ORCA GOLD INC.

FIRST QUARTER REPORT

For the Three Months Ended

March 31, 2014

ORCA GOLD INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS
THREE MONTHS ENDED MARCH 31, 2014
(Amounts in Canadian Dollars unless otherwise indicated)

The following management's discussion and analysis ("MD&A") of Orca Gold Inc. ("Orca" or the "Company") should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three months ended March 31, 2014 and the December 31, 2013 year end audited consolidated financial statements and related notes therein. The financial information in this MD&A is reported in Canadian dollars unless otherwise indicated and is partly derived from the Company's consolidated interim financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. The effective date of this MD&A is May 28, 2014. Additional information about the Company and its business activities is available on SEDAR at www.sedar.com and the Company's website www.orcagold.com.

Orca is a junior exploration company focused on the acquisition and exploration of mineral properties in Africa. Its current exploration focus is on the Arabian Nubian Shield in the north of Sudan, where two licenses, Block 14 and Block 68, are currently held. These properties are located 700 km north of Khartoum and 100 km west of the Red Sea, and stretch 300 km due west across the northernmost part of Sudan. The nearest significant population centre is the town of Abu Hamad located 160 km due south of the Block 14 prospecting license perimeter. These two licenses total over 15,000 km^2 in area.

All exploration and mining projects in Sudan are subject to The Mineral Resources Development and Mining Act, 2007, which sets forth the legal and fiscal framework for the administration of the country's mineral industry by the Ministry of Energy and Mining. Industrial levels of exploration and mining rights are provided for in the Mining Code, defined by concession agreements and granted under exclusive prospecting licenses and the mining leases (the "Concession Agreement").

The license for Block 14 was originally granted to Orca's partner, Meyas Nub Multiactivities Co. Ltd. ("Meyas Nub") under a Concession Agreement dated May 19, 2010. Under the normal course of business and as provided under the Concession Agreement, the Company has provided the relevant government authority with written notice of the exercise of its option to renew the exploration license for Block 14 for a further two years. Formal government finalization of the renewal is expected shortly. The license is currently held by Meyas Sand Minerals Company Ltd ("MSMCL"), a company owned by Sand Metals Company Ltd. ("SMCL"), a 100% owned subsidiary of Orca, and Meyas Nub. Details of the agreement between SMCL and Meyas Nub whereby SMCL has the right to earn a 70% interest in Block 14 are summarized in the "Liquidity and Capital Resources" section of this MD&A. The license for Block 68 was originally granted to SMCL on July 17, 2011 under a Concession Agreement and is in good standing.

The technical contents of this MD&A have been reviewed by Hugh Stuart, CGeol., FGS, a Qualified Person pursuant to NI 43-101. Mr. Stuart holds the position of Vice President Exploration of the Company. Some of the statements in this MD&A are forward-looking statements that are subject to risk factors set out in the cautionary note contained herein.

FIRST QUARTER OPERATING HIGHLIGHTS

Orca's most advanced mineral exploration license is Block 14. Over the course of three drilling campaigns, the most recent of which was completed in Q1 2014, Orca drilled a number of targets including Galat Sufar South ("GSS") where it identified and published an initial NI 43-101 compliant mineral resource estimate using a cut-off grade of 1.0 g/t. It comprises an indicated resource of 22.2 Mt at 1.84 g/t for 1.3 million ounces gold and an inferred resource of 6.5 Mt at 1.9 g/t for an additional 400,000 ounces gold. Approximately 19% of the indicated mineral resource comprises oxidized material (18% of inferred mineral resource). Greater than 90% of the mineral resource is within 100 metres of surface.

The mineral resource at GSS was estimated using the results of 35,637 m of drilling (4,093 m of diamond drilling and 31,544 m of reverse circulation drilling) completed between November 2012 and December 2013. Orca's 2014 GSS work is now focusing on exploration of extensions to the resource through drilling and geophysics. Since January 2014, Orca has completed a further 6,379 m of reverse circulation drilling in 53 holes, 967 m of diamond drilling in 5 holes, 7,410 m of trenching and 1,741m of continuous chip channel sampling.

Mineralisation at GSS is hosted by intermediate intrusives and volcaniclastics and is associated with intense quartz-sericite-carbonate alteration and pyrite. Resource drilling has focused on two distinct areas:

- The Main Zone consists of N-S and N-W trending mineralized bodies with a combined strike length of 550 m and has been drilled to an average depth of 150 m below surface (max 250 m). The Main Zone remains open to the North West and at depth.

- The East Zone (400 m east of the Main Zone) comprises mineralisation in several sub-zones within an area of 800 m by 300 m with the primary trend extending over a strike length of 435 m. It has been drilled to an average depth of 140 m (max 330 m) and remains open to the north and east.

Mineralisation in both areas is notable for the width and consistency of gold mineralisation with true width in the Main Zone exceeding 90 m in some sections and in the East Zone frequently exceeding 60 m.

Orca has conducted initial metallurgical testing on four drill core and three RC chip composite samples. Results from direct leach testwork suggest recoveries ranging from 85-89% in the East Zone (oxide, transition and fresh) and 79-95% in the Main Zone fresh material. Fast leach kinetics were observed and for all samples reagent consumption was relatively low. Further diagnostic leach testwork is planned. In addition, hydrological studies are underway.

Subsequent to March 31, 2014, Orca reported drill and surface sampling results on ten targets within a 2 km radius of GSS (see News Release dated May 26, 2014). Results received are very encouraging and continue to demonstrate the potential to expand the GSS resource base.

GSS is one of several targets identified on Block 14. On May 12, 2014, Orca announced a new discovery after drilling EG3.2, a prospect located 60 km to the east of GSS. Results from the first four drill holes were all positive and included intercepts of 14 m @ 7.04 g/t and 21 m @ 4.94 g/t (see News Release dated May 12, 2014).

RESULTS FROM OPERATIONS

As a junior exploration company, Orca has no expectation of generating operating profits until it identifies and develops a commercially viable mineral deposit. Orca incurred a loss of $4.1 million for the three months ended March 31, 2014 (2013: $7.0 million). Exploration and administration expenses account for 80% and 25% of the loss.

Exploration costs are the most significant expenditure of the Company and have been expensed in accordance with its accounting policy. A detailed breakdown of exploration costs is provided in the notes to the condensed interim consolidated financial statements. Drilling and other technical geological costs such as assays accounted for over half of the exploration costs, with technical staff in support of all of aspects of exploration activities being the second largest cost. In addition, costs related to logistics and infrastructure are high due to the remoteness of the properties. As fully described under the section "Operating Highlights", the focus of activities was northern Sudan and more specifically Block 14, accounting for approximately 95% of Orca's exploration costs.

Excluding stock-based compensation, administration costs were $0.6 million for the three months ended March 31, 2014 (2013: $164,000). In Q1 2013, these costs were lower as they reflected the support costs of Shark, a privately held company in its formative stages at the time. There was a step change in administrative costs starting in Q2 2013 to reflect the necessary complement of ongoing head office expenses of a public company.

Stock-based compensation, a non-cash cost, reflects the amortization of the estimated fair value of options over their vesting period. The calculation of the fair value of options is based to a large degree on the Company's share price and its volatility. The actual future value to the option holders may differ materially from these estimates as it depends on the trading price of Orca's shares if and when the options are exercised. In addition, as the granting of options and their vesting is at the discretion of the Board, the related expense is unlikely to be uniform across quarters or financial years.

Interest income of $0.2 million (2013: $5,000) reflects the interest earned from cash held on deposit and invested in short-term money market instruments. Foreign exchange gains or losses reflect the short-term fluctuations of foreign currencies used in operations against the Canadian dollar in the first half of the year.

No tax recovery is recognized as a result of the nature of activities and lack of expectations of profits in the near term.

The Company also reported foreign exchange translation gain of $0.1 million for the three months ended March 31, 2014 (2013: gain of $27,000) on translation of subsidiary company accounts from their functional currency to the Canadian dollar presentation currency. This is principally the result of the strengthening of the Euro against the Canadian dollar.

Key operating statistics and financial results for the last eight quarters are provided in the table below.

Three Months Ended	**Mar-14**	**Dec-13**	**Sept-13**	**Jun-13**	**Mar-13**	**Dec-12**	**Sep-12**	**Jun-12**
Exploration costs ($000's)	3,289	4,692	2,487	4,557	2,975	3,040	2,180	1,913
Total loss ($000's)	4,124	5,474	3,501	7,230	6,998	3,146	2,308	1,956
Net loss attributed to the Company's shareholders ($000's)	2,654	3,370	2,435	4,746	5,436	2,119	1,670	1,430
Net loss per share attributed to the Company's shareholders, basic and diluted ($)	0.02	0.03	0.02	0.05	0.14	0.06	0.05	0.05

The nature and extent of exploration activities carried out under specific work programs affect the costs incurred and loss reported in any given quarter. Over the last eight quarters, Orca has been focused on exploration in Sudan as it advanced the evaluation of some of its properties to the drilling and resource definition phase.

Under its accounting policies, Orca capitalizes the acquisition cost of mining and exploration rights. The loss in Q1 2013 reflects the write-down of the acquisition costs of two properties relative to which Orca decided to cease further exploration on the basis of its continuous assessment of technical results and reprioritization of its mineral projects ($3.9 million). The loss in Q2 2013 also includes higher stock-based compensation expense due to the immediate partial vesting of newly granted options during the period, the listing expense acquired on April 4, 2013, and increased administration costs. Lower administrative costs were incurred in 2012 and in the first quarter of 2013 before the Company became a public company trading on the TSX-V.

LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2014, the Company had cash and cash equivalents of $43.5 million and working capital of $41.2 million as compared to cash and cash equivalents of $48.0 million and working capital of $45.0 million at December 31, 2013. Other than for general corporate and administrative costs, the majority of funds spent by Orca are directed towards exploration in Sudan.

Orca's interest on its most advanced property, Block 14, was acquired on March 1, 2012 when SMCL acquired the right and option to a 70% interest in MSMCL from Meyas Nub. Under the purchase agreement, SMCL agreed to pay USD $9.5 million in three installments in exchange for an increasing ownership interest in MSMCL, as follows:

Date	Payment	Total ownership interest
March 1, 2012	USD $3.5 million (paid)	35.0%
September 30, 2013	USD $3.0 million (paid)	52.5%
September 30, 2014	USD $3.0 million	70.0%

The agreement stipulates that SMCL would forfeit its then current interest if it does not make the required final payment by the due date. Under the agreement, SMCL has agreed to fund all exploration, development and construction costs to commercial production.

Based on the Company's financial position at March 31, 2014, the Company has a strong treasury to support its ongoing exploration expenditures in Sudan and general corporate activities.

RELATED PARTY TRANSACTIONS

The related parties with which the Company has transacted during the three months ended March 31, 2014, were Hugh Stuart Exploration Consulting Ltd. ("HSEC"), RB Energy Inc. ("RB Energy"), Meyas Nub and SinoTech (Hong Kong) Corporate Limited ("SinoTech"). Other than Meyas Nub and SinoTech, these companies are related by way of directors, officers and shareholders in common. Meyas Nub is identified as a related party as a result of its ability to exert significant influence on MSMCL through its non-controlling equity interest (Note 13). SinoTech is related by virtue of its greater than 10% shareholding in the Company. Related party transactions are recorded at the exchange amounts.

a) Services received from related parties

		Three months ended March 31,	
	Related party	**2014**	**2013**
Drilling and exploration support	Meyas Nub	210,921	133,084
Geological consulting	SinoTech	14,597	-
Geological consulting	HSEC	142,141	90,690
Management fees	HSEC	-	40,352
Support and administration	RB Energy	111,000	-
Support and administration	SinoTech	7,500	-
Total related parties costs		**486,159**	**264,126**

b) Related party balances

The amounts due from (to) related parties by the Company, and the components of the consolidated statement of financial position in which they are included, are as follows:

	Related party	March 31, 2014	December 31, 2013
Accounts payable and accrued liabilities	Meyas Nub	(113,183)	-
Accounts payable and accrued liabilities	RB Energy	(73,653)	-
Accounts payable and accrued liabilities	HSEC	(175,836)	(108,550)
Accounts payable and accrued liabilities	SinoTech	(7,500)	(24,000)
Receivables and other assets	HSEC	-	971

c) Key management compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel includes the Company's executive officers and vice-presidents.

The remuneration of key management personnel were as follows:

	Three months ended March 31, 2014	2013
Salaries and management fees	123,027	-
Short term benefits	2,924	-
Stock-based compensation	198,402	-
Total key management compensation	**324,353**	**-**

CRITICAL ACCOUNTING ESTIMATES

The preparation of consolidated financial statements in accordance with IFRS requires the use of certain critical accounting estimates and judgments. It also requires management to exercise judgment in applying the Company's accounting policies. These judgments and estimates are based on management's best knowledge of the relevant facts and circumstances taking into account previous experience, but actual results may differ from amounts included in the financial statements. There have been no material changes to the critical accounting estimates discussed in the annual MD&A filed on Sedar on April 30, 2014

SIGNIFICANT ACCOUNTING POLICIES

Other than the adoption of the new standard as described below, Orca continues to follow the accounting policies described in Note 5 of the Company's December 31, 2013 audited consolidated financial statements that were filed on Sedar on April 30, 2014. The Company has determined that the adoption of the following standard has resulted in no impact on the Company's consolidated financial statements:

IFRIC 21, Levies

IFRIC 21 addresses when an entity recognizes a liability to pay a government levy, other than income taxes, in accordance with IAS 37, Provisions, Contingent Liabilities and Contingent Assets. In the case of government levies, IFRIC 21 provides clarity that the obligating event that gives rise to the liability is the activity described in the applicable legislation which triggers the payment of the levy.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, accounts receivable, and accounts payable and accrued liabilities. The carrying amounts reported in the consolidated balance sheets for cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities approximate their fair value because of the immediate or short-term maturity of these financial instruments.

The Company's financial instruments are exposed to certain financial risks, including currency, credit and liquidity risk.

Currency risk

Foreign currency risk can arise when the Company or its subsidiaries transact in currencies other than their functional currencies.

(i) Sudanese operations

The Company's Sudanese operating subsidiaries, including SMCL and MSMCL, incur costs in multiple foreign currencies and, therefore, they are exposed to foreign exchange risks arising from these transactions. A significant change in the currency exchange rates could have an effect on the Company's results of operations, financial position and cash flows. The Company has not hedged its exposure to currency fluctuations. Based on the approximate costs incurred in the three foreign currencies outlined below, a 10% variation in the exchange rate between these currencies and the European Euro, the functional currency of the Company's Sudanese operating subsidiaries, would have resulted in the following change in costs:

		In thousands of dollars
	Percentage of total costs	**Change in costs resulting from a 10% variation in exchange rates**
Sudanese pound	25%	104
US dollar	54%	226
British pound	10%	43

As at March 31, 2014, the Company's Sudanese operating subsidiaries' only material foreign currency risk exposure is a US dollar net financial liability of an amount equivalent to approximately $664,000 Canadian dollars. A 10% change in the foreign exchange rate between the US dollar and the European Euro would give rise to increases/decreases of approximately $66,000 Canadian dollars in financial position/comprehensive loss.

ii) Canadian head office operations

At March 31, 2014, the Company's Canadian head office also held cash in foreign currencies and had net foreign currency financial assets. The estimated impacts of relative currency rate fluctuations between the foreign currencies and the Canadian dollar, the Company's functional currency, based on these total foreign currency exposures are as follows:

			In thousands of dollars
	Foreign currency cash held (in source currency)	**Net financial asset position**	**Change in net financial position from a 10% variation in exchange rates**
US dollar	553	612	61
European euro	600	914	91
British pounds	351	612	61

Credit risk

At March 31, 2014, the majority of the Company's cash was held through Canadian and Swiss financial institutions with high investment grade ratings.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. Liquidity requirements are managed based on expected cash flow to ensure that there is capital to meet short term and long term obligations.

Payments due on contractual obligations for the next five years are outlined in the table below.

(Amounts in thousands of dollars)	**Total**	**< 1 year**	**1 – 3 years**	**3- 5 years**	**> 5 years**
Accounts payable	2,469	2,469	-	-	-
Total	2,469	2,469	-	-	-

OUTSTANDING SHARE DATA

As at May 28, 2014, the Company had 107,405,754 common shares outstanding and 6,353,334 share options outstanding under its stock-based incentive plan and no share purchase warrants outstanding.

RISKS AND UNCERTAINTIES

The operations of the Company are speculative due to the high risk nature of its business which includes the acquisition, financing, exploration, development and operation of mining properties. These risk factors could materially affect the Company's future operations and could cause actual events to differ materially from those described in forward-looking statements relating to the Company. There have been no material changes in the risks and uncertainties affecting the Company that were discussed in the Company's 2013 MD&A that was filed on Sedar on April 30, 2014.

OUTLOOK

Orca is a Canadian resource company focused on exploration opportunities in Africa with an experienced board of directors and management team and a strong balance sheet which includes $43.5 million in cash. Management and board are mindful of the subdued equity market conditions for junior exploration companies and the importance of properly managing the treasury. Future exploration programs will continue to be guided by results and prospectivity.

Following confirmation of the initial indicated resource of 1.3 million ounces at 1.84 g/t at GSS on Block 14 (plus the additional inferred resource of 400,000 ounces at 1.9 g/t), Orca's work is now focusing on exploration of extensions to the resource through drilling and geophysics and on evaluating other targets on Block 14. To date, this work has resulted in mineralized drill intersections at ten targets located within a 2 km radius of GSS and confirmation of a second prospective discovery at EG3.2, a target 60 km east of GSS. In addition, hydrological studies are underway. This work is designed to further enhance the prospectivity of Block 14 and support the decision to make the third and last option payment to Meyas Nub (see "Liquidity and Capital Resources" section of the MD&A).

In addition, the Company actively pursues future growth opportunities by evaluating other exploration, development or production assets on an on-going basis with a view to building a diversified, African focused exploration company. While at any given time discussions and activities may be in progress on a number of initiatives, Orca currently does not have any binding agreements or binding commitments to enter into any such transactions. There is no assurance that these corporate activities will ever progress to the stage where a potential transaction might be successfully completed.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements made and contained herein in the MD&A and elsewhere may contain statements of forward-looking information. Forward-looking statements are frequently, but not always, identified by words or statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, identified by words or phrases such as "expects", "is expected", "anticipates", "believes", "plans", "projects", "estimates", "assumes", "intends", "strategy", "goals", "objectives", "potential", "possible" or variations thereof or stating that certain actions, events, conditions or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of historical fact and may be forward-looking statements.

Forward-looking information is based on reasonable assumptions that have been made by the Company as at the date of such information and is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to: risks associated with mineral exploration and development; metal and mineral prices; availability of capital; accuracy of projections and estimates; interest and exchange rates; competition; stock price fluctuations; availability of drilling equipment and access; actual results of current exploration activities; government regulation; political or economic developments; environmental risks; insurance risks; capital expenditures; operating or technical difficulties in connection with development activities; personnel relations; the speculative nature of strategic metal exploration and development including the risks of diminishing quantities of grades of resources; contests over title to properties; and changes in project parameters as plans continue to be refined.

Forward-looking statements are based on a number of material assumptions, including those listed below, which could prove to be significantly incorrect:

- our ability to achieve exploration targets;
- estimated future mineral prices, capital and operating costs, production and economic returns;
- assumptions underlying the Company's potential future resource estimates;
- our expected ability to develop adequate infrastructure and that the cost of doing so will be reasonable;
- assumptions that all necessary permits and governmental approvals will be obtained;
- assumptions made in the interpretation of drill results, the geology, grade and continuity of the Company's mineral deposits;
- our expectations regarding demand for equipment, skilled labour and services needed for exploration, development and operations of mineral properties; and
- our assumption that activities will not be adversely disrupted or impeded by development, operating or regulatory risks.

Forward-looking statements are statements about the future and are inherently uncertain. The actual results and achievements of the Company or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, including, without limitation, those referred to in the "Risks and Uncertainties" section of the MD&A. Such factors include, without limitation:

- uncertainty relating to the estimation of the mineralization, resources and reserves;
- risks related to lack of infrastructure, or interference with access to existing infrastructure or other unanticipated difficulties with or interruptions in exploration, development, construction or production;
- uncertainty related to title to the Company's mineral properties;
- risks related to the competitive nature of the mining industry;
- fluctuations in interest rates, foreign currency exchange rates, the supply and demand of mineral products, marketability, commodity prices and the general volatility of the securities markets;
- risks related to the Company's ability to finance the exploration and development of its mineral properties through external financing, strategic alliances, the sale of property interests or otherwise;
- the presence of potentially uninsurable risks;
- acts of the governments of the jurisdictions in which the Company's operations and properties are located and other risks associated with operations in foreign jurisdictions;
- risks related to the third parties on which the Company depends for its exploration, development and operating activities as well as the inherent hazards and risks associated with mining operations;
- risks related to governmental regulation and permits, including environmental regulation;
- risks related to hedging of commodity prices and exchange rates should the Company choose or need to do so; and
- conflicts of interest as well as the Company's dependence on its management and technical teams.

This is not meant to be an exhaustive list of the factors that may affect any of the Company's forward-looking statements. Further, the Company's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and the Company 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. Accordingly, for the reasons set forth above, readers are cautioned not to place undue reliance on these forward-looking statements.

Orca Gold Inc.

Condensed Interim Consolidated Financial Statements

For the three months ended March 31, 2014 and 2013

Orca Gold Inc.
Condensed Interim Consolidated Statements of Financial Position
(All amounts expressed in Canadian Dollars, unless otherwise indicated)
(Unaudited)

	March 31, 2014	December 31, 2013
ASSETS		
Current assets		
Cash and cash equivalents	$ 43,470,699	$ 47,958,645
Receivables and other assets (Note 4)	233,400	366,043
	43,704,099	48,324,688
Equipment (Note 5)	1,494,484	1,470,595
Mineral properties (Note 6)	4,299,925	4,138,399
	$ 49,498,508	$ 53,933,682
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities	$ 2,468,702	$ 3,367,821
	2,468,702	3,367,821
EQUITY		
Equity attributed to common shareholders		
Share capital (Note 7)	82,739,268	82,739,268
Contributed surplus	3,816,060	3,352,497
Accumulated other comprehensive income	1,232,147	841,045
Deficit	(30,833,752)	(28,179,356)
	56,953,723	58,753,454
Non-controlling interest (Note 13)	(9,923,917)	(8,187,593)
	47,029,806	50,565,861
	$ 49,498,508	$ 53,933,682

Approved by the Board of Directors

(signed) "Robert F. Chase"
Director

(signed) "Alex Davidson"
Director

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Orca Gold Inc.
Condensed Interim Consolidated Statements of Comprehensive Loss
(All amounts expressed in Canadian Dollars, unless otherwise indicated)
(Unaudited)

	Three months ended March 31, 2014	2013
Administration costs (Note 9)	$ 1,014,499	$ 164,134
Exploration and project investigation costs (Note 10)	3,289,068	2,975,092
Write-off of mineral properties	-	3,852,037
Foreign exchange loss	8,704	11,745
Interest income	(173,190)	(4,591)
Other income	(15,000)	-
Net loss for the period	$ 4,124,081	$ 6,998,417
Net loss for the period attributed to:		
Common shareholders of the Company	2,654,396	5,436,491
Non-controlling interest (Note 13)	1,469,685	1,561,926
	$ 4,124,081	$ 6,998,417
Net loss for the period	$ 4,124,081	$ 6,998,417
Gain on translation to presentation currency	(124,463)	(27,044)
Comprehensive loss for the period	$ 3,999,618	$ 6,971,373
Comprehensive loss for the period attributed to:		
Common shareholders of the Company	$ 2,263,294	$ 5,429,345
Non-controlling interest (Note 13)	1,736,324	1,542,028
	$ 3,999,618	$ 6,971,373
Basic and diluted loss per common share	$ 0.02	$ 0.14
Basic and diluted weighted average number of shares outstanding	107,405,790	39,528,245

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Orca Gold Inc.
Condensed Interim Consolidated Statements of Cash Flows
(All amounts expressed in Canadian Dollars, unless otherwise indicated)
(Unaudited)

	Three months ended March 31, 2014	2013
Cash flows from (for) operating activities		
Net loss for the period	$ (4,124,081)	$ (6,998,417)
Add non-cash items		
Depreciation of equipment (Note 5)	124,416	87,352
Write-off of mineral properties	-	3,852,037
Stock-based compensation expense	463,563	-
	(3,536,102)	(3,059,028)
Changes in non-cash working capital items		
Receivables and other assets	140,108	7,333
Accounts payable and accrued liabilities	(1,016,308)	397,960
	(4,412,302)	(2,653,735)
Cash flows for investing activities		
Purchase of equipment	(91,188)	(110,025)
Deferred transaction costs	-	(366,360)
	(91,188)	(476,385)
Foreign exchange on cash	15,544	35,872
Decrease in cash	(4,487,946)	(3,094,248)
Cash, beginning of period	47,958,645	5,412,998
Cash, end of period	$ 43,470,699	$ 2,318,750

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

Orca Gold Inc.
Condensed Interim Consolidated Statements of Changes in Equity
(All amounts expressed in Canadian Dollars, unless otherwise indicated)
(Unaudited)

		Equity Attributed to Common Shareholders						
	Number of Shares Issued and Outstanding	Share Capital	Contributed Surplus	Accumulated Other Comprehensive Income	Deficit	Total	Non-controlling Interest	Total
Balance January 1, 2014	107,405,790	82,739,268	3,352,497	841,045	(28,179,356)	58,753,454	(8,187,593)	50,565,861
Stock-based compensation expense (Note 8)	-	-	463,563	-	-	463,563	-	463,563
Net loss for the period	-	-	-	-	(2,654,396)	(2,654,396)	(1,469,685)	(4,124,081)
Gain (loss) on translation to presentation currency	-	-	-	391,102	-	391,102	(266,639)	124,463
Balance March 31, 2014	**107,405,790**	**$ 82,739,268**	**$ 3,816,060**	**$ 1,232,147**	**$ (30,833,752)**	**$ 56,953,723**	**$ (9,923,917)**	**$ 47,029,806**

Balance January 1, 2013	39,528,245	22,869,280	-	(11,339)	(7,216,102)	15,641,839	(2,364,271)	13,277,568
Net loss for the period	-	-	-	-	(5,436,491)	(5,436,491)	(1,561,926)	(6,998,417)
Gain (loss) on translation to presentation currency	-	-	-	7,146	-	7,146	19,898	27,044
Balance March 31, 2013	**39,528,245**	**$22,869,280**	**$ -**	**$ (4,193)**	**$ (12,652,593)**	**$ 10,212,494**	**$ (3,906,299)**	**$ 6,306,195**

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

(All amounts expressed in Canadian Dollars, unless otherwise indicated)

1. NATURE OF OPERATIONS

Orca Gold Inc. ("Orca" or the "Company") is a resource company engaged in the acquisition and exploration of mineral properties in Africa. As a development-stage company with no current sources of revenues, it is dependent on its ability to raise funds through the equity markets to support its future activities. Orca is a public company listed on the TSX-V and trades under the symbol "ORG.V".

Orca was incorporated under the Business Corporations Act (British Columbia) on January 13, 1987 and its registered office is located at Suite 2600, 595 Burrard Street, Vancouver, British Columbia, Canada, V7X 1L3.

The Company's significant subsidiaries are Sand Metals Company Limited ("SMCL") and Meyas Sand Minerals Company Limited ("MSMCL"), which are located and operate in the Republic of Sudan.

2. BASIS OF PRESENTATION

These condensed interim consolidated financial statements have been prepared in accordance with IAS 34, *Interim Financial Reporting*. As such, certain disclosures included in the annual financial statements prepared in accordance with IFRS, as issued by the International Accounting Standards Board ("IASB"), have been condensed or omitted. Accordingly, these condensed interim consolidated financial statements should be read in conjunction with the Company's audited financial statements for the year ended December 31, 2013. Other than for the adoption of the accounting policies disclosed in Note 3 below, the Company has consistently applied the same accounting policies disclosed in Note 5 to the audited financial statements for the year ended December 31, 2013.

These condensed interim consolidated financial statements were approved for issue by Orca's board of directors on May 28, 2014.

3. ADOPTION OF NEW ACCOUNTING POLICIES

The Company has adopted IFRC 21, Levies, which is effective for annual periods beginning on or after January 1, 2014. The Company has determined that the adoption of this standard has resulted in no impact on its consolidated financial statements. The following is a brief summary of the new standard:

IFRIC 21 addresses when an entity recognizes a liability to pay a government levy, other than income taxes, in accordance with IAS 37, Provisions, Contingent Liabilities and Contingent Assets. In the case of government levies, IFRIC 21 provides clarity that the obligating event that gives rise to the liability is the activity described in the applicable legislation which triggers the payment of the levy.

4. RECEIVABLES AND OTHER ASSETS

	March 31, 2014	December 31, 2013
Prepaid expenses	126,551	245,173
Other receivables	106,849	120,870
Total receivables and other assets	**233,400**	**366,043**

(All amounts expressed in Canadian Dollars, unless otherwise indicated)

5. EQUIPMENT

Cost	Computer Equipment	Office Furniture and Equipment	Vehicles and Mobile Equipment	Field and Camp Equipment	Total
As at January 1, 2013	**158,661**	**45,424**	**728,435**	**593,103**	**1,525,623**
Additions	55,685	15,224	86,389	299,327	456,625
Reclassifications	13,409	-	(13,409)	-	-
Write-off and disposal of equipment	-	(4,766)	-	(77,912)	(82,678)
Effects of foreign exchange on translation to presentation currency	21,069	6,070	89,953	85,325	202,417
As at December 31, 2013	**248,824**	**61,952**	**891,368**	**899,843**	**2,101,987**
Additions	16,606	5,592	-	68,990	91,188
Effects of foreign exchange on translation to presentation currency	9,852	2,465	34,791	35,707	82,815
As at March 31, 2014	**275,282**	**70,009**	**926,159**	**1,004,540**	**2,275,990**
Accumulated depreciation					
As at January 1, 2013	**(33,613)**	**(4,737)**	**(85,904)**	**(113,897)**	**(238,151)**
Depreciation for the year	(67,515)	(8,614)	(120,090)	(192,700)	(388,919)
Write-off and disposal of equipment	-	871	-	44,222	45,093
Effects of foreign exchange on translation to presentation currency	(5,692)	(1,110)	(18,652)	(23,961)	(49,415)
As at December 31, 2013	**(106,820)**	**(13,590)**	**(224,646)**	**(286,336)**	**(631,392)**
Depreciation for the period	(20,354)	(2,696)	(36,720)	(64,646)	(124,416)
Effects of foreign exchange on translation to presentation currency	(4,342)	(553)	(9,080)	(11,723)	(25,698)
As at March 31, 2014	**(131,516)**	**(16,839)**	**(270,446)**	**(362,705)**	**(781,506)**
Net book amount					
As at December 31, 2013	**142,004**	**48,362**	**666,722**	**613,507**	**1,470,595**
As at March 31, 2014	**143,766**	**53,170**	**655,713**	**641,835**	**1,494,484**

(All amounts expressed in Canadian Dollars, unless otherwise indicated)

6. MINERAL PROPERTIES

	Sudan		
Cost	**Northern Blocks**	**South-eastern Blocks**	**Total**
As at January 1, 2013	**3,751,501**	**3,852,037**	**7,603,538**
Write-off of mineral properties	(13,476)	(3,852,037)	(3,865,513)
Effects of foreign exchange on translation to presentation currency	400,374	-	400,374
As at December 31, 2013	**4,138,399**	**-**	**4,138,399**
Effects of foreign exchange on translation to presentation currency	161,526	-	161,526
As at March 31, 2014	**4,299,925**	**-**	**4,299,925**

Block 14 in Northern Sudan was originally granted under a Concession Agreement dated May 19, 2010. Under the normal course of business and as provided under the Concession Agreement, the Company has provided the relevant government authority with written notice of the exercise of its option to renew the exploration license for Block 14 for a further two years. Formal government finalization of the renewal is expected shortly.

7. SHARE CAPITAL

The authorized share capital consists of an unlimited number of common shares, with no par value.

The Company's issued and outstanding stock options were not included in the calculation of diluted earnings per share because they are anti-dilutive for the three months ended March 31, 2014 and 2013.

8. STOCK OPTIONS

a) Stock option plan

The Company has a stock option plan (the "Plan") in which common shares have been made available for the Company to grant incentive stock options to certain directors, officers, employees and consultants of the Company. Under the Plan, the total number of options outstanding at any given point in time cannot exceed 10% of the issued and outstanding common shares of the Company. Vesting and terms of the option agreement are at the discretion of the Board of Directors.

The total stock-based compensation for the period ended March 31, 2014 was $464,000 (2013: $nil). Stock-based compensation of $418,000 (2013 - $nil) has been allocated to Administration Expenses and $46,000 (2013 - $nil) to Exploration Expenses for employees directly involved in exploration activities.

The unrecognized compensation cost for non-vested share options at March 31, 2014 was $633,000 (December 31, 2013: $1,106,000).

b) Stock options outstanding

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

	Number of shares (In thousands)	Weighted average exercise price CDN$
Options recognized on acquisition of Shark Minerals Inc.	4,815	$7.08
Granted	5,850	$0.90
Exercised	(572)	$0.30
Expired	(3,523)	$7.79
Forfeited	(150)	$0.90
Outstanding at December 31, 2013	6,420	$1.81
Forfeited	(67)	$0.90
Outstanding at March 31, 2014	6,353	$1.82
Exercisable at March 31, 2014	2,620	$3.13

The following summarizes information about the stock options outstanding and exercisable at March 31, 2014:

	Outstanding options			Exercisable options		
Exercise prices (CDN$)	Number of options outstanding (In thousands)	Weighted average remaining contractual life (Years)	Weighted average exercise price (CDN$)	Number of options exercisable (In thousands)	Weighted average remaining contractual life (Years)	Weighted average exercise price (CDN$)
$0.90	5,600	2.06	$0.90	1,867	2.06	$0.90
$1.20 – $1.50	337	3.21	$1.22	337	3.21	$1.22
$14.52 – $14.64	416	1.68	$14.64	416	1.68	$14.64
	6,353	2.09	$1.82	2,620	2.14	$3.13

9. ADMINISTRATION COSTS

	Three months ended March 31, 2014	2013
Office and administration	139,324	13,559
Management and consulting fees	222,897	59,269
Salaries and benefits	170,789	-
Stock based compensation expense	417,904	-
Travel and promotion	46,051	72,273
Professional fees	17,534	19,033
Total administration costs	**1,014,499**	**164,134**

(All amounts expressed in Canadian Dollars, unless otherwise indicated)

10. EXPLORATION AND PROJECT INVESTIGATION COSTS

Three months ended March 31,		Sudan Northern Blocks	Sudan South-eastern Blocks	Other	Total
2014	Drilling	1,183,685	-	-	1,183,685
	Salaries and benefits	580,468	-	1,012	581,480
	Stock-based compensation expense	45,578	-	81	45,659
	Sampling, satellite and geological costs	584,361	-	-	584,361
	Field operation and consumables	326,735	-	-	326,735
	Exploration support and administration	134,083	-	152	134,235
	Travel and accommodation	100,821	-	-	100,821
	Geological consulting	109,965	-	25,352	135,317
	Permitting and licensing fees	72,359	-	-	72,359
	Depreciation	100,517	-	23,899	124,416
	Total exploration and project investigation costs	**3,238,572**	**-**	**50,496**	**3,289,068**
2013	Drilling	1,317,872	124	-	1,317,996
	Salaries and benefits	389,727	125,067	-	514,794
	Sampling, satellite and geological costs	222,866	92,302	-	315,168
	Field operation and consumables	244,314	28,123	-	272,437
	Exploration support and administration	166,290	25,787	-	192,077
	Travel and accommodation	106,590	15,238	-	121,828
	Geological consulting	81,993	13,377	-	95,370
	Permitting and licensing fees	37,051	21,019	-	58,070
	Depreciation	46,559	40,793	-	87,352
	Total exploration and project investigation costs	**2,613,262**	**361,830**	**-**	**2,975,092**

(All amounts expressed in Canadian Dollars, unless otherwise indicated)

11. RELATED PARTY TRANSACTIONS

The related parties with which the Company has transacted during the three months ended March 31, 2014, were Hugh Stuart Exploration Consulting Ltd. ("HSEC"), RB Energy Inc. ("RB Energy"), Meyas Nub Multiactivities Company Limited ("Meyas Nub") and SinoTech (Hong Kong) Corporate Limited ("SinoTech"). Other than Meyas Nub and SinoTech, these companies are related by way of directors, officers and shareholders in common. Meyas Nub is identified as a related party as a result of its ability to exert significant influence on MSMCL through its non-controlling equity interest (Note 13). SinoTech is related by virtue of its greater than 10% shareholding in the Company. Related party transactions are recorded at the exchange amounts.

a) Services received from related parties

		Three months ended March 31,	
	Related party	**2014**	**2013**
Drilling and exploration support	Meyas Nub	210,921	133,084
Geological consulting	SinoTech	14,597	-
Geological consulting	HSEC	142,141	90,690
Management fees	HSEC	-	40,352
Support and administration	RB Energy	111,000	-
Support and administration	SinoTech	7,500	-
Total related parties costs		**486,159**	**264,126**

b) Related party balances

The amounts due from (to) related parties by the Company, and the components of the consolidated statement of financial position in which they are included, are as follows:

	Related party	**March 31, 2014**	**December 31, 2013**
Accounts payable and accrued liabilities	Meyas Nub	(113,183)	-
Accounts payable and accrued liabilities	RB Energy	(73,653)	-
Accounts payable and accrued liabilities	HSEC	(175,836)	(108,550)
Accounts payable and accrued liabilities	SinoTech	(7,500)	(24,000)
Receivables and other assets	HSEC	-	971

(All amounts expressed in Canadian Dollars, unless otherwise indicated)

c) Key management compensation

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel includes the Company's executive officers and vice-presidents.

The remuneration of key management personnel were as follows:

	Three months ended March 31, 2014	2013
Salaries and management fees	123,027	-
Short term benefits	2,924	-
Stock-based compensation	198,402	-
Total key management compensation	**324,353**	**-**

12. SEGMENT INFORMATION

The Company's operations currently consist of the acquisition and exploration of mineral resources in the Republic of Sudan. Materially all of the Company's equipment and exploration and project investigation costs are located and incurred in the Republic of Sudan, whereas materially all of the Company's cash is held by the Canadian parent.

13. NON-CONTROLLING INTEREST

On March 1, 2012, an indirect wholly owned subsidiary of Orca, SMCL, closed a transaction whereby it acquired the right and option to a 70% interest in MSMCL, a Sudanese company incorporated to hold an exploration license in the Republic of Sudan. Under the purchase agreement, SMCL agreed to pay the holder of the license USD $9.5 million in three installments, in exchange for an increasing ownership interest in MSMCL, as follows:

Date	Payment	Total ownership interest
March 1, 2012	USD $3.5 million (paid)	35.0%
September 30, 2013	USD $3.0 million (paid)	52.5%
September 30, 2014	USD $3.0 million	70.0%

The agreement stipulates that SMCL would forfeit its then current interest if it does not make the required final payment on or prior to September 30, 2014. Under the agreement, SMCL has agreed to fund all exploration, development and construction costs to commercial production.

ORCA GOLD INC

CORPORATE DIRECTORY

OFFICERS
Richard Clark
Chairman of the Board
L. Simon Jackson
President/Chief Executive Officer
Alessandro Bitelli
Chief Financial Officer
Hugh Stuart
Vice President - Exploration
Kathy Love
Corporate Secretary

DIRECTORS
Richard Clark
Compensation Committee
Corporate Governance and Nominating Committee
L. Simon Jackson
Dr. Jingbin Wang
Audit Committee
Compensation Committee
Shuixing Fu
Corporate Governance and Nominating Committee
Robert F. Chase
Audit Committee
Corporate Governance and Nominating Committee
Alexander Davidson
Audit Committee
Compensation Committee

AUDITORS
Ernst & Young, LLP
Vancouver, British Columbia, Canada

LEGAL COUNSEL
Blake Cassels & Graydon LLP
Vancouver, British Columbia, Canada

CORPORATE OFFICE
Suite 2000 - 885 West Georgia Street
Vancouver, British Columbia
Canada V6C 3E8
Telephone: (604) 689-7842
Fax: (604) 689-5452

REGISTERED OFFICE
Blake Cassels & Graydon LLP
2600 - 595 Burrard Street
Vancouver, British Columbia
Canada V7X 1L3

RECORDS OFFICE
Blake Cassels & Graydon LLP
2600 - 595 Burrard Street
Vancouver, British Columbia
Canada V7X 1L3

REGISTRAR AND TRANSFER AGENT
Computershare Trust Company of Canada
Vancouver, British Columbia
Canada

SHARE LISTING
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Symbol: ORG
CUSIP No.: 68558N102
ISIN: CA68558N1024