

HARTE GOLD CORP.
Management's Discussion and Analysis of Financial Condition and Results of Operations
for the 3 months ended March 31, 2013

The following discussion of the results of operations and financial condition of Harte Gold Corp. ("Harte Gold" or "the Company") prepared as of May 14, 2013 summarizes management's review of the factors that affected the Company's financial and operating performance for the three months ended March 31, 2013, and the factors reasonably expected to impact on future operations and results ("Management's Discussion and Analysis of Financial Condition and Results of Operations" or "MD&A"). This MD&A is intended to supplement and complement the Company's unaudited condensed interim financial statements as at and for the three months ended March 31, 2013 ("Unaudited Interim Financial Statements") and the notes thereto, which were prepared in accordance with International Financial Reporting Standards ("IFRS").

Certain information and discussion included in this MD&A constitutes forward-looking information, which should be considered in view of the cautionary notes contained in the section Forward-Looking Statements at the end of this MD&A.

The unaudited condensed interim financial statements, the 2012 Audited Financial Statements and the Company's Annual Information Form are available at www.sedar.com and at the Company's website www.hartegold.com. All amounts disclosed are in Canadian dollars.

OVERVIEW

Harte Gold is involved in the acquisition, exploration and development of mineral resource properties, with a current focus on gold properties located in the Province of Ontario, Canada.

The Company was incorporated in Ontario on January 22, 1982 and is a reporting issuer in the Provinces of Ontario, Alberta and British Columbia. The common shares of the Company are listed for trading on the Toronto Stock Exchange under the symbol "HRT" and on the Frankfurt Stock Exchange under the symbol "H4O".

The Company currently has interests in two exploration projects: the first is the Sugar Zone Property, located 60 km east of the Hemlo area gold mines and northeast of the Town of White River, Ontario and consists of 414 contiguous claims containing 1,844 claim units, covering an area of approximately 29,280 hectares that includes a greenstone belt within a surrounding buffer zone of claims.

The second property, the Stoughton-Abitibi Property (formerly Stoughton-Porcupine), is located 110 km east of Timmins and 50 km north east of Kirkland Lake, Ontario. Exploration work on the Stoughton-Abitibi Property was discontinued in 2009 and the Company's exploration activities have been focused entirely on the Sugar Zone Property since that time.

EXPLORATION UPDATE – Sugar Zone Property

The Sugar Zone Property contains a National Instrument 43-101 ("NI 43-101") compliant mineral resource consisting of a) 980,000 tonnes grading 10.13 grams/tonne for 319,300 contained ounces Indicated and, b) 580,000 tonnes grading 8.53 grams/tonne for 156,000 contained ounces Inferred prepared by Watts, Griffis and McQuat Limited as of February 27, 2012. The gold resource is contained in two parallel zones; the Upper and Lower Zones, and includes drill results to the end of December 31, 2011.

Harte Gold retained NordPro Mine and Project Management Services Ltd. ("NordPro") of Thunder Bay in late 2011 to coordinate the permitting and technical studies associated with advanced exploration and mine production at the Sugar Zone. NordPro completed a Preliminary Economic Assessment ("PEA"), announced May 31, 2012, that outlines mine design, mining methods, milling and processing and, overall project economics based on Lower Zone resources only, from surface to 400 metres.

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Harte Gold has since completed an internal project review focused on optimizing PEA underground development and production scenarios. Key drivers of improved project economics which feature significant capital cost savings and accelerated project timelines are: a) off-site contract milling of the bulk sample and, b) optimized underground development to accelerate the project.

In connection with the above, Harte Gold made application to the Ontario Ministry of Northern Development and Mines ("MNMD") to proceed with a 70,000 tonne Bulk Sample to test grades and recoveries in support of a potential commercial production decision. The Closure Plan was submitted in December 2012 and approved by the MNMD in February, 2013. Environmental Assessments and final permitting approvals are expected to be completed by the end of Q2 2013.

The target date to collar the portal and begin ramp development is the end of 2013, which schedule should allow for the extraction of the bulk sample over the course of 2014 and 2015. The Bulk Sample will test the Lower Zone in an area between 100 and 200 metres below surface.

The PEA assumed development to a depth of 400 metres, while the Watts, Griffis and McQuat Limited ("WGM") block model resource was based on depths that ranged up to 580 metres. The WGM estimated resource was based on drilling completed through 2011.

In 2012, Harte Gold undertook an additional 7,000 metre drill program, which included a deep hole to test the continuity of the Sugar Zone to the 1,000 metre level. The results were positive with 10.5 g/t over 3.2m including a high grade core of 43.3 g/t over 0.7 m.

Figure 1 represents the indicated down dip extension of the Sugar Zone based on 2012 drilling – significant potential at depth.

Preliminary Economic Assessment

Surface to 400m – 1.584 million tonnes resources grading 8.1 g Au/t (diluted) and production of 66,000 ounces per year over a six year mine life.

WGM Resource Estimate

Surface to 580m - Indicated Resource of 319,280 ounces of gold grading 10.13 g/t and Inferred Resource of 155,960 ounces of gold grading 8.36 g/t uncapped.

Drill Hole SZ – 12 – 37

Assay results returned 10.5 g/t over 3.2 m at 1,000m vertical depth.

Future drill programs will test between the 580m and 1,000m levels with the objective of demonstrating continuity of Sugar Zone Deposit mineralization and extending Sugar Zone mineralization at depth.

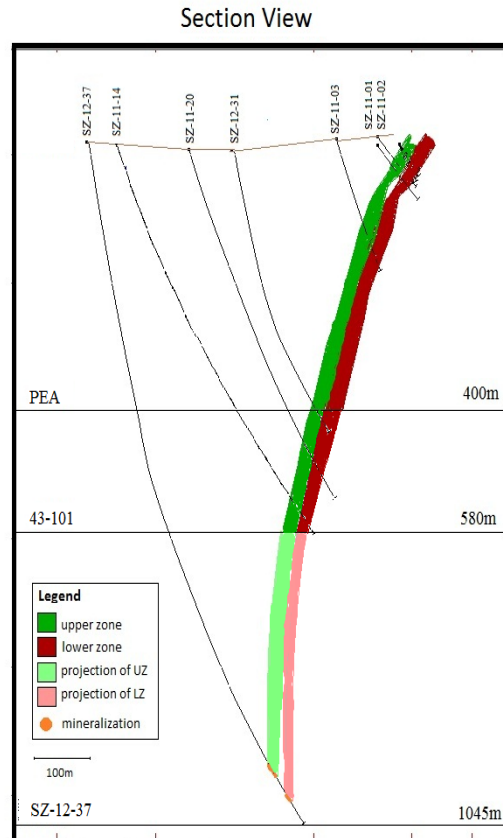


Figure 1

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During Q1 2013, Harte Gold completed a four hole diamond drill program on the Ni-Cu VTEM anomaly located approximately five (5) kilometers north-west of the Sugar Zone deposit. The Drilling discovered a broad zone of semi-massive sulphides in Komatiites with intersections up to 160 metres in thickness with primarily pyrite and pyrrhotite and minor amounts of nickel, copper, platinum and palladium. The massive sulphides associated with the Ni-Cu target were identified by the VTEM survey conducted in 2012. The VTEM survey generated numerous targets which will be assessed going forward.

Also during the period, Harte Gold also conducted a seven hole diamond drill in-fill program in the area of the bulk sample. The purpose of the program was to increase the grade and provide added confidence in the area to be mined by tightening the drill spacing. Assay results from the in-fill program are shown in the table below.

Sugar Zone Bulk Sample Drilling						
Hole	Zone	From (m)	To (m)	Width (m)	Grade (g/t)	VG
SZ-13-40	Upper Zone	79.00	80.32	1.32	0.84	N
SZ-13-41	Upper Zone	190.09	191.0	0.91	3.06	N
	Lower Zone	213.65	216.60	2.95	8.21	Y
	Incl.	213.65	214.94	1.29	16.57	Y
SZ-13-42	Incl.	213.65	214.14	0.49	29.40	Y
	Upper Zone	112.65	113.80	1.15	8.94	Y
	Incl.	112.65	113.19	0.54	17.00	Y
SZ-13-43	Lower Zone	141.10	143.06	1.96	16.03	Y
	Incl.	142.16	143.06	0.90	34.10	Y
	Upper Zone	133.85	134.32	0.47	3.77	N
SZ-13-44	Lower Zone	167.80	168.86	1.06	5.30	Y
	Incl.	168.37	168.86	0.49	9.12	Y
	Lower Zone	184.82	185.47	0.65	14.70	Y
SZ-13-45	Upper Zone	116.95	117.80	0.85	1.33	N
	Lower Zone	145.85	146.80	0.95	23.70	Y
SZ-13-46	Upper Zone	139.60	140.65	1.05	4.91	Y
	Lower Zone	174.55	176.55	2.00	13.10	Y
	Incl.	175.80	176.55	0.75	29.40	Y

OUTLOOK

Harte Gold is currently working on the following initiatives:

- Complete permitting required for the 70,000 tonne Advanced Exploration Program by the end of Q2 2013.
- Negotiate custom milling agreement

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- Negotiate contract mining agreement
- Complete construction of access road and site pad by the end of 2013
- Complete funding for the bulk sample project by the end of Q4 2013
- Complete bulk sample extraction during 2014/2015
- Commercial production decision during the course of 2014

RESULTS OF OPERATIONS

The Unaudited Interim Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and its interpretations adopted by the International Accounting Standards Board ("IASB").

Results of Operations	3 Months Ended March 31, 2013	3 Months Ended March 31, 2012
Net Income (Loss)	\$ 219,878	\$ (59,321)
Income / (Loss) per weighted average share	0.001	-

Balance Sheet	March 31, 2013	December 31, 2012
Total Assets	\$ 21,346,459	\$ 21,247,526
Cash and cash equivalents	1,494,337	2,587,839
Exploration and evaluation expenditures	19,243,612	18,053,084

During the 3 months ended March 31, 2013, the Company recorded net income of \$219,878 compared to a loss of \$59,321 for the 3 months ended March 31, 2012. The major difference relate to recognition of flow-through share premiums, which were significantly higher in Q1 2013 compared with Q1 2012.

Excluding income recognized from the flow-through share premiums and expenses related to stock-based compensation, corporate costs were \$154,825 for the 3 months ended March 31, 2013 compared to \$166,555 during the 3 months ended March 31, 2012.

For the 3 month period ended March 31, 2013, the Company's cash and cash equivalent position decreased to \$1,494,337 from \$2,587,839 at December 31, 2012. Cash was used to fund exploration and general corporate expenses.

Financing

During the 3 months ended March 31, 2013 and 2012, the Company did not undertake any financing activities.

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Corporate Expenses

The Company's policy is to capitalize all exploration and evaluation expenditures until a property becomes a producing mine or circumstances lead the Company to conclude that there has been an impairment in value. Accordingly, the results of operations reflect the Company's corporate expenses that are not capitalized to exploration and evaluation projects.

The following summarizes the major components of corporate expenses:

Expenses	3 Months Ended March 31, 2013	3 Months Ended March 31, 2012
Stock-based compensation	\$ -	\$ 664
Office and general	33,748	35,545
Management and consulting	60,000	60,000
Professional fees	19,237	10,181
Shareholder information	39,085	51,448
Flow-through share premium	(370,771)	(101,625)

- Office and general expenses decreased somewhat to \$33,748 for the 3 months ended March 31, 2013 compared to \$35,545 for the 3 months ended March 31, 2012.
- Management and consulting fees remained constant at \$60,000 for the 3 months ended March 31, 2013 and 2012.
- Professional fees increased to \$19,237 for the 3 months ended March 31, 2013 compared to \$10,181 for the 3 months ended March 31, 2012, reflecting higher legal, tax and audit fees in the period.
- Shareholder information costs decreased to \$39,085 for the 3 months ended March 31, 2013 compared to \$51,448 for the 3 months ended March 31, 2012. The decrease is attributable to lower costs incurred on investor relations initiatives during 2013.
- In Q1 2012, the Company renounced the expenses related to the July and December 2011 flow-through share issues, resulting in an income amount of \$101,625. \$370,771 was recognized in Q1 2013 and as a result of renouncing expenses related to the June, July and December 2012 flow-through share issues.

SUMMARY OF QUARTERLY RESULTS

	2013		2012			2011		
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
Total Revenue	\$ 3,932	\$ 2,342	\$ 7,384	\$ 5,337	\$ 6,273	\$ 7,433	\$ 5,486	\$ 6,781
Net Income / (Loss)	219,878	(171,946)	(115,487)	(648,512)	(59,321)	(130,962)	(262,570)	(259,531)
Income / (Loss) per Share - basic and fully diluted	0.001	(0.001)	(0.001)	(0.004)	-	(0.001)	(0.002)	(0.002)

Results of operations can vary significantly by quarter, as a result of a number of factors. The Company's level of activity and expenditures during a specific quarter are influenced by the level of working capital, the availability of external financing, the time required to gather, analyze and report on geological data

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related to its properties and the number of personnel required to advance each project.

The timing and amount of stock option grants affects the quarters. No expense was recorded in Q1 2013. In Q1 2012, the Company recorded stock option expense of \$664, \$470,940 in Q2 2012, \$nil in Q3 2012 and \$nil in Q4 2012. Stock option expense of \$7,565 in Q2 2011 and \$106,894 in Q3 2011. Minor expenses were recorded in Q4 2011.

Income from flow-through share issuance premiums of \$101,625 was recognized in Q1 2012 compared to \$370,771 in Q1 2013.

LIQUIDITY AND CAPITAL RESOURCES

The Company had a working capital surplus of \$1,092,975 at March 31, 2013 (working capital surplus of \$2,534,422 at December 31, 2012) excluding the liabilities for contingency provisions and flow-through share premiums.

During the 3 months ended March 31, 2013, \$1,176,810 was spent on exploration and evaluation costs for the Sugar Zone Property.

The Company expects to issue additional common shares to finance expanded exploration and evaluation programs as warranted.

The Company has relatively small contractual commitments to pay rent for office, living and core storage areas in White River, Ontario and for certain access rights to its properties, which commitments are summarized in the unaudited condensed interim financial statements.

In addition to the foregoing contractual commitments, the Company must also make various payments under its Halverson Option to acquire certain claims (remaining cash payments of \$120,000 through June 28, 2014 and work commitments of \$190,000 through June 28, 2015).

The Company made application to the Ministry of Northern Development and Mines ("MNDM") in Q4 2013 for a 70,000 tonne Advanced Exploration and Bulk Sample at the Sugar Zone deposit. The application included the submission of a Closure Plan, in connection with which Harte Gold provided \$348,906 to be held in trust by the MNDM to satisfy such Closure Plan requirements. The MNDM approved the Closure Plan in February 2013. The Ontario Ministries of Natural Resources and Environment are currently conducting environmental assessments ("EA") related to the project which EA's are anticipated to be completed end Q2 2013.

RELATED PARTY TRANSACTIONS

Management services by the Company's officers are provided on a contract basis, either directly or through corporate entities related to such officers. Additionally, the Company shares its premises and the costs of certain support personnel with related companies, and reimburses these related companies for its share. These transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

CONTINGENCIES

Mr. John Ternowesky, a former director of the Company, has filed a Statement of Claim in the amount of \$3,000,000 against the Company in the Ontario Superior Court of Justice. The claim alleges that Mr Ternowesky had provided services as a director and consultant to the Company during the period November 1993 through June 2001. The Company has filed a Statement of Defense and Counterclaim.

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Management is of the position that the claim by Mr. Ternowesky is without merit as there are no corporate records of any such services or agreements. The Company's Counterclaim is in respect of Mr. Ternowesky's breach of his duties as a director in respect of flow-through share issuances (see below) and seeks damages in the amount of \$750,000 relating to CRA liabilities and indemnity of \$750,000 for any amounts that may be needed to be reimbursed to investors, plus a discharge of any royalties owing to Mr. Ternowesky. (Mr. Ternowesky holds a portion of the royalties on Sugar Zone Property – see note 10). Mr. Ternowesky has made an offer to settle his claim at a significantly reduced amount but the Company has rejected this. At present, the Company believes it will prevail in this matter and no liability will result. Since any such liability is remote, no provision is included.

Pursuant to a 2009 audit by the Canada Revenue Agency ("CRA") of 2003 exploration expenses, current management conducted a review of expenditures incurred and filings made in respect of flow-through share issuances during the period 2003 – 2008. This review uncovered issues related to the use of flow-through funds, timing of expenditures and other related compliance matters. The Company has filed the required documents with CRA related to the issuance of flow-through common shares during this period and estimates it may incur interest charges and penalties associated with the foregoing and may incur other costs. These financial statements contain a provision of \$315,354 for the probable obligation to reimburse investors as a result of flow-through funds not spent within prescribed time limits. The Q1 2012 provision was \$427,425 comprised of both the probable obligation to reimburse investors and an amount for the interest charges and penalties under the Part XII.6 provisions in the Income Tax Act. During Q1, the Company received a CRA assessment notice in respect of the Part XII.6 interest and penalties in the amount of \$112,071, which was paid.

In addition to the claim against Mr. Ternowesky as noted above, the Company also filed a claim against the other former directors and officers of the Company that were retained, employed or otherwise engaged by the Company during the relevant period, for damages of \$750,000 relating to CRA liabilities and indemnity of \$750,000 for any amounts that may need to be reimbursed to investors. A number of such directors have in turn filed a claim against Mr. Ternowesky for any such damages or indemnity liability. Any recovery by the Company is very uncertain so no amount has been included in the financial statements for any such potential recovery.

FINANCIAL INSTRUMENTS

As at March 31, 2013, the Company's financial instruments are comprised of cash and cash equivalents, receivables, accounts payable and accrued liabilities. The carrying value of receivables, accounts payable and accrued liabilities approximate their fair values due to the relatively short periods to maturity of these financial instruments.

The Company's cash and cash equivalents are held through a Canadian chartered bank. The Company's current policy is to invest excess cash in a money market fund administered by the brokerage subsidiary of a Canadian chartered bank.

The Company has no debt instruments.

RISKS AND UNCERTAINTIES

The exploration and development of mineral properties involves a high degree of risk, and the successful achievement of a profitable operation cannot be assured. Many exploration programs do not result in the discovery of mineralization; moreover, mineralization discovered may not be of sufficient quantity or quality to be profitably mined. Costs of finding and evaluating an ore body are substantial, and may take several years to complete. The Company must overcome many risks associated with an early stage

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exploration property. Outstanding items to be completed include, but are not limited to, identification and quantification of a commercially viable ore body, confirmation of the Company's interest in the underlying claims and leases, completion of a feasibility study, funding of all costs to a commercial operating venture, completion of the permitting process, detailed engineering and procurement of a processing plant, and constructing a facility to support the mining activity. Construction and operational risks including, but not limited to, equipment and plant performance, metallurgical, environmental, cost estimation accuracy, and workforce performance and dependability will all affect the profitability of an operating property.

External financing, primarily through the issuance of common shares, will be required to fund the Company's activities. There can be no assurance that the Company will be able to raise the requisite financing in the future.

OUTSTANDING SHARE DATA AS OF MAY 14, 2013

Issued and outstanding common shares	191,181,554
Share purchase warrants	12,131,121
Options	16,210,000
Fully Diluted shares	218,522,675

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. There have been no material changes in the Company's internal control over financial reporting during the quarter ended March 31, 2013 that have materially affected, or are reasonably likely to materially affect, internal control over financial reporting.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of Management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. Such risks and uncertainties include, but are not limited to, risks associated with the mining industry, including operational risks in exploration, development and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of reserve estimates; the uncertainty of estimates and projections in relation to production, costs and expenses; the uncertainty surrounding the ability of the Company to obtain all permits, consents or authorizations required for its operations and activities; and health, safety and environmental risks, the risk of commodity price and foreign exchange rate fluctuations, the ability of Harte Gold to fund the capital and operating expenses necessary to achieve the business objectives of Harte Gold, the uncertainty associated with commercial negotiations and negotiating with foreign governments and risks associated with international business activities, as well as those risks described in public disclosure documents filed by the Company. Due to the risks, uncertainties and assumptions inherent in forward-looking statements, prospective investors in securities of the Company should not place undue reliance on these forward-looking statements. Statements in relation to "reserves" or "resources" are deemed to be forward-looking

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statements, as they involve the implied assessment, based on certain estimates and assumptions, that the reserves or resources described may be profitably produced in the future.

Readers are cautioned that the foregoing list of risks, uncertainties and other factors are not exhaustive. The forward-looking statements contained in this press release are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or in any other documents filed with Canadian securities regulatory authorities, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. The forward-looking statements are expressly qualified by this cautionary statement.

May 14, 2013

"Stephen G. Roman"

Stephen G. Roman
Chairman, President and CEO

"Rein A. Lehari"

Rein A. Lehari C.A.
Chief Financial Officer