Management's Discussion and Analysis of Financial Condition and Operations

General

The accompanying Management's Discussion and Analysis ("MD&A") of **Starrex Mining Corporation Ltd.**, (the "Company") for the fiscal year ending 31 December 2010 should be read in conjunction with the accompanying audited Financial Statements of the Company, and the Notes thereto, for the fiscal year ending 31 December 2009, and the prior interim unaudited Financial Statements of the Company, which have been filed pursuant to the provisions of National Instrument 51-102. Copies of all relevant financial documents and interim corporate filings to date may also be referenced on the regulatory filings website -- **www.SEDAR.com**. This MD&A has been prepared as at 27 April 2011.

Company Overview

Company Management continues to review and evaluate an increasing number of merger and/or acquisition (M&A) and reverse take-over (RTO) proposals in both the resource and industrial business sectors. The expanding third party interest in a Starrex transaction may be based on the reported regulatory costs and difficulties in obtaining public financing by way of new stock offerings or private equity placements under prospectuses and offering circulars governing new financings.

Starrex Management remains dedicated to ensuring that, following any change-in-control transaction, our Shareholders will continue to retain a meaningful residual equity interest in the successor business operation. This policy requires intensive negotiations and wide-ranging due diligence investigations involving the principals, both management and financial, of the interested third party entities.

Your Management has continued to insist that the following corporate valuation criteria must be included among the Starrex corporate assets -- as a Stock Exchange-listed company in good standing for many years. In addition to the Starrex cash position -- we can also bring the following tangible and intangible assets to the bargaining table; namely:

- Our clearly modest and “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 (80,000 shares exercisable at about current market trading prices).
- Widespread North American shareholder distribution -- estimated to aggregate in excess of 1,500 shareholders -- which includes multiple accounts held by many international institutional intermediaries, primarily major financial firms.
- Net free Treasury cash and equivalent hard assets, largely cash, aggregating near $1,000,000.
- A corporate history of successful business operations (profitable gold mine from 1986 through about 2000) -- with Starrex having maintained its regulatory good standing, with a Toronto Stock Exchange (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 a non-registered listing on the **U.S. OTC BB (Symbol : STXMF)**. The Company's current assets and operations largely comprise, in addition to cash, passive, generally income-producing investments in equity positions in diverse public and private companies, both related and unrelated, as determined by the Directors, which positions will be maintained while continuing to pursue an acceptable M&A or RTO transaction. Though Management is optimistic that an acceptable transaction will be concluded in a reasonable time frame (see "Significant Current Events and Status" section below), no conclusion can presently be foreseen or reported as to the possible timing, or successful outcome, or otherwise, of any ongoing negotiations that can result in a transaction closing.

Significant Current Events and Status

Pattern of M&A Transaction Negotiations

Strictly as a model prospect, Management recently negotiated, after acceptable due diligence investigations, an M&A/RTO transaction with an established U.S. financial corporation with a proven 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 30 September 2010 was about $9.0-million, with reported net income of over $500,000. Total assets reported at that date were $31.5-million, with current liabilities of $24-million, and with partners' capital of $7.4-million. These negotiations were not successful because the Starrex shareholders were not offered an acceptable ownership position in the proposed merged business entity.

Financial Condition

During the period under review (the fiscal year ending 31 December 2010), the Company's current asset and current liability positions reflect the requirements of Note #2 to the Financial Statements appended thereto. Relatively immaterial expenditures for current operating and corporate overhead requirements are reported, increased modestly during each reporting period largely for the expenses of 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. The Company also considers the interim acquisition of financial stakes in unrelated companies or other operating entities by investing part of our net free cash working capital in generally short term investment positions.

Tambao Mining Project

In late 2005, Starrex acquired, by way of a divestment from another company, for a nominal consideration, an interest in the Tambao (Burkina Faso) manganese project which had remained, to our best knowledge, in a care-and-maintenance status since the late 1990s. The project was originally acquired and held under a 1992 Convention entered into with the Government of Burkina Faso. High fuel and energy costs continue to make Tambao mining operations uneconomic despite currently improved, but highly volatile, manganese ore market prices. The extended shutdown of Tambao's mining operations has made the legal status of the mining rights granted under the 1992 Convention uncertain and subject to further material, possibly adverse, Government decisions. These rights may be deemed to not be in good standing -- and certainly without a firm commitment to adequately finance a mining plan for timely resumption of operations. At this time, the legal status of this project remains highly uncertain and without tangible value that can be attributed to the Company.

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 additional market valuation that may be attributed to our modest capitalization; to our seasoned (over 25 years) status 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 -- all as more particularly described under the "Company Overview" section of this MD&A.

Overview of Financial Performance

During the period under review, 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 Government and Chartered Bank securities. Revenue, largely investment income, for the period under review increased to $4,559, from last year's $3,295. Operating expenses for the period declined to $78,310 (which included non-cash stock-based compensation expense of $4,053), substantially unchanged from last year’s $88,061 (which included non-cash stock-based compensation expense of $5,227). The expenses for the period were largely attributable to the costs of due diligence investigations incurred in several new business negotiations and investigations, as described under the “Company Overview” section of this MD&A. The reported losses for each annual reporting period were two cents per share.

Liquidity and Capital Resources

At the end of the period under review, current assets aggregated $902,921, a modest decline from $969,529 reported at the prior year-end. Current liabilities for both reporting periods remained unchanged at about $265,000. Except for modest accrued current expenses, the current liabilities largely comprise a loan payable to a related party and is not subject to interest accruals.

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 maintained unchanged its long-standing accounting policy of reporting its financial condition in accordance with Canadian GAAP, 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 2010.

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 administrative fees for essential corporate services rendered by the Company's President and Secretary-Treasurer, respectively. These fees are generally paid annually and are more particularly described in the Notes to the appended audited Financial Statements for the year ending 31 December 2010. 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 2010, and during the 2011 fiscal year to date.

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 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 31 December 2010 end of the 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 Corporation and its subsidiaries would have been 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 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 2010, 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 nature. There have been no changes during the most recent reporting period, being the fiscal year ended 31 December 2009, in the Company's internal controls over 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. Companies will be required to provide IFRS comparative information for the previous fiscal year. Accordingly, the conversion from Canadian GAAP to IFRS will be applicable to the Company’s reporting for the first quarter of 2011 for which the current and comparative information will be prepared under IFRS. The Company is required to apply all of those IFRS standards which are effective for fiscal year ending December 31, 2011 and apply them to its opening January 1, 2010 balance sheet.

The Company’s IFRS implementation project consists of three primary phases which will be completed by a combination of external consultants.

1. Initial diagnostic phase (“Phase I”) – Involves preparing a preliminary impact assessment to identify key areas that may be impacted by the transition to IFRS. Each potential impact identified during this phase is ranked as having a high, moderate or low impact on our financial reporting and the overall difficulty of the conversion effort.

2. Impact analysis, evaluation and conversion phase (“Phase II”) – Involves the selection of IFRS accounting policies by senior management and the review by the audit committee, the quantification of the impact of changes on our existing accounting policies on the opening IFRS balance sheet and the development of draft IFRS financial statements.

3. Implementation and review phase (“Phase III”) – Involves training key finance and other personnel and implementation of the required changes to our information systems and business policies and procedures. It will enable the Company to collect the financial information necessary to prepare IFRS financial statements and obtain audit committee approval of IFRS financial statements.

The Company has substantially completed Phases I and Phase II and is currently engaged in Phase III.

The table below summarizes the expected timing of activities related to the Company’s transition to IFRS.

Initial analysis of key areas for which changes to accounting policies may be required.	Completed.
Detailed analysis of all relevant IFRS requirements and identification of areas requiring accounting policy changes or those with accounting policy alternatives.	Completed.
Assessment of first-time adoption (IFRS 1) requirements and alternatives.	Substantially completed.
Final determination of changes to accounting policies and choices to be made with respect to first-time adoption alternatives	Substantially completed.
Resolution of the accounting policy change implications on information technology, internal controls and contractual arrangements	Substantially completed.
Management and employee education and training	Throughout the transition and implementation process.
Quantification of the Financial Statement impact of changes in accounting policies	Throughout 2011.

The differences that have been identified in the diagnostic phase are summarized below.

a) Transitional Impact on Financial statement presentation

The Company’s financial statements will have a different format upon transition to IFRS.

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

Impact on Company: *The Company will reformat the financial statements in compliance with IAS 1.*

b) IFRS-1 Transitional policy choices and exceptions for retrospective application

IFRS-1 contains the following policy choices with respect to first time adoption that are applicable to the Company.

Property, plant & equipment:
IFRS-1 provides a choice between measuring property, plant and equipment at its fair value at the date of transition and using those amounts as deemed cost or using the historical valuation under the prior GAAP.

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

c) Mandatorily applicable standards with retrospective application (i.e., not specifically exempt under IFRS - 1)

Property, plant and equipment – cost:
IFRS: IAS 16 contains more extensive guidance with respect to components within PP&E. When an item of property, plant and equipment comprises individual components for which different depreciation methods or rates are appropriate, each component is accounted for separately (component accounting).
Canadian GAAP: Section 3061 essentially contains similar guidance but is less extensive.
Impact on Company: *The Company has determined that there is no impact upon transition as at January 1, 2010.*

Share based compensation:
IFRS: Under IFRS 2, graded vesting awards must be accounted for as though each installment is a separate award. IFRS does not provide for an election to treat the instruments as a pool and recognize expense on a straight line basis.
Canadian GAAP: Straight line basis is permissible under Canadian GAAP.
Impact on Company: *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, 2010. Accordingly, the Company has determined that there is no transitional impact at January 1, 2010.*

Impact on information systems and processes and controls:
Based on work completed so far the Company has determined that adoption of IFRS does not have a pervasive impact on its present systems and processes. The Company expects to implement certain minor changes to the general ledger account descriptions as well as the calculation methodologies currently in use for certain specific financial statement areas such as asset impairment, share based compensation, etc. The certifying officers are currently evaluating the effectiveness of, any significant changes to controls if any, to prepare for certification under IFRS in 2011.

Subsequent Disclosures:
The Company's first financial statements prepared in accordance with IFRS will be the interim consolidated financial statements for the three months ending March 31, 2011, which will include notes disclosing transitional information and disclosure of new accounting policies under IFRS. The interim consolidated financial statements for the three months ending March 31, 2011, will also include 2010 consolidated financial statements for the comparative period, adjusted to comply with IFRS, and the Company’s transition date IFRS statement of financial position at January 1, 2010.

Critical Accounting Estimates

The preparation of consolidated financial statements in conformity with Canadian GAAP requires 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 consolidated 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 warrants and 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 an M&A or RTO transaction, diverse equity and investment offerings proposals involving a corporate new business and change in control. Refer to "Company Overview" section of this MD&A for the status of the Company's current negotiations and policies with respect to potential transactions under active consideration from time to time. Management considers that the Company's good financial condition and its interesting intangible assets (see "Company Overview" section) can profitably be capitalized on by way of a business transaction that offers tangible growth potential. In-house reviews of proposed business combinations concentrate on the integrity and industry experience of the target company's principals and senior management -- including evidence establishing their longer term financial commitments to a future merged entity.

On Behalf of the Board:
per: S. Donald Moore; President & CEO
27 April 2011

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.