



**MANAGEMENT DISCUSSION AND ANALYSIS**  
For the Three Month Period Ended September 30, 2010

Dated November 29, 2010

# **AM GOLD INC.**

Management Discussion & Analysis  
For the Three Month Period Ended September 30<sup>th</sup>, 2010

This Management Discussion & Analysis ("MD&A") of AM Gold Inc. ("AM Gold", or the "Company") is dated November 29<sup>th</sup>, 2010 and provides an analysis of the Company's performance and financial condition for the three month period ended September 30<sup>th</sup>, 2010.

This MD&A should be read in conjunction with the Company's interim unaudited consolidated financial statements for the three month ended September 30<sup>th</sup>, 2010 and the audited consolidated financial statements for the year ended December 31<sup>st</sup>, 2009, including the related note disclosure, both of which are prepared in accordance with Generally Accepted Accounting Principles in Canada. All amounts are in Canadian dollars unless otherwise specified.

Additional information relating to the Company, including the interim unaudited consolidated financial statements for the three month period ended September 30<sup>th</sup>, 2010 are available on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com) or on the Company's website [www.amgold.ca](http://www.amgold.ca)

## **OVERALL PERFORMANCE**

### **DESCRIPTION OF BUSINESS**

**AM Gold Inc.** is a publicly held mineral exploration company listed on the TSX Venture Exchange under the symbol "AMG" and the Frankfurt Exchange under the symbol "AMX." The Company's main business focus is to acquire and explore mineral properties for precious and base metals and other minerals. Since 2004, the Company has been focused on developing its 100% controlled Pinaya gold-copper Project located in southern Peru. The Company also maintains a 80% interest in the Red Mountain gold Project located in the Yukon Territory, Canada and 100% interest in two grassroots gold projects located in Peru: La Mamita and Minas Lucho. To date, AM Gold has not earned any revenues from its mineral property interests and is considered to be in the exploration stage.

AM Gold believes there is great potential to expand the current resource base and prove up major deposits at both the Pinaya and Red Mountain projects.

### **RESOURCE PROPERTIES**

AM Gold currently has interests in the following mineral properties:

#### **a) Pinaya Project, Southern Peru**

The Pinaya gold-copper Project is located in southern Peru approximately 775 kilometers southeast of Lima, the capital of Peru, and 110 kilometers north-northeast of Arequipa, the second largest city in Peru. The property consists of thirty five mineral concessions covering approximately 19,200 hectares. AM Gold holds a 100% interest in the concessions through its wholly owned Peruvian subsidiary Canper Explorations S.A.C ("Canper").

Canper originally held the rights to thirteen of the twenty-nine mineral concessions that make up the project. In April of 2004, AM Gold acquired Canper for a total of three million shares over a three year period.

An additional 250,000 shares of the Company may be issued as follows:

- a) If a probable reserve of 750,000 ounces of gold is outlined at Pinaya, then 125,000 shares will be issued; and
- b) If a probable reserve of 2,500,000 ounces of gold is outlined at Pinaya, then a further 125,000 shares will be issued.

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Compañía Minera Aurífera Los Andes de Pinaya S.A.C (“COMAPI”) originally owned three of the twenty-nine mineral concessions. AM Gold completed a property option agreement with COMAPI to earn 100% interest in these concessions by paying COMAPI US\$2,500,000 over a three-year period.

One of the mineral concessions, Don Pedro 2000, was originally owned by Minera Pinaya. To earn a 100% interest in the concession, AM Gold had to make staged payments to Minera Pinaya totalling US\$250,000 over three years.

All of the other concessions were acquired by direct application to the Peruvian Ministry of Mines

During the year, the company signed a letter of intent with Solitaire Minerals Inc. to grant an option to acquire up to 75% interest in the Pinaya property. The option agreement requires Solitaire Minerals Inc. to incur exploration expenses and make payments of the following amounts on the following times:

- i) CAD \$150,000 advanced as a refundable deposit (amended to \$300,000) (paid)
- ii) U.S. \$1,600,000 to Canper Exploraciones S.A.C. by December 31, 2009 (not paid)
- iii) U.S. \$1,600,000 in exploration expenditures incurred by December 31, 2011
- iv) U.S. \$1,600,000 in exploration expenditures incurred by December 31, 2012
- v) U.S. 2,400,000 payable by December 31, 2012

On April 29, 2010 the agreement was terminated. The amount repayable has been included in accrued liabilities.

### b) Red Mountain Project, Yukon Territory Canada

AM Gold has an 80% participatory interest in 52 mineral property claims located in the Yukon Territory Canada, known as the Red Mountain Project. As part of the acquisition of the Red Mountain Property, the Company agreed to spend \$1.5 million on the property within 30 months from the date of the acquisition. To date, the Company has spent in excess of \$2.4 million on the property (before Yukon tax credits of approximately \$500,000) and has met the exploration expenditure requirements under the Option Agreement. The vendor retains a 2% NSR.

The Red Mountain property was basically inactive between the years 2006 and 2009 with an insignificant amount of exploration activities done. In accordance with the Canadian GAAP, cost capitalized at mineral properties that have been inactive for three years should be written off. As a result, the Company decided to write off the Red Mountain property in prior years to a nominal value of \$1

During 2009, the Company entered into an amended agreement to earn an 80% interest in the property subject to a 2% Net Smelter Royalty to be paid to the vendor following commencement of commercial production. In consideration, the Company has issued 175,000 post consolidated common shares of the Company to the vendor. The deemed value per share on the date the shares were issued was \$0.25 per share. Management is currently planning to perform active exploration on the property and as such have not written off the capitalized costs of the 2009 share issuance.

	March 31, 2010	December 31, 2009
Acquisition costs	\$ 43,751	\$ 43,751

On August 17, 2010, the Company entered into a Purchase Agreement for the remaining 20% interest of the Red Mountain Property. The Company has agreed to pay the following:

- a) \$50,000 upon execution of the agreement (paid).

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- b) \$50,000 (paid) and 200,000 common shares (issued) within 7 days upon approval by regulatory authorities.
- c) \$25,000 and 175,000 common shares on or before August 17, 2011.
- d) \$25,000 and 175,000 common shares or \$175,000, at the Company's discretion, will be paid on or before August 17, 2012.
- e) \$50,000 and 450,000 common shares or \$450,000, at the Company's discretion, will be paid on or before August 17, 2013.
- f) A bonus will be paid of \$250,000 in cash or common shares, at the Company's discretion, if a resource of 2 million ounces of gold is the defined through a NI 43-101 compliant report.

The NSR payable is reduced from 2% to 0.5% by the Company agreeing to pay \$1,000,000 for the first 1% of the NSR and \$750,000 for the second 0.5% of the NSR at any time, at the Company's discretion.

At any point in time the Company has the right to cancel the agreement with no further obligations or payments to be made, in which case the previous

In July, 2010, the Company mobilized two diamond drills to Red Mountain to undertake a 4,100 m work program focussed on expanding the Inferred Resource Estimate of 542,000 (23.6 million tonnes grading 0.70 g/t gold) announced June 16, 2010. The program was completed mid-September 2010 with assay results pending.

### **g) La Mamita Property, Peru**

La Mamita is located in northern Peru in the Ancash mining camp near the multi-million ounce Alto Chicama gold deposit (Barrick Gold). AM Gold has 100% interest in the project which consists of a single concession and covers an area of about 1,000 hectares. Results from a recent surface sampling program showed highly anomalous gold values ranging from 0.23 to 6.37 g/t gold, and averaging 1.43 g/t gold. La Mamita is a grassroots to early exploration stage project with evaluation continuing. The Company paid U.S. \$25,000 cash and issued 25,000 shares to acquire the project.

### **d) Minas Lucho Property, Peru**

AM Gold has 100% interest in the Minas Lucho Project which consists of four mineral concessions which cover an area of about 2,400 hectares. The project is located southeast of the Pinaya Project on the Andahuaylas-Yauri metallogenic belt. The claim covers an extensive zone of alteration, which lies along a trend of structurally controlled zones of gold mineralization. Minas Lucho is a grassroots project being evaluated for further exploration. The Company paid U.S. \$11,000 cash and issued 100,000 shares to acquire the project.

## **EXPLORATION REVIEW**

AM Gold is continuing its evaluation of exploration efforts to date on its Pinaya gold-copper Project in Southern Peru. No drilling was conducted during the quarter with the project on care and maintenance.

For the 2008 drilling program, the first eight holes, PDH-150 to 158, were all wide 100 to 200 meter step out holes drilled at the North Western Porphyry Zone to increase the projects overall resource base. For hole PDH-159, a deep drilling rig was brought to the site. The hole was drilled at the North Western Porphyry Zone to a depth of 800 meters and bottomed in mineralization. It was the first hole ever drilled to test the depth potential of the deposit beyond 550 meters. The final hole, PDH-160, was drilled at the Los Vientos Zone, a recently discovered target located one kilometer to the southeast of the main deposit with a strong geophysical signature and trenching highlights of **2.0 g/t gold over 6.7 meters**, including **10.7 g/t gold over 1.2 meters** (trench PTR-152).

## **SELECTED ANNUAL & QUARTERLY INFORMATION**

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### SELECTED ANNUAL INFORMATION

For the years ended December 31, 2009, 2008 and 2007 (\$)

<b>Audited</b>	<b>2009</b>	<b>2008</b>	<b>2007</b>
Total assets	6,860,304	6,711,494	7,521,310
Total Liabilities	1,100,034	1,192,159	177,346
Shareholders equity	5,760,270	5,519,335	7,343,964

Revenues	1,089	49,629	88,229
<b>Major expense items</b>			
Mineral property exploration	(81,006)	2,938,547	5,864,408
Accounting and audit	99,930	64,775	81,608
Consulting fee	17,150	89,177	260,820
Office, rent and misc.	302,641	207,618	133,460
Legal	76,180	132,830	174,605
Management fees	28,000	195,000	180,900
Public relations	40,504	87,566	237,770
Stock exchange and filing fees	18,109	31,368	58,098
Stock based compensation	23,942	548,192	620,582
Transfer agent fees	55,899	26,513	25,791
Net loss	1,276,426	4,638,256	7,946,590
Loss per share	0.05	0.24	0.56

### SELECTED QUARTERLY INFORMATION

By recent eight Quarters (\$)

	<b>Sept 30, 2010</b>	<b>June 30, 2010</b>	<b>Mar 31, 2010</b>	<b>Dec 31, 2009</b>	<b>Sept 30, 2009</b>	<b>June 30, 2009</b>	<b>Mar 31, 2009</b>	<b>Dec 30, 2008</b>
Total assets	9,195,639	6,944,837	6,403,429	6,860,304	6,466,947	6,454,763	6,531,994	6,711,494
Total liabilities	538,553	446,403	561,576	1,100,034	1,146,679	1,517,822	1,414,958	1,192,159
Shareholders equity	8,657,086	6,498,434	5,841,853	5,760,270	5,320,268	4,936,941	5,117,036	5,519,335
Revenues	2,347	30	6,209	0	53,276	17,174	3,072	44,432
Other Income Statement Items			25,381	(72,433)				
<b>Major expense items</b>								
Mineral property exploration	1,684,813	197,033	30,601	(176,902)	710	44,955	50,231	953,352
Accounting and audit	5,383	18,415	9,393	87,792	(1,638)	11,169	2,607	46,200
Legal	17,354	12,514	6,390	(8,375)	76,686	3,409	4,460	40,587
Management fees		0	0	(4,000)	0	8,000	24,000	33,000
Consulting fees	49,683	39,750	0	17,150	0	0	0	1,000
Office, rent and misc.	46,730	94,145	5,250	205,823	4,293	60,286	32,239	53,742
Stock-based compensation	851,220	0	0	(15,562)	0	39,504	0	(57,150)
Stock exchange	25,503	10,390	7,765	6,316	6,743	0	5,050	16,067

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and filing fees								
Transfer agent fees	18,630	8,469	4,774	26,157	18,953	6,900	3,889	4,117
Net loss	2,978,585	502,643	229,569	561,896	88,133	224,098	402,299	827,296
Loss per share	0.07	0.01	0.01	0.02	0.04	0.04	0.04	0.04

### **SUMMARY OF QUARTERLY RESULTS**

For the quarter ended September 30<sup>th</sup>, 2010, net loss increased by \$2,890,452 compared to the same period in the prior year due largely to increased mineral property exploration and activities in Yukon Territory as compared to the same period last year.

Major administrative expenditures for the three months ended September 30<sup>th</sup>, 2010 were:

	\$
Wages	38,956
Office and miscellaneous	46,730
Professional fees	22,737
Mineral property exploration	1,684,813

No contracts exist with respect to management fees, office, or rent.

### **LIQUIDITY AND CAPITAL RESOURCES**

The Company's working capital was \$2,137,954 as at September 30<sup>th</sup>, 2010. The Company has sufficient funds to meet its current commitments, but must raise further funds through additional share issuances in the future.

On June 22, 2009, the Company entered into a Letter of Intent ("LOI") (which has since been terminated) with Solitaire Minerals Corp. (TSX Venture: SLT) whereby Solitaire will acquire up to a 75% interest in the Company's Pinaya Gold/Copper Deposit located in Southern Peru as well as the Minas Lucho property and the La Mamita Property for incurring exploration costs totaling \$6,400,000, plus a payment to the Company of \$2,400,000 on or before December 31, 2012. Pursuant to the transaction, the Company will retain a 1.5% net smelter royalty. The final LOI will be subject to regulatory approval, and a final definitive agreement.

On September 22, 2010 the Company received TSX Venture Exchange approval to its shares for debt settlement with Solitaire Minerals Corp. ("Solitaire") as announced in its August 31, 2010 press release, and has issued 571,428 common shares issued at \$0.35 per share to Solitaire in settlement of a total of \$300,000 worth of debt, which includes a cash payment of \$100,000, thereby extinguishing the Company's debt with Solitaire in full.

### **OUTSTANDING SHARE DATA**

The total number of common shares outstanding as of September 30<sup>th</sup>, 2010 was 52,688,662.

### **WARRANTS**

As at September 30<sup>th</sup>, 2010, the following warrants were outstanding:

Number of Warrants	Exercise price	Expiry date
270,838	\$0.24	October 9, 2010
1,192,500	\$0.275	June 30, 2011
500,000	\$0.275	July 14, 2011

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95,000	\$0.275	August 11, 2011
942,857	\$0.40	August 12, 2011
1,057,250	\$0.40	September 13, 2011
94,261 broker share warrants	\$0.40	September 13, 2011
4,000,000	\$0.20	April 30, 2012
*1,500,000	\$0.30	May 17, 2012
6,323,666	\$0.35	September 13, 2012
632,366 broker share warrants	\$0.35	September 13, 2012

Each warrant listed represents one Common share upon exercise

\*Each warrant represents one Flow-Through Common share upon exercise

### STOCK OPTIONS

As at September 30<sup>th</sup>, 2010 there were 4,050,000 outstanding stock options exercisable at prices from \$0.35 to \$0.47 for up to 2015.

### TRANSACTIONS

#### RELATED PARTY TRANSACTIONS

During the period ended September 30, 2010, the Company incurred management fees of \$Nil (2009: \$31,500) with directors and companies owned by directors.

During the period ended September 30, 2010, the Company incurred director fees of \$55,792 (2009: \$Nil) with directors.

During the period ended September 30, 2010, the Company incurred exploration expenditures, geological consulting fees and travel expenses of \$35,063 (2009: \$95,895) with companies owned by directors.

As at September 30, 2010, accounts payables includes \$41,524 (2009: \$84,232) owing to officers, directors and companies controlled by common directors and officers of the Company.

All the above expenditures were incurred during the normal course of business.

#### OFF- BALANCE SHEET TRANSACTIONS

The Company has not entered into any off-balance sheet arrangements.

#### PROPOSED TRANSACTIONS

There are no proposed transactions at this time.

#### SUBSEQUENT EVENTS

On October 5, 2010, the Company announced assay results for the remaining 39.17m of hole ICE10028. The entire hole carried an overall tenor of 0.75 g/t Au over its entire length of 526.57m, inclusive of 1.83 g/t Au over 20.25m from near the bottom of the hole.

In addition, the Company announced the results from the second hole, ICE10029. This hole carries 451m at 0.58 g/t Au, inclusive of 1.02 g/t Au over 38m and 0.81 g/t Au over 61m. Hole ICE10028 was drilled to the west-southwest at minus eighty degrees to a depth of 526.57m. Hole ICE10029 was drilled 75m west of ICE10028 at the same azimuth and dip to a depth of 479.76m.

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Drilling operations were concluded and the camp demobilized during the third week of September with approximately 4,100m drilling completed. Two diamond drill rigs were winterized and left on the property to allow for the resumption of drilling operations approximately one month earlier for the 2011 campaign.

On October 19, 2010, the Company announced that, as a result of a review by the British Columbia Securities Commission, the Company is issuing this news release to revise and clarify certain of its previous technical disclosure contained in previously issued news releases or posted on its website at [www.amgold.ca](http://www.amgold.ca). In those instances where the Company has clarified or revised previous disclosure, the Company advises readers not to rely on such statements as they may continue to be found in the public domain.

In its news release of June 23, 2010 and in investor materials the Company reported the mineral resource at its Red Mountain Property solely as contained gold ounces. National Instrument 43-101 requires that resource classification, tonnage and grade always be reported. The Company clarifies that the mineral resource at Red Mountain is all inferred class, at 23.6 million tonnes grading 0.7g/t gold, containing approximately 542,000 gross troy ounces of gold.

In response to BCSC comments, the Company is currently amending its “**Red Mountain Technical Report**” entitled “Independent Review of the Red Mountain Gold Property, Mayo Mining District, Yukon Territory, Canada” prepared by Brian Cole, P. Geo and dated June 15, 2010, and expects to file its amended report on SEDAR shortly. The Company does not expect any material changes to the inferred resource due to the amendments, but will make a further announcement if changes occur.

Similarly, the Company’s “Corporate Presentation”, previously available on the Company’s website, was not compliant with NI 43-101 as the Company disclosed gross metal quantities for nearby properties without citing the resource or reserve classification, tonnage and grade. The Company has revised the same to comply with NI 43-101.

In investor materials, the Company occasionally added inferred mineral resources to other classes of resource for its Pinaya Gold-Copper Project, and for Red Mountain and Pinaya combined. NI 43-101 requires that resource class always be disclosed, classes reported separately, and inferred quantities not be added to other classes.

The Company combined indicated and inferred Resources in disclosure made pursuant to (i) a Stockwatch eBlast of September 10, 2010 (the “**September 2010 Communication**”), (ii) in its Corporate Presentation, previously available on the Company’s website and (iii) in the Company’s “Investor Fact Sheet” which was previously available on the Company’s website. Such disclosure was not supported by NI 43-101 for the reason cited above. The Company has revised its Corporate Presentation, Investor Fact Sheet and website to correct this.

In the Corporate Presentation and the Investor Fact Sheet the Company used a graphical NI 43-101 branding logo with the words “RESOURCE ESTIMATE / 43-101 COMPLIANT”. The use of such branding logo cannot confer compliance to the estimate, and no authority approves technical disclosure to be compliant with applicable law. The company retracts such disclosure and has removed the same from its website.

On October 25, 2010, the Company announced additional results from its 2010 diamond drill core program at Red Mountain, Yukon Territory, including partial results from Hole ICE10030 and all assay results from Hole ICE10032. The entire 12-hole 2010 diamond drill program at Red Mountain has been focused on expanding the previously disclosed Inferred Resource of 542,000 troy ounces (23.6 million tonnes grading 0.7 g/t gold) announced on June 16, 2010.

Hole ICE10030 was collared approximately 200 m southwest of Hole ICE10028 (previously announced September 28 and October 5, 2010) and was drilled to the north-northeast at minus 60 degrees to a depth of approximately 368 m to test the southern extent of the mineralization at the western end of the resource area. Assay results are pending for the last 15 meters of the hole.

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Hole ICE10032 was collared approximately 190 m northwest of Hole ICE10028 and was drilled south-southwest at minus 65 degrees to a depth of approximately 343 m to test the northern fringe of the projected mineralization at the extreme western extent of the resource area.

On November 4, 2010, the Company announced additional results from its wholly owned Red Mountain Property in central Yukon Territory, Canada. Hole ICE10030 (partial results previously announced October 25, 2010) was drilled to the north-northeast at minus 60 degrees to a depth of approximately 368 m to test the southern extent of the mineralization at the western end of the resource area. Assay results for the last 15 meters of the hole have been returned extending mineralization to the bottom of the hole.

Hole ICE10031 was collared approximately 85 m southwest of Hole ICE10028 (previously announced September 28 and October 5, 2010) and was drilled southeast at minus 60 degrees to a depth of approximately 170 m where the hole was lost in a fault. The hole was designed to test the extension of mineralization into meta-sediments south and away from the Jethro Trend.

Hole ICE10033 was collared approximately 125 m south-southeast of ICE10028 and was drilled on a north-northeast azimuth at minus 60 degrees to a depth of 355 m to extend the mineralization to the east of the resource area along the Jethro trend.

On November 16, 2010, the Company announced additional results from its wholly owned Red Mountain Property in central Yukon Territory, Canada. Assay results have been returned for diamond drill holes ICE10034, ICE10035 and ICE10036, which were all drilled to test the extension of the mineralization to the east of the resource area, generally along the Jethro Trend.

Hole ICE10034 was collared approximately 250 m east-southeast of Hole ICE10028 (previously announced September 28 and October 5, 2010) and drilled on a southwest azimuth at minus 60 degrees to a depth of approximately 412 m to test the extension of the mineralization along the trend southeast of the resource area.

Hole ICE10035 was also started from the collar location of Hole ICE10034 and drilled to the north-northeast at minus 55 degrees to a depth of approximately 305 m to test the extension of mineralization into meta-sediments north and away from the Jethro Trend.

Hole ICE10036 was collared approximately 150 m east-southeast of ICE10028 and was drilled on a north-northeast azimuth at minus 55 degrees. The hole was designed to drill to a depth of 450 m to extend the mineralization to the east of the resource area along the Jethro Trend and to test for the extension of mineralization in the intrusive to the northeast of the resource area. The hole was lost in a fault at a depth of 216 m, just short of the intrusive target.

## ACCOUNTING PRONOUNCEMENTS

### Accounting changes

Effective January 1, 2008, the Company adopted the new recommendations of the Canadian Institute of Chartered Accountants ("CICA") under Section 3862, *Financial Instruments Disclosures*, Section 3863, *Financial Instrument - Presentation* and Section 1535, *Capital Disclosures*. *Financial Instruments* Section 3862 requires entities to provide disclosures in their financial statements that enable users to evaluate (a) the significance of financial instruments for the entity's financial position and performance; and (b) the nature and extent of risks arising from financial instruments to which the entity is exposed during the period and at the balance sheet date, and how the entity manages those risks. The principles in this section complement the principles for recognizing, measuring and presenting financial assets and financial liabilities in Section 3855, *Financial Instruments - Recognition and Measurement*, Section 3863 and Section 3865, *Hedges*. Section 3863 is to enhance financial statement users' understanding of the significance of financial instruments to an entity's financial position, performance and cash flows. This section establishes standards for presentation of financial instruments and non-financial derivatives. It deals with the classification of financial instruments, from the perspective of the issuer, between liabilities and

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equity, the classification of related interest, dividends, losses and gains, and the circumstances in which financial assets and financial liabilities are offset.

The adoption of Sections 3862 and 3863 had no impact on the Company's consolidated financial statements. *Capital Disclosures* Section 1535 establishes standards for disclosing information about an entity's capital and how it is managed.

### **Critical Accounting Estimates**

The Company follows the method of accounting for its mineral interests whereby all costs related to acquisition, exploration and development are capitalized by project. Costs are deferred until commencement of commercial production and will be depleted over the useful lives of the properties, or written off. The carrying values of mineral interests are reviewed by management at least annually to determine if they have become impaired. If impairment is deemed to exist, the mineral interest will be written down to its net recoverable value.

### **FUTURE ACCOUNTING POLICY CHANGES**

In 2006, the CICA Accounting Standards Board (AcSB) published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The Company's transition date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended December 31, 2010. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

### **DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE**

The Company did not have significant revenues in its last three financial years.

### **ADVISORY REGARDING FORWARD-LOOKING STATEMENTS**

Certain statements contained in this MD&A constitute forward-looking statements. The use of any of the words "believe", "expect", "estimate", "will", "should", "intend" and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes these expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward looking statements included herein should not be unduly relied upon. Actual results and developments may differ materially from those contemplated by the forward looking statements. The forward-looking information contained in this MD&A represents our expectations as of the date of this MD&A and, accordingly, is subject to change after such date. We expressly disclaim any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable law.

### **BOARD OF DIRECTORS**

Michael Scholz  
John Fiorino  
Gerald Aberle  
Mark Lawson  
Dr. Stewart Jackson

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Jeffrey Reeder  
Dennis Goldstein  
Dr. E. Kelly Hyslop

### **OFFICERS**

Chief Executive Officer – John Fiorino  
President and COO – Gerald Aberle  
Chairman of the Board - Michael Scholz  
Chief Financial Officer – Mark Lawson  
VP Exploration – Neil Downey  
Corporate Secretary – Murray Caruth