

ACADEMY EXPLORATIONS LIMITED

Management Discussion and Analysis
For the six month period ended October 31, 2012

This Management Discussion and Analysis (“MD&A”) of Academy Explorations Limited (the “Company”) provides analysis of the Company’s financial results for the six month period ended October 31, 2012. The following information should be read in conjunction with the accompanying unaudited financial statements and the notes thereto. This MD&A was prepared using information that is current as of December 21, 2012, unless otherwise stated.

This discussion includes certain statements that may be deemed “forward-looking statements”. All statements in this discussion other than statements of historical facts, that address future acquisitions and events or developments that the Company expects are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or development may differ materially from those forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, regulatory approvals, continued availability of capital and financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and that actual results or developments may differ materially from those projected in the forward-looking statements.

Overall Performance:

Management's strategy is to stay liquid while searching for an appropriate opportunity with a private corporation that is looking to expand its operations by acquiring control of, or investment capital from, a publicly owned company such as Academy.

Management has decided to invest in public and private mutual funds without jeopardizing liquidity with the potential to earn greater income albeit with higher risk than investing solely in guaranteed investment certificates

We have looked at some prospective deals. In all cases the private corporation was not yet mature enough or the amount to be invested was too great relative to our capital resources. By mature, we mean their length of time in business was greater than two years, their latest annual gross revenue was greater than one million dollars, and latest annual net profit was greater than 5%.

We hold by our belief that rather than wind-down Academy, or resume mineral exploration, our shareholders' investment can be best put to work by Academy finding the right opportunity for investment in, merger with or a reverse take-over by, another corporation.

We are also considering direct investment in residential and retail real estate.

Management continues to make efforts to reduce Academy's operating expenses.

Selected Annual Information:

	2012	2011	2010	2009	2008
Total revenue:	\$1,171	\$12,990	\$ -	\$3,229	\$13,316
Total net loss:	(49,209)	(29,014)	(45,852)	(42,857)	(34,084)
Net loss per share:	(3.14¢)	(1.85¢)	(2.93¢)	(2.73¢)	(2.17¢)
Total assets:	\$439,600	\$490,274	\$519,704	\$565,848	\$603,784
Total long-term liabilities	Nil	Nil	Nil	Nil	Nil
Cash dividends declared per share:	Nil	Nil	Nil	Nil	Nil

Summary of quarterly results:

	Oct. 31, 2012	July 31, 2012	April 30, 2012	Jan. 31, 2012	Oct. 31, 2011	July 31, 2011	April 30, 2011	Jan. 31, 2011
Total revenue:	\$130	\$4,796	\$1,171	\$ -	\$ -	\$ -	\$2,410	\$10,580
Total net income (loss):	\$(18,977)	\$(4,500)	\$10,222	\$(10,823)	\$(19,114)	\$(9,050)	\$(8,690)	\$1,290
Net income (loss) per share:	(1.21¢)	(0.29¢)	(0.64¢)	(0.70¢)	(1.22¢)	(0.58¢)	(0.53¢)	0.08¢

As at October 31, 2012, the Company had working capital of \$410,236. Management believes this working capital will be sufficient to fund its activities. Management plans to still maintain a high degree of liquidity in Academy's investment portfolio (currently the only source of income) to cover Academy's monthly operating expenses and to enable the efficient implementation of an investment in, merger with or a reverse take-over by, another corporation, when and if appropriate.

Until a merger or business is found to make Academy more active again, management still intends to look into investing Academy's portfolio with greater diversity, while maintaining a high degree of liquidity and low risk.

Financial Instruments and Other Risks

The company's financial instruments consist of cash in bank, guaranteed investment certificates, bankers acceptance notes, private mutual funds redeemable on demand and accounts payable and accrued liabilities. Except for the private mutual fund, the carrying value is the same as the cost because of their short term nature and maturities. The cost of the mutual funds is \$382,654, its market value as of October 31, 2012 was \$437,920. The carrying value of the mutual fund is provided by the fund manager on request.

Transactions with related parties:

Mrs. Rae Appleby is the President and major shareholder of Academy and receives an annual salary of \$12,000.

Paul Appleby is a Director and CFO and receives an annual salary of \$12,000.

Share Capital

The company has issued 1,567,234 common shares.

Other Information

Additional information relating to the Company is available on SEDAR at www.sedar.com.

Paul Appleby, Director and Secretary, acting in the capacity of Chief Financial Officer.