

INDEPENDENCE GOLD CORP.

MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS, FORM 51-502F1 For the nine-month period ended September 30, 2013

This Management's Discussion and Analysis ("**MD&A**") compares the financial results of Independence Gold Corp. and its wholly-owned subsidiaries, Golden Pavilion Resources Ltd. and Silver Quest Resources (US) Ltd. (collectively, "**Independence**" or the "**Company**") for the three and nine month periods ended September 30, 2013 ("**third quarter fiscal 2013**" and "**nine months fiscal 2013**", respectively) with the comparable periods in 2012 ("**third quarter fiscal 2012**" and "**nine months fiscal 2012**", respectively). This MD&A should be read in conjunction with the unaudited condensed consolidated financial statements for the third quarter 2013 and the audited consolidated financial statements and accompanying notes for the year ended December 31, 2012 and the MD&A's for all relevant periods, copies of which are filed under the Company's profile on the SEDAR website, www.sedar.com.

Independence was incorporated under the *Business Corporations Act* (British Columbia) on November 1, 2011 and commenced trading on the TSX Venture Exchange (the "**Exchange**") on December 29, 2011 under the symbol "IGO". The Company's head office and principal address is 1410 - 650 West Georgia Street, Vancouver, British Columbia, Canada, V6B 4N8. The Company's registered and records office is 2300 - 550 Burrard Street, Vancouver, British Columbia, Canada, V6C 2B5.

The Company is considered to be in the exploration stage with respect to its mineral properties. Based on the information available to date, except for the inferred mineral resource on the 3Ts property, no mineral resources have been identified on the Company's mineral properties.

The Company prepares its financial statements in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and Interpretations issued by the International Financial Reporting Interpretations Committee.

The information contained in this document is provided as of October 29, 2013 (the "**Report Date**").

Overview

Independence is principally engaged in the evaluation, acquisition and exploration of precious metal properties that are located in central British Columbia and the Yukon Territory. The Company's projects range from early-stage grassroots exploration through advanced-stage resource delineation and expansion. The Company's business model is to build shareholder value through systematic project advancement while concurrently maintaining an opportunistic approach to the acquisition of additional precious metals properties. Independence actively manages its property portfolio, farming out or relinquishing properties when exploration results suggest that further expenditures by the Company are unwarranted.

Independence has no producing operations and as a consequence, the Company does not generate any operating income or a positive cash flow. Exploration of its properties is therefore entirely dependent on the Company's ability to access public equity markets to raise sufficient capital and/or its ability to attract joint venture partners to finance further work on its properties. However, with working capital of approximately \$9.2 million at September 30, 2013, Independence is adequately financed to support its anticipated exploration programs in the near term..

Mineral Projects

Independence currently holds interests in one exploration project in central British Columbia and several projects in the Yukon Territory. With the exception of the British Columbia project, the projects are at an early stage of exploration and evaluation, and no resources have been identified.

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3Ts Project, British Columbia

The 3Ts Project is located approximately 120 kilometres ("**km**") southwest of Vanderhoof and consists of six contiguous properties: the Tsacha, Tam, Taken, Tommy Lakes, Bot and Blackwater South properties. Collectively, the six properties are made up of nineteen mineral claims covering approximately 6,800 hectares in the Nechako Plateau region of central British Columbia. Independence owns a 100% interest in all six properties, four of which are subject to various net smelter return ("**NSR**") royalties that are payable to the vendors of the properties.

The 3Ts Project covers an epithermal quartz-carbonate vein system within which more than a dozen individual mineralized veins, ranging up to 900 metres ("**m**") in strike length and up to 20 m in true width, have been identified.

A diamond drilling program consisting of 3,853 m of core drilling in twelve holes was completed latter part of the first quarter 2013 at a cost of approximately \$0.70 million. This latest drilling campaign confirmed that the Mint Vein is the on-strike extension of the Ted Vein. Six holes were drilled to better-define the mineralized vein structure in the area between the Ted and Mint veins. The best intercept averaged 15.77 grams per tonne gold ("**g/t**") and 93.8 g/t silver across 2.10 m, within a wider intersection grading 3.19 g/t gold and 33.5 g/t silver across 11.3 m. Another intercept from the Ted-Mint Vein averaged 8.70 g/t gold and 151.8 g/t silver across 2.0 m. Drilling confirms that the Ted Vein remains open at depth. No significant results were obtained from two drill holes testing for the southern extension of the Ted vein. Assay results from the two holes drilled on the Larry Vein and one hole on the Tommy Vein confirm that both of these are open at depth and along strike.

During the 2012 field season, which ended in early November, Independence completed 3,949 m of core drilling in seventeen holes at a cost of approximately \$1.22 million. Initial drilling was focused on the Mint Vein and the Ted Vein targets, with the objective of increasing the Inferred Resource for the 3Ts Project. A mineralized quartz-carbonate vein was discovered in the gap between the Ted Vein and the Mint Vein, indicating that these veins are all part of the same mineralized vein structure. This vein structure has a total strike length of more than 900 m and is open at depth and along strike. The best drill intercept from this newly-discovered vein structure averaged 6.08 g/t gold and 62.0 g/t silver across 10.0 m in hole TT12-71.

During the second quarter of 2013, initial scoping level metallurgical studies were completed on a composite sample of mineralized material from the Ted-Mint Vein. The composite sample was prepared using material from diamond drill holes TT-12-65, TT-66 and TT12-71, completed during the 2012 drilling program. The head grade of the composite sample was 2.28 g/t gold and 66.6 g/t silver. The best recovery was obtained using a combination of gravity, flotation and leaching, to yield 97.3% gold recovery. Further test work is planned to evaluate methods that will improve the metallurgical process.

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The Tommy, Ted and Mint veins contain Inferred Resources as summarized below at various gold cut-off grades. Details on the preparation of this estimate of Inferred Resources is set out in the 43-101 Technical Report dated February 28, 2012, a copy of which is filed under the Company's profile on the SEDAR website. These veins remain open at depth and along strike. These Inferred Resources do not incorporate the results of the 2012 and 2013 drilling programs.

Exploration on the 3Ts properties during the current year field seasons was performed under the supervision of David Pawliuk, P. Geo, P. Geo, Vice-President Exploration for the Company; a Qualified Person as defined by NI 43-101.

Gold		Gold		Silver	
Cut-off Grade (g/t)	Tonnes	Grade (g/t)	Ounces	Grade (g/t)	Ounces
Tommy Vein					
0.5	1,614,810	3.99	207,089	39.65	2,058,936
1.0	1,490,415	4.25	203,816	41.92	2,008,768
1.5	1,370,715	4.52	199,028	44.32	1,953,354
2.0	1,181,727	4.96	188,542	47.99	1,823,604
Ted Vein					
0.5	2,654,676	1.86	159,001	105.98	9,046,031
1.0	1,813,573	2.37	138,287	124.43	7,256,227
1.5	1,358,246	2.75	120,041	127.96	5,586,009
2.0	888,914	3.36	94,303	105.45	3,014,157
Mint Vein					
0.5	310,084	5.24	52,279	63.17	629,840
1.0	310,084	5.24	52,279	63.17	629,840
1.5	310,084	5.24	52,279	63.17	629,840
2.0	309,367	5.25	52,245	63.26	629,304
Total Inferred Resources					
0.5	4,579,570	2.84	418,370	79.69	11,734,806
1.0	3,614,072	3.39	394,383	85.15	9,894,835
1.5	3,039,045	3.80	371,348	83.60	8,169,203
2.0	2,380,008	4.38	335,090	71.44	5,467,065

The summer 2012 exploration program on the 3Ts Project included upgrading camp infrastructure and improving road access to a number of locations on the property. These improvements were made in anticipation of the fall 2012 drilling campaign.

The 2011 prospecting program at the 3Ts property resulted in the discovery of mineralized vein float or boulders in the area north of the Mint Vein. The best boulder assayed 8.31 g/t gold with 56.3 g/t silver, and six other boulders contained greater than 1.00 g/t gold. Glacial transport direction within the area indicates that the bedrock source for this mineralized float is an as-yet undiscovered quartz-carbonate vein located to the west of the mineralized float.

Prospecting and geologic mapping were completed during the summer 2012 field season. The best boulder assayed 31.00 g/t gold and 301.0 g/t silver and is located in the eastern part of the project area. Twenty-one other boulders, mostly from the eastern half of the property, contained greater than 1.00 g/t gold. Additional prospecting and geological mapping is anticipated to be completed during the last half of 2013.

These well-mineralized vein float boulders discovered to date indicate the potential to find new mineralized veins within the 3Ts Project area.

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Snowcap Project, Yukon Territory

The Snowcap Project consists of five properties (Boulevard, YCS, Solitude, Solo and Tiger) totaling approximately 1,716 quartz mining claims covering approximately 38,340 hectares. The Project is located in Whitehorse Mining District, 135 km south of Dawson City, Yukon, 35 km south of Kinross Gold Corporations' Golden Saddle discovery and contiguous to the Coffee Project owned by Kaminak Gold Corporation.

In 2012 field crews collected a total of 5,920 soil samples and 281 rock samples for geochemical analysis in strategically located grids. Grid locations were identified and outlined based on sample results from previous years. Sampling results from this program extended and further-defined the Sunset Zone gold-in-soil anomaly located on the Boulevard property. Sampling also resulted in the discovery of the Denali Zone located on the YCS property. The Denali Zone is a 700 m long gold-in-soil anomaly, identified by gold assay values ranging from 75 parts per billion (ppb) to 4,530 ppb.

A follow-up excavator trenching program consisting of two trenches (240 m) was initiated on the Denali Zone in late September 2012. One trench intersected 10 m averaging 4.56 g/t gold. Limited prospecting in the area (twenty-five select rock samples) has yielded gold-in-rock assay values ranging from below detection to 9.74 g/t gold, including three samples that assayed 9.74 g/t, 8.86 g/t and 7.88 g/t gold.

Henderson Property, Yukon Territory

The Henderson property is owned 100% by the Company. The property consists of 742 quartz mining claims covering an area of approximately 15,500 hectares. This property is located in the Dawson Mining District, approximately 60 km south of Dawson City, Yukon. The property covers an area of active placer mining, and is strategically located west of Kinross' JP Ross property. The 2012 field program included geological mapping and prospecting.

Moosehorn Property, Yukon Territory

The Moosehorn property is owned 100% by the Company. The property consists of 90 quartz mining claims covering an area of approximately 1,800 hectares. Moosehorn is located in the Whitehorse Mining District, approximately 130 km southwest of Dawson City, Yukon. The property hosts a 1.2 km long gold-in-soil geochemical anomaly with coincident arsenic that was discovered during the summer of 2012.

Results of Operations

Change in accounting policy

During the 2012 fiscal year, Independence changed its accounting policy for mineral property exploration costs. Previously, the Company capitalized acquisition costs of mineral properties and deferred exploration and evaluation expenditures directly related to specific mineral properties, net of recoveries received. Under the new policy, property exploration and evaluation costs incurred prior to the determination of the feasibility of mining operations and a decision to proceed with development are charged to operations as incurred. All direct costs related to the acquisition of mineral property interests will continue to be capitalized. Development expenditures incurred subsequent to a development decision are capitalized and will be amortized on the unit of production method based upon estimated proven and probable reserves. Management believes that this treatment provides a more accurate depiction of the asset base of the Company prior to establishing the economic feasibility of its resource base.

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Three month period

The Company recorded a loss and comprehensive loss for the three months ended September 30, 2013 of \$353,174 (2012 - \$1,508,671). Expenses recorded during the quarter amounted to \$460,757 (2012 - \$1,397,599), with the largest item being \$204,461 (2012 - \$1,162,304) for exploration expenditures incurred primarily on the 3Ts Project and reconnaissance. Other significant expenses in the period include \$114,014 (2012 - \$70,047) for wages and benefits; expenditures of \$76,050 (2012 - \$80,437) for management fees and corporate services, and \$45,715 (2012 - \$50,185) for rent. No options were granted in either the third quarter of 2013 or the comparable period in 2012.

In the third quarter of 2012, the Company wrote-off \$168,840 of mineral acquisition costs. There was no comparable write-off in the third quarter of 2013.

Nine month period

The Company recorded a loss and comprehensive loss for the nine months ended September 30, 2013 of \$1,783,051 (2012 - \$4,069,687). Expenses recorded during the nine months of 2013 amounted to \$1,904,746 (2012 - \$3,660,284), with the largest item being \$1,129,518 (2012 - \$2,176,376) for exploration expenditures incurred primarily on the 3Ts Project. Other significant expenses in the period include \$233,611 (2012 - \$259,436) in management fees and corporate services; expenditures of \$232,108 (2012 - \$246,649) for wages and benefits, \$152,285 (2012 - \$125,618) for rent and \$72,926 (2012 - \$48,569) office and miscellaneous expense. No options were granted in the nine months of 2013, consequently share-based compensation expense was \$Nil as compared to \$583,651 for the comparable period of 2012, the result of granting 3,200,000 options.

In 2012, the Company wrote-off \$533,386 of mineral acquisition costs. There was no comparable write-off in the comparable period in 2013.

The operating losses are a reflection of the Company's status as non-revenue producing mineral exploration company. As the Company has no main source of income, losses are expected to continue for the foreseeable future.

Summary of Quarterly Results

The following table summarizes information derived from the Company's financial statements for each of the eight most recently completed quarters.

	Year:	2013	2013	2013	2012	2012	2012	2012	2011⁽¹⁾
	Quarter Ended:	Sep. 30	Jun. 30	Mar. 31	Dec. 31	Sep. 30	Jun. 30	Mar. 31	Dec. 31
Net sales or total revenue		\$Nil							
Net income (loss):									
(i) in total (000s)		\$(353)	\$(419)	\$(1,010)	\$(1,376)	\$(1,508)	\$(1,435)	\$(1,126)	\$(3,067)
(ii) per share ⁽²⁾		\$(0.01)	\$(0.01)	\$(0.02)	\$(0.03)	\$(0.04)	\$(0.03)	\$(0.03)	\$(0.53)

(1) For the period from incorporation on November 1, 2011.

(2) Fully diluted loss per share amounts are not shown as they would be anti-dilutive.

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Significant variances in the Company's reported loss from quarter to quarter most commonly arise from several factors that are difficult to anticipate in advance or to predict from past results. These factors include: (i) level of exploration and project evaluation expenses incurred, (ii) decisions to write-off acquisition costs when management concludes there has been an impairment in the carrying value of a mineral property, or the property is abandoned, and (iii) the granting and vesting incentive stock options, which results in the recoding of amounts for share-based compensation expense that can be quite large in relation to other general and administrative expenses incurred in any given quarter.

The loss for the two-month period from the incorporation of the Company on November 1, 2011 to December 31, 2011 was wholly attributable to the write-off of the acquisition costs relating to the Prospector Mountain property, when the option agreement on that property was terminated and the property was returned to the optionor.

The loss in the first quarter 2012 includes approximately \$584,000 in share-based compensation expense as the result of granting stock options in that quarter.

Liquidity and Capital Resources

Independence has no operations that generate cash flows and the Company's future financial success will depend on the discovery of one or more economic mineral deposits. This process can take many years, can consume significant resources and is largely based on factors that are beyond the control of the Company's management.

For the foreseeable future, Independence will rely upon its ability to raise financing through the sale of equity. This is dependent on positive investor sentiment, which in turn is influenced by a positive climate for precious metal exploration generally, a company's track record and the experience and calibre of a company's management.

There is no assurance that Independence will be able to access equity funding at the times and in the amounts required to fund the Company's activities. The outlook for the world economy remains uncertain and vulnerable to various events that could adversely affect the Company's ability to raise additional funds going forward.

Cash and Financial Condition

The Company's working capital was approximately \$9,181,000 at September 30, 2013, which is sufficient to cover anticipated operating costs and expenditures on the exploration programs on its properties for the near term. Nevertheless, the Company will evaluate offers of financing to enable the Company to maintain a strong balance sheet while continuing to fund exploration projects that are generating positive results.

During the third quarter of 2013, the Company repaid, in full, the \$1,000,000 loan from New Gold Inc. Independence has no other debt, does not have any unused lines of credit or other arrangement in place to borrow funds, and has no off-sheet balance arrangement. The Company has no current plans to use additional debt financing and does not use hedges or other financial derivatives.

Financial Instruments

The Company's financial instruments currently consist of cash and cash equivalents, short-term investments, marketable securities, receivables, exploration advances and deposits, accounts payable and accrued liabilities and loan payable. The fair value of cash and cash equivalents, marketable securities and short-term investments are measured based on Level 1 of the fair value hierarchy. The fair value of receivables, exploration advances and deposits and accounts payable and accrued liabilities approximate their book values because of the short-term nature of these instruments. Moreover, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

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New IFRS standards not yet adopted

The Company has not yet adopted the following revised or new IFRS that have been issued but are not yet effective at September 30, 2013:

- IFRS 9 - *Financial Instruments* (effective January 1, 2015) introduces new requirements for the classification and measurement of financial assets and liabilities.

The Company is currently assessing the impact that these new accounting standards may have on the consolidated financial statements.

Related Party Transactions

The Company has two wholly-owned subsidiaries: Golden Pavilion Resources Ltd. (incorporated in British Columbia); and Silver Quest Resources (US) Ltd. (incorporated in Nevada). There was no activity in either company during the period ended September 30, 2013.

Key Management Personnel

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of executive and non-executive members of the Company's Board of Directors and corporate officers, including the Company's Chief Executive Officer and Chief Financial Officer.

The Company entered into the following transactions with related parties and key management personnel during the nine month period ended September 30, 2013:

Paid or accrued the following to Rand Explorations Ltd., a company controlled by Randy Turner, the Chief Executive Officer of the Company:

	2013		2012
Management fees	\$ 165,749	\$	165,749
Geological Consulting fees:	29,251		29,251
Share-based Compensation*:	-		182,393

Paid or accrued the following to Adera Company Management Inc., a company controlled by J. Christopher Mitchell, the former Chief Financial Officer of the Company:

	2013		2012
Management fees	\$ 8,062	\$	35,188
Share-based Compensation*:	-		22,799

Paid or accrued the following to Susan Neale, the Chief Financial Officer of the Company:

	2013		2012
Management fees	\$ 1,300	\$	-

Paid or accrued the following to David Pawliuk, the Vice President – Exploration and an officer of the Company:

	2013		2012
Geological consulting fees:	\$ 112,500	\$	112,500
Share-based Compensation*:	-		22,799

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Paid or accrued the following to non-executive directors of the Company:

	2013		2012
Director fees	\$ 58,500	\$	58,500
Share-based Compensation*:	-		250,785

** Share-based compensation consists of the fair value of options that were granted to related parties during the period. The fair value has been calculated using the Black-Scholes Option Pricing Model as set out in the Condensed Consolidated Interim Financial Statements for the period ended September 30, 2013 and does not represent actual amounts received by the related parties.*

Included in receivables at September 30, 2013 is \$9,758 (December 31, 2012 - \$19,542) due from companies with directors and/or officers in common. Included in accounts payable and accrued liabilities at September 30, 2013 is \$Nil (December 31, 2012 - \$37,589) due to directors and companies with directors and/or officers in common.

Risk Factors

As a company active in the mineral resource exploration and development industry, Independence is exposed to a number of risks.

Exploration Stage Operations

The Company's operations are subject to all of the risks normally incident to the exploration for and the development and operation of mineral properties. The Company has implemented comprehensive safety and environmental measures designed to comply with government regulations and ensure safe, reliable and efficient operations in all phases of its operations. The Company maintains liability and property insurance, where reasonably available, in such amounts it considers prudent. The Company may become subject to liability for hazards against which it cannot insure or which it may elect not to insure against because of high premium costs or other reasons.

All of the Company's properties are still in the exploration stage. Mineral exploration and exploitation involves a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to avoid. Few properties that are explored are ultimately developed into producing mines.

Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, tailings impoundment failures, cave-ins, landslides and the inability to obtain adequate machinery, equipment or labour are some of the risks involved in mineral exploration and exploitation activities. Substantial expenditures are required to establish mineral reserves and resources through drilling, to develop metallurgical processes to extract the metal from the material processed and to develop the mining and processing facilities and infrastructure at any site chosen for mining.

There is no assurance that commercial quantities of ore will be discovered. Even if commercial quantities of ore are discovered, there is no assurance that the properties will be brought into commercial production or that the funds required to exploit mineral reserves and resources discovered by Independence will be obtained on a timely basis or at all. The commercial viability of a mineral deposit once discovered is also dependent on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices. Most of the above factors are beyond the control of the Company. In the event that commercial viability is never attained, the Company may seek to transfer its property interests or otherwise realize value or may even be required to abandon its business and fail as a "going concern".

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Competition

The mining industry is intensely competitive in all of its phases and the Company competes with other companies with greater technical and financing resources than itself with respect to acquiring properties of merit, the recruitment and retention of qualified employees and other persons to carry out its mineral exploration activities. Competition in the mining industry could adversely affect the Company's prospects for mineral exploration in the future.

Financial Markets

Independence is dependent on the equity markets as its principal source of operating working capital and the Company's ability to attract investment is largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets and its ability to compete for investor support of its projects.

Environmental and Government Regulation

Mining and exploration activities are subject to various laws and regulations relating to the protection of the environment, historical and archaeological sites and endangered and protected species of plants and animals. Although the exploration activities of the Company are currently carried out in accordance with all applicable rules and regulations, 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 limit or curtail production or development. Amendments to current laws and regulations governing the operations and activities of the Company or more stringent implementation thereof could have a substantial adverse impact on the Company.

Title to Properties

While the Company has investigated title to all of the properties for which it holds concessions or other mineral leases or licenses or in respect of which it has a right to earn an interest, the Company cannot guarantee that title to such properties will not be challenged or impugned. The Company can never be certain that it will have valid title to its mineral properties. The Company does not carry title insurance on its properties. A successful claim that the Company does not have title to a property could cause the Company to lose its rights to that property, perhaps without compensation for its prior expenditures relating to the property.

First Nations

Negotiations with First Nations and or aboriginal groups can add an additional layer of risk and uncertainty to efforts to explore and develop mineral deposits in many areas of Canada. The nature and extent of First Nations and or aboriginal rights and title remains the subject of active debate, claims and litigation in Canada, including with respect to intergovernmental relations between First Nation and or aboriginal authorities and federal, provincial and territorial authorities. There can be no guarantee that such claims will not cause permitting delays, or additional costs for the Company's interest in Canada.

Inflation

Over the past thirty months, a number of mining projects under development have experienced significant capital cost overruns, the result of a rapid expansion of the number of mines being constructed, stimulated by the strong prices of many commodities.

Government actions

The Company's exploration activities require permits from various governmental agencies charged with administering laws and regulations governing exploration, labour standards, occupational health and safety, control of toxic substances, waste disposal, land use, environmental protection and other matters. Failure to comply with laws, regulations and permit conditions could result in fines and/or stop work orders, costs for conducting remedial actions

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and other expenses. In addition, legislated changes to existing laws and regulations could result in significant additional costs to comply with the revised terms and could also result in delays in executing planned programs pending compliance with those terms.

There is no assurance that the government of any jurisdiction in which the Company holds properties will not change environmental regulations or taxation policies in a manner that would adversely affect the economic viability of those properties.

Outstanding Securities Data

During the third quarter of 2013, Independence issued a further 200,000 shares as consideration towards the Boulevard property. On the Report Date, the Company had 43,813,012 common shares issued and outstanding or 46,913,012 common shares on a fully diluted basis. On the report date, there were 3,100,000 options outstanding with an exercise price of \$0.20 expiring on March 1, 2017.

Outlook

Independence has identified an inferred resource on the 3Ts project on the Nechako Plateau in British Columbia and has assembled a significant land position in several districts in the Yukon. In light of current financial market conditions, particularly as they affect companies operating in the junior mineral exploration sector, management has adopted a conservative exploration program and will maintain tight control over the level of expenditures until economic conditions improve. It is anticipated that further work on the 3Ts property will be the focus of the Company's exploration efforts during the remainder of the 2013 field season.

FORWARD-LOOKING INFORMATION

Certain of the statements made and information contained herein is "forward-looking information" within the meaning of the Ontario Securities Act. This includes statements concerning the Company's plans at its mineral properties, which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such 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 information, including, without limitation, the ability of the Company to continue to be able to access the capital markets for the funding necessary to acquire and maintain exploration properties and to carry out its desired exploration programs; inability to fund the Company's share of costs incurred under joint venture agreements to which it is a party, and reduction or elimination of its joint venture interest as a result; competition within the minerals industry to acquire properties of merit, and competition from other companies possessing greater technical and financial resources; difficulties in executing exploration programs on the Company's proposed schedules and within its cost estimates, whether due to weather conditions in the areas where it operates, increasingly stringent environmental regulations and other permitting restrictions, or other factors related to exploring of its properties, such as the availability of essential supplies and services; factors beyond the capacity of the Company to anticipate and control, such as the marketability of mineral products produced from the Company's properties, government regulations relating to health, safety and the environment, and the scale and scope of royalties and taxes on production; the availability of experienced contractors and professional staff to perform work in a competitive environment and the resulting adverse impact on costs and performance and other risks and uncertainties, including those described in each management's discussion and analysis of financial condition and results of operations. In addition, forward-looking information is based on various assumptions including, without limitation, assumptions associated with exploration results and costs and the availability of materials and skilled labour. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Accordingly, readers are advised not to place undue reliance on forward-looking information. Except as required under applicable securities legislation, the Company undertakes no obligation to publicly update or revise forward-looking information, whether as a result of new information, future events or otherwise.