

## MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE THREE MONTHS ENDED MARCH 31, 2014

This Management's Discussion and Analysis ("MD&A") provides a review of the financial performance of Kennady Diamonds Inc. (the "Company" or "Kennady Diamonds" or "KDI") and should be read in conjunction with the MD&A for the year ended December 31, 2013, the unaudited condensed interim financial statements and the notes thereto for the three months ended March 31, 2014 and the audited financial statements for the year ended December 31, 2013. The following MD&A is prepared as of May 12, 2014 and has been approved by the Audit Committee on behalf of the Board of Directors on that date.

The Company's unaudited condensed interim financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting. Except as disclosed below in the section "standards, amendments and interpretations to existing standards", these condensed interim financial statements follow the same accounting policies and methods of computation as the audited financial statements for the year ended December 31, 2013 which were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

All amounts are expressed in Canadian dollars unless otherwise stated.

Technical information included in this MD&A regarding the Company's mineral projects has been reviewed by Carl Verley, a Director of the Company and a Qualified Person as defined by National Instrument 43-101 - Standards of Disclosure for Mineral Properties ("NI 43-101").

Additional information relevant to the Company's activities can be found on SEDAR at [www.sedar.com](http://www.sedar.com) or at the Company's website, [www.kennadydiamonds.com](http://www.kennadydiamonds.com)

### COMPANY HIGHLIGHTS

- **On March 10, 2014**, the Company announced the appointment of Mr. Robert Parsons a retired Chartered Accountant and Partner of PricewaterhouseCoopers to the board. Mr. Parsons currently serves on the International Affairs Committee of the Prospectors and Developers Association of Canada. He has served on the boards of the PDAC (1985-2003), the Indonesian Mining Association, the Canada Indonesia Chamber of Commerce, the World Mines Ministries Forum, the Canadian Minerals Industry Federation, the Advisory Council of the Centre for Resource Studies at Queens University, and the Professional Advisory Board of the Government of Canada's Petroleum Monitoring Agency. He has previously served on the boards of several listed exploration companies and is currently a director of Indico Resources Ltd., Prism Resources Inc., and Eagle Hill Exploration. In 2013, the Government of Canada awarded Mr. Parsons the Queen Elizabeth II Diamond Jubilee Medal for his contribution to Canada's mining industry. Mr. Parsons is a graduate of McGill University (B.Com, 1968) and a resident of Vancouver, BC.
- **On February 17, 2014**, the Company announced that the two exploration camps at Kennady North (Bob Camp and Kelvin Camp) opened on February 7, 2014, with geophysics crews mobilized to site shortly afterwards. A range of geophysics programs, including ground-penetrating radar and Ohmmapper, are currently underway at both the Kelvin and Faraday kimberlites aimed at better defining the extent of the kimberlite emplacement prior to the start of the 2014 drill program. The geophysics crews will move to new kimberlite targets as soon as the Kelvin/Faraday geophysics program is completed. All the planned geophysics at the Kelvin – Faraday kimberlite corridor was completed in March.

The Company also announced that it has acquired 100-percent control over an additional 59 leases and claims to the west and south of the Kennady North project, thereby increasing the Company's diamond exploration land position in the Kennady district to approximately 61,000 hectares. Two diamond-bearing

kimberlites, the Doyle kimberlite and MZ kimberlite, are located within the newly acquired exploration ground, which also hosts numerous untested kimberlite targets.

## **COMPANY OVERVIEW**

Kennady Diamonds is a Canadian diamond exploration Company that has its exploration activities in the Northwest Territories (“NWT”) of Canada. The Company was incorporated on February 27, 2012 to effect the transfer of Mountain Province Diamonds Inc.’s (“Mountain Province”) Kennady North Project assets and operations to a new company under the Mountain Province plan of arrangement, which was completed on July 6, 2012. As part of the transaction, the Company issued 16,143,111 Kennady Diamonds common shares to Mountain Province shareholders, with one share held by Mountain Province, and in return received assets of \$35,238, which were capitalized to mineral properties as well as \$3,000,000 of cash from Mountain Province, as contemplated by the Arrangement.

## **KENNADY NORTH DIAMOND PROJECT**

### *OVERVIEW*

The Kennady North diamond project comprises 16 federal leases and 58 claims located to the west, south and north of the four leases controlled by the Gahcho Kué Joint Venture (“Gahcho Kué JV”) between De Beers Canada (51%) and Mountain Province (49%) located approximately 300 kilometers north-east of Yellowknife in Canada’s Northwest Territories. The Kennady North diamond project has an area of approximately 61,000 hectares.

Exploration at Kennady North commenced in the late 1990’s and resulted in the discovery of the diamond-bearing Kelvin, Faraday and Hobbes kimberlites. It has since been established that the Hobbes kimberlite is an extension of the Kelvin kimberlite. The number of diamonds recovered from these kimberlites and the size-frequency distribution indicated that they may be of comparable grade to the 5034 (1.77 carats per tonne) and Hearne (2.10 carats per tonne) kimberlites at the Gahcho Kué JV.

The known kimberlites at Kennady North do not explain all the kimberlitic indicators previously recovered from glacial till sampling. Mountain Province recommenced exploration at Kennady North in 2011 with a 50-meter line-spacing airborne gravity gradiometry (“AGG”) survey over the entire 123.6 square kilometer project area.

Exploration drilling conducted in 2012 and 2013 confirmed that the Kelvin and Faraday kimberlites have the potential to host high grade diamond resources. Ground geophysics and delineation drilling conducted in 2013 also confirmed the tonnage potential of the Kelvin kimberlite.

### *EXPLORATION*

In October 2011, Mountain Province announced that the AGG survey was successfully completed, and included a total of 2,793 line-kilometres flown over the Kennady North diamond project.

In February 2012, Mountain Province announced that the final analysis of the AGG survey resulted in the identification of 106 geophysical targets, and that a 560 line-kilometre total magnetic field ground survey was commencing over the geophysical targets identified by the AGG survey. The MAG survey was conducted at 20 metre line-spacing, and the results enabled Mountain Province to prioritize the geophysical targets for drilling. The MAG survey was managed by Aurora Geosciences Ltd. (“Aurora”) and was completed in April 2012.

In June 2012, Mountain Province announced that Kennady Diamonds, its wholly-owned subsidiary at the time, had received a Type A Land Use Permit from the Mackenzie Valley Land and Water Board in respect of the Kennady North diamond project, which cleared the way for Kennady Diamonds to commence a summer drill program at the Kennady North diamond project. Mountain Province further announced that Kennady Diamonds had retained Yellowknife-based Northtech Drilling Ltd to conduct a 2,500 meter drill program. Two drill rigs were mobilized with the first rig focussed on infill drilling along the Kelvin-Faraday kimberlite corridor, where a number of high priority drill targets had been identified, and the second drill rig was to focus on mostly land-based newly discovered kimberlite targets accessible in the summer.

Summer Drill Program - 2012

In July 2012, the Company announced that drilling had commenced at the Company's 100%-controlled Kennedy North diamond project.

In late July, 2012, the Company announced that it had entered into an Exploration Agreement with the Lutsel K'e Dene First Nation ("Lutsel K'e"). The Exploration Agreement established the basis for Kennedy Diamonds and Lutsel K'e to work collaboratively to advance exploration at Kennedy North. The Company announced that the Chief and Elders of Lutsel K'e visited Kennedy North on July 25, 2012 to gain an insight into the current work program and future prospects for the Kennedy North project. Mr. Evans commented within the news release: "Our success at Kennedy North is dependent upon a mutually beneficial and respectful relationship. We are committed to working in partnership with the Lutsel K'e."

In August, 2012, the Company announced that seven geophysical targets – the majority land-based – to the north and west of the Kelvin-Faraday corridor were tested but kimberlite was not intersected at any of those targets. More than twenty newly discovered geophysical targets remain to be tested. Most of these targets are lake-based and can only be drilled from ice.

Kimberlite recovered during the Kennedy North summer drill program was sent to the Saskatchewan Research Council analytical laboratory for microdiamond testing by caustic fusion.

In October, 2012, the Company announced the diamond recovery results from samples of drill core from the Kelvin – Faraday kimberlite cluster.

The combined caustic fusion diamond results for samples taken from the Faraday, Faraday South and Kelvin kimberlites are summarized below in Table 1.

**Table 1**

Total Weight (Kg)	Numbers of Diamonds According to Sieve Size Fraction (mm)										Total Diamonds
	+0.075 -0.106	+0.106 -0.150	+0.150 -0.212	+0.212 -0.300	+0.300 -0.425	+0.425 -0.600	+0.600 -0.850	+0.850 -1.180	+1.180 -1.700	+1.700 -2.360	
<b>394.44</b>	<b>570</b>	<b>528</b>	<b>316</b>	<b>241</b>	<b>123</b>	<b>22</b>	<b>67</b>	<b>12</b>	<b>9</b>	<b>1</b>	<b>1,889</b>

Diamond recoveries broken down for each of the three kimberlites are provided in Table 2 below.

**Table 2**

Kimberlite	Sample Weight (Kg)	Macro Diamonds Recovered	Micro Diamonds Recovered	Macro Diamond Weight (carats)
Kelvin	329.74	38	912	0.2620
Faraday South	57.12	44	791	0.4465
Faraday	7.58	7	97	0.0483
<b>Total</b>	<b>394.44*</b>	<b>89</b>	<b>1,800</b>	<b>0.7568**</b>

\*Excludes approx. 35.5 kg's of country rock xenoliths

\*\*Total carat weight of the sample is 0.92

The above results compared favorably with results from earlier drilling at Kennedy North when 444 diamonds were recovered from a 184 kg sample taken from Kelvin and 74 diamonds were recovered from a 40 kg sample taken from Faraday. The diamond recovery results confirmed that the Kennedy North kimberlites could have a grade of over 2 carats per tonne, which compares to the Hearne kimberlite (2.10 carats per tonne) at the Gahcho Kué diamond project.

Besides the high diamond count, approximately 70 percent of the recovered diamonds were classified as white and transparent. Almost all the white diamonds had either no inclusions or only minor inclusions. In addition,

approximately five percent of the diamonds were classified as yellow and transparent with either no or only minor inclusions. Together with grade, these characteristics are key value drivers.

Based on these encouraging results, Kennady Diamonds commenced planning for a significantly larger 5,000 meter 2013 winter drill program at Kennady North. The program focused on infill drilling at the Kelvin – Faraday kimberlite cluster as well as testing of newly discovered kimberlite targets.

#### [Winter Drill Program - 2013](#)

Since the completion of the 2012 summer drill program, the Company's geological and geophysical consultant, Aurora Geosciences, completed a comprehensive review and analysis of the exploration data for the Kennady North Project, which guided preparations for the Company's planned 5,000-meter winter drill program.

Mobilization to a satellite exploration camp at Kennady North commenced in early February to complete ground geophysics, including ground gravity and horizontal-loop electromagnetic (HLEM) surveys over the Kelvin-Faraday kimberlite corridor. Data from these surveys assisted the Company in selecting final drill targets for the winter drill program.

On March 26, 2013, the Company announced that the 2013 winter drill program had commenced with drill targets selected using the results of the ground geophysics work completed over the previous month. The first phase of the planned 5,000-meter drill program focussed primarily on infill drilling along the Kelvin-Faraday kimberlite corridor to further define the Kelvin and Faraday kimberlites to a level sufficient to prepare the first resource statements for Kennady North, as well as drill testing newly identified geophysical targets within the corridor.

On May 28, 2013, the Company announced the successful completion of the 5,000 meter Kennady North 2013 winter drill program. Kimberlite was intersected in 24 out of 26 infill drill holes completed at the Kelvin and Faraday kimberlites with most intercepts ranging from a few meters to approximately 100 meters.

A preliminary interpretation of the drill results suggests the Kelvin kimberlite body and the Faraday kimberlite body should be treated separately. Both the Kelvin and Faraday kimberlites each have a strike of over 1 kilometer, trending southwest to the northeast, and appeared to be shallow dipping dyke structures.

Of significance in the main Kelvin kimberlite area were the broad intersections of 33.04 meters, 99.13 meters and 51.6 meters in three different holes (KDI-13-001, KDI-13-025 and KDI-13-027, respectively). The geometry of this area had yet to be confirmed, but indications were that the wide intersections were due to possible blows along the dyke system or the main Kelvin kimberlite may be coincident with a small kimberlite pipe.

The Faraday kimberlite contained two reasonable intersections of 19.31 meters and 6.43 meters in KDI-13-009 and KDI-13-012, respectively, both in the same central section. The geometry of the Faraday kimberlite is not yet as well understood as the Kelvin kimberlite. The full strike length of both the Kelvin and Faraday kimberlites has yet to be determined, but the results of the winter drill program aided in defining the strike length to a higher degree of confidence.

Two geophysical targets to the northwest of the Faraday kimberlite were selected for drill testing. The first drill hole (KDI-13-026) did not intersect kimberlite. Drilling of the second target (KDI-13-028) had to be abandoned on May 25, 2013, due to unstable ice conditions.

Kimberlite recovered from the 2013 winter drill program was dispatched to the Saskatchewan Research Council Geoscientific Laboratories for the recovery of diamonds by caustic fusion. The results of the analysis are summarized in tables 3 and 4 below.

The recovery of diamonds from the kimberlite was undertaken by caustic fusion methods performed at the Geoscientific Laboratories Diamond Services of the Saskatchewan Research Council, which is accredited to the ISO/IEC 17025 standard by the Standards Council of Canada as a testing laboratory for diamond analysis using caustic fusion. The combined caustic fusion diamond results for samples taken from the Kelvin and Faraday kimberlites are summarized below in Table 3.

**Table 3**

Total Weight (Kg)	Number of Diamonds According to Sieve Size Fraction (mm)													Total Diamonds
	+0.075 -0.106	+0.106 -0.150	+0.150 -0.212	+0.212 -0.300	+0.300 -0.425	+0.425 -0.600	+0.600 -0.850	+0.850 -1.180	+1.180 -1.700	+1.700 -2.360	+2.360 -3.350	+3.350 -4.750	+4.750	
1,103	3,139	2,285	1,283	823	552	289	199	78	40	13	4	2	1	8,708

Diamond recoveries for each of the kimberlites are provided in Table 4 below.

**Table 4**

Kimberlite	Sample Weight (Kg)	Macro Diamonds Recovered (>500 microns)	Micro Diamonds Recovered (<500 microns)	Macro Diamonds Weight (carats)	Sample Grade (carats/tonne)
Kelvin	987.24	393	6,687	8.024511	8.13
Faraday	115.86	67	1,561	1.292030	11.23
<b>Total</b>	<b>1,103.10</b>	<b>460</b>	<b>8,248</b>	<b>9.316541*</b>	<b>8.44</b>

\*Total weight of the sample is 10.06 carats

### Summer Drill Program - 2013

During the week of July 15, 2013 the Company commenced a 2,500 meter drill program focussing both on land-based infill drilling at the north-west lobe of the Kelvin kimberlite.

Approximately 3,454 kilograms of kimberlite was recovered from 21 holes drilled at the Northwest Lobe of the Kelvin kimberlite. The kimberlite was processed at the Geoanalytical Laboratories Diamond Services at the Saskatchewan Research Council, which is accredited to the ISO/IEC 17025 standard by the Standards Council of Canada as a testing laboratory for diamond analysis using caustic fusion.

The 2013 Kelvin summer drill program, with results summarized in Table 5 below, returned an average sample grade of 4.56 carats per tonne.

**Table 5**

Total Weight (Kg)	Number of Diamonds According to Sieve Size Fraction (mm)												Total Diamonds
	+0.106 -0.150	+0.150 -0.212	+0.212 -0.300	+0.300 -0.425	+0.425 -0.600	+0.600 -0.850	+0.850 -1.180	+1.180 -1.700	+1.700 -2.360	+2.360 -3.350	+3.350 -4.750	+4.750	
3,314	3,753	3,219	1,996	1,349	713	432	214	94	43	7	4	0	11,824

\*Total weight of sample 15.11 carats

\*Sample grade: 4.56 carats per tonne

A total of 4.3 tonnes of kimberlite was recovered from Kelvin containing more than 16,000 microdiamonds of which 474 are commercial size diamonds. The Kelvin summer drill program returned a sample grade of 4.56 carats per tonne and the winter program returned a sample grade of 8.13 carats per tonne, for a combined 2013 sample grade of 5.38 carats per tonne. These grades confirm that the Kelvin kimberlite has both a coarse diamond size distribution as well as the potential to host a high grade diamond resource.

Table 6 below provides details of the number and weight of the plus 0.85mm "commercial" size diamonds recovered from the Kelvin summer drill program. Diamonds larger than 0.85mm can be sorted into categories with different price points and are considered, under Canadian Institute of Mining ("CIM") guidelines, to have "commercial" characteristics.

**Table 6**

	Sieve Size Fraction (mm)						Total	Sample Grade (carats/ tonne)
	+0.850 - 1.180	+1.180 - 1.700	+1.700 - 2.360	+2.360 - 3.350	+3.350 - 4.750	+4.750		
Number of Diamonds	214	94	43	7	4	0	362	
Weight (ct)	2.1069	2.2354	2.0089	2.1726	2.9033	0	11.4271	3.4481

\*Total sample weight 3,314kg

\*Total sample grade 4.56 carats/tonne

Table 7 below provides details of the characteristics of some of the largest diamonds recovered from the Kelvin 2013 summer drill program.

**Table 7**

Weight (carats)	Length (mm)	Width (mm)	Height (mm)	Description
1.06	7.00	4.50	3.30	Off-white, transparent, broken aggregate, inclusions
0.83	5.40	4.00	3.40	White/colorless, transparent, octahedral, broken, inclusions
0.53	4.80	4.00	2.70	Off-white, transparent, octahedral, <b>no inclusions</b>
0.49	5.00	3.60	3.00	Off-white, transparent, octahedral, minor inclusions
0.42	4.00	3.00	2.50	Off-white, transparent, octahedral, <b>no inclusions</b>

A total of 362 commercial size diamonds were extracted from 3,314 kilograms of kimberlite from the Kelvin 2013 summer drill program. By comparison, 112 commercial size diamonds were recovered from approximately 1,000 kilograms from the Kelvin 2013 winter drill program. This illustrates a high degree of consistency between the 2013 summer and winter samples of approximately one commercial size diamond for every nine kilograms of kimberlite.

While the 362 commercial size diamonds from the 2013 Kelvin summer drill program were recovered from the Northwest Lobe of the Kelvin kimberlite, the 110 commercial size diamonds recovered from the 2013 winter program came from sixteen different drill holes across the approximate one kilometer strike of the Kelvin kimberlite. Based on this, it is apparent that the Kelvin kimberlite hosts commercial size diamonds across the length and breadth of the kimberlite.

As announced on August 6, 2013, the 2013 Kelvin winter drill program (summarized in Table 8 below) returned a sample grade of 8.13 carats per tonne, which included a 2.48 carat diamond.

**Table 8**

Total Weight (Kg)	Number of Diamonds According to Sieve Size Fraction (mm)												Total Diamonds
	+0.106 -0.150	+0.150 -0.212	+0.212 -0.300	+0.300 -0.425	+0.425 -0.600	+0.600 -0.850	+0.850 -1.180	+1.180 -1.700	+1.700 -2.360	+2.360 -3.350	+3.350 -4.750	+4.750	
<b>987</b>	<b>1,590</b>	<b>1,043</b>	<b>668</b>	<b>468</b>	<b>246</b>	<b>170</b>	<b>65</b>	<b>32</b>	<b>9</b>	<b>3</b>	<b>2</b>	<b>1</b>	<b>4,297</b>

\*Total weight of the sample 8.02 carats

\*Sample grade 8.13 carats/tonne

Table 9 below provides details of the number and weight of the plus 0.85mm “commercial” size diamonds recovered from the 2013 Kelvin winter drill program.

**Table 9**

	Sieve Size Fraction (mm)							Total	Sample Grade (carats/ tonne)
	+0.850 -1.180	+1.180 -1.700	+1.700 -2.360	+2.360 -3.350	+3.350 -4.750	+4.750			
<b>Number of Diamonds</b>	65	32	9	3	2	1	<b>112</b>		
<b>Weight (ct)</b>	0.7383	0.9922	0.7283	0.5598	1.6504	2.4789	<b>7.1479</b>	<b>7.2420</b>	

\*Total sample weight 987kg

\*Total sample grade 8.13 carats/tonne

Table 10 below summarizes the total 2013 Kelvin diamond recovery results, combining the 2013 winter and summer results.

**Table 10**

Total Weight (Kg)	Number of Diamonds According to Sieve Size Fraction (mm)												Total Diamonds
	+0.106 -0.150	+0.150 -0.212	+0.212 -0.300	+0.300 -0.425	+0.425 -0.600	+0.600 -0.850	+0.850 -1.180	+1.180 -1.700	+1.700 -2.360	+2.360 -3.350	+3.350 -4.750	+4.750	
<b>4,301</b>	<b>5,343</b>	<b>4,262</b>	<b>2,664</b>	<b>1,817</b>	<b>959</b>	<b>602</b>	<b>279</b>	<b>126</b>	<b>52</b>	<b>10</b>	<b>6</b>	<b>1</b>	<b>16,121</b>

\*Total weight of sample 23.13 carats

\*Total sample grade 5.38 carats/tonne

Table 11 below provides details of the total number and weight of the plus 0.85mm “commercial” size diamonds recovered in total during 2013.

**Table 11**

	Sieve Size Fraction (mm)						Total	Sample Grade (carats/tonne)					
	+0.850 1.180	- 1.180	+1.180 1.700	- 1.700	+1.700 2.360	- 2.360			+2.360 3.350	- 3.350	+3.350 4.750	- 4.750	+4.750
<b>Number of Diamonds</b>	279		126		52		10		6		1	<b>474</b>	
<b>Weight (ct)</b>	2.8452		3.2276		2.7372		2.7324		4.5537		2.4789	<b>18.5750</b>	<b>4.3188</b>

\*Total sample weight 4,301kg

\*Total sample grade 5.38 carats/tonne

Approximately 60 percent of the diamonds recovered from Kelvin during 2013 are classified as white and transparent. Most of the white diamonds have either no inclusions or only minor inclusions. Approximately 2 percent of the diamonds are classified as yellow and transparent with either no or only minor inclusions. The bulk of the remaining diamonds are classified as off-white and transparent.

#### [Winter Drill Program - 2014](#)

On February 7, 2014, the Company commenced its 2014 winter exploration program, which is expected to be completed by the end of May, 2014. A range of geophysics programs, including ground-penetrating radar and Ohmmapper was completed at both the Kelvin and Faraday kimberlites, which better defined the extent of the kimberlite emplacement, prior to commencing the delineation and infill drill program at the Kelvin kimberlite, which commenced during early March. The drill program is designed to increase the level of confidence in the dimensions of the Kelvin kimberlite main body and the northwest lobe, prior to the commencement of larger diameter drilling to recover the planned 25 tonne mini-bulk sample.

On April 15, 2014, the Company announced that delineation drilling intersected over 80 meters with substantially all of the kimberlite to the north and beyond the current Kelvin geological model, which is very encouraging because this development confirms the potential for additional tonnage at the Kelvin kimberlite.

On April 29, 2014, the Company announced that encouraging progress was being made with the larger diameter drilling underway at the Kelvin kimberlite and that over 16 tonnes of the planned 25 tonne mini-bulk sample had been recovered. In the same press release the Company said that during the drilling it had recovered a high quality white/colorless and transparent diamond measuring approximately 1mm in diameter. The diamond was found in core from the Kelvin hole at a down-hole depth of approximately 114 meters. The diamond is being sent to the Geoanalytical Laboratories Diamond Services at the Saskatchewan Research Council where it will be weighed, measured and photographed.

## **OUTLOOK**

Based on the results of the 2014 winter drill program, a follow-up 2014 summer drill program will be planned. The Company expects to be able to publish a maiden resource statement for Kennady North by the end of 2014.

## **FINANCIAL REVIEW**

*For the Three months ended March 31, 2014 compared to the three months ended March 31, 2013*

For the three months ended March 31, 2014, the Company recorded a net loss of \$4,223,011 or \$0.18, compared to a net loss of \$659,368 or \$0.04 for the same period in 2013.

Quarterly financial information for the past quarters since incorporation is shown in Table 1.

## SUMMARY OF QUARTERLY RESULTS

**Table 1 - Quarterly Financial Data**

Unaudited	Three months ended			
	March 31	December 31	September 30	June 30
	2014	2013	2013	2013
	\$	\$	\$	\$
<b>Earnings and Cash Flow</b>				
Interest and other income	484,443	24,237	11,852	5,943
Expenses	(4,707,140)	(824,617)	(2,041,124)	(2,364,205)
Net loss for period	(4,223,011)	(800,489)	(2,029,380)	(2,358,262)
Cash flow from operations	(2,435,136)	(1,516,238)	(868,669)	(3,063,944)
Basic and diluted loss per share	(0.18)	(0.30)	(0.11)	(0.13)
Investing activities	5,368	(11,959,075)	(156,466)	2,780,704
Financing activities	-	15,797,584	1,480,255	-
<b>Balance Sheet</b>				
Total assets	13,187,213	15,516,089	1,243,526	1,158,088

Unaudited	Three months ended			
	March 31	December 31	September 30	June 30
	2013	2012	2012	2012
	\$	\$	\$	\$
<b>Earnings and Cash Flow</b>				
Interest and other income	69,193	5,900	3,510	-
Expenses	(728,561)	(781,265)	(1,985,224)	-
Net loss for period	(659,368)	(775,365)	(1,981,714)	-
Cash flow from operations	(575,744)	(207,652)	(1,789,354)	-
Basic and diluted loss per share	(0.04)	(0.04)	(0.13)	-
Investing activities	290,476	(3,493,678)	3,510	-
Financing activities	-	2,938,080	3,000,000	-
<b>Balance Sheet</b>				
Total assets	3,479,997	4,117,733	1,357,234	1

### COSTS AND EXPENSES

The costs and expenses for the three months ended March 31, 2014 compared to the three months ended March 31, 2013 are comparable except for the following:

#### Exploration and evaluation expenses

Exploration and evaluation expenses for the three months ended March 31, 2014 were \$3,352,486 compared to \$578,866 for the same period in 2013. During February 2014 the Company commenced an extensive winter drill program on the Kennady North Project resulting in increased exploration and evaluation expenses. The winter drill program is expected to be completed in May 2014.

#### Management fees

Management fees for the three months ended March 31, 2014 were \$22,500 compared to \$60,000 for the same period in 2013. Effective, June 1, 2013, management fees were reduced as it was felt that certain costs should be charged directly to the Company and not indirectly through the management fee.

## **Professional fees**

Professional fees for the three months ended March 31, 2014 were \$12,085 compared to \$11,862 for the same period in 2013. This is mainly due to audit and legal fees incurred and are consistent with the prior period.

## **Share-based payment expense**

Share-based payment expense for the three months ended March 31, 2014 were \$1,181,390 compared to \$59,503 for the same period in 2013. During the first quarter of 2014, 350,000 options were granted which vested immediately compared 150,000 options granted in the same period which vested one third immediately, one third on the first anniversary and the balance vests on the second anniversary.

## **Interest and other income**

Interest and other income for the three months ended March 31, 2014 were \$34,238 compared to \$10,155 for the same period in 2013. The increase is a result of funds raised in 2013 which were invested in guaranteed investment certificates.

During the quarter ended March 31, 2014, exploration expenditures were renounced relating to the flow-through common shares from the October 2013 private placement and as a result, the flow-through premiums were recognized in the statement of comprehensive loss as other income totaling \$450,205 compared to \$59,038 for the same period in 2013.

## **INCOME AND RESOURCE TAXES**

The Company is subject to income taxes in Canada with the statutory income tax rate at 26.50%.

No deferred tax asset has been recorded in the financial statements as a result of the uncertainty associated with the ultimate realization of these tax assets.

The Company is subject to assessment by Canadian authorities, which may interpret tax legislation in a manner different from the Company. These differences may affect the final amount or the timing of the payment of taxes. When such differences arise the Company makes provision for such items based on management's best estimate of the final outcome of these matters.

## **FINANCIAL POSITION AND LIQUIDITY**

### **Operating Cash Flow**

Cash flow used for operations for the three months ended March 31, 2014 were \$2,435,136 compared with \$575,744 for the comparative period for 2013. This is a result of increased exploration and evaluation activities in 2014.

### **Investing Activities**

Investing activities for the three months ended March 31, 2014 amounted to \$5,368 compared to \$290,476 for the comparative period in 2013. During the quarter ended March 31, 2014, reclamation deposits of \$295,000 were made to the Mackenzie Valley Land and Water Board. Offsetting this was \$266,130 of redemption of short-term investments to fund operating expenditures and \$34,238 of income received from short-term investments. In the same period in 2013, \$280,321 of redemption of short-term investments were made to fund operating expenditures and \$10,155 of income received from short-term investments.

### **Financing Activities**

During the three months ended March 31, 2014 and March 31, 2013, there were no cash from financing activities.

## Cash Resources and Liquidity

At March 31, 2014, the Company reported working capital of \$10,511,630 (\$13,847,937 working capital as at December 31, 2013), including cash and short-term investments of \$12,322,067 (\$15,017,965 at December 31, 2013). The short-term investments reflected in the March 31, 2014 and December 31, 2013 figures were guaranteed investment certificates held with a major Canadian financial institution with nominal counter party credit risk associated with the bank. At March 31, 2014 and December 31, 2013, the Company had no long-term debt.

Since incorporation and until the effective date of the Arrangement, July 6, 2012, the Company's capital resources were minimal. On July 6, 2012, under the Arrangement, Kennady Diamonds was funded with \$3,000,000 of cash from Mountain Province.

In October, 2012, the Company announced that it had arranged a non-brokered private placement of flow-through and non-flow-through common shares, for aggregate gross proceeds of \$3,000,000, and that it would issue up to \$300,000 of flow-through common shares at a price of \$1.45 per share, and approximately \$2,700,000 of non-flow-through common shares at a price of \$1.15 per share. The proceeds of the private placement were used primarily for the Company's 5,000 meter winter drill program at Kennady North which commenced in March 2013.

The non-brokered private placement closed on November 7, 2012. The Company issued 196,793 flow-through common shares for gross proceeds of \$285,350, and 2,360,564 non flow-through common shares for gross proceeds of \$2,714,649.

In August 2013, the Company closed a non-brokered private placement of flow-through common shares and non-flow-through common shares, at the prices of \$1.80 per share and \$1.50 per share respectively. The Company issued 34,300 flow-through common shares for gross proceeds of \$61,740, and 958,840 non flow-through common shares for gross proceeds of \$1,438,260.

In October 2013, the Company, by way of a non-brokered and brokered private placement, raised gross proceeds of \$14 million. The Company issued 1,157,100 flow-through common shares for gross proceeds of \$6,364,050, and 1,608,621 non flow-through common shares for gross proceeds of \$7,640,950.

In December 2013, the Company closed a non-brokered private placement of flow-through common shares for gross proceeds of \$2,290,484.

Kennady Diamonds has no source of operating cash flows and has an ongoing requirement for investment to fund exploration of its mineral properties. The Company relies on the sale of equity securities to fund property acquisitions, exploration, capital investments and administrative expenses, among other things.

The Company's primary mineral asset is in the exploration stage and, as a result, the Company has no source of revenues. In the three months ended March 31, 2014, the Company incurred a loss, and had negative cash flow from operating activities, and will be required to obtain additional sources of financing to complete its business plans going into the future. The Company at May 12, 2014 has sufficient capital to finance its operations, including exploration, for the next twelve months.

## OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

## SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Company's audited financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These audited financial statements include estimates, which, by their nature, are uncertain and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and

future periods. These estimates are based on historical experience, current and future economic conditions, and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

i) Significant Judgments in Applying Accounting Policies

The areas which require management to make significant judgments in applying the Company's accounting policies in determining carrying values include, but are not limited to:

a) *Impairment analysis – Mineral Properties*

The Company reviews its mineral properties for impairment based on results to date and when events and changes in circumstances indicate that the carrying value of the assets may not be recoverable. IFRS 6 - *Exploration for and evaluation of mineral resources* and IAS 36 – *Impairment of assets* ("IAS 36") requires the Company to make certain judgments in respect of such events and changes in circumstances, and in assessing their impact on the valuations of the affected assets. The Company's assessment is that as at March 31, 2014, there are no indicators of impairment in the carrying value of its mineral properties.

ii) Significant Accounting Estimates and Assumptions

The areas which require management to make significant estimates and assumptions in determining carrying values include, but are not limited to:

a) *Impairment analysis – Mineral Properties*

The Company reviews its mineral properties for impairment based on results to date and when events and changes in circumstances indicate that the carrying value of the assets may not be recoverable. If indicators of impairment are identified, management will perform an impairment test in accordance with IAS 36. IAS 36 requires the Company to make certain judgments, assumptions, and estimates in determining the estimate of the net recoverable amount. Impairments are recognized when the carrying values exceed management's estimate of the net recoverable amounts associated with the affected assets. The values shown on the balance sheet for Mineral Properties represents the Company's assumption that the amounts are recoverable. As a result of the numerous variables associated with the Company's judgments and assumptions, the precision and accuracy of estimates of recoverable amount is subject to significant uncertainties, and may change significantly as additional information becomes known.

b) *Stock options*

The stock option pricing model requires the input of highly subjective assumptions including the expected life and volatility. Changes in the subjective input assumptions can materially affect the fair value estimate.

c) *Deferred taxes*

Deferred income tax assets and liabilities are determined based on differences between the financial reporting and tax bases of assets and liabilities and on unused losses carried forward, and are measured using the substantively enacted tax rates that are expected to be in effect when the differences are expected to reverse or losses are expected to be utilized. Deferred tax assets are recorded to recognize tax benefits only to the extent that, based on available evidence, including forecasts, it is probable that they will be realized. The Company has not recorded the benefit of any tax losses or deductible temporary differences.

## **STANDARDS, AMENDMENTS AND INTERPRETATIONS TO EXISTING STANDARDS THAT ARE NOT YET EFFECTIVE AND HAVE NOT BEEN ADOPTED EARLY BY THE COMPANY**

At the date of authorization of these condensed interim financial statements, certain new standards, amendments and interpretations to existing standards have been published but are not yet effective, and have not been adopted early by the Company.

The Company anticipates that all of the relevant pronouncements will be adopted in the Company's accounting policy for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Company's financial statements is provided below. Certain other new standards and interpretations have been issued but are not expected to have a material impact on the Company's condensed interim financial statements and are therefore not discussed below.

### **IFRS 9 – Financial Instruments**

The IASB issued IFRS 9 "Financial Instruments" ("IFRS 9") which proposes to replace IAS 39 "Financial Instruments: recognition and measurement". The replacement standard has the following significant components: establishes two primary measurement categories for financial assets — amortized cost and fair value; establishes criteria for classification of financial assets within the measurement category based on business model and cash flow characteristics; and eliminates existing held to maturity, available-for-sale, and loans and receivable categories.

In November 2013, the IASB issued an amendment to IFRS 9 which includes a new hedge model that aligns accounting more closely with risk management, as well as enhancements to the disclosures about hedge accounting and risk management. Additionally as the impairment guidance in IFRS 9, as well as certain limited amendments to the classification and measurement requirements of IFRS 9 is not yet complete, the tentative required effective date to apply IFRS 9 is January 1, 2018. Entities may apply IFRS 9 before the IASB completes the amendments, but are not required to. The Company will evaluate the impact of the change to its financial statements based on the characteristics of its financial instruments at the time of adoption.

## **FINANCIAL INSTRUMENTS**

The Company's financial instruments are described in Note 4 to the Company's accompanying audited financial statements.

## **RELATED PARTY TRANSACTIONS**

In accordance with IAS 24 *Related Parties*, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

The Company's related parties include its key management, the Company's directors, and their close family members. Mountain Province and the Gahcho Kué Joint Venture, in which Mountain Province holds an interest, are also related parties since the Company and Mountain Province have common members of key management and certain directors. The Company is charged a monthly management fee by Mountain Province which includes an allocation for the services of key management.

Related party transactions are recorded at their exchange amount, being the amount agreed to by the parties. Outstanding balances are generally settled in cash.

The Company had the following transactions and balances with its related parties including key management personnel, Mountain Province and the Gahcho Kué Joint Venture which includes the monthly management fee charged by Mountain Province, and reimbursement of expenses incurred on the Company's behalf by Mountain Province and the Gahcho Kué Joint Venture. The transactions with key management personnel are in the nature of remuneration.

	<b>March 31, 2014</b>	December 31, 2013
The total of the transactions:		
Management fee and reimburseable expenses charged by Mountain Province	\$ 22,500	\$ 152,500
Remuneration of key management personnel	<b>1,237,564</b>	233,684

The remuneration expense of directors and other members of key management personnel for the three month period ended March 31, 2014 and the year ended December 31, 2013 were as follows:

	<b>Three months ended March 31, 2014</b>	<b>Year ended December 31, 2013</b>
Consulting fees	\$ 56,174	\$ 117,205
Share-based payments	<b>1,181,390</b>	116,479
	<b>\$ 1,237,564</b>	<b>\$ 233,684</b>

## CONTRACTUAL OBLIGATIONS

The Company has no contractual obligations at March 31, 2014 other than a management services agreement with Mountain Province, for an annual amount of approximately \$90,000. The contract can be terminated at any time by either party without penalty.

## OTHER MANAGEMENT DISCUSSION AND ANALYSIS REQUIREMENTS

### RISKS

Kennady Diamond's business of exploring and developing mineral resources involves a variety of operational, financial and regulatory risks that are typical in the mining industry. The Company attempts to mitigate these risks and minimize their effect on its financial performance, but there is no guarantee that the Company will be profitable in the future, and investing in the Company's common shares should be considered speculative.

Kennady Diamond's business of exploring and developing mineral properties is subject to a variety of risks and uncertainties, including, without limitation:

- risks and uncertainties relating to the interpretation of drill results, the geology, grade and continuity of mineral deposits;
- mining exploration risks, including risks related to accidents, equipment breakdowns or other unanticipated difficulties with or interruptions in production;
- the potential for delays in exploration activities or the completion of studies;
- risks related to the inherent uncertainty of exploration and cost estimates and the potential for unexpected costs and expenses;
- risks related to foreign exchange fluctuations and prices of diamonds;
- risks related to commodity price fluctuations;
- the uncertainty of profitability based upon the Company's limited life and resultant losses;
- risks related to failure of the Company to obtain adequate financing on a timely basis and on acceptable terms, particularly given recent volatility in the global financial markets;
- risks related to environmental regulation, permitting and liability;
- political and regulatory risks associated with mining and exploration;
- aboriginal rights and title;
- failure of plant, equipment, processes and transportation services to operate as anticipated;
- possible variations in ore grade or recovery rates, permitting timelines, capital expenditures, reclamation activities, land titles, and social and political developments, and other risks of the mining industry; and
- other risks and uncertainties related to the Company's prospects, properties and business strategy.

As well, there can be no assurance that any further funding required by the Company will become available to it, and if so, that it will be offered on reasonable terms, or that the Company will be able to secure such funding. Furthermore, there is no assurance that the Company will be able to secure new mineral properties or projects, or that they can be secured on competitive terms.

## **DISCLOSURE OF OUTSTANDING SHARE DATA**

The Company's common shares are listed on the TSX Venture Exchange under the symbol KDI. There are an unlimited number of common shares without par value authorized to be issued by the Company.

At May 12, 2014, there are 22,857,675 shares outstanding, and 1,100,000 options granted by the Company.

## **DISCLOSURE CONTROLS AND PROCEDURES**

As a TSX Venture Issuer, the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the unaudited condensed interim financial statements as at March 31, 2014, and this accompanying Management's Discussion and Analysis.

In contrast to the certificates under National Instrument 52-109 ("NI 52-109") (Certification of Disclosure in an Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification does not require representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting as defined in NI 52-109, and management has not completed such an evaluation. The inherent limitations on the ability of the certifying officers to design and implement disclosure controls and procedures and internal control over financial reporting as defined in NI 52-109 for the issuer may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

## **CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS**

*Certain of the statements made and information contained herein is "forward-looking information" within the meaning of the Ontario Securities Act. Forward-looking information may include, but is not limited to, statements with respect to the success of exploration activities, future mineral exploration, permitting time lines, requirements for additional capital, sources and uses of funds, the estimation of mineral reserves and mineral resources, the realization of mineral reserve and mineral resource estimates, future remediation and reclamation activities, the timing of activities and the amount of estimated revenues and expenses. Forward-looking information is based on various assumptions including, without limitation, the expectations and beliefs of management, the assumed long term price of diamonds; that the Company can access financing, appropriate equipment and sufficient labour and that the political environment where the Company operates will continue to support the development and operation of mining projects. Should underlying assumptions prove incorrect, or one or more of the risks and uncertainties described below materialize, actual results may vary materially from those described in forward-looking statements. Accordingly, readers are advised not to place undue reliance on forward-looking statements.*

*Forward-looking information is subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking information, including, without limitation, risks and uncertainties relating to foreign currency fluctuations; risks inherent in mining including environmental hazards, industrial accidents, unusual or unexpected geological formations, ground control problems and flooding; delays or the inability to obtain necessary governmental permits or financing; risks associated with the estimation of mineral resources and reserves and the geology, grade and continuity of mineral deposits; the possibility that future exploration, development or mining results will not be consistent with the Company's expectations; the potential for and effects of labor disputes or other unanticipated difficulties with or shortages of labor or interruptions in production; failure of plant, equipment or processes to operate as anticipated; actual ore mined varying from estimates of grade, tonnage, dilution and metallurgical and other characteristics; the inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses, diamond price fluctuations; uncertain political and economic environments; changes in laws or policies, and other risks and uncertainties, including those described under Risks.*

*Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations. The Company undertakes no obligation to publicly update or review the forward-looking statements whether as a result of new information, future events or otherwise, other than as required under applicable securities laws.*

#### **Cautionary Note to U.S. Investors – Information Concerning Preparation of Resource Estimates**

*This MD&A has been prepared in accordance with the requirements of the securities laws in effect in Canada, which differ from the requirements of United States securities laws. Unless otherwise indicated, all resource and reserve estimates included in this MD&A have been prepared in accordance with NI 43-101 and the Canadian Institute of Mining and Metallurgy Classification System. NI 43-101 is a rule developed by the Canadian Securities Administrators which establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects.*

*Canadian standards, including NI 43-101, differ significantly from the requirements of Industry Guide 7 promulgated by the United States Securities and Exchange Commission (“SEC”) under the United States Securities Act of 1933, as amended, and resource and reserve information contained herein may not be comparable to similar information disclosed by U.S. companies. In particular, and without limiting the generality of the foregoing, the term “resource” does not equate to the term “reserves”. Under U.S. standards, mineralization may not be classified as a “reserve” unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. The SEC’s disclosure standards under Industry Guide 7 do not define the terms and normally do not permit the inclusion of information concerning “measured mineral resources”, “indicated mineral resources” or “inferred mineral resources” or other descriptions of the amount of mineralization in mineral deposits that do not constitute “reserves” by U.S. standards in documents filed with the SEC. U.S. Investors should also understand that “inferred mineral resources” have a great amount of uncertainty as to their existence and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an “inferred mineral resource” will ever be upgraded to a higher category. Under Canadian rules, estimated “inferred mineral resources” may not form the basis of feasibility or pre-feasibility studies except in rare cases. Investors are cautioned not to assume that all or any part of an “inferred mineral resource” exists or is economically or legally mineable.*

*Disclosure of “contained ounces” (or “contained carats”) in a resource is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report mineralization that does not constitute “reserves” by SEC standards as in place tonnage and grade without reference to unit measures. The requirements of NI 43-101 for identification of “reserves” are also not the same as those of the SEC’s Industry Guide 7, and reserves reported by the Company in compliance with NI 43-101 may not qualify as “reserves” under Industry Guide 7 standards. Accordingly, information concerning mineral deposits set forth herein may not be comparable with information made public by companies that report in accordance with U. S. standards.*

On behalf of the Board of Directors,

*“Patrick Evans”*

Patrick Evans  
President & CEO  
May 12, 2014