MANAGEMENT DISCUSSION AND ANALYSIS

For the six months ended April 30, 2014

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Description of Management Discussion and Analysis

The purpose of this Management Discussion and Analysis ("MD&A") is to explain management's point of view regarding the past performance and future outlook of Tower Resources Ltd. (the "Company" or "Tower"). This report also provides information to improve the reader's understanding of the financial statements and related notes as well as important trends and risks affecting the Company's financial performance, and should therefore be read in conjunction with the condensed interim financial statements ("Financial Statements") of the Company for the three and six months ended April 30, 2014. The following discussion is dated and current as of June 30, 2014. This MD&A contains forward-looking information and statements which are based on the conclusions of management. The forward-looking information and statements are only made as of the date of this MD&A.

All financial information in this MD&A has been prepared in accordance with International Financial Reporting Standards ("IFRS") and all dollar amounts are expressed in Canadian dollars unless otherwise indicated.

The Company's certifying officers, based on their knowledge, having exercised reasonable diligence, are also responsible to ensure that these filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by these filings, and these financial statements together with the other financial information included in these filings. The Board of Directors' approves the Financial Statements and MD&A and ensures that management has discharged its financial responsibilities. The Board's review is accomplished principally through the Audit Committee, which meets periodically to review all financial reports, prior to filing.

Additional information on the Company is available on SEDAR and at the Company's website, www.towerresourcesltd.com.

Forward Looking Statements

Certain disclosures contained in this MD&A may constitute forward-looking information. This is information regarding possible events, conditions or results of operations of the Company that is based upon assumptions about future economic conditions and courses of action which is inherently uncertain. All information other than statements of historical fact may be forward-looking information.

Forward-looking information is subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements, including, without limitation, risks and uncertainties relating to the interpretation of drill results and the estimation of mineral resources, the geology, grade and continuity of mineral deposits and the possibility that future exploration and development results will not be consistent with the Company's expectations. Some other risks and factors which could cause results to differ materially from those expressed in the forward-looking information contained in this MD&A are described under the heading "Risks and Uncertainties".

Readers are cautioned that any such listings of risks are not, and in fact cannot be, complete. Although the Company has attempted to identify important factors that could cause actual events and results to differ materially from those described in the forward-looking information, there may be other factors that cause events or results to differ from those intended, anticipated or estimated. The Company believes the expectations reflected in the forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct and readers are cautioned not to place undue reliance on forward-looking information contained in this MD&A.

The forward-looking information contained in this MD&A is provided as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as otherwise required by law. All of the forward-looking information contained in this MD&A is expressly qualified by this cautionary statement.

Description of Business and Discussion of Operations

Tower is incorporated under the Business Corporations Act (BC) and is listed on the TSX Venture Exchange ("TSX-V"). The principal business of the Company is the acquisition and exploration of exploration and evaluation assets in the Province of British Columbia, Canada.

The Company currently holds four precious metal projects located in British Columbia, Canada. During the 2012 field season the Company completed a successful diamond drilling campaign at its flagship JD project in north-central B.C. and conducted reconnaissance, mapping and sampling at its other projects. In July 2013, the Company commenced its diamond drilling and exploration program at the JD project consisting of a 2,000 meters of exploration drilling.

<u>Overall performance</u>

On November 27, 2012, the Company issued 150,000 shares valued at $40,500 pursuant to the JD property option agreement.

On December 6, 2012, the Company completed a private placement for 5,501,375 flow-through units at a price of $0.32 per unit for gross proceeds of $1,760,440. Each unit is comprised of one flow-through common share and one-half of one common share purchase warrant which entitles the holder to purchase one additional common share of the Company for $0.40 up to December 6, 2014. The flow-through units had an associated flow-through premium liability of $385,097 on issuance. The Company incurred commissions and expenses of $195,027 related to this financing.

On April 9, 2013, the Company granted 450,000 incentive stock options to directors and consultants of the Company. The incentive stock options are priced at $0.13 each and may be exercised for a period of five years from the date of grant with 12.5% of the options vesting at the date of grant and an additional 12.5% vesting every three months thereafter. The Company also cancelled 300,000 incentive stock options that were previously granted in February and March 2012.

On April 18, 2013, the Company issued 25,000 shares valued at $3,750 pursuant to the Belle property option agreement.

On June 11, 2013, the Company commenced its 2013 exploration program on the Baez property in the Nechoako Plateau region, central British Columbia. The exploration program will initially consist of a focused IP (Induced Polarization) geophysical survey aimed at defining the size and scale of the three main targets with known epithermal related mineralization: the Camp, Clusko and Boulder Ridge South targets. The Camp target area encompassed the bulk of historic drilling and is located 3.5 kilometers northeast of the Clusko Zone, and 1.7 kilometers east of the Boulder Ridge South target. In conjunction with the IP geophysical survey Tower will continue to explore the property by mapping, sampling and further geochemical surveys over newly identified geophysical targets.

On June 26, 2013, the Company received a Multi-Year Area Based (MYAB) Notice of Work permit from the B.C. government authorizing a multi-disciplinary five year exploration program at its JD Project. Under this new Notice of Work permit Tower has permission over five years to complete 30,000 metres of drilling from 100 pad locations covering the majority of known target areas. This new permit sets a good framework for advanced project development and exploration to be completed over a five year time frame.

On July 11, 2013 the Company entered into an agreement to acquire the Rabbit North Copper (Cu) – Gold (Au) property located in the Kamloops mining division of south central British Columbia. Under the terms of the agreement, Tower may acquire a 100% interest in the property subject to a 3% NSR.

Under the terms of the option agreement dated July 11, 2013, subject to TSX Venture Exchange acceptance, Tower can earn a 100% interest in the property by making cash payments of $170,000 and issuing one million common shares over a 4-year period, to the vendors, in addition to funding aggregate exploration expenditures of $2,000,000 over a 5-year period. The agreement is subject to 3% NSR, 2% of which can be purchased by Tower for $3,500,000. On July 29, 2013, the Company issued 200,000 shares valued at $30,000 pursuant to the Rabbit property option agreement.

On July 16, 2013 the Company commenced its 2013 diamond drilling and exploration program at the JD project consisting of a 2,000 meters of exploration drilling.

On December 18, 2013, the Company granted 425,000 incentive stock options to directors, consultants and management of the Company at an exercise price of $0.05 which expire on December 17, 2018.

On January 7, 2014, the Company issued 200,000 shares valued at $6,000 pursuant to the JD property option agreement.

In April 2014, the Company completed two tranches of a non-brokered private placement for a total of 15,000,000 units at a price of $0.05 per unit for aggregate gross proceeds of $750,000. Each unit comprises of one common share and one-half share purchase warrant. Each whole warrant entitles its holder to subscribe to one common share at a price of $0.10 for a period of 24 months. Upon completion of a four month hold period, the Company may accelerate the expiry date of the warrants within 30 days if the common shares of the Company close at over $0.20 for 10 consecutive trading days and give notice of the same in writing to the holder of the warrants.

On April 22, 2014, the Company issued 25,000 common shares valued at $2,375 pursuant to the Belle property option agreement.

As at the date of the MD&A, the Company is currently in discussion with the optioner of the Waterloo property to extend the work commitment of $700,000 that was due on May 13, 2014.

Summary of Exploration Activities

For the six months ended April 30, 2014, the Company incurred $438,798 in exploration and evaluation asset expenditures compared to $284,489 for the corresponding six months ended April 30, 2013.

The following is a breakdown of the components of the Company's exploration and evaluation assets, on a property by property basis, for the six months ended April 30, 2014:

	JD	**Baez**	**Waterloo**	**Rabbit North**	**Total**
	$	**$**	**$**	**$**	**$**
Balance, October 31, 2013	**2,375,889**	**248,255**	**478,637**	**488,875**	**3,591,656**
Acquisition costs	48,375	-	768	23,677	72,820
Deferred costs					
Assays	-	-	-	5,030	5,030
Consulting services	2,500	-	-	128,241	130,741
Field supplies	3,099	-	-	534	3,633
Food (recovery)	(220)	-	-	282	62
Geologist	-	-	-	210,996	210,996
Site development	3,810	-	-	-	3,810
Travel (recovery)	(3,343)	-	-	306	(3,037)
Vehicle (recovery)	(524)	-	-	15,267	14,743
Total costs incurred during the period	53,697	-	768	384,333	438,798
Balance, April 30, 2014	**2,429,586**	**248,255**	**479,405**	**873,208**	**4,030,454**

JD property

On September 7, 2011, the Company entered into an agreement to acquire the JD gold - silver property located in the Omineca mining division of British Columbia.

Under the terms of the option agreement Tower can earn a 100% interest in the property by making cash payments of $200,000, and issuing 1,200,000 common shares over a 5-year period, to the vendors, in addition to funding aggregate exploration expenditures of $5,000,000 over a total 60-month period. The agreement is subject to a 2% NSR, 1% of which can be purchased by the Company for $3,000,000.

On April 11, 2012, the Company entered into an agreement to acquire the Belle claims located directly adjacent to and adjoining the JD property. Under the terms of the Belle agreement, the Company may acquire a 100% interest by making a cash payment of $14,000, and issuing 150,000 common shares over a four-year period to the vendor. The agreement is subject to a 2% NSR, 1% of which can be purchased by the Company for $2,000,000.

The JD property comprises approximately 16,000 hectares located in the historically significant Toodoggone gold district of north-central BC. The property is underlain by a thick succession of interlayered volcaniclastic and intermediate volcanic rocks that are locally cut by high level porphyritic intrusions. These rocks appear to host a large epithermal gold-silver system with many significant high-grade gold and silver showings exposed over an area of three square kilometers.

The majority of the historic drilling on the JD property was focused on the Finn Zone where in excess of 200 diamond drill holes were completed between 1995 and 1998 by Antares Mining and Exploration Corporation and ACG Americas Gold Corp. Highlights from historic drilling in the Finn Zone include:

• 26m of 6.4g/t Au and 8.4g/t Ag (DDH 94-15)
• 34m of 3.7g/t Au and 17.7g/t Ag including 16m of 7.4g/t Au and 27.6g/t Ag (DDH 95-41)
• 20m of 12.2g/t Au and 161.5g/t Ag including 1m of 216g/t Au and 308.9g/t Ag (DDH 95-47)
• 37m of 4.1g/t Au and 15.2g/t Ag including 13.5m of 8.5g/t Au and 33.2g/t Ag (DDH 95-68)
• 19m of 9.4g/t Au and 64.3g/t Ag including 4m of 17.2g/t Au and 183.8g/t Ag (DDH 95-97)

Historic work on the JD property includes soil and rock geochemistry, geophysics (airborne and ground), trenching and diamond drilling. Previous workers on the property focused on advancing a low tonnage, high grade epithermal gold and silver deposit. Tower believes there is potential on the JD property to discover a lower grade, bulk-tonnage gold and silver deposit. Furthermore, the potential exists on the JD property for the discovery of related copper-gold porphyry mineralization similar to the Kemess Mine (Northgate Minerals) located 30 km to the south.

2012 Activities

2012 exploration at JD consisted of soil geochemistry, mapping, sampling and 2,968 metres of diamond drilling in 18 holes. Drilling was focused on expansion and definition of the Finn and Moosehorn zones. The program also included work on targets to the north and south of the Finn Zone as well as on the newly optioned Belle property to the southeast.

During August, September and October 2012 the Company reported in five batches diamond drill highlights from phase one drilling in the core, footwall and step-outs to the Finn Zone (for full results see press releases of August 29, September 19 and 27, October 2 and 11, 2012).

Highlights from the 2012 drill program include:

- 12.6 meters (m) grading 10.82 g/t Au and 65.70 g/t Ag in hole JD-12-003
- 21.5 meters grading 4.92 g/t Au and 53.99 g/t Ag in hole JD-12-002
- 21.2 meters grading 3.80 g/t Au and 24.53 g/t Ag in hole JD-12-001
- JD-12-009 intersected from surface; 18.0 metres of 1.74 g/t Au in a step out hole collared in the footwall to the Finn zone
- JD-12-007 intersected; 28.0 metres of 2.72 g/t Au and 8.0 g/t Ag
  JD-12-004 intersected; 17.5 metres of 1.41 g/t Au and 28.61 g/t Ag
- Successful step-out hole (JD-12-015) extends Finn zone mineralization 350 metres north
- Continues to demonstrate near surface gold and silver mineralization characteristic of the Finn zone
- JD-12-006 intersected; 22.5 metres of 1.93 g/t Au with 36.89 g/t Ag
- JD-12-011 intersected; 28.90 metres of 1.18 g/t Au with 34.75 g/t Ag

2012 Table of length weighted drill intersections:

Drill Hole	From (m)	To (m)	Width (m)	Au (g/t)	Ag (g/t)
JD-12-001	23	26	3	1.66	11.5
JD-12-001	**29**	**50.2**	**21.2**	**3.8**	**24.5**
JD-12-	34.7	50.2	15.5	4.86	27.3

001					
JD-12-002	**26**	**57.5**	**31.5**	**3.65**	**52.2**
JD-12-002	36	57.5	21.5	4.92	54.0
JD-12-002	53	57.5	4.5	10.97	20.3
JD-12-003	**27**	**42.6**	**15.6**	**8.84**	**64.5**
JD-12-003	30	42.6	12.6	10.82	65.7
JD-12-003	35	40	5	20.41	36.2
JD-12-003	55	61	6	0.71	10.9
JD-12-003	65	71	6	2.03	1.0
JD-12-003	73	81	8	2.53	2.4
JD-12-003	78	81	3	5.64	3.0
JD-12-004	**26**	**43.5**	**17.5**	**1.41**	**28.6**
JD-12-004	35	43.5	8.5	2.24	25.3
JD-12-004	80	83	3	0.75	1.4
JD-12-004	86	87	1	3.18	3.3
JD-12-005	14	17	3	0.35	6.8
JD-12-005	**20**	**48**	**28**	**1.6**	**26.9**
JD-12-005	31	48	17	2.33	7.8
JD-12-005	42	43	1	13.9	10.2
JD-12-005	86	88	2	0.4	0.3
JD-12-006	14	18	4	0.96	52.1
JD-12-006	**26**	**48.5**	**22.5**	**1.93**	**36.9**
JD-12-	29	35.7	6.7	5.52	110.8

006					
JD-12-006	29	32	3	9.28	232.7
JD-12-007	**6**	**34**	**28**	**2.72**	**8.0**
JD-12-007	28	34	6	8.03	7.3
JD-12-007	43	44	1	3.98	1.8
JD-12-008	5	31	26	3.64	9.3
JD-12-008	10	20	10	8.22	12.5
JD-12-008	13	15	2	32.45	26.6
JD-12-008	46	51	5	0.31	1.2
JD-12-008	58	59	1	9.49	5.2
JD-12-009	**3.1**	**21**	**18**	**1.74**	**4.2**
JD-12-009	29	40	11	2.48	5.5
JD-12-009	44	47	3	7.17	3.2
JD-12-009	51	56	5	0.7	1.6
JD-12-009	67	70	3	0.56	7.7
JD-12-009	137	141	4	0.98	3.1
JD-12-010	35	40	5	0.91	14.9
JD-12-010	**84.5**	**103**	**18.5**	**1.29**	**50.7**
JD-12-011	79	107.9	28.9	1.18	34.8
JD-12-011	83	90	7	2.89	110.7
JD-12-012	6.1	13.4	7.3	0.63	16.7
JD-12-012	21	22	1	1.06	0.1
JD-12-	82.5	84.6	2.1	1.73	4.3

012					
JD-12-012	167	168	1	0.97	2.3
JD-12-013	20.5	24	3.5	0.57	1.6
JD-12-013	27	32	5	0.78	1.2
JD-12-013	34	45	11	1.21	4.9
JD-12-013	62	64	2	0.6	7.4
JD-12-014	56	60	4	2.31	1.9
JD-12-014	85	86	1	1.34	5.8
JD-12-014	90	97	7	0.31	1.8
JD-12-014	**101**	**127**	**26**	**1.16**	**11.5**
JD-12-014	118	121	3	3.25	3.1
JD-12-014	130.2	143	12.8	0.91	7.7
JD-12-015	5.7	13	7.3	0.47	1.3
JD-12-015	**85**	**105**	**20**	**1.55**	**2.4**
JD-12-015	94	100	6	3.73	3.3
JD-12-015	109	114	5	0.62	2.0
JD-12-015	121	125	4	0.41	1.4
JD-12-015	127	131	4	0.35	0.7
JD-12-015	133	138	5	2.43	2.0
JD-12-015	136	138	2	5.64	4.8
JD-12-018	74	75	1	1.08	5.3
JD-12-018	92	105	13	1.16	33.53
JD-12-	117	118	1	1.29	5.4

018					

Table of 2012 Drill Hole Locations (coordinates: UTM Z9 NAD83)

Hole ID	Easting	Northing	Azimuth (°)	Dip (°)	Total Depth (m)
JD-12-001	611259	6367661	200	-50	98.45
JD-12-002	611259	6367661	200	-80	114.00
JD-12-003	611224	6367637	200	-50	137.16
JD-12-004	611224	6367637	200	-80	309.07
JD-12-005	611294	6367666	200	-50	102.11
JD-12-006	611294	6367666	200	-80	105.77
JD-12-007	611322	6367660	200	-50	124.05
JD-12-008	611322	6367660	200	-80	99.97
JD-12-009	611299	6367551	200	-45	267.31
JD-12-010	611168	6367695	200	-50	119.48
JD-12-011	611168	6367695	200	-80	129.24
JD-12-012	610928	6367582	210	-45	284.68
JD-12-013	611111	6367478	200	-65	139.6
JD-12-014	611083	6367709	200	-50	206.04
JD-12-015	611286	6368089	235	-60	267.31
JD-12-016	611286	6368089	360	-90	81.69
JD-12-017	606149	6361631	45	-60	248.41
JD-12-018	606149	6361631	230	-45	131.67

2013 Activities

The Company received a Multi-Year Area Based (MYAB) Notice of Work permit from the B.C. government authorizing a multi-disciplinary five year exploration program at its JD Project. Under this new Notice of Work permit Tower has permission over five years to complete 30,000 metres of drilling from 100 pad locations covering the majority of known target areas.

Following the company's 2012 exploration season a composite sample of drill core from within the Finn Zone was selected for initial metallurgical testing in early 2013. The sample was submitted to Inspectorate Exploration & Mining Services Ltd. in Richmond B.C. and was subjected to three tests including gravity concentration at two grind sizes and cyanide leach and flotation assessment at three grind sizes each.

The samples subjected to centrifugal gravity separation at a grind size of P80 100 microns yielded a recovery of 47.8% of the gold and 13.5% of the silver. The samples responded well to bottle-roll leach testing with an average of 86.5% gold extraction and 55.8% silver extraction at a grind P80 size of 100 microns. The leach kinetics responded well to finer grinding with maximum gold extraction occurring in less than 40 hours at P80 at 75 microns. At this grind size, 82.7% gold extraction and 55.8% silver extraction was attained. In the flotation test gold recoveries of up to 96.9% at grind size of P80 75 microns and silver recoveries of up to 92.5% at P80 100 micros were attained after 8 minutes of flotation. Gold recovery reportedly increased with decreasing grind size.

2013 exploration at JD consisted of an induced-polarization geophysical survey, mapping, sampling and 2,100 meters of diamond drilling in 10 holes. Drilling was focused on exploration outside the core of the know Finn Zone mineralization. In particular, the Company targeted the porphyry potential east of the Finn Zone.

The company reported the results from the 2013 exploration season which resulted in the discovery of a significant porphyry related hydrothermal alteration system in which classic alteration, mineralization and veining were encountered in three holes along a strike length of 850 metres.

The dominantly phyllic (quartz + sericite + pyrite) alteration with anomalous copper mineralization is believed to be related to a deeper copper mineralized porphyry system as one hole (JD-13-025) bottomed in 1.4 metres of 4665 ppm Cu hosted in an altered intrusion at 229 metres down-hole. Furthermore, the three holes tested only a small portion of an IP (Induced Polarization) chargeability anomaly Tower identified earlier in the program.

The IP survey covered a grid with a footprint of roughly 1.6 by 2 kilometers with lines spaced 200 and 400 metres apart. Three lines spaced 200 metres apart were run over the known extent of the Finn Zone to establish a geophysical baseline for chargeability and resistivity response associated with epithermal related mineralization and alteration. Two lines spaced 400 metres apart were also run east and topographically below the Finn Zone where a poly-element geochemical anomaly identified in 2012 and a coincident large (roughly 800 by 800 metres in dimension) geophysical magnetic anomaly exists. IP line 11N, located east of the Finn Zone returned a 900 meter long +16 mV/V chargeability anomaly partially coincident with a magnetic and geochemical anomaly.

The 2013 diamond drill program was designed to investigate the continuity of gold and silver mineralization between the Finn Zone and step-out hole JD-12-015 drilled in 2012 and the extent of mineralization along strike to the west and east from the Finn Zone. Furthermore, Tower tested new target areas identified in the IP survey.

2013 Table of selected highlights of length weighted drill intersections:

Drill Hole	From (m)	To (m)	Width (m)	Au (g/t)	Ag (ppm)	Cu (ppm)
JD-13-019	152	211	59	0.13	2.6	418
JD-13-019	153	156	3	0.35	8.4	1823
JD-13-019	167	172	5	0.12	7.7	792
JD-13-019	181	188	7	0.06	3.2	985
JD-13-020	152	163	11	0.38	1.1	
JD-13-020	167	178	11	0.8	1.9	
JD-13-020	184	189	5	2.28	2.9	
JD-13-020	187	188	1	10.3	8.8	
JD-13-021	113	115	2	0.62	2.5	
JD-13-021	121	122	1	1.06	1.7	
JD-13-021	140.7	144	3.3	0.57	3	
JD-13-021	149	164.5	15.5	0.48	2.2	
JD-13-021	172	179	7	0.86	1.4	
JD-13-022	7.9	32	24.1	0.07	1.7	213
JD-13-022	87	139	52	0.01	0.6	164
JD-13-023	24	57	33	0.06	2.1	476
JD-13-023	39	47	8	0.11	4	1079
JD-13-024	113	125	12	1.75	38.1	
JD-13-024	118	125	7	2.89	32.5	
JD-13-024	132	138	6	0.51	0.2	
JD-13-025	32	69	37	0.02	2.1	975
JD-13-025	66	69	3	0.09	14.2	9462
JD-13-025	222	230.1	8.1	0.01	0.8	962
JD-13-025	228.7	230.1	1.4	0.02	3.4	4665
JD-13-026	310	312	2	6.03	0.6	
JD-13-026	325	326	1	1.54	0.1	
JD-13-028	9	330	321	0.02	0.6	333
JD-13-028	45.7	48	2.3	0.03	1.1	917
JD-13-028	114	121	7	0.03	1.4	762
JD-13-028	143	151	8	0.02	0.6	1090
JD-13-028	222	232	10	0.02	1.3	876
JD-13-028	322	324	2	0.02	1.6	3371

Table of 2013 Drill Hole Locations (coordinates: UTM Z9 NAD83)

Hole ID	Easting	Northing	Azimuth (°)	Dip (°)	Total Depth (m)
JD-13-019	611256	6367954	200	-65	211.23
JD-13-020	611256	6367954	20	-65	201.47
JD-13-021	611194	6368117	200	-65	242.93
JD-13-022	611646	6367870	200	-65	138.99
JD-13-023	611646	6367870	0	-90	63.4

JD-13-024	610814	6368011	210	-65	162.15
JD-13-025	612216	6368112	200	-65	230.12
JD-13-026	612406	6367279	230	-75	424.18
JD-13-027	611914	6367715	160	-70	114.28
JD-13-028	612314	6367614	315	-50	351.74

Waterloo property

On October 18, 2011, the Company entered into an agreement to acquire the 3130 hectare Waterloo property located in the Vernon mining division of British Columbia. Under the terms of the option agreement, the Company may acquire a 75% interest in the property by making cash payments of $70,000 and issuing 400,000 common shares to the vendor, in addition to funding aggregate exploration expenditures of $2,000,000 over a total 42-month period. The agreement is subject to a 2% NSR which can be purchased by the Company for $3,000,000.

Upon completing and delivering a Feasibility Study, the Company will be deemed to have exercised the second option and to have earned an additional 25% Interest (for an aggregate 100% interest), subject to the Royalty Interest as defined below.

Once the Company has earned the 100% interest, it will pay an advance royalty of $40,000 per year until it commences commercial production.

The Waterloo property is underlain by Late Paleozoic deformed and metamorphosed volcanic, siliciclastic and carbonate rocks of the Harper Ranch Group. Here the Harper Ranch Group forms the stratigraphic basement to the island-arc related Quesnel Terrane. On the property rocks of the Harper Ranch Group form a roof pendant structure intruded by Cretaceous aged granitic batholiths of the Nelson and Valhalla complexes. A property scale easterly trending structure termed the "Waterloo Structure" is central to the property and hosts numerous high-grade silver showings such as the Waterloo Mine. The Waterloo mine has seen sporadic production of high-grade silver with lesser gold since 1903 resulting in numerous shipments of ore to the Trail, BC smelter in 1954, 1967 and 1983. The Waterloo Structure consists of structurally controlled carbonate with lesser quartz breccias and veins mineralized with sphalerite and galena along a contact between marbles and siliciclastic rocks of the Harper Ranch Group.

2012 Activities

The Company conducted additional detailed prospecting, rock sampling, ground geophysics and 1200 metere of diamond drilling during the 2012 field season at the Waterloo property.

Table of 2012 Grab Sample Highlights

Area	Sample	Type	Ag (g/t)	Au (g/t)	Pb (%)	Zn (%)
Forge East	1717020	grab	82	1.7	0.45	0.01
Forge East	1717021	grab	66.8	1.95	0.37	0.12
Forge East	1717023	grab	3095	3.8	0.47	0.71
Forge East	1717026	grab	185	3.7	0.57	0.36
Forge East	1710502	grab	1507	2.81	0.44	0.03
Forge East	1717039	grab	70.5	5.03	0.5	0.13
Forge Proper	1710505	grab	32.2	0.01	0.05	6.06
AU Showing	1717017	grab	66.5	2.56	0.19	0.02
AU Showing	1717036	grab	57	11.3	1.43	0.64

AU Showing	1717037	grab	794	45.7	7.82	3.63
Waterloo	1710265	grab	60.6	0.02	0.33	19.04
Waterloo	1710268	grab	299	0.01	12.72	0.71
Waterloo	1710270	grab	1159	0.02	18.53	7.53
Waterloo	1717006	grab	313	0.03	9.22	14.4
Waterloo	1717035	grab	1482	0.03	1.81	26.77
Waterloo	1710510	grab	182	0.01	12.45	19.9
Waterloo	1710513	grab	182	0.01	2.88	1.15
Waterloo	1710514	grab	57.5	0.01	1.45	22.44
Waterloo	1710515	grab	175	0.01	1.73	6.3

2012 Table of selected highlights of length weighted drill intersections:

Drill Hole	From (m)	To (m)	Drill Width (m)	True Width[2] (m)	Ag (g/t)	Pb (%)	Zn (%)
WL-12-004	79	80.1	1.1	0.5	18.64	0.09	2.98
WL-12-004	85	86.2	1.25	0.6	16.1	0.07	0.82
WL-12-006	62.2	62.7	0.5	0.2	14.6	0.03	3.06
WL-12-006	64.2	70	5.8	2.1	49.36	0.25	6.34
WL-12-006	66.7	68.7	2	0.7	112.93	0.27	11.48
WL-12-008	135	136	1	0.7	16.2	0.01	0.95
WL-12-011	177	178	1	0.5	181.9	0.25	3.08

Table of 2012 Drill Hole Locations (coordinates: UTM Z11 NAD83)

Hole ID	Easting	Northing	Azimuth (°)	Dip (°)	Total Depth (m)
WL-12-001	388030	5528750	0	-45	75.29
WL-12-002	388030	5528750	30	-45	60.05
WL-12-003	388281	5528777	210	-55	124.05
WL-12-004	388281	5528777	170	-55	127.1
WL-12-005	388235	5528711	315	-50	52.73
WL-12-006	388235	5528711	315	-55	74.37
WL-12-007	388235	5528711	10	-45	63.09
WL-12-008	388204	5528845	175	-45	189.89
WL-12-009	388204	5528845	210	-45	178.92
WL-12-010	388599	5528966	270	-45	72.24
WL-12-011	388642	5528532	330	-45	185.01

Baez property

On February 21, 2012, the Company acquired the Baez property by staking. The road accessible Baez Property consists of nineteen mineral claims totalling 8,610 hectares located 125 kilometres west of Quesnel.

The property hosts the northern Camp zone and the southern Clusko zone which are 3.6 kilometres apart. Both zones lie within an arsenic in-soil anomaly that covers an area of 7.5 by 1.5 kilometres and remains open in numerous directions. Antimony, gold and silver are also locally anomalous and coincident with arsenic. Historic rock samples from throughout a large silicified corridor (chalcedony healed breccias, quartz stockwork and pervasive silica) of the southern Clusko Zone were extremely elevated in arsenic and highly anomalous in antimony and mercury with anomalous gold (up to 0.28 g/t Au). Historic shallow drilling of the northern Camp Zone in 1988 intersected long intervals of pervasive clay and silica alteration in hydrothermal breccias containing anomalous arsenic, antimony, gold and silver.

The Baez property covers a large 16 by 15 kilometre magnetic high identified by government regional airborne geophysical data. This magnetic high likely represents a buried intrusion as geological mapping indicates the property is underlain by interlayered rhyolite to andesite flows, flow breccias and minor volcaniclastic rocks likely assigned to the Eocene in age Ootsa Lake Group although the exact age of the host rocks is not presently known.

Based on this historic data and in particular the presence of widespread silicified breccias with elevated arsenic values and extensive clay alteration coincident with a large pathfinder element in-soil anomaly, Tower believes the Baez Property represents the base of the silica cap to a well developed epithermal gold system.

On March 22, 2012, the Company expanded the Baez property by staking an additional 69 claims. This brought the total land package to a size of 40,125 hectares.

The Company conducted detailed mapping, prospecting, soil sampling and re-logging and sampling of historic drill core on the Baez property in May, June and August 2012. Highlights from the sampling include:

Table of 2012 Grab Sample Highlights

Area	Sample	Description	Au (g/t)	Ag (g/t)
Ridge North	1710583	siliceous breccia boulder	0.179	0.30
Ridge North	1710585	altered dacite breccia subcrop	0.236	0.80
Ridge North	1710586	siliceous breccia boulder	5.204	30.70
Ridge North	1710211	siliceous breccia boulder	0.270	235.00
Ridge North	1710580	siliceous breccia boulder	0.206	0.90
Ridge South	1710065	siliceous breccia boulder	0.600	6.20
Ridge South	1710066	siliceous breccia boulder	0.410	10.00
Ridge South	1710587	altered rhyolite breccia subcrop	0.452	34.00
Ridge South	1710588	altered rhyolite breccia subcrop	1.710	21.10
Ridge South	1710590	altered dacite breccia outcrop	0.338	3.10
Ridge South	1710593	altered rhyolite breccia outcrop	0.112	1.40
Ridge South	1710594	altered rhyolite breccia subcrop	0.147	3.00

2013 Activities

The field program at Baez consisted of a focused 22 line kilometer IP survey aimed at defining the size and scale of the three main targets with known epithermal related mineralization: the Camp, Clusko and Boulder Ridge South targets. The Camp target area encompassed the bulk of historic drilling and is located 3.5 kilometers northeast of the Clusko Zone, and 1.7 kilometers east of the Boulder Ridge South target.

To assist in focusing the footprint of the IP survey, Tower also completed a property scale compilation of historic airborne geophysical data (1993, 1994 and 2008 vintage) that covers an area of 25 by 15 kilometres. Tower contracted MIRA Geoscience Ltd., of Vancouver, BC to complete the compilation and execute advanced interpretation including a robust 3D inversion. New targets identified within this compilation are characterized by coincident magnetic anomalies with areas of high conductivity response. The IP survey covered some of these new target areas.

These airborne geophysical anomalies coupled with the presence of mineralized boulders down-ice from the ridge and the presence of hydrothermally brecciated rhyolite in outcrop suggests the ridge is in part underlain by a structurally controlled, north-striking corridor of silicified and mineralized felsic breccia.

Rabbit North property

On July 11, 2013, the Company entered into an agreement to acquire the Rabbit North Copper - Gold Property located in the Kamloops mining division of south central British Columbia. Under the terms of the agreement, Tower may acquire a 100% interest in the property subject to a 3% NSR.

The Rabbit North property comprises 2850 hectares located in the active and significant Kamloops mining division. The road accessible property is approximately 14.5 kilometres west of the producing New Afton mine operated by New Gold Inc. (Measured and Indicated Mineral Resources of 51.8 million tonnes at 1.26% Cu, 0.91 grams per tonne (g/t) Au, 2.9 g/t silver and .11 g/t palladium at 0.5% Cu cutoff) and approximately 28 kilometres east northeast of the producing Highland Valley mine operated by Teck Resources Limited, Canada's largest copper producer.

Alkalic porphyry related mineralization and alteration at the Rabbit North property is documented in two host rock types; the three by two kilometer Late Triassic to Early Jurassic zoned alkaline intrusion termed the Durand Stock, and the intrusion's volcanic country rocks assigned to the Upper Triassic Nicola Group. The age of the Durand Stock is approximately the same age as the Guichon and Iron Mask batholiths, which host the Highland Valley and New Afton mines respectively. Copper mineralization within the porphyritic monzonite core of the Durand Stock is characterized by disseminated and blebby chalcopyrite whereas mineralization hosted in the Nicola volcanics is dominantly characterized by disseminated and blebby chalcopyrite and pyrite (+/- bornite) associated with varying degrees of albite, biotite and magnetite alteration.

Historical exploration on the property was completed by major companies such as Kennco, Noranda and Cominco in the 1960s and 1970s and by junior companies such as ProAm Exploration and Auterra Ventures in the late 1990s and early 2000s. These programs consisted of shallow diamond drilling in a confined area, percussion drilling, soil and organic geochemistry and various geophysical programs. Collectively, the historical work outlines numerous porphyry related targets that Tower intends to investigate in detail during the 2013 field season.

Under the terms of the option agreement dated July 11, 2013, subject to TSX Venture Exchange acceptance, Tower can earn a 100% interest in the property by making cash payments of $170,000 and issuing one million common shares over a 4-year period, to the vendors, in addition to funding aggregate exploration expenditures of $2,000,000 over a 5-year period. The agreement is subject to 3% NSR, 2% of which can be purchased by Tower for $3,500,000.

2013 Activities

The company reported results from a detailed sampling and reconnaissance program at its Rabbit North Project. The focus of the program was to evaluate the style and grade of copper (gold and silver mineralization described in historic reports. Representative grab and chip samples were collected from outcrops and historic trenches and historic drill core from 1997 and 2004 was re-examined. In total 47 samples were collected for geochemical analysis.

Table of 2013 Grab Sample Highlights from Rabbit North Property:

Area	Sample	Type	Cu (%)	Au (g/t)	Ag (g/t)	Pd (g/t)
Monzonite	1709453	grab	1.32	0.27	3.9	0.01
Monzonite	1709454	grab	1.02	0.43	7.4	0.01
Monzonite	1709461	grab	0.28	0.28	2	0.01
Monzonite	1709462	grab	0.09	0.26	1	0.02
Monzonite	1709463	grab	0.96	0.52	6.5	0.01
Monzonite	1709464	grab	0.56	0.57	4.4	0.01
Monzonite	1710297	grab	0.28	0.1	4.1	0.01
Monzonite	1717043	grab	1.32	0.24	3.8	0.01
Monzonite	1717044	grab	0.88	0.56	5.1	0.01
Monzonite	1709480	grab	0.3	0.38	2.7	0.01
Monzonite	1709481	grab	1.04	0.88	4.8	0.02
Chrysocolla	1717045	grab	2.4	1.72	4.6	0.03
Chrysocolla	1709458	grab	1.3	1.64	4.4	0.04
Chrysocolla	1709459	3 meter	0.84	1.48	2.2	0.03
Chrysocolla	1710296	grab	1.82	1.68	1.9	0.04
Chrysocolla East	1710287	grab	0.12	4.28	1.1	0.19
Chrysocolla East	1710289	grab	0.91	0.2	17.4	0.03
Chrysocolla East	1709479	grab	0.32	0.25	4.6	0.03

In November and December 2013, the company completed two geophysical surveys. The purpose of both surveys was to refine drill targets in areas of known mineralization and to identify new targets in areas with overburden cover. The surveys consisted of a 50 line kilometer IP survey over the core of the Rabbit North property and a 2,900 line kilometer high resolution helicopter magnetic survey over the recently expanded claim package.

The IP survey covered a grid centered on the Durand Stock with a footprint of approximately 2.8 by 3.6 kilometers with lines oriented northerly spaced 200 metres apart. The goal of the survey was to establish a geophysical baseline for chargeability and resistivity response associated with known porphyry related copper and gold mineralization and alteration. Furthermore, the survey was also designed to investigate areas peripheral to and deeper than the known areas of mineralization.

The IP survey identified numerous significant high chargeability anomalies (indicative of increased sulphide concentrations) which are also in-part coincident with strong magnetic anomalies outlined by an earlier ground magnetic survey and expanded by the helicopter-borne magnetic survey (see below). For example, the inverted chargeability 200 meter depth plan outlines a +12.5 mV/V (millivolt per volt) anomaly with a strike length of at least 1.9 kilometers and a width of at least 1.4 kilometers. This anomaly is open to the east and to the south where chargeability readings in the core of the anomaly reach +60 mV/V. Previously within this large anomaly, a small area of approximately 190 by 175 meters (the Chrysacolla Zone) was tested with diamond drill holes (see Tower's October 22nd, 2013 Press Release). The Chrysocolla Zone is associated with the western extent of the anomaly. Also on the inverted chargeability 200 meter depth plan, the northern extent of the Western Magnetite Zone is associated with a +12.5 mV/V anomaly which appears to extend 2.4 kilometers to the northeast producing an arcuate shaped high chargeability anomaly. Bedrock associated with this anomaly has been poorly tested.

The helicopter magnetic survey was flown on easterly oriented lines at 100 meter separation covering a survey block with dimensions of approximately 29 by 11 kilometers. In total, 2,900 line kilometers of data was collected between December 4th and December 9th 2013. The purpose of the survey was to provide high resolution magnetic data to assist in the interpretation of the property geology and to help define drill targets in areas proximal to the Durand Stock. The Durand Stock comprises an oval shaped magnetic high rim measuring 2.7 by 2.2 kilometers, with a magnetic low core. Magnetic highs proximal to the stock are also observed where magnetite alteration is documented in Nicola Group volcanic rocks. Magnetic highs of similar magnitude have been identified in areas with limited historic exploration proximal to the Durand Stock. These anomalies are considered significant targets for follow-up. Furthermore, the survey effectively identified new magnetic highs, lineaments and breaks which may represent possible intrusions and structures in unexplored areas where publically available, low resolution magnetic data exhibits coarse featureless anomalies.

In December, 2013 the company expanded by staking the mineral tenures covering the Rabbit North project. The property now consists of 34 mineral tenures covering 16,400 hectares

The scientific and technical content and interpretations contained in this MD&A have been reviewed, verified and approved by Kenneth Thorsen, BSc. PEng and CPG-27486, a Qualified Person as defined by NI 43-101, *Standards of Disclosure for Mineral Projects.*

Exploration and Evaluation Assets - Oil & Gas

Poplar Winstar Strachan

On December 4, 2006, the Company entered into an agreement with Poplar Point Energy Ltd. ("Poplar"), to participate in a Participation Agreement between Poplar and Winstar Resources Ltd. ("Winstar"), dated October 20, 2006, wherein Poplar agreed to participate in the Winstar Strachan 8-10-38-10 W5M well in the West Central area of Alberta. The Company paid $300,000 of the drilling, completion and tie in costs of the well to earn an equalization interest of 1.2366423%. Winstar sold its interest in the well to Crossbow Energy Partners Ltd, which sold its interest to Vermilion Energy Trust.

During the year ended October 31, 2009, management of the Company wrote down the value of the property to the estimated recoverable amount of $1.

Costs Summary for the Oil and Gas Property

	October 31, 2013 and April 30, 2014
	Acquisition Costs
Poplar Winstar Strachan	$ 1

Results of Operations

The following discussion should be read in conjunction with the accompanying Financial Statements and related notes. The operating and administrative expenses for the six months ended April 30, 2014 totaled $208,479 (2013 - $368,965), including value of stock options vested during the period of $33,557 (2013 - $128,117) calculated using the Black-Scholes option pricing model. Comparatively, the major expenses for the six months ended April 30, 2014 were accounting and audit fees of $8,634 (2013 - $15,680), management fees of $30,000 (2013 - $45,000) and office and miscellaneous of $97,046 (2013 - $113,386).

The table below details the changes in major expenditures for the six months ended April 30, 2014 as compared to the corresponding period ended April 30, 2013.

Expenses	**Increase / Decrease in Expenses**	**Explanation for Change**
Accounting and audit	Decrease of $7,046	Less activity resulted in lower accounting fees.
Consulting fees	Decrease of $16,344	Decrease as portion of consulting fees incurred in the current period was related to exploration and evaluation assets and was allocated as such.
Management fees	Decrease of $15,000	Decrease as portion of management fees incurred in the current period was related to exploration and evaluation assets and was allocated as such.
Office and miscellaneous expense	Decrease of $16,340	Decrease primarily due to interest charge related to Part XII.6 tax being lower in the current period.
Share-based compensation	Decrease of $94,560	Decreased as the value of stock options vested was less.
Travel and promotion	Decrease of $5,546	Decreased level of travel for site visits, and marketing of the Company.

The table below details the changes in major expenditures for the three months ended April 30, 2014 as compared to the corresponding period ended April 30, 2013.

Expenses	**Increase / Decrease in Expenses**	**Explanation for Change**
Accounting and audit	Decrease of $6,046	Less activity resulted in lower accounting fees.
Consulting fees	Increase of $5,001	Increase as consultants' compensation was slightly higher.
Office and miscellaneous expense	Decrease of $22,599	Decrease as interest related to Part XII.6 tax was lower in the current period.
Share-based compensation	Decrease of $27,816	Decreased as the value of stock options vested was less.

Selected Quarterly Information

The following financial data is derived from the Company's condensed interim financial statements for the three and six months ended April 30, 2014 and 2013:

	For the three months ended April 30,		For the six months ended April 30,	
	2014 $	2013 $	2014 $	2013 $
Revenue (interest income)	1,606	7,988	3,831	14,235
General and administrative expenses	(118,116)	(166,191)	(208,479)	(368,965)
Loss and comprehensive loss	(116,628)	(143,582)	(151,278)	(335,067)
Basic and diluted loss per common share	(0.00)	(0.00)	(0.00)	(0.01)
Working capital	1,066,665	2,144,288	1,066,665	2,144,288
Exploration and evaluation assets	4,030,454	2,399,349	4,030,454	2,399,349
Total assets	5,265,464	4,879,753	5,265,464	4,879,753
Total liabilities	64,494	277,175	64,494	277,175

The Company's projects are at the exploration stage and have not generated any revenue other than interest earned. At April 30, 2014, the Company had not yet achieved profitable operations and has a deficit of $8,449,678 (October 31, 2013 - $8,453,211). These losses resulted in a net loss per share for the six months ended April 30, 2014 of $0.00 (April 30, 2013 - $0.01).

Summary of Quarterly Results

Period ended	Revenue (interest income)	Income (loss) and comprehensive income (loss)	Basic and diluted income (loss) per share	Exploration and evaluation assets expenditures	General & administrative expenses
	$	**$**	**$**	**$**	**$**
April 30, 2014	1,606	(116,628)	(0.00)	61,756	118,116
January 31, 2014	2,225	(34,650)	(0.00)	377,042	90,363
October 31, 2013	5,970	141,568	0.00	955,052	119,760
July 31, 2013	7,304	(115,134)	(0.00)	444,750	173,576
April 30, 2013	7,988	(143,582)	(0.00)	124,965	166,191
January 31, 2013	6,247	(191,485)	(0.01)	159,524	202,774
October 31, 2012	3,646	(137,504)	(0.00)	1,131,202	233,194
July 31, 2012	7,751	(208,114)	(0.01)	567,413	237,089

Variances quarter over quarter can be explained as follows:

- In the quarter ended January 31, 2014, the Company recognized $52,849 relating to the reversal of the flow through premium liability.
- In the quarter ended October 31, 2013, the Company recognized $261,112 relating to the reversal of the flow through premium liability. The Company also entered into the Rabbit North property option agreement in July 2013 which largely contributed to the increase in exploration and evaluation assets expenditures of $510,302 from the quarter ended July 31, 2013 to the quarterly ended October 31, 2013.
- Given the general weather conditions and exploration season in British Columbia, the Company's exploration and evaluation assets expenditures tend to be greater from May to November than in the rest of the year.
- In the quarter ended July 31, 2012, the Company wrote off exploration and evaluation assets of $116,362.
- In the quarter ended October 31, 2012, the Company wrote off exploration and evaluation assets of $9,720.

Liquidity, Financial Position and Capital Resources

The Company has no known mineral resources and is not in commercial production on any of its properties and accordingly, the Company does not generate cash from operations. The Company finances exploration activities by raising capital from equity markets from time to time.
The Company's liquidity and capital resources are as follows:

	April 30, 2014	October 31, 2013
	$	$
Cash	1,086,377	852,899
Receivables	13,011	282,794
Prepaid expenses	18,771	14,577
Total current assets	1,118,159	1,150,270
Payables and accrued liabilities	51,494	228,652
Flow-through premium liability	-	52,849
Working capital	1,066,665	868,769

As at April 30, 2014, the Company had a cash position of $1,086,377 (October 31, 2013 - $852,899), consisting mainly of proceeds from the April 2014 financing and the British Columbia Mining Tax Credit refund. As at April 30, 2014, the Company had a working capital surplus position of $1,066,665 (October 31, 2013 - $868,769).

The primary use of cash during the six months ended April 30, 2014 was the funding of exploration activities of $546,933 (April 30, 2013 - $387,625).

The Company currently has no source of operating cash flow, limited financial resources, and has no assurance that additional funding will be available to it for further exploration and development of its properties or to enable it to fulfill its obligations under any applicable agreements. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the Company's properties and the possible loss of title to such properties. The ability of the Company to continue as a going concern and realize the carrying value of its resource properties is dependent upon the continued financial support from related parties, the ability of the Company to raise equity financing to continue exploration and development activities or contract out further work with joint venture partners, the discovery of economically recoverable reserves, and upon future profitable operations or proceeds from disposition of resource properties. Management believes it has sufficient working capital to continue operations for the next 12 months.

Use of Proceeds from the Fiscal 2013 Financing

In December 2012, the Company closed a private placement of 5,501,375 flow-through units at a price of $0.32 per unit for net proceeds of $1,565,413, net of cash commissions and expenses of $195,027. The budgeted use of proceeds from the December 2012 financing was to finance its 2013 exploration programs in British Columbia. As at October 31, 2013, the Company had spent $1,663,182 in deferred exploration and evaluation costs for the 2013 exploration programs.

Use of Proceeds from the Fiscal 2014 Financing

In April 2014, the Company closed a private placement of 15,000,000 units at a price of $0.05 per unit for net proceeds of $746,686, net of share issue costs of $3,314. The budgeted use of proceeds from the April 2014 financing is to fund its 2014 exploration programs in British Columbia and for general working capital purposes. As at April 30, 2014, the Company had spent $546,933 in deferred exploration and evaluation costs for the 2014 exploration programs.

Off-Balance Sheet Transactions

The Company does not have any off-balance sheet arrangements as at April 30, 2014 or as of the date of this report.

Related Party Transactions

During six months ended April 30, 2014, the Company engaged in the following transactions with related parties (key management), not disclosed elsewhere in this MD&A:

a) Management fees of $30,000 (2013 - $45,000) and exploration and evaluation assets expenditures totaling $15,000 (2013 - $nil) were paid or accrued to a company controlled by Mark Vanry, the President, CEO and director of the Company.

b) Consulting fees of $7,500 (2013 - $20,000) and exploration and evaluation assets expenditures totaling $52,500 (2013 - $20,000) were paid to a company controlled by Christopher Leslie, the Vice President of Exploration of the Company.

c) Administrative fees included in office and miscellaneous of $15,000 (2013 - $15,000) were paid or accrued to a company controlled by Steve Vanry, the CFO and director of the Company.

d) Office and miscellaneous includes rent of $39,742 (2013 - $38,828) and other office expenses of $1,772 (2013 - $2,063) paid or accrued to a company related by common directors and officers.

Summary of key management personnel compensation (including officers and directors of the Company) for the six months ended April 30, 2014 and 2013:

	2014	2013
	$	$
Management fees	30,000	45,000
Office and miscellaneous	15,000	15,000
Consulting fees	7,500	20,000
Exploration and evaluation assets expenditures	67,500	40,000
Share-based compensation	19,542	82,891
	139,542	**202,891**

Amounts owing to related parties (including key management personnel) included in accounts payable and accrued liabilities total $13,851 (October 31, 2013 - $50,125).

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including directors (executive and non-executive) of the Company.

Risks and Uncertainties

The main risks that can affect the Company include operational risks, changes in commodity and equity prices, and government regulation.

Operational

The Company has changed its focus from oil and gas exploration to mineral exploration. The mineral exploration business is speculative and involves a high degree of risk.

There can be no assurance that the Company's exploration activities will be successful as few properties that are explored are ultimately developed into producing mines. It is impossible to ensure that the current exploration programs being carried out or planned by the Company will result in a profitable commercial mining operation. At present, none of the Company's properties have a known body of commercial ore and any proposed exploration programs are an exploratory search for ore.

In addition to the risk that no economic body of ore exists on its properties, the Company is subject to an extensive array of other economic, political and technical risks in exploring and developing its exploration and evaluation assets, including, without limitation, volatile stock and currency markets, fluctuations in metals prices, competition, changing government regulations, title issues, undercapitalization, the potential for delays in exploration, the potential for unexpected costs and expenses, accidents, the availability of key personnel and political instability. Since the Company has no revenues, the acquisition and development of its properties depends upon its ability to obtain financing through private placement financings, public financings, the joint venturing of projects or other means. There can be no assurance that the Company will be successful in obtaining the required financings

Management of industry risk
The Company is engaged primarily in mineral exploration and manages related industry risk issues directly. The Company's mineral exploration activities expose it to potential environmental liability risk. It is management's policy to review environmental compliance and exposure on an ongoing basis. The Company follows industry standards and specific project environmental requirements. The Company is currently in the exploration stage on its property interests and has not determined whether significant site recovery costs will be required. Management is not aware of and does not anticipate any significant environmental remediation costs or liabilities in respect of its current operations.

Commodity and equity prices
The Company is exposed to price risk with respect to commodity and 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. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in pricing may be significant.

Government regulation
The Company's operations may be adversely affected by changes in Governmental policies or other economic developments which are not within the control of the Company including a change in crude oil or natural gas pricing policy, taxation policies, economic sanctions, and currency control. The Company is subject to various laws governing exploration, development, production, taxes, labour standards and occupational health, toxic substances, land use, water use, land claims of local people and other matters. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could increase the cost of operations.

Critical Accounting Estimates

The preparation of Financial Statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the period. Based on historical experience and current conditions, management makes assumptions that are believed to be reasonable under the circumstances. These estimates and assumptions form the basis for judgments about the carrying value of assets and liabilities and reported amounts for revenues and expenses. Different assumptions would result in different estimates, and actual results may differ from results based on these estimates. These estimates and assumptions are also affected by management's application of accounting policies. Critical accounting estimates are those that affect the audited financial statements materially and involve a significant level of judgment by management.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

The most significant accounts that require estimates as the basis for determining the stated amounts include the recoverability of exploration and evaluation assets and valuation of share-based compensation.

Critical judgments exercised apply in accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

Economic recoverability and probability of future economic benefits of exploration and evaluation assets
Management has determined that exploration, evaluation, and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in material adjustments are as follows:

Valuation of share-based compensation
The Company uses the Black-Scholes Option Pricing Model for valuation of share-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

Income taxes
In assessing the probability of realizing income tax assets, management makes estimates related to expectation of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

New or Revised Accounting Standards Not Yet Adopted

A number of new standards, amendments to standards and interpretations applicable to the Company are not yet effective for the six months ended April 30, 2014 and were not applied in preparing the Financial Statements. The Company does not expect there to be any changes as a result of the new and revised standards which will be effective to the Company's financial statements for the year ending October 31, 2015 or later:

a) IFRS 9 – Financial Instruments: Classification and Measurement applies to classification and measurement of financial assets and liabilities as defined in IAS 39. It is tentatively effective for annual periods beginning on or after January 1, 2018 with early adopted permitted.

b) IAS 32 – Financial Instruments: Presentation amendment provides clarification on the application of offsetting rules. The amendments are effective for annual periods beginning on or after January 1, 2014. The Company does not expect any effect on its financial statements from the adoption of this standard.

Financial Instruments and Management of Financial Risk

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company's financial instruments consist of cash, receivables, reclamation bonds, and accounts payable and accrued liabilities, and due to related parties. The fair value of these financial instruments, other than cash, approximates their carrying values. Cash is measured at fair value using level 1 inputs.

The Company is exposed to a variety of financial risks by virtue of its activities including currency, credit, interest rate, liquidity and price risk.

Credit risk

The Company is exposed to industry credit risks arising from its cash holdings and receivables. The Company manages credit risk by placing cash with major Canadian financial institutions. The Company's receivables primarily consist of sales tax recoverable due from the Federal Government of Canada. Management believes that credit risk related to these amounts is nominal.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient funds to meet its financial obligations when they are due. To manage liquidity risk, the Company reviews additional sources of capital and financing to continue its operations and discharge its commitments as they become due.

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. As of April 30, 2014, the Company held a demand deposit with a face value $485,000. A change in interest rates of 1% will change income by $4,850 per annum.

Foreign currency risk

The Company is not significantly exposed to foreign currency risk on fluctuations related to items that are denominated in a foreign currency. Management believes the risk is not currently significant.

Price risk

The Company has limited exposure to price risk with respect to commodity and 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. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities.

Other risks

The Company will need additional funding to complete its short and long term objectives. The ability of the Company to raise such financing in the future will depend on the prevailing market conditions, as well as the business performance of the Company. Current global financial conditions have been subject to increased volatility as a result of which access to public financing has been negatively impacted. There can be no assurances that the Company will be successful in its efforts to raise additional financing on terms satisfactory to the Company. The market price of the Company's shares at any given point in time may not accurately reflect value. If adequate funds are not available or not available on acceptable terms, the Company may not be able to take advantage of opportunities, to develop new projects or to otherwise respond to competitive pressures.

The Company is dependent upon the services of key executives, including the Chief Executive Officer. Certain directors and officers of the Company also serve as directors and/or officers of other companies involved in mineral exploration and development and, consequently, there exists the possibility for such directors and officers to be in a position of conflict.

Disclosure of Data for Outstanding Common Shares, Options and Warrants

Authorized and issued capital stock as at June 30, 2014

Authorized – Unlimited common shares without par value

Issued and Outstanding: 48,858,308 common shares

The following options and warrants were outstanding and exercisable as at June 30, 2014:

(i) Options

Exercise Price	Number Outstanding	Number Exercisable	Expiry Date
$			
0.40	187,500	187,500	August 12, 2014
0.35	1,000,000	1,000,000	September 29, 2016
0.35	100,000	100,000	December 9, 2016
0.45	50,000	50,000	April 5, 2017
0.30	250,000	250,000	May 24, 2017
0.30	400,000	350,000	October 25, 2017
0.13	450,000	281,250	April 9, 2018
0.05	425,000	159,375	December 17, 2018
	2,862,500	2,378,125	

(ii) **Warrants**

Exercise Price	Number Outstanding and Exercisable	Expiry Date
$		
0.40	4,200,000	December 1, 2014
0.40	2,750,687	December 6, 2014
0.32	342,825*	December 6, 2014
0.40	7,500,000	November 2, 2015
0.10	7,500,000	**April 1, 2016
	22,293,512	

*Agent warrants
** The Company may accelerate the expiry date of these warrants within 30 days if the common shares of the Company close at over $0.20 for 10 consecutive trading days and give notice of the same in writing to the holder of the warrants.

For a detailed description of share transactions, please refer to the Company's Financial Statements.

Other MD&A Requirements

Additional information relating to the Company may be found on or in:

- SEDAR at www.sedar.com;
- the Company's website at www.towerresourcesltd.com;
- the Company's condensed interim financial statements for the three and six months ended April 30, 2014; and
- the Company's audited financial statements for the year ended October 31, 2013.

Approval

The Board of Directors of the Company has approved the disclosure contained in this Management Discussion and Analysis.

On Behalf of the Board of Directors,

"*Mark Vanry*"
Mark Vanry
President, CEO and Director
June 30, 2014