IRON CREEK
CAPITAL CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE SIX MONTHS ENDED JULY 31, 2014

GENERAL

This Management's Discussion and Analysis ("MD&A") supplements, but does not form part of, the condensed consolidated interim financial statements of Iron Creek Capital Corp. (the "Company or Iron Creek") for the six months ended July 31, 2014. The following information, prepared as of September 26, 2014 should be read in conjunction with the Company's condensed consolidated interim financial statements for the six months ended July 31, 2014 and the related notes contained therein. In addition, the following information should be read in conjunction with the audited consolidated financial statements of the Company for the year ended January 31, 2014 and the related MD&A. The Company reports its financial position, results of operations and cash flows in accordance with International Financial Reporting Standards ("IFRS"). All amounts are expressed in Canadian dollars unless otherwise indicated. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

FORWARD LOOKING STATEMENTS

This MD&A may contain "forward-looking statements" that reflect the Company's current expectations and projections about its future results. Forward-looking statements are statements that are not historical facts, and include but are not limited to:

a) estimates and their underlying assumptions;
b) statements regarding plans, objectives and expectations with respect to the effectiveness of the Company's business model, future operations, the impact of regulatory initiatives on the Company's operations, and market opportunities;
c) general industry and macroeconomic growth rates;
d) expectations related to possible joint or strategic ventures; and
e) statements regarding future performance.

Forward-looking statements used in this MD&A are subject to various risks, uncertainties and other factors, most of which are difficult to predict and are generally beyond the control of the Company. These risks, uncertainties and other factors may include, but are not limited to: unavailability of financing, failure to identify commercially viable mineral reserves, fluctuations in the market valuation for commodities, difficulties in obtaining required approvals for the development of a mineral project, and other factors.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicated herein. Due to risks, uncertainties and other factors, including the risks, uncertainties and other factors identified above and elsewhere in this MD&A, actual events may differ materially from current expectations. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise except as required by securities law.

DESCRIPTION OF BUSINESS

Iron Creek Capital Corp. is a Vancouver-based mineral exploration company engaged in the acquisition and exploration of precious and base metal projects in Chile. The Company is a reporting issuer in British Columbia, Alberta and Ontario, and trades on the TSX Venture Exchange ("TSX-V") as a Tier 2 issuer under the symbol IRN.

HIGHLIGHTS FOR THE QUARTER ENDING JULY 31, 2014

During the quarter the Company focused on continuing its evaluation of the existing portfolio of properties, and conducting regional reconnaissance work, including the evaluation of several third party properties. The Company concluded the acquisition of several new exploration properties from Minera Fuego Limitada ("Fuego"), and in addition, the Company received the first quarterly exploration report from Kinross Chile Limitada ("Kinross") relating to its exploration activities on Iron Creek's optioned Las Pampas property. Subsequent to quarter end, the Company announced the signing of a non-binding agreement with Polar Star Mining Corporation to merge the two companies.

- The Company incurred $460,786 in net exploration expenditures for the quarter compared to $243,111 for the equivalent period in the prior year. The major part of the increased expenditures was related to the reimbursement of annual exploration and mining tenement fees paid to Fuego, as per the agreement between the two companies.
- The Company announced on July 14, 2014 the appointment of Ms. Chiara Orrigoni as Manager of Investor Relations.
- On May 6, 2014 the Company announced that it had signed a binding Letter of Intent with Fuego, a privately owned Chilean exploration company, whereby Iron Creek would acquire a 100% interest in five concessations prospective for gold, silver and copper, located in northern Chile. This acquisition agreement was completed on July 22, 2014. In consideration for the concessions, the Company granted to Fuego a 2% net smelter return ("NSR") royalty on precious metals and a 1% NSR royalty on base metals mined from the concessions ("NSR Royalties") and issued 3,479,464 common shares representing 9.9% of the issued and outstanding share capital of the Company at the time. Subject to regulatory approval, the Company will issue a further 1 million common shares to Fuego upon completion by the Company of its first feasibility study regarding a project to be developed on any of the five concessions. Iron Creek has the right to acquire 50% of each of the NSR Royalties on each property in consideration of a cash payment to Fuego of US$5.0 million, on a property by property basis.
- On July 22, 2014 as part of the agreement with Fuego, the Company appointed Raymond Jannas to the Board of Directors.
- Since the acquisition of the Fuego properties, considerable progress has been made in organising historic technical databases, supported by surface geological and geochemical studies, in order to enhance the properties and re-define priority targets. The Company is actively engaged in looking for potential partners for its projects.
- Towards the end of July 2014, Kinross supplied the Company with the first quarterly exploration report relating to Kinross' exploration activities on the optioned Las Pampas property. Kinross has largely completed a review of historic data and has carried out detailed geological mapping and geochemical sampling in several areas.
- On July 24, 2014, the Company granted 2,995,000 incentive stock options exercisable at $0.25 per share for a period of five years to directors, officers, employees, management company employees, and consultants to the Company.
- Subsequent to the quarter end, on September 19, 2014, the Company announced that it had signed a non-binding Letter of Intent with Polar Star Mining Corporation ("Polar Star"), a TSX listed company (under the symbol PSR) with exploration properties in Chile, whereby Polar Star and the Company have agreed in principle to merge the two companies via a statutory amalgamation, plan of arrangement or similar shareholder approved transaction, which will result in Polar Star acquiring all of the outstanding common shares of Iron Creek.

OUTLOOK

Iron Creek and Polar Star will strive to arrive at a definitive agreement for the proposed merger within 30 days, and close the deal prior to year-end. The combined companies will re-brand under a new name ("Newco") and will control more than 330,000 hectares of highly prospective exploration ground in northern Chile focused on copper, gold and silver. Newco will have three existing and active option and joint venture agreements with major mining companies. Iron Creek continues to monitor and support the exploration work being carried out by Kinross at Las Pampas, where exploration to date has shown excellent potential for high-grade gold-silver veins amongst other targets. Historic databases from the properties acquired from Fuego will continue to be refined and complemented by new surface exploration of the properties over the coming months, prior to looking for partners to drill test the priority targets. Additionally, efforts will be increased to find a partner for the T4 property, which is a drill-ready, iron oxide copper-gold ("IOCG") target. The Company will continue to evaluate and pursue new business opportunities, principally to expand the property portfolio in Chile.

EXPLORATION REVIEW FOR QUARTER ENDING JULY 31, 2014

Please refer to Iron Creek's website at www.ironcreekcapital.com for detailed information on the location, history and geologic setting for each of its properties. During the quarter ended July 31, 2014, exploration activities increased due to the funding made available by the $5.6 million financing that closed at the end of the previous quarter. The Company also continued to make considerable progress with corporate objectives during the quarter including the closing of the acquisition deal with Fuego, and the post-quarter announcement of the proposed merger with Polar Star, which will allow the Company to pursue its business objectives in Chile.

Las Pampas Property

Previous exploration activities at the wholly owned Las Pampas property, currently optioned to Kinross, including drilling, have returned excellent geological, geochemical and geophysical results indicative of low sulphidation epithermal bonanza precious metals veins - the main target type sought - together with evidence for possible disseminated precious metals targets and deep porphyry copper targets.

During the last quarter, Kinross' team mobilised to set up a full-time base in Antofagasta with a senior geologist in charge. A consultant geologist was hired who carried out two weeks field mapping in the Cerros Bayos and Cerro 1860 target areas, as well as carrying out a detailed review of structure, alteration and geochemistry over the property. 3,200 soil samples, including inserted QA/QC samples, previously collected by Iron Creek and held in the Company's storage facilities, were submitted for geochemical analyses. These soil samples were part of an infill programme covering a 10 km x 2 km As-Sb anomaly highlighted from prior regional soil sampling campaigns undertaken by Iron Creek.

Since Kinross started exploration work on the property, expenditures incurred by Iron Creek have been minimal. For the quarter ended July 31, 2014, the Company incurred costs of $15,528 on the property (compared to costs of $125,257 for the equivalent period in the previous year). Much of this expenditure was related to property title maintenance and $28,631 was recovered from Kinross (compared to $nil in the equivalent period in the previous year).

For details of the agreement between Kinross and the Company, please refer to the Company's website and the news releases dated August 8, 2013, and April 14, 2014. A subsidiary of Hochschild Mining PLC ("Hochschild") retains a 2% NSR royalty on the northern portion of the Las Pampas property (previously known as Pampa Buenos Aires) totaling approximately 37,000 hectares.

Magallanes Property

For the quarter ended July 31, 2014, the Company incurred nominal costs on the wholly owned Magallanes property, mostly related to property maintenance. No significant exploration activities were undertaken on the approximately 127 hectare property during the quarter.

T4 Property

For the quarter ended July 31, 2014, the Company incurred costs of $24,284 on the wholly owned T4 property (compared to costs of $7,291 for the equivalent period in the previous year). Efforts have focused on obtaining a joint venture partner for this highly attractive, drill-ready, IOCG property, covering more than 5,000 hectares.

Victoria Property

Iron Creek retains an uncapped 2% NSR royalty on any and all future production from the Victoria property that is 100% owned and operated by a subsidiary of Hochschild. Victoria comprises an approximately 45,000 hectares land package along the main northern Chile porphyry copper belt, and contains multiple copper and precious metals targets within the property package.

Regional Exploration

The Company continued to carry out regional reconnaissance exploration activities combined with the evaluation of potential property acquisitions, mostly in northern Chile and Mexico. During the quarter ended July 31, 2014, the Company incurred costs of $140,778 in regional exploration (compared to costs of $109,374 for the equivalent period in the previous year).

Acquisition of Minera Fuego Properties

In July 2014, the Company completed the acquisition of a 100% interest in five properties, namely the San Guillermo, Reina Hija, Calvario-Mirador, San Valentino, and Bronce Weste concessions located in northern Chile. In consideration for the concessions, the Company granted Fuego a 2% NSR on precious metals and a 1% NSR on base metals mined from the concessions and issued 3,479,464 common shares which represented 9.9% of the issued and outstanding share capital of the Company valued at $800,277. Additionally, subject to regulatory approval, the Company will issue a further 1 million common shares to Fuego upon completion by the Company of its first feasibility study regarding a project to be developed on any of the five concessions. The Company has the perpetual right to acquire 50% of each of the NSR Royalties on each property in consideration of a cash payment to Fuego of $US5 million, on a property by property basis.

Please refer to the Company’s website and the news releases dated May 6, 2014 and July 22, 2014 for further information about the Fuego acquisition.

San Guillermo

The 100% owned San Guillermo property covers approximately 33,215 hectares, 24,815 hectares of which were acquired as part of the Fuego transaction and the remainder being properties staked by Iron Creek.

The San Guillermo property covers approximately 35 kilometres (“km”) of continuous strike length of the prospective Dominador Fault Zone, and lies within the Paleocene volcanic belt of northern Chile that hosts some of the most important precious metals and copper deposits in the country. The property is situated along trend and approximately 135 km to the south-southwest of Yamana Gold's (“Yamana”) important El Peñon and Fortuna mines, which host a series of high-grade, low-sulphidation epithermal gold and silver veins, and also surrounds Yamana's Amancaya precious metals vein project that has a published inferred mineral resource, and that was recently the subject of a sale agreement between Yamana and Austral Gold Limited. The San Guillermo property is principally prospective for high-grade, vein-style, epithermal precious metals mineralization of low-sulphidation type, although zones of advanced argillic alteration also suggest potential for epithermal precious metals mineralisation of high-sulphidation type as well as possibly deep porphyry copper mineralization beneath extensive lithocaps.

Historic exploration activities to date have included geological mapping of outcropping areas; restricted areas of surface mobile metal ion (“MMI”) geochemical sampling grids; trenching of some geochemical anomalies; limited areas of geophysical coverage including magnetics and IP; and drill testing (46,000 metres of drilling was completed in several phases) of several widely spaced targets. Surface geochemical sampling is being extended across the property and additional geological mapping of outcrops and trenches is being carried out. Historic data and newly acquired data are being recompiled and target models are being refined.

For the quarter ended July 31, 2014, the Company incurred costs of $188,556 on the property (compared to costs of $Nil for the equivalent period in the previous year).

Reina Hija

The 100% owned Reina Hija property covers approximately 3,500 hectares, 1,800 hectares of which were acquired as part of the Fuego transaction and the remainder being properties staked by Iron Creek. Reina Hija lies along the northern extensions of the Eocene-Oligocene porphyry copper belt of northern Chile - the Domeyko Cordillera - that hosts some of the most important copper deposits in the country. The property is situated along trend and approximately 120 km north-northwest of the giant porphyry copper district of Collahuasi (Anglo American and Glencore) in northern Chile.

Historic exploration activities to date have included geological mapping of outcropping areas; surface MMI geochemical sampling grids; and ground magnetics coverage. More detailed geological and alteration mapping is being done across the property. Historic data and newly acquired data will be recompiled and target models refined.

For the quarter ended July 31, 2014, the Company incurred costs of $15,765 on the property (compared to costs of $Nil for the equivalent period in the previous year).

Calvario

The 100% owned Calvario property covers approximately 8,200 hectares, 2,200 hectares of which were acquired as part of the Fuego transaction and the remainder being properties staked by Iron Creek. Calvario lies along the southern extensions of the highly prospective Paleocene Mineral Belt of northern Chile, which hosts some of the most important copper deposits in the country. The property is situated along trend and approximately 100 km to the south of Teck's Relincho porphyry copper-molybdenum project. The Mirador property hydrothermal alteration system, also controlled by Iron Creek (see below), is centred about 10 km to the south of Calvario.

Historic exploration activities to date have included geological mapping of outcropping areas; surface MMI geochemical sampling grids; limited rock-chip sampling of outcrops; ground magnetics coverage; and drill testing (4,314 metres of drilling in 20 holes) focused on two main areas, which cut weak secondary enrichment beneath a leached capping. Hypogene copper mineralisation has not been specifically targeted to date. More detailed geological and alteration mapping is currently being carried out across the property. Historic data and newly acquired data are being recompiled and target models are being refined.

For the quarter ended July 31, 2014, the Company incurred costs of $34,646 on the property (compared to costs of $Nil for the equivalent period in the previous year).

Mirador

The 100% owned Mirador property covers approximately 4,700 hectares, 3,300 hectares of which were acquired as part of the Fuego transaction and the remainder being properties staked by Iron Creek. Mirador lies along the southern extensions of the highly prospective Paleocene Mineral Belt of northern Chile. The property is situated along trend and approximately 110 km to the south of Teck's Relincho porphyry copper and molybdenum project. The Calvario property hydrothermal alteration system, also controlled by Iron Creek, is centred about 10 km to the north of Mirador.

Historic exploration activities to date have included reconnaissance geological mapping, a soil grid, and minor geochemical sampling of rocks. More detailed geological and alteration mapping will be carried out across the property, together with geochemical sampling as appropriate.

For the quarter ended July 31, 2014, the Company incurred costs of $20,938 on the property (compared to costs of $Nil for the equivalent period in the previous year).

San Valentino

The 100% owned San Valentino property covers approximately 1,200 hectares, which was acquired as part of the Fuego transaction. San Valentino lies immediately west of the upper Miocene Central Chilean porphyry copper province, located to the northeast, east and southeast of Santiago. This province hosts some of the most important copper deposits in the country. The property is situated approximately 48 km south-southwest of Antofagasta Minerals' giant copper mine at Los Pelambres, and about 38 km northwest of Los Andes Copper Ltd.'s Vizcachitas project.

Historic exploration activities to date have included geological mapping of outcropping areas; surface geochemical sampling grids over parts of the property; limited rock-chip sampling of outcrops; and drill testing (1,617 metres of drilling in nine sub-horizontal diamond drill holes testing the auriferous silica ledges). Surface geochemical sampling reveals interesting and attractive Cu-Mo-Zn-Au geochemical zonation patterns suggesting an untested, hypogene porphyry copper centre within the southern half of the property, beneath a partially eroded lithocap. Hypogene copper mineralisation has not been targeted by drilling to date. More detailed geological and alteration mapping will be carried out across the property. Historic data and newly acquired data will be recompiled and target models are being refined.

For the quarter ended July 31, 2014, the Company incurred nominal costs on the property (compared to costs of $Nil for the equivalent period in the previous year), mostly related to property maintenance.

Bronce Weste

The 100% owned Bronce Weste property covers approximately 9,344 hectares, 4,344 hectares of which were acquired as part of the Fuego transaction and the remainder being properties staked by Iron Creek, in northern Chile. The property appears to lie along the southern extensions of the Cretaceous porphyry copper belt, which is host to such deposits as Andacollo to the north. Epithermal veins and a large hydrothermal alteration zone typical of porphyry copper lithocaps characterise the property.

Historic exploration activities to date have included geological mapping; the completion of geochemical surveys of rocks and soils; and limited ground magnetics and IP surveys. A total of 4,965 metres in 25 diamond drill holes were completed in four drilling campaigns, focused on testing banded epithermal quartz veins in the Quebrada Zapallar area in the south part of the property, with some intercepts highly anomalous in copper and gold. More detailed geological and alteration mapping has recently been completed across the property by a consultant geologist. Historic data and newly acquired data have been recompiled and target models refined.

For the quarter ended July 31, 2014, the Company incurred costs of $44,553 on the property (compared to costs of $Nil for the equivalent period in the previous year).

QUALIFIED PERSON

Demetrius Pohl, Certified Professional Geoscientist (CPG), is the Company’s Qualified Person as defined by National Instrument 43-101, and is responsible for the accuracy of the technical information in this MD&A.

RESULTS OF OPERATIONS

Three Months Ended July 31, 2014

For the three months ended July 31, 2014 the Company recorded a net loss of $1,133,820 (2013 - $505,767). The loss was higher in 2014 due to higher exploration expenditures and share-based compensation. Exploration expenditures were higher due to expenditures incurred on the Fuego properties which were acquired in the quarter and therefore there were no corresponding expenditures in the comparative quarter. Share-based compensation was higher because the Company granted 2,995,000 stock options, most of which were fully vested on the date of the grant, whereas there was only minor accrual for share-based compensation in the comparative quarter.

Six Months Ended July 31, 2014

For the six months ended July 31, 2014 the Company recorded a net loss of $1,532,257 (2012 - $1,025,402). The increase in net loss for the six months ended July 31, 2014 was for the same reasons noted above for the three months ended July 31, 2014.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

The Company had working capital of $3,589,272 at July 31, 2014 compared to a working capital deficit of $865,476 at January 31, 2014. The increase in the working capital was due to the non-brokered private placement completed in April 2014. The private placement was for general working capital purposes and exploration activities. With the completion of the financing, the Company has sufficient working capital to sustain operations for the next twelve months.

SELECTED QUARTERLY INFORMATION

The following table provides information for the eight fiscal quarters ended July 31, 2014:

	2014	2014	2014	2013
Quarter Ended	**July 31**	**April 30**	**January 31**	**October 31**
Exploration expenditures (net)	$ 460,786	$ 198,770	$ 302,505	$ 319,413
Net loss for the period	(1,133,820)	(398,437)	(529,829)	(435,448)
Net loss per share (basic and diluted) (1)	(0.03)	(0.03)	(0.07)	(0.06)

	2013	2013	2013	2012
Quarter Ended	**July 31**	**April 30**	**January 31**	**October 31**
Exploration expenditures	$ 243,111	$ 374,862	$ 607,485	$ 946,799
Net income (loss) for the period	(505,767)	(519,635)	(1,657,623)	416,721
Net income (loss) per share (basic and diluted) (1)	(0.08)	(0.10)	(0.32)	0.08

(1) The net loss or income per share has been restated for the quarters prior to October 31, 2013 for the seven for one share consolidation which was approved by shareholders in April 2014.

The Company's net loss or net income each quarter varies mainly due to the level of exploration activity and whether or not any significant share-based compensation has been recognized. The level of exploration expenditures is dependent upon the availability of sufficient capital resources and is also affected by how many projects are being funded by partners. Share-based compensation is not granted on a regular basis and can have a significant impact on the net loss in any quarter where stock options have been granted and / or where there are significant accruals for vesting options.

For the quarter ended July 31, 2014 the loss was much greater than the prior quarter due to increased exploration expenditures and share-based compensation.

For the quarters ended April 30, 2013 through April 30, 2014 the Company was conserving working capital and exploration expenditures were reduced to a lower level, which resulted in the net losses for these quarters being similar.

For the quarter ended April 30, 2013 the net loss declined significantly from the prior quarter because there was no further reduction of the gain on the dilution of SCM Victoria and exploration activity also declined.

For the quarter ended January 31, 2013 the Company recorded a significant net loss compared to net income in the prior quarter. The loss was due to a reduction of the gain on dilution of SCM Victoria recorded in the prior quarter partially offset by lower exploration expenditures.

FINANCIAL RISK MANAGEMENT

The Company's financial instruments are exposed to certain financial risks, which include currency risk, credit risk, liquidity risk and interest rate risk.

Credit Risk

Credit risk arises from cash as well as credit exposures to counterparties of outstanding receivables and committed transactions. There is no significant concentration of credit risk other than cash deposits. The Company's cash deposits are primarily held with a Canadian chartered bank.

Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and other capital resources to enable the Company to pay obligations as they fall due. Financial liabilities, at July 31, 2014, included $84,597 of accounts payable and accrued liabilities, and $38,998 of amounts due to related parties. Balances due within twelve months equal their carrying balances as the impact of discounting is not significant.

Currency Risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates in Canada and Chile and a portion of the Company's expenses are incurred in U.S. dollars and Chilean pesos. A significant change in the currency exchange rates between the Canadian dollar relative to the U.S. dollar and Chilean peso could have an effect on the Company's results of operations, financial position or cash flows. The Company has not hedged its exposure to currency fluctuations. The Company is exposed to currency risk through the following assets and liabilities denominated in U.S. dollars and Chilean pesos:

As at July 31, 2014	U.S. dollars	Chilean pesos	Total
Cash	$ 7,602	$ 21,544,051	
Receivables	-	14,562,408	
Prepaids and deposits	-	8,155,193	
Accounts payable and accrued liabilities	(10,655)	(29,674,260)	
Due to related parties	(18,000)	-	
Net exposure	(21,053)	14,587,392	
Canadian dollar equivalent	$ (22,889)	$ 27,783	$ 4,894

Based on the above net exposures and assuming that all other variables remain constant, a 10% depreciation or appreciation of the Canadian dollar against the U.S. dollar and Chilean peso would result in an increase/decrease of approximately $ 4,900 in the Company's pre-tax earnings (loss).

Interest Rate Risk

When the Company has sufficient cash it is put in interest bearing accounts or invested in term deposits which can be reinvested without penalty after thirty days should interest rates rise. As at July 31, 2014 and January 31, 2014, the Company did not have any interest-bearing loans. Accordingly, the Company does not have significant interest rate risk.

Management of Capital

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration of its mineral properties. Iron Creek relies mainly on equity issuances to raise new capital and on finding partners to fund exploration on certain properties which enables it to conserve capital and to reduce risk. In the management of capital, the Company includes the components of shareholders' equity as well as cash. The Company prepares annual estimates of exploration and administrative expenditures and monitors actual expenditures compared to the estimates to ensure that there is sufficient capital on hand to meet ongoing obligations. The Company's investment policy is to invest its cash in savings accounts or highly liquid short-term deposits with terms of one year or less and which can be liquidated after thirty days without interest penalty. The Company is not subject to externally imposed capital requirements, and the Company's approach to the management of capital did not change during the six months ended July 31, 2014.

FINANCIAL INSTRUMENTS

The following table analyzes the assets and liabilities which are measured at fair value on a recurring basis in the statement of financial position. The different levels are defined as follows:

a) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
b) Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
c) Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Financial instruments using the fair value hierarchy are as follows:

Financial assets	Level 1	Level 2	Level 3	Total
Cash	$ 3,630,994	$ -	$ -	$ 3,630,994

The carrying values of receivables, accounts payable and accrued liabilities, and due to related parties approximate their fair value because of the short-term nature of these instruments.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

The Company entered into a number of transactions with key management personnel. The aggregate value of these transactions and outstanding balances are as follows:

	Six months ended July 31, 2014	Six months ended July 31, 2013
Management		
Management fees	$ 128,145	$ 128,145
President – compensation	90,000	90,000
Share-based payments	306,806	2,603
Various Directors		
Consulting fees	39,242	36,709
	$ 564,193	$ 254,966

Amounts due to related parties as of July 31, 2014 and January 31, 2014 are as follows:

Related party liabilities	Items or services	July 31, 2014	January 31, 2014
Seabord Services Corp.	Management fees and advances	$ 4,467	$ 229,811
Various directors	Consulting fees and advances	19,568	336,505
President	Compensation	14,963	90,000
		$ 38,998	$ 656,316

Included in amounts owing to Seabord Services Corp. ("Seabord") and various directors in the table above at July 31, 2014 and January 31, 2014, were advances from Seabord and directors which amounted to $Nil (January 31, 2014 - $166,045) and $Nil (January 31, 2014 - $79,205) respectively. The advances were non-interest bearing and had no fixed terms of repayment.

Seabord is a management services company controlled by the Chief Executive Officer ("CEO") of the Company. Seabord provides the services of a Chief Financial Officer ("CFO"), a Corporate Secretary, accounting and administration staff, and office space to the Company. The CFO and Corporate Secretary are employees of Seabord and are not paid directly by the Company. A company controlled by the CEO charges Iron Creek management fees for his services.

PROPOSED TRANSACTION

Iron Creek and Polar Star have agreed in principle to merge the two companies via a statutory amalgamation, plan of arrangement or similar shareholder approved transaction (the "Transaction"), which will result in Polar Star acquiring all of the outstanding common shares of Iron Creek. A non-binding Letter of Intent has been signed between the two companies detailing the basic terms of the proposed merger. The companies will strive to arrive at a definitive agreement within 30 days, and close the deal prior to year-end.

Under the Transaction an Iron Creek shareholder would receive, in exchange for each Iron Creek share held by it, 3.82 common shares of Polar Star (the "Exchange Ratio"). All outstanding Iron Creek options, warrants or other derivative securities will roll over on the same terms into Polar Star options, warrants or other derivative securities, subject to adjustment to reflect the Exchange Ratio. In total, Polar Star will issue 147,479,415 common shares to Iron Creek shareholders, representing 42.1% of Newco, with a resultant total of 350,496,190 outstanding common shares of Newco. At the closing of the Transaction, the Polar Star shares will be consolidated at a ratio to be determined by the parties.

Polar Star will continue into British Columbia and the name of Polar Star will be changed to a name to be agreed upon by Polar Star and Iron Creek. Polar Star intends to maintain a main board TSX listing for Newco. The proposal includes that the current Iron Creek management team will continue the management and direction of Newco. The Board of Directors of Newco will initially comprise four current directors of Iron Creek and two current directors of Polar Star. The treasuries of the two companies will be combined, resulting in a strong cash position of approximately $3,000,000 in Newco, whilst at the same time realizing synergistic cost savings in terms of management and overhead.

Entering into the definitive agreement for the Transaction is conditional upon: the completion of due diligence by both parties; the entering into of support agreements with certain Iron Creek and Polar Star shareholders and all Iron Creek and Polar Star directors and officers; receipt of fairness opinions relating to the Transaction from an independent financial advisor or advisors; and receipt of prior approval by the boards of directors of each of Iron Creek and Polar Star. The completion of the Transaction will be subject to, among other things, no material adverse change in the business, operations or affairs of either Iron Creek or Polar Star having occurred prior to the effective date of the Transaction, and receipt of all required court, shareholder, stock exchange and regulatory approvals for the Transaction and to the Polar Star continuation, share consolidation and name change.

FUTURE ACCOUNTING PRONOUNCEMENTS

The IASB intends to replace IAS 39 Financial Instruments: Recognition and Measurement in its entirety with IFRS 9 Financial Instruments (“IFRS 9”) which is intended to reduce the complexity in the classification and measurement of financial instruments. In February 2014, the IASB tentatively determined that the revised effective date for IFRS 9 would be January 1, 2018. The Company is currently evaluating the impact the final standard is expected to have on its consolidated financial statements.

RISKS AND UNCERTAINTIES

Mineral Property Exploration and Mining Risks

The business of mineral deposit exploration and extraction involves a high degree of risk. Few properties that are explored ultimately become producing mines. At present, none of the Company’s properties has a known commercial ore deposit. The main operating risks include: securing adequate funding to maintain and advance exploration properties; ensuring ownership of and access to mineral properties by confirmation that option agreements, claims and leases are in good standing; and obtaining permits for drilling and other exploration activities. There can be additional risks involved in some countries where pending applications for claims or licenses can be affected by government changes to application procedures.

Some of the Company’s mineral properties are located within or near local communities. In these areas it may be necessary as a practical matter to negotiate surface access with these local communities. There can be no guarantee that, despite having the legal right to access a particular mineral property and carry on exploration activities, the Company will be able to negotiate a satisfactory agreement with any such existing land owners or communities for this access. Therefore the Company or one of its joint venture partners may be unable to carry out exploration activities on a property. In those circumstances where access has been denied by a local community or land owner, the Company may need to rely on the assistance of local officials or the courts to gain access or it may be forced to abandon the property.

No Assurance of Titles or Borders

The acquisition of the right to exploit mineral properties is a very detailed and time consuming process. There can be no guarantee that the Company has acquired title to any such surface or mineral rights or that these rights will be obtained in the future. To the extent they are obtained, titles to the Company’s surface or mineral properties may be challenged or impugned and title insurance is generally not available. The Company’s mineral properties may be subject to prior unregistered agreements, transfers or claims and title may be affected by, among other things, undetected defects. Such third party claims could have a material adverse impact on the Company’s operations.

Joint Venture Funding Risk

The Company's strategy includes seeking partners through joint ventures to fund exploration and project development. The main risk of this strategy is that funding partners may not be able to raise sufficient capital in order to satisfy exploration and other expenditure terms in a particular joint venture agreement. As a result, exploration and development of one or more of the Company's property interests may be delayed depending on whether the Company can find another partner or has enough capital resources to fund the exploration and development on its own.

Commodity Price Risk

The Company is exposed to commodity price risk. Declines in the market price of gold, base metals and other minerals may adversely affect the Company's ability to raise capital or attract joint venture partners in order to fund its on-going operations. Commodity price declines could also reduce the amount the Company would receive on the disposition of one of its mineral properties to a third party.

Financing and Share Price Fluctuation Risks

The Company has limited financial resources, has no source of operating cash flow and has no assurance that additional funding will be available to it for further exploration and development of its projects. Further exploration and development of one or more of the Company's projects may be dependent upon the Company's ability to obtain financing through equity or debt financing or other means. Failure to obtain this financing could result in delay or indefinite postponement of further exploration and development of its projects which could result in the loss of one or more of its properties.

Securities markets can have periods of high price and volume volatility, and the market price of securities of many companies, particularly those considered to be exploration stage companies such as Iron Creek, have experienced wide fluctuations in share prices which have not necessarily been related to their operating performance, underlying asset values or prospects. There can be no assurance that these kinds of share price fluctuations will not occur in the future, and if they do occur, how severe the impact may be on the Company's ability to raise additional funds through equity issues.

Political, Regulatory and Currency Risks

The Company is currently operating in a country that has a relatively stable political and regulatory environment. However, changing political initiatives may affect the regulatory environment in which the Company operates. The Company's equity financings are sourced in Canadian dollars but for the most part it incurs its expenditures in Chilean pesos and U.S. dollars. At this time there are no currency hedges in place. Therefore a weakening of the Canadian dollar against the Chilean peso or U.S. dollar could have an adverse impact on the amount of exploration conducted.

Insured and Uninsured Risks

In the course of exploration, development and eventually metal production from mineral properties, the Company is subject to a number of hazards and risks in general, including adverse environmental conditions, operational accidents, labour disputes, unusual or unexpected geological conditions, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods, and earthquakes. Such occurrences could result in damage to the Company's properties or facilities and equipment, personal injury or death, environmental damage to properties of the Company or others, delays, monetary losses and possible legal liability.

Although the Company may maintain insurance to protect against certain risks in such amounts as it considers reasonable, its insurance may not cover all the potential risks associated with its operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums or for other reasons. Should such liabilities arise, they could reduce or eliminate future profitability and result in increased costs, have a material adverse effect on the Company's results and result in a decline in the value of the securities of the Company.

Environmental and Social Risks

The activities of the Company are subject to environmental regulations issued and enforced by government agencies. Environmental legislation is evolving in a manner that will require stricter standards and enforcement and involve increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors and employees. There can be no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on properties in which the Company holds interests which are unknown to the Company at present. Social risks are generally low in the principal country of operation of the Company, but changing social expectations could add new layers of risk to the viability of exploration and development properties.

Conflicts of Interest

The Company's directors and officers may serve as directors or officers of other companies or have significant shareholdings in other resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In accordance with the laws of British Columbia, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Key Personnel Risk

Iron Creek's success is dependent upon the performance of key personnel working in management and administrative capacities or as consultants. The loss of the services of senior management or key personnel could have a material and adverse effect on the Company, its business and results of operations.

Competition

The Company will compete with many companies and individuals that have substantially greater financial and technical resources than the Company for the acquisition and development of its projects as well as for the recruitment and retention of qualified employees.

OUTSTANDING SHARE DATA

The Company has 38,625,561 post consolidation common shares outstanding. There are also 3,094,286 stock options outstanding with exercise prices ranging from $0.25 to $3.92 and expiry dates ranging from July 4, 2015 to July 23, 2019. Iron Creek also has 29,689,028 common share purchase warrants outstanding with exercise prices ranging from $0.31 to $0.70 and expiry dates ranging from June 10, 2015 to April 17, 2019.