MANAGEMENT'S DISCUSSION AND ANALYSIS ("MD&A")

The following discussion and analysis includes financial information from, and should be read in conjunction with, the audited financial statements of the Company for the period from May 31, 2010, the date of incorporation, to December 31, 2010 and the notes thereto, appearing elsewhere in this Prospectus, as well as the disclosure contained throughout this Prospectus.

Overall Performance

The Corporation was incorporated on May 31, 2010 and has elected to have a December 31 year end. The business of the Corporation is mineral resource exploration and development. The Corporation is engaged in the exploration for minerals and is currently focused on base and precious metal exploration on the Stephens Lake Property located at Stephens Lake in the Province of Manitoba ("the Property"). The Stephens Lake area is located about 10 km northeast of the sheared boundary of the Trans-Hudson Orogen and the Superior Province. The area is covered by extensive glacial ground moraine and lacustrine deposits. The Corporation has been primarily focused on the acquisition and exploration of the Property noted above and on raising capital. Toward those ends, the Company has (i) acquired a 100% interest in the Property; (ii) raised sufficient funds to undertake initial exploratory work on the Property and meet working capital requirements; and (iii) commissioned an independent technical report on the Property (completed January 10, 2011). As of December 31, 2010, the Corporation has raised an aggregate of $829,000 (of which $799,000 was in cash) through the sale of its securities for cash and the acquisition of the Property.

Financial Information

The following table summarizes selected financial data from the audited financial statements for the period from incorporation on May 31, 2010 to December 31, 2010, and should be read in conjunction with such statements and related notes, contained in the company's Prospectus:

Item	**Period from May 31, 2010** (date of incorporation) **to December 31, 2010 (audited)**
Revenue	Nil
Expenses	$68,183
Net Loss	$68,183
Current Assets	$849,479
Resource Property	$32,223
Total Assets	$881,702
Current Liabilities	$120,885
Working Capital	$728,594
Shareholders' Equity	$760,817
Number of Shares Outstanding	21,890,000[1]

Results of Operations

The financial statements reflect the Corporation's financial condition from its inception on May 31, 2010 to December 31, 2010. To December 31, 2010, the Corporation has raised aggregate proceeds of $829,000 ($799,000 in cash) through the sale of its securities. The financial statements for the period ended December 31, 2010 reflect the Corporation's start-up costs and initial operations. There are no comparable prior periods as the Corporation was incorporated on May 31, 2010. As at December 31, 2010, the Corporation had issued 19,390,000 shares for cash consideration of $799,000 and 2,500,000 shares to acquire the Property. In addition to the share consideration valued at $30,000 the Corporation paid the further sum of $2,223 in cash for total consideration for the acquisition of the Property of $32,223. To date, $18,273 of expenditures have been incurred on the Property. These costs were incurred in the preparation of the Independent Report for the Property which establishes the initial Phase of the exploration program for the Property. For the period from May 31, 2010 through to December 31, 2010 the Corporation incurred $49,910 in general and administrative expenses. These expenses are comprised of $10,000 in management consulting fees, $11,900 in audit expense, $22,769 in legal fees and $3,500 in management support and office rent and $1,781 in office and miscellaneous expenses. The Net Loss for the

period ending December 31, 2010 was $68,183, resulting in a basic and diluted loss per share of $0.005 based on an average number of Common shares outstanding of 12,139,000 during the period.

Working Capital

As at December 31, 2010 the Corporation had working capital of $728,594, including cash of $842,050. (Of this amount, $637,446 was held in trust by the Corporation's lawyers and was subsequently released to the Corporation during Q1 2011). The Corporation has no cash flow from operations and is dependent upon raising equity to sustain its operations.

Outstanding Share Data

The Corporation's authorized share capital consists of an unlimited number of Common Shares without par value. At December 31, 2010 there were 19,390,000 Common Shares issued and outstanding which were issued for aggregate consideration of $829,000.00. At December 31, 2010 there were common share purchase warrants outstanding to purchase an aggregate of 8,000,000 Common Shares. Each warrant entitles the holder to purchase one Common Share at $0.05 with all warrants expiring on January 15, 2015. Subsequent to December 31, 2010 the Corporation has issued an additional 6,635,000 Common Shares at a price of $0.10 per share for aggregate proceeds of $663,500.

Changes in Accounting Policies

There are no proposed changes in accounting policies.

Critical Accounting Estimates

The Corporation's significant accounting policies for the period ended December 31, 2010 are presented in Note 2 of the audited financial statements. As stated in Note 2 (b), the preparation of financial statements in accordance with generally accepted accounting principles requires management to make certain estimates and assumptions. Such estimates may have a significant impact on the financial statements.

The Corporation regularly reviews these estimates; however, actual amounts could differ from the estimates used and may accordingly affect the results of operations.

These estimates include:

- *The carrying values of mineral properties*
- *The valuation of future income taxes and allowances*
- *The valuation of financial instruments*

Financial Instruments

The Corporation's significant accounting policies regarding its financial instruments are set out in Note 2 (c) and (d) of the financial statements. The Corporation's financial instruments consist of cash, receivables, and accounts payable and accrued liabilities. Management is of the opinion that the Corporation is not exposed to significant interest rate, currency or credit risks arising from these financial instruments. As at December 31, 2010 the Corporation had total cash of $842,050, (Of this amount, $637,446 was held in trust by the Corporation's lawyer and was subsequently released to the Corporation during Q1 2011), sales tax receivable of $7,429, and current payables and accrued liabilities of $22,419.

Off-Balance Sheet Arrangements

The Corporation does not have any off-balance sheet arrangements.

Contractual Obligations for Next Five Years

The Corporation has no contractual obligations over the next five years. There are no outstanding option or purchase payments with respect to the Property. In years where no work is completed on the Property, the Corporation is required to make annual payments to the government of Manitoba to keep the Property in good standing. As no work was undertaken in 2010, a payment of $18,511.50 is due in the first quarter of 2011. The Corporation has entered into a business services agreement with Grove Capital for corporate

and administrative support and office space. The terms of this agreement are $3,500 per month with six months' notice required for termination. Grove Capital is a related party to the Corporation.

Adoption of New Accounting Standards

Transition to International Financial Reporting Standards ("IFRS")

Canadian publicly accountable enterprises will be required to adopt IFRS in replacement of Canadian generally accepted accounting principles ("**GAAP**") on January 1, 2011. This transition is effective for the Corporation on January 1, 2011, and will require the Corporation to present its financial statements under IFRS starting with its first quarterly report dated March 31, 2011, and where applicable, with restated comparative information for the comparative quarter ended in 2010 also under IFRS. As the Corporation was in its start up phase in 2010 and did not prepare quarterly statements during that time, it is not anticipated that there will be any difficulties in preparing its financial statements in accordance with IFRS.

Impact of Adopting IFRS on the Corporation's Financial Statements:

It is anticipated the adoption of IFRS may result in changes to the Corporation's accounting policies that are applied in the recognition, measurement and disclosure of balances and transactions in its financial statements.

The following provides a summary of the Corporation's evaluation of potential changes to accounting policies in key areas based on the current standards and guidance within IFRS. This is not intended to be a complete list of areas where the adoption of IFRS will require a change in accounting policies, but to highlight the areas the Company has identified as having the most potential for a significant change.

First Time adoption (IFRS 1)

IFRS 1 provides guidance to entities on the general approach to be taken when first adopting IFRS. The underlying principle of IFRS 1 is retrospective application of IFRS standards in force at the date an entity first reports using IFRS. IFRS 1 acknowledges that full retrospective application may not be practical or appropriate in all situations and prescribes:

- Optional exemptions from specific aspects of certain IFRS standards in the preparation of the Company's opening balance sheet; and
- Mandatory exceptions to retrospective application of certain IFRS standards.

The Corporation has not yet identified optional exemptions that it expects to adopt in its preparation of an opening IFRS statement of financial position as of January 1, 2011. Additionally, IFRS 1 contains disclosure requirements to highlight changes made to financial statement items due to the transition to IFRS. IFRS 1 does not permit changes to estimates that have been made previously. Accordingly, estimates used in the preparation of the Corporation's opening IFRS statement of financial position will be consistent with those made when preparing the Corporation's financial statements under current GAAP. If necessary, estimates will be adjusted to reflect any differences in accounting policies.

Impairment (IAS 36)

IFRS requires the use of a one-step impairment test (impairment testing is performed using discounted cash flows) rather than the two-step test under GAAP (using undiscounted cash flow as a trigger to identify potential impairment loss). IFRS requires reversal of impairment losses where previous adverse circumstances have changed; this is prohibited under GAAP. Impairment testing should be performed at the asset level for long-lived assets and intangible assets.

Where the recoverable amount cannot be estimated for individual assets, it should be estimated as part of a Cash Generating Unit ("**CGU**").

The Corporation's accounting policies related to impairment testing will be changed to reflect these differences; however, the Corporation does not expect this change will have an immediate impact to the carrying value of its assets. The company will perform impairment assessments as at the transition date in accordance with IFRS.

Share-based payments (IFRS 2)

Per IFRS, the forfeiture rate, with respect to share options, needs to be estimated by the Corporation at the grant date instead of allowing for the recognition of the entire compensation expense and only recording actual forfeitures as they occur. The Corporation does not expect any changes to its accounting policies related to share-based payments that would result in a significant change to line items within its financial statements.

Mineral property interests, exploration and evaluation costs (IFRS 6)

Under IFRS, the Corporation would be required to develop an accounting policy to specifically and consistently identify which expenditures on exploration and evaluation activities will be recorded as assets. Unlike IFRS, GAAP indicates that exploration costs may initially be capitalized if the Corporation considers that such costs have the characteristics of property, plant and equipment. Exploration and evaluation assets shall be classified as either tangible or intangible according to the nature of the assets acquired. The Corporation expects to continue capitalizing acquisition costs and expensing exploration costs as incurred. The Corporation does not expect the adoption of IFRS to result in a significant change to the related line items within its financial statements.

Impact on the business

The business processes of the Corporation are simple and no major challenges are expected at this point to operate under IFRS. The Corporation has no compensation arrangements that will be affected by the IFRS implementation. The Corporation's Stock Option Plan is not affected by ratios or financial targets. Business processes will be monitored during the following months to detect and address any previously unidentified IFRS conversion issues.

Liquidity and Capital Resources

To date the Corporation has financed its operations through the sale of its securities. The Corporation generated aggregate consideration of $829,000, $799,000 in cash consideration, and $30,000 for the acquisition of the Property. On December 17, 2010, the Corporation split its shares on a two-for-one basis; all numbers herein have been adjusted for the split. During Q3, 8,000,000 Units comprised of one Common Share of the Corporation and one warrant to purchase a Common Share of the Corporation, exercisable at $0.05 until January 15, 2015 were sold. The units were sold for $0.01 for total cash proceeds from the unit sale of $80,000. 6,000,000 Common Shares were sold at a price of $0.03 per share for cash proceeds of $180,000. During Q4, 5,390,000 Common Shares were sold at $0.10 for cash consideration of $539,000. To December 31, 2010 total cash consideration received from the issuance of these securities is $799,000. Further, during Q3, the Corporation issued 2,500,000 Common Shares to acquire the Property with a share value of $30,000 bringing total consideration received from the issuance of securities to $829,000. Subsequent to year-end, an additional 6,635,000 Common Shares were issued during Q1 2011 at $0.10 per share for cash consideration of $663,500, resulting in a total aggregate consideration of $1,492,500 from the sale of securities ($30,000 non-cash consideration).

The Corporation has no source of revenue, income or cash flow. It is wholly dependent upon raising monies through the sale of its Shares to finance its business operations.

The Corporation is required to have sufficient funds to complete the Stage 1 recommended work program, to meet twelve months of general and administrative expenses and the Corporation plans to retain approximately $1,130,000 of unallocated working capital. The estimated cost to complete the Stage 1 recommended work program is $130,000. Twelve months of general and administrative expense is estimated to be $210,000.

The Corporation may require additional funds to support its working capital requirements or for other purposes and may seek to raise additional funds through public or private equity funding, bank debt financing or from other sources. There can be no assurances that this capital will be available in amounts or on terms acceptable to the Corporation, or at all.

Off-Balance Sheet Arrangements

During the period from incorporation to September 30, 2010 there were no off-balance sheet arrangements to which the Corporation was committed.

Transactions with Related Parties

Other than the contract with Grove Capital referred to above, the Corporation has not entered into any related party transactions.

Additional Disclosure for Venture Issuers Without Significant Revenue

As the Corporation has no revenue from operations since its incorporation in May of 2010, the following is a breakdown of the material costs incurred:

	From May 31,2010 to December 31, 2010
Capitalized or Expensed Exploration and Development Costs	$18,273
Accounts Payable	$22,419
General and administrative expenses	$49,910
Share Issue Costs	-
Other material costs (capitalized, deferred or expensed) not referred to above	-

Additional Disclosure for Junior Issuers

The estimated available funds of the Corporation are expected to fund the operations of the Corporation for 24 months. During that time the Corporation will undertake the recommended work program on the Property and seek out additional acquisitions.