PINETREE

Management's Discussion and Analysis

For the Quarter Ended: **March 31, 2014**

Date of Report: **May 1, 2014**

This management's discussion and analysis of the financial condition and results of operation ("MD&A") of Pinetree Capital Ltd. ("Pinetree" or the "Company") should be read in conjunction with Pinetree's unaudited interim condensed consolidated financial statements ("interim consolidated statements") and notes thereto as at and for the three months ended March 31, 2014. The same accounting policies and methods of computation were followed in the preparation of the interim consolidated statements as were followed in the preparation and described in note 3 of the annual consolidated financial statements as at and for the year ended December 31, 2013, except for those described under the "Changes in Accounting Policies" section elsewhere in this MD&A.

Except as otherwise indicated (see "Use of Non-GAAP Financial Measures" elsewhere in this MD&A), all financial data in this MD&A has been prepared, in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

All dollar amounts in this MD&A are reported in thousands of Canadian dollars, except for securities and per share amounts.

Caution Regarding Forward-Looking Information:

Certain information contained in this MD&A constitutes forward-looking information, which is information regarding possible events, conditions or results of operations of the Company that is based upon assumptions about future economic conditions and courses of action and which is inherently uncertain. All information other than statements of historical fact may be forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. Forward-looking information contained in this MD&A includes, without limitation, our expectations regarding anticipated investment activities and results and financing activities, our ability to utilize our deferred tax assets, our ability to repay amounts which may become due and payable on our convertible debentures following the occurrence of an event of default, the impact of changes in accounting policies and other factors on our operating results, and the performance of global capital markets and interest rates.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Company believes the expectations reflected in the forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct and readers are cautioned not to place undue reliance on forward-looking information contained in this MD&A. Some of the risks and other factors which could cause results to differ materially from those expressed in the forward-looking information contained in this MD&A include, but are not limited to: risks relating to investment performance and Pinetree's ability to generate taxable income from operations to realize the benefit of the deferred tax assets, our ability to realize sufficient proceeds from the disposition of our investments in order to fund our obligations as they become due (which will be based upon market conditions beyond our control), market fluctuations, fluctuations in prices of commodities underlying our interests and equity investments, the strength of the Canadian, U.S. and other economies, foreign exchange fluctuations, political and economic conditions in the countries in which the interests of the Company's portfolio investments are located, and other risks included elsewhere in this MD&A under the headings "Risk Factors" and "Financial Instruments" and in the Company's current annual information form and other public disclosure documents filed with certain Canadian securities regulatory authorities and available under Pinetree's profile at www.sedar.com.

Readers are cautioned that the foregoing lists of factors are not exhaustive. Although the Company has attempted to identify important factors that could cause actual events and results to differ materially from those described in the forward-looking information, there may be other factors that cause events or results to differ from those intended, anticipated or estimated. The forward-looking information contained in this MD&A is provided as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as otherwise required by law. All of the forward-looking information contained in this MD&A is expressly qualified by this cautionary statement.

About Pinetree:

Pinetree was incorporated in 1962 under the laws of the Province of Ontario and its shares are publicly traded on the Toronto Stock Exchange (the "TSX") under the symbol "PNP". The Company is domiciled in the Province of Ontario, Canada and its registered office address is at 130 King St. West, Suite 2500, Toronto, Ontario, Canada, M5X 2A2.

Pinetree is a diversified investment and merchant banking firm focused on the small-cap market. Pinetree's investments are primarily in the following sectors: Precious Metals, Uranium and Technology. Pinetree's investment approach is to develop a macro view of a sector, build a position consistent with the view by identifying micro-cap opportunities within that sector, and devise an exit strategy designed to maximize our relative return in light of changing fundamentals and opportunities. Pinetree is recognized as a value added partner.

Overall Performance:

As at March 31, 2014, the Company held investments at fair value totalling $163,106 as compared to $133,965 as at December 31, 2013, a 22% increase, primarily attributable to an increase in the net change in unrealized gains on investments.

The Company continues to look for opportunistic investments with potential for growth and while Pinetree continues to support junior companies in the resource sector, it has divested a significant number of its non-core resource holdings and reinvested the funds in current and new investee companies in the technology and other sector. As a result, the fair value of the Company's technology and other holdings is now approximately 40% of its portfolio at the quarter end, as compared to 19% as at December 31, 2013.

As at March 31, 2014, net asset value per share ("NAV per share") was $0.85 as compared to $0.65 as at December 31, 2013, a 31% increase reflecting the increase in fair value of the Company's investments at the end of the period (See "Use of Non-GAAP Financial Measures" elsewhere in this MD&A).

Pinetree's NAV per share for the eight most recently completed interim financial periods is:

	NAV per share*
March 31, 2014	**$ 0.85**
December 31, 2013	0.65
September 30, 2013	0.85
June 30, 2013	0.76
March 31, 2013	1.20
December 31, 2012	1.55
September 30, 2012	1.91
June 30, 2012	1.74

*See "Use of Non-GAAP Financial Measures".

Investments:

Investments at cost and fair value consist of the following as at March 31, 2014 and December 31, 2013:

	March 31, 2014		December 31, 2013	
Sectors:	**Cost**	**Fair Value**	Cost	Fair Value
Resources:				
Precious metals	**$ 126,601**	**$ 46,814**	$ 281,309	$ 52,802
Uranium	**48,917**	**15,617**	72,023	11,909
Oil and gas	**18,530**	**13,920**	47,209	16,647
Base metals	**60,952**	**12,997**	116,041	14,103
Potash, lithium and rare earths	**18,646**	**8,913**	43,864	12,299
Coal	**1,385**	**188**	5,181	595
Technology and other	**53,888**	**64,657**	39,917	25,610
Total investments	**$ 328,919**	**$ 163,106**	$ 605,544	$ 133,965

The following is the number of investments in each sector as at March 31, 2014 and December 31, 2013:

	March 31, 2014		December 31, 2013	
Resources:		**% of Total**		% of Total
Precious metals	**76**	**41.1**	182	48.6
Base metals	**36**	**19.5**	74	19.8
Uranium	**12**	**6.5**	22	5.9
Oil and gas	**12**	**6.5**	31	8.3
Potash, lithium and rare earths	**11**	**5.9**	22	5.9
Coal	**3**	**1.6**	6	1.6
Technology and other	**35**	**18.9**	37	9.9
	185	**100.0**	374	100.0

The total number of investments held by the Company has been significantly reduced by 51%, while the percentage of investments held by sector remained relatively constant (except for the Precious Metals and Technology and other sectors) as compared to the prior year-end.

The fair value of Pinetree's publicly-traded investments is determined in accordance with the Company's accounting policy. The amounts at which the Company's publicly-traded investments could be disposed of currently may differ from their carrying values based on market quotes, as the value at which significant ownership positions are sold is often different than the quoted market price due to a variety of factors such as premiums paid for large blocks or discounts due to illiquidity, and current market prices may differ significantly from the historical prices used to calculate fair value for the purposes of the Company's consolidated financial statements.

As at March 31, 2014, included in total investments were securities of private companies with a fair value totalling $27,539 (17% of total fair value of the Company's investments; cost of $28,074). As at December 31, 2013, included in total investments were securities of private companies with a fair value totalling $25,253 (19% of total fair value of the Company's investments; cost of $29,663). The fair value of private companies declined primarily due to one investment being reclassified as a result of becoming listed on a stock exchange offset by purchases of private investments. The fair value was determined in accordance with the Company's accounting policy for private company investments. The amounts at which the Company's private company investments could be disposed of currently may differ from their carrying values since there is no active market to dispose of these investments.

Refer to note 4 of the Notes to the interim condensed consolidated financial statements as at and for the three months ended March 31, 2014 for other details about the Company's investments. A detailed list of Pinetree's investments as at March 31, 2014 can be found on Pinetree's website at www.pinetreetrecapital.com.

Results of Operations:

The Company's selected quarterly results for the eight most recently completed interim financial periods are as follows.

	Quarter ended (unaudited)			
	March 31, 2014	December 31, 2013	September 30, 2013	June 30, 2013
Net investment gains (losses)	**$ 34,720**	$ (11,883)	$ 9,029	$ (61,555)
Net profit (loss) for the period	**30,276**	(26,280)	12,828	(62,937)
Total comprehensive income (loss) for the period	**30,276**	(26,279)	12,827	(62,936)
Earnings (loss) per share based on net profit (loss) for the period – basic	**0.20**	(0.18)	0.09	(0.44)
Earnings (loss) per share based on net profit (loss) for the period – diluted	**0.16**	(0.18)	0.04	(0.44)
	March 31, 2013	December 31, 2012	September 30, 2012	June 30, 2012
Net investment gains (losses)	$ (42,342)	$ (44,729)	$ 26,330	$ (114,885)
Net profit (loss) for the period	(46,986)	(48,193)	22,899	(115,822)
Total comprehensive income (loss) for the period	(46,984)	(48,195)	22,878	(115,816)
Earnings (loss) per share based on net profit (loss) for the period – basic	(0.33)	(0.35)	0.17	(0.85)
Earnings (loss) per share based on net profit (loss) for the period – diluted	(0.33)	(0.35)	0.14 (i)	(0.85)

(i) The diluted earnings per common share based on net profit for the three months ended September 30, 2012 has been restated to reflect the dilutive impact of the Company's outstanding convertible debentures.

Three Months Ended March 31, 2014 and 2013:

The net investment gains for the three months ended March 31, 2014 was $34,720 (three months ended March 31, 2013 – net investment losses of $42,342) as a result of a net change in unrealized gains on investments offset by realized losses on disposal of investments as described below.

For the three months ended March 31, 2014, the Company generated net realized losses on disposal of investments of $270,993, as compared to net realized gains on disposal of investments of $3,037 for the three months ended March 31, 2013. The net realized losses in the current quarter was a result of the disposition of approximately 50% of the Company's investment portfolio.

For the three months ended March 31, 2014, the Company had a net change in unrealized gains on investments of $305,713 as compared to a net change in unrealized losses on investments of $45,379 for the three months ended March 31, 2013. Net change in unrealized gains for the three months ended March 31, 2014 was comprised of $265,546 from the reversal of previously recognized net unrealized losses on the disposal of investments and $40,167 from the write-up to market on the Company's investments. Of the net change in unrealized losses for the three months ended March 31, 2013, $38,043 was from the reversal of previously recognized net unrealized gains on the disposal of investments and $7,336 from the write-down to market on the Company's investments as at March 31, 2013.

For the three months ended March 31, 2014, other income totalled $284 as compared to $600 for the three months ended March 31, 2013. Other income is comprised of interest and dividend income of $200 (three months ended March 31, 2013 - $312), $81 (three months ended March 31, 2013 – $146) from consulting fees, rental income, and other fees, $3 from securities lending revenue (three months ended March 31, 2013 - $30). In the prior year quarter, other income included a gain of $112 from the repurchase of the Company's convertible debentures under its normal course issuer bid.

Operating, general and administrative expenses for the three months ended March 31, 2014 decreased to $2,172 from $2,197 for the three months ended March 31, 2013. A breakdown of operating, general and administrative expenses for the indicated three month periods ended March 31 is set out below. Details of the changes between periods follow the table:

	2014	2013
Transaction costs (a)	**$ 725**	$ 284
Salaries and bonuses	**522**	562
Other office and general	**182**	196
Stock-based compensation expense (b)	**155**	365
Operating lease payments	**148**	148
Consulting and directors' fees	**141**	141
Travel and promotion (c)	**138**	41
Transfer agent, filing fees, and other information systems	**111**	132
Professional fees (d)	**52**	115
Other employee benefits	**48**	49
Amortization	**26**	66
Exploration and evaluation expenditures (e)	**-**	50
Foreign exchange loss (gain) (f)	**(76)**	48
	$ 2,172	$ 2,197

(a) Transaction costs increased by $441 as compared to the three months ended March 31, 2013, due to an increase in the volume of trading conducted by the Company. Transaction costs arise from purchases and dispositions of investments through brokers, which are expensed immediately in accordance with the Company's accounting policy for investments.

(b) Stock-based compensation expense decreased by $210 as compared to the three months ended March 31, 2013. Stock-based compensation expense will vary from period to period depending upon the number of options granted and vested during a period and the fair value of the options calculated as at the grant date. The decrease in the current period resulted from a lower number of vested stock options and a lower fair value calculated on the stock options granted during the current quarter.

(c) Travel and promotion increased by $97 as compared to the three months ended March 31, 2013, as a result of an increase in travel relating to the Company's investment activities.

(d) Professional fees decreased by $63 as compared to the three months ended March 31, 2013. The decrease was primarily due to a decrease in out-of-the-ordinary course legal fees previously incurred in connection with one of the Company's investments.

(e) In June 2010, the Company, through a consortium, was awarded a petroleum license offshore Israel (the "Samuel License"). Pinetree had a 10% interest in the Samuel License, which expired on July 31, 2013 and in October 2013, the Company and the other license holders relinquished their interests back to the State of Israel.

(f) Foreign exchange gain increased by $124 as compared to the three months ended March 31, 2013. The foreign exchange gain was due to the decrease in the value of the Canadian dollar versus the Australian dollar during the quarter, which increased the Canadian dollar value of the Company's Australian dollar denominated monetary assets (amounts due from brokers).

Finance expense increased to $2,556 in the three months ended March 31, 2014 as compared to $1,866 in the three months ended March 31, 2013. The increase was primarily attributable to an increase in the accretion of discount and interest expense on the Company's convertible debentures as a result of the amendments to the convertible debentures in September 2013. (See "Liabilities" section)

The Company recorded an income tax expense in the three months ended March 31, 2014 of nil as compared to an income tax expense of $1,181 in the three months ended March 31, 2013. The income tax expense in the prior year period was a result of an increase in the accrual of income tax payable.

Net profit for the three months ended March 31, 2014 was $30,276 ($0.20 per share) as compared to a net loss of $46,986 ($0.33 per share) for the three months ended March 31, 2013.

For the three months ended March 31, 2014, the Company had no exchange gain or loss on translation of foreign operations as compared to an exchange gain on translation of foreign operations of $2 for the three months ended March 31, 2013. As a result, total comprehensive income for the three months ended March 31, 2014 was $30,276 as compared to total comprehensive loss of $46,984 for the three months ended March 31, 2013.

Cash Flow:

Net cash used in operating activities was $19 in the three months ended March 31, 2014 as compared to net cash generated of $724 in the three months ended March 31, 2013. During the three months ended March 31, 2014, the Company had proceeds from disposition of investments of $65,697, an increase of $23,879, when compared to $41,818 of proceeds from dispositions in the three months ended March 31, 2013. In the three months ended March 31, 2014, the Company used $60,118 to purchase investments, an increase of $34,023 as compared to $26,095 of investment purchases in the three months ended March 31, 2013. The proceeds from the disposition of investments in the current quarter were used to reallocate the Company's holdings to the Technology and other sector.

The Company had no financing activities in the three months ended March 31, 2014. In the three months ended March 31, 2013, the Company used $669 in financing activities of which $629 was used to purchase $800 principal amount of its convertible debentures under its normal course issuer bid and $40 for share issuance costs.

In the three months ended March 31, 2014, net cash used in investing activities was $7 as compared to $70 in the three months ended March 31, 2013. In the three months ended March 31, 2014 and 2013, the investing activities relate to the purchases of property, plant and equipment.

For the three months ended March 31, 2014, the Company had a net decrease in cash and cash equivalents of $26 as compared to $10 for the three months ended March 31, 2013. For the three months ended March 31, 2013, the Company also had a gain from the exchange difference on the translation of foreign operations of $2. As a result, as at March 31, 2014, the Company had a cash and cash equivalents balance of $223 as compared to $228 as at March 31, 2013.

Liquidity and Capital Resources:

Consolidated Statements of financial position Highlights	**March 31, 2014**	December 31, 2013
Investments at fair value	**$ 163,106**	$ 133,965
Total assets	**183,992**	151,276
Total liabilities	**54,547**	52,262
Share capital, warrants and broker warrants, contributed surplus, equity component of convertible debentures and foreign currency translation reserve	**393,770**	393,615
Deficit	**(264,325)**	(294,601)
NAV per share – Basic (i)	**$ 0.85**	$ 0.65
NAV per share – Diluted(i)	**$ 0.71**	$ 0.55

(i) See Use of Non-GAAP Financial Measures elsewhere in this MD&A

Pinetree relies upon various sources of funds for its ongoing operating and investing activities. These sources include proceeds from dispositions of investments, interest and dividend income from investments, consulting fees, capital raising activities such as private placement debt and equity financings, and corporate borrowings from the Company's bank and brokers (margin account).

The Company's publicly-traded investments are listed on various stock exchanges (or quotation systems), including those in Canada, the United States, Australia and England, thereby offering potential sources of liquidity and cash flow for Pinetree.

Pinetree believes it will be able to generate sufficient cash to fund its normal course of operations through the normal course of sales of existing investments and from existing credit facilities.

Liabilities:

As at March 31, 2014, total liabilities increased to $54,547 as compared to $52,262 as at December 31, 2013, a 4% increase primarily due to an increase in the accrual for interest payable on the convertible debentures.

As at March 31, 2014, also included in accounts payable and accrued liabilities are Class C preferred share liabilities of $240 (December 31, 2013 - $240). The Class C preferred shares ("Class C Shares") were issued in 2009 by Pinetree's wholly-owned subsidiary, PCIC, are non-voting, redeemable and retractable at any time, and entitle the holders thereof to receive cumulative dividends at a rate of 8% per annum, payable semi-annual.

The Class C Shares' redemption and retraction prices are linked to the market price of the Company's common shares, subject to a minimum redemption price of $10 per share. As at March 31, 2014, the redemption price was $10 per share and the retraction price in effect was $3.01 per share (December 31, 2013 - $1.48 per share). As at March 31, 2014 and December 31, 2013, 24,000 Class C Shares were issued and outstanding.

As at March 31, 2014, the Company had recorded an estimated income tax payable (including interest) of $2,022 (December 31, 2013 - $1,998) relating to corporate minimum tax payable.

On September 12, 2013, the terms of the Company's outstanding convertible debentures were amended to increase the interest rate form 8% to 10% per annum, effective November 30, 2013 and increase a debt-to-assets ratio covenant from 33% to 50% until June 12, 2014. As at March 31, 2014, the Company had $60,864 principal amount outstanding of the 10% convertible unsecured subordinated debentures maturing May 31, 2016 (the "Debentures"). The Debentures are convertible, at the option of the holders, into common shares of the Company on the basis of a conversion price of $4.25 per share, subject to adjustment under certain circumstances.

As at March 31, 2014, included in accounts payable and accrued liabilities was $2,018 (December 31, 2013 - $517) of accrued interest in respect of the Debentures. The next interest payment of approximately $3,043 for the Debentures will be due on May 31, 2014. The Debentures are subject to debt incurrence and maintenance covenants, among other covenants, and restrictions on redemption. As at March 31, 2014 and the date of this MD&A, the Company is in compliance with its debt covenants.

As at March 31, 2014, the fair value of the Debentures was $51,655 (December 31, 2013 - $42,039) based on the closing trade price of the Debentures, which are listed on the TSX under the symbol "PNP.DB".

Commitments:

As at March 31, 2014, the Company had material commitments for cash resources of $85,496 (December 31, 2013 - $85,003) which are detailed below. The disposition of the Company's investments in the normal course would be sufficient to pay these material commitments.

A breakdown of the Company's liabilities and obligations as at March 31, 2014 is as follows:

	Payments due by period				
Liabilities and obligations (i)	**Total**	**Less than 1 year**	**1 – 3 years**	**4 – 5 years**	**After 5 years**
Accounts payable and accrued liabilities	**$ 665**	**$ 665**	**$ -**	**$ -**	**$ -**
Investment commitments	**830**	**830**	**-**	**-**	**-**
Income taxes payable	**2,022**	**2,022**	**-**	**-**	**-**
Debentures (principal amount)	**60,864**	**-**	**60,864**	**-**	**-**
Interest on Debentures	**15,217**	**8,104**	**7,113**	**-**	**-**
Lease commitments	**5,898**	**590**	**1,783**	**1,226**	**2,299**
	$ 85,496	**$ 12,211**	**$ 69,760**	**$ 1,226**	**$ 2,299**

A breakdown of the Company's liabilities and obligations as at December 31, 2013 is as follows:

	Payments due by period				
Liabilities and obligations	Total	Less than 1 year	1 – 3 years	4 – 5 years	After 5 years
Accounts payable and accrued liabilities	$ 879	$ 879	$ -	$ -	$ -
Income taxes payable	1,998	1,998	-	-	-
Debentures (principal amount)	60,864	-	60,864	-	-
Interest on Debentures	15,217	6,603	8,614	-	-
Lease commitments	6,045	590	1,777	1,226	2,452
	$ 85,003	$ 10,070	$ 71,255	$ 1,226	$ 2,452

The Class C preferred shares are redeemable and/or retractable at any time. PCIC does not intend to redeem the Class C preferred shares in the foreseeable future.

The Debentures bear interest at a rate of 10% per annum, payable semi-annually in May and November. If there are no redemptions or conversions of the Debentures (or further purchases by the Company under its NCIB for the Debentures), as at the date of this MD&A, the Company will be required to pay $6,086 annually in interest expense to the holders until maturity in May 2016.

During the year ended December 31, 2011, the Company renewed its lease commitment for its premises starting August 1, 2011 for annual payments of approximately $583 ($49 monthly) until July 31, 2017 and approximately $613 ($51 monthly) until December 31, 2023. The Company also has consulting agreements with officers and a director representing fees payable of approximately $27 per month.

Related Party Transactions:

All transactions with related parties have occurred in the normal course of operations.

(a) Related party transactions were as follows during the three months ended March 31:

Type of service	Nature of relationship	2014	2013
Salaries, consulting fees and other benefits	Director and officers	$ 327	$ 368
Director fees (i)	Directors	28	28
Stock-based compensation expense	Directors and officers	121	259

(i) Non-management directors of the Company are entitled to remuneration for their services at rates recommended by the corporate governance and nominating committee and approved by the board. In addition, directors are reimbursed for reasonable travelling, hotel and other incidental expenses in respect of attending meetings of the directors.

(b) During the three months ended March 31, 2014, the Company granted to directors and officers the following options:

Date Granted	Options Granted	Exercise Price	Expiry
March 31, 2014	1,250,000	$ 0.50	March 30, 2019
Total granted	1,250,000		

During the year ended December 31, 2013, the Company granted to directors and officers the following options:

Date Granted	Options Granted	Exercise Price	Expiry
March 28, 2013	1,050,000	$ 0.62	March 27, 2018
August 29, 2013	1,450,000	0.43	August 28, 2018
November 29, 2013	250,000	0.27	November 28, 2018
Total granted	2,750,000		

(c) Investments:

The Company makes minority equity investments (less than 50%) in companies (including convertible securities) by way of open market transactions and participation in private placement financings. It is presumed that it is possible to exert significant influence when an equity holding is greater than 20% on a partially diluted basis or 15% on a partially diluted basis with board representation. These investments are not equity accounted for (as permitted by IAS 28) but are related party transactions. Furthermore, the Company has certain regulatory trading restrictions on investments with an equity holding of greater than 20%.

The total amounts included in the statements of financial position for these investment are as follows as at March 31, 2014 and December 31, 2013:

	March 31, 2014	December 31, 2013
Investments at fair value	**$ 25,756**	$ 10,640
Cost of investments	**54,074**	50,670

The total amounts included in the statements of comprehensive income (loss) for these investment are as follows for the three months ended March 31:

	2014	2013
Net change in unrealized losses on investments	**12,102**	(2,450)
Interest earned on promissory notes	**29**	-

From time to time transactions occur between the Company and investee companies that are related parties to facilitate the reorganization or capitalization of the companies. These transactions are made on an arm's-length basis.

In December 2013, the Company acquired securities of an associate investee at a total cost of $900 and issued 3,000,000 common shares of the Company to the associate investee for gross proceeds to the Company of $900.

Off-Balance Sheet Arrangements:

As at March 31, 2014, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of Pinetree.

Internal Controls Over Financial Reporting:

There was no change in the Company's internal controls over financial reporting ("ICFR") that occurred during the three months ended March 31, 2014 and which materially affected, or is reasonably likely to materially affect, the Company's ICFR.

Management of Capital:

The Company includes the following items in its managed capital as at the following dates:

		March 31, 2014		December 31, 2013
Convertible debentures, due May 31, 2016	**$**	**49,842**	$	48,868
Equity comprises of:				
Share capital		**285,797**		285,797
Contributed surplus		**105,171**		105,016
Equity component of convertible debentures		**2,838**		2,838
Foreign currency translation reserve		**(36)**		(36)
Deficit		**(264,325)**		(294,601)
	$	**179,287**	$	147,882

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions, the risk characteristics of its underlying assets and the debt covenants to which it is subject under the Debentures. There were no changes to the Company's objectives in managing and maintaining capital during the three months ended March 31, 2014.

The Company's management is responsible for the management of capital and monitors the Company's use of various forms of leverage on a daily basis. The Company expects that its current capital resources will be sufficient to discharge its liabilities as at March 31, 2014.

Financial Instruments:

The Company's financial instruments primarily consistent of investments, refer to the "Investments" section of this MD&A.

The Company is a party to a security lending agreement ("SLA") in Canada where securities in its portfolio are lent to regulated, locally domiciled counterparties and governed by agreements written under Canadian law. The Company receives collateral in order to reduce the credit risk of these arrangements. Collateral must be in a readily realizable form, such as listed securities, and is held in segregated accounts. Transfer of title always occurs for collateral received, although no market risk or economic benefit is taken. The level of collateral held is monitored regularly, with further collateral obtained where this is considered necessary to manage the Company's risk exposure. The Company's appointed security lending managers obtain legal ownership of the collateral received and can sell it outright in the absence of default.

The details of the security lending arranging positions are:

		March 31, 2014		December 31, 2013
Investments at fair value lent under SLA – carrying amount	**$**	**-**	$	322
Fair value of collateral held for investments lent under SLA		**-**		676

Risk Management:

The investment operations of Pinetree's business involve the purchase and sale of securities and, accordingly, the majority of the Company's assets and liabilities are currently comprised of financial instruments. The use of financial instruments can expose the Company to several risks, including liquidity, market, interest rate, currency, and credit risks.

There were no significant or material changes to the Company's risk management during the three months ended March 31, 2014.

Risk Factors:

The Company's investing activities are, by their nature, subject to a number of inherent risks, including liquidity, market, interest rate, currency and credit risks associated with financial instruments, and certain other risks that are described in our annual information form for our most recently completed financial year, all of which can have, and have had over recent reporting periods, a significant impact on the Company's financial condition and results of operations. Stock market volatility has resulted in and may continue to result in increased market risk and losses within our investment portfolio.

The Company's risks are described in its annual MD&A for the year ended December 31, 2013 which can be found on SEDAR (www.sedar.com). Additional risks not currently known to the Company or that are currently believe to be immaterial, may also affect and negatively impact the Company's business.

Outstanding Share Data:

The Company is authorized to issue an unlimited number of common shares (no par value).

Subsequent to March 31, 2014, the Company completed a non-brokered private placement of 819,672 common shares of the Company at a price of $0.61 per share resulting in aggregate gross proceeds to the Company of $500.

As at May 1, 2014, the number of common shares of the Company outstanding and the number of common shares issuable pursuant to other outstanding securities of Pinetree are as follows:

Common shares	**Number**
Outstanding	**152,960,742**
Issuable under options	**15,176,900**
Issuable under conversion of Debentures (i)	**14,320,941**
Total diluted common shares	**182,458,583**

(i) Assuming the convertible debentures are converted by the holders at $4.25 per share (235.2941 common shares per $1 principal amount).

Additional information about the Company's share capital can be found in note 7 of the Notes to the interim condensed consolidated financial statements as at and for the three months ended March 31, 2014.

Subsequent to March 31, 2014, the Company announced a proposed non-brokered private placement to raise up to $10,500 in gross proceeds from the sale of up to a maximum of 23,333,333 units, at a price of $0.45 per unit. As proposed, each unit would be comprised of one common share and one-half of one common share purchase warrant of the Company. Each whole warrant would be exercisable for one common share of the Company, at a price of $0.75 per share, for a period of 36 months following the closing of the placement (subject to accelerated expiry under certain circumstances). Completion of the placement is subject to certain customary conditions, including the approval of the Toronto Stock Exchange.

Segmented Information:

The management of the Company is responsible for the Company's entire portfolio and considers the business to have a single operating segment. The management's investment decisions are based on a single, integrated investment strategy, and the performance is evaluated on an overall basis.

The Company has a single reportable geographic segment, Canada, and all of the Company's property, plant and equipment are located in Canada, except for its exploration license in Israel.

The internal reporting provided to management of the Company's assets, liabilities, and performance is prepared on a consistent basis with the measurement and recognition principles of IFRS. There were no changes in the reportable segments during the three months ended March 31, 2014.

Changes in Accounting Policies:

Except as described below, the same accounting policies and methods of computation were followed in the preparation of the interim consolidated statements as were followed in the preparation and described in note 3 of the annual consolidated financial statements as at and for the year ended December 31, 2013.

Effective January 1, 2014, the Company has adopted the following new and revised standards, along with any consequential amendments. These changes were made in accordance with the applicable transitional provisions.

(a) *Investment Entities* (Amendments to IFRS 10, IFRS 12 and IAS 27) - These amendments are effective for annual periods beginning on or after January 1, 2014 and provide an exception to the consolidation requirement for entities that meet the definition of an investment entity under IFRS 10. The exception to consolidation requires investment entities to account for subsidiaries at fair value through profit or loss. The Company has assessed and determined that the amendments to IFRS 10, IFRS 12 and IAS 27 did not result in any change in the accounting or disclosures for its subsidiaries.

Critical Accounting Estimates:

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions about future events that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the end of the reporting period and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates and assumptions.

Critical accounting estimates used in the preparation of the Company's consolidated financial statements are the fair value of its investments in securities not quoted in an active market (its privately-held investments), the recognition of the Company's deferred tax assets ("DTA"), the Company's estimate of inputs for the calculation of the value of stock-based compensation expense, the effective interest rate of convertible debentures, the valuation of unlisted warrants of public companies, and the fair value of the Company's own warrants and broker warrants.

<u>Fair value of investment in securities not quoted in an active market:</u>

The valuation of privately-held investments ("private investments") requires management to assess the current financial status and prospects of private investments based upon potentially incomplete or unaudited financial information provided by the investee company, on management's general knowledge of the private investment's activities, and on any political, economic or other events that may impact upon the private investment specifically, and to attempt to quantify the impact of such events on the fair value of the investment. In addition to any events or circumstances that may affect the fair value of a particular private investment, management can consider general market conditions that may affect the fair value of either a particular private investment or a group, segment or complete portfolio of private investments.

Within Level 3 of the financial instruments hierarchy, the valuation of the Company's private company investments and other investment instruments such as loans to investees and convertible debentures, which are not quoted on an exchange, involve the key assumptions including the value at which a recent financing was done by the investee and significant changes in general market conditions. Changes in the fair value of our private investments for company-specific reasons have tended to be infrequent. Changes as a result of general market conditions may be more frequent from period to period during times of significant volatility; however, given the size of our private investment portfolio, such changes may have a significant impact on our financial condition or operating results.

For those investments valued based on recent financing and other valuation techniques, management has determined that there are no reasonably possible alternative assumptions that would change the fair value significantly as at March 31, 2014 and December 31, 2013. For those investments valued based on general market conditions and specific company information, the inputs used can be highly judgmental. A +/- 25% change on the fair value of these investments will result in a corresponding +/- $1,927 (December 31, 2013 - $1,418) change to the total fair value of the investments. While this illustrates the overall effect of changing the values of the unobservable inputs by a set percentage, the significance of the impact and the range of reasonably possible alternative assumptions may differ significantly between investments, given their different terms and circumstances.

The sensitivity analysis is intended to reflect the uncertainty inherent in the valuation of these investments under current market conditions, and its results cannot be extrapolated due to non-linear effects that changes in valuation assumptions may have on the fair value of these investments. Furthermore, the analysis does not indicate a probability of such changes occurring and it does not necessarily represent the Company's view of expected future changes in the fair value of these investments. Any management actions that may be taken to mitigate the inherent risks are not reflected in this analysis.

Recognition of Deferred Tax Assets:

The Company follows the liability method of tax allocation in accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the consolidated financial statement carrying amounts of existing assets and liabilities and their respective tax bases. As at March 31, 2014, management determined, based upon the Company's historical level of taxable income and historical market trends of a comparable market index that it believed that it was probable that the Company will generate sufficient taxable income to realize a portion of the tax benefits of the temporary tax deductible differences during the next several years. As such, the Company has recorded deferred tax assets of $13,000 as at March 31, 2014 (December 31, 2013 - $13,000). The full deferred tax assets as at March 31, 2014 was $50,507 (December 31, 2013 - $56,959).

Stock-based Compensation Expense and Warrants:

The Company uses the Black-Scholes option pricing model ("B-S") to calculate stock-based compensation expense and the value of warrants and broker warrants issued as part of the Company's private placements. The B-S requires six key inputs to determine a value for an option, warrant or broker warrant: risk free interest rate, exercise price, market price at date of issue, expected dividend yield, expected life and expected volatility. Certain of the inputs are estimates which involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control. For example, a longer expected life of the option or a higher volatility number used would result in an increase in stock-based compensation expense. The Company is also required to estimate the future forfeiture rate of options based on historical information in its calculation of stock-based compensation expense.

The following table summarizes stock options granted during the three months ended March 31, 2014:

Date Granted	**Options Granted**	**Exercise Price**	**Expiry**
March 31, 2014	2,015,000	$ 0.50	March 30, 2019
Total granted	2,015,000		

The fair value of the options granted during the three months ended March 31, 2014 was estimated at the date of grant using the following assumptions:

Black-Scholes assumptions used	
Expected volatility (i)	**64.5%**
Expected dividend yield	**0.0%**
Risk-free interest rate	**1.3%**
Expected option life in years	**3.3**
Expected forfeiture rate	**3.5%**
Fair value per stock option granted on March 31, 2014	**$ 0.23**

(i) Based on the historical volatility of Pinetree's share price.

Effective interest rate of convertible debentures

Convertible debentures are separated into their liability and equity components on the statement of financial position. The liability component is initially recognized at fair value, calculated as the net present value of the liability, discounted at the interest rate of non-convertible debt issued by comparable issuers, and accounted for at amortized cost using the effective interest rate method.

The fair value of the liability component at the time of issue of the Debentures was calculated as the discounted cash flows for the debentures assuming a 9.47% effective interest rate, which was the interest rate estimated by management for comparable debentures without the conversion feature. The effective interest rate used by management will affect the amount of the liability reported on the statement of financial position, in so far as a higher rate will result in a lower recorded liability. Additionally, a higher interest rate will result in a higher interest expense recorded in statement of comprehensive loss.

For accounting purposes on the repurchase of the Debentures under the NCIB, the amount repurchased is separated into its liability and equity components using the effective interest rate method, similar to when they were issued. The fair value of the liability component at the time of repurchase during the nine months ended September 30, 2013, was calculated using a 16.91% effective interest rate (a rate applicable to comparable debt without a conversion feature), which resulted in the amount equal to the total consideration.

As at September 12, 2013, the fair value of the Debentures was $47,486 (see "Liabilities" section). The fair value of the Debentures will be accreted to the principal amount using an effective interest rate of 20.40%.

Valuation of Unlisted Warrants of Public Companies:

The Company uses the B-S to calculate the fair value of unlisted warrants of public companies if there are sufficient and reliable observable market inputs. If there's no sufficient market inputs available, the warrants are valued using their intrinsic value. B-S requires six key inputs: risk free interest rate, exercise price, market price at date of issue, expected dividend yield, expected life and expected volatility. The first four inputs are facts not estimates, while the expected life and expected volatility are based on the Company's estimates. For example, a longer expected life of the warrant or a higher volatility number used would result in an increase in fair value of the warrant. These estimates involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control.

As at March 31, 2014, the Company has valued all non-tradable warrants except for one, using intrinsic value, one warrant position was calculated using the B-S (fair value of $88) for a total fair value of $8,951 (December 31, 2013 - $1,648), which is consistent with prior quarters and with the Company's accounting policy for valuing non-tradable warrants.

The fair value of the warrant using the B-S was estimated at the date of grant using the following assumptions:

Black-Scholes assumptions used	
Expected volatility (i)	**60.7%**
Expected dividend yield	**0.0%**
Risk-free interest rate	**1.5%**
Expected option life in years	**2.7**
Fair value per warrant	**$ 1.07**

(i) Based on the historical volatility of the company's share price.

Use of Non-GAAP Financial Measures:

This MD&A contains references to "net asset value per share" (basic and diluted) ("NAV") which is a non-GAAP financial measure. NAV is calculated as the value of total assets less the value of total liabilities divided by the total number of common shares outstanding as at a specific date. NAV (diluted) is calculated as total assets less total liabilities divided by the total number of common shares of the Company outstanding as at a specific date, calculated based upon the assumption that all outstanding securities of the Company that are convertible into or exercisable for common shares have been converted or exercised. The term NAV does not have any standardized meaning according to GAAP and therefore may not be comparable to similar measures presented by other companies. There is no comparable GAAP financial measure presented in Pinetree's consolidated financial statements and thus no applicable quantitative reconciliation for such non-GAAP financial measure. The Company has calculated NAV consistently for many years and believes that the measure provides information useful to its shareholders in understanding our performance, and may assist in the evaluation of the Company's business relative to that of its peers.

Additional Information:

Additional information relating to Pinetree Capital Ltd., including its annual information form for the Company's most recently completed financial year, is available under the Company's profile on SEDAR at www.sedar.com.