

**JAGER METAL CORP.**  
**(FORMERLY ANGLO-CANADIAN GAS CORP.)**  
**MANAGEMENT DISCUSSION AND ANALYSIS**  
**FOR THE NINE MONTHS ENDED JANUARY 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 Corp.)** (the "Company", "Jager", "our" and "we") describing the operating and financial results of the Company for the nine months ended January 31, 2011. The MD&A should be read in conjunction with the Company's financial statements and related notes for the nine months ended January 31, 2011. The Corporation prepares and files its financial statements in accordance with Canadian generally accepted accounting principles ("GAAP"). 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 Corporation'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 **June 6, 2011.**

**OVERVIEW** (Further to the MD & A for the Company; filed December 29, 2010)

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 HSI 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 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 Norte; the Company's Joint Venture Agreement on the Loncomilla 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/given up, due to a lack of funding.

The British Columbia Securities Commission (the "BCSC") and the Alberta Securities Commission (the "ASC") originally issued a Cease Trade Order ("CTO") against Anglo-Canadian Gas Corp. on April 24, 1998, for failing to maintain its disclosure requirements due to a lack of funding. That CTO was lifted September 30, 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 on June 21, 1999, shareholders approved a 4 to 1 share consolidation, approved a name change, approved the sale of the Company's two inactive subsidiaries, Robinson Willey Heating Canada Ltd. and Tower Flue Components Canada Inc., approved the issuance of up to 468,750 additional escrow shares, authorized the Company to settle approximately \$200,000 of debt to creditors by the issuance of approximately 1,333,333 post-consolidated shares of the Company, and approved any change of control of the Company or creation of a control position, resulting from the issuance of the debt settlement shares, authorized the issuance of approximately 1,000,000 post-consolidated shares pursuant to a private placement to fund the Company, and approved 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 failed in 1999 through 2002, none of these transactions were acted on.

Thus, the Hele property in the Thunder Bay Mining District, selected as the “Property of Merit”, was not proceeded with. The application to the CDN/TSX Venture Exchange to be allowed to return to trade was withdrawn. With no go forward plan, no continued financial statements being filed, the BCSC “reinstated” the cease traded order against the Company on January 11, 2000. The Company was dissolved from the BC Corporate Registry on November 7, 2003.

The Company was restored at the Corporate Registry on May 5, 2010, and an application to the BCSC and the ASC for a Full Restoration was approved and the Cease Trade Order against Anglo was lifted September 28, 2010.

On April 8, 2011, the BCSC issued another CTO for failure to file financial statements. Management expects this CTO to be lifted with the filing of this Management Discussion and Analysis and accompanying quarterly financial statements.

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 public issuer Company.

## **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 director, President and CFO of the Company. Dennis Cox was appointed a director on March 16, 2011, and Carrie Cesarone was appointed a director on April 19, 2011.

## **FINANCIAL PERFORMANCE – Summary of Quarterly Reports**

	<b>January 31, 2011</b>	<b>October 31, 2010</b>	<b>July 31, 2010</b>	<b>April 30, 2010</b>	<b>January 31, 2010</b>	<b>October 31, 2009</b>	<b>July 31, 2009</b>	<b>April 30, 2009</b>
Revenues	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Net (loss) recovery	\$(83,733)	\$220,538	\$0	\$(5,765)	\$ 0	\$ 0	\$ 0	\$ 15,044
Basic (loss) recovery per share	\$(0.083)	\$ 0.229	\$ 0.000	\$(0.006)	\$ 0.000	\$ 0.000	\$ 0.000	\$ 0.015

## **Results of Operations – Nine Months Ended January 31, 2011**

The Company incurred a net recovery of \$220,538 during the 2<sup>nd</sup> quarter compared to a net loss of \$0 for the same period in the prior year. The Company is not active. The Company has no revenues and the expenses incurred are all related to maintaining the Company’s status as a public issuer Company. The recovery resulted from Consent Dismissal Orders approved by the Supreme Court of British Columbia relating to amounts due to two creditors. These creditors had claims and or judgment against the Company and/or a former subsidiary of the Company. As such, debt in the amount of \$220,538 as at April 30, 2010 has been extinguished. This amount was included in accounts payable and accrued liabilities as at April 30, 2010.

Accounting fees increased to \$5,200 during the three month period ended January 31, 2011 from \$Nil for the three month period ended January 31, 2010. The increase is attributed to the engagement of an accountant to assist in the possible reactivation of the Company.

Filing fees increased to \$13,200 during the three month period ended January 31, 2011 from \$Nil for the three month period ended January 31, 2010. The increase is attributed to the name change and share consolidation of the Company and also certain matters relating to the reactivation of the Company.

Legal fees increased to \$2,500 during the three month period ended January 31, 2011 from \$Nil for the three month period ended January 31, 2010. The increase is also attributed to the name change and share consolidation of the Company and also for matters relating to the reactivation of the Company.

Office and miscellaneous expenses increased to \$59,135 during the three month period ended January 31, 2011 from \$Nil for the three month period ended January 31, 2010. The increase is attributed to an increase in consulting fees and costs associated with reactivation of the Company.

Transfer agent fees increased to \$3,468 during the three month period ended January 31, 2011 from \$Nil for the three month period ended January 31, 2010. The increase is attributed to the Company's recent name change and share consolidation.

### **Financial Position**

Accounts payable and accrued liabilities of \$213,030 (April 31, 2010 - \$457,183) decreased mainly due to the assignment of a portion of the Company's debt to a director and officer of the Company.

Due to related parties of \$225,000 (April 31, 2010 - \$117,652) increased due to the assignment of a portion of the Company's debt to a director and officer of the Company.

### **Selected Annual Information for Most Recently Completed Years**

	<b>April 30, 2010</b>	<b>April 30, 2009</b>	<b>April 30, 2008</b>
<b>Income Statement</b>			
Net (loss) recovery	\$ (5,765)	\$ 15,044	\$ (3,765)
(Loss) recovery per share (basic and diluted)	\$(0.006)	\$ 0.015	\$(0.004)
<b>Balance Sheet</b>			
Total assets	\$ 0	\$ 0	\$ 0
Total liabilities	\$ 604,835	\$ 599,070	\$ 614,114

### **Liquidity and Capital Resources**

At January 31, 2011, the Company had a working capital deficiency of \$468,030 (April 30, 2010 - \$604,835). The Company has no source of operating revenue and as such relies on support from related parties to raise funds for its current operations.

The above reflects the Company's liabilities as at April 30 for the years indicated. The changes in the Company's liabilities were on account of interest accrued on the loans payable and accrued professional fees in order for the Company to maintain its status as a public issuer. More specifically Western Economic Diversification Canada assessed interest against their loan to Anglo's sub which is included in the Parent/Sub Financial Statements. This amount, both Principal and interest is included in accounts payable and accrued liabilities. The \$30,000 loans payable is non-interest bearing.

For the year ending April 30, 2009, the Company reported expense recoveries of \$18,809. This transaction occurred as a result of the Company removing a number of payables from the accounts payable list. One creditor, QuadraPlex Development Corporation obtained a judgment against the Company on February 11, 2008. As the debt was from 1998 and QuadraPlex was dissolved from the BC Corporate Registry on December 28, 2001, the debt was removed.

### **Going Concern**

The Company had cash and cash equivalents of \$Nil at January 31, 2011 (April 30, 2010 - \$Nil) and management cannot provide assurance that the Company will ultimately achieve profitable operations or become cash flow positive, or raise additional debt and/or equity capital. However, management believes that the Company's capital resources should be adequate to continue operating and maintain its business strategy during fiscal 2012. However, if the Company is unable to raise additional capital in the near future, due to the Company's liquidity problems, management expects that the Company will need to curtail operations, liquidate assets, seek additional capital on less favorable terms and/or pursue other remedial measures.

### **LEGAL CLAIMS AGAINST THE COMPANY / POTENTIAL LIABILITIES:**

The Company knows of no legal proceedings active or contemplated.

## **PROPOSED TRANSACTIONS**

There are no proposed transactions.

## **FINANCIAL AND OTHER INSTRUMENTS**

The Company's financial instruments at January 31, 2011 and April 30, 2010 consist of the following: Accounts payable and accrued liabilities classified as other liabilities; Due to related parties classified as other financial liabilities; and Loans payable classified as other financial liabilities. The carrying value of these items approximate their fair values due to their short maturity.

## **OFF BALANCE SHEET ACTIVITIES**

At January 31, 2011, the Company had no off balance sheet financial commitments and does not anticipate entering into any contracts of such nature.

## **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

As at the date of the 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.

## **ACCOUNTING POLICIES ISSUED BUT NOT YET ADOPTED**

### **Business Combinations, Non-controlling Interest and Consolidated Financial Statements**

In January 2009, the CICA issued Handbook Sections 1582, "Business Combinations", 1601, "Consolidated Financial Statements" and 1602, "Non-controlling Interests" which replace CICA Handbook Sections 1581, "Business Combinations" and 1600, "Consolidated Financial Statements". Section 1582 establishes standards for the accounting for business combinations that is equivalent to the business combination accounting standard under International Financial Reporting Standards ("IFRS"). These sections are applicable for the Company's business combinations with acquisition dates on or after February 1, 2011. Section 1601, together with Section 1602, establishes standards for the preparation of consolidated financial statements. Early adoption of these Sections is permitted and all three Sections must be adopted concurrently. The Company does not anticipate the adoption of the above standards will have a significant impact on the Company's financial statements.

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

In February 2008, the Canadian Accounting Standards Board ("AcSB") confirmed that Canadian GAAP for publicly accountable enterprises would be replaced by IFRS for fiscal years beginning on or after January 1, 2011.

The Company commenced its IFRS conversion project when it established a formal project governance structure, which included the Company's Audit Committee and senior management. Overall project governance, management and support have been coordinated by the Company, with an independent external advisor engaged to assist in the IFRS conversion.

The Company's approach to the conversion to IFRS includes three phases:

- Phase one, an initial general diagnostic of its accounting policies and Canadian GAAP relevant to its financial reporting requirements to determine the key differences and options with respect to acceptable accounting standards under IFRS.
- Phase two, an in-depth analysis of the IFRS impact in those areas identified under phase one.
- Phase three, the implementation of the conversion process, including the completion of the opening balance sheet as at May 1, 2010 together with related discussion and notes.

At this time there are no material differences between Canadian GAAP and IFRS due to the fact that the Company has no assets, no operations and only liabilities. During fiscal 2011, the Company will be performing detailed analysis to assess the areas that will require a change to accounting policies, and those which have accounting policy alternatives available under IFRS.

The Company is in the implementation stage. This stage involves finalizing accounting policy decisions, preparing the Company's opening balance sheet as at May 1, 2010, preparing comparative financial statements and notes under IFRS for each quarterly period of 2010, and implementing system, processes, internal controls and training necessary.

#### **DUE TO RELATED PARTIES:**

At January 31, 2011, the Company reported \$225,000 owing to an officer and director of the Company. This amount is comprised of accrued consulting fees, loans to the Company to pay for a variety of fees for audits, accounting and legal fees and a myriad of submissions fees, filing and late fees to such entities as the BCSC, the ASC, the TSX Venture Exchange, SEDAR, Computershare, etc. These funds are unsecured, non interest bearing and due on demand. Transactions with related parties are measured at the exchange amount which is the amount of consideration established and approved by the related parties and are conducted under normal business terms. There are no ongoing contractual agreements resulting from the related party transactions.

#### **OUTSTANDING SHARE DATA**

As of **January 31, 2011**, the Company had **1,006,749** common shares issued and outstanding. There are no outstanding and exercisable stock options. The Company has no options or warrants outstanding during the nine months ended January 31, 2011. Effective on 20 January 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.

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

As at **May 30, 2011**, the officers and directors of the Company include:

Karl Antonius – President, CFO and Director  
Dennis Cox – Director  
Carrie Cesarone – 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 1130, 789 West Pender Street, Vancouver, British Columbia, V6C 1H2