

Management's Discussion and Analysis of  
**ELKHORN GOLD MINING CORPORATION**

For the years ended  
July 31 2010, 2009 and 2008

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### INTRODUCTION

The following Management's Discussion and Analysis ("MD&A") relates to the financial condition and results of operations of Elkhorn Gold Mining Corporation (the "Company") and should be read in conjunction with the Company's audited consolidated financial statements and related notes for the years ended July 31, 2010, 2009 and 2008 which are available for review at [www.sedar.com](http://www.sedar.com).

This MD&A was prepared as of October 20, 2011 and reports on the Company's activities to that date. The Company's Audit Committee and Board of Directors have reviewed and approved the disclosure contained in this Management's Discussion and Analysis. The results are expressed in Canadian dollars, unless otherwise noted. As used in this Management's Discussion and Analysis, the terms "we", "us", "our", the "Company" and "Elkhorn" mean Elkhorn Gold Mining Corporation.

**The Company's common shares are not listed on any stock exchanges as of the date of this MD&A and the Company is subject to Cease Trade Orders imposed on January 11, 2001 and January 3, 2001 by the Ontario and British Columbia Securities Commissions, respectively. Although it is the intention of the Company to have the Cease Trade Orders rescinded, there is no certainty that this will occur (See Section 1 – *Overview of the Company* and Section 13 – *Risks and Uncertainties* below).**

### FORWARD-LOOKING INFORMATION ADVISORY

Except for statements of historical fact related to the Company certain information and/or certain statements included in this MD&A constitute forward-looking statements. Such forward-looking statements can often, but not always, be identified by the use of words such as "can", "could", "believe", "propose", "anticipate", "intend", "consider", "estimate", "expect", or other variations of such expressions, or forward-looking statements may declare that certain measures, events or results "can", "could" or "will" be taken or occur or be attained. Forward-looking statements in this MD&A include, but are not limited to, statements relating to the Company's plan to have the cease trade orders revoked, have the common shares of the Company listed on a stock exchange and to acquire mineral properties. Such forward-looking statements involve known and unknown risks and uncertainties as well as other factors that could cause actual results, performances or achievements of the Company to differ materially from the future results, performances or achievements implied or suggested in such forward-looking statements. Such risks, uncertainties and other factors include but are not limited to: the ability of management and the directors of the Company to carry out their plans as stated in this MD&A, the likelihood of the cease trade orders being revoked and the Company's shares becoming listed on a stock exchange, the ability of the Company to acquire exploration targets, the ability of the Company to secure additional funding on favourable terms, and the risk factors discussed under the heading "Risk Factors" below. Readers are cautioned not to put undue reliance on forward-looking statements. These forward-looking statements are made as of the date of this MD&A and the Company disclaims any obligation to update any forward-looking statements in order to account for any events or circumstances that might occur after the date that such forward-looking statements were established except as required by applicable securities laws.

## **1. OVERVIEW OF THE COMPANY**

Elkhorn Gold Mining Corporation is a reporting issuer with its head office at Suite 1209 - 409 Granville Street, Vancouver, B.C., V6C 1T2. The registered and records office of the Company is located at 800-885 West Georgia Street, Vancouver, BC V6C 3H1.

The Company was incorporated under the laws of British Columbia on March 12, 1980 as Tremenco Resources Ltd. In 1985, the common shares of the Company became listed for trading on the Vancouver Stock Exchange, and in 1988 the Company's common shares became listed for trading on the Toronto Stock Exchange ("TSE").

The Company operated several mining projects from 1989 to 1997, and had approximately 125 employees. Ultimately, the Company's operations were unprofitable due to commodity prices at that time, and the Company's mines were put on care and maintenance standing. Seeking an economically viable project, in 1999 the Company purchased a mining project in Elkhorn, Montana, and the Company changed its name to Elkhorn Gold Mining Corporation on February 8, 1999.

Later in 1999, the State of Montana enacted anti-mining legislation which impacted the Company's mining projects; concurrently the price of gold declined. As a result of then low gold prices, market conditions and the public perception of Montana's mining legislation, the Company's directors decided to sell all of the Company's mining assets and focus on finding a "high-tech" venture to vend into the Company. In March 2000, the "dotcom bubble" burst and it became very difficult for the Company to find an appropriate high tech business.

In April 2000, the TSE notified the Company that it no longer met the TSE continued listing requirements and that it had one year to find a business to vend-in after which, if the Company had not found a business, the common shares of the Company would be delisted. In September 2000, the Company's shares were suspended from trading on the TSE. On October 19, 2000, the Company sold its mining properties in Montana and in the Northwest Territories to arms length third parties.

On January 22, 2001, the Company held its final Annual General Meeting ("AGM") before ceasing operations. At this AGM, the Company approved its audited financial statements for the years ended July 31, 2000 and July 31, 1999. The Company attempted to find a high tech business to acquire up until April 2001 and the Company continued to file its annual reports. On September 4, 2001, the Company's shares were delisted from the TSE for failure to meet continued listing requirements. Cease Trade Orders ("CTOs") were imposed on the Company by the Ontario Securities Commission and British Columbia Securities Commissions on January 11, 2001 and January 3, 2001, respectively.

Between April 2001 and July 2010, the Company was inactive and did not carry on any business. In August, 2010, the Company's remaining directors, Robert Trenaman and Stuart Wooldridge, commenced activity to determine if the company could be restored to issuer status.

On July 25, 2011, the British Columbia Supreme Court granted the Company relief (the "Order") from the consequences in law for its failure to hold annual general meetings, failure to prepare and send to shareholders financial and other required information for the financial years ended

July 31, 2001 to July 31, 2009 and failure to fulfill its other obligations during the Company's period of inactivity. The Order provides that the Company is to hold an annual and extraordinary general meeting of its shareholders (the "Meeting") on or before October 31, 2011 for purposes of:

- placing before the Meeting the financial statements of the Company and associated auditor's reports for the fiscal years ended July 31, 2010, 2009, and 2008;
- electing at least three directors; and
- appointing auditors for the Company and authorizing the directors to set the auditors' remuneration.

The Company held its annual and special meeting on October 11, 2011 in accordance with the terms of the court order. On August 26, 2011, a CTO revocation application was filed with the BC and Ontario Securities Commissions which seeks to have the CTO's revoked through filing of requests pursuant to National Policy 12-202 - *Revocation of a Compliance-related Cease Trade Order* ("NP 12-202") with the Ontario and British Columbia Securities Commissions, and ultimately the Company intends to apply for reinstatement of the listing and trading of its shares on a recognized Canadian stock exchange ("Exchange"). There are significant risks in the directors' plans at every stage and the Company may be unsuccessful in its efforts (See Section 13 – *Risks and Uncertainties*).

If successful in its plans, the Company intends to operate its business in the mineral exploration industry in North America.

## 2. OVERALL PERFORMANCE

The Company has not been operational since 2001, and specifically also was inactive during the fiscal years ended July 31, 2010, 2009 and 2008. In each of the three years, the Company maintained its cash position, with minimal maintenance expenses being offset by interest income. The Company's cash position has remained relatively constant throughout its period of inactivity. (See SELECTED ANNUAL INFORMATION)

## 3. SELECTED ANNUAL INFORMATION

The following table sets forth selected financial information for the Company for the three most recently completed financial years ended July 31, 2010 ("fiscal 2010"), 2009 ("fiscal 2009") and 2008 ("fiscal 2008"). The financial information below has been prepared in accordance with Canadian GAAP for fiscal 2010, fiscal 2009 and fiscal 2008.

This information has been derived for comparative purposes from the Company's audited consolidated financial statements for fiscal 2010, fiscal 2009 and fiscal 2008.

For the year ended	July 31, 2010	July 31, 2009	July 31, 2008
Revenue	\$ 0	\$ 0	\$ 0
Gross profit / (loss)	\$(1,856)	\$(3,793)	\$(2,133)
Net earnings / (loss)	\$(322)	\$(942)	\$821
Basic and diluted earnings per share	Nil	Nil	Nil

Cash and cash equivalents	\$107,972	\$108,294	\$109,236
Total assets	\$107,972	\$108,294	\$109,236
Total liabilities	\$8,814	\$8,814	\$8,814
Shareholders' equity	(\$11,935,891)	(\$11,935,569)	(\$11,934,627)

#### 4. SUMMARY OF QUARTERLY RESULTS

The following table sets forth selected quarterly financial information for the eight most recently completed quarters.

	July 31, 2010	April 30, 2010	Jan 31, 2010	Oct. 31, 2010	July 31, 2009	April 30, 2009	Jan. 31, 2009	Oct. 31, 2009
Revenue	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Net Income(Loss)	407	\$(963)	\$634	\$(400)	\$1181	\$(675)	\$(332)	\$(1,116)
Cash and equivalents	\$107,972	\$107,566	\$108,528	\$107,850	\$108,294	\$107,113	\$107,788	\$108,120

The operating results demonstrate the inactivity of the Company.

#### 5. RESULTS OF OPERATIONS

The Company's net loss for the fiscal 2010 was \$322 or (\$0.00) per common share, compared to a net loss of \$942, or (\$0.00) per common share for fiscal 2009. The interest income earned by the Company decreased from \$2,851 in fiscal 2009 to \$1,534 in fiscal 2010. This was off-set by a reduction in expenses from \$3,793 in fiscal 2009 to \$1,856 in fiscal 2010.

##### (a) Revenues

The Company had no operating revenue during fiscal 2010, fiscal 2009 or fiscal 2008 and losses in those periods were partially off-set by interest income. If the Company is successful in acquiring exploration targets and pursues exploration, expenses may increase significantly resulting in increased losses.

##### (b) Expenses

Total expenses, consisting of telephone, accounting, annual report filings, and consulting fees were \$1,856 fiscal 2010 compared to \$3,793 for fiscal 2009, representing a decrease of \$1,937. This decrease was primarily due to nil consulting fees in fiscal 2010 compared with \$2,000 in fiscal 2009.

##### (c) Stock-based Compensation

The Company has no stock-based compensation or stock option plan as of the date of this MD&A.

##### (d) Earnings per share

The Company had 18,904,532 common shares ("Shares") issued and outstanding as of July 31, 2010 which remains unchanged from July 31, 2009. Based on this number of outstanding Shares

and their issuance date, the Company calculated the basic and diluted weighted average number of Shares outstanding for the year ended July 31, 2010 to be 18,904,532 shares, which is unchanged from fiscal 2009 and the basic and diluted loss per share for the quarter ended July 31, 2010 to be Nil, again unchanged from fiscal 2009.

The calculation of earnings per Share is based on the reported net loss divided by the weighted average number of Shares outstanding as at the end of the year. Diluted loss per Share is calculated on the treasury stock basis. As potentially dilutive equity instruments are anti-dilutive, basic and diluted earnings per share are the same.

*(h) Income Tax*

As at July 31, 2010, the Company has approximately \$322 of non-capital loss carry forwards available to reduce taxable income for future years. The loss carryforwards expire commencing 2030 if unused.

## **6. LIQUIDITY AND CAPITAL RESOURCES**

Management believes it has sufficient capital to meet its cash needs for the next 12 months. The future capital requirements of the Company, however, will depend on many factors including the expenses involved in the revocation of the CTOs and in relisting of the Shares on an Exchange, and the ability to raise additional capital. No assurance can be given that additional financing will be available or that, if available, can be obtained on terms favourable to the Company and its shareholders. If adequate funds are not available, the Company may be required to delay its efforts to apply for revocation of the CTOs and apply for listing.

*(a) Cash and Cash Equivalents*

The Company's ability to generate sufficient amounts of cash and cash equivalents, in the short term and long term, to meet the Company's planned growth is limited and subject to several risks and uncertainties. The Company's current sources of cash are bank deposits, and it is anticipated that future sources will include additional investors. Risks and uncertainties include the likelihood of the CTOs being revoked and the common shares of the Company becoming listed on an Exchange, and volatility in financial markets and the price of precious metals (See Section 13 – *Risks and Uncertainties* below).

*(b) Working Capital*

Working capital decreased by \$322 from \$99,158 as at July 31, 2010 to \$99,480 as at July 31, 2009.

*(c) Liabilities*

The Company's total liabilities were \$8,814 as at July 31, 2010, which is unchanged from the total liabilities as at July 31, 2009.

*(d) Shareholders' Equity*

The shareholders equity was reduced by \$322 to (\$11,935,891) as at July 31, 2010 compared to (\$11,935,569) as at July 31, 2009.

(e) *Capital Resources*

The Company's current capital resources consist of bank deposits. Given the lack of collateral, debt financing is unobtainable. Availability of additional capital resources depends on the Company attracting equity investment, which is not assured.

## **7. OUTSTANDING SHARE DATA**

The Company is authorized to issue up to 100,000,000 common shares without par value. The Company had 18,904,532 common shares issued and outstanding as at October 20, 2011. No stock options, warrants or other securities convertible into common share of the Company are outstanding as of the date of this MD&A.

## **8. OFF-BALANCE SHEET ARRANGEMENTS**

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

## **9. TRANSACTIONS AND BALANCES WITH RELATED PARTIES**

There were no related party transactions during the year ended July 31, 2010 and 2008.. During the year ended July 31, 2009, the Company incurred a \$2,000 consulting fee paid to a director who provided consulting services in relation to activities with the Company's financial and disclosure records, financial statements, and annual filings. The Company did accrue a bonus to the managing directors Robert Trenaman and Stuart Wooldridge in fiscal year ending July 31, 2011, reflecting their efforts undertaken on behalf of the company.

## **10. FOURTH QUARTER**

The Company was also inactive during the fourth quarters of Fiscal 2010, 2009, and 2008.

## **11. CRITICAL ACCOUNTING ESTIMATES**

The Company does not have any critical accounting estimates.

## **12. ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION**

### *International Financial Reporting Standards ("IFRS")*

In 2006, the Canadian Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. As part of that plan, accounting standards in Canada for public companies will converge with International Financial Reporting Standards ("IFRS"). AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canadian GAAP. This date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011.

The Company's management has studied IFRS technical issues in order to understand the possible significant changes to the Company's financial reporting. Management understands that these IFRS issues will require that the interim and annual financial statements of the Company provide more significant disclosures and different statement format presentation both during the transition to IFRS and for the future periods after the adoption of IFRS.

Management will meet with Company's auditors to prepare for IFSR reporting in the future. The Company does not believe there are complex accounting or infrastructure issues that need to be resolved. Accordingly management believes that this timeframe is sufficient to allow an orderly transition to IFRS. Management will ensure that additional discussion is included in the MD&A on a going-forward basis.

See Note 2 to the Company's financial statements for the years ended July 31, 2010, 2009 and 2008 filed on SEDAR for the complete disclosure of the Company's significant accounting policies.

### **13. RISKS AND UNCERTAINTIES**

In conducting its business, the Company is subject to a number of risks and uncertainties, including those discussed below, that could have a material adverse effect on, among other things, the Company's business prospects or financial condition and could result in a delay or indefinite postponement in the Company's plans. See also "Forward-Looking Statements" above.

#### *Risks Associated with the Company's current status.*

*The Company is subject to Cease Trade Orders imposed on January 11, 2001 and January 3, 2001 by the Ontario and British Columbia Securities Commissions, respectively, and its shares are not listed on any stock exchange. Since August 2010, Company Directors have initiated and completed the prescribed applications to bring the Company into good standing, request the revocation of the CTO's, and thereafter make application for listing on a recognized stock exchange in Canada. Each of these steps carries a risk of failure. Although the Company was granted relief from the consequences of law for the Company's failure to hold AGM's for the financial years ended 2001 to 2009 by the British Columbia Supreme Court on July 25, 2011, the British Columbia and Ontario Securities Commissions could reject the Company's application pursuant to NP 12-202 to revoke the CTO's. Finally, the exchanges may reject the Company's application to have its common shares listed.*

#### *Risks Associated with the Company's past status as a Mining Company and Explorer .*

Historically, the Company operated two mines and held title to several exploration targets. All of these properties have all been sold to arms-length third parties or the claims have been allowed to lapse. Although the Company believes that there are no environmental claims that could be lodged against the Company, the nature of environmental regulations indicates that the Company could bear responsibility for some or all of the properties or claims in the future.

#### *Risks Associated with Exploration Stage Companies.*

The Company intends to be in the business of exploring for mineral resources which involves a variety of operational, financial and regulatory risks that are typical in the natural resource

industry. The Company has not commenced commercial operations and has no proven history of performance, earnings or success. There is no guarantee that the Company will ever be able to achieve profitable results or successfully execute its business plan, and the Company's Common Shares must be considered speculative, primarily due to the nature of the Company's business and early stage of development. The Company does not currently hold any exploration properties, and there is no certainty that it will be able to acquire a property.

*Risks Associated with the Need for Additional Financing.*

The success of the Company is dependent, among other things, on obtaining sufficient funding to enable the Company, apply for a listing, acquire exploration targets, and thereafter explore and develop its property interests or to fulfill its obligations under applicable agreements. In any event, the company would only be able to obtain additional equity financing if the Cease Trade Orders are revoked. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could result in delay or indefinite postponement of acquisition of exploration targets, exploration and development of new projects with the possible loss of such properties. The Company will require new capital to continue to operate its business and to continue with exploration on its properties, and there is no assurance that capital will be available when needed, if at all. It is likely such additional capital will be raised through the issuance of additional equity which will result in dilution to the Company's shareholders.

If successful in getting the Company shares listed on an Exchange, the Company anticipates that it will be in the exploration stage and will have no revenue or income from operations. The Company will have limited capital resources and anticipates that it will have to rely upon the sale of equity and/or debt securities to fund exploration and development property acquisitions and administration of the Company. Since the Company does not expect to generate any revenues from operations in the near future, it must continue to rely upon the sales of its equity or debt securities or joint venture agreements to raise capital. There can be no assurance that financing, whether debt or equity, will be available to the Company in the amount required by the Company at any particular time or for any period and that such financing can be obtained on terms satisfactory to the Company.

*Operational Risks Associated with Our Mining Properties.*

The operations of the Company will require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects. Failure to obtain such licenses and permits may adversely affect the Company's business as the Company would be unable to legally conduct its intended exploration and development work, which may result in it losing its interest in the subject property.

*Market Risks.*

Even if the Company's exploration programs are successful, factors beyond the control of the Company may affect the marketability of any mineral products discovered. Mineral prices, particularly gold and silver prices, have fluctuated widely in recent years. The marketability and price of silver and gold which may be produced or acquired by the Company will be affected by numerous factors beyond the control of the Company. These other factors include delivery

uncertainties related to the proximity of its reserves to processing facilities and extensive government regulation relating to price, taxes, royalties, allowable production land tenure, the import and export of minerals and many other aspects of the mining business. Declines in mineral prices may have a negative effect on the Company.

The Company may encounter difficulty sourcing future financing in light of the recent economic downturn. The current financial equity market conditions and the inhospitable funding environment make it difficult to raise capital through the private placements of shares. The junior resource industry has been severely affected by the world economic situation as it is considered speculative and high-risk in nature, making it even more difficult to fund. While the Company is using its best efforts to achieve its business plans by examining various financing alternatives, there is no assurance that the Company will be successful with any financing ventures.

#### *Competition Risks.*

The mining industry is intensely competitive and the Company must compete in all aspects of its operations with a substantial number of other corporations which have greater technical or financial resources. The Company may be unable to acquire attractive mining properties on terms it considers to be acceptable.

#### *Environmental Risks Associated with our Operations.*

The Company's future and past operations are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions of spills, release or emission of various substances produced in association with certain mining industry operations, such as seepage from tailing disposal areas, which could result in environmental pollution. Failure to comply with such legislation may result in imposition of fines and penalties. In addition, certain types of operations require submissions to and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means stricter standards and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. The Company intends to fully comply with all environmental regulations.

#### *Risks Associated with Conflicts of Interest.*

Certain directors and officers of the Company are also directors, officers and shareholders of other natural resource or public companies, as a result of which they may find themselves in a position where their duty to another company conflicts with their duty to the Company. There is no assurance that any such conflicts will be resolved in favour of the Company. If any of such conflicts are not resolved in favour of the Company, the Company may be adversely affected.

#### *Going Concern Risk.*

The Company's financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company

are dependent upon its ability to obtain the necessary financing to meet its ongoing commitments and further its mineral exploration programs.

#### **14. DISCLOSURE CONTROLS AND PROCEDURES**

The Company is a “Venture Issuer” for purposes of National instrument 52-109 (Certification of disclosure in Issuer’s Annual and Interim Filings) (“NI 52-109”). As a Venture Issuer, the Chief Executive Officer (“CEO”) and Chief Financial officer (CFO”) of the Company file a Venture Issuer Basic Certificate with respect to the financial information contained in the Company’s unaudited interim financial statements and audited financial statements and respective accompanying MD&A. In contrast to the Full Certificate under NI 52-109 the Venture Issuer Basic Certification includes a “Note to Reader” stating that the CEO and CFO do not make any representations relating to the establishment and maintenance of disclosure controls and procedures and internal controls over financial reporting as defined in NI 52-109

The CEO and CFO are each responsible for certifying that based on their individual knowledge, having exercised reasonable diligence, the Company’s filings do not contain any untrue statement of a material factor omit to state a material fact required to be stated or that is necessary to make a statement in light of the circumstances under which it was made, for the period covered by the filings and that having exercised reasonable diligence the interim statements together with the other financial information included in the filings fairly represents in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

#### **15. PROPOSED TRANSACTIONS**

There are currently no proposed transactions involving asset acquisitions or disposals that have been approved by the Company or its Board of Directors.

#### **16. SUBSEQUENT EVENTS TO THE BALANCE SHEET DATE**

On July 25, 2011 the Company was granted relief from the consequences of law for the Company’s failure to hold AGM’s for the financial years ended 2001 to 2009 by the British Columbia Supreme Court , provided that the Company hold an AGM before October 31, 2011. The Company held its AGM on October 11, 2011. On August 26, 2011, a CTO revocation application was filed with the BC and Ontario Securities Commissions.

Apart from the above, there were no subsequent events during the period July 1, 2010 to October 20, 2011.