

# **ONE WORLD INVESTMENTS INC.**

## **Management Discussion and Analysis**

**For the year ended December 31, 2011**

The Management Discussion and Analysis ("MD&A"), prepared April 27, 2012 should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2011 and the notes thereto of One World Investments Inc. which were prepared in accordance with Canadian generally accepted accounting principals.

This management discussion and analysis may contain forward-looking statements in respect of various matters including upcoming events. The results or events predicted in these forward-looking statements may differ materially from the actual results or events. The Company disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

### **DESCRIPTION OF BUSINESS**

The Company was created by amalgamation, under the British Columbia Act, on 09 November 1982, under the name of Equus Petroleum Corporation. The amalgamating companies were; (a) Diana Exploration Ltd. (NPL) which was incorporated on 13 April 1966, (b) Arabian Petroleum Corporation, which was incorporated on 18 November 1977; and (c) Persian Petroleum Corporation, which was incorporated on 25 January 1978. On 30 September 1997, the Company changed its name to Nuequus Petroleum Corporation and consolidated its common stock on the basis of five old for one new share. On 28 November 2002, the Company changed its name to Equus Energy Corporation. On 26 August 2008, the Company consolidated its share capital on new share for ten old and changed its name to Habibi Resources Corp. Effective 31 December 2009 the Company changed its named to One World Investments Inc. and consolidated its share capital one new share for eight old. All current and comparative share and per share amounts have been retroactively adjusted to reflect the ten-for-one and eight-for-one consolidations.

The Company's administrative office is Suite 200 – 905 West Pender Street, Vancouver, BC, V6C 1L6 and its Registered and Records Office is 800 – 885 West Georgia Street, Vancouver, BC, V6C 3H1. The Company has a wholly-owned subsidiary; Equus Energy Financial Corporation, incorporated in Nevada.

The Company's common shares became listed on the Vancouver Stock Exchange on 09 November 1982. The Company is presently listed on the TSX Venture Exchange (Symbol OWI).

### **Highlights, significant events and transactions**

On 09 September 2011, pursuant to the terms of the private placement, the Company issued 2,848,334 shares at \$0.30 per share. 2,848,334 share purchase warrants exercisable at \$0.40 per warrant up to 01 September 2013, and 51,500 Agent's Warrants exercisable on the same basis. No fair value has been attributed to the warrants.

The securities issued pursuant to the news release are subject to a hold period ending January 1, 2012. The Company's shares remain halted pending further developments.

As of the date of filing, the Company remains halted for trading.

One World is in a transitional phase. Due diligence is being done on a large mining exploration project in Chile, which includes both base and precious metals. Included in management's evaluation are the capital costs of creating a commercial mine, the possible returns from the project and the scope of the project. Costs are being expensed as they take place. The normal cost of maintaining the public status of the

company and looking at other opportunities comprised the remainder of the costs. One World is striving to make a decision on the Chilean project by the second quarter of 2012.

## **RESOURCE PROPERTY**

The Company is in the business of exploring and developing natural resource properties.

### **Northeast Milliken Prospect**

The Company holds interests in properties in the Northeast Milliken Prospect, in Texas, USA. The carrying cost of the property has been fully impaired.

### **Sangudo Property**

During the year ended 31 December 2007, the Company acquired a 100% working interest in seven oil and gas leases located in Alberta. The Company's interests in the properties are subject to gross royalties on revenues of 5.5%.

During the year ended 31 December 2008, all related expenditures previously capitalized were written-off.

### **Ashlu Creek Property**

On 10 August 2009, the Company entered into an option agreement with Ashlu Mines Inc. to acquire 51% of the Ashlu Creek Property.

During the year ended 31 December 2010, management determined that it would not pursue development of this property. Therefore, all related expenditures previously capitalized were written-off.

### **Exploration Expenditures**

The Company entered into a binding Letter of Intent ("LOI") to purchase 80% of the issued and outstanding shares of a private company ("Vendor") in Chile for the issuance of 21,000,000 common shares of the Company, a cash payment of \$500,000 and the granting of an aggregate 1% net smelter returns royalty to the shareholders of the Vendor. The Vendor owns the titles in properties known as Chanarcillo, Yervas Buenas, Pircas, Chimbeos and Lomas Bayas properties. Upon signing of the LOI, the Company paid a non-refundable deposit of \$25,000 to the Vendor. As at December 31, 2011, no formal agreement has been entered into.

## **RESULTS OF OPERATIONS**

### **Three month period ended December 31, 2011**

During the three months ended December 31, 2011 the Company reported an operating loss of \$125,587. Included in the determination of this was \$30,000 (2010 – Nil) in consulting and directors fees, \$42,654 (2010 - \$27,720) in professional fees, \$13,197 (2010 – \$12,735) in interest and financing costs, \$7,500 (2010 – \$7,500) in management and directors fees; \$28,574 (2010 – \$5,638) in office, rent and phone, \$7,458 (2010 – \$7,433) in salaries and benefits, \$2,450 (2010 - \$7,500) in marketing and development, \$679 (2010 - \$11,180) in transfer agent and filing fees and a foreign exchange loss of \$6,925.

### **Year ended December 31, 2011**

During the year ended December 31, 2011 the Company reported a net loss of \$620,390 (2010 - \$376,626) Included in the determination of loss was \$30,000 (2010 – Nil) in consulting and directors fees, \$197,037 (2010 – Nil) in exploration expenditures, \$156,576 (2010 – \$112,567) in professional fees, \$55,108 (2010 - \$42,309) in interest and financing costs, \$45,000 (2010 - \$30,000) in management fees, \$45,518 (2010 - \$26,457) in office, rent , and phone; \$29,335 (2010 - \$30,013) in salaries and benefits, \$25,232 (2010 - \$30,024) in marketing and development.

## SUMMARY OF QUARTERLY RESULTS

The following table sets out selected unaudited financial information of the Company and is derived from the unaudited interim consolidated financial statements prepared by management. The Company's interim consolidated financial statements are prepared in accordance with Canadian generally accepted accounting principles and are expressed in Canadian dollars.

### Financial Data for Last Eight Quarters

	IFRS	IFRS	IFRS	IFRS	IFRS	IFRS	IFRS	IFRS
Three months ended	Dec-11	Sep-11	Jun-11	Mar-11	Dec-10	Sep-10	Jun-10	Mar-10
Total Revenues	-	-	-	-	-	-	-	-
(Earnings) loss before extraordinary items	\$125,587	\$340,312	\$86,469	\$68,022	\$70,552	\$101,631	\$82,716	\$62,792
Net (earnings) loss	\$125,587	\$340,312	\$86,469	\$68,022	\$70,552	\$101,631	\$82,716	\$62,792
(Earnings) loss per share	\$0.04	\$0.07	\$0.04	\$0.03	\$0.03	\$0.05	\$0.04	\$0.03

## LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2011, the Company had cash of \$390,473 compared to \$36,591 at December 31, 2010. As at December 31, 2011, the Company had working capital deficiency of \$579,177 compared to a working capital deficiency of \$793,045 as at December 31, 2010.

The Company may continue to have capital requirements in excess of its currently available resources. In the event the Company's plans change, its assumptions change or prove inaccurate, or its capital resources in addition to projected cash flow, if any, prove to be insufficient to fund operations, the Company may be required to seek additional financing. There can be no assurance that the Company will have sufficient financing to meet its future capital requirements or that additional financing will be available on terms acceptable to the Company in the future.

## CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, to pursue the development of its exploration and evaluation assets and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity and cash.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new shares, issue new debt, acquire or dispose of assets.

The Company is dependent on the capital markets as its source of operating capital and the Company's capital resources are largely determined by the strength of the junior resource markets and by the status of the Company's projects in relation to these markets, and its ability to compete for investor support for its projects.

Neither the Company nor its subsidiary is subject to externally imposed capital restrictions. There were no changes to the Company's approach to capital management during the year.

## OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

## TRANSACTIONS WITH RELATED PARTIES

The Company incurred the following expenses with directors, officers and companies controlled by directors and officers of the Company:

- a) Management fees of \$30,000 (2010 - \$30,000) were paid to a former officer and director of the Company.
- b) Marketing and development expenses of \$25,000 (2010 - \$30,074) were paid to an individual related to a former officer and director.
- c) Salaries and benefits of \$29,335 (2010 - \$30,013) were paid to a former director of the Company.
- d) Professional fees of \$41,750 (2010 - \$45,750) were paid to former directors of the Company.
- e) Professional fees of \$12,647 (2010 - \$6,489) were paid to a legal firm of which a partner is the former Secretary of the Company.
- f) Office rent of \$19,500 (2010 - \$18,000) was paid to an officer and director of the Company.
- g) Director fees of \$15,000 (2010 - \$nil) to a director of the Company.

## FINANCIAL INSTRUMENTS AND RISKS

### (a) Fair Values

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's consolidated statements of financial position as at December 31, 2011 as follows:

	Fair Value Measurements Using			Balance December 31, 2011
	Quoting prices in active markets for identical instruments (Level 1) \$	Significant other observable inputs (Level 2) \$	Significant unobservable inputs (Level 3) \$	
Cash	390,473	-	-	390,473

The fair values of other financial instruments, which include sales tax receivable, other current assets, marketable securities, accounts payable and accrued liabilities, promissory notes and amounts due to related parties, approximate their carrying values due to the relatively short term maturity of these instruments.

### (b) Credit Risk

Financial instruments that potentially subject the Company to a concentration of credit risk consist primarily of cash and amounts receivable. The Company limits its exposure to credit loss by placing its cash with high quality financial institutions. The carrying amount of financial assets represents the maximum credit exposure.

### (c) Currency Risk

Currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is not exposed to significant foreign currency risk.

(d) Interest Rate Risk

The Company's cash contain highly liquid investments that earn interest at market rates. The Company manages its interest rate risk by maximizing the interest earned on excess funds while maintaining the liquidity necessary to fund daily operations. Fluctuations in market interest rates do not have a significant impact on the Company's results of operations due to the short term to maturity of the investments held.

(e) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

(f) Price Risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

## SUBSEQUENT EVENTS

Subsequent to December 31, 2011 the promissory note for \$323,573 was assigned to third parties. A further \$438,390 of related party debt was assigned to third parties.

## ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS

During the years ended December 31, 2011 and 2010, the Company incurred general and administrative expenses as follows:

	<u>2011</u>	<u>2010</u>
Marketing and development	\$ 25,232	\$ 30,074
Management and directors fees	45,000	30,000
Office, rent and phone	45,518	26,457
Professional fees	156,576	112,567
Salaries and benefits	29,335	30,013
Transfer agents and filing fees	<u>14,289</u>	<u>28,484</u>
	<u>\$ 315,950</u>	<u>\$ 203,583</u>

## DISCLOSURE OF OUTSTANDING SHARE DATA

The table below presents the Company's common share data as of 31 December 2011.

	Number of common shares
<u>Common shares, issued and outstanding</u>	<u>5,055,506</u>

Currently outstanding are 2,899,834 warrants exercisable for one common share of the Company. Therefore, the fully diluted number of shares issued and outstanding is 7,955,340.

## **DISCLOSURE CONTROLS AND PROCEDURES**

Disclosure controls and procedures have been designed to ensure that information required to be disclosed by the Company is accumulated and communicated to our management as appropriate to allow timely decisions regarding required disclosure. The Company's Chief Executive Officer and Chief Financial Officer have concluded, based on their evaluation as of December 31, 2011, that our disclosure controls and procedures were effective. It should be noted that while the Company's Chief Executive Officer and Chief Financial Officer believe that our disclosure controls provide a reasonable level of assurance and that they are effective, they do not expect that the disclosure controls and procedures will prevent errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

## **INTERNAL CONTROLS OVER FINANCIAL REPORTING**

The Chief Executive Officer and Chief Financial Officer of the Company are responsible for designing internal controls over financial reporting or causing them to be designed under their supervision in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian GAAP. We assessed the design of our internal control over financial reporting as of December 31, 2011. During this process, management identified a material weakness in internal controls over financial reporting which is as follows:

- Due to the limited number of personnel at the Company, it is not feasible to achieve complete segregation of duties.
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The weakness in the Company's internal controls over financial reporting result in a more than remote likelihood that a material misstatement would not be prevented or detected. Management and the board of directors work to mitigate the risk of material misstatement in financial reporting; however, there can be no assurance that this risk can be reduced to less than a remote likelihood of material misstatement.

## **TRANSITION TO IFRS**

As result of the Accounting Standards Board of Canada's decision to adopt IFRS for publicly accountable entities for financial reporting periods beginning on or after 01 January 2011, the Company has adopted IFRS in these consolidated financial statements, making them the first annual financial statements of the Company under IFRS. The Company previously applied the available standards under previous Canadian GAAP that were issued by the Accounting Standards Board of Canada.

As required by IFRS 1 "First-time Adoption of International Financial Reporting Standards", January 1, 2010 has been considered to be the date of transition to IFRS by the Company. Therefore, the comparative figures that were previously reported under previous Canadian GAAP have been restated in accordance with IFRS.

IFRS 1 provides for certain mandatory exceptions and optional transition exemptions for first time adopters of IFRS. The Company elected to take the following IFRS 1 optional exemptions:

- Business Combinations - Under IFRS 1, an entity has the option to retroactively apply IFRS 3 to all business combinations or may elect to apply the standard prospectively only to those business combinations that occur after the date of transition. The Company has elected this exemption under IFRS 1, which removes the requirement to retrospectively restate all business combinations prior to the date of transition to IFRS.
- Share-based Payment – IFRS 2 has not been applied to equity instruments that were granted on or before 07 November 2002, or equity instruments that were granted subsequent to 07 November 2002 and vested before the later of the date of transition to IFRS and 01 January 2005. The Company has elected not to apply IFRS 2 to awards that vested prior to 01 January 2010, which have been accounted for in accordance with Canadian GAAP.

## Reconciliation of Canadian GAAP to IFRS

Except for the reclassification, only between equity accounts from contributed surplus, the Canadian GAAP term used for this account, to option reserve, the IFRS term for this account, the adoption of IFRS had no impact on the Company's financial position at 1 January 2010 and 31 December 2010 or its financial performance or cash flows for the year ended 31 December 2010.

## ADDITIONAL INFORMATION

Additional information relating to the Company can also be found on SEDAR at [www.sedar.com](http://www.sedar.com).