MANAGEMENT'S DISCUSSION AND ANALYSIS

INTRODUCTION

The information included in this Management Discussion and Analysis ("MD&A") dated May 11, 2012, is of the operating results and financial condition of Midas Gold Corp. ("Midas Gold" or the "Corporation") for the three month period ended March 31, 2012 compared to the three month period ended March 31, 2011. Amounts are presented in the Corporation's functional currency, the US dollar, unless otherwise stated.

This MD&A is intended to help the reader understand the significant factors that have affected the Corporation's performance and which may affect its future performance and should be read in conjunction with the condensed consolidated interim financial statements of the Corporation for the three month period ended March 31, 2012 and 2011. The Corporation's condensed consolidated interim financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS") and in accordance with International Accounting Standard 34 ("IAS 34") – Interim Financial Reporting.

Additional information relating to the Corporation can be found at its website at www.midasgoldcorp.com as well as under its profile on SEDAR at www.sedar.com.

OVERVIEW

Midas Gold was incorporated on February 22, 2011 under the Business Corporations Act of British Columbia. The Corporation was organized to locate, acquire and develop mineral properties located principally in the Stibnite – Yellow Pine mining district in Valley County, Idaho (the "District"). The Corporation's common shares commenced trading on the Toronto Stock Exchange ("TSX") on July 14, 2011 after closing an initial public offering ("IPO") under a prospectus dated June 30, 2011. The corporate office of Midas Gold is located at 1250-999 West Hastings St, Vancouver, BC, V6C 2W2, Canada.

On April 6, 2011, the Corporation executed a transaction (the "Transaction") whereby Midas Gold, Inc. ("MGI") and Vista Gold Corp. ("Vista") contributed their respective Idaho gold assets through a contribution to Midas Gold to form the Golden Meadows Project ("Golden Meadows" or "Project"). Immediately prior to the Transaction, MGI controlled the mineral rights to the Hangar Flats and West End gold deposits in the District and held a royalty interest to the Yellow Pine deposit. Vista controlled the mineral rights to the Yellow Pine deposit adjacent to MGI's properties in the District. Pursuant to the Plan of Share Exchange, on closing of the Transaction, Midas Gold was owned, on a diluted basis, 65% by the shareholders of MGI and 35% by Vista, excluding any contemporaneous or subsequent financings. On closing of the transaction, Midas Gold issued 30,402,615 shares to a subsidiary of Vista and 48,412,000 shares to the former shareholders of MGI.

The Transaction between Midas Gold and MGI did not result in a significant change in the ownership interests of those entities and the acquisition was accounted for as a continuity of interests maintaining the carrying amount of the entities. Accordingly, this MD&A has been prepared to reflect the financial position and results of operations as if these entities had been consolidated since their inception.

QUARTERLY HIGHLIGHTS

During the three month period ended March 31, 2012, the Corporation continued its exploration program at Golden Meadows and results of the drilling program are available on the Corporation's website. In an effort to advance the exploration and evaluation of the Golden Meadows Project, the Corporation completed drilling that will be used to update the mineral resource estimate and incorporate those estimates into an independent Preliminary Economic Assessment ("PEA"). The Corporation is now focussed on definition and step-out drilling in support of a planned subsequent Pre-Feasibly Study ("PFS").

On February 14, 2012, the Corporation closed a private placement financing for a total of 9,085,000 special warrants of the Corporation at a price of C$4.45, for aggregate gross proceeds of C$40.4 ($40.5) million. The offering included 7,900,000 special warrants and the exercise of the over-allotment option to purchase an additional 1,185,000 special warrants. Each special warrant was exercised into one common share of the Corporation for no additional consideration on March 14, 2012.

FORWARD-LOOKING STATEMENTS

This MD&A contains "forward-looking information" within the meaning of applicable Canadian securities legislation and "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995 (collectively, "forward-looking statements"), which include all statements, other than statements of historical fact, that address activities, events or developments that the Corporation believes, expects or anticipates will or may occur in the future. These include, without limitation:

- anticipated results and developments in the Corporation's activities in future periods;
- planned exploration and development of its properties and the results thereof;
- planned expenditures and budgets and the execution thereof;
- evaluation of the potential impact of future accounting changes;
- estimates concerning recovery of accounts receivable, share based compensation and carrying value of properties; and
- other matters that may occur in the future.

These statements relate to analyses and other information that are based on expectations of future performance and planned work programs. These forward-looking statements are made as of the date of this document and Midas Gold does not intend, and does not assume any obligation, to update these forward-looking statements unless required to do so by law or regulation.

In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative of these terms or comparable terminology. By their very nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Corporation to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

Statements concerning mineral resource estimates may also be deemed to constitute forward-looking statements to the extent that they involve estimates of the mineralization that may be encountered if the property is developed.

With respect to forward-looking statements and information contained herein, the Corporation has made a number of assumptions with respect to, including among other things, the price of gold and other metals, economic and political conditions, and continuity of operations. Although the Corporation believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that forward-looking statements or information contained or incorporated by reference herein will prove to be accurate.

Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors which could cause actual events or results to differ materially from those expressed or implied by the forward-looking statements, including, without limitation:

- fluctuations in metal prices;
- fluctuations in capital markets and share prices;
- the Corporation's dependence on one mineral project;
- the nature of mineral exploration and mining and the uncertain commercial viability of certain mineral deposits;
- the Corporation's lack of operating revenues;
- the Corporation's ability to obtain necessary financing to fund the completion of further exploration programs or the development of its mineral properties;
- risks related to the Corporation's principal property being located in the USA, including political, economic and regulatory uncertainty;
- governmental regulations and the ability to obtain necessary licenses and permits;
- risks related to the Corporation's mineral properties being subject to prior unregistered agreements, transfers, or claims and other defects in title;
- fluctuations in the currency markets (particularly the Canadian dollar and United States dollar);
- changes in environmental laws and regulations which may increase costs of doing business and restrict the Corporation's activities;
- risks related to the implications of past and future consent decrees entered into by prior owners of some of the mineral properties comprising the Project in respect of past activities;
- risks related to the Corporation's dependence on key personnel; and
- estimates used in the Corporation's financial statements proving to be incorrect.

This is not an exhaustive list of the factors that may affect the Corporation's forward-looking statements. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in the forward-looking statements. The Corporation's forward-looking statements are based on beliefs, expectations and opinions of management on the date the statements are made. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

RESULTS OF OPERATIONS

Net Loss and Comprehensive Loss

	Three Months Ended	
	March 31, 2012	**March 31, 2011**
EXPENSES		
Salaries and benefits	$ 219,095	$ 55,500
Professional fees	62,567	284,434
Travel and related costs	74,423	40,563
Consulting	9,893	44,425
Share based compensation	2,314,786	506,666
Shareholder and regulatory	116,969	16,700
Directors fees	62,429	-
Office and administrative	67,540	32,772
OPERATING LOSS	$ 2,927,702	981,060
OTHER EXPENSES		
Foreign exchange gain	$ (441,977)	$ -
Interest income	(40,279)	(4,843)
Total other expenses	$ (482,256)	$ (4,843)
NET LOSS AND COMPREHENSIVE LOSS	$ 2,445,446	$ 976,217

Net loss and comprehensive loss for Midas Gold for the three month period ending March 31, 2012 was $2.4 million or $0.02 per common share, compared with $1.0 million or $0.02 loss per share for the corresponding period of 2011. The increased loss was primarily related to increased salaries and share based compensation, in connection with the significantly increased level of activity of the Corporation.

For the three months ended March 31, 2012, the Corporation's main focus was the exploration and evaluation program at the Project. During the year ended December 31, 2011 and the comparative quarter in 2011, the Corporation's main focus was the closing of the IPO, the concurrent listing of Midas Gold's common shares on the TSX and the Corporation's 2011 exploration and evaluation program at the Project.

An analysis of each line item is as follows:

Salaries and Benefits
This expense results from salaries and benefits of the employees that are not directly related to the exploration and evaluation of Golden Meadows. This expense for the current quarter is higher than the prior year, due to additional staff performing corporate roles that joined the Corporation in mid-2011 to manage its obligations as a public company following the listing on the TSX and the Corporation's significantly increased level of activity.

Professional Fees
This expense relates to the legal and accounting costs of the Corporation. The legal fees are significantly higher in prior year as the Corporation prepared for the Transaction on April 6, 2011 and additional legal expenses subsequent to listing on the TSX. The accounting expense is consistent with the prior year.

Travel and Related Costs
This expense is a result of travel and meal costs of the Corporation's directors, officers, employees and consultants whilst undertaking business on behalf of the Corporation. This expense has increased in the quarter and year when compared to the previous year as a result of additional travel that was required between the Corporation's head office in Vancouver, BC, its exploration office in Spokane, WA, the field office in McCall, ID, and the Project. There were additional travel costs for management in connection with the marketing of the Corporation to the investing community.

Consulting
This expense relates to consulting services provided to the Corporation that do not relate to the exploration and evaluation of Golden Meadows. Consulting costs have decreased in the current quarter when compared to the previous year as a result of the consulting work performed in relation to the Corporation's Transaction on April 6, 2011.

Share Based Compensation
This expense is due to the compensation of directors, officers, employees and consultants that are share based and not directly related to the exploration and evaluation of Golden Meadows. This expense is higher for the quarter ended when compared to the prior year as there was only one grant of options in the prior year. The fair value of options granted is estimated at the time of the grant using the Black-Scholes option pricing model which uses various assumptions that are outlined in the Corporation's condensed consolidated interim financial statements for the period ended March 31, 2012.

Shareholder and Regulatory
This expense is associated with marketing, licenses and fees, and shareholder communications. This expense has increased in the quarter when compared to the prior year as a result of the Corporation's TSX listing. The main expense for the quarter was the TSX fees and regulatory filing fees.

Directors Fees
Effective August 1, 2011, each of the Corporation's independent directors were entitled to annual base fee of C$24,000, paid in quarterly installments, with the Chair of the Board, Chairs' of Board Committees and Members of Board Committee receiving additional fees commensurate with each role.

Office and Administrative

This expense for the current year is due to the maintenance of an office in Vancouver, BC. For the comparative period in the prior year this expense relates to the maintenance of an office in Spokane, WA. After March 31, 2011, the Spokane, WA, office is used in direct support of exploration and evaluation activities and the expense has been capitalized to exploration and evaluation assets. The expense for the three months ended March 31, 2012, was higher than the prior year as a result of the higher costs in Vancouver.

Foreign Exchange

This expense is a result from translation gain on the Corporation's Canadian dollar denominated balances as at March 31, 2012.

Interest Income

This income results from interest received on the Corporation's cash balances. This amount increased in the current quarter as a result of the increased cash balances held by the Corporation due to the completion of several financings.

Exploration and Evaluation Assets

A summary of additions to exploration and evaluation assets for the three month period ended March 31, 2012 is as follows:

	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011
Exploration and Evaluation Acquisition Costs		
Mineral claims	$ 65,978	$ 25,374
Interest on notes payable	5,606	6,870
Exploration and Evaluation Expenditures		
Consulting and labor cost	2,377,792	2,289,831
Engineering	1,077,185	185,370
Geochemistry and geophysics	651,953	4,039
Environmental and sustainability	515,590	62,731
Drilling	5,362,939	5,873
Drilling support	3,192,291	74,390
Prepaid exploration and evaluation	22,435	-
NET ADDITIONS TO EXPLORATION AND EVALUATION ASSETS	$ 13,271,769	$ 2,654,478

An analysis of each line item is as follows:

Mineral Claims

This item is due to the amortization of costs associated with acquiring mineral claims through staking. Annual fees are paid in August each year and amortized evenly over the next twelve months. The increase in the current quarter has results from an additional 900 claims that were staked in September 2011.

Interest on Notes Payable

Interest on Notes Payable relates to two notes payable from the acquisition of mineral claims and a royalty interest. Interest accrues at 3% and interest and principal payments of $0.2 million in total are due on June 2 each year with the final payment in 2015. The interest for the three month period ended March 31, 2012 is consistent with the comparable period from the prior year.

Consulting and Labour Cost
This item is due to costs associated with staffing the Golden Meadows Project. Staffing costs increased in the current quarter when compared to the prior year due to the commencement of the Corporation's first winter drilling program. The current quarter includes $0.5 million in share based compensation reflecting the grant of stock options to employees and consultants working on the project.

Engineering
These costs are in relation to various studies and evaluations of the Golden Meadows Project. For the quarter ended March 31, 2012, the Corporation's independent engineer was conducting work to support an updated mineral resource due to be completed in the quarter ended June 30, 2012 and a Preliminary Economic Assessment due to be completed in the quarter ended September 30, 2012. In addition various engineering firms in Boise, Idaho are have completed minor engineering studies related to site logistics.

Geochemistry and Geophysics
These costs relate to the analysis of drill cores, rock and soil samples, and to the geophysical exploration programs completed at Golden Meadows. This expense has increased in the current quarter as the Corporation commenced its first winter drilling program in 2012.

Environmental and Sustainability
In the current quarter these items result from the costs associated with the preparation of an Environmental Assessment for future exploration activities. The Corporation is also in the planning phase for the permitting of an operating mine. In the comparable quarter in the prior year, these items relate to the cost associated with the assessment of environmental conditions at Golden Meadows and, where appropriate, the voluntary remediation of any environmental conditions.

Drilling
Drilling costs relate to the exploration and evaluation of mineralized areas at Golden Meadows. Costs incurred in the current quarter relate continued drilling at Golden Meadows. The costs for the current quarter and year have increased when compared to the prior year as the Corporation did not drill through the winter in 2011.

Drilling Support
Drilling support includes the operation of the two camps the Corporation maintains, transportation of people and supplies into Golden Meadows and other costs at Golden Meadows to support drilling operations. This expense for the current quarter is higher when compared to the prior year as the Corporation had significant activity at Golden Meadows when compared to 2011.

An analysis of the March 31, 2012 and December 31, 2011 balance sheets of the Corporation is as follows:

Total Assets

Total assets increased during the three months ended March 31, 2012 from $156.5 million to $194.9 million primarily as a result of the private placement which accounted for $38.0 million of the increase. The remainder of the increase relates to cash received on the exercise of options. Throughout 2012, the Corporation used the proceeds from its share offerings to advance the exploration and evaluation of the Golden Meadows Project.

Equity

Equity increased during the three months ended March 31, 2012 from $152.3 million to $190.6 million, primarily as a result of the issuance of shares through a private placement of $38.0 million and recognition of share based compensation of $2.8 million.

Total Liabilities

Total liabilities increased during the three months ended March 31, 2012 from $4.2 million to $4.3 million, primarily as a result of increased accounts payable as at March 31, 2012 of $0.1 million.

Cash Flows

Midas Gold's net increase in cash and cash equivalents for the quarter was $24.9 million. Cash received from financing activities for the quarter was $38.0 million as a result of the issuance of shares through a private placement and through the exercise of options. This inflow from financing activities was offset by outflows from operating and investing activities.

Operating cash out flows for the quarter were $0.5 million. Operating cash out flows increased for the current quarter with the establishment of a Vancouver office and increased corporate activity related to the listing of the Corporation on TSX.

Investing cash flows for the quarter were $12.6 million. Investing cash flows increased in the quarter ended with the increased exploration and evaluation expenditures that resulted from the 2012 Golden Meadows exploration and evaluation program, which was is substantially larger than in the prior year.

Use of Proceeds

The actual use of proceeds, as at March 31, 2012 in comparison to the proposed use of proceeds included in the Corporation's prospectus dated March 8, 2012, is outlined below.

Expense Category [1] (in millions)		**Proposed Use of Proceeds [2]**		**Actual Use of Proceeds**		**Remaining to be Spent / Difference**
Exploration & Evaluation Assets	$	45.9	$	12.2	$	33.7
Building & Equipment		2.5		0.4		2.1
Notes Payable		0.2		-		0.2
General & Administrative		2.6		0.5		2.1
General / Closing Working Capital		21.5		58.4		(36.9)
	$	72.7	$	71.5	$	1.2

(1) *Expense categories have been consolidated from the March 8, 2012 prospectus for easier reference to this MD&A. For more details refer to the Corporation's prospectus dated March 8, 2012.*

(2) *The proposed use of proceeds is inclusive of spending proposed and under / (over) spent in the Corporation's prospectus dated June 30. The proposed use of proceeds is quoted at an exchange rate of US$1.00 = C$1.00.*

The differences outlined above primarily represents the expected remaining nine months of the expenditures on Golden Meadows. The Corporation has outlined its 2012 expected spending in the 2012 Outlook and Goals section of this MD&A, which is not materially different to what was proposed in the Corporation's prospectus dated March 8, 2012.

QUARTERLY RESULTS

The net loss and comprehensive loss of Midas Gold for the previous eight calendar quarterly periods:

Quarter Ended (All amounts in $)	Revenue	Net Loss and Comprehensive Loss	Basic & Diluted Loss per Share	Total Assets	Long Term Liabilities	Cash Dividend
March 31, 2012	-	(2,445,446)	(0.02)	194,892,281	561,287	-
December 31, 2011	-	(2,303,700)	(0.02)	156,467,170	562,708	-
September 30, 2011	-	(6,756,485)	(0.07)	154,881,865	565,723	-
June 30, 2011	-	(3,401,319)	(0.04)	114,210,141	565,723	-
March 31, 2011	-	(976,217)	(0.02)	14,718,974	743,421	-
December 31, 2010	-	(184,371)	(0.01)	12,880,851	743,421	-
September 30, 2010	-	(116,170)	(0.00)	11,857,128	743,421	-
June 30, 2010	-	(140,452)	(0.01)	11,614,578	704,485	-

The increases in the net loss and comprehensive loss for the quarters ended June 30, 2011 till March 31, 2012 is primarily related to the increase in salaries, share based compensation and foreign exchange losses for the period when compared to previous quarters. The increase in total assets is in the quarter ended June 30, 2011 is primarily due to the Transaction described in the overview section and the contemporaneous private placement. The increase in total assets in the quarter ended September 30, 2011 is mainly due to the IPO and increase in exploration and evaluation activity. The increase in total assets in the quarter ended March 31, 2012 is primarily due to the private placement.

CAPITAL RESOURCES AND LIQUIDITY

Capital resources of Midas Gold consist primarily of cash and liquid short-term investments. As at March 31, 2012, Midas Gold had cash totalling approximately $61.9 million, approximately $0.4 million in other current assets and $3.8 million in current liabilities.

As a result of the IPO and preceding private placements, as well as the recent private placement financing, Midas Gold has sufficient funds to further advance the Golden Meadows property and plans to do so by:

- Upgrading the confidence level of the existing mineral resources;
- Conducting economic studies on the defined mineral resources;
- Growing the mineral resource base through exploration; and
- Proceeding with the regulatory process for the mineral resources thus defined.

Midas Gold has long term liabilities of $0.6 million related to the notes payable on the acquisition of mineral claims and the purchase of a royalty interest.

Midas Gold does not anticipate the payment of dividends in the foreseeable future.

It is management's opinion, based on the Corporation's current liquidity position, that the Corporation will have sufficient assets to discharge its liabilities as they become due, to sustain its capital expenditures, to fund its 2012 exploration and evaluation program and to meet its administrative and overhead requirements. However, no assurance can be given that these efforts will prove to be successful.

The Corporation's ability to raise funds and continue exploration, evaluation and potential future development activities is directly related to the results of its exploration and evaluation program as well as the price of gold and other potential by-products and general market conditions. If the cost of extracting the mineral resources in the Golden Meadows Project is determined to be viable at some time in the future, and the price of gold and other potential by-products remains strong, then the Corporation expects to have limited liquidity issues.

During the quarter ended March 31, 2012, the Corporation generated capital resources of $38.0 million through a private placement financing for special warrants and over-allotment option, and on exercise of stock options and warrants.

Contractual Obligations

Office Rent

The Corporation has entered into a various lease agreements for office space. The total rent obligation over the next five years is as follows:

	March 31, 2012		
	Within 1 year	Between 2 and 5 years	Total
Minimum rental payments	$ 413,387	$ 761,612	$ 1,174,999

Mining Claim Assessments

The Corporation currently holds mining claims on which it has an annual assessment obligation, in order to maintain the claims in good standing, of $194,600. The Corporation is committed to this cost for the indefinite future in order to maintain its title to these claims.

Options Payments on Mining Claims

The Corporation is obligated to make option payments on mineral claims comprising the Yellow Pine deposit and the Cinnabar prospect, both of which are part of the Golden Meadows Project, in order to maintain title to these claims. The Option payment for Yellow Pine is $100,000 for 2012 and the option payments due on the Cinnabar prospect are $100,000 for 2012 through 2017.

OFF BALANCE SHEET ARRANGEMENTS

The Corporation has no off balance sheet arrangements as of March 31, 2012 and the date of this MD&A.

RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION

During the three months period ended March 31, 2012, compensation of directors and officers and other key management personnel who have the authority and responsibility for planning, directing and controlling the activities of the Corporation was:

	March 31, 2012	March 31, 2011
Salaries and consulting fees	$ 194,778	$ 228,000
Share based compensation	882,951	506,000
	$ 1,077,729	$ 734,000

No post-employment benefits, termination benefits, or other long-term benefits were paid to or recorded for key management personnel during the three month period ended March 31, 2012 and 2011.

There were no balances outstanding with related parties at March 31, 2012.

MINERAL PROPERTIES

The technical information in this MD&A has been prepared in accordance with National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("NI 43-101") and reviewed and approved by Stephen P. Quin, P. Geo., President and CEO of Midas Gold, and Christopher Dail, C.P.G., Exploration Manager for the Golden Meadows Project. The exploration activities at Golden Meadows in 2011 were carried out under the supervision of Christopher Dail, C.P.G., Qualified Person and Exploration Manager for the Golden Meadows Project. Both Mr. Quin and Mr. Dail are "qualified persons" within the meaning of such term in NI 43-101.

For readers to fully understand the technical information in this MD&A, the technical information in this MD&A should be read in conjunction with the technical report entitled "NI 43-101 Technical Report on Mineral Resources, Golden Meadows Project, Valley County, Idaho" and dated June 6, 2011 (the "Technical Report") prepared by SRK Consulting (US) Inc., an independent firm of consulting engineers and scientists, for the Golden Meadows Project. The Technical Report is available for viewing under the Corporation's website www.midasgoldcorp.com as well as under its profile on SEDAR at www.sedar.com. The technical information in this MD&A and the Technical Report are intended to be read as a whole, and sections should not be read or relied upon out of context. In addition, the technical information in the Technical Report is subject to the assumptions and qualifications contained in such report.

Golden Meadows Project

The Corporation's property holdings at the Golden Meadows Project are comprised of a contiguous package of unpatented federal lode claims, unpatented mill site claims, patented federal lode claims and patented mill site claims encompassing approximately 10,968 hectares. The Corporation acquired these rights through a combination of transactions and staking.

The Golden Meadows Project includes three known mineral deposits with identified mineral resources. During 2011, 107 holes were completed at the Project, totaling 23,860m of drilling and drilling is continuing in 2012, with a total of 15,079m completed between January 1 and March 31, 2012. A summary of each known mineral deposit follows:

Hangar Flats
Hangar Flats is a structurally controlled gold deposit hosted in intrusive rocks, with gold associated with sulphides in both the fault zone and adjacent rock defined by historic drilling, the Corporation's drilling and in underground workings. A total of 37 drill holes, consisting of 8,295m of drilling, were completed by the Corporation in 2009 and 2010.

During 2011, 12 drill holes consisting of 4,265m, were completed. The drilling program covered an area which begins south of the old caved or closed portals of the historic Meadow Creek Mine and extends about 1,000m north of these portals. The completed drilling covered 1,500m of strike length and a maximum of 500m down dip and drilling resumed in early 2012, and between January 1 and March 31, 2012, 35 holes totaling 10,555m were completed and drilling is continuing. This drilling focused on the northern portion of the mineral resource area and consisted of in-fill and step-out drilling.

West End
The West End gold deposit has a primary structural control and secondary stratigraphic control, with gold occurring preferentially where certain rock types are cut by the West End or associated faults. From initial discovery until the end of 2010, a total of 729 drill holes had been completed in the West End area and covered 1,300m of strike and a maximum down dip extent of 200m.

During 2011, the Corporation conducted an abbreviated exploration drilling program at West End with the objective of upgrading the confidence level in the existing mineral resources and testing the potential to expand them. During 2011, a total of 9 holes consisting of 1,353m of drilling were completed through December 31, 2011. Additional drilling is planned for 2012.

Yellow Pine

Yellow Pine is a structurally controlled gold deposit hosted in intrusive rocks, with gold associated with sulphides in both the fault zone and adjacent rock. There are five exploration data sets that support the current mineral resource estimation, all of which are historical, with no drilling completed by the Corporation in 2009 or 2010. That drilling covers 1,500m of strike length and a maximum of 400m down dip.

During 2011, the Corporation conducted a drilling program at Yellow Pine with the objective of upgrading the confidence level in the existing mineral resources and expanding them. During 2011, 83 holes were completed as part of this 2011 program, totaling approximately 17,413m. During 2012, from January 1 through March 31, 13 holes totaling 3,604m were completed and drilling is continuing.

District Exploration

During 2011, the Corporation completed a detailed airborne geophysical survey over the mineral claims held as of the date of the IPO and surrounding areas. As a result of the trends and anomalies identified in this survey, the Corporation staked an additional 903 unpatented federal lode mining claims encompassing approximately 7,284 hectares during the second half of 2011, more than doubling the size of the land package at Golden Meadows to its current approximately 10,698 hectares. Additional exploration activities within the expanded land package include collection of soil and rock samples and geologic mapping. In addition, three holes totaling 829m were completed near the Stibnite camp and shop to test historic ground geophysical targets and determine the camp site's suitability for future infrastructure use.

During the first quarter of 2012, the Corporation completed three exploration holes totaling 790m, targeting geophysical, geochemical and geological targets. At the Scout prospect, two holes were completed totaling 485m, one hole was completed at the Fiddle prospect totaling 305m and one hole, located near the project airstrip, totaling 130m was collared and cased, but not yet completed

<u>Environmental and Other Matters Pertaining to Golden Meadows</u>

The Golden Meadows Project is located in a historic mining district with exploration and mining activity, and related environmental effects, spanning nearly 100 years from the early 1900s until today. Actions by prior operators and government agencies have addressed some of the historic environmental issues.

For additional disclosure on the Environmental and Other Matters refer to the Corporation's Annual Information Form for the year ended December 31, 2011 and prospectuses dated June 30, 2011 and March 8, 2012.

The Corporation is, and in future will continue to be, subject to federal, state and local statutes, rules and regulations related to, among other things, environmental protection, site access and construction activities. The environmental effects, if any, of current and future activities will be monitored and, where appropriate, mitigated and reclaimed by the Corporation.
A number of environmental studies and regulatory investigations in the District identified numerous areas of potential environmental degradation related to historic mining. In the past, regulatory actions under the *Comprehensive Environmental Response, Compensation, and Liability Act* ("CERCLA"), the *Resource Conservation and Recovery Act* ("RCRA") and state law have been taken by the U.S. Environmental Protection Agency ("EPA"), the US Forest Service and the Idaho Department of Environmental Quality against historic mining operators. All of these regulatory activities and related clean-up programs pre-date any ownership or activity by the Corporation. Prior to its acquisitions in the District, the Corporation conducted appropriate due diligence, comprising formal assessments of the properties comprising the Golden Meadows Project to mitigate potential liabilities related to past disturbance.

Consent Decrees under CERCLA

Several of the patented lode and mill site claims acquired by Midas Gold comprising part of the West End Deposit, and the Cinnabar claim groups held under option are subject to a consent decree, pertaining to environmental liability and remediation responsibilities with respect to such claims. The consent decree requires that heirs, successors and assigns refrain from activities that would interfere with or adversely affect the integrity of any remedial measures implemented by government agencies. A further consent decree is reported to being finalized between the former owners of the Hangar Flats and Yellow Pine properties, but such has not been finalized at this time and its implications cannot therefore be determined.

Plans for the Environmental Issues
The Corporation expects to address areas of existing environmental concern as part of the permitting process for any future mining operations. The Corporation recognizes the need to maintain the current designated uses, to improve water quality, wildlife and aquatics habitat where practicable and to reduce sediment loads in the Golden Meadows Project area wherever feasible as a component of its ongoing activities, as well as to provide for future mining activities, should they occur.

Current Activities
Activities planned for 2012 include low-impact surface drilling. TThe Corporation does not expect to incur CERCLA liability as a result of its current activities.

2012 OUTLOOK AND GOALS

During the first quarter of 2012, drilling commenced and continued on site through the quarter end and approximately 16,000 to 17,000m of drilling were planned for the first five months of 2012, focused on the continued definition and expansion of the existing mineral resources at Golden Meadows, with drilling split into two phases. Phase 1 wrapped up drilling at Hangar Flats and Yellow Pine originally planned for 2011 and, along with 2010 and 2011 drilling not previously incorporated into the 2011 mineral resource estimate, is being used to update the mineral resource estimates for the three known deposits and incorporate those estimates into an independent PEA scheduled for completion during 2012. Phase 2 drilling, which commenced in February 2012 and will continue until spring thaw, is focused on definition and step-out drilling at both the Hangar Flats and Yellow Pine deposits in support of the planned subsequent PFS. Exploration drilling, for entirely new deposits, will run in parallel with the Phase 2 drilling, is subject to the granting of additional permits. Total drilling and related expenditures during Phase 1 and Phase 2 are expected to total approximately $9 million.

In parallel with the drilling and completion of the PEA, Midas Gold plans to commence, to the extent reasonable, the process of advancing the project towards completion of a PFS, including the Phase 2 drilling noted above, extensive metallurgical, mine planning, engineering and other work, and to continue to advance environmental baseline studies and monitoring activities in support of potential permit applications, as well as all camp, logistics and support for the drilling activities. It is estimated that these additional technical, environmental and permitting activities, as well as camp and support costs but excluding drilling and related costs, will result in additional expenditures of approximately $7 to $8 million in the first half of 2012.

Significant additional work, including extensive drilling, is planned for the second half of 2012, but the scope of such work will be determined once mineral resource updates and technical studies have been completed, and is subject to additional permitting requirements.

As set out in the prospectus filed March 8, 2012, in 2012 and beyond, the Corporation estimates expenditures (including the Phase 1 and Phase 2 drilling and the additional technical work described above) will total approximately $48.17 million, including $23.75 million on drilling and related activities, $9.26 million on permitting, environmental and regulatory costs, $6.52 million on exploration outside of the three known deposits, and $6.18 million on technical work in support of the PEA scheduled for completion in Q3/12 and the subsequent PFS. In addition, capital expenditures of $2.46 million are planned to support these activities.

2012 Program

Given that Midas Gold has not yet updated its mineral resource estimates to incorporate the results of the 2011 and Phase 1 2012 drilling, nor completed its first economic evaluation on the Golden Meadows Project and, as noted above, the initial 2012 work plan and budget has been designed to complete these studies, while continuing to progress the project towards the subsequent objectives of completing a PFS and potential permitting of a mining operation. In order to achieve and accelerate these objectives in a time-effective manner, Midas Gold plans to conduct its work on three parallel tracks:

Track 1 - Complete a PEA: A limited amount of additional drilling on the Yellow Pine and Hangar Flats deposits (Phase 1), and possible extensions, was completed in early 2012 and this drilling (combined with the 2011 and prior drilling) is being utilized in preparing an independent, updated mineral resource estimate for each of the Hangar Flats, Yellow Pine and West End deposits scheduled for completion during Q2/12. These updated mineral resource estimates, along with additional metallurgical, engineering and other technical information, will be used to complete an independent PEA scheduled for completion in Q3/12.

Track 2 - Advance a PFS: In parallel and overlapping with Track 1, advance the project towards completion of an independent PFS. As much as possible, work currently being undertaken for the PEA is being advanced towards PFS standards, but additional infill and step-out drilling (Phase 2 and subsequent drilling) will be required to continue converting any remaining inferred mineral resources to higher levels of confidence and fully define the limits of these mineral resources, as will further metallurgical work beyond that being used in the PEA, plus additional engineering and other studies. By completing as much of the work currently underway as possible towards PFS standards, the overall timeframe to complete a PFS should be reduced.

Track 3 - Exploration for new deposits: In order to build a pipeline of potential new mineral prospects that could eventually develop into new mineral resources, Midas Gold plans to conduct systematic, intensive exploration across its Golden Meadows Property. A full pipeline, from early stage prospects to mineral resource definition, will assist Midas Gold in determining the ultimate mineral potential of this prolific gold system. This exploration work, involving mapping, sampling, geophysics and drilling will be conducted in parallel with Track 1 and Track 2.

SRK Consulting (Canada) Inc. ("SRK") has been retained to complete updating of the mineral resource estimates for the Golden Meadows project, as well as to complete the independent, National Instrument 43-101 compliant PEA. SRK has retained Ausenco Systems Canada Inc. to assist with the processing and infrastructure aspects of the PEA, and is working with Blue Coast Metallurgy Ltd. on the mineralogical and metallurgical aspects of the project.

Initial 2012 Work Plan

During Phase 1 and Phase 2 of drilling program, approximately $9.0 million is budgeted to be spent on infill, step-out and exploration drilling utilizing four core and two reverse circulation ("RC") drill rigs, assisted by a sonic rig, which in aggregate was planned to complete 16,000m to 17,000m of drilling during this period, prior to the spring thaw.

In Phase 1, one core drill completed drilling three holes at Yellow Pine which, in conjunction with the 2011 drilling, is being used to update the Yellow Pine mineral resource estimate. At the same time, two RC and three core rigs conducted additional drilling at Hangar Flats, focused on the northern and southern ends of the Hangar Flats mineralized system, with the objective of increasing the mineral resource, increasing the confidence level of the existing mineral resource and reducing the overall strip ratio by potentially converting unclassified mineralization to mineral resources. This drilling was planned to be completed in February but was extended into April given encouraging results and, as with Yellow Pine, is being used (in conjunction with the 2011 and earlier drilling) to update the Hangar Flats mineral resource estimate.

Only limited drilling was completed at West End in 2011 and no more drilling is planned until the second half of 2012 in this area, so geologic modeling and updating of the mineral resource estimate for West End is already in process and will include both 2010 and 2011 drilling not previously incorporated into the mineral resource estimate announced on February 22, 2011.

As drills largely completed Phase 1 of the drilling outlined above, they have commenced Phase 2 drilling, infilling and stepping out on the Hangar Flats and Yellow Pine deposits in support of the planned PFS, and continued drilling until spring thaw. This Phase 2 drilling was completed in mid-April 2012 but, given a relatively low snowfall, the Corporation decided to keep two to three core drills working through spring break-up to advance its 2012 objectives more expeditiously, and to ramp up to seven or more rigs in May 2012 for the summer and fall drilling seasons, subject to receipt of necessary permits.

During the balance of 2012, one or more drills will be assigned to exploring several prospects for their potential to host entirely new deposits, subject to granting of the necessary permits. It is anticipated that infill, step out and exploration drilling will continue through the balance of the year, but where and how much will be determined once the updated mineral resource estimates have been evaluated for needed additional infill and step-out drilling to fully define all three deposits, and is subject to granting of additional permits.

Significant additional expenditures are being incurred in parallel with the Phase 1 and Phase 2 drilling towards preparation of environmental baseline studies and an environmental impact statement, as well as other permitting and regulatory activities. Midas Gold has retained HDR Engineering Inc. of Boise, Idaho, to assist with the environment baseline and permitting related matters. In support of the PEA and subsequently planned PFS, the extensive metallurgical studies currently underway will continue under the supervision of Blue Coast Metallurgy, as will engineering and other work leading up to completion of the PEA in Q3/12 and subsequent studies under SRK and Ausenco. Additional capital equipment purchases are planned related to continuing to improving camp, field facilities and communications and network infrastructure to support sustained, higher levels of field activities over the next several years.

CRITICAL ACCOUNTING ESTIMATES AND POLICIES

Critical Accounting Estimates and Judgments

The preparation of financial statements requires management to make estimates and judgments about the future. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting estimates will, by definition, seldom equal the actual results.

Accounting estimates are estimates and assumptions made by management that may result in material adjustments to the carrying amount of assets and liabilities within the next financial year. Critical estimates used in the preparation of these financial statements include, among others, the useful lives of buildings and equipment, valuation of assets, recognition of deferred tax assets or liabilities, valuation of share based payments, accounting for acquisitions and the recoverable amount of exploration and evaluation expenditures.

Accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments. Critical accounting judgments include the accounting for acquisitions, recognition of deferred tax assets or liabilities, functional currency, expected economic lives of and the estimated future operating results and net cash flows from buildings and equipment and exploration and evaluation assets.

Changes in Accounting Policies Including Initial Adoption

Standards Issued but not yet Effective
Certain pronouncements were issued by the International Accounting Standards Board ("IASB") or the IFRS Interpretations Committee that are mandatory for accounting periods after December 31, 2011. The Corporation does not expect the standards below to have a material impact on the financial statements, although additional disclosures may be required.

The following Standards are effective for annual periods beginning on or after January 1, 2013:

(i) IFRS 10 - New standard to establish principles for the presentation and preparation of consolidated financial statements when an entity controls multiple entities
(ii) IFRS 11 - New standard to account for the rights and obligations in accordance with a joint arrangement
(iii) IFRS 12 - New standard for the disclosure of interests in other entities not within the scope of IFRS 9/IAS 39
(iv) IAS 27 – New standard to account for investments at cost or in accordance with IFRS 9 Financial Instruments
(v) IAS 28 - New standard issued that supercedes IAS 28 (2003) to prescribe the accounting for investments in associates and joint ventures
(vi) IFRS 13 - New standard on the measurement and disclosure of fair value

The following Standard is effective for annual periods beginning on or after January 1, 2015:

(i) IFRS 9 - New financial instruments standard that replaces IAS 39 for classification and measurement of financial assets and financial liabilities

FINANCIAL INSTRUMENTS

There has been no significant change in our financial instruments since December 31, 2011.

OUTSTANDING SHARE DATA

	May 11, 2012	March 31, 2012
Common shares issued and outstanding	114,466,936	114,466,936
Options outstanding	9,615,000	9,615,000
Warrants outstanding	1,333,334	1,333,334
Total	125,415,270	125,415,270

A summary of share purchase option activity within the Corporation's share based compensation plan for the three months ended March 31, 2012 and 2011 is as follows:

	Number of Options	Weighted Average Exercise Price
Balance, December 31, 2010	10,650,000	$ 0.22
Options granted	2,000,000	0.50
Options exercised	(50,000)	0.20
Options forfeited	-	-
Balance, March 31, 2011	12,600,000	$ 0.26
Balance, December 31, 2011	8,895,000	$ 2.70
Options granted	820,000	3.72
Options exercised	(100,000)	0.20
Options forfeited	-	-
Balance, March 31, 2012	9,615,000	$ 2.82

A summary of warrant activity for the three months ended March 31, 2012 and 2011:

The Corporation issued 7,450,000 warrants on the conversion of certain share purchase options issued by MGI prior to April 6, 2011 which had been issued to employees and directors of the Corporation for services rendered. During the year ended December 31, 2011, 6,116,666 share purchase warrants were exercised. As at March 31, 2012, 1,333,334 warrants are outstanding and exercisable at a weighted average exercise price of $0.50.

There were no warrants granted, exercised or forfeited for the three months ended March 31, 2012 and 2011. The special warrants discussed in the Quarterly Highlights are not considered in the above warrant information.

DISCLOSURE CONTROL AND PROCEDURES AND INTERNAL CONTROL OVER FINANCIAL REPORTING

As of March 31, 2012, management has evaluated the design of disclosure controls and procedures and internal control over financial reporting as defined by National Instrument 52-109. Based on this evaluation, management, the CEO and the CFO concluded that disclosure controls and procedures and internal control over financial reporting were adequately designed to provide reasonable assurance that financial information is recorded, processed, summarized and reported in a timely manner.

The Corporation uses the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") internal control framework to design and assess ICFR. Midas Gold's management was required to apply its judgment in evaluating the cost-benefit relationship of possible controls. Due to its inherent limitations, ICFR may not prevent or detect misstatements on a timely basis as such systems can only be designed to provide reasonable as opposed to absolute assurance. Also projections of any evaluation of ICFR to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

National Instrument 52-109 also requires Canadian public companies to disclose in their MD&A any change in ICFR during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, ICFR. There were no such changes in ICFR during the quarter ended March 31, 2012.

RISKS AND UNCERTAINTIES

Midas Gold is subject to a number of significant risks due to the nature of its business and the present stage of its business development. Readers should carefully consider the risks and uncertainties described below, in addition to the risk factors discussed under the heading "Risk Factors" in the Corporation's final prospectus' dated June 30, 2011 and March 8, 2012 available under the Corporation's profile on SEDAR at www.sedar.com, before deciding whether to invest in Midas Gold common shares.

Midas Gold's failure to successfully address such risks and uncertainties could have a material adverse effect on its business, financial condition and/or results of operations, and the future trading price of its common shares may decline and investors may lose all or part of their investment. Midas Gold cannot give assurance that it will successfully address these risks or other unknown risks that may affect its business. Estimates of mineral resources are inherently forward-looking statements subject to error. Although mineral resource estimates require a high degree of assurance in the underlying data when the estimates are made, unforeseen events and uncontrollable factors can have significant adverse or positive impacts on the estimates. Actual results will inherently differ from estimates. The unforeseen events and uncontrollable factors include: geologic uncertainties including inherent sample variability, metal price fluctuations, variations in mining and processing parameters, and adverse changes in environmental or mining laws and regulations. The timing and effects of variances from estimated values cannot be accurately predicted.

Below is a brief summary of some of Midas Gold's risks and uncertainties.

Industry Risks

- Resource exploration and development is a high risk, speculative business.
- Mineral exploration is subject to numerous industry operating hazards and risks, many of which are beyond Midas Gold's control and any one of which may have an adverse effect on its financial condition and operations.
- Metal prices have fluctuated widely in the past and are expected to continue to do so in the future, which may adversely affect the amount of revenues derived from production of mineral reserves.
- Exploration activities are subject to geologic uncertainty and inherent variability.
- Mineral exploration in the Western United States is subject to numerous regulatory requirements on land use.
- The quantification of mineral resources is based on estimates and is subject to great uncertainty.
- The recent unprecedented events in global financial markets have had a profound impact on the global economy, in general and on the mining industry in particular.
- Increased operating and capital costs may adversely affect the viability of existing and proposed mining projects.

Corporation's Risks

- Midas Gold faces substantial competition within the mining industry from other mineral companies with much greater financial and technical resources and may not be able to effectively compete which would have an adverse effect on Midas Gold's financial condition and operations.
- Midas Gold's exploration efforts may be unsuccessful in locating viable mineral resources.
- If Midas Gold's mineral resource estimates are not indicative of the actual gold that can be mined, the mineable gold that can be recovered from the Golden Meadows Project may be less than the mineral resource estimate and the Golden Meadows Project may not be a viable project.
- Midas Gold has a limited history as an exploration company and does not have any experience in putting a mining project into production.
- Midas Gold expects to continue to incur losses and may never achieve profitability, which in turn may harm the future operating performance and may cause the market price of Midas Gold's Common Shares to decline.
- Midas Gold's title to its mineral properties and its validity may be disputed in the future by others claiming title to all or part of such properties.
- Midas Gold is subject to numerous government regulations which could cause delays in carrying out its operations, and increase costs related to its business.
- Midas Gold's ability to explore and, if warranted, exploit its mineral resources maybe impacted by consent decrees entered into or proposed to be entered into by previous owners of mineral rights that now comprise the Golden Meadows Project, related to disturbance related to past mining and exploration activities.
- Midas Gold has not completed an environmental impact statement, nor has it received the necessary permits for water or explosives to conduct mining operations.
- Midas Gold depends on key personnel for critical management decisions and industry contacts but does not maintain key person insurance.
- Midas Gold does not have a full staff of technical people and relies upon outside consultants to provide critical services.
- Certain Midas Gold directors also serve as officers and/or directors of other mineral resource companies, which may give rise to conflicts.
- Midas Gold will need to raise additional capital though the sale of its securities, resulting in dilution to the existing shareholders, and if such funding is not available, Midas Gold's operations would be adversely effected.
- Future sales of Midas Gold's Common Shares into the public market by holders of Midas Gold options and Warrants may lower the market price, which may result in losses to Midas Gold's shareholders.
- Midas Gold has no history of paying dividends, does not expect to pay dividends in the immediate future and may never pay dividends.
- Midas Gold's business involves risks for which Midas Gold may not be adequately insured, if it is insured at all.
- Midas Gold's activities are subject to environmental liability, which would have an adverse effect on its financial condition and operations.
- A shortage of supplies and equipment could adversely affect Midas Gold's ability to operate its business.

CAUTIONARY NOTE IN RESPECT OF MINERAL RESOURCES

Mineral resources that are not mineral reserves do not have demonstrated economic viability. Mineral resource estimates do not account for mineability, selectivity, mining loss and dilution. These mineral resource estimates include inferred mineral resources that are considered too speculative geologically to have economic considerations applied to them that would enable them to be categorized as mineral reserves. There is also no certainty that these inferred mineral resources will be converted to the measured and indicated categories through further drilling, or into mineral reserves, once economic considerations are applied.

The mineral resources at Golden Meadows are contained within areas that have seen historic disturbance resulting from prior mining activities. In order for Midas Gold to advance its interests at Golden Meadows, the project will be subject to a number of Federal, State and local laws and regulations and will require permits to conduct its activities.

This MD&A and the mineral resource estimates referenced in this MD&A use the terms “Measured Mineral Resources”, “Indicated Mineral Resources”, “Measured & Indicated Mineral Resources” and “Inferred Mineral Resources.” We advise you that, while these terms are defined in and required by Canadian regulations, these terms are not defined terms under the U.S. Securities and Exchange Commission (“SEC”) Industry Guide 7 and are normally not permitted to be used in reports and registration statements filed with the SEC. “Inferred Mineral Resources” have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. The SEC normally only permits issuers to report mineralization that does not constitute SEC Industry Guide 7 compliant “reserves” as in-place tonnage and grade without reference to unit measures. U.S. investors are cautioned not to assume that any part or all of mineral deposits in these categories will ever be converted into reserves. Midas Gold is not a SEC registered Corporation nor is any of its subsidiaries.