

Energold Mining Ltd.
Form 51-102F1
Management Discussion and Analysis
For the Period Ended March 31, 2004

The following discussion and analysis should be read in conjunction with the Company's unaudited consolidated interim financial statements and related notes thereto for the three months ended March 31, 2004 and 2003 which have been prepared in accordance with Canadian generally accepted accounting principles. The reader should also refer to the annual audited financial statements for the years ended December 31, 2003 and 2002, and Management's Discussion and Analysis for those years.

Forward Looking Information

This interim management discussion and analysis ("MD & A") contains certain forward-looking statements and information relating to Energold Mining Ltd. ("Energold" or the "Company") that are based on the beliefs of its management as well as assumptions made by and information currently available to Energold. When used in this document, the words "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to Energold or its management, are intended to identify forward-looking statements. This MD & A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued exploration and development of Energold's exploration properties. Such statements reflect the current views of Energold with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements of Energold to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Aside from factors identified in the annual MD & A, additional important factors, if any, are identified here.

Corporate

The Company is conducting mineral exploration in Latin America primarily in the Dominican Republic and Mexico both directly and through its interest in IMPACT Minerals International Inc. ("IMPACT") a 38.9% subsidiary, while continuing to expand its activities in its 50% subsidiary, Kluane International Drilling Inc. and its affiliates ("Kluane"). The Company's consolidated operations include both IMPACT and Kluane. The residual equity interests not owned by Energold are recorded either as non-controlling interests or accounts payable, depending upon their nature, in the Consolidated Financial Statements.

Summary

- Gross drilling revenues for the quarter were a record approximately \$3.4 million.
- The Company earned \$493,223 for the quarter, or \$0.03 per share.
- Subsequent to the end of the quarter, the first phase of drilling commenced at the Real de Belem silver /gold project in Mexico.
- Energold completed a private placement of 1.0 million units for \$700,000.
- IMPACT completed a private placement of 3 million units for \$450,000.

Strategy

The Company is continuing on three fronts; the active exploration and development of its Dominican Republic property portfolio with the assistance of third party participation, a program of investigation and acquisition of advanced properties in Latin America and the expansion of its highly successful contract drilling company Kluane International Drilling. Through IMPACT the Company will continue a program of earlier stage higher risk exploration.

EXPLORATION

Energold Properties

Mexico

In 2003 the Company commenced a regional review of mineral prospects in Mexico. In December the Company acquired an option on the Real de Belem high-grade silver/gold project in Mexico. Located in a historic mining district well known for epithermal silver and gold mines, the best known of these is the historic Taxco silver camp located 60km east of Belem. Taxco was the location of one of the first European mines in the Americas beginning production in 1522 and the camp continues to operate today.

The focus of recent work on the property is the Belem 1 Vein System. The epithermal Belem 1 Vein has been tested with an underground portal by the owner and seven core drill holes drilled by Consejo de Recursos Minerales ("CRM"), a Mexican government agency. The zone remains open along strike and to depth. Additional targets on the property include the previously mined San Antonio and El Tablon zones

Under the terms of the Option Agreement, Energold has advanced US\$70,000 to fund property maintenance and completion of mine permitting. In the first quarter Energold conducted an exploration program consisting of trenching mapping, and metallurgical review. Subsequent to the end of the quarter the Company commenced a 1,500 m. drill program to verify the existing drill results and expand our knowledge of Belem 1 and additional mineralized structures on the property.

Upon completion of the program Energold at its option may arrange a further US\$1.43 million loan to the current owner for completion of the processing plant and underground facilities and to enable the mine to go into production within a two year period. At any time during the currency of the Option Agreement, Energold will have the right to acquire a 100% interest in the Real de Belem project for an additional US\$5.0 million. The option expires 3 months following the Commencement of Commercial production.

The Belem project is part of a larger program searching for exploration projects in Mexico using in-house and contract personnel. This program is ongoing.

Dominican Republic

The Dominican Republic remains a principal focus of the Company's exploration activities and the Company. In the last year a number of major and junior mining and exploration companies have entered the country in response to the positive environment for mining. The Company estimates that it has spent or has caused to be spent through its joint venture interests in excess of \$700,000 during the last year on exploration in the country.

Placer Dome is currently conducting feasibility studies as part of its option to acquire the Pueblo Viejo gold mine. Pueblo Viejo was previously operated by a state controlled company and to date has recovered in excess of 5.0 million ounces of gold. There remains a significant geological resource in excess of 20 million ounces of gold and 200 million ounces of silver, plus a significant zinc resource. Beside Pueblo Viejo, the Dominican Republic is home to Falconbridge's large laterite nickel mine and another Canadian company Globestar is currently developing the Cerro Maimon VMS deposit. A number of other junior explorers are currently working on the island.

San Antonio Project

The San Antonio project is located in the central Dominican Republic. Eight contiguous concessions approximately 19,879 hectares are underlain by the Maimon and Peralvillo Formations. The project has seen previous drilling with encouraging results. During 2003, the Company conducted a trenching program that consisted of excavating four new trenches and the re-sampling of two older trenches in the vicinity of previous drilling, investigating the oxide gold potential of the Copper, Parcela and 1100W Zones.

The trenches were sampled at continuous intervals (generally 2 metres) along the base of the wall in saprolitic rock. Highlights of the trenching program included 14 metres of 0.90 g/t Au in the Parcela Zone and 3.3 g/t Au over 5.3 metres in the Copper Zone.

The Parcela and Copper Zones have been defined over 400-metre strike lengths and to 250-metre down dip and are up to 9.6 and 3.0- metre true thickness, respectively. Past drill intercepts include 5.9% Cu, 3.5 % Zn, 2.3 g/t Au and 86 g/t Ag over 3.4 metres at the La Parcela Zone and 1.5% Cu, 14.6% Zn, 2.9 g/t Au and 78 g/t Ag over 3.1 metres at the Copper Zone.

Twenty kilometres to the northwest of the San Antonio Project is Globestar Mining Corporation's Cerro de Maimon deposit. Globestar reports Cerro de Maimon to contain a measured and indicated oxide resource of 664,000 tonnes grading 2.54 g/t Au and 63.80 g/t Ag at a 1.0 g/t Ag cut-off and a measured and indicated sulphide resource of 4,111,000 tonnes grading 2.93% Cu, and 1.75% Zn at a 1.0% copper cut-off. (Globestar Mining Corp., July 15, 2003)

The Company is encouraged by the potential for oxide gold as well as massive sulphide mineralization in the Copper and Parcela zones, similar to that at Cerro de Maimon.

Several precious and base metal anomalies, along with favourable geology, have been found on the Elsa, Aniana, Gopher, Leonor and Piedra Grande Concessions that surround San Antonio.

Optioned Properties

Los Ranchos Properties

As part of its' strategy to maintain working capital and expand its exposure to opportunities, in April 2001 Energold entered into a letter agreement with Exploration & Discovery Latin America (Panama) Inc. ("E&D") a subsidiary of Dublin based MinMet plc. Under the terms of the agreement E&D earned a 51% interest in two properties Bacco y Ofir and Josephina by making specified exploration expenditures on each concession by late 2003. As a result of results from work carried out in an extensive rock-sampling program on the Bacco y Ofir Project the property was drilled by E&D in a 400 m. 5 hole program, the results of which demonstrated a copper gold porphyry.

Longyear

The Company also granted an option to E&D, for the highly strategic Longyear I concession that lies adjacent to the Pueblo Viejo mine concession now under feasibility study by Placer Dome. Previous work by Energold at Longyear I included soil sampling, trenching and drilling of 20 short diamond drillholes and defined low -grade gold mineralization on Loma la Mina. Drill highlights include 2.83 g/t Au, 29.73 g/t Ag and 0.96% Cu over 3 metres and 1.5 g/t Au, 19.5 g/t Ag and 1.49% Cu over 16 metres. Geology, alteration and favourable geochemistry identified an as yet untested drill target within 2500 metres of the old Pueblo Viejo pit.

The Agreement commits E&D to drilling 1000 metres within six months of the signing of the agreement, and for a total expenditure of US\$1.5 million the right to earn 60% of the project over three years. Subsequently E&D shall have the right to earn to 80% by taking the project to a bankable feasibility study. Upon receipt of a bankable feasibility study Energold may elect to be carried to production or convert its interest to a 2% NSR. Amongst other benefits, Energold will also receive 250,000 shares as an option payment.

El Centenario

In January 2004 the El Centenario concession which is currently under application was optioned to E&D. The agreement envisages E&D making a total exploration expenditure of US\$1.0 million over three years to earn 60% of the project. Subsequently E&D has the right to earn to 80% by taking the project to feasibility study. E&D can elect to be funded through production or to hold a 2% NSR.

The El Centenario project (2,325 hectares) is located 30 km west of the Pueblo Viejo gold deposit. El Centenario is an epithermal gold deposit. Previous exploration by Energold and others included 69 short diamond drill holes totalling 4,248 metres. The previous drilling of the high-grade zones reported intersections of up to 9.18 g/t Au over 23.1 metres, including an interval of 13.8 g/t Au over 10.5 metres (Hole HC-97-67).

IMPACT Properties

El Brujo / La Bruja, Dominican Republic

The El Brujo and La Bruja Project represent a precious metal epithermal target as well as a porphyry gold-copper target exposed on surface over a +10 km strike length.

An initial program of 800 metres of diamond drilling was completed in February 2003. The drill program tested three target areas within the concession: the Catalina Zone, the Dos Brazos I Zone, and the Mogote copper anomaly. Intrusive porphyries were intersected in both the Catalina and Dos Brazos I Zones, while mainly andesites and basalts were intersected at the Mogote anomaly. The drilling showed that the porphyries are mineralized, with the best intersection of 24 metres averaging 0.52% Cu and 0.19 g/t Ag coming from the Dos Brazos I Zone. Three kilometres to the northwest, surface sampling in the Las Cayas Zone has returned values of 44.4 g/t Au, 24.1 g/t Au, and 16.7 g/t Au from quartz vein float and subcrop. This area remains to be drill tested.

Baritina / Athena / La Culebra, Dominican Republic

Past grid-based work at Baritina delineated zones of gold-silver-zinc mineralization localized at the intersection of major faults (trench and channel values up to 5.59 g/t Au over 2 metres in the North Caracol Creek Zone and 5.35 g/t Ag, 39.8 g/t Ag and 2.25% Zn over 2 metres in the South Caracol Creek Zone) (Fig. 2). Limited prospecting of the remainder of the concession, as well as the Athena and La Culebra concessions indicates the potential for additional zones of gold, silver and copper mineralization.

CONTRACT DRILLING

Kluane International Drilling

Contract drilling activities achieved a record of over 26,000 m. of drilling completed during the 1st quarter of 2004 compared to 12,000m. in the same period last year. At this time, the current level of production is expected to continue into the second quarter. Drill utilization continues to increase as new drills are mobilized to contracts. The Company currently owns fifteen drills.

In Ecuador, Kluane continued to expand its client base and generated additional new contracts during the year. Mineral exploration along Ecuador's southern and south eastern borders has expanded dramatically in the last year; the area includes mountainous terrain and areas of heavy forestation, ideal for our approach to exploration. Kluane currently has three drills working in the country.

Activities in Peru continue to expand as this mineral rich country develops. In spite of intensive competition, increasing permitting requirements and social issues have provided an excellent opportunity to develop new business. The Company currently has three drills working in Peru, including our largest version with 126 hp. and a fourth being mobilized.

In the Caribbean basin, and Central America Kluane has drilled for a number of clients and has a number of contracts either under way or programmed. This is proving to be a very exciting area of growth for our activities, as it involves environmental and social issues that our approach can help solve. There are currently six rigs located in this area, four in the Dominican Republic and one in Guatemala and one in Nicaragua.

Kluane is also active in both Vietnam and Brazil on individual projects.

While our activity has expanded significantly in most of our markets, revenues are generally denominated in US\$ and a number of our operating costs are Canadian \$ based. The Company's margins remain sensitive to foreign exchange variations as well as price variations in direct costs especially fuel and down hole supplies. (see Risk Factors)

OTHER

Investor Relations

During the quarter, the Company's officers and employees attended a number of industry and investor conferences in Canada and Latin America on behalf of Energold, Kluane and IMPACT.

Social and Environmental Policy

Exploration and drilling create a physical change within the area of work. The Company believes in its responsibility to ensure that it minimizes the environmental impact of its work. Kluane was a founding sponsor of the Prospector and Developers Association of Canada "E3" initiative of Environmental Excellence in Exploration. The development of the Kluane drill is a direct successful offshoot of the need to explore with a light footprint. The rigs, however, are only a part of the equation. Our employees and contract personnel are aware and continually reminded that environmental issues and safety cannot be compromised. Further, we work in the community whose members must be kept informed and involved in our activities and wherever possible participate in the benefits that may flow from the Company's activities.

FINANCIAL DISCUSSION AND ANALYSIS

Risk Factors

1. Exploration Stage Properties

The Company's properties are in the exploration stage and are without a known body of commercial ore. Development of any of the Company's properties will only follow upon obtaining satisfactory exploration results. The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. The amounts attributed to the Company's interest in the mineral property as reflected in its financial statements represents acquisition and exploration expenses and should not be taken to represent realizable value. There are no known reserves of ore on the Company's properties and the proposed work programs thereon are exploratory in nature.

2. Additional Funding Requirements

Future mineral property acquisitions and exploration programs will require additional financing. If the Company's exploration programs are successful, additional funds will be required to develop the properties and, if successful, to place them into commercial production. The only sources of funds presently available to the Company are from its share of earnings in its contract diamond drilling group, Kluane, the exercise of outstanding share purchase warrants and stock options, the sale of equity capital of the Company or the sale by the Company of an interest in any of its properties in whole or in part. While the Company may generate additional working capital from its activities in contract diamond drilling and through the development or sale of its properties in whole or in part, there is no assurance that any such funds will be sufficient for operations. There is no assurance that the Company will be successful in raising additional funds or that additional funds can be obtained on terms acceptable to the Company. Failure to obtain additional financing could result in the delay or indefinite postponement of further exploration and the possible partial or total loss of the Company's interest in certain properties.

3. Mineral Exploration And Development Risks

Mineral exploration and mining operations generally involve a high degree of risk. Hazards such as unusual or unexpected formations and other conditions are involved. The Company may become subject to liability for pollution, cave-ins and other accidents, environmental hazards, the discharge of toxic chemicals and other hazards. Such occurrences, against which it cannot insure, or may elect not to insure, may delay production, increase production costs or result in liability. The payment of such liabilities may have a material, adverse effect on the Company's financial position.

4. Exploration For And Development Of Mineral Deposits Is Speculative

The exploration for and development of mineral deposits is a speculative venture necessarily involving substantial risks. There is no certainty that the expenditures to be made by the Company will result in discoveries of commercially viable mineral deposits. Few properties, which are explored, are ultimately developed into producing mines. Major expenses may be required to establish ore reserves, develop metallurgical processes and construct mining and processing facilities at a particular site. In developing its geological resources the Company will be subjected to an array of complex economic factors and accordingly there can be no assurance that feasibility studies will be carried out on any of its properties or that results projected by any feasibility study will be attained in the event that the Company commences production on any of its properties. Effectively, there is no assurance that the current exploration programs planned by the Company will result in a profitable commercial mining operation.

5. Title Matters

The Company has taken and will continue to take all reasonable steps, in accordance with the laws and regulations of the jurisdictions in which its properties are located, to ensure proper title of the properties it may acquire in the

future, either at the time of acquisition or prior to any major expenditures thereon. This, however, should not be construed as a guarantee of title. There are no assurances that the Company will obtain title. Both presently owned and after-acquired properties may be subject to prior unregistered agreements, transfers, land claims or other claims or interests and title may be affected by undetected defects. In addition, third parties may dispute the rights of the Company to its mining and other interests. The Company will attempt to clear title and obtain legal opinions commensurate to the intended level of expenditures required on areas that show promise. There can be no assurance, however, that the Company will be successful in doing so.

6. Foreign Countries And Regulatory Requirements

Contract drilling, mineral exploration and mining activities may be affected in varying degrees by political stability and government regulations relating to the mining industry and foreign investors therein. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, environmental legislation and mine safety. The developing country status or political climate of some of these countries may make it more difficult for the Company to obtain any required project financing from senior lending institutions because such lending institutions may not be willing to finance projects in these countries due to the possible investment risk. To date, the Company has not applied to any such senior lending institutions for financing.

7. Environmental and Other Regulatory Requirements

The current or future operations of the Company, including contract drilling, exploration, development activities and commencement of production on its properties, require permits from various federal, provincial, and local governmental authorities and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. The Company believes it is in substantial compliance with all material laws and regulations, which currently apply to its activities. There can be no assurance, however, that all permits which the Company may require for exploration, or construction of mining facilities and conduct of mining operations will be obtainable on reasonable terms or that such laws and regulations would not have an adverse effect on any mining project which the Company might undertake.

Existing and possible future environmental legislation, regulations and actions could cause additional expense, capital expenditures, restrictions and delays in the activities undertaken in connection with any mining operation, the extent of which cannot be predicted. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Regulatory requirements and environmental standards are subject to constant evaluation and may be significantly increased, which could significantly adversely affect the business of the Company.

8. Permits and Licences

The operations of the Company may require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out contract drilling or exploration, development and mining operations on its mineral properties.

9. Metal Prices and Marketability of Minerals

Metal prices fluctuate widely and are affected by numerous factors beyond the control of the Company, including international economic and political trends, expectation of inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities, and world wide production levels. The marketability of minerals which may be acquired or discovered by the Company will be affected by numerous factors beyond the control of the Company. These factors include market fluctuations (including price), the proximity of metal markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, the import and export of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

10. Competition

Significant and increasing competition exists for the limited number of mineral acquisition opportunities available. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than the Company, the Company may be unable to acquire additional attractive mineral properties on terms it considers acceptable. Accordingly, there can be no assurance that the Company's exploration and acquisition programs will yield any new reserves or result in any commercial mining operation. Contract drilling is a highly competitive industry, where numerous competitors tender bids for contracts. The Company's ongoing ability to continue to secure profitable contracts on an ongoing basis is not assured.

11. Repatriation Of Earnings & Foreign Exchange

There is no assurance that any of the other countries in which the Company operates or may operate in the future will not impose restrictions on the repatriation of earnings to foreign entities. The Company may be subject from time to time to foreign exchange controls in countries outside of Canada.

12. Currency Fluctuations & Foreign Exchange

The operations of the Company in countries other than Canada are subject to currency fluctuations and such fluctuations may materially affect the financial position and results of the Company. The Company does not currently take any steps to hedge against currency fluctuations although it may elect to hedge against the risk of currency fluctuations in the future. There can be no assurance that steps taken by the Company to address foreign currency fluctuations will eliminate all adverse effects and, accordingly, the Company may suffer losses due to adverse foreign currency fluctuations.

Summary of Quarterly Results (Canadian \$)

(Note 1)

Period	Net Revenues	Net Income (loss)	Net Income (Loss) per Share	Fully diluted Net Income (Loss) Per Share	Total Assets	Total Long-term Liabilities (Note 2)
1 st Quarter 2004	1,503,979	493,223	0.03	0.03	11,375,119	1,874,190
4 th Quarter 2003	101,206	125,184	0.01	0.01	8,957,503	1,245,155
3 rd Quarter 2003	747,891	197,902	0.01	0.01	8,110,709	1,694,204
2 nd Quarter 2003	870,306	41,224	0.00	0.00	7,589,331	1,360,212
1 st Quarter 2003	834,929	194,847	0.01	0.01	7,300,601	1,432,075
4 th Quarter 2002	317,178	58,050	0.00	0.00	6,950,598	1,245,155
3 rd Quarter 2002	965,951	320,436	0.02	0.02	6,820,997	1,048,616
2 nd Quarter 2002	288,258	(74,073)	(0.01)	(0.01)	5,830,797	1,647,361

Notes

Note 1: The Company has not paid any dividends for the last three fiscal years.

Note 2: Total long-term liabilities includes non-controlling interest on consolidation

Results of Operations

Earnings for the quarter were \$493,223 or \$0.03 per share (2003- earnings of \$194,847 or \$0.01 per share).

Gross drill revenues for the three months of \$3.4 million were approximately \$1.8 million more than in the prior year's quarter. The Company also realized a small gain on the disposal of short-term investments of \$2,675. Other revenues were not significant.

Indirect and administrative expenses were \$364,216, down from \$424,870 in the comparative period in 2003.

1. The most significant difference was due to foreign exchange losses of \$147,245 incurred in 2003, while in the current quarter the Company recognized a small foreign exchange recovery of \$20,844. The international industry generally works in US dollars and as it fluctuates against the Canadian dollar, the stated values of the Company's foreign working capital including significant inventories are affected. Excluding the impact of losses & gains on foreign exchange indirect costs rose \$107,435 approximately 39% from the comparative period in 2003.
2. Accounting, audit and legal fees increased due to additional reporting requirements, and costs related to initiating new ventures.
3. Insurance premiums rose slightly during the period. As part of its efforts to avoid the impact of some of the more extreme insurance premium increases the Company continues to self-insure its rigs on site.
4. Promotion and travel costs declined by approximately 30%, however this is expected to rise in the second and third quarter. Most of these costs related to industry conferences, and marketing efforts for Kluane, and as part of a corporate strategy to expand and diversify exploration activities of Energold.
5. The cost of office and sundry increased for the quarter with the upgrading of computer services and the reorganization of the office facilities.
6. Management fees and consulting, office salaries and services increased by less than 5% from the comparative period in 2003. Further increases are expected however as a result of additional staff requirements in Peru, Guatemala, Ecuador and Vancouver to service drill contracts for Kluane, and to conduct project reviews for Energold and IMPACT.
7. During the quarter the Company recognized the cost of stock options in the amount of \$24,614 to certain officers and employees of IMPACT. The "value" ascribed to the grant is expensed when vested.

Liquidity and Capital Resources

Consolidated cash and cash equivalents were \$1,279,362 as at March 31, 2004 (March 31, 2003- \$1,028,249), up \$427,562 from December 31, 2003. As expected, working capital increased significantly as a result of the expanded level of activities with an expectation of improved cash flow in the second and third quarters. Net working capital was \$3,313,557, approximately twice the amount in March 2003 (\$1,663,489). Most of the difference was attributable to increases in inventories and accounts receivable. Current liabilities include amounts owing to suppliers, and advances by the non-controlling interest in the drilling.

The Company spent \$161,784 in exploration related expenditures during the period, of which \$11,473 was written down. The work primarily consisted of property maintenance in the Dominican Republic and an extensive program of project reviews in Mexico, as well as the permitting and initial mapping and sampling program at the Real de Belem project.

During the quarter the Company invested a further \$263,817 in property plant, and equipment, the majority of which related to new drill rigs.

During the quarter the Company closed a 1.0 million private placement at the price of \$0.70 per unit. Each unit consists of one common share and one-half warrant, each whole warrant entitling the holder to purchase one additional share at a price of \$0.75 per share until March 11, 2006. The Company issued a further 20,000 shares upon the exercise of employee stock options at \$0.15.

Outstanding Share Data

a) Share Capital

	Number	Amount
Authorized:		
30,000,000 shares without par value		
Issued and outstanding:		
Balance – March 31, 2003	14,432,396	\$ 9,402,664
Issued as bonus to officers	75,000	15,000
Issued for cash	250,000	37,500
Balance – December 31, 2003	14,757,396	9,455,164
Issued for cash	1,020,000	703,000
Balance – March 31, 2004	15,777,396	\$ 10,158,164

b) During the quarter ended March 31, 2004, 500,000 warrants were issued with respect to a non-brokered private placement. One warrant entitles the holder to purchase an additional share of the Company until March 11, 2006 at a price of \$0.75 per share.

c) Share Purchase Options

The Company has established a share purchase option plan whereby the board of directors may, from time to time, grant options to directors, officers, employees or consultants. Options granted must be exercised no later than five years from date of grant or such lesser period as determined by the Company's board of directors. The exercise price of an option is not less than the closing price on the Exchange on the last trading day preceding the grant. Options vest 25% on the date granted and 12½% every quarter thereafter.

A summary of the Company's options at March 31, 2004 and the changes for the period are as follows:

Number Outstanding March 31, 2003	Granted	Exercised	Forfeited	Expired	Number Outstanding March 31, 2004	Exercise Price Per Share	Expiry Date
215,000	-	(195,000)	-	(20,000)	-	\$ 0.15	December 14, 2003
1,310,000	-	(75,000)	-	-	1,235,000	\$ 0.15	June 14, 2006
865,000	-	-	-	-	865,000	\$ 0.16	April 29, 2007
2,390,000	-	-	-	-	2,100,000	\$ 0.15 – 0.16	June 16, 2006 – April 29, 2007

Subsequent Events

In April, IMPACT closed its announced private placement of 3.0 million units at \$0.15 per unit. Each unit consists of one share and one share purchase warrant. One share purchase warrant entitles the holder to acquire one common share at a price of \$0.165 per share for 2.5 million units and \$0.185 per share for 500,000 units. IMPACT granted a further 214,166 warrants at \$0.165 as a finder's fee. All the warrants expire April 14, 2005. Energold acquired 333,334 units resulting in the Company maintaining its equity in IMPACT at approximately 40%.

Changes in Accounting Policies

The interim consolidated financial statements for the quarter ended March 31, 2004 follow the same accounting policies and methods of application in the most recent annual financial statements.

Off-balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Financial Instruments and Other Instruments

Energold's financial instruments consist of cash and short-term deposits, restricted cash, accounts receivable and accounts payable. Unless otherwise noted, it is management's opinion that while Energold is exposed to interest, currency or credit risks arising from the financial instruments the fair value of these financial instruments approximates their carrying value due to their short-term maturity or capacity of prompt liquidation.

Approval

The Board of Directors of Energold has approved the disclosure contained in this interim MD & A. A copy of this interim MD & A will be provided to anyone who requests it.

Additional Information

Additional information relating to Energold is on SEDAR at www.sedar.com

On behalf of the board of directors,

"Frederick W. Davidson",
President, CEO, CFO
May 12, 2004