HARTE GOLD CORP.
Management's Discussion and Analysis of Financial Condition and Results of Operations
for the 3 months ended March 31, 2015

The following discussion of the results of operations and financial condition of Harte Gold Corp. ("Harte Gold" or "the Company") prepared as of May 13, 2015 summarizes management's review of the factors that affected the Company's financial and operating performance for the three months ended March 31, 2015, 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, 2015 ("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 2014 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 gold exploration projects: the 100% owned Sugar Zone Property, located 60 km east of the Hemlo area gold mines and northeast of the town of White River as well as the Stoughton-Abitibi Property (formerly Stoughton-Porcupine), located 110 km east of Timmins and held 100% for the majority of the claims and 90% for the remaining claims.

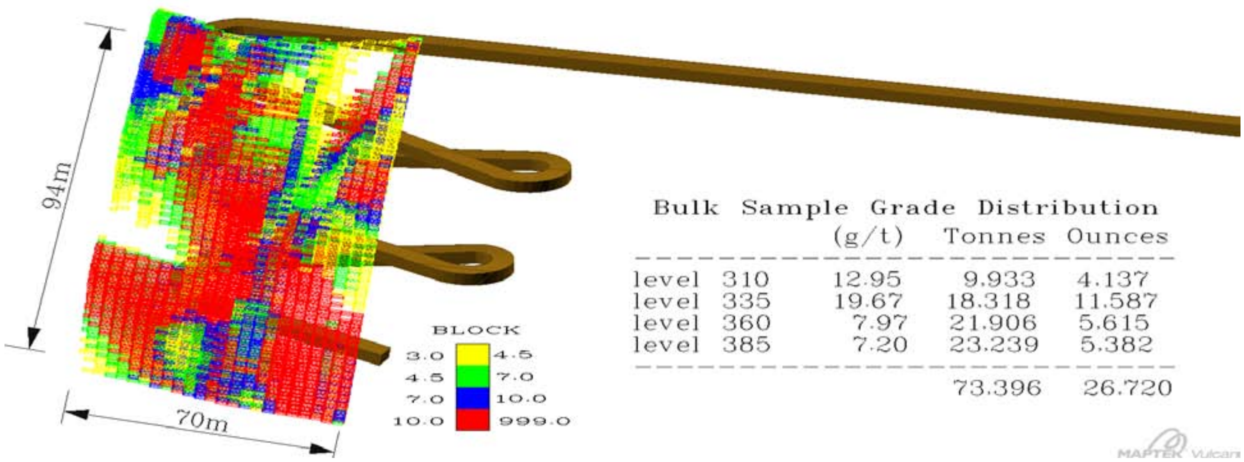
The Company's exploration and mine development activities are focused on the Sugar Zone Property which is approximately 29,300 hectares in size, comprising both mining claims and leases. The Sugar Zone Property covers an entire greenstone belt which includes the Sugar Zone Deposit within a surrounding buffer zone of claims. The Sugar Zone Deposit contains an NI 43-101 compliant Indicated Resource of 980,900 tonnes, grading 10.13 g/t for 319,280 ounces of contained gold (uncapped) and an Inferred Resource of 580,500 tonnes, grading 8.36 g/t for 155,960 ounces of contained gold (uncapped).

Exploration work on the Stoughton-Abitibi Property has been limited in recent years as the Company focused on the Sugar Zone mine development and regional exploration.

SUGAR ZONE PROPERTY UPDATE

During Q1 2015, and to the date hereof, Harte Gold announced drill results from an in-fill drill program at the "Jewelry Box" ("JB") Zone, the focus of the Advanced Exploration and Block Sample Program ("AEBSP"). The drill program established 25 meter spacing between drill holes and continuity of grade. Drill results were consistent with previous high grade results at the JB Zone. Harte Gold also received ministerial approval for an amendment to its Closure Plan to facilitate more efficient access to the JB Zone. The AEBSP is scheduled to begin in June 2015.

The Bulk Sample Grade Distribution map below is based on drill hole assays from JB drill programs and was prepared by mining engineers retained by Harte Gold to develop the JB mine plan. The map provides a representation of the ramp and level development and anticipated yield from the bulk sample.



Harte Gold also entered into a Heads of Agreement for the bulk sample of the JB Zone ("Heads of Agreement") with Technica Mining ("Technica") under which Technica will construct the surface works and mine the Bulk Sample at a fixed price of approximately $20 million. Under the Heads of Agreement, Technica will receive $5 million of its fee in the form of Harte Gold common shares, issuable at the rate of $0.15 per common share. The common shares can be put back to the Company at a 100% premium for a period of 36 months following completion of the bulk sample, subject to a maximum 25% of free cash flow in any period. Additionally, Technica will receive 0.25 warrants for every common share issued. Each full warrant is exercisable for a period of 18 months following completion of the Bulk Sample at $0.30 per common share. The Heads of Agreement is subject to completion of a Definitive Agreement and regulatory approvals.

Technica is a highly regarded and competent group that has an excellent track record, having provided contract mining services to some of the largest mining companies in the Sudbury basin. Harte Gold is currently in negotiations with area mills for the provision of contract milling services for the Bulk Sample. Harte Gold views the cost certainty and common share component of the Agreement as key to aligning the interests of the Company and its contract miner for the Bulk Sample.

During the reporting period, Harte Gold completed a two-phase exploration drill program of approximately 2,500 meters. The programs tested Induced Polarization / Magnetometer ("IP") targets generated under the 2014 IP programs on strike of the Sugar Zone Deposit and the recently identified "Contact Zone".

The drill programs led to the discovery of the "Footwall Zone" which is a new gold bearing vein system located approximately 50 meters east of the Sugar Zone Deposit and, a material increase in the strike length of the Sugar Zone Deposit. All three zones, Upper, Lower and Footwall zones were intersected approximately 300 meters south of the previously defined southern extent of the Sugar Zone Deposit.

Preliminary near-surface drilling in the Contact Zone intersected 47 meters of sericite schist flanking siliceous sediments. The Contact Zone holds the potential to host similar gold mineralization as previously discovered at the Wolf Zone.

Harte Gold also submitted final documentation to the Ontario Ministry of Northern Development and Mines and paid the first year's rent due under a 21 year surface and mining rights lease for the core mining claims at the Sugar Zone property. Leased claims are a requirement for commercial production.

The Company has identified the following principal areas of interest for further exploration at the Sugar Zone Property:

- Sugar Zone Deposit – potential en echelon Footwall Zone and southern extension of the Sugar Zone Deposit.
- Sugar Zone Deposit – perform additional deep drilling of the Sugar Zone Deposit from underground development workings to further investigate extensions of the deposit to depth, following up on the previous intersection of 10.5 g/t over 3.2 meters at a depth of 1,000 meters.
- Wolf Zone - mineralized zone 1.5 kilometers north of the Sugar Zone Deposit and source of the high grade Peacock boulder train (assays up to 87 g/t), features 9.5 g/t over 7.5 meters including a high grade core of 22.9 g/t over 3 meters.
- Contact Zone – siliceous sediment and sericite schist contact zone mapped for three kilometers. 2014 drilling confirmed the presence of anomalous gold and pathfinder elements similar to the Hemlo Deposit.

OUTLOOK

Harte Gold is currently working on the following initiatives:

- Final road work and its preparation in support of the Bulk Sample.
- Finalize milling initiatives
- Finalize financial arrangements for the Bulk Sample.
- Continue regional exploration on high priority targets to expand the gold resource.

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, 2015**		3 Months Ended March 31, 2014
Net Income (Loss)	**$**	**(160,223)**	$	98,484
Income / (Loss) per weighted average share	**$**	**(0.001)**	$	-
Balance Sheet		**March 31, 2015**		December 31, 2014
Total Assets	**$**	**26,024,691**	$	26,006,144
Cash and cash equivalents		**1,196,630**		1,656,234
Exploration and evaluation expenditures		**24,323,524**		23,769,300

During the 3 months ended March 31, 2015, the Company recorded net loss of $160,223 compared to a net income of $98,484 for the 3 months ended March 31, 2014. The major difference relate to recognition of flow-through share premiums, which were significantly higher in Q1 2014 compared with Q1 2015.

Excluding income recognized from the flow-through share premiums, corporate costs were $218,724 for the 3 months ended March 31, 2015 compared to $136,731 during the 3 months ended March 31, 2014.

For the 3 month period ended March 31, 2015, the Company's cash and cash equivalent position decreased to $1,196,630 from $1,656,234 at December 31, 2014. Cash was used to fund exploration and general corporate expenses.

Financing

During the 3 months ended March 31, 2015, the Company completed the final tranche of a non-brokered private placement of units for gross proceeds of $250,000 as well as an additional non-brokered private placement of units for gross proceeds of $300,000. During the 3 months ended March 31, 2014, the Company completed the final tranche of a non-brokered private placement of units for gross proceeds of $180,000.

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, 2015**		3 Months Ended March 31, 2014
Office and general	**$**	**43,792**	$	32,506
Management and consulting		**110,000**		60,000
Professional fees		**9,275**		10,600
Shareholder information		**50,515**		32,196
Flow-through share premium		**(56,673)**		(234,278)

- Office and general expenses increased in Q1 2015 due to an increased allocation of office staff time to Harte Gold matters and the corresponding increase in office rent allocation.

- Management and consulting expenses increased as a result of bonus awards during Q1 2015.

- Shareholder information expenses increased in Q1 2015 as a result of attending and setting up a booth at a Vancouver investor forum plus the costs of advertisement in a publication.

- In Q1 2014, the Company renounced the expenses related to the 2013 flow-through share issues, resulting in an income amount of $234,278. $56,673 was recognized in Q1 2015 and as a result of renouncing expenses related to the 2014 flow-through share issues.

SUMMARY OF QUARTERLY RESULTS

	2015	2014				2013		
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
Total Revenue	$ 1,828	$ 6,582	$ 2,044	$ 716	$ 937	$ 6,336	$ -	$ 1,260
Net Income / (Loss)	(160,223)	(437,716)	(240,073)	(418,840)	98,484	(742,191)	(132,743)	(116,415)
Income / (Loss) per Share - basic and fully diluted	(0.001)	(0.002)	(0.001)	(0.002)	-	(0.003)	(0.001)	(0.001)

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. No stock-based compensation expense was recorded in 2013 as no stock options were granted. Stock-based compensation expense of $268,648 was recorded in Q2 2014 and a further expense of $118,936 was recorded in Q3 2014.

Income from flow-through share issuance premiums was recognized in Q1 2014 of $234,278 compared to $56,673 in Q1 2015.

Expenses increased in Q4 2013 as a result of the impairment provision of $66,842 recorded against the Stoughton-Abitibi Property during the quarter.

Q4 2013 includes an expense of $539,132 for deferred income taxes recognized for the year compared to $287,379 recognized in Q4 2014.

With the exception of the foregoing, expenses were relatively stable throughout the quarters.

LIQUIDITY AND CAPITAL RESOURCES

The Company had a working capital surplus of $1,170,757 at March 31, 2015 (working capital surplus of $1,430,386 at December 31, 2014) excluding the liabilities for contingency provisions and flow-through share premiums.

During the 3 months ended March 31, 2015, $549,859 was spent on exploration and evaluation costs for the Sugar Zone Property.

Management believes the Company has sufficient working capital resources at present. However, as described below, additional funding will be required for the proposed Advanced Exploration and Bulk Sample. The Company is evaluating various funding structure alternatives.

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.

The Company made application to the Ministry of Northern Development and Mines ("MNDM") in Q4 2012 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 (current balance held in trust is $353,933). The MNDM approved the Closure Plan in February 2013 as well as an amendment to the Closure Plan dated December 2014. As of the date hereof, the Company has received approval for all permits required to conduct the Advanced Exploration and Bulk Sample. The Company will require additional funding to fund the Advanced Exploration and Bulk Sample program.

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

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 subsequently filed the required documents with CRA related to the issuance of flow-through common shares during this period. During the year ended December 31, 2013, the Company paid a CRA assessment notice in respect of the Part XII.6 interest and penalties and reimbursed investors for a total expenditure of $323,608 ($1,668 during the year ended December 31, 2014). No payments were made in Q1 2015. The Company estimates that the remaining provision of $103,817 is sufficient for any additional reimbursements that may be required.

The Company has filed a claim against 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 have been or may need to be reimbursed to investors. 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, 2015, 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 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 13, 2015

Issued and outstanding common shares	257,251,032
Share purchase warrants	46,287,188
Options	21,300,000
Fully Diluted shares	334,838,220

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, 2015 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 13, 2015

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

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