UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **February 28, 2015**

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 193

For the transition period from _____ to _____

Commission File Number: **000-50907**

HANDENI GOLD INC.

(Exact name of registrant as specified in its charter)

Nevada	**98-0430222**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
P.O. Box 33507, Plot 82A, ITV Road, Mikocheni Light Industrial Area, Dar es Salaam, the United Republic of Tanzania	**N/A**
(Address of principal executive offices)	(Zip Code)

+255 222 700 084
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes [X]   No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes [X]   No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "non-accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ]	Accelerated filer [ ]
Non-accelerated filer [ ] (Do not check if a smaller reporting company)	Smaller reporting company [X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes [ ]   No [X]

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date,
321,416,654 shares of common stock as of March 31, 2015.

HANDENI GOLD INC. (FORMERLY DOUGLAS LAKE MINERALS INC.)

Quarterly Report On Form 10-Q
For The Quarterly Period Ended
February 28, 2015

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FORWARD-LOOKING STATEMENTS

This quarterly report on Form 10-Q contains forward-looking statements that involve risks and uncertainties. Forward-looking statements in this quarterly report include, among others, statements regarding our capital needs, business plans and expectations. Such forward-looking statements involve risks and uncertainties regarding the market price of gold, availability of funds, government regulations, permitting, common share prices, operating costs, capital costs, outcomes of ore reserve development, recoveries and other factors. Forward-looking statements are made, without limitation, in relation to operating plans, property exploration and development, availability of funds, environmental reclamation, operating costs and permit acquisition. Any statements contained herein that are not statements of historical facts may be deemed to be forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may", "will", "should", "expect", "plan", "intend", "anticipate", "believe", "estimate", "predict", "potential" or "continue", the negative of such terms or other comparable terminology. Actual events or results may differ materially. In evaluating these statements, you should consider various factors, including the risks outlined in our annual report on Form 10-K for the year ended May 31, 2014, and, from time to time, in other reports that we file with the Securities and Exchange Commission (the "SEC"). These factors may cause our actual results to differ materially from any forward-looking statement. Given these uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

The following unaudited interim consolidated financial statements of Handeni Gold Inc. (sometimes referred to as “we”, “us” or “our Company”) are included in this quarterly report on Form 10-Q:

Handeni Gold Inc.
Consolidated Balance Sheets
(Expressed in U.S. dollars)

	February 28, 2015 (Unaudited)	May 31, 2014 (Audited)
ASSETS		
Current Assets		
Cash	$ 82,801	$ 532,694
Amounts receivable (Note 3)	36,341	34,326
Prepaid expenses and deposits (Note 4)	4,637	15,076
Total Current Assets	123,779	582,096
Restricted cash equivalent (Note 5)	13,806	26,522
Restricted marketable securities (Note 6)	-	73,600
Mineral licenses (Note 7)	1,650,000	1,650,000
Property and equipment, net (Note 8)	2,576	55,446
TOTAL ASSETS	$ 1,790,161	$ 2,387,664
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable and accrued liabilities	$ 66,105	$ 109,432
Accounts payable and accrued liabilities - related parties (Note 9)	422,500	277,500
Current portion of loans from related parties (Note 9 (a))	1,125,000	1,070,683
Total Current Liabilities	1,613,605	1,457,615
Loans from related parties (Note 9 (a))	80,000	-
Total Liabilities	1,693,605	1,457,615
Commitments and Contingencies (Notes 1, 7 and 13)		
Stockholders' Equity		
Common stock (Note 10)		
Authorized: 500,000,000 shares, $0.001 par value		
Issued and outstanding: 321,416,654 shares (May 31, 2014 – 321,416,654 shares)	321,417	321,417
Additional paid-in capital (Note 10)	116,414,824	116,414,824
Donated capital	305,290	222,495
Accumulated other comprehensive loss	-	(86,400)
Accumulated deficit	(116,944,975)	(115,942,287)
Total Stockholders' Equity	96,556	930,049
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 1,790,161	$ 2,387,664

(The accompanying notes are an integral part of these consolidated financial statements)

Handeni Gold Inc.
Interim Consolidated Statements of Operations and Comprehensive Loss
(Expressed in U.S. dollars)
(Unaudited)

	For the Three Months Ended,		For the Nine Months Ended,	
	February 28, 2015	February 28, 2014	February 28, 2015	February 28, 2014
Revenue	$ -	$ -	$ -	$ -
Expenses				
Consulting fees	3,610	-	14,530	22,500
Depreciation	14,557	46,320	52,719	143,971
Exploration expenses	35,925	70,678	174,245	180,885
Gain on disposal or write-down of equipment	-	-	(20,058)	(2,820)
General and administrative	110,450	138,281	340,655	382,309
Interest expense	28,638	23,469	82,795	58,595
Professional	57,198	16,008	107,013	52,290
Rent	332	17,871	58,875	70,216
Travel and investor relations	4,871	9,508	32,037	14,695
Total Expenses	255,581	322,135	842,811	922,641
Loss From Operations	(255,581)	(322,135)	(842,811)	(922,641)
Other Income (Expenses)				
Impairment of marketable securities (Note 6)	(53,600)	-	(140,000)	(1,000,000)
Loss on marketable securities (Note 6)	(20,000)	-	(20,000)	-
Interest income	28	61	123	216
Total other (Expenses) / Income	(73,572)	61	(159,877)	(999,784)
Net Loss	(329,153)	(322,074)	(1,002,688)	(1,922,425)
Other Comprehensive Loss				
Unrealized gain (loss) on marketable securities	-	15,600	-	(74,400)
Comprehensive Loss	$ (329,153)	$ (306,474)	$ (1,002,688)	$ (1,996,825)
Net Loss per Share - Basic and Diluted	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.01)
Basic and Diluted Weighted Average Number of Common Shares Outstanding	321,416,654	321,416,654	321,416,654	321,416,654

(The accompanying notes are an integral part of these consolidated financial statements)

Handeni Gold Inc.
Interim Consolidated Statements of Cash Flows
(Expressed in U.S. dollars)
(Unaudited)

	For the Nine Months Ended, February 28, 2015	For the Nine Months Ended, February 28, 2014
CASH PROVIDED BY (USED IN):		
Operating Activities:		
Net loss	$ (1,002,688)	$ (1,922,425)
Adjustments for non-cash items in net loss:		
Depreciation	52,719	143,971
Donated capital, services, interest and rent	82,795	58,595
Impairment of marketable securities	140,000	1,000,000
Loss on marketable securities	20,000	-
Loss on unrealized foreign exchange	2,332	1,983
Gain on disposal or write-down of equipment	(20,058)	(2,820)
Changes in non-cash operating working capital:		
Amounts receivable	(2,015)	46,257
Prepaid expenses and deposits	10,439	55,336
Accounts payable and accrued liabilities	(43,327)	(50,131)
Due to related parties	145,000	124,319
Cash Used in Operating Activities	(614,803)	(544,915)
Investing Activities:		
Proceeds from disposal of equipment	20,209	6,623
Redemption of restricted cash equivalent	10,384	-
Purchase of property and equipment	-	(1,690)
Cash Provided by Investing Activities	30,593	4,933
Financing Activities:		
Loan from a related party	134,317	475,000
Cash Provided by Financing Activities	134,317	475,000
Decrease in cash	(449,893)	(64,982)
Cash, at beginning of the period	532,694	206,402
Cash, at end of the period	$ 82,801	$ 141,420

(The accompanying notes are an integral part of these consolidated financial statements)

1. Nature of Operations and Continuance of Business

The Company was incorporated in the State of Nevada on January 5, 2004. On February 14, 2012, the Company changed its name from Douglas Lake Minerals Inc. to Handeni Gold Inc. (the "Company"). The Company's principal business is the acquisition and exploration of mineral resources located in Tanzania, Africa. The Company has not presently determined whether its properties contain mineral reserves that are economically recoverable.

These consolidated financial statements have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The Company has never generated revenues since inception and has never paid any dividends and is unlikely to pay dividends or generate earnings in the immediate or foreseeable future. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary equity financing to continue operations and to determine the existence, discovery and successful exploitation of economically recoverable reserves in its resource properties, confirmation of the Company's interests in the underlying properties, and the attainment of profitable operations. As at February 28, 2015, the Company has not generated any revenues and has accumulated losses of $116,944,975 since inception. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. The Company plans to raise equity and/or debt financing to fund its operations. These consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

2. Summary of Significant Accounting Policies

a) Basis of Presentation

These consolidated financial statements and related notes are presented in accordance with accounting principles generally accepted in the United States, and are expressed in U.S. dollars. These consolidated financial statements include the accounts of the Company and its subsidiaries described as follows. In June 2011, the Company incorporated in Tanzania a wholly-owned subsidiary, HG Limited (formerly DLM Tanzania Limited), which undertakes mineral property exploration activities in Tanzania. The Company also has a wholly-owned non-operating Tanzanian subsidiary (Douglas Lake Tanzania Limited).

All significant intercompany transactions and balances have been eliminated. The Company's fiscal year-end is May 31.

b) Interim Consolidated Financial Statements

The interim unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Securities and Exchange Commission ("SEC") Form 10-Q. They do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. Therefore, these financial statements should be read in conjunction with the Company's audited consolidated financial statements and notes thereto for the year ended May 31, 2014, included in the Company's Annual Report on Form 10-K filed on August 19, 2014 with the SEC.

The interim financial statements included herein are unaudited; however, they contain all normal recurring accruals and adjustments that, in the opinion of management, are necessary to present fairly the Company's financial position at February 28, 2015, and the results of its operations and cash flows for the interim period ended February 28, 2015. The results of operations for the three and nine months ended February 28, 2015 are not necessarily indicative of the results to be expected for future quarters or the full year.

c) Use of Estimates

The preparation of consolidated financial statements in accordance with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses in the reporting period. The Company regularly evaluates estimates and assumptions related to the recoverability and useful life of long-lived assets, mineral prospecting licenses, stock-based compensation, deferred income tax asset valuation allowances and contingent liabilities. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

d) Basic and Diluted Net Income (Loss) Per Share

The Company computes net income (loss) per share in accordance with ASC 260, *Earnings per Share* which requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive.

2. Summary of Significant Accounting Policies (continued)

e) Comprehensive Income (Loss)

ASC 220, *Comprehensive Income* establishes standards for the reporting and display of comprehensive income (loss) and its components in the consolidated financial statements. As at February 28, 2015, the Company's only component of other comprehensive loss and accumulated other comprehensive loss is an unrealized fair value loss on marketable securities.

f) Cash and Cash Equivalents

Cash and cash equivalents are carried at fair value and they comprise cash on hand, deposits held with banks and other highly liquid investments. Highly liquid investments are readily convertible to cash and generally have maturities of three months or less from the time acquired. The Company places its cash and cash equivalents with high quality financial institutions which the Company believes limits credit risk.

g) Marketable Securities

The Company reports investments in marketable equity securities at fair value based on quoted market prices. All investment securities are designated as available for sale with unrealized gains and losses included in stockholders' equity. Realized gains and losses are accounted for based on the specific identification method.

The Company periodically reviews these investments for other-than-temporary declines in fair value based on the specific identification method. When an other-than-temporary decline has occurred, unrealized losses that are other than temporary are recognized in earnings. When determining whether a decline is other-than-temporary, the Company examines (i) the length of time and the extent to which the fair value of an investment has been lower than its carrying value; (ii) the financial condition and near- term prospects of the investee, including any specific events that may influence the operations of the investee such as changes in technology that may impair the earnings potential of the investee; and (iii) the Company's intent and ability to retain its investment in the investee for a sufficient period of time to allow for any anticipated recovery in market value. The Company generally believes that an other-than-temporary decline has occurred when the fair value of the investment is below the carrying value for one year, absent of evidence to the contrary.

h) Property and Equipment

Property and equipment consists of office equipment, automobiles and computer software recorded at cost and depreciated on a straight-line basis as follows:

Automobiles	3 years
Camp and equipment	3 years
Office furniture and equipment	3 years
Software	1 year

i) Mineral Property Costs

The Company has been in the exploration stage since its inception on January 5, 2004 and has not yet realized any revenues from its planned operations. It is primarily engaged in the acquisition and exploration of mining properties. Mineral property exploration costs are expensed as incurred. Mineral prospecting licenses and mineral property acquisition costs are initially capitalized. The Company assesses the carrying costs for impairment under ASC 360, *Property, Plant, and Equipment* at each fiscal quarter end. When it has been determined that a mineral property can be economically developed as a result of establishing proven and probable reserves, the costs then incurred to develop such property, are capitalized. Such costs will be amortized using the units-of- production method over the estimated life of the probable reserve. If mineral properties are subsequently abandoned or impaired, any capitalized costs will be charged to operations.

j) Long-Lived Assets

In accordance with ASC 360*, Property Plant and Equipment* the Company tests long-lived assets or asset groups for recoverability when events or changes in circumstances indicate that their carrying amount may not be recoverable. Circumstances which could trigger a review include, but are not limited to: significant decreases in the market price of the asset; significant adverse changes in the business climate or legal factors; accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of the asset; current period cash flow or operating losses combined with a history of losses or a forecast of continuing losses associated with the use of the asset; and current expectation that the asset will more likely than not be sold or disposed significantly before the end of its estimated useful life. Recoverability is assessed based on the carrying amount of the asset and its fair value, which is generally determined based on the sum of the undiscounted cash flows expected to result from the use and the eventual disposal of the asset, as well as specific appraisal in certain instances. An impairment loss is recognized when the carrying amount is not recoverable and exceeds fair value.

2. Summary of Significant Accounting Policies (continued)

k) Asset Retirement Obligations

The Company accounts for asset retirement obligations in accordance with the provisions of ASC 440 *Asset Retirement and Environmental Obligations* which requires the Company to record the fair value of an asset retirement obligation as a liability in the period in which it incurs a legal obligation associated with the retirement of tangible long-lived assets that result from the acquisition, construction, development and/or normal use of the assets. The Company did not have any asset retirement obligations as of February 28, 2015 and May 31, 2014.

l) Financial Instruments

ASC 825, *Financial Instruments* requires an entity to maximize the use of observable inputs, and the fair value of financial instruments, which include cash, restricted cash equivalent, restricted marketable securities, and accounts payable were estimated to approximate their carrying values due to the immediate or short-term maturities of these financial instruments.

The Company's operations are in Canada and Africa, which results in exposure to market risks from changes in foreign currency rates. The financial risk is the risk to the Company's operations that arise from fluctuations in foreign exchange rates and the degree of volatility of these rates. Currently, the Company does not use derivative instruments to reduce its exposure to foreign currency risk.

m) Income Taxes

The Company accounts for income taxes using the asset and liability method in accordance with ASC 740, *Income Taxes*. The asset and liability method provides that deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating loss and tax credit carry-forwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company records a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

n) Foreign Currency Translation

The functional and reporting currency of the Company is the United States dollar. Monetary assets and liabilities denominated in foreign currencies are translated to United States dollars in accordance with ASC 830 *Foreign Currency Translation Matters*, using the exchange rate prevailing at the consolidated balance sheet date. Non-monetary assets and liabilities denominated in foreign currencies are translated at rates of exchange in effect at the date of the transaction. Average rates are used to translate revenues and expenses.

Gains and losses arising on translation or settlement of foreign currency denominated transactions or balances are included in the determination of income. The Company has not, to the date of these consolidated financial statements, entered into derivative instruments to offset the impact of foreign currency fluctuations.

To the extent that the Company incurs transactions that are not denominated in its functional currency, they are undertaken in Canadian dollars ("Cdn$") and Tanzanian shillings. The Company has not, to the date of these consolidated financial statements, entered into derivative instruments to offset the impact of foreign currency fluctuations.

o) Stock-based Compensation

The Company records stock-based compensation in accordance with ASC 718, *Compensation – Stock Based Compensation* and ASC 505, *Equity Based Payments to Non-Employees*, which requires the measurement and recognition of compensation expense based on estimated fair values for all share-based awards made to employees and directors, including stock options.

ASC 718 requires companies to estimate the fair value of share-based awards on the date of grant using an option-pricing model. The Company uses the Black-Scholes option-pricing model as its method of determining fair value. This model is affected by the Company's stock price as well as assumptions regarding a number of subjective variables. These subjective variables include, but are not limited to the Company's expected stock price volatility over the term of the awards, and actual and projected employee stock option exercise behaviours. The value of the portion of the award that is ultimately expected to vest is recognized as an expense in the consolidated statement of operations and comprehensive loss over the requisite service period.

All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

p) Reclassification

Certain reclassifications have been made to the prior periods' consolidated financial statements to conform to the current period's presentation.

(Expressed in U.S. dollars)

2. Summary of Significant Accounting Policies (continued)

q) Recently Issued Accounting Pronouncements

The Company has adopted all new accounting pronouncements that are mandatorily effective and none have a material impact on its consolidated financial statements.

New accounting pronouncements effective June 1, 2015

During the period ended February 28, 2015, the Company elected to early adopt Accounting Standards Update No. 2014- 10, Development Stage Entities (Topic 915): Elimination of Certain Financial Reporting Requirements. The adoption of this standard allowed the Company to remove the previously disclosed inception-to-date information and all references to exploration stage.

The Company does not believe that there are any other new accounting pronouncements that have been issued that are expected to have a material impact on its financial position or results of operations.

3. Amounts Receivable

The components of amounts receivable are as follows:

	February 28, 2015 $	May 31, 2014 $
Recoverable value added tax	29,718	23,202
Recoverable harmonized sales tax	6,565	9,765
Other receivable	58	1,359
	36,341	34,326

4. Prepaid Expenses and Deposits

The components of prepaid expenses and deposits are as follows:

	February 28, 2015 $	May 31, 2014 $
General and administrative	3,601	2,343
Rent	1,036	12,733
	4,637	15,076

5. Restricted Cash Equivalent

As of February 28, 2015, the Company has pledged a GIC of $13,806 (May 31, 2014: $26,522) as security held on a corporate credit card.

6. Restricted Marketable Securities

		February 28, 2015			May 31, 2014		
	Cost $	Fair Value Based On Quoted Market Price $	Other-than-temporary Impairment Loss $	Loss on Marketable Securities $	Fair Value Based On Quoted Market Price $	Other-than-temporary Impairment Loss $	Accumulated Unrealized Loss $
Ruby Creek Resources Inc., 4,000,000 shares	2,760,000	-	(2,740,000)	(20,000)	73,600	(2,600,000)	(86,400)

The four million restricted shares of common stock of Ruby Creek Resources Inc. ("RCR") were issued to the Company on December 16, 2010 as partial consideration to purchase the mineral property interests under the agreements between RCR and the Company. The initial fair market value of these shares was $2,760,000 based on RCR's quoted stock price on the issuance date.

On January 13, 2015, the Company reached a binding settlement to its litigation with RCR. Under the terms of the settlement, the Company will return the 4,000,000 shares of restricted RCR common stock to RCR (see Note 13, below). As a result, the Company has recorded a loss on marketable securities of $20,000 related to the pending return of these shares. As of February 28, 2015, the Company has recognized a total of $2,740,000 (May 31, 2014: $2,600,000) in other than temporary impairment on these RCR restricted shares.

7. Mineral Properties and Licenses

a) Handeni Properties, Tanzania, Africa

Prospecting Licenses ("PLs")

On September 21, 2010, the Company completed a Mineral Property Acquisition Agreement with IPP Gold Limited ("IPP Gold"), and the Company acquired four PLs totaling approximately 800 square kilometers, located in the Handeni District of Tanzania (the "Handeni Properties"). IPP Gold retained a 2.5% net smelter royalty ("NSR") on the Handeni Properties and the Company has the option to reduce the NSR to 1.25% by paying $5,000,000. If the NSR is reduced to 1.25% the maximum NSR for any year is capped at $1,000,000. In any year the NSR payment is less than $1,000,000 the difference between the actual NSR payment and $1,000,000 will be carried forward to subsequent years. In addition if the London spot price for gold is equal to or greater than $1,500 then the NSR will increase from 2.5% to 3%. The Company issued 133,333,333 restricted shares of common stock to IPP Gold to acquire the Handeni Properties and no further payments to IPP Gold in shares or cash are required.

On September 1, 2010, the Company entered into a Transaction Fee Agreement with a consultant for services related to soliciting offers from and in assisting in the negotiation with potential Company financiers, purchasers, acquisition targets and/or joint venture development partners (each such party being a "Potential Investor"). The initial term of the agreement was a period of 60 days and automatically renews monthly unless otherwise specifically renewed in writing by each party or terminated by the Company. Pursuant to the agreement, the Company agreed to pay the consultant a transaction fee for each completed property acquisition transaction in Tanzania (a "Completed Transaction"). The transaction fee is 12.5% of the shares issuable under each Completed Transaction, payable in restricted common shares at the lowest priced security issuable under each Completed Transaction. On September 30, 2010, the Company issued 16,666,667 restricted shares of common stock pursuant to the Transaction Fee Agreement in relation to the acquisition of the Handeni Properties.

The fair value of the 133,333,333 shares of the Company's common stock issued to IPP Gold pursuant to the Acquisition Agreement and the 16,666,667 shares of the Company's common stock issued pursuant to the Transaction Fee Agreement totaled $60,000,000.

On November 30, 2010, the capitalized acquisition costs of the Handeni Properties were tested for impairment by the Company's management as required by ASC 360. Management determined that no positive cash flows from the Handeni Properties could be identified or supported and a full impairment loss was recognized in expenses for the $60,000,000 acquisition cost.

The company now holds a total of approximately 423.03 km2 (53% of its previous license area). During October 2014, the Company fulfilled the requirements for its licenses to be uploaded on the Topo Cadastral system of the Ministry of Minerals and Energy of Tanzania. This enables rigorous control and transparency of all aspects of licensing, reporting and renewal of properties.

During the nine months ended February 28, 2015, the Company paid $62,584 (nine months ended February 28, 2014: $54,633) in annual rental and licenses renewal fees for PLs. Such license related fees have been recorded as exploration expenses.

Primary Mining Licenses ("PMLs"),

On August 5, 2011, the Company entered a Mineral Property Acquisition Agreement (the "2011 Acquisition Agreement") with Handeni Resources Limited ("Handeni Resources"), a limited liability company registered under the laws of Tanzania. The Chairman of the Board of Directors of the Company has an existing ownership and/or beneficial interest(s) in Handeni Resources. Pursuant to the 2011 Acquisition Agreement, the Company had an exclusive option to acquire from Handeni Resources a 100% interest in mineral licenses covering an area of approximately 2.67 square kilometers to the east of Magambazi Hill, which is adjacent to the area covered by the Company's four existing PLs in the Handeni District.

On November 30, 2011, the Company completed the 2011 Acquisition Agreement and issued 15,000,000 restricted common shares to Handeni Resources as payment. As at November 30, 2011, the fair market price of the Company's common stock was $0.11 per share; accordingly, the Company recorded a total fair market value of $1,650,000 as the mineral licenses acquisition cost.

To comply with the laws and regulations of the Republic of Tanzania whereby foreign companies may not own PMLs, on July 19, 2012, the Company entered into an Addendum agreement to the 2011 Acquisition Agreement whereby Handeni Resources, on behalf of the Company, administers the 32 PMLs until such time as a mining license on the 32 PMLs (2.67 km^2) have been allocated. During this period Handeni Resources is conducting exploration and mining activities on the PMLs as directed by the Company.

b) Mkuvia Alluvial Gold Project, Tanzania, Africa

The Mkuvia Alluvial Gold Project was comprised of four PLs covering a total area of 380 square kilometers located in the Nachingwea District, Lindi Region of the Republic of Tanzania. The Company is aware that the four PLs expired during May and June of 2012. As at February 28, 2015 and May 31, 2014, the Company has no capitalized costs related to the Mkuvia Alluvial Gold Project.

On January 13, 2015, the Company reached a binding settlement agreement with regards to its litigation with RCR (see Note 13, below). Based on this agreement with RCR, the Company relinquished its interest in the Mkuvia Alluvial Project.

(Expressed in U.S. dollars)

8. Property and Equipment

	February 28, 2015			May 31, 2014
	Cost $	Accumulated Depreciation $	Net Book Value $	Net Book Value $
Automobiles	290,014	290,014	-	4,583
Camp and equipment	197,011	196,934	77	42,242
Office furniture and equipment	100,222	98,166	2,056	6,635
Software	7,930	7,487	443	1,986
	595,177	592,601	2,576	55,446

9. Related Party Transactions

a) The Company has entered into the following facility agreements with related parties:

i) On December 7, 2012, and as amended on September 4, 2013 and June 18, 2014, the Company entered into a facility agreement with IPP Ltd., a private company controlled by the Chairman of the Company. The funding is in the form of an interest free unsecured loan to the Company of up to $720,000 due June 30, 2015. As of February 28, 2015, IPP Ltd. has fully advanced $720,000 (May 31, 2014: $695,683) to the Company pursuant to this facility agreement.

ii) On October 9, 2013, and as amended on June 18, 2014, the Company entered into a facility agreement with Consultancy & Finance Company Associates Ltd. ("C&F"), a private company controlled by the Chairman of the Company. The funding is in the form of an interest free unsecured loan to the Company of up to $405,000 due June 30, 2015. As of February 28, 2015, C&F has fully advanced $405,000 (May 31, 2014: $375,000) to the Company pursuant to this facility agreement.

iii) On November 20, 2014, the Company entered into a facility agreement with C&F. The funding is in the form of an interest-free unsecured loan to the Company of up to $500,000 due May 31, 2017. As of February 28, 2015, C&F has advanced $80,000 to the Company pursuant to this facility agreement.

For the nine months ended February 28, 2015, $82,795 (nine months ended February 28, 2014: $58,595) of deemed interest was calculated at an annual interest rate of 10% which approximates the fair market value of the borrowings, and was recorded as interest expense and donated capital.

b) During the nine months ended February 28, 2015 and 2014, the Company incurred administration and professional services fees of $108,000 to a director, the current President and Chief Executive Officer (the "CEO"), and there was a total of $270,000 remaining payable as at February 28, 2015 (May 31, 2014: $162,000). In addition, during the nine months ended February 28, 2015 and 2014, the Company incurred geological service fees of $27,000 to a private company controlled by a person who is related to the CEO and there was a total of $Nil fees remaining payable as at February 28, 2015 (May 31, 2014: $3,000).

During the nine months ended February 28, 2015, the Company also paid $36,000 (nine months ended February 28, 2014: $25,200) representing 60% of annual rental expenses associated with renting the CEO's family house in Tanzania, pursuant to the Executive Services Agreement.

c) During the nine months ended February 28, 2015, the Company incurred administration and professional services fees of $96,179 (nine months ended February 28, 2014: $103,561) to the Company's Chief Financial Officer (the "CFO").

d) During the nine months ended February 28, 2015 and 2014, the Company incurred $11,250 of non-executive director's fees. There was a total of $25,000 fees remaining payable as at February 28, 2015 (May 31, 2014: $23,750).

e) During the nine months ended February 28, 2015 and 2014, the Company incurred independent directors' fees of $48,750. As at February 28, 2015, the Company had $127,500 (May 31, 2014: $88,750) of unpaid independent directors' fees in related party accounts payable and accrued liabilities.

10. Common Stock and Additional Paid-in Capital

The authorized common stock of the Company consists of 500,000,000 shares, with $0.001 par value. During the nine months ended February 28, 2015 and the year ended May 31, 2014, the Company had no changes in its common stock and additional paid-in capital.

(Expressed in U.S. dollars)

11. Stock Options

The Company adopted an Stock Option Plan, dated November 29, 2010 (the "November 2010 Stock Incentive Plan"), under which the Company is authorized to grant stock options to acquire up to a total of 40,000,000 shares of common shares. During the nine months ended February 28, 2015 and 2014, there were no stock options granted. At February 28, 2015 and May 31, 2014, the Company had 10,700,000 shares of common stock available to be issued under the November 2010 Stock Incentive Plan.

There were no stock options exercised during the nine months ended February 28, 2015 and during the year ended May 31, 2014, and there were no intrinsic values of outstanding options at February 28, 2015 and May 31, 2014. As at February 28, 2015 and May 31, 2014, all stock options were fully vested. The following table summarizes the continuity of the Company's stock options:

	Number of Options #	Weighted Average Exercise Price $	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value $
Outstanding, May 31, 2013	28,300,000	0.23	7.56	-
Outstanding, May 31, 2014	28,300,000	0.23	6.56	-
Outstanding and exercisable, February 28, 2015	28,300,000	0.23	5.82	-

The stock options outstanding are exercisable for cash or on a cashless exercise basis using a prorated formula whereby the number of shares issuable is equal to (a) the average closing price for the five days prior to exercise date ("ACP") in excess of the exercise price, divided by (b) the exercise price multiplied by (c) the number of options exercised. During the nine months ended February 28, 2015 and the year ended May 31, 2014, no cashless stock options were exercised.

12. Common Stock Purchase Warrants

During the nine months ended February 28, 2015 and the year ended May 31, 2014, there were no stock purchase warrants granted. During the year ended May 31, 2014, 13,554,155 stock purchase warrants expired. The following table summarizes the continuity of the Company's share purchase warrants:

	Number of Warrants #	Weighted Average Exercise Price $	Weighted Average Remaining Contractual Life (years)
Balance, May 31, 2013	13,554,155	0.52	0.33
Expired	(13,554,155)	-	-
Balance, February 28, 2015 and May 31, 2014	-	-	-

13. Commitments and Contingencies

On February 8, 2012, RCR filed a lawsuit against the Company in the Supreme Court, State of New York, in which RCR alleged that the Company participated in a fraudulent transfer of certain mineral property interests in Tanzania that RCR had the right to purchase pursuant to a series of agreements with the Company.

On January 13, 2015, the Company reached a binding settlement of its litigation with RCR, and is currently waiting for RCR to finalize the formal settlement documentation. The settlement does not require any monetary payment by the Company to RCR. Under the terms of the settlement, the Company will turn over its interest in Ruby Creek Resources (Tanzania) Limited and has agreed to return the 4,000,000 shares of restricted RCR common stock to RCR (See Note 6, above). Both parties have agreed to dismiss their respective claims, with prejudice, and the litigation is now concluded.

14. Fair Value Measurements

ASC 820 requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

(Expressed in U.S. dollars)

14. Fair Value Measurements (continued)

Pursuant to ASC 820, the fair value of cash, restricted cash equivalent and restricted marketable securities are determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. Management believes that the recorded values of all of the Company's other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

As at February 28, 2015, there were no liabilities measured at fair value on a recurring basis presented on the Company's consolidated balance sheet. Assets measured at fair value on a recurring basis were presented on the Company's consolidated balance sheet as of February 28, 2015, as follows:

	Fair Value Measurements Using			
	Quoted Prices in Active Markets For Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of February 28, 2015
Assets:				
Cash	$ 82,801	$ –	$ –	$ 82,801
Restricted cash equivalent	13,806	–	–	13,806
Total assets measured at fair value	$ 96,607	$ –	$ –	$ 96,607

As at May 31, 2014, there were no liabilities measured at fair value on a recurring basis presented on the Company's consolidated balance sheet. Assets measured at fair value on a recurring basis were presented on the Company's consolidated balance sheet as of May 31, 2014, as follows:

	Fair Value Measurements Using			
	Quoted Prices in Active Markets For Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of May 31, 2014
Assets:				
Cash	$ 532,694	$ –	$ –	$ 532,694
Restricted cash equivalent	26,522	–	–	26,522
Restricted marketable securities	73,600	–	–	73,600
Total assets measured at fair value	$ 632,816	$ –	$ –	$ 632,816

15. Segment Disclosures

The Company operates in one reportable segment, being the acquisition and exploration of mineral properties. Segmented information has been compiled based on the geographic regions that the Company and its subsidiary registered and performed exploration and administration activities. Assets by geographical segment are as follows:

	Canada	Tanzania, Africa	Total
Current assets	$ 50,169	$ 73,610	$ 123,779
Restricted cash equivalent	13,806	-	13,806
Mineral licenses	-	1,650,000	1,650,000
Equipment, net	895	1,681	2,576
Total assets, at February 28, 2015	$ 64,870	$ 1,725,291	$ 1,790,161

	Canada	Tanzania, Africa	Total
Current assets	$ 147,957	$ 434,139	$ 582,096
Restricted cash equivalent	26,522	-	26,522
Restricted marketable securities	73,600	-	73,600
Mineral licenses	-	1,650,000	1,650,000
Property and equipment, net	4,061	51,385	55,446
Total assets, at May 31, 2014	$ 252,140	$ 2,135,524	$ 2,387,664

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion of our financial condition, changes in financial condition and results of operations for the three months and nine months ended February 28, 2015 and 2014 should be read in conjunction with our unaudited interim financial statements and related notes for the three months and nine months ended February 28, 2015 and 2014 included herewith and our audited consolidated financial statements as at May 31, 2014, May 31, 2013 and for the period from inception (January 5, 2004) to May 31, 2014 included in our Annual Report on Form 10-K for our fiscal year ended May 31, 2014 as filed with the SEC. All financial information in this Management's Discussion and Analysis ("MD&A" or the "discussion") is expressed and prepared in conformity with U.S. generally accepted accounting principles. All dollar references are to the U.S. dollar, the Company's reporting currency, unless otherwise noted. Some numbers in this MD&A have been rounded to the nearest thousand for discussion purposes.

FORWARD-LOOKING STATEMENTS

This MD&A contains forward-looking statements that involve risks, uncertainties and assumptions with respect to the Company's activities and future financial results, which are made based upon management's current expectations and beliefs. These forward-looking statements involve risks and uncertainties, including statements regarding the Company's capital needs, business plans and expectations. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors, including, but not limited to, those set forth under "Risk Factors" and elsewhere in this annual report. Any statements contained herein that are not statements of historical facts may be deemed to be forward-looking statements. Management disclaims any obligation to publicly update these statements, or disclose any difference between its actual results and those reflected in these statements. Given these uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

Overview

We are engaged in the acquisition and exploration of mineral properties. Our principal area of focus is the Handeni Gold Project located in the Handeni district, within the Tanga region of the Republic of Tanzania in East Africa, in which we have interests in mineral claims through prospecting licenses ("PLs") and/or primary mining licenses ("PMLs") issued by the government of the Republic of Tanzania. None of our mineral claims contain any substantiated mineral deposits, resources or reserves of minerals to date. Exploration has been carried out on these claims, in particular the eight PLs in the Handeni District. Accordingly, additional exploration of these mineral claims is required before any conclusion can be drawn as to whether any commercially viable mineral deposit may exist on any of our mineral claims. Our plan of operations is to continue exploration and drilling work when funds are available in order to ascertain whether our mineral claims warrant further advanced exploration to determine whether they possess commercially exploitable deposits of minerals. We will not be able to determine whether or not any of our mineral claims contain a commercially exploitable mineral deposit, resource or reserve, until appropriate exploratory work has been completed and an economic evaluation based on that work concludes economic viability.

We are considered an exploration or exploratory stage company, because we are involved in the examination and investigation of land that we believe may contain valuable minerals, for the purpose of discovering the presence of ore, if any, and its extent. There is no assurance that a commercially viable mineral deposit exists on the properties underlying our mineral claim interests, and considerable further exploration will be required before a final evaluation as to the economic and legal feasibility for our future exploration is determined.

Our Mineral Claims

Handeni District Gold Project

Location and Access

The Handeni Gold properties lie within the historic Handeni artisanal gold mining district, located in Tanga Province, roughly 175 km northwest of Tanzania's largest city, Dar Es Salaam, and 100 km southwest of the more northerly coastal city of Tanga (Fig. 1). The road from Dar Es Salaam to Tanga is paved; the secondary road that heads northwest from this road to the town of Handeni, a distance of 65 km, has recently been paved. The Handeni property is located roughly 35 km south of the town of Handeni along a secondary gravel road. From this point, a number of dirt roads head south across various portions of the Handeni property and beyond. Driving time from Dar Es Salaam to the Handeni Gold properties is approximately five hours, depending on traffic and the weather.

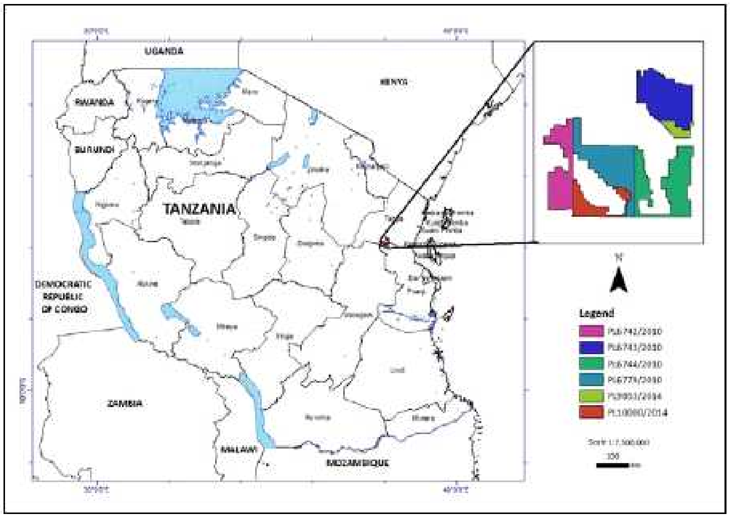

Fig. 1: Location Map: Handeni Property in Tanzania.

Prospecting Licenses (PLs)

Currently, our primary focus is on the undivided 100% legal, beneficial and registerable interest in and to eight PLs, located in the Handeni District of Tanzania. The total area held by the Company in the Handeni district is now 423.03 km^2 (Fig. 2) (Table 1).

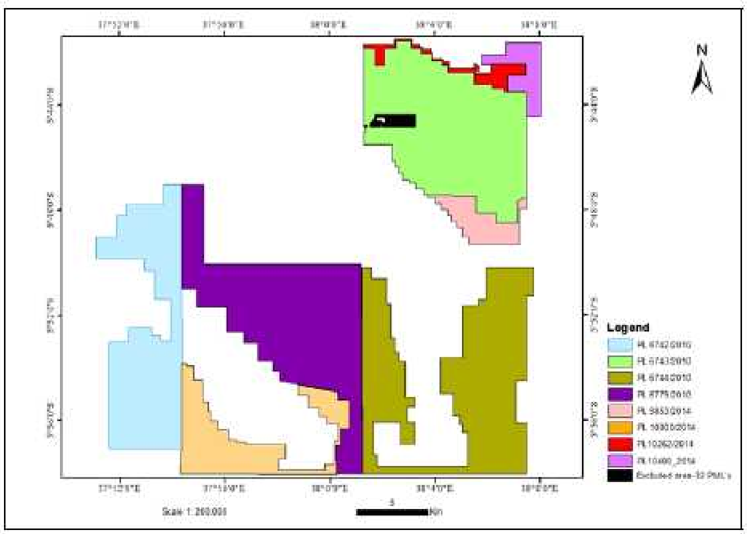

Fig. 2. Outline of Handeni Gold PLs in the Handeni district.

Table 1: List of Prospecting Licenses, Handeni Property (prior to the 2013 renewal of the licenses)

PL No.	Area (Sq Km)	Issue Date	Original Recipient	Transfer Date (To IPP Gold)	Transfer Date (To Handeni Gold)	Expiry Date	Renewal Date
6742/2010	197.98	05/10/10	Diamonds Africa Ltd.	18/11/10	12/12/10	04/10/13	05/10/13
6743/2010	195.48	13/10/10	Gold Africa Ltd.	18/11/10	12/12/10	12/10/13	13/10/13
6744/2010	198.70	13/09/10	M-Mining Ltd.	18/11/10	12/12/10	12/09/13	13/09/13
6779/2010	197.74	13/09/10	Tanzania Gem Center Ltd.	18/11/10	12/12/10	12/09/13	13/09/13

Following the 2013 renewal of the properties and acquisition of PLs in the current period, the Company now holds interests in PLs with details as described in Table 2.

Table 2: Handeni Gold Prospecting Licenses December 2, 2014

PL Number	Granted Date	Expiry Date	Area Size (km^2)
6742/2010	5/10/2013	4/10/2016	70.32
6743/2010	13/10/2013	12/10/2016	95.08
6744/2010	13/9/2013	12/9/2016	97.56
6779/2010	13/9/2013	12/9/2016	96.84
9853/2014	2/7/2014	1/7/2018	12.32
10000/2014	22/7/2014	21/7/2018	33.62
10262/2014	25/9/2014	24/9/2018	6.97
10409/2014	02/12/2014	01/12/2018	10.32

Primary Mining Licenses (PMLs)

On November 30, 2011, the Company acquired from Handeni Resources a 100% interest in primary mining licenses covering an area of approximately 2.67 square kilometers to the east of Magambazi Hill (Figs. 2 and 3). To comply with the laws and regulations of the Republic of Tanzania whereby foreign companies may not own PMLs, on July 19, 2012, the Company:

(1) entered into an Addendum agreement to the 2011 Acquisition Agreement whereby Handeni Resources will administer the 32 PMLs until such time as a mining license (“ML”) on the 32 PMLs (2.67 km^2) have been allocated; and

(2) during this period Handeni Resources will be conducting exploration and mining activities on the PMLs as directed by the Company.

An enlargement of the “excluded area” as delineated on Fig. 1 is presented below (Fig. 3). Ownership of a single, isolated claim block, depicted in fuchsia, remains uncertain; and which is something that IPP Gold and the Company are attempting to ascertain. Ownership of the smaller, rectangular block that overlies the CRI-Company boundary also remains unknown; and which again is another matter that IPP Gold and the Company are currently pursuing. The remaining block of 32 PMLs, shown as a grid of blue lines below, belongs to the Company as described above.

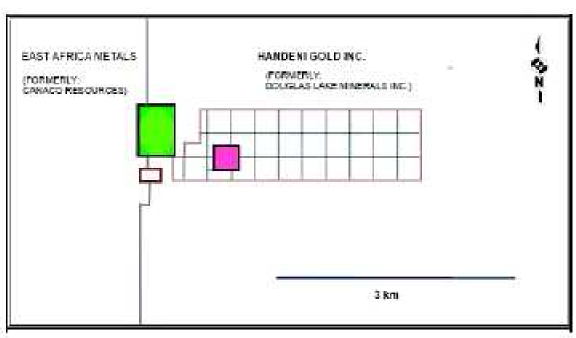

Fig. 3: Exclusion areas within PL6743/2010.

West of the western border of PL 6743/2010 are several more PMLs that do not belong to the Company. The area colored in green (Fig. 3) is a unitized block of four PMLs that were acquired by Canaco Resources Inc. ("CRI") (now East Africa Metals Inc.) from their owners.

Handeni District Project

We obtained a Technical Report on the Handeni Property (the "Handeni Report"), dated April 25, 2011, as prepared at our request by Avrom E. Howard, MSc, FGA, PGeol (Ontario), Principal Consultant at Nebu Consulting LLC. Mr. Howard is a Qualified Person in accordance with Canadian National Instrument 43-101 "Standards for Disclosure of Mineral Projects" and its Companion Policy (collectively, "NI 43-101") and is a Practicing Professional Geologist registered with the Association of Professional Geoscientists of Ontario (registration number 0380).

Subsequent to the publishing of the April 25, 2011 NI 43-101 report by Mr. Howard, the Company produced numerous in-house technical reports and is in the process of compiling an updated NI 43-101 report that will include the updated model for mineralization on our Handeni property. The drilling conducted by the Company was done implementing and following procedures recommended by SRK (Stephen, Roberstson and Kirsten).

Property Description

General

Mining in Tanzania in the modern era dates back over one hundred years, first under German colonial rule and then under British control under whose authority mining and other activities continued and expanded. Beginning in the 1990s, in line with many other developing countries around the world, the Tanzanian government instituted several reforms to move towards a free market economy, privatize the mining industry and encourage both domestic and foreign investment in all economic sectors. In the case of the mining industry, this was supplemented, in 1998, through the passage of a new, more industry-friendly mining code. This code has been streamlined under the Mining Act of 1998 (revised 2010) (the "Mining Act") currently controlling exploration, mining and related activities in the country.

Tanzania is Africa's fourth leading gold producer, with several major companies producing and exploring for gold, mostly in northwestern Tanzania, south of Lake Victoria, in an area informally known as the Lake Victoria gold belt.

The Handeni Property

Gold has been known in the Handeni area for many years with some attributing its discovery to the Germans prior to World War One; however, it was the increase in gold prices and consequent increase in artisanal gold mining activity in the Handeni area that led to the discovery of larger deposits of placer gold, in turn leading in 2003 to a classic gold rush. The discovery and mining of lode deposits followed, soon after, along with the growth of a shanty mining town at the northern base of Magambazi Hill.

Between 2005 and 2010, IPP Gold carried out exploration over its PLR leading to the upgrading of its holdings from one PLR to four PLs of 800 km^2, in August 2010. Exploration work included airborne magnetic and radiometric surveys, ground magnetic surveys, reconnaissance geological mapping, soil sampling, pitting and trenching. It is these four PLs that were acquired by the Company from IPP Gold.

Geological Setting

Regional Geology

Regional geological mapping programs led to the recognition of several major litho-structural provinces from Archean to recent age in Tanzania. The Archean craton covers most of the western two thirds of the country, roughly bounded to the east by the East African Rift. Archean rocks host all of the country's kimberlite pipes and contained lode diamond deposits, and most of its lode gold deposits. The Archean basement terrain is bounded to the east and west by a series of Proterozoic mobile belts; this area, particularly that to the east, hosts most of the country's wide variety of colored gemstone deposits. Some recent research suggests that portions of this assumed Proterozoic terrane may actually consist of Archean crust that has undergone a later phase of higher grade metamorphism.

The Handeni district forms part of the Tanzanian Mozambique belt. The belt was subjected to four tectonothermal events at 830-800Ma, ~760Ma, 630-580Ma and 560-520Ma. All except the last attained upper amphibolites / granulite grade.

Property Geology

The Handeni area is situated in the Palaeoproterozoic Usugaran/Ubendian Metamorphic Terrane of Tanzania, along the northern extension of the north-trending Proterozoic Mozambique Mobile Belt.

The geology of the Handeni area comprises amphibolite to granulite facies metamorphic rocks interpreted to originally have formed a sequence of ultramafic to felsic volcanic flows, black shales and quartz-bearing sedimentary rocks. It is furthermore interpreted to comprise a metamorphosed/overprinted eastern extension/remnant of the Lake Victoria cratonic greenstone belt. High grade metamorphism has converted these original lithologies to a variety of metamorphic equivalents, including biotite-hornblende-garnet-pyroxene gneiss, migmatitic augen garnet- hornblende-pyroxene gneiss, quartzo-feldspathic hornblende-biotite-pyroxene gneiss, pyroxene-hornblende-biotite-garnet granulite and others.

Recent research by geologists from the University of Western Australia suggests that much of what has previously been considered to be of Proterozic age (Usagaran System) may in fact be overprinted Archean crust. This hypothesis has been invoked to help interpret the geology within which gold in this area is found and as the basis for an analogy between this gold mineralization and that found in less metamorphosed, bona fide Archean rocks in the Lake Victoria gold district, a few hundred km to the northwest. However, this is a hypothesis, only, one that may be used for exploration modeling purposes but one that still requires more work.

Mineralization

The Handeni property is at an early stage of exploration. There are no known mineral resources or reserves on the Handeni property, nor are there any known deposits on the property. Gold is found within garnet-amphibolite zones within biotite-feldspar gneiss at three locations in the Company's property, locations where historical lode gold occurrences have been documented. Gold occurs in quartz veins as well as within the garnet amphibolites adjacent to the quartz veins. Proof of this association is informally corroborated by the testimony of local, artisanal miners, who apparently recover gold both from quartz veins and gold-bearing gneiss that is not quartz vein bearing. Gold in the Company's property has also been documented in soils and placers, at a variety of locations, as well. Recent exploration increased the Company's number of targets with known gold occurrences to six. Our drilling program conducted in 2012 supported the mineralization model.

Whereas gold was known in the Handeni area prior to the arrival in 2005 of the Company's predecessor, IPP Gold, there is no history of any formal exploration in the area aside from limited work at Magambazi Hill itself.

The foundation for modern exploration activities on the Company's properties were laid by the exploration work conducted by IPP. Their initial work consisted of soil sampling and a ground magnetic survey over an area of 200 square kilometers covering the area now located within PL6743/2010 immediately east of Magambazi Hill. Over the five years that ensued, this was followed by a series of exploration campaigns involving a variety of exploration methods, in turn followed by interpretation and further work in an iterative fashion. Notable programs during this period included an airborne Magnetic and Radiometric Survey, a ground magnetic survey, geological mapping and structural interpretation as well as several large soil sampling and geochemical surveys.

Handeni Gold's intensive early exploration program following the September 2010 agreement achieved the following:

- It outlined a number of locations where intensive placer and artisanal gold mining took place within the Handeni property, notably the Kwandege and Mjembe areas.
- Processed airborne magnetic and radiometric data have delineated linear features that have been interpreted to represent a variety of structures such as shears, thrust faults and cross faults.
- Limited soil geochemical surveying, carried out across some of these interpreted northwest-southeast trending structural features, has revealed several locations hosting anomalous gold in soils.
- Gold appeared to be further concentrated at the intersection between the northwest-southeast trending structural features and northeast-southwest trending structural features, interpreted to represent later cross faults.
- These associations suggest a relationship between structures and gold, which provided a basis upon which to select additional areas within the Handeni property for more detailed gold exploration.

The 2011 – 2012 exploration period used the foregoing as a basis and the following was conducted:

- A helicopter based TEM electromagnetic and radiometric aerial survey program was completed by FUGRO over the entire Company licence area (800 km^2) at 200 meter spaced flight lines in a north-south direction. Electromagnetic (TEM) as well as radiometric data for K (Potassium), U (Uranium) and Th (Thorium), as well as total count was collected simultaneously for the 4740 line kilometres flown. Selected areas were flown at a line spacing of 100 meters.
- The interpreted data clearly delineated subsurface geological features of importance to gold and base metal mineralization in this high grade metamorphic terrain. The data proved to be invaluable in the definition of structurally important sites and target definition.
- An intensive ground based geophysical program on the Magambazi East as well as the Kwandege target zones was completed. This data (combined with geochemical results) were used to create drill targets on the two selected areas, the results of which are reported below.
- A multi-element soil geochemical program was completed on the Kwandege target delineating the extent of the mineralization zone and assisting the interpretation of the geophysical data to locate drill positions.
- A large soil sampling program of two targets in PL6743/2010 was initiated.
- Twenty-eight (28) diamond core holes (5,347 meters) were drilled on the Magambazi East and related targets and delineated a gold enriched mineralization zone extending for a distance of approximately 500 meters to the south east of the Magambazi Hill mineralization as defined by CRI. The best intersection achieved on the main zone was 4.2 g/t over 5 meters. In addition a mineralization zone to the north of the main zone (the North eastern Zone) shows gold potential. The strike distance of this zone on the Handeni Gold property is approximately 330 meters. The most promising intersection on this zone was 3.75 g/t over 1 meter. A mineralization zone with a strike distance of approximately 450 m to the south of the main zone (the South western Zone) was also intersected. Four mineralized intersections were obtained in this zone of which 1.31 g/t over 1 meter was the best intersection obtained.

Evaluation of the economic potential of the three mineralization zones will only be possible with closely spaced directional drilling to follow out the mineralization. We evaluated the Magambazi East project based on an interpretation of the available drill core and detailed mapping. Based on this information and our model of the mineralization at Magambazi East we are now convinced that the gold potential of this target may be proven with drilling of 5 directional drill holes.

- 37 drill holes (4,989 meters in total) have been drilled on the Kwandege mineralized zone, completing the first phase drilling program on this project. Twenty six of the 32 drill holes on the main Kwandege target yielded gold assay values of more than 0.5 g/t over a one-meter interval or thicker intersection, whereas four of the remaining holes had anomalous gold values of up to 0.49 g/t. Three holes were drilled on a chargeability and radiometric target south of the main Kwandege target and one on a potential south eastern extension of the main Kwandege target (Figure below).

  Of the three drill holes drilled on the chargeability zone (KW3_01, KW3_02 and KW3_03) all three intersected the zone associated with gold mineralization in the Handeni area but only KW3_01 yielded anomalous gold values of 0.24 g/t over 1 m intersections. Thus, despite large percentages of pyrite, as well as some arsenopyrite being present in most of the core intersected on the chargeability anomaly as outlined, general gold values over this anomaly are unexpectedly low. The potential for gold on the perimeter of the chargeability zone however remains high and further drilling is required.

  The best intersections obtained on the first phase of the Kwandege drilling project (32 holes) were:

  i) KW2_01 with 4.40 g/t over 12 meters, including 29.5 g/t over 1 m as well as 3.54 g/t over 1 m;
  ii) KW2_07 with 6.20 g/t over 5 m including 29.60 g/t over 1 m;
  iii) KW1_08 with 1.1 g/t over 9 m including 5.67 g/t over 1 m;
  iv) KW1_14 with 1.74 g/t over 6 m including 2.45 g/t over 2m and 3.51 g/t over 1m;
  v) KW1_07 and KW4_03 each with 2.11 g/t over 1 m, and
  vi) KW2_08 with 3.70 g/t over 1 m.

  An important feature of the Kwandege target is the fact that low level gold values (0.5 g/t to 1 g/t) were encountered in numerous intersections in the drill holes and also confirmed by the latest assay results. Anomalous gold with some potentially economic intersections have been encountered in an E - W (strike) direction of 1,501 meters (based on the results of the completed phase 1 drilling program). The open ended nature of the mineralization in an E-W direction was confirmed.

Exploration Activities.

The company's exploration activities are mainly focused on delineating a hard-rock based economic deposit, but it also includes efforts to outline an economically viable alluvial (in broad terms) gold deposit/s.

- A confined alluvial mining evaluation program was initiated in 2012 and is still on going to investigate the potential to economically mine alluvial gold on the prospecting licenses. The results of this program are discussed below.

- The results of the soil sampling program on Target 5 received to date are highly encouraging with gold in soil values of up to 200 ppb encountered. Au (gold) assay results received for 2331 samples coincides with a magnetic and electro-magnetic geophysical anomaly on surface over an area of approximately 1.8 km (N-S) by 900 m (E-W). The anomalous gold zone apparently dips E - SE as part of a large fold structure. High Au values coincide with topographic highs. The evaluation of this target will be continued by pitting, trenching and ground IP.

During the 2013 – 2014 periods up to date we achieved the following:

- collected a total of 5,050 soil samples (including blanks and standards) from targets in PL6743 that are currently being analyzed by XRF and prepared for submission to assay laboratories.

- A soil sampling program on Target 6 (in collaboration with the Tanzania Geological Survey) was recently completed. A total of 2,756 soil samples collected on an area of approximately 16 km^2 are currently being prepared for Au assays as well as being analysed by XRF for a range of major and trace elements. Ground magnetic and radiometric surveys on the same area are planned.

- An area to the east of Magambazi hill was selected as a first target and pilot study area to test the gold distribution in various secondary geological regimes in the Handeni terrain. Bulk samples of approximately 3 500 kg each were treated (total mass of excavated samples just over 1 000 tons) by wet gravity separation. Oversize material was crushed in a ball mill prior to treatment. Gold was recovered from the final concentrate by panning. The method is prone to favour the evaluation of the presence of coarser grained gold and is at best an underestimation of the total gold content. Alluvial, fluvial and colluvial regimes were selected. Forty three pits to a maximum depth of 8.2 m, yielding a total of 145 samples, were investigated in the alluvial regime. Samples were taken every 1 m with an average mass of 3794 kg. The highest panned grade obtained for alluvial samples were 0.14 g/t. Fifteen pits on colluvial material dug to a maximum depth of 9 m yielded 87 samples with an average mass of 3,696 kg. The highest panned grade obtained for colluvial material was also 0.14 g/t. In the fluvial regime a total of 5 trenches to a depth of 9.2 m (31 samples) and 6 pits (28 samples) to a depth of 6.3 m provided samples with an average mass of 3,366 kg and 3,674 kg respectively. The highest panned grade obtained was 0.7 g/t from a stratigraphic horizon at a depth of 4.3 m to 5.3 m.

The following conclusions were drawn from the alluvial program:

a) The fluvial environment has the largest potential for the extraction of coarse grained gold.
b) A large proportion of gold is contained as fine grained gold. This conclusion is based on the fact that geochemically analyzed samples of the same locations as the bulk sampled areas yielded significantly higher gold values.
c) Some specific horizons in the fluvial horizon yield higher values than others.
d) Allowing for a mere 50% efficiency of the applied processes, the overburden, the grade as well as consistency of gold on this target indicated that it is not economically mineable as an alluvial mining program.

Preparations are now underway to investigate the alluvial potential of the area surrounding the Kwandege project anomaly as well as several other alluvial targets identified using airborne techniques. The Company will increase its ability to extract fine grained gold prior to commencing the next target evaluation phase by acquiring the appropriate equipment.

- completed the geophysical evaluation of our four PLs.

- completed a detailed structural investigation into structural controls on gold mineralization on our 4 prospecting licenses.

- completed a structural model on the 800km^2 license area and used this to modify the model and style of mineralization envisaged for the Handeni district. The Company is currently applying this model to better understand our current targets and to assist the generation of drill positions for each target. Ground geophysics will be utilized to support the structural model.

- completed a ground geophysics investigation on the Mjembe target to the southeast of Magambazi. The Company completed a soil sampling program and the desk top XRF analyses of 5,028 samples and standards on the Mjembe project. Combined with the geophysics and the structural geology the geochemical signature of this mineralized area is highly encouraging.

- Completed our evaluation process of the application of XRF to identify soil samples with a high likelihood to contain anomalous gold values. This process was completed with the submission of 232 of 5028 soil samples for gold assay of which 57% returned anomalous gold.

- Following the success of the program described in above the Company is nearing completion of the evaluation of XRF applications to its Magambazi and Kwandege drillcore. The aim of the program is to:

  i) Identify more potential gold bearing intersections in the core than that was previously analyzed.
  ii) Combine the results of the soil sample XRF results with the drillcore results to further refine our XRF applications to our exploration program.

- Completed the XRF analyses of 5,672 soil samples, standards and blanks of target A. These samples are being treated statistically and those with a high likelihood of anomalous gold will be submitted for assays.

- Completed a detailed structural interpretation of the Kwandege target with the aim of completion the final recommendations for the further drilling of this target.

- Submitted 84 samples for gold assay as a pilot investigation on one of the targets on PL6743/2010. In combination with the large amount of XRF results conducted on this target the soil sampling method will be adapted to yield the best possible results in the Handeni district.

- Completed mapping and lithogeochemical sampling on Target 5 and submitted samples for gold assays. This remains a target with high potential based on the results of the lithogeochemical gold assays and soil sample results combined with the geophysics.

- Completed a detailed geological map, a preliminary structural interpretation, a ground magnetic survey as well as detailed soil sampling and XRF analyses on our Mjembe target. The results defined a significant potential gold mineralization zone with a high correlation between geochemical, structural and geophysical data. Mjembe will be the Company's primary target during the 2014/2015 field season.

- Initiated mapping programs on Target 8.

- An extensive soil sampling program and ground magnetic survey on the Mjembe target has been completed. Mjembe is located on PL6744/2010 and is a known artisanal mining site. The selected survey and sample area consisted of an approximately 23 km^2 block. A total of 5,068 soil samples have been analysed for a suite of major and trace elements by desk top Energy dispersive XRF. The aim of the exercise was to delineate narrower target areas, to define a usable element suite indicative of gold mineralization that would reduce the number of samples submitted for Au assays, to evaluate the correlation (if any) between various geophysical parameters and geochemistry and to define targets within the 23km^2 block that may develop into drill targets. The results are highly encouraging.

  An EM (electromagnetic) anomaly of approximately 5.5 km (NNE strike distance) is particularly well defined and corroborated by enriched Fe and a depletion in Sr as determined in soil samples. Anomalously enriched As, Cu, Co and Zn values also coincide with the geophysical anomaly. The artisanal gold activity is on the north western fringe of the electromagnetic and geochemical anomaly. Ground magnetic data outlines a superimposed NW-SE structural trend seemingly coinciding with the geochemical anomalies and artisanal mining sites. Preliminary interpretation suggests that the Mjembe anomalous area represents a target within a plunging sheeth fold on a scale of 10 km by 3.5 km. The geophysics indicates the continuation of this structure in depth to the east of the surface geochemical anomaly. Exploration on each of the anomalies within this structure will now focus on more detailed ground geophysics and mapping to be able to prepare drill targets within the larger Mjembe target area.

- Completed mapping and soil sampling programs on target 15 along 47 km line traverses and collected 932 soil samples. XRF analyses on soil samples completed. Selected samples submitted for Au assays.

- Initiated and completed mapping programs on Target 10 and completed a preliminary soil sampling program on this target (673 samples). XRF analyses completed and samples selected for Au assays.

- Initiated and completed mapping programs on target 16 and planning of soil sampling program.

Compliance with Government Regulation

We are subject to local laws and regulation governing the exploration, development, mining, production, importing and exporting of minerals; taxes; labor standards; occupational health; waste disposal; protection of the environment; mine safety; toxic substances; and other matters. We require licenses and permits to conduct exploration and mining operations. Amendments to current laws and regulations governing operations and activities of mining companies or more stringent implementation thereof could have a material adverse impact on our Company. Applicable laws and regulations will require us to make certain capital and operating expenditures to initiate new operations. Under certain circumstances, we may be required to close an operation once it is started until a particular problem is remedied or to undertake other remedial actions. This would have a material adverse effect on our results and financial condition.

Four of our mineral interests in Tanzania are currently held under PLs granted pursuant to the Mining Act for an initial period of three years and are renewable in two successive periods of two years only. The remaining four PL's are being held under the 2010 Mining Act and are valid for an initial period of 4 years (the initial period expiring in 2018 (Table 2)). Following this the first renewal is for 3 years and the second renewal for 2 years, each renewal accompanied by a mandatory relinquishment of at least 50% of the license area. The application fees are $300 on initial application and $300 for each renewal. There is a preparation fee of $500 applicable on each license. The annual rent for the licenses are $100/km^2 (initial period), $150/km^2 (1st renewal) and $200/km^2 (2nd renewal).

All PLs in Tanzania require the holder to employ and train local residents, typically amounting to $5,000 per year, and make exploration expenditures, as set out in the Mining Act. At each renewal, at least 50% of our licensed area must be relinquished. If we wish to keep the relinquished one-half portion, we must file a new application for the relinquished portion.

The geographical area covered by a PL may contain one or more previously granted PML's. A PML is a mining license granted only to a Tanzanian citizen consisting of an area of not to exceed 10 hectares. Once a PL is granted, no additional PMLs can be granted within the geographical area covered by the PL. The PL is subject to the rights of previously granted and existing PMLs. The holder of a PL will have to work around the geographical area of the PML unless the PL holder acquires the PML and any rights to the land covered by the PML.

We must hold a mining license to carry out mining activities, which are granted only to the holder of a PL covering a particular area. A mining license is granted for a period of 25 years or the life of the mine. It is renewable after 10 years for a period not exceeding 15 years. Other than the PMLs being held under Handeni Resources, we do not hold any mining licenses, only PL's. An application for the 32 PMLs being held under agreement by Handeni Resources to be changed into a mining license (ML) is underway. Prospecting and mining license holders must submit regular reports in accordance with mining regulations. Upon commercial production, the government of Tanzania imposes a royalty on the gross value of all production at the rate of 3% of all gold produced. The applicable regulatory body in Tanzania is the Ministry of Energy and Minerals.

In July 1999, environmental management and protection regulations under the Mining Act came into force. An environmental impact statement and an environmental management plan must accompany special mining license, mining license and gemstone mining license applications for mineral rights. In addition to the establishment of environmental regulations, the Tanzanian government has improved management procedures for effective monitoring and enforcement of these regulations by strengthening the institutional capacity, especially in the field offices. The government has provided rules for the creation of reclamation funds to reinstate land to alternative uses after mining and it has developed guidelines for mining in restricted areas, such as forest reserves, national parks, near sources of water and other designated areas. These regulations have not had any material effect on our operations to date.

Competition

We operate in a highly competitive industry, competing with other mining and exploration companies, and institutional and individual investors, which are actively seeking minerals exploration properties throughout the world together with the equipment, labour and materials required to exploit such properties. Many of our competitors have financial resources, staff and facilities substantially greater than ours. The principal area of competition is encountered in the financial ability to cost effectively acquire prime minerals exploration prospects and then exploit such prospects. Competition for the acquisition of minerals exploration properties is intense, with many properties available in a competitive bidding process in which we may lack technological information or expertise available to other bidders. Therefore, we may not be successful in acquiring, exploring and developing profitable properties in the face of this competition. No assurance can be given that a sufficient number of suitable minerals exploration properties will be available for acquisition, exploration and development.

Employees

Other than our directors and executive officers, we had approximately five full-time equivalent employees and consultants as of February 28, 2015, all located in Tanzania. We also retain independent geologists and consultants on a contract basis to conduct the work programs on our mineral properties in order to carry out our plan of operations.

Research and Development Expenditures

We have not incurred any research or development expenditures since our incorporation.

Subsidiaries

The Company has two subsidiaries, both of which are Tanzanian companies: (i) HG Limited (formerly DLM Tanzania Limited); and (ii) Douglas Lake Tanzania Limited, which is inactive.

Plan of Operations

Our plan of operations through our fiscal year ending May 31, 2015 is to continue to focus on the exploration of our Handeni mineral property in Tanzania, and the budget for this plan requires approximately $0.8 million for our plan of the exploration work and $0.9 million for our general and administration expenses, professional and consulting fees and other operating expenses. We anticipate that we will not generate any revenues for so long as we are an exploration stage company. Accordingly, we will be required to obtain additional financing in order to pursue our plan of operations.

Exploration related activities currently under way on the Company's Handeni licenses include:

a) Identification of potential alluvial mining areas other than those currently known and being evaluated by utilizing remote sensing activities.
b) A detailed interpretation of already collected geophysical data, specifically aimed at Target 8 and the Mjembe target.
c) A petrological, geochemical and mineralogical investigation of the Kwandege drill core to understand the style of gold mineralization at this locality.
d) The planning and siting of drill holes as a follow up Reverse Circulation program to evaluate the near – surface potential of the Kwandege target.
e) Continued work on development of other targets to drill target status, specifically Mjembe and Target 5.
f) Detailed structural work on the Mjembe target as well as on targets on PL6743/2010.
g) Adapting our soil sampling technique to yield the best possible results under the conditions experienced in the Handeni district further increasing exploration activity at a reduced cost. Evaluate the ground relinquished but currently on offer to us to establish any potential interest of it to the Company's exploration program.
h) Drastically reduce our land holding in our Handeni properties to remain with only targets with high potential.
i) A re-evaluation of some target areas by doing bulk leaching analyses for Au instead of standard assays.

The estimated budget for the completion of these exploration programs is provided below:

EXPLORATION WORK	BUDGET ($)
Ground Geophysics	50,000
Mapping, trenching, sampling, etc.	50,000
Drilling	250,000
Geologists, field personnel and general exploration	250,000
Sundry & contingencies	200,000
TOTAL	**$800,000**

At February 28, 2015, we had cash of $83,000 but a working capital deficit of $1,490,000. On November 20, 2014, the Company entered into a facility agreement with a related party. The funding is in the form of an interest free unsecured loan to the Company of up to $500,000 due May 31, 2017. As of the date of this report, the Company has received $125,000 pursuant to this facility agreement. In addition, the Company has $1.125 million in loans from related parties due June 30, 2015.

We assume such related parties' loans to the Company from the Company's major shareholder will not be demanded for repayment at the due date. As such, we estimate that we will still need a minimum of $1.1 million additional funds in order to cover our planned operations over the fiscal year ending May 31, 2015. Our actual expenditures may exceed our estimations.

We believe that external debt financing will not be an alternative for funding our next fiscal year exploration, as we do not have significant tangible assets to secure any debt financing. Therefore, we anticipate that additional funding will be in the form of equity financing from the sale of our common stock and/or related parties debt financing. We cannot provide investors with any assurance that we will be able to obtain sufficient financing to fund our acquisition and exploration program going forward. In the absence of sufficient funding, we will not be able to continue acquisition and exploration of mineral claims and we will be forced to abandon our mineral claims and our plan of operations. Even if we are successful in obtaining financing to fund our acquisition and exploration program, there is no assurance that we will obtain the funding necessary to pursue any advanced exploration of any mineral claims.

Results of Operations

We have had no operating revenues and accumulated net loss of $117 million since our inception (January 5, 2004) to February 28, 2015. The following table sets out our losses from operations for the periods indicated:

	For the Three Months Ended,		For the Nine Months Ended,	
	February 28, 2015	February 28, 2014	February 28, 2015	February 28, 2014
Revenue	$ -	$ -	$ -	$ -
Expenses				
Consulting fees	3,610	-	14,530	22,500
Depreciation	14,557	46,320	52,719	143,971
Exploration expenses	35,925	70,678	174,245	180,885
Gain on disposal or write-down of equipment	-	-	(20,058)	(2,820)
General and administrative	110,450	138,281	340,655	382,309
Interest expense	28,638	23,469	82,795	58,595
Professional	57,198	16,008	107,013	52,290
Rent	332	17,871	58,875	70,216
Travel and investor relations	4,871	9,508	32,037	14,695
Total Expenses	255,581	322,135	842,811	922,641
Loss From Operations	(255,581)	(322,135)	(842,811)	(922,641)
Other Income (Expenses)				
Impairment of marketable securities	(53,600)	-	(140,000)	(1,000,000)
Loss on marketable securities	(20,000)	-	(20,000)	-
Interest income	28	61	123	216
Total other (Expenses) / Income	(73,572)	61	(159,877)	(999,784)
Net Loss	(329,153)	(322,074)	(1,002,688)	(1,922,425)

Three Months Ended February 28, 2015 Compared to Three Months Ended February 28, 2014

Our net loss for the three months ended February 28, 2015 was $329,000, compared to $322,000 for the same period ended February 28, 2014, the difference is mainly due to $53,600 permanent impairment of marketable securities and loss on marketable securities of $20,000 recorded during the three months ended February 28, 2015 and the following operation expenses changes.

Our operating expenses for the three months ended February 28, 2015 decreased by $67,000 to $255,000 from $322,000 for the same period ended February 28, 2014, and the main changes are as follows:

- our general and administrative fees decreased by $28,000 to $110,000 during the period ended February 28, 2015 (2014 - $138,000), primarily due to continuing cost management; At February 28, 2015, approximately $423,000 (May 31, 2014 - $278,000) of general and administrative fees remained as payables due to related parties;
- our exploration expenses decreased by $35,000 to $36,000 during the three months ended February 28, 2015 (2014 - $71,000) mainly due to our reduced exploration and drilling activities caused by our funding limitations;
- depreciation fees decreased by $32,000 to $14,000 during the three months ended February 28, 2015 (2014 - $46,000) mainly because the majority of our equipment was fully depreciated;

- interest expenses increased by $5,000 to $28,000 during the three months ended February 28, 2015 (2014 - $23,000), which represented deemed interest on an interest free unsecured loan from a related party. Such deemed interest was recorded as donated capital;

- our professional fees increased by $41,000 to $57,000 during the three months ended February 28, 2015 (2014 - $16,000) primarily due to increased legal fees on the RC litigation;

- our rent expenses decreased by $18,000 during the three months ended February 28, 2015 compared to the same period ended February 28, 2014 mainly because our Vancouver office lease expired and our Tanzania office has been moved to a smaller space; and

- our travel and investor relations expenses decreased by $5,000 to $5,000 during the three months ended February 28, 2015 (2014 - $10,000) primarily due to less travel expenses incurred for investors relations.

Nine Months Ended February 28, 2015 Compared to Nine Months Ended February 28, 2014

Our net loss for the nine months ended February 28, 2015 was $1,003,000, compared to $1,922,000 for the same period ended February 28, 2014, the difference mainly due to $860,000 additional permanent impairment of marketable securities recorded during the nine months ended February 28, 2014.

Our operating expenses for the nine months ended February 28, 2015 decreased by $80,000 to $843,000 from $923,000 for the same period ended February 28, 2014, and the main changes are as follows:

- our consulting, general and administrative fees decreased by $50,000 to $355,000 during the nine months ended February 28, 2015 (2014 - $405,000), primarily due to continuing cost management; At February 28, 2015, approximately $423,000 (May 31, 2014 - $278,000) of general and administrative fees remained as payables due to related parties;

- our exploration expenses decreased slightly by $7,000 to $174,000 during the nine months ended February 28, 2015 (2014 - $181,000) mainly due to decreased exploration activities caused by our funding limitations;

- depreciation fees decreased by $91,000 to $53,000 during the nine months ended February 28, 2015 (2014 - $144,000) mainly because the majority of our equipment was fully depreciated;

- gain on disposal of equipment increased by $17,000 to $20,000 during the nine months ended February 28, 2015 (2014 - $3,000) mainly due to vehicle and office furniture disposal in our subsidiary in Tanzania.

- interest expenses increased by $24,000 to $83,000 during the nine months ended February 28, 2015 (2014 - $59,000), which represented deemed interest on an interest free unsecured loan from a related party. Such deemed interest was recorded as donated capital;

- our professional fees increased by $55,000 to $107,000 during the nine months ended February 28, 2015 (2014 - $52,000) primarily due to increased legal fees on the RC litigation and additional audit fees in Tanzania related to our subsidiary’s value added tax recovery;

- our rent decreased by $11,000 to $59,000 during the nine months ended February 28, 2015 (2014: $70,000) representing 60% of rental expense associated with renting our Chief Executive Officer’s family house in Tanzania pursuant to the Executive Services Agreement, offset by a significant decrease on the rent on our Tanzania office as a result of moving to a small office and Vancouver office lease expiry; and

- our travel and investor relations expenses increased by $17,000 to $32,000 during the nine months ended February 28, 2015 (2014 - $15,000) primarily due to travel expenses incurred for an in-person Board of Directors meeting held in Dar er Salaam, Tanzania.

Liquidity and Capital Resources

We estimate that our total expenditures for our fiscal year ending May 31, 2015 will be approximately $1.7 million, as outlined above under the heading “Plan of Operations”. At February 28, 2015, we had cash of $83,000 but a working capital deficit of $1,490,000.

We entered into facility agreements with private companies controlled by our Chairman of the Board of Directors in December 2012 and October 2013. The funding is in the form of interest free unsecured loans to the Company of up to $1,125,000 due June 30, 2015. As of the date of this report, we received a total of $1,125,000 pursuant to these facility agreements.

On November 20, 2014, the Company entered into an additional facility agreement with a private company controlled by our Chairman of the Board of Directors. The funding is also in the form of an interest free unsecured loan to the Company of up to $500,000 due May 31, 2017. As of the date of this report, we received a total of $170,000 with $330,000 funds available to be withdrawn pursuant to this facility agreement.

As of February 28, 2015, there was $30,000 of recoverable value added tax paid in Tanzania and $7,000 of recoverable goods and services tax paid in Canada. Such recoverable amounts were included in our working capital and expected to be refunded during the fiscal year 2016.

We believe that we have insufficient capital to fund our plan of operations through the fiscal year ending May 31, 2015. If we exclude $1.125 million of the related parties' loans from the current liabilities, we still have a working capital deficit of $365,000. During the nine months ended February 28, 2015, our cash used in operating activities was $615,000. As such, we estimate we will be required to obtain a minimum of $1.1 million additional funds in order to pursue our planned operations over the fiscal year ending May 31, 2015.

We have not generated revenues since the date of inception on January 5, 2004, and our cash has been generated primarily from the sale of our securities. We anticipate that we will not generate any revenue in near future. We anticipate that additional funding will be in the form of equity financing from the sale of our common stock, debt financing, joint ventures or some combination of these or other means. We believe that external debt financing will not be an alternative at this stage for funding additional phases of our exploration as we do not have significant tangible assets to secure any debt financing.

We cannot provide investors with any assurance that we will be able to raise sufficient funding to continue our acquisition and exploration program going forward. If we are not able to obtain financing in the amounts required or on terms that are acceptable to us, we may be forced to scale back, or abandon, our plan of operations. Even if we are successful in obtaining equity and/or debt financing to fund our acquisition and exploration program, there is no assurance that we will obtain the funding necessary to pursue any advanced exploration of any mineral claims. If we do not continue to obtain additional funding, we will be forced to abandon our mineral claims and our plan of operations.

Net Cash Used in Operating Activities

Net cash used in operating activities was $615,000 during the nine months ended February 28, 2015, as compared to $545,000 during the same period in 2014.

Net Cash Used in Investing Activities

Net cash provided in investing activities was $31,000 during the nine months ended February 28, 2015 due to proceeds from disposal of an automobile vehicle and redemption of the restricted cash. During the same period in 2014, net cash from investing activities was $5,000 mainly due to proceeds from disposal of an automobile vehicle.

Net Cash from Financing Activities

During the nine months ended February 28, 2015, we received $134,000 (2014: $475,000) in loans pursuant to facility agreements. We have funded our business to date primarily from sales of our common stock.

There are no assurances that we will be able to achieve further sales of our common stock or any other form of additional financing. If we are unable to achieve the financing necessary to continue our plan of operations, then we will not be able to continue our exploration of the property underlying our mineral claim interest and our venture will fail.

Going Concern

We have not attained profitable operations and are dependent upon obtaining financing to pursue any extensive exploration activities. In addition, we had a $1.5 million working capital deficit as of February 28, 2015. For these reasons our auditors stated in their report on our audited consolidated financial statements for the year ended May 31, 2014 that they have substantial doubt we will be able to continue as a going concern.

Future Financings

We anticipate continuing to rely on equity sales of our common shares, debt financing from our related parties, and/or other financing in order to continue to fund our business operations through our next fiscal year ending May 31, 2016. Issuances of additional shares will result in dilution to our existing shareholders. There is no assurance that we will achieve any additional sales of our equity securities or arrange for debt or other financing to fund our planned exploration activities.

Off-Balance Sheet Arrangements

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to stockholders.

Related Party Transactions

The details of related party transactions are disclosed in footnote 9 of our Company's interim unaudited consolidated financial statements for the fiscal quarter ended February 28, 2015 (Item 1, above).

Segment Disclosures

The Company operates in one reportable segment, located in Tanzania Africa, being the acquisition and exploration of mineral properties. The details of segment disclosures are disclosed in footnote 15 of our Company's interim unaudited consolidated financial statements for the fiscal quarter ended February 28, 2015 (Item 1, above).

Inflation

We do not believe that inflation has had a significant impact on our consolidated results of operations or financial condition.

Contractual Obligations

a) On November 20, 2014, the Company entered into a facility agreement with Consultancy & Finance Company Associates Ltd. ("C&F"), a private company controlled by the chairman of the Company. The facility is an interest free unsecured loan to the Company of up to $500,000 due May 31, 2017. As of February 28, 2015, we have received $80,000 pursuant to this facility agreement.

b) On December 7, 2012, the Company entered into a facility agreement with IPP Ltd., a private company controlled by the chairman of the Company. The funding is in the form of an interest free unsecured loan of up to $720,000 to the Company due to be repaid on or before June 30, 2015, as amended. As at February 28, 2015, IPP Ltd. had provided the total of $720,000 to the Company pursuant to this facility agreement.

c) On October 9, 2013, the Company entered into a facility agreement with C&F. The funding is in the form of an interest free unsecured loan to the Company of up to $405,000 due to be repaid on or before June 30, 2015, as amended. As at February 28, 2015, C&F had provided the total of $405,000 to the Company pursuant to this facility agreement.

Critical Accounting Policies

Our consolidated financial statements and accompanying notes have been prepared in accordance with United States generally accepted accounting principles applied on a consistent basis. The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods.

We regularly evaluate the accounting policies and estimates that we use to prepare our consolidated financial statements. In general, management's estimates are based on historical experience, on information from third party professionals, and on various other assumptions that are believed to be reasonable under the facts and circumstances. Actual results could differ from those estimates made by management.

The critical accounting policies are disclosed in footnote 2 of our Company's interim unaudited consolidated financial statements for the fiscal quarter ended February 28, 2015 (Item 1, above).

We believe the critical accounting policies require us to make significant judgments and estimates in the preparation of our consolidated financial statements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not required because we are a smaller reporting company.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

An evaluation was performed under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer ("CEO"), Reyno Scheepers, and the Company's Chief Financial Officer ("CFO"), Melinda Hsu, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Rules 13a-15(b) and 15d-15(b) under the Exchange Act as of the end of the period covered by this report. Based upon the evaluation, the Company's CEO and CFO have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) were not effective as of the end of the period covered by this report (that is, as of February 28, 2015), due to the material weaknesses in our internal control over financial reporting as disclosed in the Company's annual report for our fiscal year ended May 31, 2014, which have not been completely resolved as of February 28, 2015.

Management believes that the material weaknesses did not have a material impact on the Company's financial results and information required to be disclosed by the Company in its reports. However, management believes that these material weaknesses resulting in ineffective oversight in the establishment and monitoring of required internal control over financial reporting can impact the Company's consolidated financial statements for future years. As a result material errors could occur.

Changes in Internal Control Over Financial Reporting

There were no changes to our internal control over financial reporting that occurred during our fiscal quarter ended February 28, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

Except as disclosed below, management is not aware of any legal proceedings contemplated by any governmental authority or any other party involving us or our properties. As of the date of this quarterly report, no director, officer or affiliate is (i) a party adverse to us in any legal proceeding, or (ii) has an adverse interest to us in any legal proceedings. Management is not aware of any other legal proceedings pending or that have been threatened against us or our properties.

a) On February 8, 2012, Ruby Creek Resources Inc. ("RCR") filed a lawsuit against the Company in the Supreme Court, State of New York, in which RCR alleged that the Company participated in a fraudulent transfer of certain mineral property interests in Tanzania that RCR had the right to purchase pursuant to a series of agreements with the Company. The Company has always been of the view that such allegations were without merit and, accordingly, vigorously contested the action.

On February 23, 2012, the Company filed a lawsuit against RCR in the Supreme Court of British Columbia (the "British Columbia Action"), seeking relief for RCR's breach of its payment obligations under the above-referenced agreements and seeking an order that RCR remove the U.S. restrictive legend from RCR shares issued to the Company under the agreements. Prior to reaching the settlement discussed below, RCR remained in default with respect to various scheduled payments due to the Company under the agreements.

In addition to the British Columbia Action, on May 21, 2012 in answering RCR's claim in New York, the Company counter claimed against RCR on the basis of the alleged breaches set out in the British Columbia Action (the "New York Counter Claim"). On November 19, 2012, the British Columbia Action was dismissed on the grounds that the Court in British Columbia did not have jurisdiction and further that the dismissal was without prejudice to either of the Company's and RCR's respective actions in New York against one another. This Order was granted by consent of both the Company and RCR.

On January 13, 2015, the Company reached a binding settlement of the New York litigation with RCR, and is currently waiting for RCR to finalize the formal settlement documentation. The settlement does not require any monetary payment by the Company to RCR. Under the terms of the settlement, the Company will turn over its interest in Ruby Creek Resources (Tanzania) Limited and will return to RCR 4,000,000 shares of restricted Ruby Creek common stock previously received from RCR as payment under one of the above-referenced agreements. Both sides have agreed to dismiss their respective claims, with prejudice, and the litigation is now concluded.

b) On October 25, 2012, Craig Alford filed a lawsuit against the Company in the Supreme Court of British Columbia for breach of an alleged employment agreement. Mr. Alford claims the agreement was for a term of three years, commencing on March 1, 2011, with a monthly salary of $12,500. Mr. Alford claims that the Company wrongfully terminated the agreement in October 2011 and is seeking judgment in the amount of $362,500. The Company is of the view that the allegation is without merit and intends to vigorously contest the action. On February 4, 2013 the Company filed its response to Mr. Alford's claim with the Supreme Court of British Columbia.

Item 1A. Risk Factors

Not required because we are a smaller reporting company.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5 . Other Information

None.

Item 6. Exhibits

The following exhibits are filed with this Quarterly Report on Form 10-Q:

Exhibit Number	Description of Exhibit
3.1(1)	Articles of Incorporation.
3.2(12)	Certificate of Amendment to Articles of Incorporation.
3.3(21)	Articles of Merger as filed with the Nevada Secretary of State.
3.3(3)	Amended Bylaws, as amended on September 5, 2006.
10.1(4)	Asset Purchase Agreement with KBT Discovery Group Tanzania Ltd.
10.2(4)	Asset Purchase Agreement with Hydro-Geos Consulting Group Tanzania Ltd.
10.3(4)	Asset Purchase Agreement with Megadeposit Explorers Ltd.
10.4(5)	Amendment No. 1 to Asset Purchase Agreement with KBT Discovery Group Tanzania Ltd.
10.5(5)	Amendment No. 1 to Asset Purchase Agreement with Hydro-Geos Consulting Group Tanzania Ltd.
10.6(5)	Amendment No. 1 to Asset Purchase Agreement with Megadeposit Explorers Ltd.
10.7(6)	Amendment No. 2 to Asset Purchase Agreement with KBT Discovery Group Tanzania Ltd.
10.8(6)	Amendment No. 2 to Asset Purchase Agreement with Hydro-Geos Consulting Group Tanzania Ltd.
10.9(6)	Amendment No. 2 to Asset Purchase Agreement with Megadeposit Explorers Ltd.
10.10(7)	Strategic Alliance Agreement between the Company and Canaco Resources Inc.
10.11(8)	Option Agreement between the Company and Canaco Resources Inc.
10.12(9)	Amendment No. 1 to Strategic Alliance Agreement between the Company and Canaco Resources Inc.
10.13(9)	Kwadijava Option Agreement.
10.14(9)	Negero Option Agreement.
10.15(10)	Joint Venture Agreement with Mkuvia Maita.
10.16(11)	2007 Stock Incentive Plan.
10.17(14)	2008 Stock Incentive Plan.
10.18(11)	Consulting Agreement with Harpreet Sangha.
10.19(11)	Consulting Agreement with Rovingi.
10.20(13)	Joint Venture Agreement with Mkuvia Maita dated June 5, 2009.
10.21(15)	Agreement with Ruby Creek Resources, Inc. dated November 7, 2009.
10.22(16)	Purchase Agreement with Ruby Creek Resources, Inc., dated for reference May 19, 2010.
10.23(17)	August 2010 Stock Incentive Plan.
10.24(18)	Mineral Property Acquisition Agreement between the Company and IPP Gold Limited, dated September 15, 2010, ratified by the Company's Board of Directors on September 21, 2010.
10.26(19)	November 2010 Stock Incentive Plan.
10.27(20)	Mineral Property Acquisition Agreement between the Company and Handeni Resources Limited, dated August 5, 2011.
10.28(22)	Executive Consulting Services Agreement between the Company and Amica Resource Inc., dated February 28, 2012.

10.29(23)	Unsecured Term Loan Facility Agreement between the Company and IPP Ltd. dated December 7, 2012
10.30(24)	Unsecured Term Loan Facility Agreement between the Company and Consultancy & Finance Company Associates Ltd. dated October 9, 2013
10.31(25)	Unsecured Term Loan Facility Agreement between the Company and Consultancy & Finance Company Associates Ltd. dated November 20, 2014
14.1(2)	Code of Ethics.
21.1	Subsidiaries of the Registrant:
	a. Douglas Lake Tanzania Limited (Tanzania); and
	b. HG Limited (Tanzania) (formerly: DLM Tanzania Limited (Tanzania)).
31.1*	Certifications of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certifications of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certifications of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2*	Certifications of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* Filed herewith.
(1) Incorporated by reference to Form SB-2 Registration Statement filed on July 22, 2004.
(2) Incorporated by reference to Annual Report on Form 10-KSB for year ended May 31, 2005.
(3) Incorporated by reference to Annual Report on Form 10-KSB for year ended May 31, 2006.
(4) Incorporated by reference to Current Report on Form 8-K filed on August 4, 2005.
(5) Incorporated by reference to Current Report on Form 8-K filed on November 21, 2005.
(6) Incorporated by reference to Quarterly Report on Form 10-SB for quarterly period ended November 30, 2005.
(7) Incorporated by reference to Current Report on Form 8-K filed on May 4, 2006.
(8) Incorporated by reference to Quarterly Report on Form 10-SB for quarterly period ended August 31, 2006.
(9) Incorporated by reference to Quarterly Report on Form 10-SB for quarterly period ended August 31, 2007.
(10) Incorporated by reference to Current Report on Form 8-K filed on August 6, 2008.
(11) Incorporated by reference to Annual Report on Form 10-KSB for year ended May 31, 2007.
(12) Incorporated by reference to Current Report on Form 8-K filed on January 27, 2009
(13) Incorporated by reference to Current Report on Form 8-K filed on July 16, 2009
(14) Incorporated by reference to Registration Statement Form S-8 filed on December 30, 2008.
(15) Incorporated by reference to Current Report on Form 8-K filed on November 13, 2009.
(16) Incorporated by reference to Current Report on Form 8-K filed on June 21, 2010.
(17) Incorporated by reference to Annual Report on Form 10-K for the year ended May 31, 2010.
(18) Incorporated by reference to Current Report on Form 8-K filed on September 27, 2010.
(19) Incorporated by reference to Annual Report on Form 10-K for the year ended May 31, 2011.
(20) Incorporated by reference to Current Report on Form 8-K filed on August 10, 2011.
(21) Incorporated by reference to Current Report on Form 8-K filed on February 15, 2012.
(22) Incorporated by reference to Current Report on Form 8-K filed on March 2, 2012.
(23) Incorporated by reference to Quarterly Report on Form 10-Q for the quarterly period ended November 30, 2012.
(24) Incorporated by reference to Quarterly Report on Form 10-Q for the quarterly period ended August 31, 2013.
(25) Incorporated by reference to Quarterly Report on Form 10-Q for the quarterly period ended November 30, 2014.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HANDENI GOLD INC.

By: *"Reyno Scheepers"*
Reyno Scheepers
President, Chief Executive Officer (Principal Executive Officer) and a director

By: *"Melinda Hsu"*
Melinda Hsu
Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer), Secretary and Treasurer

Date: March 31, 2015

Exhibit 31.1

CERTIFICATION

I, **Reyno Scheepers**, certify that:

1. I have reviewed this report on Form10-Q for the quarterly period ended February 28, 2015 of Handeni Gold Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of the internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 31, 2015

"Reyno Scheepers"
By: **Reyno Scheepers**
Title: President, Chief Executive Officer, Chief Operating Officer,
and a Director (Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

I, **Melinda Hsu**, certify that:

1. I have reviewed this report on Form10-Q for the quarterly period ended February 28, 2015 of Handeni Gold Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of the internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 31, 2015

"Melinda Hsu"
By: **Melinda Hsu**
Title: Chief Financial Officer, Secretary and Treasurer
(Principal Financial Officer and Principal Accounting Officer)

Exhibit 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

**PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned, Reyno Scheepers, the Chief Executive Officer of Handeni Gold Inc. (the "Company"), hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge, the Quarterly Report on Form 10-Q for the period ended February 28, 2015, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in the Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of the Company.

"Reyno Scheepers"
Reyno Scheepers
President, Chief Executive Officer, Chief Operating Officer, and a director
(Principal Executive Officer)
Date: March 31, 2015

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signatures that appear in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER

**PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The undersigned, Melinda Hsu, the Chief Financial Officer of Handeni Gold Inc. (the "Company"), hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his knowledge, the Quarterly Report on Form 10-Q for the period ended February 28, 2015, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and that the information contained in the Quarterly Report on Form 10-Q fairly presents in all material respects the financial condition and results of operations of the Company.

"Melinda Hsu"
Melinda Hsu
Chief Financial Officer, Secretary and Treasurer
(Principal Financial Officer and Principal Accounting Officer)
Date: March 31, 2015

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signatures that appear in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.