AMERICAN CREEK RESOURCES LTD.

MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - FORM 51-102F

For the year ended March 31, 2014

This Management's Discussion and Analysis ("MD&A") provides a discussion on the financial and operating results of American Creek Resources Ltd. ("American Creek" or the "Company") for the three- month period ended March 31 , 2014 (the "first quarter 2014") and compares the results with the three- month period ended March 31, 2013 (the "first quarter 2013"). In order to gain a more complete understanding of the Company's financial condition and results of operations, this MD&A should be read in conjunction with the March 31, 2014 unaudited financial statements and the December 31, 2013 audited financial statements and accompanying notes which have been prepared in accordance with International Financial Reporting Standards ("IFRS") and filed with the appropriate provincial regulatory bodies. Copies of all relevant documents can be located on the SEDAR website at www.sedar.com.

The date of this MD&A is May 30, 2014 (the "Report Date").

All monetary amounts are expressed in Canadian dollars, unless otherwise noted.

1. Business Overview

American Creek's business purpose is to acquire and explore mineral properties, principally for precious metal deposits. The company was incorporated and commenced operations in British Columbia pursuant to the *Companies Act* (British Columbia) on February 12, 2004. In late August 2005, the Company was continued under the provisions of the *Business Corporations Act* (Alberta). American Creek has no producing property and no earnings and therefore has financed its activities to date by the sale of common shares.

The Company completed an Initial Public Offering ("IPO") of its common shares on August 31, 2006 and trading of its common shares commenced on the TSX Venture Exchange (symbol "AMK") on September 6, 2006.

Since the inception of the Company, a number of prospective mineral exploration properties have been acquired and have had varying amounts of exploration work completed. Since the latter part of 2007, capital markets have been affected by fluctuating precious metal prices and tenuous investor interest in the mining sector as a whole. This has resulted in unpredictable and limited access to capital funding for exploration programs. Though the Company has historically been aggressive in exploring its portfolio of properties, these market factors have naturally influenced the size and scope of the exploration programs the Company has been able to fund. With less access to capital, the Company has focused on maintaining the projects that continue to be prospective. Further exploration on these properties will be considered in the context of the market and whether the Company is able to fund them in the future. The Company will also pursue opportunities to option out these properties as a method to fund further exploration programs of significant size and scope.

The Company is pleased to report that a very favorable judgement was handed down from the British Columbia Supreme Court in its litigation against Teuton Resources Corp. ("Teuton") over the Treaty Creek property. The Court found that the Company had met its obligations under the option agreement with Teuton and that it has earned its 51% interest in the Treaty Creek property. The court also found that Teuton breached the agreement in refusing to transfer title to the Treaty Creek mineral claims to the Company. The Court has ordered Teuton to transfer legal title to all of the mineral claims comprising the Treaty Creek property to the Company. Teuton has since transferred 100% of the mineral claims to the Company which includes Teuton's 49% interest in those mineral claims held in trust pursuant to the parties' original agreement.

This is a very significant victory for the Company in a legal battle that started in 2010. The Treaty Creek property is located in the highly prospective area known as the "Golden Triangle" northeast of Stewart, British Columbia and is American Creek's flagship property. Past exploration programs have shown significant potential and the Company looks forward to continuing exploration on this highly prospective property (see section 2 of this MDA for more details).

Treaty Creek, along with the Company's other prospective properties, offer current and potential investors a unique opportunity for investing in highly prospective, politically stable areas of precious and base metals exploration. Management is optimistic that with future property developments and market improvement, 2014 will be a promising year for the Company.

2. Exploration Projects

All of American Creek's exploration projects are located in British Columbia, Canada.

The Company has not incurred any exploration expenditures during the first quarter 2014. A detailed schedule of costs, capitalized on the Company's balance sheet by property name, can be referenced in note 6 of the March 31, 2014 unaudited financial statements. A summary of the exploration progress for current properties of interest is provided below:

Treaty Creek Project (51% interest)

The Treaty Creek Project covers approximately 114 square km in the Skeena Mining District of northern British Columbia. The property is situated approximately 70 km north of Stewart. It is directly north of and adjoining the Kerr-Sulphurets-Mitchell property held by Seabridge Gold Inc. Also, immediately to the south, is Pretivm Resources Inc.'s, highly prospective Brucejack Project which includes the area known as the Valley of the Kings.

In April 2007, American Creek signed an earn-in agreement with Teuton Resources Inc. ("Teuton") allowing American Creek to earn up to a 60% interest in the Treaty Creek property. All obligations under the agreement have been completed which vests the Company's 51% interest in the property. The Company has the option to purchase certain royalty interest for $1,000,000. The Company also has the option, and in certain circumstances is required, to purchase other royalty interests for $6,000,000 (see note 6 in the March 31, 2014 unaudited financial statements).

American Creek is the Operator of the Treaty Creek project.

In 2007, the Company carried out an exploration program designed to confirm and replicate historic drill hole results indicating grades similar to Seabridge's Mitchell deposit located immediately to the south and to test several large anomalies generated by previously-flown airborne geophysical surveys. A total of 5,471 metres were drilled in 30 drill holes across four separate zones: Eureka; ND; Copper Belle; and GR2. Assay results were published in the

Company's news releases issued December 11, 2007, March 17, 2008 and March 8, 2013, copies of which can be found on the SEDAR website.

The exploration program conducted in 2009 was designed to further test the extent of known mineralized zones (Eureka, Copper Belle and GR2) drilled in 2007 and to drill test an additional zone (Treaty Ridge). A total of 9,520 meters were drilled in 32 holes across the four zones. Assay results were published in the Company's news releases issued November 30, 2009 and January 13, 2010, copies of which can be found on the SEDAR website.

In late 2010, the Company initiated legal action against Teuton Resources Corp in the Supreme Court of British Columbia for failure to transfer title to the property under the terms of the initial earn-in. Teuton disputes that all terms of the contract have been met by American Creek. On April 14, 2014 the Court found that American Creek has met its obligations under the option agreement with Teuton and that it has earned its 51% interest in the Treaty Creek property. The Court found that Teuton breached the agreement in refusing to transfer title to the Treaty Creek mineral claims to American Creek. The Court has ordered Teuton to transfer legal title of all of the mineral claims comprising the Treaty Creek property to American Creek. Teuton has since transferred 100% of the mineral claims to American Creek representing its 51% interest and Teuton's 49 percent interest held in trust pursuant to the parties' original agreement.

Teuton has appealed the Court's decision. The Company intends to respond vigorously and fully expects that it will prevail. The Company is also proceeding with its claim that Teuton pay American Creek special costs which may include recovery of the significant legal fees related to this action.

Electrum Project (100% interest)

The Electrum Project consists of six claims located approximately 40 km north of Stewart, British Columbia. This property lies in a valley containing four historical commercially producing mines, and hosts the historic East Gold Mine which had intermittent small-scale production producing approximately 46 tons of hand-picked ore with average grades of 1,661 g/t (48.5 oz/t) gold and 2,596 g/t (75.7 oz/t) silver (Pre NI 43-101 smelter records). American Creek completed its acquisition of a 100% interest in the Electrum property in 2007 pursuant to an option agreement entered into effective September 15, 2004. The optionors have retained a 2% NSR royalty interest in the project, which the Company may purchase for $1,000,000.

The Company conducted both surface sampling and diamond drill programs at the Electrum Project in 2006 and 2007. A combined 66 holes totaling 15,355 metres were drilled during this two year period. Assay results were published in the Company's news releases issued September 18, 2006; January 9, 2007; December 11, 2007; and March 17, 2008, copies of which can be found on both the Company and SEDAR websites.

During the 2008-2010 seasons, American Creek completed additional field geological mapping and related modeling, analysis/interpretation, and further drill target definition in anticipation of future drilling aimed at delineating high grade vein structure and defining a bulk tonnage gold and silver resource. The Company also conducted follow-up chip sampling from a number of consistent epithermal breccia-veins that appear to control the precious metal mineralization within the property. Detailed assay results of samples collected were summarized and published in the Company's news release issued July 8, 2010 copies of which can be found on both the Company and SEDAR websites.

In 2011, the Company had planned a 10,000 metre program to advance the Electrum project which was updated and refined by SRK Consulting to use the first 5,000 metres in identifying a potential open pit area crosscutting epithermal veins. Due to budgetary constraints initial stages of the program were completed in 2011 which consisted of 7 holes totaling 2,105 metres. The detailed assay results of samples collected were summarized and published in the Company's news releases issued December 15, 2011 and April 13, 2012, copies of which can be found on both the Company and SEDAR websites. The 2011 results indicate that there is potential for expanding the bulk mining gold grades exemplified in the quartz stockwork type of mineralization and the potential of expanding the hydrothermal veins encountered during the 2011 drilling. Further drilling is recommended.

Ironmist Project (100% interest)

The Ironmist Project is located at the southern end of the Quesnel Trough approximately 50 km north of Kamloops, British Columbia. The property was optioned in 2006 as part of a three property package. American Creek owns a 100% interest in the property (subject to a 3% NSR which may be purchased).

Previous exploration programs which included geological analysis/interpretation, surface sampling and diamond drilling have focused on a very large magnetic anomaly identified in a previously flown airborne survey. Results indicate potential for an iron ore deposit as three separate zones consisting of massive parallel high grade magnetite seams and pods were identified. Further exploration on the property has been postponed until market conditions improve. Accordingly, all previous acquisition and exploration costs have been written off.

Golden Lynx Project (100% interest)

The Golden Lynx property is located near Quesnell Lake, British Columbia. The property was staked in 2012 and American Creek owned a 100% interest in the property. Though these claims were still considered prospective, the Company allowed these claims to lapse as all available resources were utilized to ensure the Treaty Creek litigation was resolved. As such, staking costs in the amount of $36,662 were written off in 2013 and all claims in the property were allowed to lapse.

3. Results of Operations

The Company adopted International Financial Reporting Standards ("IFRS") effective January 1, 2011. The financial information in this MD&A has been prepared using accounting policies consistent with IFRS.

Three months ended March 31, 2014

The Company's net loss for the three month period ended March 31, 2014 was $218,458 or $0.00 per common share, as compared to a net loss of $704,059 or $0.01 per common share for the same quarter in 2013.

In the first quarter 2014, the Company's legal fees decreased by $505,555 in comparison to the same quarter in 2013 where the Company expended a large amount of resources in preparing for the trial in 2013. Also in 2013, advertising and promotion, office expenses and management fees all increased slightly in anticipation of the upcoming trial decision in the Treaty Creek litigation. The other expenses as categorized on the statement of loss decreased slightly which further reduced the loss in the first quarter 2014.

4. Summary of Quarterly Results

The following table summarizes information derived from the Company's financial statements for the eight most recent fiscal quarters.

Quarter Ended: / **Year:**	**Mar. 2014**	**Dec. 31 2013**	**Sep. 30 2013**	**June 30 2013**	**Mar. 31 2013**	**Dec. 31 2012**	**Sep. 30 2012**	**June 30 2012**
Net sales or total revenue (000s)	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil
Total Assets (000s)	$14,237	$14,337	$14,312	$14,355	$14,383	$14,413	$15,900	$16,577
Net loss:								
(i) in total (000s)	$218	$333	$551	$1,316	$704	$1,727	$342	$948
(ii) per share[(1)]	0.00	0.00	0.00	0.01	0.01	0.01	0.00	0.01

(1) Fully diluted loss per share amounts have not been calculated as they would be anti-dilutive.

While the information set out in the foregoing table is mandated by *National Instrument 51-102,* it is Management's view that the variations in financial results that occur from quarter to quarter are not particularly helpful in analyzing the Company's performance. It is in the nature of the business of junior exploration companies that unless they sell a mineral interest for a sum greater than the costs incurred in acquiring such interest, they have no significant net sales or total revenue. Because the majority of such companies' expenditures consist of exploration costs that are capitalized, their quarterly losses usually result from costs that are of a general and administrative nature.

Significant variances in the Company's reported loss from quarter to quarter most commonly arise from factors that are difficult to anticipate in advance or to predict from past results. They are as follows: (i) decisions to write off deferred exploration costs when management concludes there has been an impairment in the carrying value of a mineral property, or the property is abandoned, and (ii) the granting of incentive stock options, which results in the recording of amounts for stock-based compensation expense that can be quite large in relation to other general and administrative expenses incurred in any given quarter. A third factor that can have a major influence on quarterly results of junior exploration companies that finance a portion of their activities through the issuance of flow-through shares is the renunciation of qualifying Canadian Exploration Expenses to the investors who purchased the flow-through shares.

American Creek is in the minerals exploration business, and has not generated any sales or revenues since its formation in early 2004. Consequently, the Company has experienced operating losses from quarter to quarter. These losses include expenditures on general and administrative activities, advertising and promotion, and depreciation of investments in property and equipment, all of which result from the Company's ongoing exploration activities.

Superimposed on regular quarterly operating costs are (a) the write-offs of deferred exploration costs when property values are considered impaired or claims are abandoned for failing to meet the Company's criteria for continued capitalization, (b) the recording of stock-based compensation expense associated with the granting of incentive stock options and, (c) renunciation of qualified Canadian exploration expenses to investors who have purchased the Company's offerings of flow-through shares resulting in income tax recovery.

Notably, over the past four years, administrative activities have accounted for a larger percentage of the Company's overall costs due to increased professional fees incurred in the legal proceedings against Teuton Resources Corp. The Company has also allocated management and contractor resources towards support for legal counsel in preparation for litigation. While this has constrained, where possible, the costs paid to outside legal counsel it has resulted in reduced exploration activities during the past four years.

During the first quarter 2013, the Company's net loss decreased from $1,726,982 to $704,059. Professional fees decreased by $289,652 due to the early preparation of witnesses in 2012 and decreased costs associated with the defamation lawsuit in 2013 where Teuton Resources Corp is named as a defendant. The largest variance in costs was due to an impairment charge from the write down of the Company's Ironmist property in the fourth quarter 2012 of $694,435.

During the second quarter 2013, the Company increased its net loss by $611,646 as compared to the first quarter 2013. Professional fees of $519,228 and an impairment of an exploration asset in the amount of $36,662 accounted the majority of the increased loss.

The third quarter 2013 loss of $551,075 reflected a decrease of $764,630 as compared to the previous quarter. The decrease is due to trial costs in the litigation against Teuton Resources Corp which increased professional fees in the second quarter 2013. The remainder of court proceedings were finalized requiring less legal representation in the third quarter 2013 which reduced professional fees between these quarters by $683,437. Office and administration expenses were also higher by $42,199 in the second quarter along with an impairment of exploration assets in the amount of $36,662.

The final quarter in 2013 produced a reduced loss of $333,398 which was less than the previous quarter by $254,339. The difference is mainly a result of legal fees that were down by $253,611.

During the first quarter 2014, the Company's net loss decreased from $333,398 to $218,458 for a total decrease of $114,940 as compared to the fourth quarter 2013. The difference is partly attributed to a decrease in professional fees of $87,734 as the Company awaited a decision in the Treaty Creek lawsuit. Office and administrative expenses also decreased by $66,651 due to increased expenses incurred in the fourth quarter 2013 for geological contractors that assisted in the litigation. Also, in the fourth quarter 2013, business development and property investigation included a mining exploration tax credit that reduced expenses in that category was received in the amount of $25,169. Office rental costs decreased due to the more efficient office and storage space secured by the Company and management fees also increased by $19,375 in the first quarter 2014.

5. Liquidity and Capital Resources

The Company's cash and working capital positions at the dates indicated were as follows:

	December 31 2013 $	December 31 2012 $
Cash	23,859	104,290
Working capital (deficiency)	(2,056,704)	(1,862,152)

Working capital to fund the Company's ongoing operations for the period ended March 31, 2014 was provided by an increase in accounts payable and long term debt as well as the disposal of miscellaneous equipment. The Company requires additional working capital to reduce its working capital deficiency, continue operations, and to investigate existing and future exploration and evaluation assets in 2014. Alternatives to secure additional funding include private placements, optioning out or dispositions of existing properties and possible recovery of legal costs based on the recent victory in the Treaty Creek litigation.

The Company's properties are in good standing have been kept current.

The Company does not use financial derivatives.

The Company has not entered into any off balance sheet financing arrangements.

6. Financial Instruments and Risk and Capital Management

Fair value

IFRS 7 establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

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

As at March 31, 2014, the Company's financial instruments are comprised of cash, receivables, deposits, reclamation bonds, accounts payable and accrued liabilities and debt instruments. The carrying value of cash, receivables, deposits, accounts payable and accrued liabilities approximate their fair values due to the relatively short periods to maturity of these financial instruments.

Risk Management

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of potential loss to the Company if a customer or counterparty to a financial instrument fails to meets its contractual obligations. The Company's credit risk is limited to the carrying amount on the statement of financial position and arises from the Company's cash, receivables and reclamation bonds.

The Company's cash is held through a Canadian chartered bank which is a high-credit quality financial institution. The Company's receivables primarily consist of harmonized sales tax rebates due from the Government of Canada. Long-term receivables are considered past due but the Company does not consider them to be impaired.

Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2014, the Company had a cash balance of $23,859 and short term receivables of $13,566 to settle current liabilities of $2,106,200. The Company forecasts its cash needs on a regular basis and seeks additional financing based on those forecasts. Since inception, the Company has financed its cash requirements primarily through issuance of securities and long-term debt. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. In certain circumstances extended credit arrangements have been negotiated with vendors. All arrangements are on terms less than one year. See note 1 in the March 31, 2014 unaudited financial statements for further discussion on going concern and its impact on liquidity.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates.

(a) Interest rate risk

According to the Company's current policy, the Company holds all cash balances on deposit in highly rated banking institutions. Interest on short and long term debt arrangements are fixed and are specifically disclosed.

(b) Foreign currency rate risk

The Company is domiciled in Canada and its capital is raised in Canadian dollars and does not conduct regular business in any foreign country.

Capital Management

The Company's capital management objectives, policies and processes have not been changed over the period presented. The Company is not subject to any externally imposed capital requirements, including covenants on its loans.

The Company manages its cash and common shares as capital. The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the on-going business objectives including, but not limited to pursuing the exploration of its exploration and evaluation assets, funding of future growth opportunities, and pursuit of new acquisitions; and
- to maximize shareholder return through enhancing the share value.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company manages its capital structure by issuing new shares, adjusting capital spending or disposing of assets. In addition, management of the Company's capital structure is facilitated through its financial and operational forecasting processes. The forecast of the Company's future cash flows is based on estimates of commodity prices, forecast capital and operating expenditures, and other investing and financing activities. The forecast is regularly updated based on new commodity prices and other changes, which the Company views as critical in the current environment. See above and note 5 for further discussion of capital and liquidity planning.

7. Going Concern

These financial statements have been prepared using International Financial Reporting Standards as they apply to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of operations. The Company is in the exploration stage and has not generated revenue from operations. The Company incurred a net loss of $218,458 during the period ended March 31, 2014 and, as of that date the Company's deficit was $20,528,772 and a working capital deficiency of $2,056,704. As the Company is in the exploration stage, the recoverability of the costs incurred to date on exploration properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties and upon future profitable production or proceeds from the disposition of the properties and deferred exploration expenditures. These circumstances cause material uncertainties that may cast significant doubt upon the Corporation's ability to continue as a going concern, and accordingly, the appropriateness of the use of accounting principles applicable to a going concern.

During the previous year, the Corporation raised $592,699 in funds through a private placement, negotiated favourable extended terms with vendors and secured short-term debt to fund operations. The Company also prevailed against Teuton to obtain legal title to the highly-prospective Treaty Creek property which may improve its ability to attract investment in the form of private placements. These undertakings, while significant, are not sufficient in and of themselves to enable the Corporation to fund all aspects of its current operations and, accordingly, management is pursuing other financial alternatives which include raising additional funds through private placements, and the sale of exploration and evaluation assets to fund the Corporation's exploration and development programs so it can continue as a going concern. The Company also intends to seek special costs against Teuton Resources Corp. to recover legal costs after successfully concluding the Treaty Creek litigation. There is no assurance that these initiatives will be successful.

The Corporation's ability to continue as a going concern is dependent upon the existence of recoverable reserves and the ability to obtain necessary funds to develop properties with potential for profitable production in order to support its ongoing operating activities and exploration programs. These financial statements do not reflect the adjustments to the carrying values and classifications of assets and liabilities, or to the reported revenues and expenses that would be necessary if the Corporation were unable to realise its assets and settle its liabilities as a going concern in the normal course of operations. Such adjustments could be material.

8. Transactions with Related Parties

Included in accounts payable and accrued liabilities is $425,003 (2013 - $110,999) due to related parties. Amounts due to related parties are unsecured, have no specific terms of repayment and are due on demand.

During the first quarter 2014, the Company entered into the following related party transactions:

- Paid or incurred fees in the amount of $45,000 (2013 - $37,500) to a company controlled by an officer of the Company for providing services to act as the Company's Chief Executive Officer. Expenses were also reimbursed in the amount of $3,000 (2013 - $3,000) which were expensed as business development.

- Paid or incurred fees in the amount of $45,000 (2013 - $37,500) to an officer of the Company for providing services to act as the Company's Chief Operating Officer. Expenses were also reimbursed in the amount of $3,000 (2012 - $3,000) in aggregate which was expensed as business development.

- Paid or incurred fees in the amount of $35,625 (2013 - $37,500) to a company controlled by an officer of the Company for providing services to act as the Company's Chief Financial Officer. Expenses were also reimbursed in the amount of $3,345 (2013 - $3,463) in aggregate which was expensed as business development.

The amounts charged to the Company for the transactions provided have been determined by negotiations amongst the parties. These transactions were in the normal course of operations.

9. Commitments and contingencies

In 2009, the Company exceeded its requirements under an option agreement to acquire a 51% interest the Treaty property by incurring in excess of $5,000,000 of exploration related expenditures on the property. The Company also has elected to earn an additional 9% interest in the property by performing and paying all expenses related to providing the optionor with a positive feasibility study.

The Company initiated legal action in 2010 against Teuton Resources Corp. for failure to transfer title to the property under the terms of the initial earn-in agreement and for damages the Company may have been subject to as a result. Teuton disputes that all terms of the contract have been met by American Creek.

The trial of this matter was heard in Vancouver, British Columbia and was concluded on October 3, 2013. On April 14, 2014, a judgment was handed down by the British Columbia Supreme Court finding the Company had met its obligations under the agreement. Teuton has appealed the decision.

10. Risk Factors Relating to the Company's Business

The Company is exposed to a number of risks. The following discussion is intended to be an illustrative, but not exhaustive, enumeration of such risks.

Exploration Stage Operations

All of the Company's properties are still in the exploration stage. Mineral exploration and exploitation involves a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to avoid. Few properties that are explored are ultimately developed into producing mines.

Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, tailings impoundment failures, cave-ins, landslides and the inability to obtain adequate machinery, equipment or labour are some of the risks involved in mineral exploration and exploitation activities. Substantial expenditures are required to establish mineral reserves and resources through drilling, to develop metallurgical processes to extract the metal from the material processed and to develop the mining and processing facilities and infrastructure at any site chosen for mining.

There is no assurance that commercial quantities of ore will be discovered. Even if commercial quantities of ore are discovered, there is no assurance that the properties will be brought into commercial production or that the funds required to exploit mineral reserves and resources discovered by the Company will be obtained on a timely basis or at all. The commercial viability of a mineral deposit once discovered is also dependent on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices. Most of the above factors are beyond the control of the Company.

There can be no assurances that the Company will be able to successfully execute its exploration programs on its proposed schedules and within its cost estimates, whether due to increasingly stringent environmental regulations and other permitting restrictions, unresolved First Nations' land claims or other factors, such as a shortage or unavailability of essential supplies and services. In the event that such commercial viability is never attained, the Company may seek to transfer its property interests or otherwise realize value or may even be required to abandon its business and fail as a "going concern".

Financial Markets

In addition, the Company has no operating cash flow and must access the capital markets to finance its activities. There can be no assurances American Creek will continue to be able to access the capital markets for the funding necessary to acquire and maintain its exploration properties and to carry out its desired exploration programs. If the Company is unable to tap the capital markets at some future time, not only could this adversely affect its wholly-owned projects, but American Creek could find itself in a position where it could be unable to fund payments to which it may be liable under option agreements or its share of costs incurred under joint venture agreements to which it may become a party. The Company's interest in such option agreements and joint ventures could be reduced or eliminated as a result.

Competition

The mining industry is intensely competitive in all of its phases, and the Company competes with other companies with greater technical and financing resources than itself with respect to acquiring properties of merit, the recruitment and retention of qualified management, employees and other persons to carry out its mineral exploration activities. Competition in the mining industry could adversely affect the Company's prospects for mineral exploration in the future.

Environmental and Government Regulation

Mining and exploration activities are subject to various laws and regulations relating to the protection of the environment, historical and archaeological sites and endangered and protected species of plants and animals. Although the exploration activities of the Company are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing the operations and activities of the Company or more stringent implementation thereof could have a substantial adverse impact on the Company. Failure to comply with laws, regulations and permit conditions could result in fines and/or stop work orders, costs for conducting remedial actions and other expenses.

Inflation

In the recent past, while inflation had not been a significant factor, the ongoing efforts of many governments to improve the availability of credit and stimulate domestic economic growth while incurring substantial deficits may be sowing the seeds for a period of substantial inflation and/or currency depreciation in the future.

Contractual Agreements

Acquisition of exploration projects within the mining industry are often structured as option agreements. The contractual nature of these agreements can be subject to interpretation by the respective parties and as such can result in disagreements. If these differences are not resolved outside the legal system, related costs can be significant placing the financial viability of each company at risk. Additionally, if the outcome of the legal process is unfavorable to either party, potential ownership of exploration assets may be in question further jeopardizing the viability of the companies.

11. Outlook

The decrease in market prices from all time highs of many commodities, particularly copper and precious metals, continue to cause difficult market conditions in the mineral exploration sector. Investors continue to be cautious and the Company's lawsuit against Teuton Resources had softened prospects for potential financings. With the judgement against Teuton in the Treaty Creek litigation, the Company is confident that it provides a good opportunity for current and future investors.

The Company is optimistic that commodity prices will show renewed strength and that investor interest will be revived towards exploration companies and the opportunity they provide to capitalize on strong metal prices. The Company is pleased to either completely own or own controlling interest subject to applicable NSR agreements in all its properties, several of which hold considerable promise for discoveries. Current market conditions also present opportunities for companies like American Creek to accumulate quality exploration projects that have been undervalued due to the industry's difficulty in raising capital. The Company continues to look for these types of projects, where possible, to supplement its existing portfolio. As market conditions continue to improve, greater emphasis will be placed on further exploration of the most promising properties within the Company's portfolio where possible.

12. Significant Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in the annual financial statements, except as disclosed under the Standards, Amendments and Interpretations Not Yet Effective (See also note 3 of the December 31, 2013 audited financial statements for the full disclosure of the Company's significant accounting policies).

Financial instruments

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired, as follows:

Fair value through profit or loss - This category comprises derivatives (if any), or assets acquired or incurred principally for the purpose of selling or repurchasing such financial assets in the near term. They are carried in the statements of financial position at fair value with changes in fair value recognized in the statements of comprehensive loss or income.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

Available-for-sale - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the statements of comprehensive loss or income.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired, as follows:

Fair value through profit or loss - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing such financial liabilities in the near term. They are carried in the statements of financial position at fair value with changes in fair value recognized in the statements of comprehensive loss or income.

Other financial liabilities: This category includes accounts payable and accrued liabilities, all of which are recognized at amortized cost.

The Company's cash, receivables and reclamation bonds are classified as loans and receivables. The Company's accounts payable and accrued liabilities, are classified as other financial liabilities.

Significant accounting judgments and estimates

The preparation of these audited financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- Measurement of compensation cost attributable to the Company's share based compensation plan is subject to the estimation of fair value using the Black-Scholes option pricing model. The valuation is based on significant assumptions such as: i) the volatility of the share price; ii) the life of the option; iii) the risk-free interest rate for the life of the option (see note 12);
- Deferred income tax assets are assessed by Management at the end of the reporting period to determine the likelihood that they will be realized from future taxable earnings (see note 19);
- The Company evaluates the circumstances and that may give rise to the various commitments and contingencies along with the likelihood they will occur to estimate any amount that are accrued in the balance sheet (see note 18);
- Impairment of the Company's development and production assets is evaluated at the CGU level. The determination of CGU's requires judgment in defining the smallest identifiable group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets. CGU's have been determined based on similar geological structure, shared infrastructure, geographical proximity, commodity type and similar exposures to market risks. In testing for impairment, the recoverable amount of the Company's CGU's is determined based on the greater of the value-in-use and fair value less costs of disposal. There is no comparison available of quoted market prices for mineral properties therefore, the recoverable amount is based on estimates of reserves (if any), future precious metal prices, geographical location, prospective potential, and other relevant assumptions;
- As described in Note 18, the Company is currently involved in litigation in regards to title transfer for its Treaty Creek property. In the judgment issued by the Supreme Court of British Columbia, the Court held overwhelmingly that the Company has fulfilled its spending requirements under the agreement with the counterparty to earn a 51% interest in the property. The counterparty is disputing that the Company has fulfilled its obligations under the agreement. Costs incurred in relation to the property remain capitalized on the balance sheet as at December 31, 2013 based on the Court's findings that the Company has title to 100% interest in the property, holding the counterparty's 49% interest in trust. The counterparty has appealed the judgment, however in management's opinion it is unlikely to be successful. In the event that the appeal results in a ruling against the Company, capitalized costs of approximately $6,465,520 would be written off.

The Company adopted the following amendment to IFRS that were effective for the first time for the financial year beginning on or after January 1, 2013.

- IFRS 7 has been amended to provide more extensive quantitative disclosures for financial instruments that are offset in the statement of financial position or that are subject to enforceable master netting or similar arrangements. This amendment to IFRS 7 is effective for annual periods beginning on or after January 1, 2013, with retrospective application. Adoption did not result in any change as the Company's financial instruments had no features that required additional disclosure.

- IFRS 10, Financial Statements ("IFRS 10") builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the financial statements of the parent company. IFRS 10 is effective for annual periods beginning on or after January 1, 2013. The adoption of this standard did not result in any change as the Company has no parent or subsidiary.

- IFRS 11, Joint Arrangements ("IFRS 11") addresses joint arrangement by focusing on the rights and obligations of the arrangement, rather than its legal form. The standard addresses inconsistencies in the reporting of joint arrangements by requiring a single method to account for interests in jointly controlled entities. IFRS 11 is effective for annual periods beginning on or after January 1, 2013. The adoption of this standard did not result in any change as the Company has no Joint Arrangements with jointly controlled entities.

- IFRS 12, Disclosure of Interests in Other Entities ("IFRS 12") is a comprehensive standard on disclosure requirements for all forms of interest in other entities, including joint arrangements, associates, special purpose vehicles and other off balance sheet vehicles. IFRS 12 is effective for annual periods beginning on or after January 1, 2013. The adoption of this standard did not result in any change as the Company has no interests in other entities.

- IFRS 13, Fair Value Measurement ("IFRS 13") provides for a consistent and less complex definition of fair value, established a single source for determining fair value and introduces consistent requirements for disclosures related to fair value measurement. IFRS 13 is effective for annual periods beginning on or after January 1, 2013 and applies prospectively from the beginning of the annual period in which the standard is adopted. The adoption of this standard did not require any adjustments to the valuation techniques used by the Company to measure fair value and did not require any measurement adjustments as at January 1, 2013.

New standards and interpretations issued but not yet adopted

IFRS 9, Financial Instruments ("IFRS 9"), addresses the classification, measurement and recognition of financial assets and financial liabilities. It replaces the parts of IAS 39, "Financial Instruments: Recognition and Measurements" that relate to the classification and measurement of financial instruments. IFRS 9 requires financial assets to be classified into two measurement categories: those measured as at fair value and those measured at amortized cost. The determination is made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument. For financial liabilities, the standard retains most of the IAS 39 requirements. The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value changes due to an entity's own credit risk is recorded in other comparative income rather than the income statement, unless this creates an accounting mismatch. IFRS 9 is effective for annual periods beginning on or after January 1, 2015. The Company is currently evaluating the impact of adopting IRFS 9 on its financial statements.

IAS 32, Financial Instruments: Presentation ("IAS 32") has been amended to clarify the requirements for offsetting financial assets and liabilities. The amendment to IAS 32 is effective for annual periods beginning on or after January 1, 2014, with retrospective application. The Company is currently evaluating the impact of adopting this amendment on its financial statements.

IAS 36, Impairment of Assets ("IAS 36") was amended in May 2013, effective retrospectively for annual periods beginning on or after January 1, 2014. The amendment removes certain disclosures of the recoverable amount of a CGU containing goodwill, and adds disclosures of the recoverable amount of a CGU with impairment. The Company is currently evaluating the impact of adopting this amendment on its financial statements.

13. Securities Outstanding at the Report Date

The Company had 157,922,074 common shares, options on 11,955,000 common shares and warrants on 31,166,880 common shares outstanding at the Report Date. Options are exercisable at prices ranging between $0.10 and $0.12 per share and expire between March 1, 2016 and March 20, 2022. The warrants are exercisable at $0.10 per common share and expire between September 21, 2014 and May 16, 2015. If all options and warrants were to be exercised, the Company's treasury would increase by approximately $4,312,188 and the Company would have 201,043,954 common shares issued and outstanding.

14. Subsequent Event

Teuton litigation

On April 14, 2014, the Supreme Court of British Columbia handed down a judgment in the litigation against Teuton Resources Corp. over the Treaty Creek property.

The Court found that the Company had met its obligations under the agreement with Teuton and that it has earned its 51% interest in the Treaty Creek property. The Court also found that Teuton breached the agreement in refusing to transfer title to the Treat Creek property to the Company. The Court has ordered, and Teuton has since transferred, legal title of all of the mineral claims comprising the Treaty Creek property to the Company which includes Teuton's 49% interest in those mineral claims held in trust pursuant to the parties' original agreement.
Teuton has appealed the Court's decision. The Company intends to respond vigorously and fully expects to prevail.

The Company is also proceeding with its claim that Teuton pay the Company special costs which may include the significant recovery of the significant legal fees related to this action.

Forward-looking information

Certain information contained in this document constitutes forward-looking statements regarding the Corporation's mineral properties. Forward looking statements are frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate" or statements that certain events or conditions "may" or "will" occur. Forward-looking statements are based on the reasonable opinions and estimates of management of American Creek and are subject to a variety of risks, uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. These factors include: the inherent risks involved in the exploration and development of mineral properties, uncertainties involved in the interpretation of drill results and other geological data, fluctuating commodity prices, unforeseen permitting requirements, changes in environmental laws or regulations, the possibility of project cost overruns or unanticipated costs and expenses, weather conditions, the availability of contractors for equipment and services, the availability of future financing and general business and economic conditions. Such statements are also based on a number of assumptions which may prove to be incorrect, including assumptions about general business and economic conditions being accurate, the timing and receipt of regulatory approvals for projects and operations, the availability of financing, the ability to secure equipment and labour, and American Creek's ongoing relationship with third parties. The foregoing factors, risks and assumptions are not exhaustive. Events or circumstances could cause actual events or results to differ materially from those estimated or projected and expressed in, or implied by, these forward-looking statements. Accordingly, readers should not place undue reliance on forward-looking statements. These forward-looking statements are as of the date they are made and American Creek disclaims any obligation to update any forward-looking statements, except as required by law.