HARTE GOLD CORP.
Management's Discussion and Analysis of Financial Condition and Results of Operations
for the 3 months ended March 31, 2012

The following discussion of the results of operations and financial condition of Harte Gold Corp. ("Harte Gold" or "the Company") prepared as of May 15, 2012 summarizes management's review of the factors that affected the Company's financial and operating performance for the three months ended March 31, 2012, 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, 2012 ("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 2011 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 412 contiguous claims, covering an area of approximately 80,000 acres, 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 Block Model mineral resource estimate which outlines a National Instrument 43-101("NI 43-101") compliant resource containing an Indicated Resource of 319,280 ounces of gold grading 10.13 grams / tonne and an Inferred Resource of 155,900 ounces of gold grading 8.36 grams / tonne, uncapped. The NI 43-101 was completed by Watts, Griffis and McOuat Limited and is available on the Company web site at www.hartegold.com or on Sedar at www.sedar.com.

The current resource estimate reflects an increase in the number of contained ounces from the previous NI 43-101 dated September 17, 2010. This increase is based on the results of a 7,500 metre drill program conducted during the winter and summer of 2011. Drilling was designed to test mineralized extensions at depth and along strike.

Assay results from the 2011 program include consistent, high grade mineralization that has enabled the Company to extend the orebody down dip an additional 100 metres to cover an area from surface to 400 metres. Assays from two drill holes below the 400 metre level show high grade gold mineralization and a potential convergence of the upper and lower zones.

Continued high grade intercepts during the 2011 drill program provided a strong indication that the Sugar Zone deposit extends at depth. A down-hole geophysics program conducted in summer 2011 indicated the presence of additional deep and parallel targets that require follow-up drilling.

As of the date hereof the Company has released assay results from the first four holes of its current 7,000 metre drill program. Assay results continue to include consistent, high grade mineralization across consistent widths with visible gold ("VG").

Harte is currently engaged in a regional exploration initiative designed to follow up on several Induced Polarization ("IP") and Magnetometer ("Mag") surveys completed during 2011 in order to build a database of prospective targets to be categorized and systematically drilled.

Harte recently flew a VTEM survey to cover the entire greenstone belt within the Sugar Zone Property which combined with a regional exploration effort has identified a contact zone where the mafic volcanic unit that hosts the Sugar Zone Deposit, meets the sedimentary unit which appears to host base metal as well as gold mineralization.

Permitting and technical studies associated with advanced exploration and production are currently underway and a Preliminary Economic Assessment ("PEA") is scheduled for completion in June 2012. The PEA will identify mine design, mining methods, milling and processing and provide initial project economics. This study marks a significant step forward in the development of the Sugar Zone Deposit as an operating mine.

OUTLOOK

Harte Gold's 2012 exploration program at the Sugar Zone property includes the following:

- A 7,000 metre drill program is testing mineralized extensions of the Sugar Zone Deposit at depth and is designed to significantly increase resources. The program will also test potential down dip and parallel targets indentified in the summer 2011 down-hole geophysics program and recently identified Nickel-Copper targets.

- Permitting and technical studies associated with advanced exploration and production at the Sugar Zone Deposit are on-going. The PEA will provide estimated capital costs, mine lay-out and design, mining and milling alternatives and project economics.

- Harte is compiling data from its recent VTEM survey with data from the VTEM survey completed in 2011 to establish a database that covers the entire greenstone belt contained within our claims group.

- Harte field personnel are currently ground proofing VTEM drill targets located approximately 10 kilometres north-west of the Sugar Zone Deposit. These drill targets are located in the same area where previous exploration returned elevated Nickel–Copper values. The VTEM drill targets represent a significant opportunity for a base metal discovery.

- The Company plans further IP and Mag surveys over a northwest – southeast trending mafic volcanic - sedimentary contact zone, west of the Sugar Zone Deposit. The Contact Zone has returned numerous high grade gold assays from surface samples.

- Continuing roadwork to provide improved access and permitting related to bulk sample are on-going.

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, 2012**		3 Months Ended March 31, 2011
Net Income (Loss)	**$**	**(59,321)**	$	320,211
Income / (Loss) per weighted average share	**$**	**-**	$	0.002

Balance Sheet		**March 31, 2012**		December 31, 2011
Total Assets	**$**	**16,722,496**	$	16,840,588
Cash and cash equivalents		**3,347,792**		4,320,645
Exploration and evaluation expenditures		**13,036,042**		12,114,761

During the 3 months ended March 31, 2012, the Company incurred a loss of $59,321 compared to a net income of $320,221 for the 3 months ended March 31, 2011. The major differences relate to recognition of flow-through share premiums and the timing of stock option grants.

Excluding income recognized from the flow-through share premiums and expenses related to stock-based compensation, corporate costs were $166,555 for the 3 months ended March 31, 2012 compared to $153,699 during the 3 months ended March 31, 2011.

For the 3 month period ended March 31, 2012, the Company's cash and cash equivalent position decreased to $3,347,792 from $4,320,645 at December 31, 2011. Cash was used to fund exploration and general corporate expenses.

Financing

During the 3 months ended March 31, 2012, the Company did not undertake any financing activities. During 3 months ended March 31, 2011, the Company received $58,000 on the exercise of common share purchase warrants.

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, 2012**		3 Months Ended March 31, 2011
Stock-based compensation	**$**	**664**	$	76,080
Office and general		**35,545**		38,470
Management and consulting		**60,000**		60,000
Professional fees		**10,181**		16,147
Shareholder information		**51,448**		34,690
Flow-through share premium		**(101,625)**		(547,571)

- The Company incurred $664 in stock-based compensation expense for the 3 months ended March 31, 2012 compared to $76,080 for the 3 months ended March 31, 2011. Stock-based compensation expense is dependent on the timing of option grants. In 2011, the expense reflects the granting of 200,000 options on February 14, 2011 that vested immediately and 50,000 options that only vested over the subsequent 4 quarters. Additionally, 950,000 options were granted on February 14, 2011 which are capitalized to exploration and evaluation expenditures, rather than expensed. The 2012 expense reflects the vesting of options that were granted in 2011.

- Office and general expenses decreased somewhat to $35,545 for the 3 months ended March 31, 2012 compared to $38,470 for the 3 months ended March 31, 2011.

- Management and consulting fees remained constant at $60,000 for the 3 months ended March 31, 2012 and 2011.

- Professional fees decreased somewhat to $10,181 for the 3 months ended March 31, 2012 compared to $16,147 for the 3 months ended March 31, 2011, reflecting lower legal and audit fees in the period.

- Shareholder information costs increased to $51,448 for the 3 months ended March 31, 2012 compared to $34,690 for the 3 months ended March 31, 2011. The increase is attributable to higher costs incurred on investor relations during 2012.

- In Q1 2011, the Company renounced the expenses related to the June and December 2010 flow-through share issues, resulting in an income amount of $547,571. $101,625 was recognized in Q1 2012 and as a result of renouncing expenses related to the July 2011 flow-through share issuance.

SUMMARY OF QUARTERLY RESULTS

	2012	**2011**				**2010**		
	Q1	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**
Total Revenue	$ 6,273	$ 7,433	$ 5,486	$ 6,781	$ 2,429	$ 303	$ -	$ -
Net Income / (Loss)	(59,321)	(130,962)	(262,570)	(259,531)	320,221	(547,568)	(1,155,572)	(107,997)
Income / (Loss) per Share - basic and fully diluted	(0.000)	(0.001)	(0.002)	(0.002)	0.002	(0.004)	(0.009)	(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 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. In Q3 2010, the Company recorded stock option expense of $979,040 and $318,890 in Q4 2010. Stock option expense of $76,080 was recorded in Q1 2011, $7,565 in Q2 2011 and $106,894 in Q3 2011. Minor expenses were recorded in Q4 2011 and Q1 2012.

Income from flow-through share issuance premiums was recognized in Q1 2011 of $547,571 compared to $101,625 in Q1 2012.

LIQUIDITY AND CAPITAL RESOURCES

The Company had a working capital surplus of $3,380,279 at March 31, 2012 (working capital surplus of $4,106,902 at December 31, 2011) excluding the liabilities for contingency provisions and flow-through share premiums.

During the 3 months ended March 31, 2012, $921,281 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 Corona and Halverson Options, which options are described hereafter:

- Under the option to acquire Corona's 51% interest in the Sugar Zone Property, Harte Gold must pay $90,000 every six months plus a payment of $2,500,000 prior to May 28, 2012 or $3,000,000 prior to May 28, 2013.
- Under the Halverson option to acquire certain claims, the Company must make cash payments of $160,000 and incur work commitments of $300,000 over the 3 years ended June 28, 2014 and issue 100,000 common shares on June 28, 2012. (check)

A PEA is being completed on the Company's Sugar Zone deposit in Q2, 2012. The Company expects this will lead to a mine development decision, which would then require permitting and technical studies associated with advanced exploration and production. To maintain an aggressive development schedule and to continue its exploration of the overall greenstone belt, Harte Gold will require additional funding through equity issuances of its common shares over the next 24 months.

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 Defence and Counterclaim. 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 $144,125 (2010 - $144,125) to reflect the interest charges and penalties that are probable under the Part XII.6 provisions in the Income Tax Act. In addition, it is probable the Company will be obligated to reimburse investors for an estimated amount of $283,300 (2010 - $283,300), which has been accrued, in tax liabilities and interest due to CRA re-assessments which re-assessments are a result of flow through funds not spent within prescribed time limits. The Company has approached CRA with a proposal to minimize payments associated with the above. While some relief may be obtained, any such amount is uncertain and may not be material and so has been excluded from the provision.

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, 2012, 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 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 processin 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 15, 2012

Issued and outstanding common shares	164,888,118
Share purchase warrants	93,000
Options	13,400,000
Fully diluted shares	178,381,114

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, 2012 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 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 15, 2012

"Stephen G. Roman"
Stephen G. Roman
Chairman, President and CEO

"Rein A. Lehari"
Rein A. Lehari C.A.
Chief Financial Officer