

**JAGER METAL CORP.****(FORMERLY ANGLO-CANADA GAS CORP.)****MANAGEMENT DISCUSSION AND ANALYSIS****FOR THE SECOND QUARTER ENDED OCTOBER 31, 2011****INTRODUCTION**

The following sets out the Management's Discussion and Analysis ("MD&A") of results of operations and financial condition of Jager Metal Corp. (formerly Anglo-Canadian Gas Cop.) (the "Company", "Jager", "our" and "we") describing the operating and financial results of the Company for the quarter ended October 31, 2011. The following MD&A should be read in conjunction with the unaudited condensed interim financial statements and related notes for the three months ended October 31, 2011 (prepared in accordance with International Financial Reporting Standards ("IFRS")) and with the audited financial statements and related notes thereto of the Company for the year ended April 30, 2011 which were prepared in accordance with Canadian generally accepted accounting principles. Comparative figures under IFRS as at the year ended April 30, 2011 are also provided. All dollar amounts herein are in Canadian currency unless otherwise specified. Additional information regarding the Company is available on the SEDAR website at [www.SEDAR.com](http://www.SEDAR.com).

**FORWARD-LOOKING STATEMENTS**

Some statements contained in this MD&A are forward-looking statements, and therefore involve uncertainties or risks that could cause actual results to differ materially. These statements are based on the Company's expectations, estimates and projections regarding its business and the economic environments in which it operates, and readers should not place undue reliance on such statements.

**DATE OF MD&A** This MD&A was prepared on December 29, 2011.

**OVERVIEW**

The Company is a publicly held corporation and a reporting issuer in the jurisdictions of British Columbia and Alberta. The Company was originally incorporated under the name Westerra Resources Ltd. On June 8, 1987, it consolidated its shares, on March 14, 1990 it changed its name to HIS HydroSystems International Inc. and consolidated its shares, on May 6, 1994 it changed its name to R.W. Gas Group Inc. and consolidated its shares, on October 28, 1996 it changed its name to Anglo Canadian Gas Corp. and on January 20, 2011, it consolidated its shares on a four old for one new share basis and changed its name to Jager Metal Corp.

Prior to March 16, 1998, the Company was a resource exploration company. The Company's right to option an undivided 50% interest in La Turquesa copper concession in Baja Note, the Company's Joint Venture Agreement on the Lodomilla property in Cajon de San Pedro Community of Qhilotá, Chile, and the Company's agreement to participate in the development of the South Boyleston Unit oil lease were all lost/abandoned due to a lack of funding.

The British Columbia Securities Commission ("BCSC") and the Alberta Securities Commission (the "ASC") originally issued a Cease Trade Order ("CTO") against Anglo-Canadian Gas Corp. on April 24, 1998. The

BCSC and the ASC issued another CTO on September 30, 1998. The President at that time was Rod MacKenzie. Roderick Christie became President/CEO in February, 1999, and arranged to bring the Company's filings and disclosure requirements up to date. The September 30, 1998 CTO was lifted January 6, 1999. The BCSC and the ASC subsequently issued a CTO on January 11, 2000.

At an Extraordinary General meeting held on June 21, 1999, shareholders of the Company approved the following:

- (i) a 4for 1 share consolidation;
- (ii) a change of company name;
- (iii) the sale of the Company's two inactive subsidiaries, Robinson Willey Heating Canada Ltd. and Tower Flue Components Canada Inc.;
- (iv) the issuance of up to 468,750 additional escrow shares;
- (iv) the settlement of approximately \$200,000 of debt to creditors by the issuance of approximately 1,333,333 post-consolidated shares of the Company;
- (v) any change of control of the Company or creation of a control position resulting from the issuance of the debt settlement shares;
- (vi) the issuance of approximately 1,000,000 post-consolidated shares pursuant to a private placement to fund the Company; and
- (vii) any change of control of the Company or creation of a control position resulting from the issuance of the private placement shares.

As the efforts to relist the Company on the TSX Venture Exchange ("TSXV") failed in 1999 through 2002, none of these transactions were acted upon until recently. The Company completed the share consolidation and change of name in 2011.

Exploration and development of the Company's Hele property in the Thunder Bay Mining District, selected as the Company's "property of merit" pursuant to TSXV policy, did not proceed and the application to the TSXV to return to trade was withdrawn. With no going forward plans and no continued financial statements being filed, the BCSC issued another CTO against the Company on January 11, 2000. The Company was dissolved by the British Columbia Registrar of Companies on November 7, 2003.

The Company was restored by the Registrar of Companies on May 5, 2010, and an application to the BCSC and the ASC for a full restoration was approved and the Cease Trading Order ("CTO") against the Company was lifted on September 28, 2010.

On April 8, 2011, the BCSC again issued a CTO for failure to file financial statements. The requisite financial statements and Management Discussion & Analysis filed and a Revocation Order was issued by the BCSC on June 9, 2011.

On September 9, 2011, the BCSC issued a CTO for failure to file the financial statements and related documents that are the subject of this MD&A.

The Company is an inactive company. The Company has no revenues, no assets and only liabilities as stated in the financial statements. The expenses incurred are all related to maintaining the Company's status as a reporting issuer.

## CHANGES IN MANAGEMENT

Roderick Christie resigned as director, President, and CFO of the Company on February 28, 2011. Also on February 28, 2011, Karl Antonius was appointed President, CFO and director of the Company. Dennis Cox was appointed a director on March 16, 2011, and Carrie Cesarone was appointed a director on April 19, 2011 and subsequently resigned on September 6, 2011. Marcelin O'Neill was appointed a director of the Company on December 22, 2011.

## SELECTED ANNUAL INFORMATION

The following is a summary of financial results for the Company's three most recently completed financial years:

<b>Year Ended April 30</b>	<b>2011</b>	<b>2010</b>	<b>2009</b>
	<b>IFRS</b>	<b>CGAAP</b>	<b>CGAAP</b>
Total revenues	\$ -	\$ -	\$ -
Net income (loss)	\$124,661	\$(5,765)	\$15,044
Earnings (loss) per share- basic and diluted	\$0.043	\$(0.001)	\$0.004
Total assets	Nil	Nil	Nil
Long term liabilities	\$480,174	\$604,835	\$599,070

## SUMMARY OF QUARTERLY RESULTS

The following is summary of the Company's financial results for the eight most recently completed quarters.

<b>For the quarter ended</b>	<b>October 31, 2011</b>	<b>July 31, 2011</b>	<b>April 30, 2011</b>	<b>January 31, 2011</b>
	<b>IFRS</b>	<b>IFRS</b>	<b>IFRS</b>	<b>IFRS</b>
Net income (loss)	(\$4,516)	(\$349)	(\$12,144)	(\$83,733)
Earnings (loss) per share - basic and diluted	(\$0.01)	(\$0.00)	(\$0.00)	(\$0.00)
<b>For the quarter ended</b>	<b>October 31, 2010</b>	<b>July 31, 2010</b>	<b>April 30, 2011</b>	<b>January 31, 2011</b>
	<b>IFRS</b>	<b>IFRS</b>	<b>CGAAP</b>	<b>CGAAP</b>
Net income (loss)	\$220,538	\$0.00	\$0.00	\$0.00
Earnings (loss) per share - basic and diluted	\$0.05	\$0.00	\$0.00	\$0.00

## OPERATIONS

The Company had a net loss of \$4,516 for the quarter ended October 31, 2011 and \$4,865 for the six months ended October 31, 2011, compared to a net recovery of \$220,538 for the quarter ended October 31, 2010 and \$220,538 for the six months ended October 31, 2010. The Company is not active. During the quarter ended October 31, 2010 the Company received Consent Dismissal Orders approved by the Supreme Court of British Columbia relating to amounts due to two creditors. These creditors had claims and or judgments against the company and/or a former subsidiary of the Company. As such, debt in the amount of \$220,538 was extinguished. The Company has no revenues and the expenses incurred are all related to maintaining the Company's status as a reporting issuer.

## LIQUIDITY AND CAPITAL RESOURCES

During the quarter ended October 31, 2011, the Company did not have sufficient liquidity or capital resources to meet its disclosure requirements. The Company has no significant assets but has liabilities. The Company had a working capital deficiency of \$485,038 as of October 31, 2011, \$480,174 as of April 30, 2011, and \$604,835 as of April 30, 2010. Management plans to finance the Company through private placements in the coming year to coincide with its reactivation and re-listing on the TSXV.

## SUBSEQUENT EVENTS

Marcelin O'Neill was appointed a director of the Company on December 22, 2011. There were no other events that occurred during the period from August 1, 2011, to the date this MD&A was completed on December 29, 2011.

## RELATED PARTY TRANSACTIONS

There were no related party transactions in the quarter or six month periods ended October 31, 2011 or October 31, 2010.

## CRITICAL ACCOUNTING ESTIMATES

As at the date of this MD&A, there have been no changes in the Company's accounting policies and the Company has not provided any forward-looking statements or estimates related to future operations other than as described below.

## FINANCIAL INSTRUMENTS AND RISKS

As at October 31, 2011, the Company did not have any financial or other instruments outstanding.

As at October 31, 2011, the Company's carrying values of accounts payable, due to related parties and loans payable approximate their fair values due to their short term maturity.

### Fair Value Risk

The following is a summary of the accounting model the Company elected to apply to each of its significant categories of financial instruments:

Accounts payable.....	Financial liabilities measured at amortized cost
Due to related parties.....	Financial liabilities measured at amortized cost

Loans payable..... Financial liabilities measured at amortized cost

### Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company's accounts payable and accrued liabilities, due to related parties and loans payable are all current. The Company does not have any assets and is pursuing opportunities to reactivate the Company.

### Other Risks

Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risk arising from these financial instruments.

The Company does not hold or issue financial instruments for trading purposes, nor does it utilize derivative instruments in the management of foreign exchange, commodity price or interest rate market risks.

## **ADOPTION OF IFRS**

In 2006, the Canadian Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian generally accepted accounting principles with IFRS over an expected five year transitional period. In February 2008, the AsSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own generally acceptance accounting principles. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011.

The Company has adopted IFRS at May 1, 2011 with a transition date of May 1, 2010. There were no quantifiable differences identified as a result of the simplicity of the inactive financial statements of the business at the date of transition and the relative inactivity through October 31, 2010.

## **NEW ACCOUNTING STANDARDS**

IFRS 9 Financial Instruments was issued in November 2009. It addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit and loss. IFRS 9 also replaces the models for measuring equity instruments and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive earnings. This standard is required to be applied for accounting periods beginning on or after January 1, 2013, with earlier adoption permitted. The Company has not yet assessed the impact of the standard or determined whether it will adopt the standard early.

IFRS 10 Consolidation was issued in May 2011 and requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Under existing IFRS, consolidation is required when an entity has power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. IFRS 10 replaces SIC 12 Consolidation – Special Purpose Entities and parts of IAS 27 Consolidation and Separate Financial Statements.

In May 2011, IFRS 11 Joint Arrangements was issued and requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity

method of accounting whereas for a joint operation the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. IFRS 11 superseded IAS 31 Interests in Joint Ventures and SIC 13 Jointly Controlled Entities – Non-monetary Contributions by Venturers. The Company does not have any joint ventures or operations and does not believe it will be materially impacted by this accounting change.

IFRS 12 Disclosure of Interests in Other Entities was issued in May 2011 and establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, special purpose vehicles and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interests in other entities. The Company does not believe it will be materially impacted by this accounting change.

IFRS 13 Fair Value Measurement was issued in May 2011 and is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes disclosures about fair value measurement. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures. IFRS 13 is effective for annual periods beginning on or after January 1, 2013, with earlier application permitted. The Company has not yet assessed the impact of this new accounting standard on its financial statements.

In June 2011, the IASB issued amendments to IAS 1 – Presentation of Financial Statements (“IAS 1”) that require an entity to group items presented in the Statement of Comprehensive Income on the basis of whether they may be reclassified to earnings subsequent to initial recognition. For those items presented before taxes, the amendments to IAS 1 also require that the taxes related to the two separate groups be presented separately. The amendments are effective for annual periods beginning on or after July 1, 2012, with earlier adoption permitted.

The Company does not anticipate the application of the amendments to IAS 1 to have a material impact on its financial statements.

In June 2011, the IAS issued amendments to IAS 19 – Employee Benefits (“IAS 19”) that introduced changes to the accounting for defined benefit plans and other employee benefits. The amendments include elimination of the options to defer, or recognize in full in earnings, actuarial gains and losses and instead mandates the immediate recognition of all actuarial gains and losses in other comprehensive income and requires use of the same discount rate for both the defined benefit obligation and expected asset return when calculating interest cost. Other changes include modification of the accounting for termination benefits and classification of other employee benefits. The Company has not yet assessed the impact of this new accounting standard on its financial statements.

The IASB intends to replace IAS 39 – Financial Instruments: Recognition and Measurement (“IAS 39”) in its entirety with IFRS 9 – Financial Instruments (“IFRS 9”) in three main phases. IFRS 9 will be the new standard for the financial reporting of financial instruments that is principles-based and less complex than IAS 39. In November 2009 and October 2010, phase 1 of IFRS 9 was issued and amended, respectively, which addressed the classification and measurement of financial assets and financial liabilities. IFRS 9 requires that all financial assets be classified as subsequently measured at amortized cost or at fair value

based on the Company's business model for managing financial assets and the contractual cash flow characteristics of the financial assets. Financial liabilities are classified as subsequently measured at amortized cost except for financial liabilities classified as fair value through profit and loss, financial guarantees and certain other exceptions. The complete IFRS 9 is anticipated to be issued during the second half of 2011. On July 22, 2011, the IASB tentatively agreed to defer the mandatory effective date of IFRS 9 from annual periods beginning on or after January 1, 2013 (with earlier application permitted) to annual periods beginning on or after January 1, 2015 (with earlier application still permitted). The ISAB will propose the deferral of IFRS 9 in an exposure draft with a 60 day comment period. The Company has not yet assessed the impact that the final new accounting standard will have on its financial statements.

## **OUTSTANDING SHARE DATA**

As of October 31, 2011 and December 29, 2011, the Company had 1,006,762 common shares issued and outstanding. There are no outstanding and exercisable stock options. As at October 31, 2011 and December 29, 2011, the issued and outstanding common shares of the Company includes 187,501 shares held in escrow. The Company is in the process of obtaining these shares to be returned to treasury for cancellation. The Company has no options or warrants outstanding as at October 31, 2011 and December 29, 2011. Effective on January 20, 2011, the Company consolidated its share capital on a one new common share without par value for every four existing common shares without par value basis.

## **DISCLOSURE CONTROLS AND PROCEDURES**

The Company maintains a set of disclosure controls and procedures designed to ensure that information required to be disclosed in filings is recorded, processed, summarized and reported within the time periods specified in the Canadian Securities Administrators' rules and forms. Our Chief Executive Officer has designed our disclosure controls and procedures, or caused them to be designed under his supervision, as of April 30, 2011 to provide reasonable assurance that material information relating to the Company was made known to them and reported as required.

## **INTERNAL CONTROL OVER FINANCIAL REPORTING**

The Company's Chief Executive Officer is responsible for the design of internal controls over financial reporting, or for causing them to be designed under their supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation and fair presentation of external financial statements in accordance with Canadian GAAP. Regardless of how well an internal control system is designed and operated, it can provide only reasonable, not absolute, assurance that it will prevent or detect all misstatements resulting from error or fraud due to the inherent limitations of any internal control system. The Chief Executive Officer has evaluated the design of the Company's internal controls and procedures over financial reporting as of the end of the period covered by this filing, and believes that the design to be sufficient to provide such reasonable assurance. There were no changes that occurred during the quarter ended October 31, 2011 that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

## **OFFICERS AND DIRECTORS OF THE COMPANY**

As at December 29, 2011, the officers and directors of the Company are:

Karl Antonius – President, CEO, CFO, Secretary and Director

Dennis Cox – Director

Marcelin O'Neill - Director

## **Additional Information**

Additional information relating to the Company is available on the SEDAR website at [www.sedar.com](http://www.sedar.com) or by contacting the company at Suite 1100 - 789 West Pender Street, Vancouver, British Columbia, V6C 1H2.