the solution and poured into doré bars. Life of mine recovery is estimated at 72.6% with significantly higher recovery in the initial three years as a result of greater oxidation of ore in the upper portion of the pit.

Infrastructure
The project is well supported by local infrastructure. Eagle is accessed via an existing year-round road connecting to the Silver Trail Highway. Grid power currently runs along the highway and Victoria has a letter of intent in place with the Yukon Energy Corp to support grid power via a spur line to be constructed along the existing access road. A sizeable gravel airstrip is located in Mayo approximately 85km by road from the project site. An existing construction ready 100-person camp is currently operational at site. All mine site infrastructure to be built for Eagle is located within a few kilometers ("km") of the open pit.

Capital Costs
The initial capital cost for Eagle is estimated (in Q1 2012 dollars) at CND $382.8 million with an accuracy of 15%, includes contingency of $38.2 million and excludes $16.9 million in pre-stripping for mining operations. The contingency allowance was calculated based on assessed risk factors for each of the major capital cost categories. Direct costs include the mining fleet, crushers, heap leach, processing plant, power, water management systems, infrastructure, communications and temporary construction camp. Indirect costs include initial fills, spares, commissioning and start-up, engineering and procurement, construction management and freight and logistics.
Life of mine sustaining capital costs are estimated at $132.9 million and closure costs (net of salvage value) are $64.2 million.

Initial Capital Cost Estimate (all amounts in Canadian dollars unless otherwise stated):

Initial Capital Cost Estimate (all amounts in Canadian dollars unless otherwise stated)	
Mining	$ 36,266,000
Site General	$ 33,522,000
Process	$ 96,399,000
Ancillaries	$ 21,153,000
Power Supply & Distribution	$ 11,113,000
Water Management	$ 5,085,000
Heap Leach Pad	$ 63,833,000
Owner's Costs	$ 8,913,000
Indirect Costs	$ 68,277,000
Contingency	$ 38,238,000
Total Directs, Indirects, Owner's Cost, including Contingency	**$ 382,799,000**

(exclusive of $16.9 million pre-stripping for mining operations)

Operating Costs

LOM site operating costs, are CAD $12.21 per tonne processed, as summarized below:

Year	Tonnes Leached (000's)	Average Grade (g/t Au)	Gold Produced (oz)	Cost ($CAD per tonne leached)	Operating Cost ($USD per oz)
1	1,284	0.89	23,719	$ 12.64	$ 629
2	9,720	0.93	207,132	$ 12.84	$ 554
3	10,607	0.96	233,119	$ 11.28	$ 472
4	10,544	0.89	215,040	$ 11.63	$ 525
5	10,589	0.80	201,180	$ 11.92	$ 577
6	10,634	0.78	202,216	$ 12.08	$ 584
7	10,647	0.78	190,141	$ 11.34	$ 584
8	10,654	0.63	153,346	$ 11.47	$ 733
9	10,302	0.59	136,377	$ 11.71	$ 814
10	6,613	0.58	88,558	$ 11.41	$ 784
11			17,924		
12			3,745		
Total or Average	**91,594**	**0.78**	**1,672,497**	**$ 12.21**	**$ 615**

Financial Analysis

Base case: consensus based long-term gold price US$1,325/ounce gold and US$/CAD$ exchange rate of $0.92:

- Net Present Value (NPV) at 5% is **$380.8 million**, pre-tax
- NPV at 8% is **$273.1 million**, pre-tax
- Internal Rate of Return (IRR) is **24.1%**
- Payback is **3.1 years**

Gold Price ($USD)	FOREX (CAD/US)	IRR (%), pre-tax	NPV, 5%, (M$)	Pay Back (yrs)
1,200	0.92	17.2%	224	3.7
1,325	0.92	24.1%	381	3.1
1,400	0.92	27.8%	475	2.8
1,600	0.92	36.9%	726	2.3
1,800	0.92	45.1%	976	1.9
2,000	0.92	52.8%	1,227	1.7

Capital Cost and Operational Cost Estimates

On April 9, 2012, the Company filed the definitive feasibility study on SEDAR in respect of the Eagle Gold Project, which provided certain capital and operating cost estimates in respect of the development and operation of such project. Since the date of the filing of such study, the Company is of the view there has been an industry-wide escalation in the estimated costs of many mining projects. While the Company is not in possession of updated capital cost or operating cost estimates, the Company will not be immune to the effects of this trend.

b) Recently Completed Activities

Recently completed activities includes the period from the start of the current fiscal year (March 1, 2013) through the date of this document (June 23, 2014).

In April 2013, the Yukon and Federal Governments issued Decision Documents which agreed with the Yukon Environmental and Socio-Economic Assessment Board recommendation that the Eagle Gold Project proceed.

In May 2013, the Company provided a Status Report on the Eagle Gold Project. This included an update on permitting, engineering, project financing, working capital and next steps. The update also outlined changes in the project schedule whereby major on-site mobilization was deferred pending project financing.

In September, 2013, Victoria announced that the Yukon Government Department of Energy, Mines & Resources ("EMR") issued a Quartz Mining License ("QML") for the Eagle Gold Project. The QML is the definitive operating license to build and operate the Eagle mine in Yukon. The QML places Victoria in a position to undertake construction activities including major earthworks and infrastructure erection.

In October, 2013, the Company completed a 4 hole diamond drill program on the West side of the expanded Dublin Gulch property, within the Category B Land package. The Company is very encouraged by the results and work is underway to determine the scope and timing of the next phase of exploration.

In May, 2014, the Company announced commencement of an exploration program on the Oliver Zone, adjacent to the Eagle Gold Deposit. Phase 1 of the 2014 program includes 3,000 m of diamond drilling.

c) Outlook

Outlook includes forward-looking statements which are subject to risks, uncertainties and other factors that could cause actual results to differ materially from expected results. See page 1 "FORWARD-LOOKING STATEMENTS".

The Eagle Gold Deposit has completed the environmental assessment process and received a Quartz Mining License to allow for on-site construction activities. The Company continues to focus on the Water Use License and ancillary permits to support mine operations.

The Company will continue to advance engineering to support permitting and construction activities.

Treasury preservation measures implemented in 2013 have been successful in reducing cash outflow. Should market conditions not support full project construction, current working capital is sufficient not only to cover the 2014 budget but can also fund 2015 and 2016 spending without issuing further equity or undertaking other external funding.

SELECTED FINANCIAL INFORMATION

The following information has been extracted from the Company's consolidated financial statements prepared in accordance with International Financial Reporting Standards ("IFRS"), for each of the years ended February 28 or 29.

Selected Annual Information ended:

		2014		2013		2012
Total revenues	$	-	$	-	$	-
Net loss/(income) year to date	$	3,323,481	$	(9,645,116)	$	5,573,396
Net loss/(income) per share year to date – basic and diluted	$	0.010	$	(0.028)	$	0.019
Total assets	$	138,446,673	$	143,696,795	$	127,755,293
Total non-current liabilities	$	3,783,892	$	4,615,967	$	986,458

RESULTS OF OPERATIONS

Years ended February 28, 2014 and 2013

The Company reported a loss of $3,323,481 ($0.010 per share) for the year ended February 28, 2014, compared to income of $9,645,116 ($0.028 per share) in the equivalent period during the previous year. The decreased earnings year over year is the result of gains on the sale of properties, gains resulting from changes in foreign exchange rates, and higher taxes in the prior period.

VARIANCE ANALYSIS	YTD 2014	YTD 2013	2014 VS 2013 VARIANCE HIGHER/(LOWER)
Operating expenses			
Salaries and benefits	$ **1,357,840**	$ 1,524,139	$ **(166,299)**
Office and administrative	**616,266**	683,983	**(67,717)**
Share-based payments	**470,725**	891,350	**(420,625)**
Legal and accounting	**209,376**	1,057,625	**(848,249)**
Consulting	**116,517**	954,253	**(837,736)**
Marketing	**230,094**	195,410	**34,684**
Amortization	**12,403**	21,320	**(8,917)**
Foreign exchange loss/ (gain)	**(522,578)**	(1,937,493)	**1,414,915**
Loss on disposal of property and equipment	**288,122**	-	**288,122**
Resource property impairments	**-**	2,158,921	**(2,158,921)**
Loss/(gain) on disposal of resource properties	**-**	(21,345,893)	**21,345,893**
	2,778,765	(15,796,385)	**18,575,150**
Finance (income)/costs			
Unwinding of present value discount: ARO	**30,364**	17,299	**13,065**
Interest and bank charges	**6,750**	6,560	**190**
Interest income	**(946,962)**	(1,052,638)	**105,676**
Loss/(gain) on fair value of marketable securities	**1,407,906**	1,458,136	**(50,230)**
	498,058	429,357	**68,701**
Share of net (gain) loss of associates	**76,322**	266,940	**(190,618)**
Impairment of associate	**-**	611,770	**(611,770)**
(Income) loss before taxes	**3,353,145**	(14,488,318)	**(17,841,463)**
Current income taxes	**1,103,849**	2,715,264	**(1,611,417)**
Deferred tax provision	**(1,133,513)**	2,127,938	**(3,261,451)**
Net (income) loss for the period	**3,323,481**	(9,645,116)	**(12,968,597)**

During the year ended February 28, 2014, the Company reported Salaries and benefits of $1,357,840 versus $1,524,139 for the previous year's comparable period. Office and administrative costs were $616,266 versus $683,983 for the previous year. Share-based payments were $470,725 versus $891,350 for the previous year's comparable period. The decrease in Share-based payments is due to the number and timing of employee option issuances and the vesting schedule. Legal and accounting ($848,249 lower) and Consulting ($837,736 lower) costs have decreased due to lower usage of corporate and financial lawyers and consultants, primarily associated with project financing. Marketing expenses are $34,684 higher due to attendance of conferences. Gains on foreign exchange during the year ended February 28, 2014 were $522,578 compared to $1,937,493 in the previous year due to fluctuations in the Canadian and US exchange rate. There was a loss on disposal of Nevada property and equipment of $288,122 during the year ended February 28, 2014 compared to $nil in 2013. Gain on sale of resource properties was $21,345,893 for the previous year compared to $nil during the current year due to the sale of Relief Canyon, Mill Canyon and Cove properties. During the year ended February 28, 2014, the Company reported a loss in the fair value of marketable securities of $1,407,906 compared to $1,458,136 in the previous year. The prior year loss is primarily due to the revaluation of Pershing Gold Corp. common stock (OTCBB: PGLC) while the current year loss is due to fluctuation in the market price of Pershing Gold Corp. common stock and Premier Gold Corp. common stock (TSX: PG). The interest income is a result of the unwinding of the present value discount on receivables. The current year's Share of net loss of associates is $76,322 compared to a loss of $266,940 during the previous year. The Company recorded current taxes of $1,103,849 and a deferred tax recovery of $1,133,513 during the year ended February 28, 2014 as a result of the installment received from Premier compared to current taxes of $2,715,264 and a provision for deferred taxes of $2,127,938 as a result of the asset sales during the prior year.

Total assets decreased by $5.3 million from $143.7 million to $138.4 million during the period from March 1, 2013 to February 28, 2014. Current assets decreased by $8.1 million (see "Liquidity and Capital Resources" herein), restricted cash increased $1.4 million due to the placement of a bond, investment in associate decreased by $0.1 million due to divestment, property and equipment decreased by $1.1 million while long-term receivables decreased $9.2 million as amounts became current and resource properties increased by $11.7 million due to continued exploration and development expenditures. Total liabilities, primarily accounts payable and accrued liabilities decreased $3.0 million.

Summary of Unaudited Quarterly Results:

	28 FEB 14	30 NOV 13	31 AUG 13	31 MAY 13
Total Revenues	$ -	$ -	$ -	$ -
Loss (income)	$(2,076,402)	$ 2,454,169	$ 1,051,644	$ 1,894,070
Loss (income) per share – basic and diluted	$ 0.006	$ 0.007	$ 0.003	$ 0.006
	28 FEB 13	**30 NOV 12**	**31 AUG 12**	**31 MAY 12**
Total Revenues	$ -	$ -	$ -	$ -
Loss (income)	$2,429,563	$ 3,025,545	$ (12,951,050)	$ (2,149,174)
Loss (income) per share – basic and diluted	$ 0.007	$ 0.009	$ (0.038)	$ (0.006)

LIQUIDITY AND CAPITAL RESOURCES

At February 28, 2014, the Company had cash and cash equivalents of $14,175,031 (February 28, 2013 - $12,488,626) and a working capital surplus of $21,590,288 (February 28, 2013 – $27,534,193). The increase in cash and cash equivalents of $1.7 million over the twelve months ended February 28, 2014, was due to operating expenses and changes in working capital including foreign exchange gains ($2.8 million decrease in cash) offset by investing activities ($4.5 million increase in cash) from receipt of receivables net of on-going exploration and development of the Company's resource properties. The Company's future is currently dependent upon its ability to successfully complete additional financing arrangements, secure all necessary permits, its ability to fulfil its planned exploration and development programs and upon future profitable production from, r the proceeds from the disposition of, its mineral properties. The Company periodically seeks financing to continue the exploration and development of its mineral properties and to meet its future administrative requirements. Although the Company has been successful in raising funds to date, there can be no assurances that the steps management is taking, and will continue to take, will be successful in future reporting periods.

These consolidated financial statements have been prepared using International Financial Reporting Standards ("IFRS") applicable to a going concern, which assumes that the Company will be able to realize assets and discharge liabilities in the normal course of operations as they come due for the foreseeable future.

The Company is in the process of advancing its mineral properties and the recoverability of the amounts shown for mineral properties and related deferred costs is dependent upon the ability of the Company to obtain the necessary financing to complete the development and upon future profitable production or proceeds from disposition of the mineral properties. The amounts shown as mineral property costs represent incurred costs to date and do not necessarily represent future values.

The Company holds the predominant amount of its cash in chequing and investment accounts at a major Canadian bank. The investment accounts predominantly invest in Government of Canada treasury bills.

OPERATING ACTIVITIES

During the year ended February 28, 2014, operating activities, including non-cash working capital changes, required funding of $3.0 million (as compared with the same period during the previous year that required funding of $3.8 million). The year over year decrease in cash used by operating activities is due to higher funding provided by changes in working capital, primarily receipt of receivables.

RELATED PARTY TRANSACTIONS

Related parties include key management personnel, the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

The remuneration of directors and key management of the Company who are not independent for the years ended February 28, 2014 and 2013 is outlined below.

	2014	2013
Salaries and other short term employment benefits	$1,129,757	$1,833,727
Share based compensation	$304,870	$ 745,183

The amounts above have been awarded solely to officers of the Company for work performed in their full-time capacity for the Company.

FINANCING ACTIVITIES

There were no cash flows from share issuances or exercise of warrants or options during the years of 2014 or 2013.

OUTSTANDING SHARE DATA

The authorized capital of the Company consists of an unlimited number of common shares without par value. As of June 22, 2014, the number of issued common shares was 340,073,973 (364,295,222 on a fully diluted basis).

As at June 22, 2014, there were 24,176,250 director, employee and consultant stock options outstanding with an exercise price ranging from $0.12 to $1.25 per share and expiring between July 2, 2014 and January 10, 2019. This represents approximately 8% of the issued and outstanding common shares.

RISK AND UNCERTAINTIES

Exploration and mining risks
The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines.

Financial capability and additional financing
The Company has limited financial resources, has no source of operating cash flow and has no assurance that additional funding will be available to it for further exploration and development of its projects. Although the Company has been successful in the past in financing its activities through the sale of equity securities, there can be no assurance that it will be able to obtain sufficient financing in the future to execute its business plan.

Fluctuating prices
Factors beyond the control of Victoria may affect (i) the ability of Victoria to raise additional capital and (ii) the marketability of any gold or any other minerals discovered. Among such factors is the prevailing price for natural resources, including gold, which prices may fluctuate widely and which are affected by numerous considerations beyond Victoria's control. The effect of these factors cannot accurately be predicted.

Dependence on key personnel
Many of Victoria's personnel are specialized, highly skilled and experienced. The Company's future exploration success will depend to a significant extent on its ability to attract and retain qualified personnel. While Victoria has not experienced any significant difficulties to date in attracting and retaining personnel, there can be no assurance that this will continue. The loss of key personnel could have a material adverse effect on the Company's operations and business prospects.

Operations
Victoria's operations are subject to operational risks and hazards inherent in the mineral exploitation and extraction industry, including, but not limited to, variations in grade, deposit size, earthquakes and other Acts of God, density and other geological problems, hydrological conditions, availability of power, metallurgical and other processing problems, mechanical equipment performance problems, drill rig shortages, the unavailability of materials and equipment including fuel, labour force disruptions, unanticipated transportation costs, unanticipated regulatory changes, unanticipated or significant changes in the costs of supplies including, but not limited to, petroleum, labour, and adverse weather conditions. Should any of these risks and hazards affect any of Victoria's exploration and development activities, it may cause delays or a complete stoppage in Victoria's exploration or development activities, which would have a material and adverse effect on the business of Victoria.

Government regulations and permitting
Victoria's exploration and development activities are subject to laws and regulations governing health and worker safety, employment standards, waste disposal, protection of the environment, mine development and protection of endangered and protected species, treatment of indigenous peoples and other matters. Each jurisdiction in which Victoria has properties regulates mining and mineral exploration activities. It is possible that future changes in applicable laws, regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms and conditions of existing permits and agreements applicable to Victoria or its properties, which could have a material and adverse effect on Victoria's current exploration and development activities. Where required, obtaining necessary permits can be a complex, time-consuming process and Victoria cannot provide assurance whether any necessary permits will be obtainable on acceptable terms, in a timely manner, or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict Victoria from proceeding with the development of an exploration project or the operation or further development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in interruption or closure of exploration, development or mining operations or material fines, penalties or other liabilities.

Title
The acquisition of title to mineral properties is a very detailed and time consuming process. Title to, and the area of, mineral concessions and claims may be disputed. While Victoria believes it has diligently investigated title to the mineral concessions and claims underlying its properties, Victoria cannot guarantee that title to any such properties will not be challenged, or that title to such properties will not be affected by an unknown title defect. Victoria has not surveyed the boundaries of all of its mineral properties and consequently the boundaries of the properties may be disputed.

Litigation risks
All industries, including the mining industry, are subject to legal claims, with and without merit. The Company may become involved in legal disputes in the future. Defence and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, there can

be no assurance that the solution of any particular legal proceeding will not have a material adverse effect on the Company's financial position or results of operations.

Fair value of financial instruments
The carrying values for primary financial instruments, including cash and cash equivalents, accounts receivable, and accounts payable and accrued liabilities, approximate fair values due to their short-term maturities.

Risk exposure is summarized as follows:

(a) Credit risk

Certain of the Company's financial assets are exposed to a degree of credit risk. The Company endeavours to mitigate credit risk by holding its cash and cash equivalents as cash deposits and short-term government treasury funds with major commercial banks.

Credit risk relating to accounts receivable and restricted cash arises from the possibility that any counterparty to an instrument fails to perform. The Company's accounts receivable relate to recoveries of HST. Restricted cash includes reclamation bonds. Reclamation bonds reflect non-interest bearing cash deposits held with governmental agencies representing the state of Nevada, Newmont Mining Corporation and interest bearing certificates of deposit held by Wells Fargo. The Company does not feel there is significant counterparty risk that could have an impact on the fair value of cash and cash equivalents, restricted cash and receivables. The maximum exposure is limited to amounts of cash and cash equivalents, restricted cash and receivables on the statement of financial position.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure and financial leverage. Accounts payables and accrued liabilities are due within the current operating period, from March 1, 2014 through May 31, 2014.

(c) Market risk

I. Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk of investing cash equivalents into fixed interest rate investments is mitigated by the short terms in which the investments mature. The risk that the Company will realize a loss as a result of a decline in the fair value of the short-term investments included in cash and cash equivalents is limited as these investments, although available for sale, renew daily. The short-term investments included in cash and cash equivalents earn interest at prevailing rates. This allows the Company to adapt its investment strategy in the event of any large fluctuations in the prevailing market rates.

II. Foreign currency risk

The Company incurs minimal expenditures in the United States and holds a portion of its cash and cash equivalents in US dollars. This gives rise to a risk that its US dollar expenditures and US dollar cash holdings may be adversely impacted by fluctuations in foreign exchange. The Company does not undertake currency hedging activities.

III. Price risk

The Company's financial assets and liabilities are exposed to price risk with respect to commodity prices and prices of the Company's equity investment, however the risk is limited due to the nature and low balance of the Company's holdings. The Company's exploration drill programs are exposed to price risk, of which the Company has little control. The Company's exploration drill programs are carried out by outside contractors. Cost increases for consumables such as fuel and drill bits are indirectly passed on to the Company through its contracted drill programs.

There has been no significant change in the risk factors affecting the Company on a period over period basis.

Sensitivity Analysis

The following table summarizes the sensitivity of the Company's cash, cash equivalents and restricted cash to changes in interest rates and foreign exchange rates over the twelve month reporting period ended February 28, 2014.

	CARRYING AMOUNT	INTEREST RATE CHANGE (1) + 1%	INTEREST RATE CHANGE (1) - 1%	FOREIGN CURRENCY CHANGE (2) + 10%	FOREIGN CURRENCY CHANGE (2) - 10%
Cash and cash equivalents (Cdn $)					
Cash - Cdn$ denominated	74,474	745	(745)	-	-
Cash - US$ denominated	4,061,419	40,614	(40,614)	406,142	(406,142)
Treasury funds –Cdn$ denominated	10,039,138	100,391	(100,391)	-	-
Total cash and cash equivalents	14,175,031	141,750	(141,750)	406,142	(406,142)
Reclamation bonds - US$ denominated (non-interest bearing)	1,480,524	-	-	148,052	(148,052)
Reclamation bonds - US$ denominated (interest bearing)	348,577	3,486	(3,486)	34,858	(34,858)
Reclamation bonds - Cdn$ denominated (non-interest bearing)	144,300	-	-	-	-
Total amount or impact - cash and deposits	16,148,432	145,236	(145,236)	589,052	(589,052)

1) Interest earned on the Company's interest bearing cash accounts, treasury funds and certificates of deposit is at prevailing rates that fluctuate with changes in banking interest rates and Government t-bill rates. Management believes that a plus or minus 1% annual change in rates is a reasonable estimate of variability over a twelve month period.

2) The Company's US dollar cash balance, US dollar reclamation bonds and US dollar based certificates of deposit are subject to foreign exchange risk. Management has shown a sensitivity analysis of a plus or minus change of 10%.

The sensitivity of the Company's foreign currency (US$) intercompany loan which is eliminated in the consolidated financial statements, to changes in foreign exchange rates as of February 28, 2014 is Cdn$ 1,190,693 for a plus 10% change and Cdn$ (1,190,693) for a minus 10% change.

CONTRACTUAL COMMITMENTS

The Company has no contractual commitments, other than leases on offices entered into in the normal course of business (*Note 14*). All mineral property agreement commitments are at the option of the Company and the Company can terminate the agreements prior to being required to make payments on the properties.

FOREIGN EXCHANGE

The Company's US operations are denominated in USD, the functional currency of the US entities. The functional currency of all other entities is the Canadian dollar. The presentation currency of the Company is the CAD. Accordingly, fluctuations in the exchange rates (USD/CAD) may impact the consolidated results of operations and the consolidated reported net assets. The effect of changes in currency fluctuations from the functional currency to the presentation currency on the operations' net assets is recorded in the Company's shareholders' equity as a cumulative translation adjustment.

OFF-BALANCE SHEET TRANSACTIONS

During the most recent fiscal year ended February 28, 2014, and up to the date of this report, the Company had no off-balance sheet transactions.

CRITICAL ACCOUNTING ESTIMATES AND ACCOUNTING CHANGES

The Corporation's consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. The significant accounting policies applied to recent accounting pronouncements are described in (*Note 3*) to the Corporation's consolidated financial statements for the year ended February 28, 2014.

The preparation of these consolidated financial statements requires management to make 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. Actual outcomes could differ from these estimates. The consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the balance sheet date, 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:

Impairment of assets
When there are indications that an asset may be impaired, the Company is required to estimate the asset's recoverable amount. Recoverable amount is the greater of value in use and fair value less costs to sell. No impairment indicators of non-financial assets have been noted for the years ended February 28, 2014 and 2013 other than the impairment taken on investment in associate (*Note 6*) and the write down of Big Springs property (*Note 8*), sold in February 2013.

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 payments in the consolidated statements of loss and comprehensive loss based on estimates of forfeiture, stock price volatility and expected lives of the underlying stock options.

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. Management did not recognize deferred tax assets as future taxable profits are not expected until the Company reaches technical feasibility and commercial viability of the extraction of the mineral resources, the timing of which is uncertain as the Company is still in the exploration and evaluation stage.

Discounting of receivables
The measurement of certain accounts receivable requires management to make judgments about the likelihood of collectability of future cash flow. Management has applied a credit adjusted discount rate to the Cove sale receivables *(Note 17)*.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, restricted cash, accounts receivable, loan receivable, accounts payable and accrued liabilities and reclamation bonds. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments. The reclamation bonds are held with a state of Nevada governmental institution, a joint venture partner or as letters of credit at Wells Fargo and represent restricted cash, which will be returned to the Company upon the satisfactory completion of reclamation obligations. The reclamation bonds and certain of the Company's cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities are denominated in $US leading to currency risk arising from fluctuations in the $C and $US exchange rate. The fair value of these financial instruments approximates their carrying values due to the short-term nature of these instruments.

ADDITIONAL INFORMATION
Additional information relating to the Company is available on SEDAR at www.sedar.com.

"John McConnell"	**"Marty Rendall"**
John McConnell	Marty Rendall
Chief Executive Officer & President	Chief Financial Officer