GOLDQUEST
TSXV:GQC

GOLDQUEST MINING CORP.

Management's Discussion and Analysis

March 31, 2015

Contents

1. Introduction

This Management's Discussion and Analysis ("MD&A") of GoldQuest Mining Corp. and its subsidiaries (the "Company" or "GoldQuest") provides an analysis of GoldQuest's results of operations and financial condition for the three months ended March 31, 2015. This MD&A supplements the unaudited consolidated interim financial statements of the Company and the notes thereto for the three months ended March 31, 2015, which were prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A should be read in conjunction with the annual audited consolidated financial statements for the year ended December 31, 2014, prepared in accordance with IFRS and the related MD&A.

This MD&A is prepared as of May 27, 2015. All amounts presented in this MD&A are in Canadian dollars unless otherwise indicated. Additional information related to GoldQuest is available on SEDAR at www.sedar.com and on the Company's website at www.goldquestcorp.com.

2. Note to U.S. Investors Concerning Estimates of Indicated and Inferred Resources

The terms "Indicated" and "Inferred" Resources are used herein. United States investors are advised that while such terms are recognized and required by Canadian regulations, the United States Securities and Exchange Commission does not recognize them. "Inferred Mineral Resources" have a great amount of uncertainty as to their existence, and as to their economic and legal feasibility. It cannot be assumed that all or any part of an Inferred Mineral Resource will ever be upgraded to a higher category. Under Canadian rules, estimates of Inferred Mineral Resources may not form the basis of feasibility or other economic studies. United States investors are cautioned not to assume that all or any part of Indicated Mineral Resources will ever be converted into Mineral Reserves. United States investors are also cautioned not to assume that all or any part of a Mineral Resource is economically or legally mineable.

3. Overview

GoldQuest operates through its wholly-owned British Virgin Island subsidiary, GoldQuest Mining (BVI) Corp. and its wholly-owned subsidiary, Goldquest Dominicana SRL (formerly known as INEX Ingeniería y Exploración S.A.), which is domiciled in the Dominican Republic. GoldQuest commenced exploration activities in the Dominican Republic in 2001 and is currently focused on its portfolio of gold-copper projects located within the Tireo Formation in the western portion of the Dominican Republic. In April 2015, the Company announced the results a revised preliminary economic assessment ("Revised PEA") on the Romero Project (refer to the Company's news release dated April 29, 2015 and section 3 of this MD&A). A preliminary economic assessment is a conceptual study of the potential viability of mineral resources. There has been no determination whether the Company's interests in exploration properties contain mineral reserves that are economically recoverable.

The Company holds exploration permits (granted or under application) to 23 concessions in the Dominican Republic. These concessionss are grouped into the following districts:

- **San Juan District**, including La Escandalosa (includes the Romero Project), Aguita Fria (Jenigbre), Valentin, Loma Los Comios, Loma El Cachimbo (Loma Viejo Pedro), Los Gajitos, Los Lechones, Descansadero, Tocon de Pino, Las Tres Veredas, Piedra Dura, La Tachuela (formerly La Fortuna), La Guinea, Toribio and La Pelada concessions (collectively referred to as the "Tireo Property").

- **Jarabacoa District**, including Loma Oculta and La Rabona concessions.

- **Regional Exploration**, including Loma El Catey, El Candongo, Pesquero, Loma La Damajagua, Hoyo Prieto and Recodo concessions.

The Tireo Property in the San Juan District and the Loma Oculta Property (formerly Las Animas) in the Jarabacoa District are the Company's material properties.

2015 Q1 Highlights

- Continued the optimization study of Romero Project PEA
- Additional three concessions granted in Tireo Property adding 1,701 hectares to land package
- Drilled 3,002 metres at regional exploration targets
- Confirmed new large area of hydrothermal alteration at the Imperial target
- Reported initial drilling results from Imperial and La Bestia targets

4. Business Strategy

GoldQuest seeks to become a gold-copper development company in the Dominican Republic. The Company aims to maximize long-term value for its shareholders by moving the Romero Project forward through to development based on the results of the Revised PEA while exploring for additional mineralization on its Tireo Property.

In terms of its exploration activities, the Company is committed to the exploration of all of its mineral properties in the Dominican Republic in a socially and environmentally responsible manner that will be beneficial for all stakeholders. The Company's sustainable social responsibility mandate aims to provide employment opportunities and social support for local communities, sustainable development of local infrastructure and follow leading environmental practices in the various regions that GoldQuest operates in.

5. Evaluation and Exploration Assets

Jeremy Niemi, P.Geo, the Company's Vice-President, Exploration, is the Qualified Person, as defined by National Instrument 43-101 (NI 43-101), who has reviewed and approved the technical information disclosed in this MD&A.

Tireo Property

The Tireo Property (100% owned) is a group of 15 concessions located within the San Juan Valley that encompass 20,841 hectares in the province of San Juan de la Maguana, Dominican Republic. The majority of the project area is at an early stage of exploration, with the exception of La Escandalosa concession which contains the Romero Project.

The Romero gold-copper project (100% owned) is located within the La Escandalosa exploration concession that encompasses 3,997 hectares (the "Romero Project"). The Romero Project comprises two mineral deposits, Romero and Romero South (formerly La Escandalosa Sur). The concession was granted to the Company on November 12, 2010 by way of Resolution IV-10 from the Minister of Industry and Commerce in the Dominican Republic. This concession is a three year exploration permit, which may be extended for another two years. In November 2014, the Company received the second one year extension.

In May 2014 the Company advanced the Romero Project by completing the initial PEA and initiating an optimization study. In the process of completing the PEA additional metallurgical work was carried out to assist in developing a process flow sheet and to improve the Company's understanding of gold and copper recoveries. In the fourth quarter of 2014 the Company engaged JDS Mining to conduct an optimization study on the Romero PEA to evaluate potential to improve the economics of the project.

While advancing the Romero Project, the Company also continued its regional exploration program. The program utilized a strategy of first identifying the most prospective areas in the Tireo Property through a helicopter based airborne survey and then following up with a ground program. The ground program involved systematically mapping, sampling and conducting ground IP to develop drill targets.

In the first half of 2014, the Company hired Geotech Geophysics (Geotech) to complete a 3,285 line kilometre ZTEM and Magnetics survey over the entire Tireo Property. The survey was flown on east-west lines at 100 metre spacing in the vicinity of the Romero deposit and at 200 metre spacing away from the deposit. The ZTEM survey identified clear trends of low resistivity at the Romero deposit and continuing north and south for tens of kilometres to the extent of the land package. A semi-parallel trend was identified to the west of Romero leading to what is now known as the La Bestia target.

The magnetics data collected during the Geotech airborne survey identified several magnetic low trends that aligned with the resistivity low trends. The magnetic low trends in the Tireo Property have been shown to potentially represent areas of hydrothermal alteration, as seen at Romero and Romero South. The magnetic low can be due to a geologic process known as "magnetite destruction" which occurs during the hydrothermal alteration which may lead to the deposition of gold and base metals. In the drill core at Romero, and elsewhere on the property, the Company has observed a very strong correlation to a reduction in the magnetic susceptibility of the core as the hole becomes altered. This strong correlation has encouraged the Company to rank the magnetic lows as high priority areas for additional exploration and for greater potential to host mineral deposits (see figure 1 2014 *Airborne Magnetic Survey* under the Geophysical Survey section of this MD&A).

The focus of the Company's ground exploration program in the first quarter of 2015 was at the Imperial and La Bestia targets which occur within these coincident low magnetic and low resistivity trends. Detailed mapping of lithology and alteration mineralogy followed by both selective sampling of outcrops and gridded soil sampling was carried out over the targets. Both areas were also surveyed with ground IP by Insight Geophysics. In both cases high chargeability anomalies, which are drill ready, were identified over extensive areas (greater than two square kilometres). Strong chargeability responses from an earlier IP survey led the Company to discover the Romero deposit, and thus IP is considered an important tool for locating additional mineral deposits (see figure 2 *Ground IP Gradient Chargebility & Target Areas* under the Geophysical Survey section of this MD&A).

Commencing in January 2015, the Company carried out exploration drilling at Imperial and then at La Bestia which are both strong geological and geophysical targets. Six holes were drilled at Imperial and all holes returned anomalous gold, copper and zinc mineralization. The grades of the mineralization were similar to holes within 100 metres of the Romero deposit and are therefore encouraging as the Company seeks additional mineral resources, similar to those identified at the Romero deposit. Two holes were drilled at the La Bestia target and assay results have only been received for the first hole, which identified narrow near surface gold mineralization. Both holes encountered heavily altered volcanic rocks which were highly silicified and contained abundant pyrite mineralization. This is typical of the La Bestia area and of the upper portion of an epithermal system. Future additional drilling in the area will be assessed once assays have been returned for the second hole.

All exploration targets remain open and have potential to host gold-base metal mineralization. Future exploration drilling may be considered at each of the targets as part of on-going Tireo Property exploration.

Preliminary Economic Assessment

The Company engaged JDS Energy & Mining Inc. ("JDS") to complete a Revised PEA for the Romero Project. JDS, a Vancouver based mining consulting company with extensive experience in mining and development studies, has been conducting a detailed assessment of the PEA and the Romero Project since November 2014 to identify opportunities to optimize the Romero Project in a lower commodity price environment.

Subsequent to the end of the first quarter, the Company reported the results of the PEA on April 29, 2015. The Revised PEA considers a smaller, high-grade mine, with simplified operations, focusing on the high-grade core of the Romero deposit. GoldQuest plans to translate this document into Spanish and submit it to the Dominican Republic authorities as the basis for the mining permit application.

Revised PEA Highlights:

- Pre-tax net present value ("NPV") of $355 million based on a 6% discount rate ($219 million NPV after-tax).
- Pre-tax internal rate of return ("IRR") of 46% (34% IRR after tax).
- Life-of-mine ("LOM") all-in sustaining costs ("AISC") of $572/oz gold equivalent ("AuEq") payable.
- Payback of capital within 2.7 production years.
- Pre-production capital expenditure estimate of $143 million, plus $92 million of sustaining and closure capital over LOM totaling $235 million.
- A nine-year underground mine at an average production rate of 912,500 tonnes per year (2,500 tonnes per day) with an average production of 117,000 recovered AuEq oz per year.
- LOM production to concentrate is a total of 1.1 million ounces of AuEq consisting of 750,000 ounces of gold, 133.8 million lbs. of copper and 526,000 ounces of silver.
- Total metal recoveries consisting of 75% for gold and 96.8% for copper to a single concentrate for sale to copper smelters. The concentrate grade is expected to contain 20% copper, and 76.9 g/t gold, with no perceived penalty elements.
- Total LOM net smelter return (NSR) revenue of $1.2 billion, an undiscounted pre-tax cash flow of $530 million ($343 million post-tax) from processing 7.7 million tonnes with a diluted grade of 5.39 g/t AuEq (4.02 g/t and 0.81% copper) with a NSR of $152 per tonne and cash operating costs of $53 per tonne.
- Of the mineral resources used in the Revised PEA mine plan, 86% (6.6 million tonnes) are from the indicated resource category and 14% (1.1 million tonnes) are from the inferred resource category. The remaining 12.8 million tonnes in the indicated category, and 8.9 million tonnes in the inferred category, either surround the planned Romero mine, or are in Romero South and are available for extraction in the future.
- The Revised PEA contemplates an environmentally sensitive approach, including a small surface footprint and no use of cyanide on site, seeking to minimize the impact on the environment and the local communities. Previous studies recognized significant values for the hydroelectric potential for the mine locale, which are not included in the Revised PEA and which provide significant upside potential.

[1] Au oz equivalent recovered is calculated by the following: Au oz recovered + ((Cu lbs recovered * $2.90/lb)+(Ag oz recovered * $17/oz))/$1,225oz)

The accompanying NI43-101 Technical Report will be completed and submitted to SEDAR within 45 days of the April 29, 2015 release of the PEA results. Ongoing environmental baseline studies, commenced in December 2012, will be used as part of the mining permit application.

Mineral resources:

The basis for the Revised PEA is the mineral resource estimate prepared by Micon as set out in the Company's NI 43-101 report dated December 13, 2013 and effective October 29, 2013 entitled "A Mineral Resource Estimate for the Romero Project, Tireo Property, Province of San Juan, Dominican Republic", which was filed on SEDAR on December 13, 2013.

A summary of this resource is:

Category	Zone	Tonnes	Au (g/t)	Cu (%)	Zn (%)	Ag (g/t)	AuEq (g/t)	Au Ounces	AuEq Ounces
Indicated	Romero	17,310,000	2.55	0.68	0.30	4.0	3.81	1,419,000	2,123,000
	Romero South	2,110,000	3.33	0.23	0.17	1.5	3.80	226,000	258,000
Total Indicated Mineral Resources		**19,420,000**	**2.63**	**0.63**	**0.29**	**3.7**	**3.81**	**1,645,000**	**2,381,000**
Inferred	Romero	8,520,000	1.59	0.39	0.46	4.0	2.47	437,000	678,000
	Romero South	1,500,000	1.92	0.19	0.18	2.3	2.33	92,000	112,000
Total Inferred Mineral Resources		**10,020,000**	**1.64**	**0.36**	**0.42**	**3.8**	**2.45**	**529,000**	**790,000**

Note: Mineral resources that are not mineral reserves do not have demonstrated economic viability.

Notes:

1. *Resource estimate is based on:*
   - *Drill core assays from GoldQuest's 2013 drill hole database.*
   - *Average specific gravity in sulphide resources is 2.94 g/cc at Romero and 2.7 g/cc at Romero South.*
   - *A geological model constrained the mineralization and limits of the block model.*
   - *Block model with regular-shaped blocks measuring (X) 10 metres by (Y) 4 metres by (Z) 4 metres was used at Romero and (X) 10 metres by (Y) 10 metres by (Z) 2 metres estimated with Ordinary Kriging (OK) method for both deposits*
2. *Grades at Romero capped as follows: Au = 72.2 g/t, Cu = 6.37%, Zn = 6.91% and Ag = 60 g/t.*
   - Grades at Romero South capped as follows: Au = 20.5 g/t, Cu = 1.25%, Zn = 1.65% and Ag = 15 g/t
3. *NSR formula considered the following metal prices: gold = $1400/ounce, copper = $3.18/pound, zinc = $0.95/pound and silver = $22.50/ounce.*
   - The following costs were used in the NSR: mining = $30/t (Romero) and $24/t (Romero South); processing = $12.50/t and G&A = $2.50/t. The weighted (by metal price) average recovery of the 4 elements from the Romero South metallurgical test-work was 76.7%.
   - NSR cut-off = ($30 + $12.50 + $2.50) / 0.767 at Romero (rounded to $60) and ($24 + $12.50 + $2.50) / 0.767 at Romero South (rounded to $50).
   - NSR input formula for cut-off = (Au g/t x $45.01) + (Ag g/t x $0.72) + (Cu% x $70) + (Zn% x $21).
4. *The resource estimate has been classified as Indicated and Inferred based upon the following criteria:*
   - *Resource blocks estimated with at least 6 samples from 3 distinct drill holes within the range of the variogram were assigned to the Indicated category (55 metres along strike, 75 metres down dip at Romero and 50 along strike and 70 metres down dip at Romero South*
   - *All remaining resource blocks within the geological model were assigned to the Inferred category.*
5. *There has been insufficient exploration to define the inferred resources as an indicated or measured mineral resource. It is uncertain if further exploration will result in upgrading them to an indicated or measured mineral resource category.*
6. *Effective date of the resource estimate is 29 October 2013.*

Drilling

The Company completed seven holes and one was in-progress at the end of the first quarter 2015 for a total of 3,002 metres as part of the Tireo Property regional exploration program. Six holes were drilled at Imperial and two were drilled, including the hole in-progress, at La Bestia.

The Tireo Property exploration drilling has confirmed large hydrothermal alteration systems at Imperial and La Bestia exploration targets. Drilling at Imperial has revealed anomalous gold, copper and zinc grades similar to the periphery of the Romero Deposit. Due to the large size of the Imperial and La Bestia targets, potential for mineral resources remains at both targets.

From the commencement of exploration on this project and up to March 31, 2015, a total of 51,316 metres have been drilled in 192 diamond drill holes at the Tireo Property (including 2014 exploration program).

Drilling Series	Area	# Holes	# Metres
LTP	Romero Project	164	45,035
IMP	Imperial	6	2,527
LG	La Guama	5	1,498
LR	La Rosa	2	902
LB	La Bestia	9	2,363
LVP	Loma Viejo Pedro	7	1,558
JNG	Jengibre	7	1,314
		200	**52,196**

Subsequent to First Quarter 2015

Drilling completed at the La Bestia and Imperial targets. Hole LB-09, in-progress at the end of the first quarter 2015 was completed at La Bestia and an additional two holes were completed at Imperial for a total of 910 metres drilled during April 2015.

Geophysical Survey

No additional geophysical work was carried out during the quarter. However, during 2014, the Company completed an extensive ground IP program that assisted with the identification of the La Bestia and North Guama targets, and the Imperial target, which is two kilometres south of Romero South. The IP program was designed to expand the coverage of ground IP over favorable trends proximal to the Romero Project. The IP survey has been a key component in the Company's targeting approach and led to the discovery of the Romero deposit. By the end of 2014 the IP program collected 167 kilometres of gradient data and 36 kilometres of Insight sections. The gradient work identifies chargeability target locations and the Insight sections refine the depth of the targets looking up to 500 metres below surface.

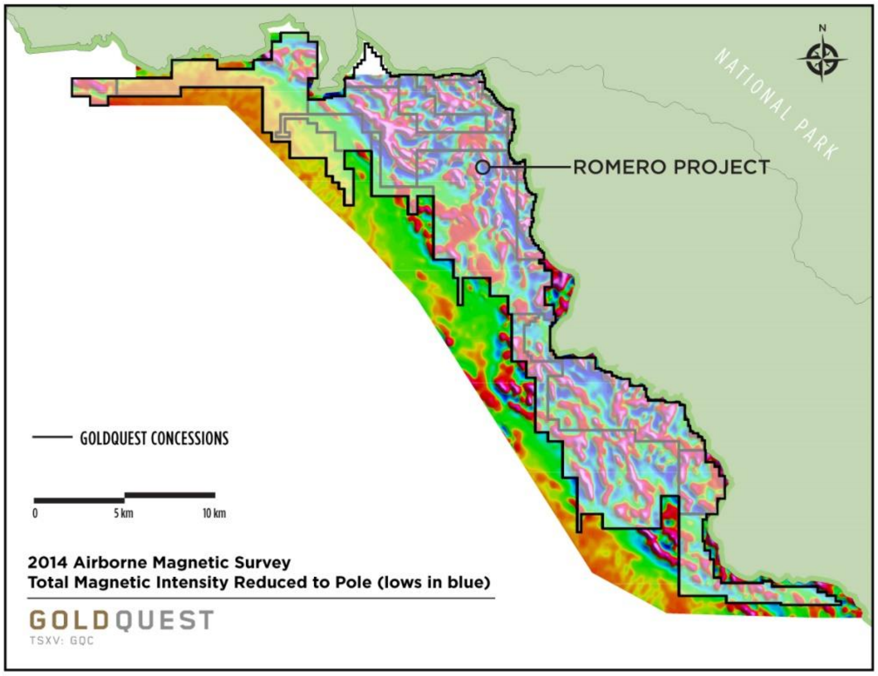

Figure 1. Airborne magnetic survey with GoldQuest concessions

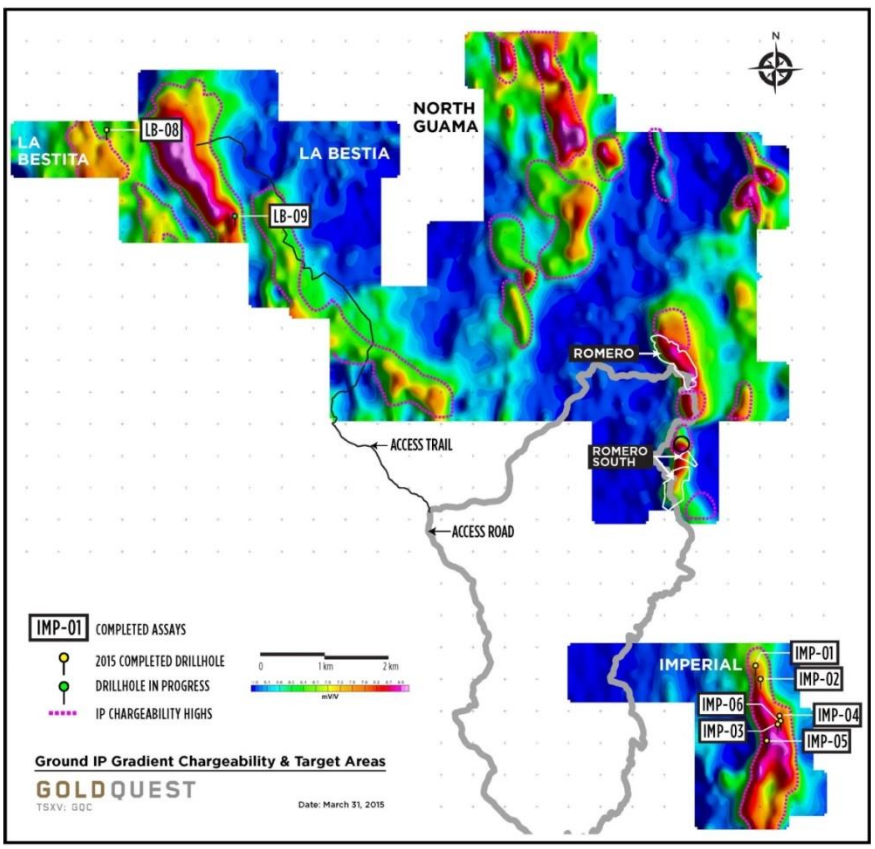

Figure 2. Ground IP Chargeability with 2014 drilling and new target areas

Metallurgy and Economic Evaluations

In the NI 43-101 technical report supporting the PEA for the Romero Project, filed July 11th 2014 on SEDAR, Micon International, independent engineers, reported on a potential flow sheet, where 92% of the copper reported to the copper concentrate along with 51% of the gold. A second concentrate, mainly consisting of the mineral pyrite, was produced, containing 32% of the gold, which was deemed suitable for bioleaching to recover the gold. At the time of the PEA technical report the bioleach work was in progress, by ALS's laboratory in Perth Australia. For the purposes of the PEA technical report, Micon estimated that the recoveries of gold from the pyrite concentrate were estimated at 93%. The laboratory has confirmed this 93% recovery with recommendations that may lead to further improvements. At this preliminary stage, total recoveries of metals into both concentrates are estimated to be a combined 81% for the gold and 92% for the copper.

Additional metallurgical work was completed during the quarter and the results will be included in the NI43-101 Technical Report that supports the Revised PEA. The report will be filed on SEDAR during the second quarter of 2015.

Loma Oculta Property (formerly Las Animas)

On August 20, 2012, the Company filed a NI 43-101 technical report (the "Las Animas Report") and mineral resource estimate for Las Animas Project, Province of La Vega, Dominican prepared by Jonathan Steedman, MAusIMM (CP) and Richard M. Gowans, P.Eng of Micon, each a Qualified Person under NI 43-101.

An economic cut-off grade of 1.0 g/t gold or 1.5% copper was used to define the Las Animas Mineral Resources. Indicated Mineral Resources are estimated at 1.01 Mt at 2.81 g/t gold and 2.4% copper and Inferred Mineral Resources at 0.44 Mt at 1.68 g/t gold and 2.56% copper.

The mineral resource estimate for Las Animas is summarized as follows:

Indicated					
	Tonnes	Au	Ag	Cu	Zn
Type	(kt)	(g/t)	(g/t)	(%)	(%)
Sulphide	922	2.64	48.16	2.66	2.86
Oxide	89	4.28	61.95	0.15	0.04
Total	1,011	2.81	49.58	2.4	2.57
	Contained Metal				
		Au	Ag	Cu	Zn
		(000's oz)	(000's oz)	(000's lbs)	(000's lbs)
Total		91	1,605	54,289	58,180
Inferred					
Sulphide	431	1.66	35.99	2.6	4.76
Oxide	8	2.49	80.98	0.35	0.22
Total	439	1.68	36.907	2.558	4.67
	Contained Metal				
		Au	Ag	Cu	Zn
		(000's oz)	(000's oz)	(000's lbs)	(000's lbs)
Total		24	518	24,790	45,272

Notes:

1. *Resource estimate is based on:*
   - *Drill core assays from GoldQuest's 2011 drill hole database.*
   - *Average specific gravity in sulphide resources is 4.76 g/cc based upon the average of 28 core measurements by the displacement method. Average specific gravity for oxide resources is assumed to be 4.00 g/cc.*
   - *A geological model with a cut-off grade of 0.5 g/t Au or 0.5% Cu and a minimum thickness of two metres.*
   - *Block model with regular-shaped blocks measuring (X) 10 metres by (Y) 2metres by (Z) 10 metres and sub blocks measuring (X) 2.5 metres by (Y) 2 metres by (Z) 2.5 metres estimated with Inverse Distance Cubed (ID3) method*
2. *Micon considers a cut-off of 1.0 g/t Au or 1.5% Cu to be reasonable with potential for economic extraction in a small underground operation.*
3. *The resource estimate has been classified as Indicated and Inferred based upon the following criteria:*
   - *Resource blocks estimated with at least two drill intersection within a 60 metre radius, based on at least five assays were assigned to the Indicated category*
   - *All remaining resource blocks within the geological model were assigned to the Inferred category.*
4. *There has been insufficient exploration to define the inferred resources as an indicated or measured mineral resource. It is uncertain if further exploration will result in upgrading them to an indicated or measured mineral resource category.*
5. *Effective date of the resource estimate is 31 July 2011.*

The mineral resources estimated by Micon at Las Animas occur in the El Yujo massive sulphide deposit. The mineral resource was geologically modeled with a cut-off grade of 0.5 g/t gold or 0.5% copper and minimum thickness of two metres. The resultant model is a single vertical to steeply dipping body with a strike length of 130 metres, true average width of 6.3 metres (2.0 to 28.0 metres), and a depth of 350 metres. The oxide zone is 40 to 65 metres thick and has higher gold and silver grades, but low grade copper and zinc.

According to the Las Animas Report, the resources occur in such a spatial distribution that would render them amenable to extraction using conventional, underground mining methods with a possible small open pit in the oxide zone.

The Company continues to review data and information to identify new targets that may warrant drilling in the vicinity of the known massive sulphide mineralization that remains open at depth, and to better define the regional trend of the mineralized horizon. Future drilling would be planned to expand the resources and provide fresh samples for updated metallurgical recovery work.

6. Results of Operations

Selected Information

	For the three months ended		
	March 31, 2015	**March 31, 2014**	**March 31, 2013**
Operating expenses from continuing operations	$ 1,487,585	$ 1,825,964	$ 2,527,709
Interest and miscellaneous income	(7,740)	(18,592)	(23,813)
Net loss from continuing operations	1,555,601	1,807,372	2,503,896
Net loss for the period	1,555,601	1,807,372	2,503,896
Comprehensive loss for the period	1,555,601	2,110,397	2,806,921
Basic and diluted loss per share:			
- continuing operations	$ 0.01	$ 0.01	$ 0.02
- discontinued operations	$ -	$ -	$ -
- net loss	$ 0.01	$ 0.01	$ 0.02

As at:	**March 31, 2015**	**December 31, 2014**	**December 31, 2013**
Working capital	$ 4,252,679	$ 5,635,683	$ 10,760,609
Total assets	6,458,131	7,364,770	13,725,855
Total liabilities	812,606	241,136	387,645
Share capital	37,571,448	37,571,448	37,253,320
Deficit	44,717,012	43,161,411	36,126,858

Three Months Ended March 31, 2015 compared with the Three Months Ended March 31, 2014

The Company incurred a net loss of $1,555,601 for the three months ended March 31, 2015, representing a decrease of $251,771 when compared with $1,807,372 for the three months ended March 31, 2014. The decrease in net loss during the three months ended March 31, 2015 was primarily the result of the decrease in share-based payments and general and administrative expenses. The decrease in net loss was partially offset by the increase in evaluation and exploration costs and the fair value loss on available-for-sale investments.

Share-based payments decreased during the three months ended March 31, 2015 to three months ended March 31, 2014, mainly due to fewer options vesting in the current quarter.

General and administrative expenses decreased by $39,317, to $69,490 for the three months ended March 31, 2015, from $108,807 for the three months ended March 31, 2014. During the three months ended March 31, 2014, the Company wrote off a receivable of $38,519 from a third party. No such write off was recognized during three months ended March 31, 2015.

Evaluation and exploration costs increased by $17,708 to $1,191,074 for the three months ended March 31, 2015, from $1,173,366 for the three months ended March 31, 2014. The net increase in evaluation and exploration costs is primarily the result of the increase in drilling expenditures of $440,293 which was partially offset by the decrease in geological expenditures of $326,855. During the three months ended March 31, 2015, 3,002 meters were drilled compared to no drilling activities during the three months ended March 31, 2014. The decrease in geological expenditures is primarily due to the reduction in the comprehensive ground geophysics program over the Romero Project and other technical studies (environmental baseline work and mineral resource scoping work) during the three months ended March 31, 2015 when compared to three months ended March 31, 2014.

Foreign exchange gain was $202,543 for the three months ended March 31, 2015 compared to $154,286 for the three months ended March 31, 2014. The foreign exchange gain was primarily related to the revaluation of the cash and cash equivalents held in US dollars to Canadian dollars and the cash and cash equivalents held in Dominican Peso to US dollars. The Company is required to re-measure monetary items denominated in foreign currencies at each reporting date using the spot rate.

Fair value loss on available-for-sale investments was $75,756 for three months ended March 31, 2015. During the three months ended March 31, 2015, the management determined that there was objective evidence that 15,151,273 shares of Portex were impaired; as a result, a fair value loss on available-for-sale investments of $75,756 was recognized in the statement of loss and comprehensive. No such impairment was recognized during the three months ended March 31, 2014.

7. Summary of Quarterly Results

	Three months ended			
	March 31, 2015	December 31, 2014	September 30, 2014	June 30, 2014
Interest income	$ 7,740	$ 11,560	$ 13,504	$ 15,861
Net loss	(1,555,601)	(1,418,488)	(1,761,656)	(2,047,037)
Comprehensive loss	(1,555,601)	(585,168)	(1,913,169)	(2,577,332)
Basic and diluted loss for the period attributable to common shareholders per share	(0.01)	(0.01)	(0.01)	(0.02)

	Three months ended			
	March 31, 2014	December 31, 2013	September 30, 2013	June 30, 2013
Interest income	$ 18,592	$ 21,324	$ 22,065	$ 23,904
Net loss	(1,807,372)	(1,241,834)	(2,048,979)	(2,212,191)
Comprehensive loss	(2,110,397)	(787,296)	(1,973,223)	(2,287,947)
Basic and diluted loss for the period attributable to common shareholders per share	(0.01)	(0.01)	(0.01)	(0.02)

The Company's net losses are mainly due to evaluation and exploration costs, share-based payments and general and administrative costs that vary from quarter to quarter based on planned exploration activities, resource constraints, and share-based compensation expenses. Net losses in the second and third quarters of 2013 and the second and third quarters of 2014 were relatively consistent due to a comprehensive exploration and drilling program carried out at the Tireo Property after the Romero discovery. Net losses from the fourth quarter of 2013, first and fourth quarters of 2014, and first quarter of 2015 decreased mainly due to reduced drilling activity.

The Company prepared the financial statements for the periods indicated above in accordance with IFRS.

8. Liquidity and Capital Resources

As at March 31, 2015, the Company had working capital of $4,252,679 (December 31, 2014 – $5,635,683) including cash and cash equivalents of $4,799,524 (December 31, 2014 – $5,624,051).

The Company expects to obtain financing in the future primarily through further equity financings. At present, the Company has no operations that generate cash flow and its financial success is dependent on management's ability to discover economically viable mineral deposits, arrange required funding through future equity issuances, asset sales or a combination thereof. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control. The Company relies on equity financings and the exercise of options and warrants to fund its exploration activities and its corporate and overhead expenses. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record, and the experience and caliber of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities.

The Company's operations to date have been financed by issuing common shares. The Company's capability to continue as a going concern is dependent upon its ability to obtain additional debt or equity financing to meet its obligations as they come due. If the Company was to become unable to continue as a going concern, then significant adjustments would be required to the carrying value of assets and liabilities, and to the balance sheet classifications currently used.

There is no guarantee that the Company will be able to secure additional financings in the future at terms that are favorable. To date, the Company has not used debt or other means of financing to further its exploration programs, and the Company has no plans to use debt financing at the present time.

Management has initiated a strict cost control program to effectively control expenditures. As a result of these cost control measures, it is expected that the current cash position will be sufficient to fund the Company's needs for the next twelve months. Management will review several funding options including equity financing and seeking joint venture partners to further its mineral property interests at the appropriate time. While the Company has been successful in raising funds in the past, there are no assurances that additional funding and/or suitable joint venture agreements will be obtained.

Commitments

The Company is a party to certain management contracts. These contracts contain clauses requiring that $1,434,000 be paid upon a change of control of the Company. As the likelihood of these events taking place is not determinable, the contingent payments have not been reflected in the unaudited condensed consolidated interim financial statements for the three months ended March 31, 2015.

Contingencies

<u>Lawsuit</u>

In August 2014, the Company received notice of a civil lawsuit filed with the Commercial and Civil Chamber of the Courts of First Instance in the city of San Juan de La Maguana, Dominican Republic. The lawsuit alleges that the Company entered the claimants' property without authorization, damaged crops, drove out livestock, and extracted gold. The claimants are seeking, amongst other things, damages totaling USD$5,000,000 relating to the surface damage and the extraction of gold from the property in question. The Company is of the view that any minor surface disturbances were fully remediated and that the Company was in full compliance with the conditions of both its exploration concession and environmental permits issued by the Dominican government. No amount has been provided for in these financial statements for this claim because it is too early to predict the outcome of this lawsuit; however, management's view is that the claim against the Company is without merit.

Other

The Company's exploration activities are subject to various federal, provincial and international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

Uncertainties

The Company is, from time to time, involved in various claims, legal proceedings and complaints arising in the ordinary course of business. The Company does not believe that adverse decisions in any pending or threatened proceedings related to any matter, or any amount which it may be required to pay damages in any form by reason thereof, will have a material effect on the financial condition or future results of operations of the Company.

Outstanding Share Data

As at March 31, 2015 and December 31, 2014, the Company had 145,755,044 common shares issued and outstanding.

During the three months ended March 31, 2015:

- The Company granted 1,700,000 stock options with an exercise price of $0.15 to certain officers, directors, employees and consultants.

During the three months ended March 31, 2015:

- The Company issued 200,000 common shares for proceeds of $28,000 due to the exercise of stock options.

As at the date of this MD&A, the Company had 145,955,044 common shares issued and outstanding and 14,356,163 stock options with exercise prices ranging from $0.14 to $1.56 per share outstanding.

9. Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, amounts receivable, deposits, long-term investment and accounts payable and accrued liabilities. The carrying values of cash and cash equivalents, amounts receivable, deposits, and accounts payable and accrued liabilities approximate their fair values due to the relatively short period to maturity of those financial instruments. The fair value of the long-term investment is determined by the closing market price at the reporting date of the securities held the Company.

The Company is exposed to credit risk with respect to its cash and cash equivalents. Cash and cash equivalents have been placed on deposit with major Canadian and Dominican Republic financial institutions. Credit risk arises from the non-performance of counterparties of contractual financial obligations. The Company's cash and cash equivalents are mainly held through large Canadian institutions and at March 31, 2015 are mainly held in savings accounts and accordingly credit risk in minimized. The Company's cash and cash equivalents include term deposits. The Company's cash and cash equivalents are held mainly in high yield saving accounts and term deposits and therefore is currently minimal interest rate risk. The Company is not exposed to significant interest rate risk due to the short-term maturity of these monetary assets given fluctuations in market rates do not have a significant impact on estimated fair values at March 31, 2015. Future cash flows from interest on cash and cash equivalents will be affected by interest rate fluctuations.

Foreign exchange risk is the risk arising from changes in foreign currency fluctuations. The Company does not use any derivative instruments to reduce its exposure to fluctuations in foreign currency rates. The Company maintains a portion of its cash, accounts receivable, deposits and accounts payable in U.S. dollars (USD) and Dominican Republic Pesos (DOP). Also, a significant portion of the Company's exploration is conducted in the Dominican Republic, and as a result current resource property expenditures may fluctuate dependent upon the current exchange rate between the Canadian dollar, USD and DOP. Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, other than those arising from interest rate risk or currency risk. As March 31, 2015, the Company held 15,151,273 common shares of Portex which is publicly traded on the Canadian National Stock Exchange. During the three months ended March 31, 2015, the Company further impaired the carrying value of the 15,151,273 shares of Portex to $nil; as a result of the impairment, the Company believe price risk from the investment in Portex is minimal. Other than this, the Company is not exposed to significant other price risk.

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company manages liquidity by maintaining adequate cash balances to meet liabilities as they become due. The Company's expected source of cash flow in the upcoming year will be through equity financings. The Company maintained sufficient cash and cash equivalents at March 31, 215 in the amount of $4,799,524, in order to meet short-term business requirements. At March 31, 2015, the Company had accounts payable and accrued liabilities of $812,606. All accounts payable and accrued liabilities are current.

10. Related Parties

Total compensation of key company personnel for the three months ended March 31, 2015 and 2014 is as follows:

	For the three months ended	
	March 31, 2015	**March 31, 2014**
Directors' fees	**$ 21,000**	$ 21,000
Management fees, salaries and wages	**204,496**	196,300
Share-based compensation	**636,411**	254,476
	$ 861,907	$ 471,776

During the three months ended March 31, 2015, the Company paid professional fees of $9,020 (March 31, 2014 – $14,220) to Quantum Advisory Partners LLP, a partnership in which the CFO is an incorporated partner, for other professional services including corporate secretarial, transaction support and tax compliance.

The balances due to the Company's directors and officer included in accounts payables and accrued liabilities were $38,454 as at March 31, 2015 (December 31, 2014 – $27,020) , which were paid subsequent to year end. These amounts are unsecured, non-interest bearing and payable on demand.

11. Conflicts of Interest

GoldQuest's directors and officers may serve as directors or officers, or may be associated with, other reporting companies, or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which GoldQuest may participate, the directors and officers of GoldQuest may have a conflict of interest in negotiating and concluding on terms with respect to the transaction. If a conflict of interest arises, GoldQuest will follow the provisions of the *Business Corporations Act (BC)* ("Corporations Act") dealing with conflict of interest. These provisions state that where a director has such a conflict, that director must, at a meeting of GoldQuest's directors, disclose his or her interest and refrain from voting on the matter unless otherwise permitted by the Corporations Act. In accordance with the laws of the Province of British Columbia, the directors and officers of GoldQuest are required to act honestly, in good faith, and in the best interest of GoldQuest.

12. Critical Accounting Estimates

The preparation of our consolidated financial statements requires management to use judgment and make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent liabilities at the date of the financial statements and the reported amount of expenses during the period. Actual results could materially differ from these estimates. Refer to note 2(d) of our annual audited consolidated financial statements for the three months ended March 31, 2015 for a more detailed discussion of the critical accounting estimates and judgments.

13. Adoption of New and Amended IFRS Pronouncements

New standards adopted during the year

Effective January 1, 2015, the following standards were adopted but did not have a material impact on the financial statements.

- IFRS 7: Amended to require additional disclosures on transition from IAS 39 and IFRS 9, effective for annual periods beginning on or after January 1, 2015.

New standards and interpretations not yet adopted

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for future accounting periods. The following have not yet been adopted by the Company and are being evaluated to determine their impact.

- IFRS 9: New standard that replaced IAS 39 for classification and measurement, tentatively effective for annual periods beginning on or after January 1, 2018.

14. Risks and Uncertainties

The Company is in the business of acquiring and exploring gold and base metal properties. It is exposed to a number of risks and uncertainties that are common to other mineral exploration companies in the same business. The industry is capital intensive at all stages and is subjected to variations in commodity prices, market sentiment, exchange rates for currency, inflations and other risks. The Company currently has no source of revenue other than interest income. The Company will rely mainly on equity financing to fund exploration activities on its mineral properties.

The risks and uncertainties described in this section are considered by management to be the most important in the context of the Company's business. The risks and uncertainties below are not inclusive of all the risks and uncertainties the Company may be subject to and other risks may apply.

Going Concern

The Company's capability to continue as a going concern is dependent upon its ability to obtain additional debt or equity financing to meet its obligations as they come due. If the Company was to become unable to continue as a going concern, then significant adjustments would be required to the carrying value of assets and liabilities, and to the balance sheet classifications currently used.

GoldQuest has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to other companies in the same business, including under-capitalization, cash shortages, and limitations with respect to personnel, financial and other resources and the lack of revenues.
The Company plans to obtain financing in the future primarily through further equity financing, as well as through joint venturing and/or optioning with respect to the Company's properties with qualified mineral exploration companies. There can be no assurance that the Company will succeed in obtaining additional financing, now or in the future. Failure to raise additional financing on a timely basis could cause the Company to suspend its operation and eventually to forfeit or sell its interest in its mineral properties.

Management has initiated a strict cost control program to effectively control expenditures. As a result of these cost control measures, it is expected that the current cash position will be sufficient to fund the Company's needs for the next twelve months. Management will review several funding options including equity financing and seeking joint venture partners to further its mineral property interests at the appropriate time. While the Company has been successful in raising funds in the past, there are no assurances that additional funding and/or suitable joint venture agreements will be obtained.

Exploration and Mining Risks

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. At present, the Company's properties have no known body of commercial ore. Unusual or unexpected formations, formation pressures, fires, power outages, labor disruptions, flooding, explorations, cave-ins, landslides and the inability to obtain suitable adequate machinery, equipment or labor are other risks involved in the operation of mines and the conduct of exploration programs. The Company has relied on and may continue to rely upon consultants and others for exploration and development expertise. Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineral deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing gold, copper and other mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, costs of processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. The Company has no producing mines at this time. All of the properties in which the Company may earn an interest are at the exploration stage only. Most exploration projects do not result in the discovery of commercially mineable deposits of ore.

Development Risks

The marketability of any minerals which may be acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection.

Loss of Interest in and Value of Properties

The Company's ability to maintain its interests in its mineral properties and to fund ongoing exploration costs will be entirely dependent on its ability to raise additional funds by equity financings. If the Company is unable to raise such funds it may suffer dilution or loss of its interest in its mineral properties. The amounts attributed to the Company's interests in mineral properties in its financial statements represent acquisition and exploration costs, and should not be taken to reflect realizable value.

Financing Risks

The Company has no history of earnings and no source of operating cash flow and, due to the nature of its business, there can be no assurance that the Company will be profitable. The Company has paid no dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is through the sale of its equity shares. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists. While the Company may generate additional working capital through further equity offerings or through the sale or possible syndication of its property, there is no assurance that any such funds will be available. If available, future equity financings may result in substantial dilution to purchasers under the Offering. At present it is impossible to determine what amounts of additional funds, if any, may be required.

Metal Prices

The mining industry in general is intensely competitive and there is no assurance that, even if commercial quantities of ore are discovered, a profitable market may exist for the sale of minerals produced by the Company. Factors beyond the control of the Company may affect the marketability of any substances discovered. Mineral prices, in particular gold prices, have fluctuated widely in recent years. The marketability of minerals is also affected by numerous other factors beyond the control of the Company. These other factors include government regulations relating to price, royalties, allowable production and importing and exporting of minerals.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

Environmental and Other Regulatory Requirements

Existing and possible future environmental legislation, regulations and actions could cause significant expense, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted and which may well be beyond the capacity of the Company to fund. The Company's right to exploit the mining properties is subject to various reporting requirements and to obtaining certain government approvals and there is no assurance that such approvals, including environmental approvals, will be obtained without inordinate delay or at all. GoldQuest believes that it is in compliance with all environmental regulations in the Dominican Republic and has made no provision for environmental remediation costs as such costs are believed to be immaterial.

Operations in Foreign Countries and Regulatory Requirements

The Company's principal properties are located in the Dominican Republic and mineral exploration and mining activities may be affected in varying degrees by changes in political, social and financial stability, inflation and changes in government regulations relating to the mining industry. Any changes in regulations or shifts in political, social or financial conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, environmental legislation and opposition to mining from environmental or other non-governmental organizations. The Dominican Republic's status as a developing country may make it more difficult for the Company to obtain any financing required for the exploration and development of its properties due to real or perceived increased investment risk.

No Assurance of Titles, Boundaries or Surface Rights

The Company has investigated rights of ownership of all of the mineral properties in which it has an interest and, to the best of its knowledge, all agreements relating to such ownership rights are in good standing. However, all properties may be subject to prior claims or agreement transfers, and rights of ownership may be affected by undetected defects. While to the best of the Company's knowledge, title to all properties in which it has the right to acquire an interest is in good standing, this should not be construed as a guarantee of title. Other parties may dispute title to the mining properties in which the Company has the right to acquire an interest. The properties may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects or the statutes referred to above.

Permits and Licenses

The operations of the Company may require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

Reliance on Key Personnel

The nature of the business of the Company, the ability of the Company to continue its exploration and other activities and to thereby develop a competitive edge in the marketplace depends, in a large part, on the ability of the Company to attract and maintain qualified key management personnel. Competition for such personnel is intense, and there can be no assurance that the Company will be able to attract and retain such personnel. The development of the Company now and in the future, will depend on the efforts of key management figures, the loss of whom could have a material adverse effect on the Company. The Company does not currently maintain key-man life insurance on any of the key management employees.

15. Additional Disclosure for Venture Issuers without Significant Revenue

Additional disclosure concerning GoldQuest's exploration and evaluation assets and costs is provided in the Company's unaudited condensed consolidated financial statements for the three months ended March 31, 2015 (note 8 and 9) and annual consolidated financial statements for the year ended December 31, 2014 (note 8 and 9), which are available on GoldQuest's website at www.goldquestcorp.com or on SEDAR at www.sedar.com.

16. Forward- Looking Information

Statements contained in this MD&A that are not historical facts are forward-looking information that involves known and unknown risks and uncertainties. Forward-looking statements in this MD&A include, but are not limited to, statements with respect to the PEA results, the proposed underground mine, the discovery of new mineral resources, mineral resource estimates, the merits of the Company's mineral properties, future studies, and the Company's plans and exploration programs for its mineral properties, including the timing of such plans and programs. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "has proven", "expects" or "does not expect", "is expected", "potential", "goal", "proposed", "appears", "budget", "scheduled", "estimates", "forecasts", "at least", "intends", "hope", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "should", "might" or "will be taken", "occur" or "be achieved".

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, risks related to uncertainties inherent in the preparation of the PEA and in the estimation of mineral resources; commodity prices; changes in general economic conditions; market sentiment; currency exchange rates; the Company's ability to continue as a going concern; the Company's ability to raise funds through equity financings; risks inherent in mineral exploration; risks related to operations in foreign countries; future prices of metals; failure of equipment or processes to operate as anticipated; accidents, labor disputes and other risks of the mining industry; delays in obtaining governmental approvals; government regulation of mining operations; environmental risks; title disputes or claims; limitations on insurance coverage and the timing and possible outcome of litigation. Although the Company has attempted to identify important factors that could affect the Company and may cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, do not place undue reliance on forward-looking statements. All statements are made as of the date of this MD&A and are subject to change after such date and the Company is under no obligation to update or alter any forward-looking statements except as required under applicable securities laws.

Forward-looking statements are based on assumptions that the Company believes to be reasonable, including expectations regarding the PEA parameters and inputs, mineral exploration and development costs; expected trends in mineral prices and currency exchange rates; the accuracy of the Company's current mineral resource estimates; that the Company's activities will be in accordance with the Company's public statements and stated goals; that there will be no material adverse change affecting the Company or its properties; that all required approvals will be obtained and that there will be no significant disruptions affecting the Company or its properties.