TRI-RIVER VENTURES INC.

Management's Discussion and Analysis
Year Ended December 31, 2013

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management Discussion and Analysis ("MD&A") of Tri-River Ventures Inc. ("Tri-River" or the "Company") is dated April 30, 2014, and provides an analysis of the Company's results of operations for the year ended December 31, 2013. The MD&A has been prepared by management and should be read in conjunction with the audited consolidated financial statements of the Company for the year ended December 31, 2013 and the audited consolidated financial statements for the year ended December 31, 2012 and the respective notes thereto.

On January 1, 2011, the Company adopted International Financial Reporting Standards ("IFRS") for financial reporting purposes, using the transition date of January 1, 2010. The financial statements, including required comparative information have been prepared in accordance with IFRS applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting and IFRS 1, First-time Adoption of International Financial Reporting Standards. Before the adoption of IFRS, the Company's financial statements were prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"). Further information on the IFRS impact is provided in note 2 – Significant Accounting Policies and Basis of Preparation of the audited consolidated financial statements for the year ended December 31, 2013.

All dollar figures included therein and in the following management discussion and analysis ("MD&A") are quoted in Canadian dollars.

FORWARD LOOKING STATEMENTS

This Management's Discussion and Analysis contains certain forward-looking statements concerning anticipated developments in the Company's operations in future periods. Statements that are not historical fact are forward looking information as that term is defined in National Instrument 51-102 ("NI 51-102") of the Canadian Securities Administrators. Certain forward looking information should also be considered future-oriented financial information ("FOFI") as that term is defined in NI 51-102. The purpose of disclosing FOFI is to provide a general overview of management's expectations regarding the anticipated results of operations and capital expenditures. Forward-looking statements and information (referred to herein together as "forward-looking statements") are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible" and similar expressions, or statements that events, conditions or results "will", "may", "could" or "should" occur or be achieved. These forward-looking statements are set forth principally under the heading "Property Overview", "Summary of Results of Operations" and elsewhere in Management's Discussion and Analysis and may include statements regarding perceived merit of properties; mineral reserve and resource estimates; capital expenditures or other statements that are not statement of fact. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company and its subsidiaries may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements.

The Company's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and Tri-River does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change except as required by law. For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Important factors that could cause actual results to differ materially from Tri-River's expectations include uncertainties involved in fluctuations in commodity prices and currency exchange rates; uncertainties relating to interpretation of drill results and the geology, continuity and grade of mineral deposits; the need for cooperation of local Chinese government agencies; the need to obtain additional financing to develop properties and uncertainty as to the availability and terms of future financing; the possibility of delay in exploration or development programs or in construction projects and uncertainty of meeting anticipated program milestones; uncertainty as to timely availability of permits and other governmental approvals; and other risks and uncertainties.

ADDITIONAL INFORMATION

Additional disclosures pertaining to the Company's technical report, management information circulars, material change reports, press releases and other information are available on the SEDAR website at www.sedar.com.

THE COMPANY

The Company was incorporated on March 9, 1992 in Alberta and continued under the laws of British Columbia on July 12, 2005. The Company changed its name from Consolidated H2O Entertainment Corp. to Tri-River Ventures Inc. on July 4, 2007. The Company is currently trading under the symbol TVR on the TSX Venture Exchange ("TSX-V" or the "Exchange") as a Tier 2 company.

On January 2, 2008, the Company entered into an agreement with Red Sun Group Holdings Limited ("Red Sun"), an investment holding company incorporated in the British Virgin Islands, the shareholders of Red Sun, and Sichuan Longbao Mining Limited ("Longbao"), a Sino-foreign equity joint-venture company incorporated in Sichuan Province, China, for the acquisition of all of the issued and outstanding shares of Red Sun and the resultant indirect acquisition of up to a 98% equity interest in the Lianlong copper poly-metallic exploration property (the "Property") located in Sichuan Province, China. The acquisition was completed on January 9, 2009. The Company has subsequently carried out some assessment work on the Property and management are considering various options including a possible sale of the Property.

On March 22, 2011, the Company entered into a Share Exchange Agreement ("Share Exchange Agreement") with Strong Rising International Limited ("Strong Rising") to acquire Strong Rising's wholly owned subsidiary, Taiji Resources Ltd. ("Taiji"), a private company incorporated in the province of Saskatchewan. Taiji owns potash properties in Saskatchewan. The Company agreed to acquire all of the 10,000,000 issued and outstanding shares of Taiji in exchange for 11,360,000 shares of the Company.

The closing of the Share Exchange Agreement is subject to several conditions including obtaining the approvals from shareholders and the TSX-V, completion of a National Instrument 43-101 technical report on Taiji's potash properties, completion of an audit of Taiji's financial statements for its most recent fiscal year, sufficient evidence of value and completion of due diligence satisfactory to Company management. At

December 31, 2013, the Share Exchange Agreement has not closed. According to the Share Exchange Agreement, the transaction may be terminated by either Strong Rising or the Company if the acquisition did not close by December 31, 2012. Neither party has expressed the intention to terminate the deal. The Share Exchange Agreement is therefore still in force.

During the year ended December 31, 2011, the Company advanced $156,545 as loan to Taiji for operating expenses. The loan carrying an interest of 5% per annum is covered by a Loan Agreement among the Company, Taiji and Strong Rising. According to the Loan Agreement, if the Vendor terminates the Share Exchange Agreement, the Vendor must repay the Loan Amount plus accrued interest to Tri-River in full. If the Properties are optioned or sold to a third party, the proceeds from any such transaction will firstly be applied to full repayment of the Loan Amount including accrued interest. At December 31, 2012, the loan amount was written off as collection was not reasonably assured.

On March 31, 2011, the Company entered into a Purchase Agreement ("Purchase Agreement") with Sino Spirit Capital Investment Holding Limited ("Sino Investment") to acquire Sino Investment's 100% equity interest in Sino Spirit Group Limited ("Sino Group") which owns a 60% equity interest in Qinghai Lenghu Kunhu Potash Company Ltd. ("Lenghu Potash"). Lenghu Potash owns a mining permit in Qinghai Province of the People's Republic of China. Potash is currently produced from this property. Consideration consists of cash payments of $12,457,000 (RMB78,000,000) in three installments and share issuances having an aggregate value of up to $4,791,000 (RMB30 million). The first refundable installment of $5,271,018 (2012 - $4,791,031) (RMB30,000,000) was made during the year ended December 31, 2011. These conditions to closing the transaction include approvals from the shareholders, the TSX-V, audited financial statements, a National Instrument 43-101 technical report on the property, and a business plan. As at December 31, 2013, a foreign exchange gain of $479,987 (2012-$347,771) was recorded upon conversion of the first refundable advance at the year end foreign exchange rate.

On April 20, 2012, the Purchase Agreement was amended to include the following: payment of the second instalment of $4,848,000 (RMB30,000,000) was conditional on the Company completing a financing sufficient to be able to pay such second instalment; extension of the due date of the second installment until the later of the closing of such financing and the date that a definitive acquisition agreement is signed; and a profit sharing arrangement between the Company and Lenghu Potash as follows: in consideration of the use of the first refundable installment, Lenghu Potash agreed to pay the greater of 16.67% of its net profits or RMB3,334,000 to the Company starting from Lenghu Potash's year ended December 31, 2011 and for each subsequent year until the date that a definitive agreement is signed and a financing to pay the second instalment has been completed by the Company. The advance is unsecured and is refundable to the Company on demand. At December 31, 2012, the Company has not demanded repayment.

During the year ended December 31, 2013, the Company received a payment from Lenghu Potash for the year ended December 31, 2011 in the amount of $541,779. Due to the uncertainty of collection, no receivable was recognized at December 31, 2013 for either the 2013 or 2012 payment.

PROPERTY OVERVIEW

The Lianlong property is located on the eastern edge of the Tibetan Plateau in western Sichuan Province, China. The exploration permit covers an area of 8.87 km^2 in the “Three Rivers” metallogenic province, which contains numerous mines important for the production of silver, gold, copper, lead, and zinc.

Early geological work on the property includes geological mapping, magnetic surveying, and trenching, resulting in the discovery of three parallel, tabular-lenticular mineralized skarn zones. Zone 1 is more than 440 m long and up to 20 m wide containing economically interesting values in copper, silver, lead, zinc, and tin. One of the trenches contains the best interval of 6.29 m assaying 2.86% Copper, 153.6 g/t silver, 5.38% combined lead and zinc, and 1.11% tin. The trenching results without tests in the down dip dimension does not yet allow for the calculation of mineral resources or reserves.

Prior to the Company’s acquisition of the Lianlong property, some preliminary exploration work was conducted in 2007 and 2008, including the construction of an 80km access road to the property, geophysical survey, excavation of an 85 m exploration adit designed to test Zone 1, surface sampling and prospecting work. Approximately $0.80 million was spent relating to the above noted exploration activities.

In 2009, underground exploration was continued. At Zone 1, a horizontal underground adit was excavated approximately 40 meters below the surface, and successfully intercepted the high grade massive sulphide mineralization at 185 meters from the audit portal. Chip samples across the true width of the mineralization were taken and assayed with the following results:

from m	To M	Width M	silver g/t	zinc %	lead %	copper %	tin %	tungsten %
185.0	185.8	0.80	80.30	10.81	0.39	0.58	1.40	0.24
185.8	186.5	0.70	19.70	2.42	0.11	0.17	0.38	

SUMMARY OF RESULTS OF OPERATION

For the year ended December 31, 2013, the total net loss was $784,506 compared with net income of $456,130 in 2012. The major differences was due to profit share from 2012 of $559,255 from Lenghu Potash project.

Set forth below is certain financial data for the last three completed financial years:

	Year ended 12/31/2013	Year ended 12/31/2012	Year ended 12/31/2011
Interest income	11,137	12,239	33,510
Profit Share	-	541,779	-
Net income(loss)	(734,446)	456,130	(1,281,976)
Basic and Diluted loss per share	(0.02)	0.01	(0.04)
Total assets	8,641,876	9,391,017	8,925,615
Shareholders deficit	(7,194,142)	(6,459,696)	(6,915,826)

The following quarterly information has been extracted from the Company's unaudited interim consolidated financial statements. All figures are expressed in Canadian dollars.

	Q4 2013	Q3 2013	Q2 2013	Q1 2013
Interest Income	$ 3,408	$ 3,347	$ 2,677	$ 2,586
Profit Share		-	-	-
Net Income (Loss)	(508,653)	(80,566)	(84,885)	(60,342)
Loss Per Share	(0.02)	0.00	0.00	0.00
Cash and Cash Equivalents	1,270,090	1,309,586	1,445,182	1,215,949
Mineral Properties	2,061,300	3,000,214	2,947,592	2,904,705
Total Assets	8,641,876	9,141,033	9,223,550	9,326,564
Loan Payable	Nil	Nil	Nil	Nil

	Q4 2012	Q3 2012	Q2 2012	Q1 2012
Interest Income	$ 2,466	$ 2,915	$ 6,858	$ -
Profit Share	-	-	541,779	-
Advance written off	(156,545)	-	-	-
Net Income (Loss)	115,545	(69,594)	484,320	(74,141)
Loss Per Share	0.00	0.00	0.01	0.00
Cash and Cash Equivalents	1,284,779	1,353,906	1,237,291	1,312,595
Mineral Properties	2,904,705	2,889,254	2,889,254	2,881,399
Total Assets	9,391,017	9,249,472	9,320,082	8,841,084
Loan Payable	Nil	Nil	Nil	Nil

Note: Quarterly figures presented above are in accordance with IFRS.

The total operating loss for Q4 2013 is $508,653 compared to income of $115,545 in Q4 2012. The significant decrease in profit in Q4 2013 is due to impairment on exploration and evaluation assets of 1,001,195. The office and miscellaneous expenses are $8,094 for Q4 2013 compared to $6,810 for Q4 2012.

Total assets of the Company at the end of Q4 2013 were $ 8,641,876 compared to $ 9,391,017 at the end of Q4 2012 due to general operation and impairment on exploration and evaluation assets.

LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalent at the end of Q4 2013 was $1,270,090 compare with $1,284,779 of Q4 2012 due to general operating expenses, and profit share payment from 2012.

Working Capital at the end of Q4 2013 was $1,236,509 compare with $1,656,688 of Q4 2012 due to general operating expenses. According to the Company's current budget, the Company has sufficient working capital for the next year.

Commitments and Off-Balance Sheet Arrangements

As of December 31, 2013, other than as described in this report, the Company had no commitments for capital expenditures and no off-balance sheet arrangements.

Share Capital

The Company is authorized to issue an unlimited number of common shares without par value. As of December 31, 2013, 32,695,431 common shares were issued and outstanding, 880,000 stock purchase options and 6,830,000 warrants were outstanding.

As of April 30, 2014, 32,695,431 common shares were issued and outstanding, 880,000 stock purchase options and no warrants were outstanding.

RELATED PARTY TRANSACTIONS

During the year ended December 31, 2013, the Company paid management fees of $108,000 (2012 - $120,000) to a private company controlled by a director of the Company.

During the year ended December 31, 2013, the Company paid director fee of $15,000 (2012 – 14,000) to directors of the Company.

As at December 31, 2013, the Company had amounts owed to directors in the amount of $47,448 (2012-$2,522). Amounts due to related parties are unsecured, non-interest bearing and have no specific terms of repayment.

Related party transactions were incurred in the normal course of operations and are measured at the exchange amount, which is the amount agreed between the related parties.

USE OF ESTIMATES

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant areas where management estimation is applied include the recoverability of advances, determination of the useful lives of equipment, amount and collectability of interest income on advances made, the recoverability of the carrying value of exploration and evaluation assets, fair value measurements for financial instruments and share-based payments, the recognition and vlauaiton of provisions for restoration and environmental liabilities, and the recoverability and measurement of deferred tax assets and liabilities. Actual results could differ from the estimates.

CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING

There has been no change in the Company’s internal control over financial reporting from January 1, 2012 to December 31, 2013 that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

FINANCIAL INSTRUMENT RISKS

The Company's financial instruments consist of cash and cash equivalents, receivable, advance, and due to related parties. Cash and cash equivalents, which are measured at face value, representing fair value, are classified as held-for-trading. Receivables and advance, which are measured at amortized cost, representing fair value, are classified as loans and receivables. Due to related parties, which are measured at amortized cost, are classified as other financial liabilities. The Company's financial instruments are subject to the following risks:

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash and cash equivalents. The risk is managed through the use of major financial institutions, which have high credit qualities as determined by rating agencies.

Foreign Exchange Risk

Foreign exchange risk is the risk that the Company will be subject to foreign currency fluctuations in satisfying obligations related to its foreign activities. The Company operates in Canada and China and is therefore exposed to foreign exchange risk arising from transactions denominated in a foreign currency. A one percentage in foreign exchange rate will increase or decrease net income by approximately $160.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flow of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to interest rate risk relates to its ability to earn interest income on cash and cash equivalents at variable rates. A one percentage change in the interest rate will increase or decrease the net income by approximately $11,524.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash on hand and raising capital through debt and equity financing as needed.

RISKS AND UNCERTAINTIES

An investment in the Company's common shares is highly speculative and subject to a number of risks and uncertainties. Only those persons who can bear the risk of the entire loss of their investment should participate. An investor should carefully consider the risks described below and the other information filed with the Canadian securities regulators before investing in the Company's common shares. If any of the following risks and those not described below occur, the Company's business, operating results and financial condition could be seriously harmed and investors may be subject to the entire loss of their investment.

a. The Company has a history of losses and anticipates that it will continue to incur losses for the foreseeable future.

b. The Company has secured an interest in the Lianlong property, located in China. The Company operates in China where some laws regarding property titles and permitting can be ambiguous. There is no certainty that the company's properties will remain in good standing

c. The Company is dependent on several key management personnel. The success of the Company depends on the key executives, and the loss of the service of one or more of such key management personnel could have a material adverse effect on the Company. The Company does not have any key man life insurance.

d. The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates in China and Canada. A significant change in the currency exchange rate between the RMB and Canadian dollar could have a significant effect on the Company's results of operations, financial position or cash flows. Currently, the Company has all its cash and current assets in forms of Canadian dollar. The Company has not hedged its exposure to currency fluctuations, and converted Canadian dollar into RMB as much as required in the exploration and operating activities in China.

e. Exploration and development of mineral properties with the intent to achieve economic viability, carries a high risk of failure. A small percentage of mineral projects advance to the stage of mining. There is no certainty that the company's exploration activities will result in an economic deposit.