

VG Gold Corp.

MANAGEMENT'S DISCUSSION AND ANALYSIS

March 31, 2010

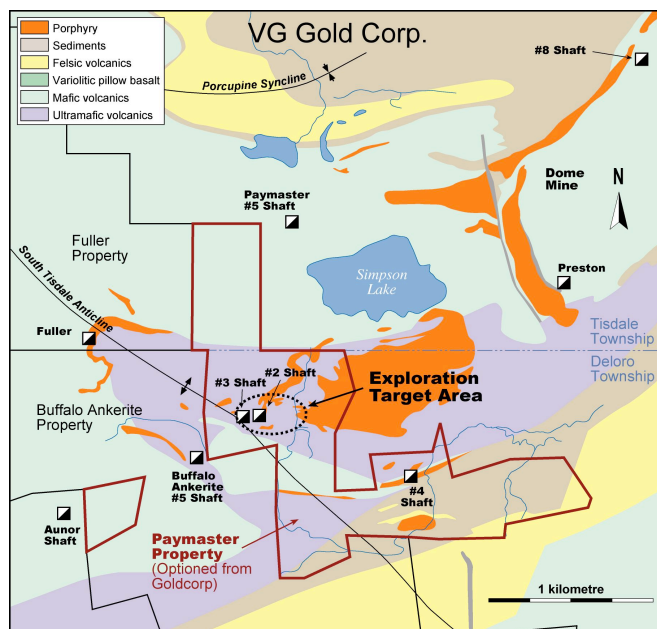
VG Gold Corp.
Management's Discussion and Analysis – March 31, 2010

General

The following discussion of performance, financial condition and future prospects should be read in conjunction with VG Gold Corp. (the “Company” or “VG Gold”) financial statements and notes thereto for the years ended December, 2009 and 2008, which were prepared in accordance with generally accepted accounting principles (GAAP) in Canada. Additional information, including an Annual Information Form can be found on SEDAR, www.sedar.com. All dollar amounts are in Canadian dollars. This discussion and analysis is dated May 7, 2010.

Overview

The principal business of VG Gold is to explore and develop gold properties in Timmins, Ontario, Canada and to acquire additional gold properties in the Timmins area. VG Gold Corp. was formed on March 24, 1972 by articles of amalgamation under the Ontario Business Corporations Act. VG Gold is currently focused on exploring its properties; the Buffalo Ankerite property is 100% controlled and the Fuller property is 100% owned. The Company holds a 68.5% interest in the Davidson Tisdale property. The primary focus during the third and fourth quarters of 2009 was on the Paymaster Property, which has been optioned from Goldcorp. For more information see the Company web site: www.vggoldcorp.com.



Paymaster Property

The Paymaster property consists of 16 claims with an area of about 500 acres, adjacent to the Fuller and Buffalo Ankerite properties and 2 miles south east of the City of Timmins. VG Gold has the option to earn a 60% interest in the Paymaster claims over a period of four years. (See details on page 6 under *Goldcorp Agreement*.)

The east-west mineralized Paymaster west porphyry zones on both the Fuller Property and the Buffalo Ankerite

VG Gold Corp.
Management's Discussion and Analysis – March 31, 2010

property trend on to the Paymaster property. Fifteen of the Paymaster claims are situated to the east of the Fuller and Buffalo Ankerite properties and one claim is located adjacent to the west extension of the Buffalo Ankerite South Mine zone. The Company plans to focus 50% of its exploration budget on the Paymaster property west porphyry zone during the remainder of 2010. On the Paymaster property, the west porphyry zone represents the primary exploration focus of the company. Previous historical mining and exploration work established the presence of gold zones associated with porphyry.

During 2009 VG Gold's exploration drilling work was performed on the Paymaster property, which was optioned from Goldcorp, under a four year option agreement. The project is situated next to Goldcorp's Dome mine, which has produced 17.1 million ounces of gold to date.

VG Gold has focused its drilling on the Paymaster west porphyry zone, where historic underground mining has occurred from near surface to a depth of 600 feet. The Company drilled 56 holes targeting both near open pit mineralization and deeper mineralization, that could be worked by underground mining methods. For 2009 drill results see the drill table at http://www.vggoldcorp.com/pdfs/drilling_paymaster.pdf.

Phase I drilling (3rd Quarter 2009)

Phase I drilling successfully confirmed the presence of near-surface, widespread gold mineralization at the Paymaster West project. All of the holes targeted gold mineralization between 15 metres (50 feet) and 90 m (300 feet) below surface. Since drilling occurred close to the previously mined areas, most of the holes encountered underground openings with six of the 12 holes totaling 1,138 meters having to be terminated prior to their targeted depth. The presence of high-grade gold mineralization in the upper areas outside of the previously mined areas indicates that there is good exploration potential not only at depth, but also close to surface.

Gold mineralization at the Paymaster West project is hosted within strongly altered and well-mineralized quartz feldspar porphyry. Alteration consists of pervasive ankerite and sericite with local tourmaline, both disseminated and in veins. Pyrite mineralization is disseminated throughout, with local concentrations to 20 per cent. Visible gold (VG) was noted in two holes.

Phase II drilling (4th Quarter 2009)

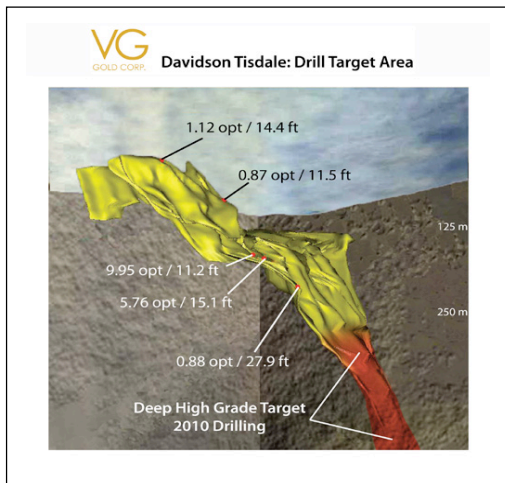
Based on the successful phase I drilling, VG Gold mobilized a second diamond drill to the Paymaster West project. Phase II drilling is planned to consist of 40 holes totaling 11,455 metres (37,582 feet) and will target porphyry-hosted, high-grade gold mineralization located between 150 m (500 feet) and 300 m (1,000 feet) below surface and beneath the historical mine workings.

Phase III drilling (1st Quarter 2010)

Phase III drilling began in January 2010 and consists of both shallow drilling to outline near

VG Gold Corp.
Management's Discussion and Analysis – March 31, 2010

surface, open pit resources and deeper drilling to follow the gold mineralization to depth.



Davidson Tisdale Property

The Davidson Tisdale Property consists of 10 claims covering approximately 520 acres in Tisdale Township.

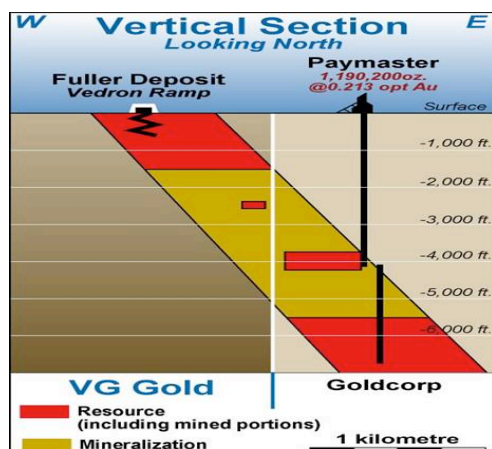
The property is accessed by an all-weather road from the town of South Porcupine and is located 5 kilometers northeast of the city of Timmins. During the year Laurion Minerals sold its 31.5% joint venture interest to San Gold Corp.

Geologically the property is situated on the north limb of the Porcupine Syncline, a structure that hosts a number of the richest gold deposits in Timmins, including the Hollinger and McIntyre Mines. Significant development work took place in the 1980s, with a decline ramp driven to a depth of 550 feet. Historical work in the 1920s established several mine levels down to 600 feet.

Drilling has been focused in the area from surface to 200 metres in both the S-Zone and the Main Zone. VG Gold's exploration focus is on the high-grade quartz veins in the Main Zone. VG Gold filed a PEA issued by Vetrin Mine Planners on www.sedar.com in October 16, 2007 and the qualified person for the report is Ronald Moran. The Company is working towards obtaining all necessary permits required for production.

During 2010 VG Gold, paying 68.5%, and San Gold, paying 31.5%, plan to continue exploring the property below 200 meters to greater depth.

Exploration drilling began during the first quarter of 2010, with focus on the Main Zone below 250 metres deep.



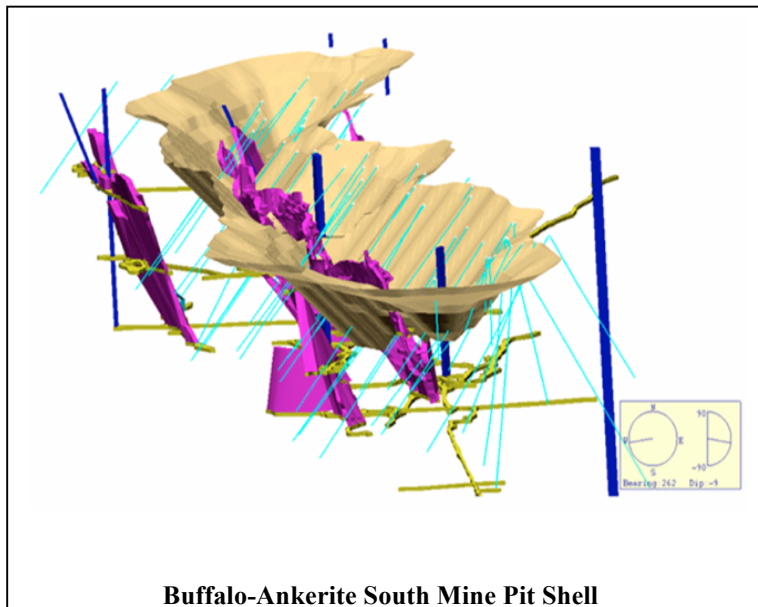
Fuller Property

The 100% owned Fuller Property consists of 17 claims totaling 672 acres located in Tisdale and Deloro Townships, Timmins, Ontario. Four new patented claims were acquired from the Porcupine Joint Venture owned by Goldcorp Canada Ltd., with a 51% interest and Goldcorp Inc., with a 49% interest (together "Goldcorp") during the prior year. The property is accessed by paved road and is located 2 km southeast of the city of Timmins.

VG Gold Corp.
Management's Discussion and Analysis – March 31, 2010

Property geology consists of the east-west trending volcanic flows that have produced more than 50 million gold ounces within a 3 mile radius of the Fuller deposit. Neighbours include the Dome Mine to the east and the Hollinger and McIntyre Mines to the north and northwest. In 1984 the fractured ownership of the Fuller Deposit was consolidated under VG Gold's control. Further exploration and development work proceeded during the late 1980s. This work involved establishing a decline ramp to a depth of 650 feet with 5 mine levels, and confirming a historically estimated gold resource. In the late 1990s, VG Gold's exploration drilling was designed to expand the resource (see updated Wardrop NI 43-101 report filed on www.sedar.com December 4, 2007). The Fuller Property resource is situated in steeply dipping zones of sulphide mineralization. The gold zones appear to be the updip extension of the neighbouring Goldcorp owned Paymaster mine. Seven gold zones that contain gold mineralization have been drilled to a depth of 1,600 feet. Paymaster, the on strike neighbour, was mined and developed to a depth of 7,000 feet.

VG Gold filed a Preliminary Economic Assessment (PEA) issued by Vetrin Mine Planners on www.sedar.com in April 4, 2008 with Ronald Moran as the qualified person.



Buffalo Ankerite Property

The 100% controlled Buffalo Ankerite property consists of 35 claims totaling 1,063 acres in Deloro township, Ontario. The property is accessed by a paved road 2 kilometres southeast of the city of Timmins.

The Buffalo Ankerite mine produced 1 million ounces of gold from 1926 to 1953. Adjacent to the west, the Aunor mine produced 2.5 million ounces of gold, and to the east the Paymaster mine

produced 1.2 million ounces of gold. The geology of the property consists of volcanic flows that are folded from east-west to north by northeast. A 4,000 feet deep production shaft on the property was the primary means of historical gold production.

A PEA issued by Vetrin Mine Planners was filed on www.sedar.com in July 6, 2007 for the near surface gold mineralization in the south mine area, as outlined by recent drilling. The qualified person for the PEA is Ronald Moran. Drilling continued through 2009, with plans to continue to expand the mine area gold mineralization in future programs.

VG Gold Corp.
Management's Discussion and Analysis – March 31, 2010

Overall Performance

For the quarter ended March 31, 2010 the Company's cash position decreased, from \$6,708,698 as of December 31, 2009 to \$5,468,483 as of March 31, 2010. The Paymaster and Davidson-Tisdale properties were the primary exploration focus of the Company during the quarter.

The Company will continue to focus on its four central Timmins properties during 2010. This will comprise of exploration drilling, permitting and mine planning activities. The main activities carried out during the quarter were focused on increasing the gold resources through exploration drilling on the Paymaster and Davidson-Tisdale properties.

Goldcorp Agreement

Effective June 13, 2008, the Company signed an option and joint venture agreement with Goldcorp. This agreement allows the Company to earn a 60 percent interest in select claims of the Paymaster Property situated on the east boundary of both VG Gold's Buffalo Ankerite and Fuller properties. Also included is one Aunor Mine Claim situated on the west side of the Buffalo Ankerite Property. Under the terms of the agreement, VG Gold has the option to earn a 60 percent interest in fifteen claims by incurring exploration expenditures of \$6 million over 4 years, subject to a back-in-right option. Fourteen of the claims are in Deloro Township, with thirteen on the east side of the Buffalo Ankerite Property, and the Aunor claim on the west side. The other two claims are optioned to the 4,075 feet level in the adjacent Paymaster Mine in Tisdale Township and are adjacent to the east side of the Fuller Property. VG Gold also acquired a 100 percent interest in 4 claims in Tisdale Township on the west side of the Fuller Property in exchange for the surface rights to 5 claims on the northern part of the Fuller Property.

Under the terms of the Option and Joint Venture Agreement, VG Gold can exercise its option and enter into a 60/40 Joint Venture agreement with Goldcorp once it has completed the \$6 million work program and has made payments of cash, shares and warrants specified below. Upon VG Gold exercising its option to form the joint venture, Goldcorp has a 6 month period where it can exercise a back-in right to increase its interest from 40 percent to 70 percent, and become the operator, by making a payment of \$710,000 to VG Gold plus incurring exploration and development expenditures of \$8,250,000 on the property within two years of the back-in right notice and by completing a feasibility study within three years of the back-in right notice.

The terms of the agreement provide for VG Gold to spend \$800,000 in the first year of the agreement, \$1.1 million in year two, \$1.6 million in year three and \$2.5 million in year four, for a total of \$6 million over 4 years. The first year work program of \$800,000 is a work commitment on the Goldcorp property, which has been met as of December 31, 2009, and the second year work commitment of \$1.1 million has also been met as of March 31, 2010. VG Gold paid \$40,000 on signing and has paid \$50,000 at the end of the first anniversary. The company also issued 340,000 shares on signing and 1 million warrants expiring on June 13, 2009, with an exercise price of \$0.31 per share. VG Gold has also issued shares with a value of \$100,000 on the first anniversary and will issue another \$100,000 worth of shares on the second anniversary, \$150,000 on the third anniversary and \$200,000 on the fourth anniversary of the agreement.

This agreement provides VG Gold the opportunity to expand the known gold mineralized zones that trend from VG Gold's property onto Goldcorp's properties.

VG Gold Corp.
Management's Discussion and Analysis – March 31, 2010

Selected Financial Information

The following table provides selected financial information that should be read in conjunction with the financial statements of the Company.

	<i>Quarter Ended March 31</i>		<i>Year Ended December 31,</i>	
	<i>2010</i>	<i>2009</i>	<i>2009</i>	<i>2008</i>
Interest and Other Income	\$3,644	\$8,350	\$29,189	\$60,647
Loss for the period	\$269,165	\$100,291	\$957,297	\$627,118
Loss per share	\$(0.01)	\$(0.01)	\$0.01	\$0.01
Total assets	\$32,395,477	\$24,587,533	\$32,652,103	\$24,737,712
Mineral interests	\$25,755,660	\$23,245,897	\$25,026,311	\$23,100,953
Total liabilities	\$416,045	\$601,875	\$483,131	\$582,563

Results of Operations

The Company's operations involve exploration on its gold properties in Ontario, Canada. The Company has no income from mining operations. For the quarter ended March 31, 2010, the Company had a net loss of \$269,165 (March 31, 2009 - \$100,291). The increased loss of \$168,874 over the comparable quarter ended March 31, 2008 was mainly due to an increase in operational activities of the Company, including management fees by \$53,000 due to management bonuses declared and an increase in shareholder relations of \$65,018 and travel of \$17,097 due to increased investor awareness activity in North America and Europe. Consulting fees also increased by \$45,416 due to the increased corporate activity at head office.

The Company cash position decreased from \$6,708,698 as at December 31, 2009 to \$5,468,483 as at March 31, 2010, mostly due to expenditures in drilling.

Revenue

The Company did not earn revenue during the quarter ended March 31, 2010, other than interest income of \$3,644.

VG Gold Corp.
Management's Discussion and Analysis – March 31, 2010

Expenses

	<i>March 31, 2010</i>	<i>March 31, 2009</i>	<i>Change %</i>
Office, general and administrative	\$ 388,103	\$ 152,403	155.0%
Stock-based compensation	\$ -	\$ -	-%

Office, general and administrative expenses increased by 155.0% or \$235,700, due to the increased shareholder and investor relation activities. There were no stock options granted in the quarter and no related Stock-based compensation.

Exploration and Development Expenditures

Drilling and other exploration expenditures are capitalized. Exploration expenditures, which were capitalized for the quarter ending March 31, 2010, amounted to \$902,795. Capitalized exploration and development expenditures for the quarter ended March 31, 2010 includes \$467,007 on the Davidson Tisdale Property, \$43,099 on the Fuller Property, \$25,176 on the Buffalo Ankerite Property and \$367,513 on the Paymaster Property.

The Company is focused on exploring and developing its four advanced gold properties: the Davidson Tisdale Property, the Fuller Property the Buffalo Ankerite Property and the Paymaster Property. During quarter ended March 31, 2010, the primary exploration focus was on the Paymaster and Davidson-Tisdale properties.

Exploration and Development Expenditures for the quarter ending March 31, 2010

	<i>Davidson Tisdale</i>	<i>Fuller</i>	<i>Buffalo Ankerite</i>	<i>Paymaster</i>	<i>Total</i>
Geological	\$63,383	\$4,598		\$45,248	\$113,229
Engineering				\$2,280	\$2,280
Drilling	\$367,464	\$26,279		\$306,327	\$700,070
Consulting	\$3,128		\$1,000		\$4,128
Permitting	\$10,341	\$5,536	\$22,883		\$38,761
Other	\$22,691	\$6,686	\$1,293	\$13,658	\$44,328
Property Total	\$467,007	\$43,099	\$25,176	\$367,513	\$902,795

VG Gold Corp.
Management's Discussion and Analysis – March 31, 2010

Summary of Quarterly Results

Selected financial information for the eight previous fiscal quarters.

<i>Quarterly Financial Information (unaudited)</i>				
	2010 Q1	2009 Q4	2009 Q3	2009 Q2
(a) Revenue - interest	\$ 3,644	\$ 3,805	\$ 8,517	\$ 8,517
(b) Net Income (loss)	\$ (269,165)	\$ (572,257)	\$ (136,217)	\$ (148,532)
(c) Net Income (loss) per share (basic & fully diluted)	\$ (0.005)	\$ (0.005)	\$ (0.001)	\$ (0.001)
	2009 Q1	2008 Q4	2008 Q3	2008 Q2
(a) Revenue- interest	\$ 8,350	\$ 8,435	\$ 10,964	\$ 15,888
(b) Net Income (loss)	\$ (100,291)	\$ (56,322)	\$ (121,049)	\$ (134,575)
(c) Net Income (loss) per share (basic & fully diluted)	\$ (0.002)	\$ (0.004)	\$ (0.001)	\$ (0.001)

Liquidity and Capital Resources

For the quarter ended March 31, 2010 the Company's cash position decreased from the December 31, 2009 year-end total of \$6,708,698 to \$5,468,483.

There were 541,250 warrants exercised, which resulted in a \$79,625 addition to the bank.

The Company invests funds held for exploration in GICs issued by Schedule "A" banks.

Outstanding Share Data

The authorized capital of the Company is comprised of an unlimited number of common shares.

At March 31, 2010 the Company had 178,467,862 common shares outstanding (December 31, 2009 – 177,926,612).

During the quarter the Company issued:

- 541,250 common shares on exercise of warrants for gross proceeds of \$79,625;

The number of warrants outstanding at quarter end is 6,548,750, ranging in expiry date from November 13, 2010 to March 1, 2011 and at exercise prices ranging from \$0.08 to \$0.15.

The number of outstanding options remains unchanged from year-end at 4,820,000, ranging in exercise price of \$0.15 to \$0.60

VG Gold Corp.
Management's Discussion and Analysis – March 31, 2010

Commitments

VG Gold has entered into a joint venture with others whereby the Company may earn an interest in certain mineral properties by making option payments in cash and property work obligations to maintain the option on properties. VG Gold's current commitments are as follows:

The Paymaster property agreement has \$100,000 in shares to be issued by June 12, 2010. By June 12, 2011 the Company is committed to exploration expenditures of \$1,600,000 and \$150,000 in shares to be issued. By June 12, 2012, the Company is committed to exploration expenditures of \$2,500,000 and \$200,000 in shares to be issued.

Transactions with Related Parties

Management fees were paid to companies controlled by officers and directors of the Company, totaling \$91,000 (2009 - \$48,000) for the quarter.

The Company paid legal fees of \$1,088 (2009 – \$10,966) for the quarter to a firm in which an officer of the Company is also a partner of the law firm.

The Company has paid directors' fees of the Company totaling \$13,000 (2009 - \$9,000) for the quarter.

All related party transactions into which the Company has entered are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Environmental Risks and Hazards

All phases of VG Gold's mineral exploration operations are subject to environmental regulations pertaining to the City of Timmins, the province of Ontario and Canada. Environmental legislation is evolving in a manner that will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect VG Gold's operations. Environmental hazards may exist on the properties on which VG Gold holds interests, which are unknown to VG Gold at present and which may have been caused by previous or existing owners or operators of the properties. VG Gold may become liable for such environmental hazards caused by previous owners and operators of the properties even where it has attempted to contractually limit its liability. Government approvals and permits are currently and may in the future be required in connection with VG Gold's operations. To the extent that such approvals are required and not obtained, VG Gold may be curtailed or prohibited from proceeding with planned exploration or development of mineral properties. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities which may cause operations to cease or be curtailed and may include corrective measures requiring capital

VG Gold Corp. Management's Discussion and Analysis – March 31, 2010

expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

The future costs of retiring mining assets include dismantling, remediation, ongoing treatment and monitoring of the site. These are reconciled and recorded as a liability at fair value. The liability is accreted, over time, through periodic charges to earnings. In addition, asset retirement costs are capitalized as part of the asset's carrying value and amortized over the asset's useful life. As the Corporation has not yet begun mining or milling operations, the Company currently has no identifiable obligations in relation to the retirement of its assets save for the Buffalo Ankerite mine site, for which the Mining Lands Commissioner had issued an Order for the Company to use its best efforts to remediate the open pit on the site and to maintain security. The estimated cost to perform this work is not determinable due to the uncertainty about the timing of the remediation work as the Company is still exploring the property for future development and therefore no liability has been accrued in the financial statements.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on VG Gold and could cause increases in exploration expenses, capital expenditures and production costs. They may also cause a reduction in levels of production at producing properties or they may require abandonment or delays in development of new mining properties.

Production of mineral properties may involve the use of dangerous and hazardous substances such as sodium cyanide. While all steps will be taken to prevent discharges of pollutants into the environment, VG Gold may become subject to liability for hazards against which it cannot be insured. The Company is subject to all environmental acts and regulations at the federal and provincial levels. These include, but are not limited to, the following:

Federal Level (Canada)

Canadian Environmental Protection Act
Fisheries Act
Navigable Waters Protection Act and Regulations

Provincial Level (Ontario)

Environmental Protection Act
Mining Act

To the Company's knowledge, there are no liabilities to date, which relate to environment risks or hazards.

Critical Accounting Estimates

The Company's significant accounting policies are summarized in notes 2 of the audited financial statements for the year ended December 31, 2009. These financial statements have been prepared using Canadian GAAP applicable to a going concern, which assumes continuity of operations and realization of assets and settlement of liabilities in the normal course of business. However, the Company is in the exploration stage and is subject to risks and challenges similar to companies in

VG Gold Corp. Management's Discussion and Analysis – March 31, 2010

the comparable stage. As a result of these circumstances, there is significant doubt as to the appropriateness of the going concern presumption. There is no assurance that the Company's funding initiatives will continue to be successful and these financial statements do not reflect the adjustments to carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption inappropriate. These adjustments could be material. The policies described below and estimates related to them have the most significant effect in preparation and presentation of the Company's financial statements.

Mineral Properties

The Company defers the costs of exploration and capital assets in existing projects and carries them as assets until production begins. Mineral properties and deferred exploration expenditures are recorded at cost and do not necessarily reflect present or future values. If a project is successful, the related mineral properties and deferred exploration expenditures will be amortized over the estimated economic life of the project. If a project is unsuccessful, or if exploration ceases because continuation is not economically feasible, the mineral properties and related exploration expenditures are written off.

Senior management periodically reviews the carrying value of the mineral properties and deferred exploration expenditures, to consider whether there are any conditions that may indicate impairment.

Where estimates of future cash flows are available, a reduction in carrying value is recorded to the extent the net book value of the investment exceeds the estimated future cash flows. Where estimates of the future cash flows are not available and where other conditions suggest impairment, management assesses if the carrying value can be recovered and provides for impairment, if so indicated.

Warrants

The Company accounts for warrants using the fair value method. Under this method, the value of warrants is measured at fair value at the grant date using the Black-Scholes valuation model and recorded as share capital when the warrants are exercised.

Stock-based Compensation

The Company has a stock-based compensation plan. VG Gold accounts for stock options using the fair value method. Under this method, compensation expense for stock options granted is measured at fair value at the grant date using the Black-Scholes valuation model and recognized over the vesting period of the options granted. Forfeitures of stock options are recognized as incurred.

Nature of Operations

VG Gold is an exploration and development company engaged in the mining business. Some of its mineral properties are currently being explored and developed and the Company has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of the amount shown for mineral properties is dependent upon the existence of

VG Gold Corp. Management's Discussion and Analysis – March 31, 2010

economically recoverable reserves, as established in accordance with National Instrument No. 43-101, upon the ability of VG Gold to obtain the necessary financing to complete exploration and development and upon future profitable production or proceeds from disposition of such properties.

The Company tries to maximize its exposure to promising exploration and development opportunities, to manage the risks inherent in exploration and to make appropriate use of financial management resources.

Off-Balance Sheet Arrangements

As at December 31, 2009, the Company does not have off-balance sheet arrangements.

Additional Funding Requirements

As discussed, the mineral properties of VG Gold are in the exploration and development stage and, as a result, the Company has no source of operating cash flow. The Company intends to raise such additional funds to complete its projects. There is no assurance that VG Gold will be able to raise additional funds on reasonable terms. The development of any ore deposits found on the exploration properties of VG Gold depends on the ability of the Company to obtain financing through debt financing, equity financing or other means. If the exploration and development programs of VG Gold are successful, additional funds will be required to develop the properties and, if successful, additional funds will be required to place them in commercial production. The only source of future funds presently available to VG Gold is the sale of equity capital of VG Gold or the sale by VG Gold of an interest in any of its properties in whole or in part. The ability of VG Gold to arrange such financing in the future will depend in part upon the prevailing capital market conditions, as well as on the business performance of the Company.

There can be no assurance that VG Gold will be successful in its efforts to arrange additional financing if needed on terms satisfactory to VG Gold. If additional financing is raised by the issuance of shares from the treasury of the Corporation, control of VG Gold may change and shareholders may suffer additional dilution. If adequate financing is not available, VG Gold may be required to delay, reduce its scope, eliminate one or more exploration activities or relinquish rights to certain of its interests. Failure to obtain additional financing on a timely basis could cause VG Gold to forfeit its interests in some or all of its properties and to reduce or terminate its operations.

New Accounting Standards and Policies

EIC 173 Credit Risk and the Fair Value of Financial Assets and Financial Liabilities

In January 2009, the CICA issued EIC 173, Credit Risk and the Fair Value of Financial Assets and Financial Liabilities. The EIC provides guidance on how to take into account credit risk of an entity and counterparty when determining the fair value of financial assets and financial liabilities, including derivative instruments. This EIC applies to interim and annual financial statements relating to periods beginning on or after January 1, 2009. Adoption of this EIC did not have any effect on the Company's consolidated financial statements.

VG Gold Corp. Management's Discussion and Analysis – March 31, 2010

EIC 174 Mining Exploration Costs

In March 2009, the CICA issued EIC 174, Mining Exploration Costs. The EIC provides guidance on the accounting and the impairment review of exploration costs. Adoption of this EIC did not result in a significant impact to the Company's consolidated financial statements.

Amendment to Section 3862 – Financial Instruments – Disclosures

During 2009, CICA handbook 3862, Financial Instruments – Disclosures, was amended to require disclosures about the inputs to fair value measurements, including their classification within a hierarchy that prioritizes the inputs to fair value measurement. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the assets or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

Future Accounting Changes

Section 1582

The new Section 1582 - Business Combinations, which replaces Section 1581 - Business Combinations, establishes standards for the measurement of a business combination and the recognition and measurement of assets acquired and liabilities assumed. The new standard applies to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011. Earlier application is permitted.

The Company does not expect the adoption of this new standard to have an impact on its financial statements.

Section 1601 & 1602

The new Sections 1601 - Consolidated Financial Statements and Section 1602 - Non-Controlling Interest, together replace Section 1600 - Consolidated Financial Statements. Section 1601 establishes standards for the preparation of consolidated financial statements. Section 1602 establishes the accounting for a non-controlling interest in a subsidiary, in the consolidated financial states, subsequent to a business combination. These standards apply to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Earlier adoption is permitted as of the beginning of a fiscal year.

The Company does not expect the adoption of these new standards to have an impact on its financial statements.

Status of VG Gold's Transition to International Financial Reporting Standards (IFRS)

On February 13, 2008, the CICA Accounting Standards Board (AcSB) confirmed that the changeover to IFRS from Canadian GAAP will be required for publicly accountable enterprises for interim and annual financial statements effective for fiscal years beginning on or after January 1, 2011, including comparatives for 2010. The objective is to improve financial reporting by having one single set of accounting standards that are comparable with other entities on an international basis.

The Company commenced its IFRS conversion project during 2009 and established a formal project governance structure, including an IFRS Steering Committee, to monitor the progress and critical decisions in the transition to IFRS. The Steering Committee consists of senior financial management. An external consultant was engaged to work with the Company's designated project staff. Regular reporting has been provided by the Steering Committee to the Audit Committee of the Board of Directors. The external auditors have also been consulted throughout the process.

As previously disclosed by the Company, the Company's conversion project will be completed in four phases: preliminary study, evaluation, development, and implementation. To date, the project is progressing according to plan. During 2009 the Company completed the preliminary study phase of the project which involved a high level review of the major differences between current Canadian GAAP and IFRS, as related to the Company's accounting policies. During 2009 the Company provided formalized training for senior management and Board of Directors as a first part of its overall executive training program.

The Company commenced work on the evaluation and development phases in 2009. As part of the evaluation and development phases of the IFRS project, the Company performed the evaluation and assessment of the IFRS 1, *First-time Adoption of International Financial Reporting Standards* ("IFRS 1") transition standard with the purpose of selecting the optional exemptions allowed to the Company upon transition to IFRS. IFRS 1 sets forth guidance for the initial adoption of IFRS. IFRS 1 generally requires that first-time adopters retrospectively apply all IFRS standards and interpretations in effect as at the first annual reporting date. IFRS 1 provides for certain mandatory exceptions and optional exemptions to this general principle for first time adopters of IFRS.

The Company expects to elect the following IFRS optional exemptions and apply mandatory exemption, which may have a significant impact on the Company's results:

- to apply the requirements of IFRS 2, *Share-based payments*, to share-based payments granted which had not vested as of the Transition Date;

Mandatory exemption provides that changes to estimates previously made are not permitted. The estimates previously made by the Company under Canadian GAAP will not be revised for application of IFRS except where necessary to reflect any changes resulting from differences in accounting policies.

VG Gold Corp.
Management's Discussion and Analysis – March 31, 2010

During 2009 the Company completed a preliminary in-depth review of its accounting policies and the impact from adopting IFRS, as well as the associated impact of the IFRS transition on business activities. As a result, IFRS-compliant accounting policies were developed by the Company, subject to future changes or revisions that may be needed as a result of updates to the IFRS standards as determined by the International Accounting Standard Board ("IASB") 43 and the Accounting Standards Board (Canada). These IFRS-compliant accounting policies were presented and discussed with management and the Audit Committee of the Board of Directors for their review.

As of March 31, 2010, the Company had substantially completed the evaluation and development phases of its IFRS conversion project. The following areas have been identified where the accounting differences, including presentation and disclosures, between Canadian GAAP and existing IFRS may have an impact on the Company's financial statements. The accounting differences described below should not be regarded as a complete list of areas that may be impacted by the transition to IFRS. Analysis of accounting policies is still in progress and may be subject to changes as VG Gold continues with the implementation phase of the project, particularly where choices of accounting policies are available.

Property and equipment – Separate accounting for components of property and equipment is more vigorously applied and broader under IFRS. Costs are allocated to significant parts of an asset if the useful lives differ, and each part is then separately depreciated.

Exploration and evaluation – IFRS 6, *Exploration for and Evaluation of Mineral Resources*, allows an entity to either develop a new accounting policy for exploration and evaluation expenditures consistent with IFRS requirements or continue to follow the Company's existing policy.

Income taxes – Existing IFRS requires the recognition of deferred taxes in situations not required under Canadian GAAP. Specifically, a deferred tax liability (asset) is recognized for exchange gains and losses relating to foreign non-monetary assets and liabilities that are re-measured into the functional currency using historical exchange rates. Similar timing differences are also recognized for the difference in tax bases between jurisdictions as a result of intra-group transfer of assets.

Asset impairment – Under IFRS, assets are tested for impairment either individually or within cash generating units. This approach reflects the smallest group of assets capable of generating largely independent cash inflows, which may differ from asset groups under Canadian GAAP. Impairment charges relating to long-lived assets may be more frequent under IFRS as the cash flow test for recoverability is based on a one step discounted cash flow approach. Impairment under IFRS is recognized if the carrying amount exceeds the higher fair value less cost to sell and value in use. Unlike Canadian GAAP, reversal of impairment charges is required under IFRS if the circumstances leading to the impairment no longer exist.

Share-based payments– While there is convergence in that share based payments are recognized as an expense, there are a number of measurement differences. IFRS requires that cash-settled share based payments be accounted for using a fair value method, as opposed to

VG Gold Corp.
Management's Discussion and Analysis – March 31, 2010

an intrinsic value under Canadian GAAP. IFRS requires that when the employee has the choice of settling for cash or shares, the entity has been deemed to have granted a compound instrument and this must separately account for the debt and equity components. Unlike IFRSs, Canadian GAAP requires that when the employee has the choice of settling for cash or shares, the award is accounted for as a liability based on its intrinsic value. If modifications are made to share based payments, differences could arise due to the specific guidance in IFRS that is absent from Canadian GAAP.

Presentation of Financial Statements – The conversion to IFRS will impact the way the Company presents its financial results. The first financial statements prepared using IFRS (i.e. interim financial statements for the three months ended March 31, 2011) will include numerous notes disclosing extensive transitional information with continuity reconciliations and full disclosure of all new IFRS accounting policies.

During 2009 the Company performed an assessment of the information technology systems that support consolidation and financial reporting. During the assessment, the Company carried out testing and developed alternative structures within the consolidation system to allow for parallel and dual reporting under Canadian GAAP and IFRS standards commencing in the first quarter of 2010. From the assessment performed and changes already made, the Company does not anticipate requiring further significant changes to the information technology systems.

The Company performed an initial assessment and evaluation of internal control design and effectiveness for all accounting policy changes identified. From the assessment and evaluation performed, the Company does not anticipate any significant impact on internal controls. With the completion of the evaluation and development phases, the Company is currently working through the implementation phase, which includes a plan to quantify, where possible, the impact these new policies have on our financial statements, and document the related internal controls. This exercise will either validate our accounting policy choices or indicate where modifications are required. The Company will adjust its Canadian GAAP balance sheet to IFRS during the implementation phase as its IFRS opening balance sheet as at the transition date of January 1, 2010.

Commencing for the period ended March 31, 2011 the Company will restate its comparative fiscal 2010 financial statements for annual and interim periods to be consistent with IFRS. In addition, the Company will reconcile equity and net earnings from the previously reported fiscal 2010 Canadian GAAP amounts to the restated 2010 IFRS amounts.

The Company continues to monitor standards development as issued by the IASB and the Accounting Standards Board (Canada), as well as regulatory developments as issued by the Canadian Securities Administrators, which may affect the timing, nature or disclosure of the Company's adoption of IFRS.

The project team assigned to the conversion to IFRS standards is working through a detailed IFRS transition plan, and certain project activities and milestones could change. VG Gold is monitoring the impact of the IFRS conversion on various functional activities of the Company. IFRS disclosure in the MD&A will be updated throughout the project.

VG Gold Corp.
Management's Discussion and Analysis – March 31, 2010

Given the progress of the project and outcomes identified, the Company could modify choices made between the time of communicating these key milestones and the changeover date. Further, changes in regulation or economic conditions at the date of the changeover or throughout the project could result in changes to the transition plan being different from those communicated.

Risks and Uncertainties

The Company's business of exploring and developing mineral properties is highly uncertain and risky by its very nature. In addition, the ability to raise funding in the future to maintain the Company's exploration and development activities is dependant on financial markets, which often fail to provide necessary capital.

Regulatory standards continue to change making the review process longer, more complex and more costly. Even if an apparently mineable deposit is developed, there is no assurance that it will ever reach production or be profitable, as its potential economics are influenced by many key factors such as commodity prices, foreign exchange rates, equity markets and political interference, which can not be controlled by management.

Management's evaluation of disclosure controls and procedures

Management is responsible for establishing and maintaining a system of controls and procedures over the public disclosure of financial and non-financial information regarding the Company. Such controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported, on a timely basis, to senior management, including the President and the Chief Financial Officer (CFO), so that they can make appropriate decisions regarding public disclosure. The system of disclosure controls and procedures includes, but is not limited to, our Disclosure Policy, our Code of Business Ethics, the effective functioning of our Disclosure and Audit Committees, procedures in place to systematically identify matters warranting consideration of disclosure by the Disclosure Committee and verification processes for individual financial and non-financial metrics and information contained in annual and interim filings, including the financial statements, MD&As, Annual Information Forms and other documents and external communications.

As required by CSA Multilateral Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings, an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures was conducted under the supervision of Management, including the President and CFO, as of March 31, 2010. The evaluation included documentation review, enquiries and other procedures considered by Management to be appropriate in the circumstances.

Based on that evaluation, the President and the CFO have concluded that the design and operation of the system of disclosure controls and procedures was effective as of March 31, 2010.

The President and CFO are also required, under Multilateral Instrument 52-109, to file certifications of the annual filings. Copies of these certifications may be found on SEDAR at www.sedar.com.

VG Gold Corp.
Management's Discussion and Analysis – March 31, 2010

Internal Control over Financial Reporting

The Company's Chief Executive Officer and Chief Financial Officer are also responsible for establishing and maintaining internal control over financial reporting (as required by Multilateral Instrument 52-109). These responsibilities include: (i) designing the Company's internal control over financial reporting, or causing it to be designed under their supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP; and (ii) causing the Company to disclose in this MD & A any change in the Company's internal control over financial reporting that occurred during the Company's most recent period that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. Internal control over financial reporting should include policies and procedures that establish, among others, the following items:

- Maintenance of records in reasonable detail, that accurately and fairly reflect the transactions and dispositions of the Company's assets;
- Reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with applicable GAAP;
- Receipts and expenditures are only being made in accordance with authorizations of management and the Board of Directors; and
- Reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Due to inherent limitations, internal controls over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Forward Looking Statements

This report may contain forward-looking statements that involve a number of risks and uncertainties, including statements regarding the outlook for the Company's business and operational results. By nature, these risks and uncertainties could cause actual results to differ materially from what has been indicated. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to failure to establish estimated resources and reserves, the grade and recovery of ore which is mined from estimates, capital and operating costs varying significantly from estimates, delays or failure in obtaining governmental, environmental or other project approvals and other factors including those risks and uncertainties identified above. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking information as a result of new information, future results or other such factors which affect this information, except as required by law.

Signed

"Alex Falconer"
Alex Falconer, CFO

May 14, 2010