



MANAGEMENT'S DISCUSSION AND ANALYSIS FIRST QUARTER ENDED MARCH 31, 2014

Notice to Reader:

The accompanying management's discussion and analysis for the first quarter ended March 31, 2014 has been prepared by management and approved by the Audit Committee and the Board of Directors of the Company. The Company's auditors have reviewed the management's discussion and analysis. Financial information is presented in Euros and, where appropriate, in United States dollars, in accordance with International Financial Reporting Standards as adopted by the International Accounting Standards Board. Readers are cautioned that this financial information contains certain forward-looking information as described in management's discussion and analysis.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following management's discussion and analysis ("MD&A") was prepared as at May 9, 2014 and should be read in conjunction with, and is qualified by, the Company's financial statements and related notes for the periods indicated. The interim financial statements have been prepared in Euros and in accordance with International Financial Reporting Standards as adopted by the International Accounting Standards Board.

INTRODUCTION

EURO Ressources S.A. ("EURO" or the "Company") is a French company and is listed on Euronext in Paris.

Financial statements of the Company are presented in Euros (€ or euros). The functional currency of EURO is the United States dollar, since this is the currency in which its major transactions, such as income from royalties, and the related cash are denominated. Certain additional information are presented in these financial statements in United States dollars (US\$) and in Canadian dollars (C\$).

The currency exchange rate used to present financial statements in euros was €1 for US\$1.3777 for balance sheet items at March 31, 2014 (€1 for US\$1.3791 as at December 31, 2013). The average currency exchange rate for the first quarter ended March 31, 2014, used to present the Company's income and cash flow statements, was €1 for US\$1.3689 (first quarter ended March 31, 2013: €1 for US\$1.3206), except for significant transactions translated at the exchange rate of the date of the transaction.

STATEMENTS REGARDING FORWARD-LOOKING INFORMATION

This MD&A contains forward-looking statements, with respect to the Company's financial condition, results of operations, business prospects, plans, objectives, goals, strategies, future events and capital expenditure. Words such as "anticipates", "expects", "intends", "plans", "forecasts", "projects", "budgets", "believes", "seeks", "estimates", "could", "might", "should", and similar expressions identify forward-looking statements. Although the Company believes that its plans, intentions and expectations reflected in these forward-looking statements are reasonable, the Company cannot be certain that these plans, intentions or expectations will be achieved. Actual results, performance or achievements could differ materially from those contemplated, expressed or implied by the forward-looking statements contained in this MD&A. These statements may include comments regarding the closing of certain transactions including acquisitions and offerings and expectations of future participation rights payments.

OVERVIEW

EURO currently owns a royalty on the Rosebel gold mine in Suriname (the Rosebel royalty) which is owned and operated by IAMGOLD Corporation ("IAMGOLD"). EURO receives quarterly payments from IAMGOLD on this royalty.

The Rosebel royalty paid by IAMGOLD applies to the first 7 million ounces of gold produced from the mine and the related payments are calculated on the basis of gold production at the Rosebel mine and the market price of gold based on the London PM fixing price. As of March 31, 2014, the Rosebel mine has produced 3.6 million ounces of gold and there remains 3.4 million ounces of gold under the royalty contract.

The royalty is calculated based on 10% of the excess gold market price above US\$300 per ounce for soft and transitional ore, and above US\$350 per ounce for hard rock ore, and, in each case, after deducting a fixed royalty of 2% of production paid in-kind to the Government of Suriname.

IAMGOLD France S.A.S., a wholly owned subsidiary of IAMGOLD, owned approximately 86% at March 31, 2014 (86% at December 31, 2013) of all outstanding shares of EURO.

RESULTS OF OPERATIONS

First quarter ended March 31, 2014 compared to first quarter ended March 31, 2013

EURO recorded a net profit of €3.6 million (€0.059 per share) for the first quarter of 2014 compared to €5.8 million (€0.093 per share) for the first quarter of 2013.

EURO recorded revenues of €6.0 million for the first quarter of 2014, a decrease of 37% compared to revenues of €9.6 million during the first quarter of 2013. Revenues are essentially attributable to the Rosebel royalty of €5.9 million (first quarter of 2013: €9.5 million). The decrease in revenues is substantially due to the lower average gold price during the first quarter of 2014 of US\$1,293 per ounce of gold compared to US\$1,632 per ounce of gold during the same period in 2013 for €2.2 million, the decrease in gold production with 84,313 ounces of gold produced in the first quarter of 2014 as compared to 94,120 ounces of gold produced during the first quarter of 2013 for €1.0 million, and the strengthened euro currency for €0.4 million.

Operating expenses for the first quarter of 2014 were €0.2 million, which is similar to the same period in 2013.

The decrease in amortization expense to €0.13 million (first quarter of 2013: €0.15 million) is substantially due to the decrease in gold production at the Rosebel mine.

EURO recorded an income tax expense of €2.1 million for the first three months of 2014 compared to €3.4 million during the first quarter of 2013. The decrease is mainly due to lower revenues.

OUTLOOK

In 2014, the Rosebel royalty is expected to provide cash flow to the Company of between approximately €25.8 million and €27.3 million (US\$33.5 million and US\$35.6 million). These pre-tax numbers assume a gold price of US\$1,300 per ounce and an exchange rate of €1 for US\$1.3. The Rosebel royalty production is anticipated to be approximately between 347,000 and 368,000 ounces in 2014. EURO's cash flow will primarily be affected by income tax payments, since there are no tax losses carried forward to offset any future revenue. EURO expects its cash-flow will be adequate to meet all corporate and related expenses.

KEY FINANCIAL DATA

Quarterly financial information

(In millions of euros, except per share data)	2014 Q1	2013 Q1
Revenues from ordinary activities	€ 6.0	€ 9.6
Profit before income tax	€ 5.7	€ 9.2
Income tax expense	€ 2.1	€ 3.4
Net profit	€ 3.6	€ 5.8
Net profit per share, basic	€ 0.059	€ 0.093
Net profit per share, fully diluted	€ 0.059	€ 0.093
Total assets	€ 32.9	€ 35.8

Quarterly data

(In millions of euros, except per share data)	2014 Q1	Q4	2013 Q3	Q2	Q1	Q4	2012 Q3	Q2
Revenues from ordinary activities	€ 6.0	€ 5.1	€ 7.4	€ 7.2	€ 9.6	€11.1	€10.2	€10.1
Net cash flow from (used in) operating activities	€ 1.8	€ 4.3	€ 2.2	€ 3.1	€ 8.2	€ 6.9	€ 6.0	€(0.4)
Net profit	€ 3.6	€ 9.8	€ 4.4	€ 3.7	€ 5.8	€ 7.4	€ 5.7	€ 5.5
Net profit per share, basic	€0.059	€0.157	€0.070	€0.060	€0.093	€0.117	€0.091	€0.089
Net profit per share, diluted	€0.059	€0.157	€0.070	€0.060	€0.093	€0.117	€0.091	€0.089

LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents at March 31, 2014 totaled €9.8 million (December 31, 2013: €8.0 million). All of the cash and cash equivalents are unrestricted. EURO expects to have sufficient cash flow to fund its on-going operational needs.

During the first quarter of 2014, EURO has continued to invest some of its cash surplus in money market investments that were compliant with its short-term investment strategy to ensure reasonable return with an appropriate level of risk.

SHARE CAPITAL

During 2013, EURO put in place a share repurchase plan. This share repurchase plan was submitted and approved by the Combined General Meeting of June 25, 2013. The acquisition, disposal or transfer of these shares may be achieved by any means on the market or over the counter, including block trades (without limit), until December 24, 2014.

In 2013, EURO repurchased 5,180 of its own shares, at an average price of €2.36 per share for a total amount of €20,000 (including commission and legal fees). In the first quarter of 2014, EURO repurchased 91 of its own shares, at an average price of €2.72 per share for a total amount of €195. The total amount was allocated to additional paid-in capital. On February 21, 2014, the Board approved the cancellation of 5,180 treasury shares repurchased. Accordingly, share capital was reduced based on the nominal value for an amount of €52 corresponding to the par value of the shares cancelled, which was allocated to the share premium account.

As at March 31, 2014, and the date of this report, the Company had 62,491,190 common shares outstanding, of which 91 were held by EURO, with a par value of €0.01 per share. There were no shares issued during the first quarter of 2014 and in 2013.

Future distributions of dividends will be proposed by the Board of Directors after taking into account various factors, including EURO's net profit, financial condition, current and anticipated cash needs, and will be subject to shareholders' approval. The amount of distributable dividends is based on the annual financial statements prepared in accordance with French GAAP.

As at March 31, 2014 and the date of this report, the Company's share capital was as follows (in millions of euros):

Par	€ 0.62
Additional Paid-In-Capital	0.08
Total Share Capital	€ 0.70

CRITICAL ACCOUNTING ESTIMATES

Preparation of EURO's financial statements requires the use of estimates and assumptions that can affect reported amounts of assets, liabilities, revenues and expenses. Accounting policies relating to current and future values, depreciation, depletion or amortization, future royalty payments, equipment, and expense accruals are subject to estimates and assumptions regarding reserves, gold recoveries, future gold prices and future mining activities.

RELATED PARTY TRANSACTIONS

IAMGOLD France S.A.S., an indirect wholly owned subsidiary of IAMGOLD, is the majority shareholder of EURO (approximately 86% of all outstanding and diluted shares). Management fees incurred from IAMGOLD during the first quarter of 2014 were €0.05 million (first quarter of 2013: €0.06 million) and payable at March 31, 2014 were €0.03 million (December 31, 2013: €0.02 million).

DISCLOSURE CONTROLS AND PROCEDURE AND INTERNAL CONTROL OVER FINANCIAL REPORTING

The Directeur-Général and the Directeur-Général Délégué have reasonable assurance that material information relating to the Company are known to them. The Directeur-Général and the Directeur-Général Délégué have concluded that the Company's disclosure controls and procedures and internal control over financial reporting are effective.

ADDITIONAL INFORMATION

Additional information relating to EURO Ressources S.A. is available on SEDAR at www.sedar.com. Information related to the Rosebel royalty can be found at IAMGOLD's website at www.iamgold.com. Further requests for information should be addressed to:

Benjamin Little
Directeur-Général
Tel: +1 416 933 4954
Email: blittle@euroressources.net

Line Lacroix
Directeur-Général Délégué
Manager Finance
Tel: +1 450 677 2056
Email: llacroix@euroressources.net