

# Management's Discussion and Analysis of Financial Condition and Operations

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## Basis of Presentation and Transition to IFRS

**Starrex Mining Corporation Ltd.** (“Company”) has now adopted International Financing Reporting Standards (“IFRS”) for Canadian publicly accountable enterprises. Prior to the adoption of IFRS, we followed Canadian Generally Accepted Accounting Principles (“Canadian GAAP”). While IFRS has numerous similarities to Canadian GAAP, several corporate accounting policies have changed as a result of the IFRS transition. The most significant accounting policy changes with an impact on the results of our operations are discussed in more detail in the several “Accounting Changes” sections of this Management Discussion and Analysis of Financial Condition and Operations (“MD&A”).

This MD&A should be read in conjunction with our audited annual financial statements as at and for the period ending 31 December 2011, which have been prepared using IFRS, and the provisions of National Instrument 51-102, and should also be read in conjunction with the unaudited financial statements herewith which were prepared after the mandatory adoption of IFRS and which were included in this MD&A for the for the period ended 30 June 2012. Copies of all relevant financial documents, including interim Company filings to date, may also be referenced on the regulatory filings website -- [www.SEDAR.com](http://www.SEDAR.com). This MD&A has been prepared as at 28 August 2012.

## Company Overview

Your Company Management continues to regularly review and evaluate merger and/or acquisition (M&A) and reverse take-over (RTO) proposals in both the resource and industrial business sectors. The continuing third party interest in a Starrex transaction is largely based on the required regulatory timing, costs and general difficulties in obtaining new private or public financing by way of new stock offerings or private equity placements under prospectuses and/or offering circulars governing new financings by third parties, with special emphasis on the current financial market uncertainties.

It remains Management’s intent to ensure that following a change-in-control or comparable transaction our Shareholders will continue to retain a meaningful residual equity interest in the successor entity. This policy dictates the need for intensive pre-deal negotiations and due diligence investigations involving the principals, both management and financial, of the interested third party entities.

Your Management has maintained that the following corporate valuation criteria must be considered among the Starrex corporate assets of tangible value -- as is our Stock Exchange-listed Company which has remained in good standing for many years.

In addition to our free cash position -- Starrex also brings to the negotiation table the following tangible and intangible corporate assets; namely:

- A modest, and entirely “clean” capitalization -- comprised exclusively of only 3.4-million outstanding common shares, fully diluted.
- No senior or dilutive Starrex securities are potentially in issue -- or currently committed for issue -- except for a modest aggregate of Treasury shares reserved for Directors' incentive stock options from time to time.

- Widespread North American stakeholder distribution – totaling about 1,500 shareholders -- which includes multiple accounts held by a number of major institutional intermediaries, primarily international financial and brokerage firms.
- Net free Treasury cash and equivalent hard assets, largely cash, aggregating about \$850,000.
- A corporate history of successful mining business operations (profitable Canadian gold mine from 1986 through about 2000).
- Starrex has maintained position in its regulatory good standing through a Toronto Stock Exchange (currently Venture -- NEX Board) listing since our 1982 incorporation.

The Company's common shares are listed on the NEX Board of the **TSX Venture Exchange (Symbol : STX.H)** -- and continues to maintain non-registered listing status on the **U.S. OTC BB (Symbol : STXMF)**.

The Company's current assets and operations largely comprise, in addition to cash, generally passive income-producing investments in equity positions in diverse public and private companies, both related and unrelated, as determined by the Directors, which are maintained while Management continues to pursue an acceptable M&A or RTO transaction, as described above. Though Management remains optimistic that an advantageous transaction will be concluded within a reasonable time frame (see “Significant Current Events and Status” section below), no conclusion can presently be foreseen or reported on as to the possible timing, or successful outcome, or otherwise, of any ongoing negotiations that can result in the closing of a transaction.

## **Significant Current Events and Status**

### **Other M&A Transaction Negotiations**

Which we have considered as a model prospect for a transaction, Management has been in negotiation, after comprehensive due diligence investigations, on an M&A/RTO transaction with an established U.S. financial corporation with a business model comprising three (3) profitable operating segments; namely; mortgage banking; real estate brokerage; and an insurance agency. Aggregate income (all U.S. dollars; unaudited) at the 2010 year-end was about \$9.0-million, with net income reported as over \$500,000. Total assets were reported at that date at \$31.5-million, with current liabilities of \$24-million, and included partners’ capital of \$7.4-million. These negotiations are currently pending because the business proposal to Starrex shareholders included an inadequate ownership position in the proposed merged business entity.

### **Financial Condition**

During the period under review (the Six Months ended 30 June 2012), the Company's current asset position declined to \$802,000 from \$832,000 at the prior year-end reflecting modest expenditures to cover general office expenses and due diligence costs. Aside from a long term loan from a related party, accounts payable comprising routine office operating expenses increased from \$31,000 at the prior year-end to \$46,500 currently. Such expenditures for current operating and corporate overhead requirements vary modestly for each reporting period largely for due diligence investigations required for proposed M&A and RTO transactions under consideration by Management, as described under the “Company Overview” section of this MD&A.

### **Tambao Mining Project**

In late 2005, Starrex acquired for a nominal consideration by way of a divestment from another company, a controlling interest in the Tambao (Burkina Faso) manganese project which has remained, to our best knowledge, in a care-and-maintenance status since the late 1990s.

This manganese mining prospect was first acquired and held under a 1992 Convention (the published Government Agreement document) entered into with the Government of Burkina Faso. High fuel and energy costs continue to make commercial Tambao mining operations uneconomic despite recently improved, but very volatile, manganese ore market prices. The extended shutdown of Tambao's mining development has made the legal status of the mining rights granted under the 1992 Convention uncertain and subject to adverse Government decisions without any firm commitment to adequately finance a timely mining plan. Currently, the legal status of this project remains uncertain and without tangible value attributable to Starrex.

#### **Nominal Starrex Share Valuation**

Reflecting the approximately 3.4-million Starrex common shares (fully diluted) currently outstanding, each share has a nominal value, largely in cash, near its recent market trading price -- which does not include the added market valuation that may be attributed to our modest capitalization; to our seasoned (over 25 years) corporate position as a Stock Exchange-listed security; to our widely distributed North American shareholder base -- and to our significant free Treasury cash, and cash equivalents, financial condition -- as more particularly described under the "Company Overview" section of this MD&A.

#### **Overview of Financial Performance**

During the period under review (Six Months ending 30 June 2012), the Company maintained its working and operating capital position materially unchanged -- which is currently held largely in cash, short term Chartered bank-issued financial instruments and other cash-equivalent securities. Operating expenses during the period under review remained limited to basic administrative overhead which only nominally impacts the Company's cash position on an annual basis.

#### **Results of Operations**

During the period under review -- investment income was nominal due to the continuing low market interest rate environment for Canadian Government and Chartered Bank securities. Revenue, largely investment income, for the period under review declined to \$2,594, from last year's \$3,388. Operating and administration expenses for the period under review aggregated about \$48,000 (which included nominal non-cash stock-based compensation expense). The expenses for each period were largely attributable to the office and personnel costs of due diligence investigations incurred in several ongoing new business negotiations and investigations referred to in the "Company Overview" section of this MD&A. The reported net loss per share for each reporting period was one cent (0.01) per share.

#### **Liquidity and Capital Resources**

At the end of the period under review, current assets aggregated \$802,000, a modest decline from \$832,000 reported at the prior year-end. Current liabilities for both reporting periods remained unchanged at about \$280,000, which largely comprised a loan (\$234,826) payable to a related party and which is not subject to interest accruals or a firm repayment date.

#### **Cash Flow Statement**

Taking into account the variable maturities and timing of short term Government and Chartered Bank fixed income investments which comprised the primary free cash asset position of the Company at the end of each period under review, the cash flow position of the Company remained substantially unchanged compared with the prior year end.

#### **Share Capital Analysis**

As at the date of this MD&A, the share capital of the Company continued to comprise exclusively 3,429,566 common shares, unchanged for several years. There are no dilutive securities outstanding

or committed for issue, including, without limitation, senior or convertible securities and share purchase warrants or options requiring the future issuance of new Company share capital, except for 80,000 common share Director incentive stock options exercisable at a price of \$0.50 per share; first exercisable as to one-third of the aggregate in October 2008, and as to a further one-third of the aggregate exercisable in each of October 2009 and October 2010. The options have a term of five years ending in October 2012.

### **Accounting Policies**

The Company has accepted and employs the now mandated IFRS accounting policy on reporting its financial condition in accordance with IFRS standards, with all amounts stated in Canadian dollars. The ongoing significant accounting policies are more particularly described in the Notes hereto and in those provided with the audited Financial Statements for the year ending 31 December 2011.

### **Quarterly Information**

Due to the generally inactive and passive status of the Company's limited state of its business activities, comparisons between the Company's current period under review and the 8 prior quarterly periods are not considered meaningful.

### **Segmented Information**

The statements and projections herein are limited to one reportable operating segment which, for the purposes of this MD&A, is limited to the Company's presently largely passive investment positions. There is no current need to differentiate between geographic areas of business operations until more material expenditures or investments are required from the Company for business activities which will require the commitment of material Company cash resources in different businesses or for clearly differentiated purposes in different geographic or political jurisdictions.

### **Use of Financial Instruments**

The Company has not entered into any conventional or other financial instruments designed to minimize its investment risk, currency risk or commodity risk. No off-balance sheet arrangements have been established nor are there any pending plans to do so. The limited scale of the Company's current and foreseeable operations do not warrant consideration of any special financial undertakings or instruments.

### **Transactions with Related Parties**

The Company's related party transactions deal exclusively with routine, intermittent payments of modest administrative fees for essential corporate services rendered by the Company's Chief Executive Officer and Chief Financial Officer, respectively. The fees are generally paid annually and are more particularly described in the Notes to the audited Financial Statements for the year ending 31 December 2011. The remuneration to Directors is based on payments of \$250 for each Director's Meeting attended in person or by way of telephone conference calls, plus out-of-pocket expenses incurred in connection with their attendance at such Meetings, or as otherwise incurred in furtherance of their duties as Directors. No Director or corporate officer is currently indebted to the Company nor have they been indebted to the Company during 2011, and during the 2012 fiscal year to date. The Company has no pension plan for Directors or corporate officers or employees.

## **Capital Disclosures**

The Company's objectives when managing capital is to maintain its ability to continue as a going concern in order to provide return for Shareholders and benefits for other Shareholders and to ensure sufficient resources are available to meet day-to-day operating management.

The Company considers the items included in Shareholder's equity as capital. The Company manages its capital structure and makes adjustments to it, in order to have funds available to support its corporate activities.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the modest current business and financial size of the Company, is reasonable.

The Company is not subject to externally imposed capital requirements and there has been no change in the overall capital risk management strategy during the year.

## **Financial Risk Factors**

The Company is exposed in varying degrees, though considered modest for the size of the Company, to a variety of financial instrument related risks; as follows:

### **Credit Risk**

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is in its cash and cash equivalents. This risk is managed through the use of a major chartered bank which is a high credit quality financial institution as determined by rating agencies.

### **Liquidity Risk**

Liquidity risk arises through the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available capital in order to meet its liquidity requirements.

### **Market Risk**

The only significant market risk exposure to which the Company is currently exposed is interest rate risk. The Company's exposure to interest rate risk relates to its ability to earn interest income on otherwise inactive cash balances at variable rates. The fair value of the Company's cash and cash equivalents are relatively unaffected by normal changes in short term interest rates.

## **Disclosure Controls and Procedures**

The Company's Chief Executive Officer and Chief Financial Officer ("Disclosure Committee") are responsible for establishing and maintaining the Company's disclosure controls and procedures, including adherence to the Disclosure Policy adopted by the Corporation. The Disclosure Policy requires all staff employees to keep the Disclosure Committee fully apprised of all material information affecting the Company so that the Committee may evaluate and discuss this information and determine the appropriateness and timing for public release, if so decided. Access to such material information by the Disclosure Committee is facilitated by the modest size of the Company's senior management group and the regular communications engaged in between them.

The Disclosure Committee, after evaluating the effectiveness of the Company's disclosure controls and procedures as of the end of the 31 December 2011 annual auditing period, has concluded that the Company's disclosure controls and procedures were adequate and effective to ensure that material information relating to the Company and its subsidiaries would have become known to them.

The Company's Disclosure Committee is also responsible for the design of internal controls over financial reporting. The fundamental issue has been determined as ensuring that all transactions are properly authorized and identified and entered into a well designed and clearly understood system on

a timely basis to minimize risk of inaccuracy, failure to fairly reflect transactions, failure to fairly record transactions necessary to present financial statements in accordance with generally accepted

accounting principles, unauthorized receipts and expenditures, or the inability to provide assurance that unauthorized acquisition or dispositions of assets can be detected.

The relatively small size of the Company and its currently largely inactive status makes the described identification and authorization process reasonably efficient and is considered an efficient process for reviewing internal controls over financial reporting. To the extent possible, given the Company's modest business operations, and utilizing professional outsourcing for part of the process, the internal control procedures provide for the clear separation of duties for receiving, approving, coding and handling of invoices, entering transactions into the accounts, writing cheques and completing and recording wire requests. As of 31 December 2011, the Company's Disclosure Committee has concluded that the Company's system of internal controls is adequate and reasonably comparable to those of issuers of a similar size and inactive business nature. There have been no changes during the most recent reporting period, being the fiscal year ended 31 December 2011, in the Company's internal controls over its financial reporting that have affected or would reasonably be expected to affect its financial reporting.

### **Convergence with International Financial Reporting Standards (“IFRS”)**

In February 2008, the CICA announced that Canadian generally accepted accounting principles for publicly accountable enterprises will be replaced by International Financial Reporting Standards (“IFRS”) for fiscal years beginning on or after January 1, 2011. Accordingly, the said IFRS have been adopted for these unaudited Financial Statements. The conversion from Canadian GAAP to IFRS is now applicable to the Company's reporting for the 2012 fiscal year. The Company is now required to apply all of the relevant IFRS standards which were effective for the fiscal year ending December 31, 2011.

The components of a complete set of IFRS-compliant financial statements are: statement of financial position (balance sheet), comprehensive income statement of changes in equity, statement of cash flows, and notes including accounting policies. The income statement is presented as a component of the statement of comprehensive income. The balance sheet is presented in ascending or descending order of liquidity. The income statement is classified by nature of items or by each major functional area.

*The Company has decided to elect to use the historical cost carrying values as determined under Canadian GAAP for transitional purposes.*

*The Company has determined that there is no impact from the costs of property, plant and equipment upon transition as at January 1, 2011 and for the 2012 fiscal year.*

*The Company has recognized option expense on a graded basis that is consistent with the IFRS 2 amortization methodology and had no unvested options at January 1, 2011. Accordingly, the Company has determined that there has not been a transitional impact at January 1, 2011.*

Based on work completed so far the Company has determined that the adoption of IFRS does not have a pervasive impact on its present systems and processes. The Company has implemented certain minor changes to the general ledger account descriptions as well as the calculation methodologies currently in use for certain specific financial statement areas, including asset impairment and share-based compensation. The Company has evaluated the effectiveness of any significant changes to controls, if any, to prepare for certification under IFRS in 2012.

The Company's first financial statements prepared in accordance with IFRS were the financial statements for the three-months ending March 31, 2011, which included notes disclosing transitional information and disclosure of the new accounting policies under IFRS.

## **Critical Accounting Estimates**

The preparation of financial statements in conformity with IFRS standards require management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Significant estimates made by the Company include factors affecting valuations of stock-based compensation, share purchase warrants, and of its income tax accounts. The Company regularly reviews its estimates and assumptions; however, actual results could differ from these estimates and these differences could be material.

## **Outlook**

The Company will continue to evaluate for the purpose of closing an M&A/RTO transaction, diverse equity and investment offering proposals that will likely involve a corporate change-in-control. Refer to the "Company Overview" section of this MD&A for the status of certain of the Company's current negotiations and policies with respect to certain potential transactions that may receive active consideration. Management considers that the Company's "clean" financial condition and its interesting intangible assets (for reference see "Company Overview" section) can profitably be capitalized on by way of a business transaction that can offer tangible growth potential to the prospective joint venture. In-house reviews of proposed business combinations concentrate on the integrity and industry experience of the target company's principals and senior management -- including hard evidence establishing their longer term personal and financial commitments to the future merged entity.

On Behalf of the Board:  
per: S. Donald Moore; President  
28 August 2012

## ***Forward-Looking Statements***

*Certain statements contained or incorporated in this MD&A which deal with the Company's financial condition and operating results, including information, analyses and projections as to future corporate developments which are currently in the planning stage, and on the projected operating financial performance of the Company, constitute forward-looking statements. Such forward-looking statements, made with special reference to the Company's ongoing merger and acquisition negotiations, involve known and unknown risks and uncertainties that could cause actual events and results to differ materially from those estimated or anticipated and which may have been implied or expressed in such forward-looking statements. No conclusions as to the successful outcome of the ongoing and planned business projects and diversification negotiations in which the Company is involved are intended nor implied nor can they be foreseen or predicted prior to definitive corporate announcements as to their outcome.*

*Furthermore, the forward-looking statements contained in this MD&A are made as of the date hereof and the Company does not undertake any obligations to update publicly, or to revise any of the included forward-looking statements, whether as a result of new information, future events, or otherwise. The forward-looking statements contained in this MD&A are expressly qualified by this cautionary statement.*