SUTTER GOLD MINING INC.
Management's Discussion and Analysis
For the nine months ended September 30, 2012
(Containing information up to and including November 13, 2012)

This Management's Discussion and Analysis ("MD&A") is an overview of the activities of Sutter Gold Mining Inc. and its subsidiaries (together, "Sutter" or "the Company") for the nine months ended September 30, 2012. This MD&A should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements and accompanying notes for the nine months ended September 30, 2012 and the audited consolidated financial statements and accompanying notes for the years ended December 31, 2011 and 2010. Both of these referenced financial statements, the Company's statutory filings, and additional information are available on SEDAR www.sedar.com and on the Company's website www.suttergoldmining.com.

All currency amounts are expressed in US dollars unless otherwise noted. The effective date of the MD&A is November 13, 2012. This MD&A contains statements that constitute "forward-looking statements" and other cautionary notices (Refer to the section "Forward Looking Statements").

The annual audited consolidated financial statements for the year ended December 31, 2011 were prepared in accordance with International Financial Reporting Standards ("IFRS") 1. The unaudited condensed interim consolidated financial statements for the quarters ended September 30, 2012, June 30, 2012, March 31, 2012, September 30, 2011, June 30, 2011 and March 31, 2011 were prepared in accordance with International Accounting Standard ("IAS") 34 under IFRS.

Technical information in this MD&A has been reviewed by the Company's Chief Operating Officer, Matt Collins who is a Qualified Person as defined by Canadian National Instrument 43-101 ("NI 43-101"). Further information regarding the Company's California mineral resources can be found in the Form 43-101 Technical Report "Mineral Resource Estimate, Sutter Gold Project, Amador County, California", dated February 5, 2008, by consulting geologist and Independent Qualified Person Mark Payne, P. Geo. Calif. #7076. Resources were defined according to Canadian Institute of Mining ("CIM") Definitions for Mineral Resources, and are compliant with NI 43-101, Standards of Disclosure for Mineral Projects.

Business Overview

The following discussion is qualified in its entirety by both the section entitled Risks and Uncertainties and by the Forward-looking Statements provision that follow this outlook section.

Sutter's strategy is to excel as a precious metals company specializing in the discovery, definition and development of gold deposits, building mineral resources and advancing projects into valuable assets capable of becoming profitable mining operations. Sutter seeks to achieve these goals by focusing activities and cash expenditures on projects that will enhance shareholder value while maintaining safe work conditions, protecting the environment, and building strong relationships with local communities and other stakeholders.

The Company's principal assets are the Sutter Gold Mine and Lincoln Project located in the historic Mother Lode District 45 miles southeast of Sacramento, California. The Sutter Gold Mine and Lincoln Project are situated on a 551-acre block of surface and mineral rights owned in fee or leased from fee owners, in the central part of the 121-mile-long Mother Lode gold belt. The Company's property lies within a 10-mile section of the Mother Lode belt which is credited with historic production of 7.8 million ounces of gold. This property had a recorded production of approximately 3.4 million ounces of gold, essentially all recovered prior to 1920. Records indicate that these formerly producing mines had documented reserves at the time of their closing that have not been recovered.

Sutter's Board of Directors has approved the development of the Lincoln Project, based upon the conclusions of a Preliminary Economic Assessment ("PEA") (see news releases "Sutter Gold Announces Positive Preliminary Economic Assessment for the Lincoln Mine Gold Project" dated May 4, 2011 and "Sutter Gold Announces Positive Production Decision for the Lincoln Mine Gold Project and Agrees to a $20 Million Prepaid Gold Project Finance

Facility" dated June 22, 2011). The PEA is based on a mine plan containing 244,800 tons of potentially minable material grading 0.46opt (15.8g/t) including mining dilution and losses. An underground mining operation with a 5-year mine life is considered, processing 150 tons per day using conventional gravity and flotation recovery producing 22,300 ounces of gold annually. The initial startup capital requirement is estimated at approximately $20M with working capital of $3.2M. Cash operating costs are estimated at $704/ounce produced. Preproduction development began in October 2011.

The Company strongly believes the potential for extending the mine life beyond 5 years exists within the Lincoln-Comet resource. Several mineralized zones in both the Lincoln-Comet and Keystone areas remain open down plunge to the southeast and to depth. Sutter's Board of Directors approved a $1.2 million exploration program to further identify mineral resources in the immediate Lincoln and Comet areas (see news release "Sutter Gold Plans Drilling to Expand Resources at its Lincoln Mine Project and Provides Development Update" dated October 13, 2011).

The Company's short range goal is to produce gold from the Lincoln-Comet deposit by initiating state-of-the-art, environmentally compatible mining operations on a modest scale similar to the historic mining in the Mother Lode but with a contemporary understanding of the myriad of issues associated with such endeavors. Engineering, design and economic evaluation has been ongoing for the past two years towards this end. The Company has employed a core professional staff with direct experience in these types of operations and is identifying, recruiting and hiring additional candidates for the team of people necessary for the operation. The Company continues to evaluate the potential opportunity to further consolidate mineral properties contained within the 10-mile section of the Mother Lode Trend.

Sutter Gold Mining Inc. is a Vancouver, British Columbia-based company, with a management office in Denver, Colorado and its mine office in Sutter Creek, California. The Company’s shares trade on the Toronto Stock Exchange (TSX-V) under the symbol "SGM” and on the U.S. Over-the-Counter market (OTCQX) under the symbol “SGMNF”.

Selected Annual Financial Information
(Expressed in US dollars)

	For the year ended December 31,		
	2011	**2010**	**2009***
Total revenues	$ 19,200	$ 32,100	$ 33,700
Operating costs and expenses	$ 3,515,900	$ 2,841,000	$ 2,960,100
Net loss**	$ (6,926,600)	$ (1,824,500)	$ (3,349,200)
Net loss per share – basic and diluted***	$ (0.10)	$ (0.05)	$ (0.03)

	As at December 31,		
	2011	**2010**	**2009***
Total assets	$ 6,961,800	$ 1,117,100	$ 2,083,300
Non-current financial liabilities	$ 17,718,400	$ 23,300	$ 23,300
Cash dividends	$ -	$ -	$ -

* The 2009 comparative figures are reported under Canadian GAAP in effect at the time.

** Amounts reflect both net loss before discontinued operations and extraordinary items and net loss as the Company did not have any discontinued operations or extraordinary items during the periods presented.

*** Amounts reflect both loss per share – basic and diluted before discontinued operations and extraordinary items and net loss per share – basic and diluted as the Company did not have any discontinued operations or extraordinary items during the periods presented. Diluted loss per share has not been presented separately as this calculation is anti-dilutive.

Selected Quarterly Financial Information

(Expressed in US Dollars)
(Unaudited)

	For the three months ended September 30, 2012	2011	2010	For the nine months ended September 30, 2012	2011	2010
Revenues						
Lease revenue	$ -	$ 6,600	$ 14,300	$ -	$ 18,200	$ 27,100
Wages and benefits	719,500	235,900	230,300	1,694,400	739,500	574,700
Exploration	236,800	-	-	759,800	-	-
Mine property holding costs	162,100	182,500	63,100	642,200	498,000	246,400
Professional & contract services	159,800	119,000	69,000	437,900	281,200	206,100
Office & administrative	97,200	79,100	94,300	281,700	220,100	246,700
Travel & entertainment	48,600	20,500	13,600	158,800	88,700	43,500
Share-based payments	53,700	95,800	11,900	161,500	124,000	62,800
Rent & electricity	26,700	27,600	24,200	83,500	76,300	64,000
Depreciation	25,900	20,300	13,600	76,700	51,900	45,700
Feasibility study	-	11,200	140,400	13,200	180,000	590,200
Gain on sale of assets	-	-	-	-	(31,900)	-
(Gain) loss on foreign exchange	1,300	(700)	(300)	3,900	900	700
	1.531,600	791,200	660,000	4,313,600	2,228,700	2,080,800
Loss from operations	(1,531,600)	(784,600)	(645,700)	(4,313,600)	(2,210,500)	(2,053,700)
Other income	-	-	-	-	600	-
Interest income	1,000	500	200	3,200	900	600
Interest expense	-	(19,700)	(170,900)	-	(431,700)	(467,900)
Loan transaction fees	-	(32,600)	(108,600)	-	(32,600)	(108,600)
Change in fair value of warrant derivative	-	393,200	(448,000)	-	1,328,000	(217,100)
Mark to market adjustment RMB facility	(11,010,800)	(8,573,300)	-	(18,054,900)	(8,573,300)	-
	(11,009,800)	(8,231,900)	(727,300)	(18,051,700)	(7,708,100)	(793,000)
Net loss and comprehensive loss for the period	$(12,541,400)	$(9,016,500)	$(1,373,000)	$(22,365,300)	$(9,918,600)	$(2,846,700)
Basic and diluted loss per share	$ (0.10)	$ (0.09)	$ (0.01)	$ (0.19)	$ (0.09)	$ (0.03)

Summary of Quarterly Results, Q3 2010-Q2 2012 (Unaudited)

Expressed In $	**September 2012**	June 2012	March 2012	December 2011	September 2011	June 2011	March 2011	December 2010
Operating revenues	**-**	-	-	1,000	6,600	5,800	5,800	5,000
Net loss	**(12,541,400)**	(3,470,400)	(6,353,500)	(504,700)	(9,016,500)	(220,800)	(681,300)	(1,786,700)
Loss per share	**(0.10)**	(0.03)	(0.06)	(0.00)	(0.09)	(0.00)	(0.01)	(0.02)

Diluted and non diluted loss per share are equivalent.

Results of Operations Three Months Ended September 30, 2012 and 2011

Sutter's net loss for the three months ended September 30, 2012 was $12,541,400 or $0.10 per common share compared with a net loss of $9,016,500 or $0.09 per share during the same period in 2011. The major reason for the increased loss was the addition of the new RMBAH gold facility. This new facility was agreed to in June 2011 and settled the existing debt from 2010. The Company has designated the facility as a financial liability at fair value through profit or loss as permitted by IAS 39 *Financial Instruments: Recognition and Measurement*. As a result, the Company recorded non cash mark to market losses on this debt of $11,010,800 and $8,573,300 during the three months ended September 30, 2012 and 2011, respectively. The mark to market losses are the difference between the spot price of repayable gold ounces as at September 30, 2012 and September 30, 2011 and the aggregate of the agreed upfront payment price plus the delivery price. In July 2012, the Company obtained a new delivery schedule where the upfront payment price was decreased from $377 per ounce to $364 per ounce. The delivery price of $942 remained unchanged from the original delivery schedule. Also contributing to the increased loss during the three months ended September 30, 2012 was that the Company had no gains on the changes in the fair value of warrant derivatives during three months ended September 30, 2012 as compared to a gain of $393,200 during the same period in 2011. This reduction in gain reflects the fact that all outstanding warrants expired or were exercised in 2011. Interest expense for the three months ended September 30, 2012 totaled $0 compared to $19,700 for the same period in 2011. This reduction of interest expense also was due to the payoff of the balance on the short term loan facility in the third quarter of 2011.

Operating costs and expenses for the three months ended September 30, 2012 and 2011 were $1,531,600 and $791,200, respectively. Wages and benefits increased to $719,500 from $235,900 for the three months ended September 30, 2012 and 2011, respectively, due to additional employees hired during the latter of 2011 and in 2012 The Company incurred exploration costs of $236,800 during the three months ended September 30, 2012 as the result of the Company’s drilling program at the Lincoln and Comet segments of the Lincoln Mine project which commenced in the first quarter of 2012. Professional and contract services were $159,800 for the three months ended September 30, 2012, compared with $119,000 for the same period in 2011, owing to increased investor relation activities, legal and information technology services. Offsetting these increased costs were decreases in mine property holding costs from $182,500 during the three months ended September 30, 2011 to $162,100 during the three months ended September 30, 2012, due to the Company completing certain permits for the construction of its building on the mine site in the first half of 2012. Also offsetting the increased costs was a decline in share-based compensation was from $95,800 for the three months ended September 30, 2011 to $53,700 for the three months ended September 30, 2012, as the result of less stock options issued to employees and directors in 2012 than in 2011.

The changes quarter over quarter are due to the Company’s mine development activities and are not for any seasonality reasons.

Results of Operations Nine Months Ended September 30, 2012 and 2011

Sutter's net loss for the nine months ended September 30, 2012 was $22,365,300 or $0.19 per common share compared with a net loss of $9,918,600 or $0.09 per share during the same period in 2011. The major reason for the increased loss was the addition of the new RMBAH gold facility as previously discussed. As a result, the Company recorded non cash mark to market losses on this debt of $18,054,900 and $8,573,300 during the nine months ended September 30, 2012 and 2011, respectively. Also contributing to the increased loss during the nine months ended September 30, 2012 was the Company had no gains on the changes in the fair value of warrant derivatives during nine months ended September 30, 2012 as compared to a gain of $1,328,000 during the same period in 2011. This reduction in gain is due to all the warrants expiring or being exercised in 2011. Interest expense for the nine months ended September 30, 2012 totaled $0 compared to $431,700 for the same period in 2011. This reduction of interest expense was due to the payoff of the balance on the short term loan facility in the third quarter of 2011.

Operating costs and expenses for the nine months ended September 30, 2012 and 2011 were $4,313,600 and $2,228,700, respectively. Wages and benefits were $1,694,400 for the nine months ended September 30, 2012 stemmed from additional employees being hired during the latter half of 2011 and in 2012 compared with $739,500 for the nine months ended September 30, 2011. The Company incurred exploration costs of $759,800 during the nine months ended September 30, 2012 related to the Company's drilling program at the Lincoln and Comet segments of the Lincoln Mine project which began in the first quarter of 2012. Costs incurred during the nine months ended September 30, 2012 for mine and property holdings were $642,200, compared with $498,000 for the comparable period in 2011, reflecting the increased activity costs for environmental and permitting and preparing the site for development of the mine including environmental testing and compliance. Professional and contract service expenses were $437,900 for the nine months ended September 30, 2012, compared with $281,200 for the same period in 2011, attributable to increased investor relation activities and legal and information technology services. Share-based compensation was $161,500 the nine months ended September 30, 2012, resulting from the issuance of stock options to new and existing employees and directors in the second half of 2011, compared with $124,000 during the nine months ended September 30, 2011. Offsetting these increases was a decrease in feasibility costs due to the completion and release of the Company's technical report late in the first quarter of 2011. Feasibility study costs were $13,200 and $180,000 for the nine months ended September 30, 2012 and 2011, respectively.

Liquidity and Capital Resources

The following table summarizes the Company's operating, investing and financing cash flow activity for the nine months ended September 30, 2012, 2011, and 2010:

	For the nine months ended September 30,		
	2012	2011	2010
Cash used in operating activities	$3,840,400	$2,290,200	$2,164,400
Cash used in investing activities	$8,155,700	$1,102,400	$ 68,600
Cash provided by financing activities	$8,170,600	$7,446,800	$2,202,400

The Company has generated significant losses since its inception which has resulted in an accumulated deficit of $68,712,400 and $46,347,100 as at September 30, 2012 and December 31, 2011, respectively. The current financial and economic marketplace has made access to financing through the equity markets more difficult and this has created uncertainty as to the Company's ability to fund ongoing operations for the next operating period and to participate in ongoing exploration and development projects. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern. The Company has entered into a loan facility arrangement with a related party to cover short-term operating capital requirements as well as build 70% of the Lincoln Project. As a result of entering into the loan facility, the Company has a working capital deficiency as at September 30, 2012 of $8,284,100 and a working capital surplus as at December 31, 2011 of $1,261,200. These unaudited condensed interim consolidated financial statements do not reflect adjustments to the carrying values of assets and liabilities which may be required should the Company be unable to raise adequate financing or meet current obligations and therefore be unable to continue as a going concern.

The following table summarizes the Company's working capital surplus (deficiency) and cash and cash equivalent balances as at September 30, 2012 and December 31, 2011:

	As at September 30, 2012	As at December 31, 2011
Working capital (deficiency) surplus	$ (8,284,100)	$ 1,261,200
Cash and cash equivalents	$ 173,000	$ 3,998,500

The following are the contractual maturities of the Company's financial liabilities as at September 30, 2012:

	Carrying Amount	Contractual cash flows	1 year or less	2-5 years	More than 5 years
Accounts payable and accrued liabilities	$ 2,516,900	$ 2,516,900	$ 2,516,900	$ -	$ -
Leases payable	67,000	67,000	-	-	67,000
Note payable	20,000,000	20,000,000	2,751,600	17,248,400	-
Reclamation liability	23,300	23,300	-	-	23,300
Mineral leases	-	1,009,600	161,600	537,600	310,400
Total	$ 22,607,200	$ 23,616,800	$ 5,430,100	$ 17,786,000	$ 400,700

As at September 30, 2012, Sutter had a working capital deficiency of $8,284,100 compared with a working capital surplus of $1,261,200 at December 31, 2011. The main cause of the decrease in working capital is the Company's current portion of note payable and the related mark to market losses. As at September 30, 2012 and December 31, 2011, the Company had drawn $20,000,000 and $11,866,900, respectively, on the RMBAH Facility and had recorded cumulative mark to market losses of $25,849,200 and $7,794,300, respectively. Due to the increased debt balances, the Company's current portion of the note payable and mark to market adjustment increased from $1,966,100 as at December 31, 2011 to $6,307,900 as at September 30, 2012. Cash totaled $173,000 at September 30, 2012, compared with $3,998,500 at December 31, 2011. The decrease in cash is due to expenses related to the development of the Lincoln Mine Project. During the nine months ended September 30, 2012 and 2011, the Company spent $3,840,400 and $2,290,200, respectively, on operating activities. The increase in cash used in operating expenses in 2012 is due to the Company's increased net loss net of the mark to market adjustment. Cash used in investing activities for the nine months ended September 30, 2012 and 2011 was $8,155,700 and $1,102,400, respectively. The increase in 2012 is due to the Company's construction of the Lincoln Mine Project which commenced in the second quarter of 2011. The Company's cash provided by financing activities increased to $8,170,600 from $7,446,800 during the nine months ended September 30, 2012 as compared to the same period in 2011 as the result of the Company's borrowings on the RMBAH Facility to continue to fund the construction of the Lincoln Mine Project.

In June 2011, the Company entered into an agreement with RMB Australia Holdings Limited ("RMBAH") to help fund the cost of developing the Lincoln Mine project. RMBAH is related to the Company's largest shareholder RMB Resources Ltd ("RMB") as both companies are subsidiaries of the FirstRand Group. The RMBAH Facility is a secured prepaid gold loan in the amount of $20 million. The Company commenced drawing down the loan in July 2011 and as at September 30, 2012, had drawn down all $20 million. Approximately $6.6 million of the drawdowns to date were used to repay a prior RMBAH short-term loan facility in July 2011. (Refer to Note 9 of the Company's unaudited condensed interim consolidated financial statements for the amount of interest and financing fees paid in respect to this Loan Facility during the three and nine months ended September 30, 2012 and 2011.) The remainder of the loan is being applied to the ongoing cost of the development and construction of the Lincoln Mine Project.

The Company has drawn down all of the RMBAH facility as at September 30, 2012 in order to fund the construction and development of the Lincoln Mine Project. Under the original terms, repayment of the RMBAH Facility was required to begin at the end of July 2012, the 13th month from the first month of the draw down. In July 2012, the Company negotiated a new delivery schedule. Under the new schedule, the Company will deliver a total of 54,942 ounces of gold with the first delivery in January, 2013 and the last delivery in October, 2017. Under the agreement, the Company will deliver to the lender approximately 50% of the project's estimated monthly gold production subject to a minimum of 900 ounces per month. Total gold production deliverable to RMBAH under the original schedule was limited to 53,027 ounces. The Company has the option of pre-delivering against the facility at its discretion. For the gold delivered as repayment of the prepaid gold facility, the Company will receive $942 per ounce, and it will receive market price for the remainder of the gold sold.

During the three and nine months ended September 30, 2012, the Company recorded a mark to market loss on the RMBAH Facility of $11,010,800 and $18,054,900, respectively. The mark to market is calculated as the difference between the spot price of repayable gold ounces (54,942 ounces at $1,776 per ounce) as at September 30, 2012 and the aggregate of the agreed upfront payment price of $377 per ounce plus the delivery price of $942 per ounce ($1,305 per ounce). During the three and nine months ended September 30, 2011, the Company recorded a mark to market loss of $8,573,300.

Additional funding is required to rectify the working capital deficiency, for ongoing operating expenses, and to complete the mine.

The Company intends to raise these funds through either additional debt financing and/or the sale of equity investments, and/or by attracting a strategic industry partner to provide additional capital to complete the mill construction and the mine development in anticipation of putting the mine into production.

With respect to debt financing, on October 18, 2012, the Company closed on a secured short-term credit facility in the amount of up to $12 million from RMBAH. The credit facility will be available for draw down until April 2013 with a final repayment date of June 30, 2013. The interest rate on advances from closing to March 31, 2013 will be LIBOR plus 11.5% per annum and, from April 1, 2013 to June 30, 2013, will be LIBOR plus 15% per annum. Interest will be payable monthly in cash in arrears. The credit facility is subject to a 5% arrangement fee, which will be paid to RMB on the first draw down. The security to be granted by the Company is expected to be consistent with that under the existing prepaid gold facility with RMBAH. The Company may prepay the credit facility without penalty at any time, subject to 5 days' notice, any broken period costs and a minimum prepayment amount of US$250,000.

With respect to equity financing, on October 18, 2012, the Company opened a non-brokered private placement financing of up to 16,666,667 common shares at a price of US$0.30 per share for gross proceeds of up to US$5,000,000. The facility and offering replaces the private placement financing previously announced on April 25, 2012. There is no assurance that this financing will be completed as announced.

As at September 30, 2012 and December 31, 2011, the deficit was $68,712,400 and $46,347,100. The increase was the result of the net loss of $22,365,300 for the nine months ended September 30, 2012.

The Company has not paid any dividends to its shareholders during the nine months ended September 30, 2012 and 2011.

Property, plant and equipment

As at September 30, 2012 and December 31, 2011, the cost of the Company's property, plant and equipment totaled $12,865,700 and $3,564,000 offset by accumulated depreciation of $941,700 and $865,000, respectively. For the nine months ended September 30, 2012 and 2011, depreciation expense totaled $76,700 and $51,900, respectively. During the nine months ended September 30, 2012 and 2011, the Company had additions totaling $9,301,700 and $1,102,400 of property, plant and equipment, respectively. The increase in 2012 additions relates to the construction of the Lincoln Mine Project which commenced in the second quarter of 2011. Below is a summary of the Company's property, plant and equipment additions for the nine months ended September 30, 2012 and 2011.

	Land Improvements	Buildings	Equipment and Vehicles	Project Labor	Total
Cost					
Balance at December 31, 2010	$175,100	$343,700	$763,100	$ -	$1,281,900
Additions	81,900	91,900	543,500	385,100	1,102,400
Reclassifications	16,100	(16,100)	-	-	-
Balance at September 30, 2011	273,100	419,500	1,306,600	385,100	2,384,300
Balance at December 31, 2011	737,500	479,100	1,587,600	759,800	3,564,000
Additions	2,186,000	3,291,600	2,290,800	1,533,300	9,301,700
Reclassifications	157,700	-	(157,700)	-	-
Balance at September 30, 2012	$3,081,200	$3,770,700	$3,720,700	$2,293,100	$12,865,700

Reclamation Bond

Future reclamation and mine closure costs will be the responsibility of the Company and are based on legal and regulatory requirements. The laws and regulations are continually changing and are generally becoming more restrictive. The Company believes it is in compliance with all applicable laws and regulations and expects to make future expenditures to comply with these laws and regulations. Current estimated reclamation obligations of $23,300 which are secured by a $27,000 reclamation bond as at September 30, 2012 and December 31, 2011.

Transactions with Related Parties

During the three and nine months ended September 30, 2011 Company paid interest of $14,800 and $120,900, respectively, related to the Loan Facility as outlined in Note 9 in the Company's unaudited condensed interim consolidated financial statements. No interest was paid during the same period in 2012 as the loan facility was paid in full in the July 2011.

The remuneration of key management personnel of the Company for the three and nine months ended September 30, 2012 and 2011 was as follows:

	For the three months ended September 30,		For the nine months ended September 30,	
	2012	**2011**	**2012**	**2011**
Short-term employee compensation and benefits	$ 576,400	$ 170,000	$ 1,051,400	$ 511,700
Share based compensation	32,000	213,200	101,400	233,200
	$ 608,400	$ 383,200	$ 1,152,800	$ 744,900

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, and consist of the Company's directors, the Chief Executive Officer, Chief Operating Officer and Chief Financial Officer.

These transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the parties.

Significant Accounting Judgments and Estimates

The preparation of the Company's unaudited condensed interim consolidated financial statements required management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual outcomes could differ from these estimates. These unaudited condensed interim consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the unaudited condensed interim consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in future periods if the revision affects both current and future periods. These estimates are based upon historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

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

i. The application of determining the useful lives of property, plant and equipment are estimates by management based on assumptions about future events. Estimates and assumptions made may change if new information becomes available. New information may become available during the use of the equipment that causes the Company to adjust its estimate.

ii. The Company uses the Black Scholes pricing model to estimate the fair value of stock options granted and warrants issued. Option pricing models require the input of subjective assumptions including the expected price volatility, interest rates and expected life of the option or warrant granted. Changes in the input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide an accurate single measure of the actual fair value of the Company's stock options granted and warrants.

iii. The determination of the ability of the Company to utilize tax loss carry-forwards to offset future income tax payable requires management to exercise judgment and to make assumptions about the future performance of the Company. Changes in economic conditions, metal prices and other factors could result in revisions to the estimates of the benefits to be realized or the timing of utilizing the losses.

Off-Balance Sheet Arrangements

The Company had no off balance sheet arrangements as at September 30, 2012 and December 31, 2011.

Financial Instruments

The Company's financial instruments consist of cash and cash equivalents and a note payable. The Company is not exposed to significant interest, currency, or credit risk arising from its financial instruments. All the Company's funds are held in accounts at major banks in Canada and the United States. As discussed previously, the Company has designated the note payable as a financial liability at fair value through profit or loss as permitted by IAS 39 *Financial Instruments: Recognition and Measurement*. As a result the Company records a mark-to-market adjustment on the facility as fluctuations in gold prices occur. Therefore the Company is exposed to commodity price risk related to the mark to market gains or losses on the note payable. The Company has accepted this risk and has not tried to mitigate the risk.

The Company's financial instruments and respective fair values as at September 30, 2012 and December 31, 2011 are as follows:

	Carrying amount	**Fair value**	**Carrying amount**	**Fair value**
	As June 30, 2012		**As at December 31, 2011**	
Cash and cash equivalents	$ 173,000	$ 173,000	$ 3,998,500	$ 3,998,500
Note payable and mark-to-market adjustment	$ 45,849,200	$ 45,849,200	$ 19,661,200	$19,661,200
Unrecognized (losses)/gains		$ -		$ -

Outstanding share data

The authorized share capital of the Company consists of an unlimited number of common shares without par value and an unlimited number of preference shares without par value. As at September 30, 2012 and December 31, 2011 the Company's common share capital was $26,087,400 and had 117,717,098 common shares issued and outstanding. Of the shares issued and outstanding as at September 30, 2012 and December 31, 2011, 718,352 shares were allotted to the Company's former shareholders who tender their shares in the future. On a diluted basis, as at September 30, 2012 and December 31, 2011, the Company had 123,729,511 and 123,480,511 shares issued and outstanding, respectively. As at September 30, 2012 and December 31, 2011, the Company also had 254,414 preference shares outstanding, valued at $211,200.

The Company has authorized an unlimited number of common shares, with no par value, of which 117,717,098 shares are issued and outstanding as at September 30, 2012 and November 13, 2012. In addition, as at September 30, 2012 and November 13, 2012 the Company has 254,414 Series 1 Convertible Redeemable Preference shares that are convertible at any time by the holder into common shares of the Company on a one for one basis and are redeemable at any time by the Company at a price of C$1 for each share redeemed.

Share Purchase Warrants:

There were no exercises of warrants during the nine months ended September 30, 2012. During the nine months ended September 30, 2011, the Company received $1,852,500 in proceeds from the exercise of 12,575,606 warrants. As at September 30, 2012 and December 31, 2011 the Company had no share purchase warrants issued and outstanding.

As at November 13, 2012, the Company had no share purchase warrants issued and outstanding.

Stock Options:

During the nine months ended September 30, 2012 and 2011, the Company received $37,500 and $9,800 in proceeds from the exercise of 200,000 and 74,000 stock options, respectively. As at September 30, 2012 and December 31, 2011, the Company had 5,758,000 and 5,709,000 stock options outstanding at an exercise price ranging from C$0.11 to C$0.39 and C$0.11 to C$0.25 and with expiry dates ranging from June 9, 2014 to August 20, 2017 and June 9, 2014 to December 21, 2016, respectively. If all the remaining September 30, 2012 outstanding options were to be exercised, the Company's available cash would increase by C$983,100.

The following table summarizes the weighted average exercise price and the weighted average remaining contractual life of the options outstanding and exercisable at September 30, 2012:

Outstanding					Exercisable	
Exercise Price C$	Options Outstanding	Expiry date	Weighted Average Remaining Life (years)	Weighted Average Exercise Price C$	Options Exercisable	Weighted Average Exercise Price C$
$0.11	900,000	June 9, 2014	1.69	$0.11	900,000	$0.11
$0.11	500,000	September 7, 2014	1.94	$0.11	500,000	$0.11
$0.11	500,000	September 14, 2014	1.96	$0.11	500,000	$0.11
$0.13	50,000	December 1, 2014	2.17	$0.13	50,000	$0.13
$0.19	100,000	May 1, 2016	3.59	$0.19	0	$0.19
$0.18	24,000	June 1, 2016	3.67	$0.18	16,000	$0.18
$0.18	1,500,000	July 19, 2016	3.80	$0.18	1,500,000	$0.18
$0.25	240,000	August 1, 2016	3.84	$0.25	160,000	$0.25
$0.20	1,500,000	November 1, 2016	4.09	$0.20	750,000	$0.20
$0.20	60,000	November 11, 2016	4.12	$0.20	20,000	$0.20
$0.19	60,000	December 21, 2016	4.23	$0.19	20,000	$0.19
$0.20	69,000	January 3, 2017	4.26	$0.20	23,000	$0.20
$0.28	45,000	March 27, 2017	4.49	$0.28	15,000	$0.28
$0.29	90,000	April 2, 2017	4.51	$0.29	30,000	$0.29
$0.39	75,000	July 11, 2017	4.78	$0.39	25,000	$0.39
$0.37	45,000	August 20, 2017	4.89	$0.37	15,000	$0.37
	5,758,000				4,524,000	

As at November 13, 2012, 5,758,000 stock options were outstanding under the Company's stock option plan for employees, directors, officers and consultants of the Company.

Subsequent Events

On October 18, 2012, the Company closed on a secured short-term credit facility in the amount of up to $12 million from RMBAH. The credit facility will be available for draw down until April 2013 with a final repayment date of June 30, 2013. The interest rate on advances from closing to March 31, 2013 will be LIBOR plus 11.5% per annum and, from April 1, 2013 to June 30, 2013, will be LIBOR plus 15% per annum. Interest will be payable monthly in cash in arrears. The credit facility is subject to a 5% arrangement fee, which will be paid to RMB on the first draw down. The security to be granted by the Company is expected to be consistent with that under the existing prepaid gold facility with RMBAH. The Company may prepay the credit facility without penalty at any time, subject to 5 days' notice, any broken period costs and a minimum prepayment amount of US$250,000.

Additionally on October 18, 2012, the Company announced a non-brokered private placement financing of up to 16,666,667 common shares at a price of US$0.30 per share for gross proceeds of up to US$5,000,000. This facility and offering replaces the private placement financing previously announced on April 25, 2012. There is no assurance that this financing will be completed as announced.

Proposed Transactions

Management periodically enters into informal discussions with prospective business partners in the normal course of business. However management does not believe that any of these discussions constitute proposed transactions for the purpose of this report.

Company History and Mineral Properties

The Company was incorporated in the Province of British Columbia on June 7, 1990. Effective December 29, 2004, the Company completed a reverse take-over ("RTO") by acquiring Sutter Gold Mining Company ("SGMC") of Riverton, Wyoming.

Approximately 98.4% of SGMC's shareholders tendered their shares for 43,871,015 common shares of the Company as at September 30, 2012 and December 31, 2011. The Company has allotted another 718,352 common shares for the other 1.6% of SGMC's shareholders to tender their shares in the future.

On June 12, 2008, RMB Resources Ltd. ("RMB"), a trustee for the Telluride Investment Trust, entered into a private agreement to purchase an aggregate of 39,062,072 (49.9%) common shares of the Company from U.S. Energy Corp. ("USE") for an aggregate purchase price of approximately C$5,400,000, in accordance with the terms of a share purchase agreement and subject to certain closing conditions. On August 22, 2008, RMB completed the acquisition. As at September 30, 2012 and December 31, 2011, RMB owned 58,216,820 (49.57%), of the outstanding common shares of the Company.

The Company's principal business activity is the development and consolidation of mineral properties in California and, through a joint venture agreement, exploring mineral properties in Mexico.

Upon the change of ownership and appointment of new management, corporate offices were relocated to Lakewood, Colorado and independent accounting, financial, communications, payroll and benefits, insurance, and investor relations systems were established that supports the Company's administration, exploration, mine development, and operational activities. Dr. Leanne Baker was appointed President and CEO effective November 1, 2011.

Sutter Gold Mine and Lincoln Project, California

The PEA, completed by the independent engineering firm, Mine Development Associates ("MDA") of Reno, NV, USA, indicates positive economic potential for the Lincoln-Comet portion of Sutter's Lincoln Mine Project ("Project") resources. MDA considered an updated indicated and inferred resource of 210,300 tons grading 0.573 ounces per ton ("opt") or 19.6 grams/tonne ("g/t") at a 0.22opt (7.5 g/t) cutoff grade containing 120,000 ounces of gold.
Sutter staff and its consultants completed a comprehensive mine design for the Lincoln-Comet deposit utilizing Gemcom Surpac software and the block model resource created by MDA. The narrow-vein nature of the resource dictates the higher cost, but historically proven mining method of cut and fill stoping utilizing jackleg and stoper drills, electric and/or pneumatic slushers supplemented by modern rubber tire load-haul-dump machines and underground haul trucks. Mine levels are designed at 100 foot vertical spacing. Primary access exists through the modern 15 foot wide x 12 foot high Stringbean Alley decline. Secondary access is designed as an 8 foot wide x 8 foot high decline to the 1200 foot level (1200 feet above mean sea level) and an 8 foot wide x 8 foot high decline to the

1300 level. Stope panels are nominally 100 feet long x 100 feet high. All in-vein development is designed at a 3 foot minimum width. Material blasted and slushed in the stopes can be delivered, via muck passes to levels where the rubber tire equipment can transfer it to chutes accessed by the Stringbean Alley decline. Underground haul trucks will deliver the material to a new mill facility located at the surface. Mining and haulage costs are estimated at $207 per ton of processed material. Mining dilution was estimated at 20% of zero grade waste with an additional dilution of 9.3% of material grading 0.20 opt. Ore loss was estimated at 10%. Utilizing a base gold price of $1,100 per ounce and a five-year mine life, the PEA evaluated an initial high-grade scenario for the extraction of the resource at a 0.22 opt cutoff, mining an average of 22,300 ounces per year. A pre-tax cash-flow evaluation indicates an internal rate of return ("IRR") of 20.5% while the net present value at a 5% discount is $8,027,100.

Utilizing the extensive metallurgical data that exists for the deposit, with emphasis on the lock-cycle test work completed by McClelland Labs in 2009, Paul E. Danio and Associates, LLC completed a metallurgical process flowsheet and mill design. The process flowsheet for the Lincoln-Comet vein system material begins with crushing run-of-mine material stored in bins at the new mill facility to minus 1.5 inches. Crushed material will be conveyed to a fine-ore bin which feeds a rod mill operated in closed circuit. A centrifugal bowl gravity unit would produce a concentrate to be tabled and fused into doré. Conventional flotation utilizing non-toxic reagents would produce a flotation concentrate to be shipped offsite for final processing. Tailings would be dewatered and returned to the stopes as backfill or emplaced at the permitted Surface Fill Unit. Processing costs are estimated at $42 per ton of material. Recovery is estimated at 96% total, with 70% reporting to gravity concentrate and 26% reporting to flotation concentrate.

The completed National Instrument 43-101 compliant technical report, which includes the Preliminary Economic Assessment from Mine Development Associates of Reno, Nevada, USA was filed on SEDAR and is available on the Company's website.

Approval of the Board of Directors was granted to implement the recommendations provided by the technical report and to source funding for the development of the Lincoln Mine Project. Sutter will continue to progress the Lincoln Mine Project as planned, having acquired initial financing, which should fund approximately 70% of total project, in the form of a Gold Facility (see liquidity section above) from its primary lender, RMB Australia Holdings Limited. Subsequent financing has been arranged for the remaining funds to complete the project in the form of a Bridge Loan (See Page 6, above).

In Q3 of 2011, the Company initiated the development of the Lincoln Mine Project pursuant to the recommendations of the NI 43-101 technical study. The construction of the milling facility is underway, with D.G. Granade, Inc. of Shingle Springs, California acting as the General Contractor. Mammoth Mine Services of Blackhawk, Colorado, rebuilt and delivered belt feeders and is currently rebuilding flotation cells, filtration and thickening equipment. The Company has refurbished grinding and crushing equipment at its facility in Amador County. The primary grinding unit, a 6' x 12' Marcy rod mill, and the gravity circuit regrind mill, a 3 x 3 Marcy ball mill have been set in their locations in the mill building. Cisco Air Systems of Sacramento, California has completed the rebuild of three (3) of the Company's four (4) air compressor units. The remaining unit is scheduled for rebuild in Q1/Q2 of 2013. A Knelson XD20 Gravity Concentrator and a Gemeni GT-1000 have been purchased and are in route to the site. Additional milling and operational equipment has been purchased, rebuilt and delivered as necessary. Building construction for the Mill, Shop & Staff Services Building, Sand Plant and Tailings Thickener is nearing completion. Underground development is proceeding ahead of schedule on the 1300 and 1200 levels. The 1100 and 900 levels are set to begin development immediately.. All necessary training, escape and evacuation, ventilation, emergency management and fire fighting plans have been submitted to the Mine Safety and Health Administration (MSHA). Of note is the MSHA approval of the Company's alternative mine rescue plan which includes of the formation of two mine rescue teams in Sutter Creek. The Company commenced MSHA jurisdictional operations in July, 2012 and completed the required Cal/OSHA pre-job conference ahead of the new portal development. The Company anticipates and is on track for the initial production of gold to begin in Q4 of 2012. Full production of gold is on target to be reached in the middle of 2013.

The Lincoln Project is subject to local, state and federal permitting requirements administered by numerous governmental agencies. The Amador County Board of Supervisors issued a mining permit for the Lincoln Project in

1993. In 1998, the permit was modified to allow for mill tailings to be placed in a surface fill unit negating the need for a conventional tailings pond facility. The Lincoln Project requires five major operating permits and approvals and numerous other lesser or minor operating permits and approvals. The Company has obtained all five major operating permits. In addition, the Company has obtained all minor operating permits and approvals for the project components constructed to date. The Company continues to implement a strategic and systematic plan, focusing on critical permitting activities necessary to obtain any remaining permits and to bring the mine into production. The Company is implementing modern operating parameters for the 1998 mining permit that will reflect advances in technology, reduced operating tonnages and more efficient and economical operating constraints than already allowed under the Project's existing Conditional Use Permit that includes a 1,000 ton per day mine and mill with cyanide circuit.

The Company's approach includes obtaining the few remaining permits, including permit revisions or amendments required for an environmentally friendly, smaller-scale operation and concentrate production. Remaining permitting activities needed to bring the Project to production, which will include the use of consultants, and that are expected to be completed in 2012 include the following permitting activities: Wetlands (and related permits); Conditional Use Permit Amendment (if necessary); Amend WDR Order 99-035; Encroachment Permits; Stormwater Permit; Road Maintenance Agreements; Storage Statement; and Amend Diesel Engine Permit. Several of these permits have been received, with significant forward progress towards completing or obtaining all remaining pre-operational permits

California Properties

On May 3, 2007, the Company settled a Contingent Stock Purchase Warrant liability with U.S. Energy Corp. by the issuance of a Net Profits Interest royalty ("NPIR") of 5% until an amount of $4.6 million is repaid, and granting a 1% NPIR thereafter. NPIR is defined as the price received from the sale of gold or other mineralized product that is mined, saved and sold, less mining, milling, processing or refining and transportation costs and allowable taxes and royalties. No amounts have been accrued as a liability as at September 30, 2012 and December 31, 2011 as there was no present obligation.

Lincoln and Comet Properties

The Sutter Gold Project has been the subject of considerable modern exploration activity, most of it centering on the Lincoln and Comet zones which are adjacent along strike. A total of 101,385 feet of drilling has been completed in 230 diamond drill holes, and modern underground development consists of a 2,850-foot declined ramp with 1,575 feet of horizontal crosscuts, 1,275 feet of horizontal ore development and 250 feet of vertical raise development.

From 2001 to the end of 2003, the Company renegotiated the principal mineral leases on 205 acres. The new lease terms are 30 years, broken down into ten year segments carrying a 4% production royalty or minimum annual payments as detailed below for the Lincoln and Comet property. An additional 0.5% net smelter return royalty is held by a consultant to a lessee prior to the acquisition of the properties and covers the same properties in the Lincoln Project. All payments have been made up to date.

Years	Annual Payments	
	Lincoln	Comet
1-10	$ 1,200	$ 2,400
11-20	$ 2,400	$ 4,800
21-30	$ 3,600	$ 7,200
31-40 (10 year option)	$ 4,800	$ 9,600
41-Thereafer (annual option)	$ 4,800	$ 9,600

Sutter Gold Mining Inc. completed an exploration drilling campaign, which started in January 2012, to expand resources at the Lincoln Project. This program was completed on October 5, 1012. Twenty-six angle core holes were drilled in the program which increased resources by 11,000 ounces of gold, mostly in the Lincoln section of the Lincoln-Comet resource. A new property acquired during the drilling program expanded Sutter's land holdings to the north along the strike of the Mother Lode system by another 5,000 feet. In addition to the drill holes completed at the Lincoln Project, six angled core holes were dilled on this newly acquired property. All six holes made significant intersections as follows, all reported in true widths: the first hole, SGD-62 intersected 3.9 feet of 0.226 opt Au; SGD-

63 intersected 4.0 feet of 0.200 opt Au: SGD-64 intersected 0.9 foot of 0.312 opt Au: SGD-65 intersected 3.8 feet of 0.142 opt Au; SGD-66 intersected 11.5 feet of 0.111 opt Au; and SGD-67 intersected 2.5 feet of 0.410 opt Au. A program is being planned to expand drilling at this property. Surface drilling at the Lincoln Project is now complete pending production at the Lincoln Mine. A Termite core drilling rig has been purchased and will be used for underground drilling demands.

Eureka Mines
On January 21, 2005, the Company entered into a lease agreement to acquire 132 acres of land immediately adjacent to the Company's properties in California, called the Eureka Property. The lease term is 30 years, broken down into ten year segments carrying a 4% production royalty or a minimum annual payment. As of December 31, 2008, 12,000 common shares were issued to the Eureka Property's owner for the first year's payment and the second through fourth years' payments have been made up to date.

Years	Annual Payments
1-10	$ 2,400
11-20	$ 3,600
21-30	$ 4,800
31-40 (10 year option)	$ 6,000
41-Thereafer (annual option)	$ 6,000

Keystone Property
Effective August 1, 2003, the Company entered into a lease ("Third Amendment to Mining Lease and Option") with Keystone Mining Corporation. The lease covers certain properties at the Sutter Gold Project and requires payments of $5,000 per year for the first 10 years of the lease. A royalty of 5% of the net profits on production exists on these properties. The "net profits" will be determined by subtracting from gross mineral revenues an amount equal to 105% of numerous categories of costs and expenses. All payments have been made up to date.

Cecchettini Trust
Effective May 20, 2009, the Company entered into a Mineral Lease Agreement with the Cecchettini Trust. The lease covers 162 acres adjoining and contiguous with existing Sutter Gold Properties and requires annual base lease payments of $5,000 for the first 10 years of the lease. A Production Royalty of 4% of saleable Product produced on these leases will be paid during mining operations. The payments have been made and are up to date.

Fancher Trust
On June 14, 2012, the Company entered in a five year mineral exploration lease with the Fancher Trust. The lease covers land adjoining and contiguous with existing Sutter Gold properties and requires annual base lease payments of $140,000 for the life of the lease. The payments have been made and are up to date.

Ecuador Property - NSR Interest, Portovelo, Ecuador
The Company had an 100% interest in three concessions located in the Portovelo region of southern Ecuador, subject to a 2% net smelter return royalty ("NSR") which was capped at a maximum of $1.0 million on each of two of the concessions. In March 2006, the title of the property was transferred to Dynasty Metals & Mining Inc. ("Dynasty") for 30,000 of Dynasty's common shares which were received by the Company at a deemed value of $20,100 and were sold in fiscal 2006. The Company retains a 2% NSR royalty on the properties, 50% of which may be purchased from the Company for C$500,000.

Mexican Property Baja California, Mexico
On October 26, 2006, the Company entered into an Exclusive Option Agreement with The Alamo Group to acquire a 100% interest (less royalty provisions) in the Santa Teresa mineral concession located in the historic El Alamo gold mining district southeast of Ensenada, Mexico for a maximum of C$500,000 in payments and a minimum of C$100,000 in work commitments. Required cash payments have been reduced to C$280,000 based on the total amount of work commitments completed.

The Company made an initial payment of $13,300 (C$15,000) on signing the Exclusive Option Agreement and issued 111,111 of its shares at a price of C$0.36 on signing the Definitive Agreement on February 7, 2007.

The Alamo Group will retain a 3% net smelter royalty if gold is selling for C$650/ounce or greater and 1.5% if gold is selling for less than C$650/ounce. The Company has the right to purchase one half of the net smelter royalty for C$1 after The Alamo Group has received C$2,000,000 in royalties from commercial operations on the concession.

On March 29, 2007, the Company signed a letter of intent with Premier to jointly explore the Company's Santa Teresa mineral concession. Premier is to earn an initial 50% interest in the project by issuing 100,000 common shares (received) to the Company, completing $1.5 million in exploration and acquisition within two years and reimbursing the Company for all option payments (C$500,000, C$180,000 reimbursed to report date) due to the vendor over four years. Premier can earn an additional 15% interest in the property (to a 65% interest) by paying a further $500,000 to the Company and conducting an additional $4.0 million in exploration on the property.

In January 2008, Premier began the initial 32-hole Phase One drill program at the Santa Teresa Concession in Baja California, Mexico and completed all 32 drill holes by late October 2008 for a total of 7,000 meters (22,800 feet) in the historic and high grade El Alamo District. Drilling results have confirmed the following; 1) Drilling has discovered multiple high-grade veins up to 260 meters along strike from the historic Princessa Gold Mine, whose average production grade exceeded one ounce per ton, 2) Results include multiple intercepts in excess of 34 grams per tonne (about 1.0 ounce per ton) gold between one and three meters within the Princessa structure, 3) Twenty-three significant intercepts with length-weighted average in excess of 35 grams per tonne, and 4) Structures remain open in all directions.

For more information on the drill results, please refer to the news releases available on www.sedar.com.

During the summer of 2008, surface reconnaissance and prospecting confirmed the presence of intense surface alteration blooms coincident with high-grade vein intercepts at depth, and identified several new conceptual drill targets located throughout the Santa Teresa Concession.

In June 2008, Premier announced that it had completed a transaction with Compania Minera Quasaro S.A. de C.V. to purchase the La Victoria Concession for the joint venture. The La Victoria Concession is land-locked within the Santa Teresa Concession and the veins that have been explored in the Phase I program may extend along strike into La Victoria.

The Company has completed its obligations under the option agreement. The Alamo Group has provided written confirmation that the terms of the lease option have been met. The Company continues to work with Premier towards realizing value from this asset.

Risks and Uncertainties

Due to risks and uncertainties, including the risks and uncertainties identified below and elsewhere in this MD&A and the related unaudited condensed interim consolidated financial statements, actual events may differ materially from current expectations.

By its very nature, mineral exploration and development involves a high degree of risk, and considerable expenditures are required to substantiate the commercial viability of a mineral property and then to develop it to profitable production. The Company competes with larger and better financed companies for exploration personnel, contractors and equipment. Increased exploration activity has increased demand for capital, equipment and services. There can be no assurance that the Company can obtain the required capital, equipment and services in a timely or cost effective manner.

The success of the Company will depend on numerous factors, including general economic factors; the obtainment of certain approvals; the availability of development and construction capital; the spot price of gold; preparation and execution of an underground development and mining plan which produces the amounts and grades of ore targeted by the plan; construction of a mill which recovers the percentages of gold estimated by the Company; ongoing delineation of sufficient ore reserves in addition to current estimates to sustain mining operations; absence of delays due to unanticipated underground engineering or production problems, and other factors such as environmental, permitting and other site preparation delays. There is no assurance of favorable determinations of such factors. An unfavorable determination of any one of such factors could significantly delay operations and impair the chances of success for the Company.

All of the Company's short to medium term operating and exploration expenses must be derived from external financing sources. Actual funding requirements may vary from what is planned due to a number of factors including the progress of exploration and development on its current properties. Should changes in equity market conditions, including interest rates, prevent the Company from obtaining additional external financing on economic viable terms; the Company will need to review its mineral property holdings to prioritize project expenditures based on funding availability. Refer also to the section on Liquidity and Capital Resources above.

The Company is exposed to price risk with respect to commodity and equity prices. Adverse commodity prices could affect the viability of the mineral property projects or affect the completion of future equity transactions. Adverse movements in the stock market or in individual equity prices could affect equity offerings and the exercise of stock options.

The Company's operations in the United States and financing activities in Canada make it subject to foreign currency fluctuations and such fluctuations may materially affect its financial position and results.

Internal Controls Over Financial Reporting

In connection with the National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109") adopted December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company filed a Venture Issuer Basic Certificate with respect to the financial information contained within the unaudited condensed interim consolidated financial statements and the audited consolidated annual financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal controls over financial reporting, as defined in NI 52-109.

Forward Looking Statements

This report includes forward-looking statements, which involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements or industry results to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Forward looking statements are usually identified by our use of certain terminology or phrases , including "will", "believes", "may", "expects", "should", "seeks", "anticipates", "intends" and similar terms, or by discussions of strategy or intentions. . Forward-looking statements are statements that are not historical facts, and include but are not limited to, estimates and their underlying assumptions; statements regarding plans, objectives and expectations with respect to the effectiveness of the Company's business model; future operations, products and services; the impact of regulatory initiatives on the Company's operations; the size of and opportunities related to the markets for the Company's products; general industry and macroeconomic growth rates; expectations related to possible joint and/or strategic ventures and statements regarding future performance.

Forward-looking statements are based upon the beliefs, opinions and estimates of management at the date the statements are made and current expectations at that date. Consequently, as they are used in this MD&A, they are subject to various risks, uncertainties, and unknown factors most of which are difficult to predict and generally beyond the control of the Company. If risks or uncertainties materialize, or if underlying assumptions prove incorrect, our actual results may vary materially from those expected, estimated or projected. Forward looking statements in this document are not a prediction of future events or circumstances, and those future events or circumstances may not occur. Given these uncertainties, users of the information included herein, including investors and prospective investors are cautioned not to place undue reliance on such forward-looking statements. Further, the Company disclaims any obligation or intention to update or to revise any forward-looking statement, whether as a result of new information, of future events, or otherwise except as may be required under applicable securities legislation.

Additional Information

The Company's web site address is www.suttergoldmining.com. A copy of this MD&A, the unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2012, the audited consolidated financial statements for the years ended December 31, 2011 and 2010 and related MD&A and other information and public filings are available on the Company's web site or on the SEDAR website at www.sedar.com. The Company is listed on the TSX Venture Exchange with the trading symbol "SGM" and also trades on the OTCQX, the top tier of the US Over-the-Counter ("OTC") market under the symbol SGMNF.

Disclaimer

The information contained within this discussion, by its very nature, is not a thorough summary of all matters and developments concerning Sutter Gold Mining Inc. The information herein is not a substitute for a detailed investigation or an analysis of any issue related to the Company. The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents provided including but not limited to all documents filed on SEDAR and on the Company's website. No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein. Further, certain data included in this document may be historical in nature. Consequently, they not have been verified by the Company's technical staff, and therefore they should not be relied upon.