PLANET MINING EXPLORATION INC.
(formerly Planet Exploration Inc.)

MANAGEMENT'S DISCUSSION & ANALYSIS

FOR THE YEAR ENDED MARCH 31, 2012

Dated July 19, 2012

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Management's Discussion and Analysis

This management's discussion and analysis ("MD&A") for the year ended March 31, 2012 are prepared by management on July 19, 2012 for Planet Mining Exploration Inc. (formerly Planet Exploration Inc.) (the "Company") in accordance with International Financial Reporting Standards ("IFRS"). The MD&A should be read in conjunction with the Company's audited financial statements and related notes for the year ended March 31, 2012 and 2011, which were prepared in accordance with IFRS.

All dollar amounts referred to in this MD&A are expressed in Canadian dollars except where indicated otherwise.

Forward Looking Information

This MD&A, which contains certain forward-looking statements, are intended to provide readers with a reasonable basis for assessing the financial performance of the Company. All statements, other than statements of historical fact, are forward-looking statements. The words "believe", "expect", "anticipate", "contemplate", "target", "plan", "intends", "continue", "budget", "estimate", "may", "will", "schedule" and similar expressions identify forward looking statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements. Such factors include, but are not limited to, fluctuations in the currency markets such as Canadian dollar and U.S. dollar, fluctuations in the prices of gold and other commodities, changes in government legislation, taxation, controls, regulations and political or economic developments in Canada and other countries in which the Company carries or may carry on business in the future, risks associated with mining or development activities, the speculative nature of exploration and development, including the risk of obtaining necessary licenses and permits, and quantities or grades of reserves. Many of these uncertainties and contingencies can affect the Company's actual results and could cause actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, the Company. Readers are cautioned that forward-looking statements are not guarantees of future performance. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those acknowledged in such statements. Specific reference is made to the "Risks and Uncertainties" and "Use of Estimates and Judgments" sections of these MD&A for a discussion of some of the factors underlying forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except to the extent required by applicable laws.

OUTLOOK

The Company is a junior mineral exploration company that is listed under the symbol "PXI" on the TSX Venture Exchange. While transitioning from Alberta to British Columbia, on April 12, 2012, the Company changed its name to Planet Mining Exploration Inc. To date, the Company has not earned any revenue from its resource property interests and is considered to be in the exploration stage.

On June 9, 2011 Salim Jivraj resigned from the board of directors of the Company.

Abbreviations
Au – gold
g/t – grams per tonne
m – metres
oz – ounces

MINERAL PROPERTIES

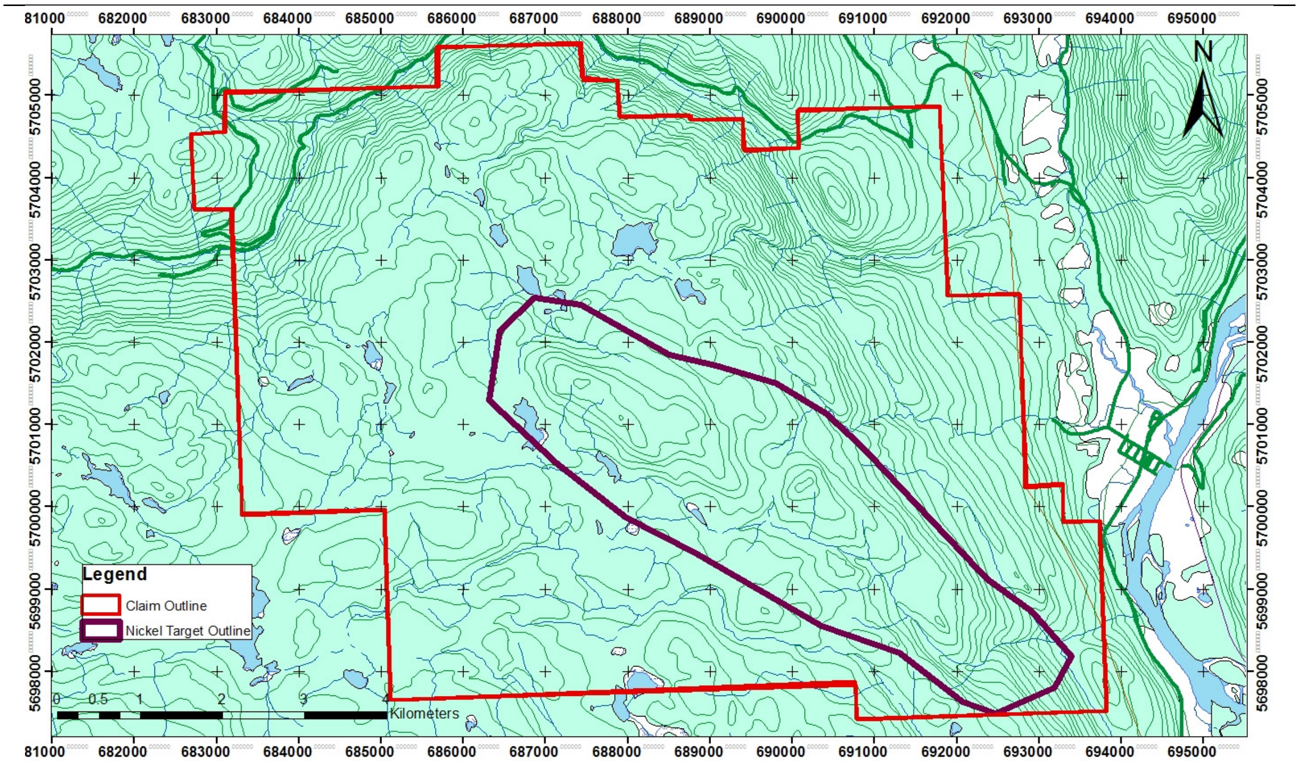
The Golden Loon project, British Columbia

On February 15, 2011, the Company signed an option agreement with Tilava Mining Corporation, a private company, to acquire an initial 70% interest, which can be increased to 100%, in Tilava's Golden Loon gold and copper project located 80 kilometres north of Kamloops, British Columbia. For details of the agreement refer to the audited financial statements for the year ended March 31, 2012.

The Property comprises 29 mineral claims with a total area of 6,700 hectares, located eight kilometres west of the town of Little Fort, British Columbia, and is road accessible. The Property hosts two multi-kilometre gold and copper in soil and bedrock anomalies with positive preliminary drill results, and is underlain by a highly developed network of silicified and frequently gold-mineralized structures that have extensively altered the country rocks. The gold system flanks a 7+ kilometre by 1.2 to 2.2 km wide Nickel-Cobalt-Platinum Group Element (PGE) target.

In April 2011 the Company announced the discovery of widespread elevated gold within a 2000+ metre long soil anomaly at the Golden Loon property. This discovery doubles the area of previously reported gold-in-soils and suggests that a broad, widely gold mineralized structural network underlies the property.

In October 2011 drilling commenced at the Golden Loon property. Sixteen diamond drill holes were completed totalling 2200 m. The first six drill holes tested a historically defined near surface gold mineralized target. The remaining ten drill holes identified a new target with visually similar mineralization extending the strike length of the system to 700 m, which remains open to expansion.



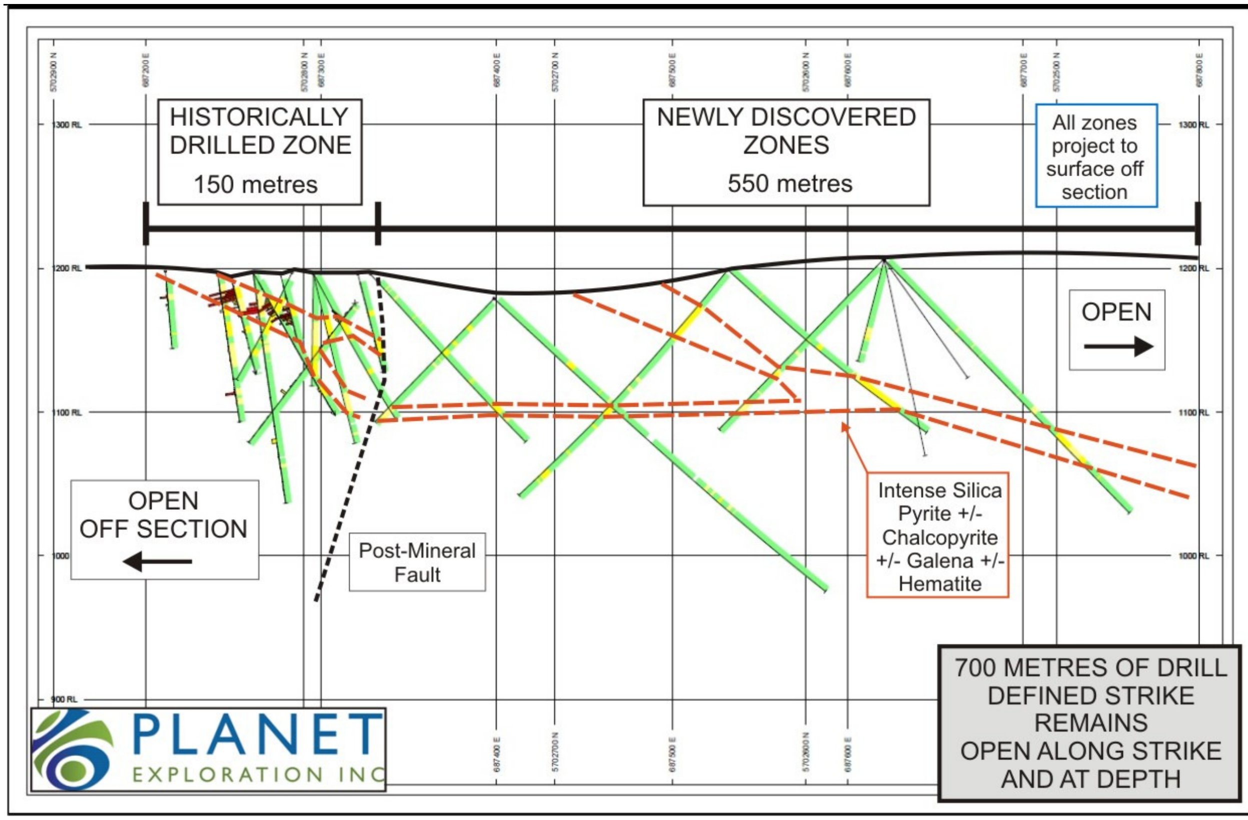
Nickel-Cobalt-PGE Target at the Golden Loon Property

The Company is focused on properties with high development potential. The Golden Loon is:

- Road-accessible and serviced with a power line
- Located less than 1 kilometre from Highway 5, a paved major all-weather transportation corridor
- Located less than 2 kilometres from an active rail line, and
- All mineralized targets are present from surface

The Golden Loon property contains two major mineralized systems. The gold system being tested by the Company flanks a 7+ kilometre by 1.2 to 2.2 kilometre wide, nickel-cobalt-platinum group element (PGE) deposit with a minimum drill-defined depth of 320 metres that remains open to expansion.

The nickel-cobalt-PGE deposit is a layered mafic intrusion of the Alaskan-type. 14 diamond drill holes totalling 2311 metres have tested it in two locations, with reported mineralization along total core length that is typically between 1000 and 3000 ppm (0.1 to 0.3%) nickel and 0.010 to 0.015% cobalt. Platinum results in drill core vary with mafic layering and range from 20 to 320 ppb in PGE-bearing layers. Another Alaskan-type layered intrusion in British Columbia of similar size and reported nickel and cobalt mineralization is the Turnagain project of Hard Creek Nickel Corp. (TSX: HNC), where a NI43-101 compliant technical report was completed.



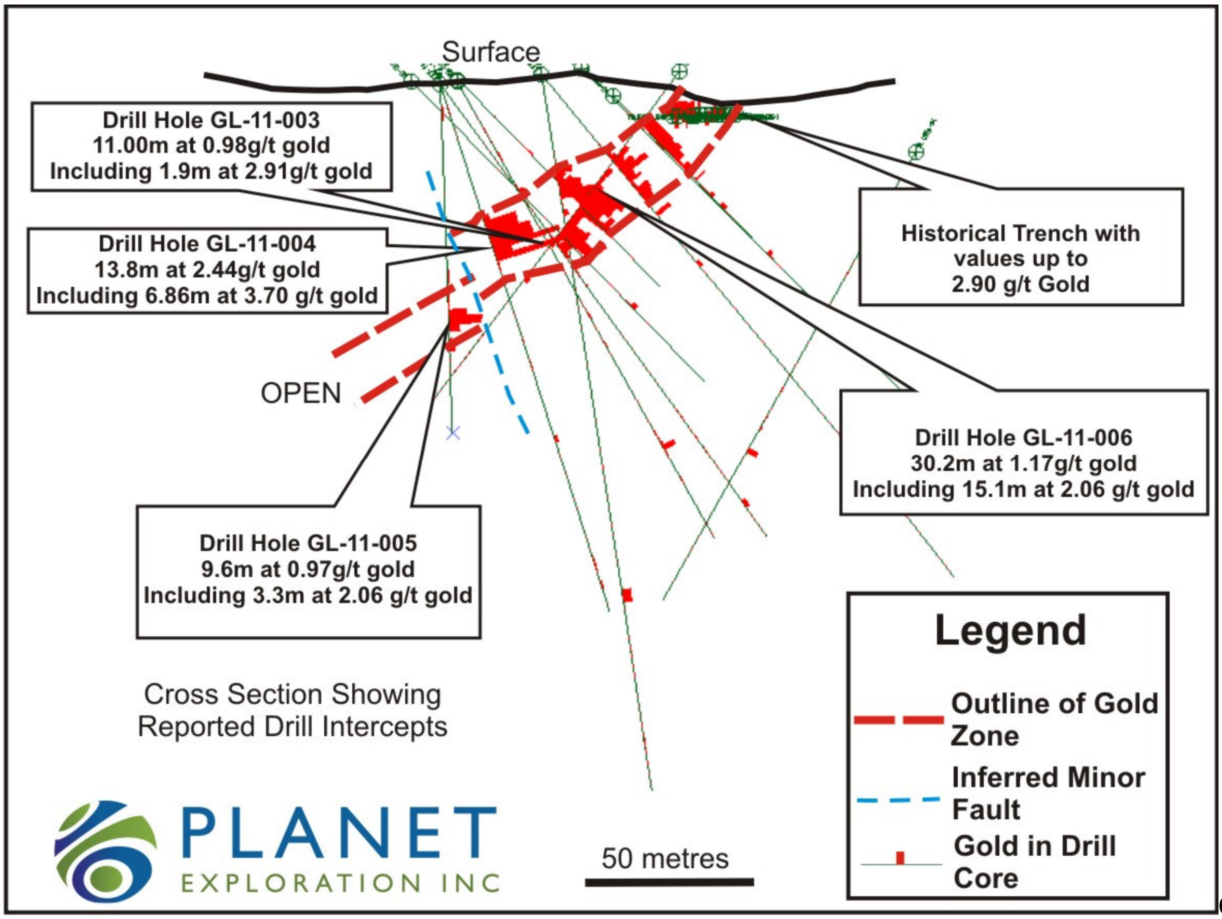
Northwest to southeast cross section through historically drilled and newly discovered zones of intense silica plus sulfide mineralization. Assay results are pending from the newly discovered zones.

Summary of Results of Phase 1 Drill Program

- Multiple sulfide mineralized structures drilled over 700 metres of strike within a strong **1.5 kilometre by 1 kilometre coincident geophysical and geochemical anomaly**
- Mineralization drill intersected from surface to 110+ metres down dip, open along strike and down dip on all structures
- Moderately dipping structures at 38° – 45° increase the volume of near-surface mineralization
- Gold mineralization is accompanied by silica, pyrite, +/- chalcopyrite, +/- galena, and +/- specular hematite
- Gold mineralization is also present in pyrite-bearing fault gouge
- Drilling tested a shallow-dipping, from-surface gold mineralized system that underlies a 1.5 kilometre by 1 kilometre gold-in-soil and bedrock anomaly

Drill holes GL-11-001 to 006 were completed in an area of historically drilled gold mineralization, while drill holes GL-11-007 to 014 were completed along a drill hole fence and discovered the new silicified sulfide-bearing zones.

The Company submitted drill core from a total of seven unassayed or incompletely assayed historic drill holes completed by a previous operator into the 7+ kilometre striking nickel-cobalt-platinum group element target at the Golden Loon.



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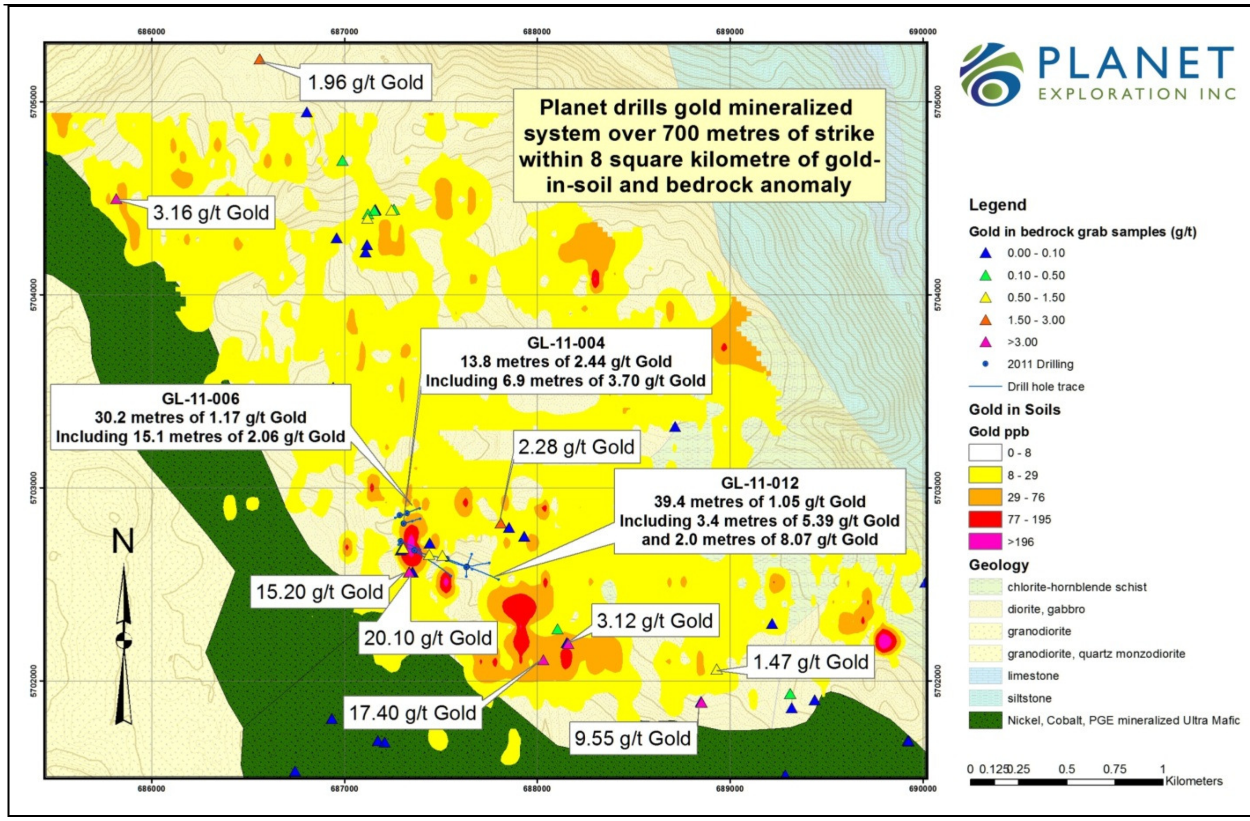
Cross section of reported drill intercepts. Zone remains open down dip and along strike.

The Company announced final results from Phase 1 diamond drilling at the Golden Loon project near Kamloops, southern British Columbia. Drill hole GL-11-012 intersected **39.4 metres of 1.05 g/t gold**, including **3.4 metres of 5.39 g/t gold, discovering a new major gold zone to the east of previously reported drill results**. The new results underlie a small portion of the **eight square kilometre** gold-in-soil and bedrock target now defined at the Golden Loon. Highlights are summarized in the map and table below.



Map of eight square kilometre gold-in-soil anomalous zone, with drill traces and significant bedrock grab samples plotted for reference. Gold-in-soil strength is affected by soil type and thickness of glacial sediments, which range from absent to 10+ metres.

Drill Hole	From (m)	To (m)	Interval (m)	Gold (g/t)
GL-11-008	40.3	42.9	2.6	1.26
GL-11-009	36.6	42.2	5.6	0.74
including	*41.6*	*42.2*	*0.56*	*6.30*
GL-11-010	122.5	128.5	6.0	1.03
GL-11-011	33.3	41.0	7.7	0.81
including	*38.9*	*41.0*	*2.1*	*1.78*
GL-11-012	**170.0**	**209.4**	**39.4**	**1.05**
including	***178.1***	***181.4***	***3.4***	***5.39***
including	***179.5***	***181.5***	***2.0***	***8.07***
GL-11-015	145.4	147.9	2.6	0.93

Table 1: Highlighted results from final drill holes of Phase 1 drilling into extended gold system. All widths are drill indicated, all zones are inferred to project to surface.

Drill hole GL-11-012 was the most easterly drill hole completed during Phase 1 drilling, and intersected the widest and strongest mineralization to date. The new zone is immediately northwest of a prominent gold-in-soil anomaly which will be drill tested in 2012. In addition to the highlighted intervals reported above, drill holes GL-11-007, 013, 014 and 016 each encountered two to seven zones of anomalous gold in the 0.10 – 0.76 g/t range over drill indicated widths of 1.0 – 15.7 metres. Highlights of the Company's previously reported results from Phase 1 drilling are summarized in the table below.

Drill Hole	From (m)	To (m)	Interval (m)	Gold (g/t)
GL-11-001	24.4	44.6	20.2	0.78
including	*27.4*	*40.3*	*12.9*	*1.01*
GL-11-002	21.2	28.6	7.35	1.75
including	*26.4*	*28.6*	*2.15*	*3.15*
GL-11-003	46.9	57.8	11.0	0.98
including	*54.0*	*55.9*	*1.9*	*2.91*
GL-11-004	**31.7**	**45.5**	**13.8**	**2.44**
including	***36.0***	***42.8***	***6.86***	***3.70***
GL-11-005	50.6	60.1	9.6	0.97
including	*50.6*	*53.9*	*3.3*	*2.06*
GL-11-006	**22.2**	**52.4**	**30.2**	**1.17**
including	***34.2***	***49.3***	***15.1***	***2.06***

Table 2: Previously reported results from Phase 1 drilling of from-surface gold system, originally released on November 17th and December 1st, 2011.

Results define a largely continuous gold mineralized structural and vein network associated with silicification, introduction of pyrite-dominated sulfides with specular hematite, and bleaching of the granodiorite wall rock. **Gold mineralization has now been drill confirmed to underlie all significant gold-in-soil anomalies tested to date, suggesting the from-surface gold system has both multi-kilometre strike and multi-zone potential**.

Placer gold workings flank the northern end of the gold-in-soil trend, while the southern end is marked by large gold-in-soil anomalies similar to those which have now been successfully drill-tested, plus grab samples of bedrock mineralization which have returned up to 17.40 g/t gold. Gold mineralized structures generally dip at shallow angles of up to 45 degrees, and are either trench-proven or inferred to project to surface in areas of anomalous gold-in-soil geochemistry.

A table of all gold intercepts encountered in Phase 1 drilling is posted to the Company's web site at www.planetexploration.net.

In February of 2012, phase 2 of drilling commenced on the Golden Loon property. Sixteen diamond drill holes were completed totalling 3277 metres. All the drill holes in phase 2 were designed to follow up on results from the Company's first phase of drilling.

Summary of Results of Phase 2 Drill Program

On March 2, 2012, the Company reported drilling **80.1 metres of 1.00 g/t gold including 23.7 metres of 2.15 g/t gold** from first results of phase 2 drilling. Drill hole GL-12-017 intersected a thickened mineralized zone that plunges at only 15-20 degrees from surface, meaning the **reported gold mineralization is all within 60 vertical metres of the surface.**

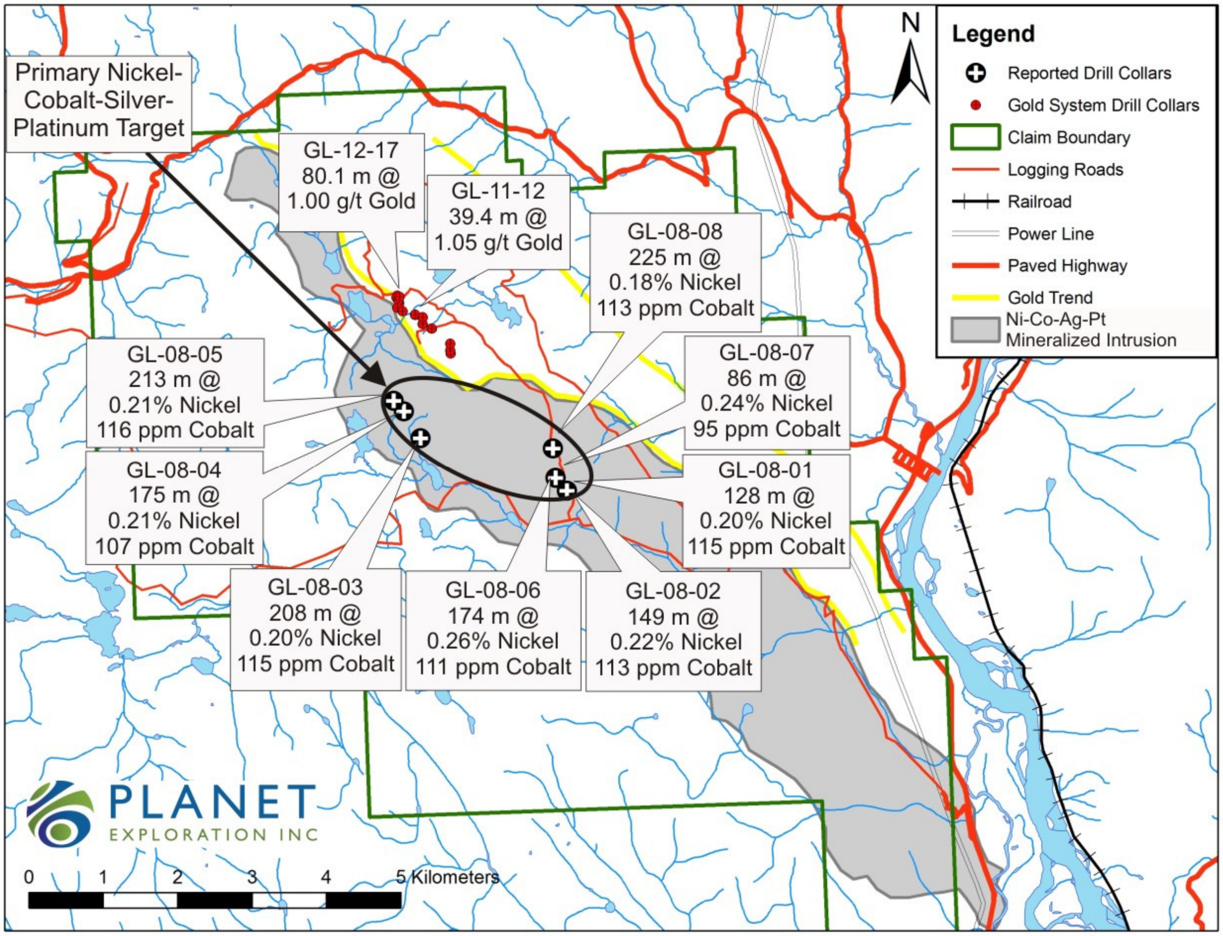
GL-12-017	**From (m)**	**To (m)**	**Interval (m)**	**Gold (g/t)**
Total Zone	33.7	113.7	80.1	1.00
including	*90.0*	*113.7*	*23.7*	*2.15*

Table 3 Results from the first hole of phase 2 drilling

On March 22, 2012, the Company announced positive drill results from nickel-cobalt-silver-platinum mineralized intrusion at the Golden Loon. Drill results were obtained from 7 historic drill holes, that had previously been unassayed or incompletely assayed, totaling 1380 metres in two drill fences across a **2.2 kilometre by 600 metre area**. Planned metallurgical work to be supervised by SRK Engineering Ltd. will complete grinding and flotation tests of representative samples of the layered ultramafic intrusion, in order to estimate metal recoveries during conventional mining processing.

Hole	From	To	**Interval (m)**	Nickel %	**Nickel (lbs/tonne)**	Sulfide Nickel (%)*	**Sulfide Nickel (lbs/tonne)**	Cobalt (ppm)
GL-08-01	1.9	129.5	**127.7**	0.201	**4.43**	0.108	**2.38**	115
including	*1.9*	*45.0*	***43.2***	*0.243*	**5.36**	*0.125*	***2.76***	*96*
GL-08-02	2.0	151.0	**149.0**	0.223	**4.91**	Not tested		113
including	*2.0*	*28.0*	***26.0***	*0.245*	***5.40***	*0.133*	***2.93***	*104*
including	*2.0*	*61.0*	***59.0***	*0.255*	***5.62***	Not tested		*107*
GL-08-03	4.1	211.8	**207.7**	0.198	**4.36**	Not tested		115
including	*54.0*	*70.0*	***16.0***	*0.256*	***5.64***			*120*
GL-08-04	2.0	177.0	**175.0**	0.209	**4.61**	0.085	**1.87**	107
Including	*34.0*	*51.0*	***17.0***	*0.239*	***5.27***	*0.099*	***2.18***	*120*
GL-08-05	2.3	214.9	**212.6**	0.205	**4.52**	0.076	**1.68**	116
Including	*2.3*	*25.0*	***22.7***	*0.248*	***5.47***	*0.097*	***2.14***	*119*
GL-08-06	4.5	178.6	**174.1**	0.260	**5.73**	Not tested		111
Including	*89.0*	*124.0*	***35.0***	*0.275*	**6.06**			*119*
GL-08-07	4.6	90.5	**86.0**	0.240	**5.29**	0.129	**2.84**	95
Including	*5.0*	*18.0*	***13.0***	*0.283*	***6.24***	*0.144*	***3.17***	*102*
GL-08-08	1.0	226.5	**225.5**	0.178	**3.92**	Not tested		113
Including	*63.0*	*73.0*	***10.0***	*0.201*	***4.43***	*0.0923*	***2.03***	*110*
Including	*131.0*	*149.0*	***18.0***	*0.219*	***4.83***	Not tested		*104*

Table 4 Nickel and cobalt assay results from Phase 1 program.



Map of Golden Loon property showing reported drill results, infrastructure, and large size of mapped and drilled nickel, cobalt, silver and platinum mineralized layered ultramafic intrusion.

Hole	From (m)	To (m)	Interval (m)	Silver (g/t)
GL-08-01	23	36	13	6.0
	117	126	9	7.4
GL-08-02	2	12	10	8.2
	26	55	29	4.8
	78	**79**	**1**	**78.0**
	128	129	1	15.0
	137	151	14	12.4
including	***148***	***149***	***1***	***91.0***
GL-08-03	5	62	57	9.0
	75	112	37	6.7
	131	132	1	23.0
	156	172	16	7.7
	180	193	13	6.5
GL-08-06	13	24	11	4.7
	51	168	117	5.7
including	*51*	*86*	*35*	*8.4*
	149	168	19	7.1
GL-08-08	84	85	1	17.0
	194	195	1	16.0

Table 5 Highlighted silver intervals

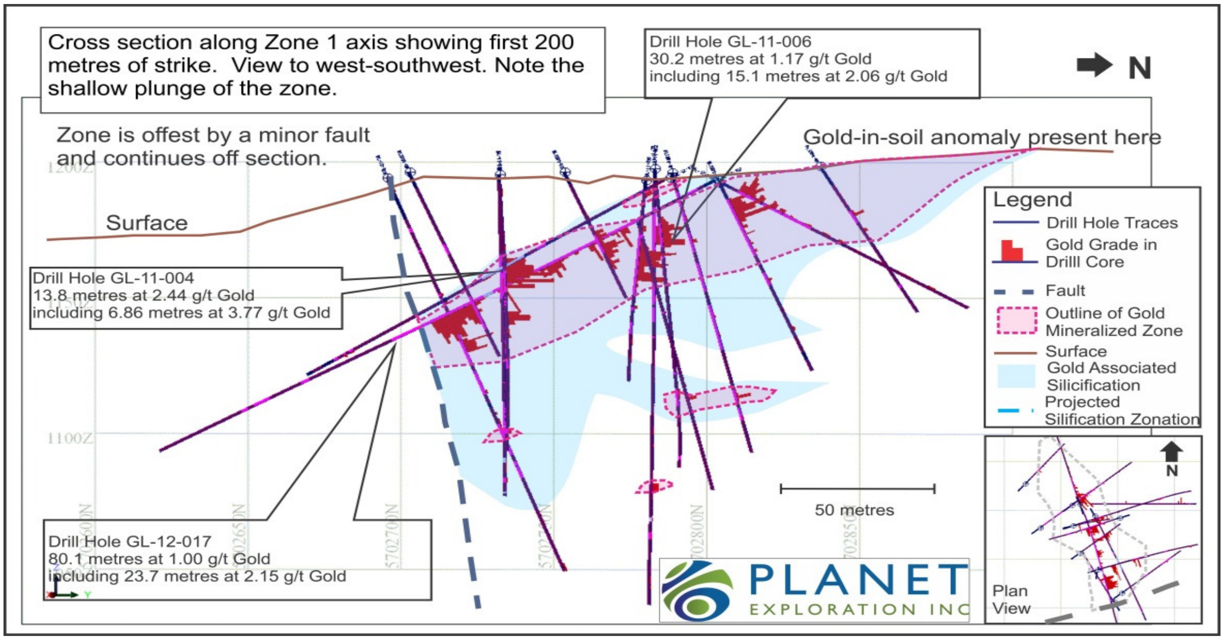
Hole	From (m)	To (m)	Interval (m)	Platinum (g/t)
GL-08-02	91	92	1.0	0.20
	126	127	1.0	0.11
GL-08-03	48	49	1.0	0.13
	52	53	1.0	0.21
GL-08-04	29	30	1.0	0.64
GL-08-08	55	56	1.0	0.13
	79	80	1.0	0.14
	109	110	1.0	0.32
	131	132	1.0	0.32
	135	136	1.0	0.11
	145	146	1.0	0.12
	156	158	2.0	0.14
	167	168	1.0	0.12
	199	**205**	**6.0**	**0.13**

Table 6 Highlighted platinum intervals

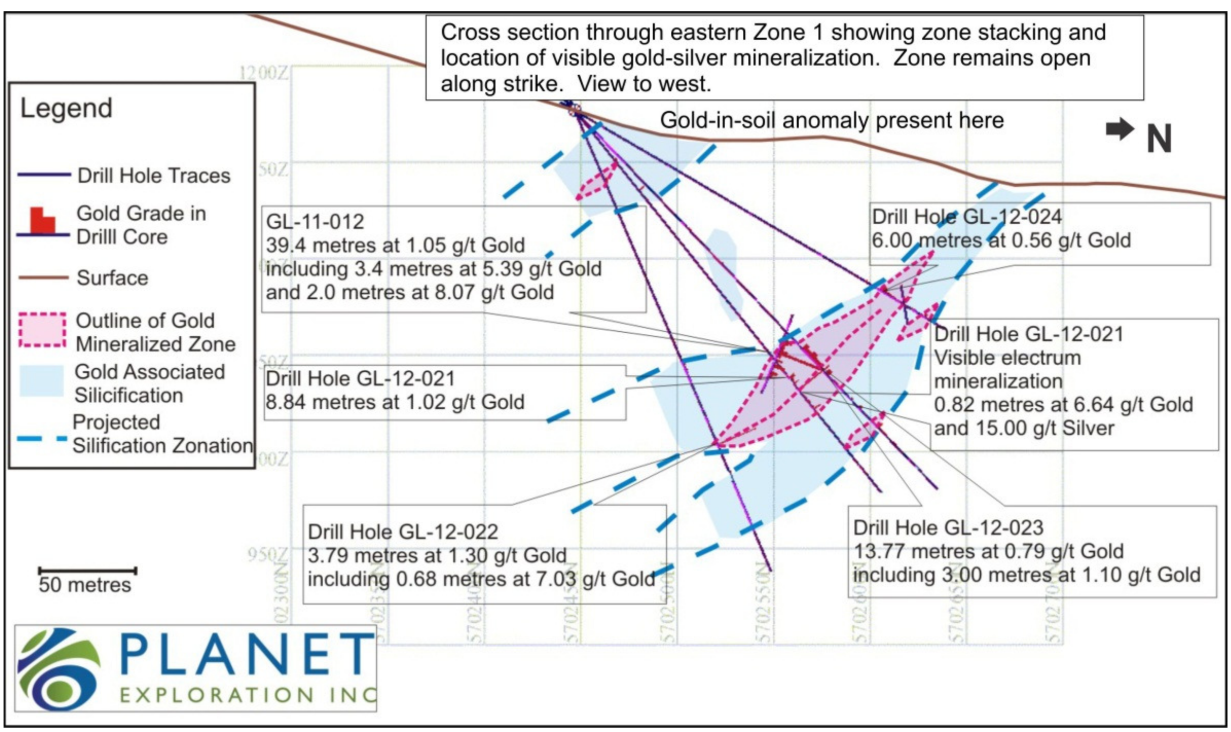
On April 5, 2012 the remaining results from phase 2 drilling were released, including drilling of **visible gold-silver alloy (electrum) up to 1 mm in diameter within massive sulfide veining**.

Drill Hole	From (m)	To (m)	Interval (m)	Gold (g/t)	Silver (g/t)	Location in Zone 1
GL-12-017	**33.7**	**113.7**	**80.1**	**1.00**	**-**	**West**
including	*90.0*	*113.7*	*23.7*	*2.15*	*4.9*	
GL-12-018	**7.6**	**18.0**	**10.4**	**0.94**	**-**	**West**
GL-12-020	64.4	69.6	5.2	1.54	3.8	West (Margin)
GL-12-021	**177.2**	**186.1**	**8.8**	**1.04**	**-**	**East**
including	*185.2*	*186.1*	*0.8*	*6.64*	*15.0*	(Visible gold-silver)
GL-12-022	188.4	189.1	0.7	7.03	39.0	East (Margin)
GL-12-023	**170.5**	**184.2**	**13.8**	**0.79**	**-**	**East**
GL-12-024	184.0	190.0	6.0	0.54	-	East (Margin)
GL-12-026	199.5	203.4	3.9	0.78	-	East (Margin)
GL-12-027	172.3	179.0	6.7	0.86	-	East (Margin)
GL-12-028	183.2	185.9	2.6	0.76	-	East (Margin)
GL-12-029	**176.3**	**187.1**	**10.8**	**0.99**	**-**	**East**
GL-12-032	79.0	82.0	3.0	1.21	-	East (Margin)
	146.4	149.5	3.1	-	44.0	

Table 7 Drill results from phase 2 of drilling at Golden Loon property

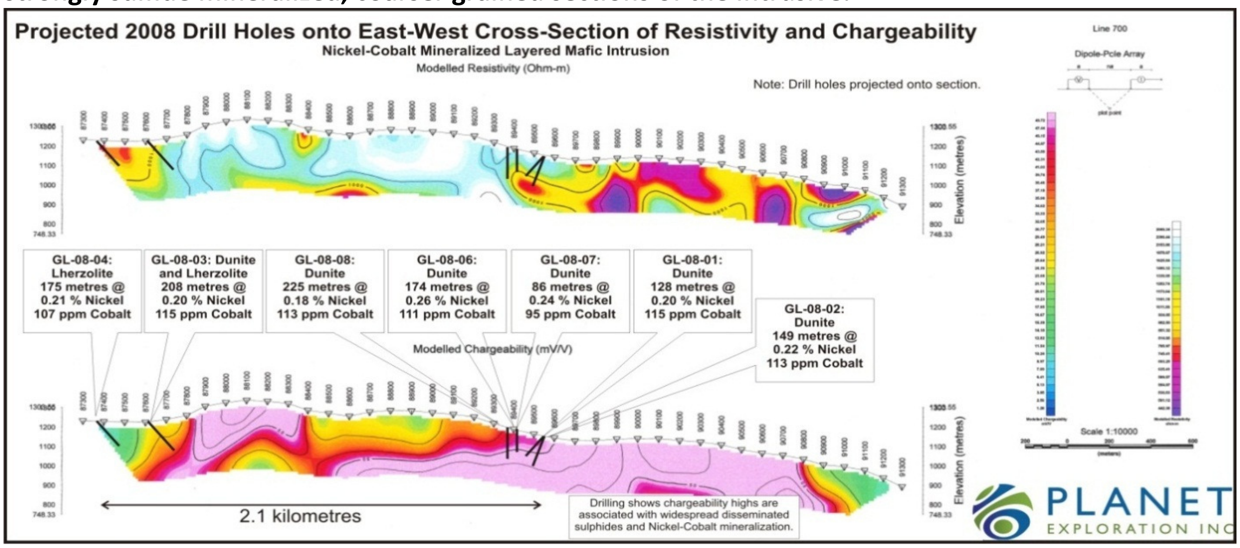


Cross section along axis of the western section of Zone 1. As drilled here, the total silicified zone varies from 20 to 50 metres in estimated true thickness and projects 200 metres along strike from surface, where it is offset by a minor fault. Largely continuous gold mineralization varies from 15 to 30 metres in estimated true thickness along the zone's axis.



Zone 1 divides along strike and at depth into 3 parallel silicified zones of 30 - 70 metres approximate true thickness, containing gold mineralized zones of 3 - 14 metres approximate true thickness including massive sulfide veining with visible gold-silver.

On June 7, 2012 nickel sulfide and magnetite mineralization was confirmed by the mineralogical testing of the ultramafic intrusion at the Golden Loon property. **Results suggest widespread nickel sulfide** and magnetite are present within the ultramafic intrusion. The Company is now mapping the ultramafic intrusion to identify the most prospective areas for follow-up drilling. **Primary targets consist of the most strongly sulfide mineralized, coarser grained sections of the intrusive.**



Chargeability and resistivity sections across 4 kilometres of the mineralized intrusion. Drill holes are projected onto this section from 50 – 200 metres to the north and south of the section line. QEMSCAN results suggest strong chareability highs of up to 48.72 mVs/V are associated with widespread nickel sulfide (pentlandite) mineralization. Note the 2.1 kilometre scale bar for reference

Drill Hole	Total Nickel % (Assay)	Sulfide Nickel % (Assay)	Rock Type	Pentlandite $(Fe,Ni)_9S_8$ % of All Minerals QEMSCAN	Pyrite, Pyrrhotite and Copper Sulfides % of All Minerals QEMSCAN	Magnetite (Fe_3O_4) % of All Minerals QEMSCAN	**Pentlan-dite as % of Total Sulfide Minerals QEMSCAN**
GL-08-01	0.19	0.10	Dunite	0.25	0.16	2.46	**61%**
GL-08-02	0.20	0.09	Dunite	0.23	0.23	1.75	**50%**
GL-08-04	0.23	0.11	Lherzolite	0.26	0.02	1.03	**93%**
GL-08-05	0.22	0.10	Lherzolite	0.15	0.03	2.14	**83%**
GL-08-07	0.29	0.14	Dunite	0.22	0.08	2.57	**73%**
Average	***0.23***	***0.11***	**--**	***0.22***	***0.11***	***2.00***	***67%***

Table 8 QEMSCAN results showing mineral distribution in representative composite samples of drill core from five separate drill holes. Most of the sulfide minerals present in the intrusion are the nickel sulfide mineral pentlandite.

The Red Lake, Ontario (Sidace Lake) project

Location and Ownership

The Red Lake project comprises of 63 unpatented contiguous mining claims covering an area of 12,224 ha, located 25 km northeast of Balmertown, Red Lake Mining Division, Ontario. The property is owned by the Company as to 40% and Goldcorp Red Lake Gold Mines, an affiliate of Goldcorp Inc. ("Goldcorp") as to 60% under the terms of a joint venture. The Sidace Lake property is subject to a 1% Net Smelter Royalty.

Brief History

Since 1998, when the Company first took an interest in the property, 246 diamond drill holes, totaling 90,142 meters of NQ core have been drilled on the Sidace lake joint venture.

On April 14, 2009, the Company announced a National Instrument 43-101 ("NI 43-101") compliant independent Technical Review of the Sidace Lake Gold Property, including a Mineral Resource Estimate on the 2 most advanced of 6 prospects on the claims, the Main Discovery and Upper Duck Zones, Red Lake Mining Division, Northwestern Ontario. The Technical Report was produced by Watts, Griffis and McQuat Limited ("WGM"), a geological engineering firm based in Toronto, Ontario. The Technical Report demonstrates:

TABLE OF MINERAL RESOURCE ESTIMATES FOR THE MDZ AND UDZ DEPOSITS
SHOWING SENSITIVITY TO CUT-OFF GRADE

Cut-off Grade	Indicated Resource			Inferred Resource		
	Mass	Grade	Content	Mass	Grade	Content
gm Au/t	tonnes*	gm Au/t	Au oz*	tonnes*	gm Au/t	Au oz*
MDZ						
0.50	1,601,400	2.41	124,300	3,093,500	2.10	208,600
1.00	1,401,300	2.65	119,300	2,437,000	2.46	192,400
1.50	1,119,500	3.00	107,900	1,677,200	3.01	162,500
2.00	815,500	3.46	90,800	1,152,900	3.59	133,000
2.50	551,300	4.05	71,900	816,600	4.15	108,900
3.00	376,200	4.67	56,500	558,800	4.80	86,200
UDZ						
0.50	413,000	2.92	38,700	616,700	3.19	63,300
1.00	337,100	3.40	36,900	557,700	3.44	61,700
1.50	247,600	4.19	33,300	425,800	4.11	56,300
2.00	162,800	5.46	28,600	308,600	5.01	49,700
2.50	117,800	6.70	25,400	236,000	5.87	44,600
3.00	94,900	7.66	23,400	179,600	6.86	39,600
Total MDZ and UDZ						
0.50	2,014,400	2.52	163,000	3,710,200	2.28	271,900
1.00	1,738,300	2.80	156,200	2,994,700	2.64	254,100
1.50	1,367,200	3.21	141,300	2,103,100	3.24	218,800
2.00	978,300	3.80	119,400	1,461,500	3.89	182,800
2.50	669,100	4.52	97,300	1,052,600	4.53	153,500
3.00	471,100	5.27	79,900	738,400	5.30	125,800

* All tonnage and total oz Au figures rounded to nearest hundred. Totals may not add up due to rounding.

- The estimates were prepared from two separate block models, each using a 1.5 g Au/t cut-off grade and a 35 g Au/t high grade cap, based on a gold price of US$800/oz and a US$:C$ exchange rate of 1:1.2.
- These resources are open at depth and in the case of the MDZ, laterally towards the northeast and southwest. The UDZ is cut off by dykes to the northeast and by a fault to the southwest. Previous drilling (RL-05-77, RL05-105) picked up gold mineralization in iron formation to the west of the fault.

Management has been actively investigating options to consolidate or increase the Company's interest in the property and to further drill in order to expand the known resources at the MDZ and UDZ and to further explore the several known high-potential prospects on the property. As Goldcorp is the operator and the majority interest owner in the property, our ability to pursue these options is restricted by and dependent upon receiving their support. The Company is evaluating its options with respect to advancing the property and advancing its business in general.

SELECTED FINANCIAL INFORMATION

For the years ended March 31, 2012, 2011 and 2010 (under IFRS unless otherwise noted) ($)

	2012	2011	2010
Total assets	11,045,914	11,190,401	9,842,323
Total liabilities	184,090	146,853	98,013
Interest income	57,735	46,726	18,511
Net (loss) for the year before income tax provision	(568,958)	(539,007)	(402,567)
Loss per share	(0.015)	(0.017)	(0.011)

By recent eight quarters (under IFRS unless otherwise noted) ($)

	March 31, 2012	December 31, 2011	September 30, 2011	June 30, 2011
Interest income	11,265	14,028	15,517	16,925
Net (loss) for the period before income tax provision	(185,679)	(214,684)	(73,852)	(94,743)
Net (loss) per share	(0.005)	(0.006)	(0.002)	(0.003)

	March 31, 2011	December 31, 2010	September 30, 2010	June 30, 2010
Interest income	17,108	15,162	9,470	4,986
Net (loss) for the period before income tax provision	(53,823)	(349,348)	(62,677)	(73,159)
Net (loss) per share	(0.001)	(0.01)	(0.002)	(0.003)

RESULTS OF OPERATIONS

Years ended March 31, 2012 and 2011

For the year ended March 31, 2012, operating expenses totaled $626,693 and net loss was $568,958. The Company had $585,733 in operating expenses and a net loss of $539,007 for the year ended March 31, 2011.

A decrease of $183,477 in share-based compensation expense from $352,545 recorded during the year ended March 31, 2011 to $169,068 recorded during the current year primarily relates to the difference in fair value of the stock options granted. 1,382,500 stock options were granted and vested during the year ended March 31, 2012 compared to 1,550,000 stock options granted and vested during the previous year. The difference in fair value of the options is due to a decrease in the share price on the date the stock options were granted during the current period as compared to the share price at the grant date during the year ended March 31, 2011.

Management fees increased by $13,171 from $87,335 incurred during the year ended March 31, 2011 to $100,506 incurred during the year ended March 31, 2012 due to increased activities by the Company.

Professional fees decreased by $8,679 from $52,396 incurred during the year ended March 31, 2011 to $43,717 during the period ended March 31, 2012. These changes resulted from the cessation of certain contracts upon certain changes in management.

Office, general and consulting increased by $104,732 from $70,247 incurred during the year ended March 31, 2011 to $174,979 incurred during the year ended March 31, 2012. Travel, promotion and shareholder information expenditures increased by $71,296 from $8,301 incurred in 2011 to $79,597 incurred during the year ended March 31, 2012. The Company incurred $24,336 in rent during the year ended March 31, 2012 compared to $7,924 incurred during the previous year. The Company is renting an office starting from March 1, 2011. All these changes are a result of increased activities by the Company and extra efforts in raising investor awareness of the Company and its projects.

The net loss was partially offset by interest income of $57,735 for the year ended March 31, 2012 compared to $46,726 during the year ended March 31, 2011.

<u>Three months ended March 31, 2012 and 2011</u>

For the three months ended March 31, 2012, operating expenses totaled $196,944 and net loss was $185,977. The Company had $70,931 in operating expenses and a net loss of $53,823 for the three months ended March 31, 2011.

Share-based compensation expense increased by $12,862 from $15,118 recorded during the three months ended March 31, 2011 to $27,980 recorded during the same period of the current year. Out of 250,000 stock options granted and vested during the three months ended March 31, 2011, 105,000 were granted to non-geological personnel compared to 200,000 stock options granted to non-geological personnel during the three months ended March 31, 2012 with related expense recorded in share-based compensation.

The Company incurred $42,980 in management fees during the three months ended March 31, 2012 compared to $27,335 recorded during the same period of the previous year. Professional fees increased by $15,080 from $4,868 incurred during the three months ended March 31, 2011 to $19,948 incurred during the three months period ended March 31, 2012. These changes resulted from the Company entering into certain contracts upon certain changes in management.

Travel, promotion and shareholder information increased by $13,939 from $5,927 incurred in 2011 to $19,866 incurred during the three months ended March 31, 2012. Office, general and consulting increased by $46,781 during the three months ended March 31, 2012 as compared to the prior period. The Company incurred $5,940 in insurance during the three months ended March 31, 2012. The Company did not carry insurance during the same period of the previous year. All these changes are a result of increased activities by the Company.

Transfer agent and filing fees increased by $17,690 from a recovery of $6,940 recorded during the three months ended March 31, 2011 compared to $10,750 incurred during the same period of the current year.

The difference is a result of a reclassification of some amounts previously recorded as filing fees to share issue costs during the three months ended March 31, 2011.

The net loss was partially offset by interest income of $11,265 for the three months ended March 31, 2012 compared to $17,108 during the three months ended March 31, 2011.

LIQUIDITY AND CAPITAL RESOURCES

The Company's objectives when managing capital are:

- To safeguard the entity's ability to continue as a going concern.
- To maintain appropriate cash reserves on hand to meet ongoing exploration and operating costs.
- To invest cash in hand in highly liquid and highly rated financial instruments.

The Company defines its capital as shareholders' equity. 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. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements, the sale of assets, debt, or return capital to shareholders. The Company currently has no externally imposed capital requirements. Recent economic conditions have not significantly affected the Company's objectives, policies or processes for managing its capital.

In September 2010, the Company closed a private placement consisting of 10,000,000 Units of the Company, at $0.12 per Unit, for gross proceeds of $1,200,000. Each Unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase an additional common share of the Company at any time until September 17, 2012 at an exercise price of $0.25 per share.

During the year ended March 31, 2011, 825,000 options (2010 – Nil) were exercised for aggregate proceeds of $140,250 (2010 - $Nil). During the year ended March 31, 2011, 150,000 warrants (2010 – Nil) issued in private placement were exercised for gross proceeds of $37,500 (2010 - $Nil).

The Company has no debt and working capital of $3,262,429 as at March 31, 2012 ($5,512,690 as at March 31, 2011). The Company utilizes this working capital for expenditures on exploration and general and administrative expenses.

RELATED PARTY TRANSACTIONS

During the year ended March 31, 2012, the Company incurred $188,925 (2011 – $Nil) in geological services which were capitalized to resource properties, $140,870 (2011 – $12,600) in office, general and consulting expenses, $328 (2011 – $Nil) in professional fees, $55,006 (2011 - $Nil) in management fees and $26,917 (2011 - $2,625) in travel, promotion and shareholder information from a company in which an officer and a director of the Company is an employee. $24,078 (March 31, 2011 – $3,853) was payable to this company as at March 31, 2012. These expenses were charged to the Company at cost without markup.

During the year ended March 31, 2012, the Company incurred $45,500 (2011 – $24,500) in management fees from a company controlled by a director and officer of the Company. A total of $5,040 was payable with respect to these fees as at March 31, 2012 (March 31, 2011 – $3,920). Shared-based compensation to this director and officer amounted to $37,920 (2011 - $51,525).

During the year ended March 31, 2012, the Company paid a total of $52,596 (2011 – $Nil) for rent to companies with directors in common. The Company expensed $24,336 (2011 – $Nil) of this amount as rental expense during the current period, $22,260 (March 31, 2011 – $Nil) representing 7 months rental fees and office security deposit are included in prepaid expenditures, and $6,000 (March 31, 2011 – $Nil) was paid to settle a prior period payable.

During the year ended March 31, 2012, the Company incurred $nil (2011 - $60,000) in management fees from an officer and directors of the Company. $Nil was payable with respect to these fees as at March 31, 2012 (March 31, 2011 - $Nil). Share-based compensation to these directors and officer amounted to $16,930 (2011 - $61,389).

During the year ended March 31, 2012, the Company incurred $nil (2010 - $20,000) in consulting fees from a director of the Company. There was no payable with respect to this fee as at March 31, 2012 and 2011.

Share-based compensation to this director and officer amounted to $12,640 (2011 - $103,050). Receivable from a director and officer of the Company amounts to $8,248 (March 31, 2011 - $8,248) as at March 31, 2012. Included in accounts payable relating to this director and officer amounts to $162 (2011 - $Nil) as at March 31, 2012.

During the year ended March 31, 2012 the Company advanced funds to a company in which an officer and a director of the Company is an employee for using office equipment. As at March 31, 2012, $7,440 (2011 - $Nil) of this advance is outstanding.

These related party transactions are in the normal course of operations and have been measured at the exchange amount which is the amount of consideration established and agreed to by the related parties.

SHARE CAPITAL

Issued and outstanding common shares:

	Number of Shares	Amount
Balance, March 31, 2009 and March 31, 2010	25,319,190	$ 11,341,692
Shares issued for cash, net of share issue costs	10,000,000	1,185,297
Shares issued for warrants	150,000	37,500
Shares issued for stock options	825,000	221,240
Shares issued for resource property	330,000	89,100
Balance, March 31, 2011	36,624,190	$ 12,874,829
Shares issued for resource property	900,000	177,000
Shares issued to finders of resource property	15,000	3,450
Balance, March 31, 2012 and July 19, 2012	**37,539,190**	**$ 13,055,279**

Stock Options

The Company has a stock option plan whereby the Company may grant options to its directors, officers, employees and consultants for up to 10% of the outstanding common shares from time to time with vesting rights determined at each grant date. The exercise price of each option equals the market price of the Company's stock on the date of the grant (less any permitted discount, if any) and an option's maximum term is five years.

A summary of the Company's stock option activity:

	Number of options	Exercise price per share range	Weighted average exercise price
Balance, March 31, 2009	2,327,500	$ 0.17 - $ 0.56	$ 0.27
Expired	(20,000)	$ 0.56	0.56
Balance, March 31, 2010	2,307,500	$ 0.17 - $ 0.48	0.27
Granted	1,800,000	$ 0.34 - $ 0.35	0.34
Exercised	(825,000)	$ 0.17	0.17
Cancelled	(935,000)	$ 0.37 - $ 0.48	0.37
Expired	(170,000)	$ 0.17 - $ 0.38	0.36
Balance, March 31, 2011	2,177,500	$ 0.17 - $ 0.40	0.31
Granted	1,745,000	$ 0.20 - $ 0.36	0.23
Expired	(7,500)	$ 0.40	0.40
Cancelled	(900,000)	$ 0.20 - $ 0.36	0.33
Balance, March 31, 2012	3,015,000	$ 0.17 - $ 0.56	0.26
Granted	75,000	$ 0.25	0.25
Balance, July 19, 2012	3,090,000	$ 0.17 - $ 0.56	$ 0.26

As at July 19, 2012, the following stock options are outstanding and exercisable:

Number of common shares under option	Exercise price per common share	Weighted average remaining contractual life in years	Exercisable
370,000	$ 0.17	1.39	282,500
1,050,000	0.34	3.29	1,050,000
250,000	0.35	3.68	250,000
1,020,000	0.20	4.22	1,020,000
125,000	0.22	4.27	125,000
200,000	0.20	1.44	150,000
75,000	0.25	4.71	75,000
3,090,000	$ 0.27	3.32	2,952,500

Share purchase warrants

The following table summarizes changes in the number of warrants outstanding and exercisable:

	Number of warrants		Weighted average exercise price
Balance, March 31, 2010	-	$	-
Granted	10,000,000		0.25
Exercised	(150,000)		0.25
Balance, March 31, 2011	9,850,000		0.25
Balance, March 31, 2012 and July 19, 2012	9,850,000	$	0.25

Off-balance Sheet Arrangements

As at March 31, 2012 as well as the date of this report, the Company does not have any off-balance sheet arrangements.

USE OF ESTIMATES AND JUDGMENTS

Significant Accounting Judgments and Estimates

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Areas requiring a significant degree of estimation and judgment relate to the recoverability of the carrying value of resource properties, share-based compensation and other equity-based payments. Actual results may differ from those estimates and judgments.

Mining Interests

Resource properties consist of exploration and mining concessions, options and contracts. Acquisition and exploration costs are capitalized and deferred until such time as the property is put into production, or the property is disposed of either through sale or abandonment. If put into production, the costs of acquisition and exploration will be written off over the life of the property based on estimated economic reserves. Proceeds received from the sale of any interest in a property will be credited against the carrying value of the property, with any excess included in operations for the period. If a property is abandoned, the acquisition and deferred exploration costs will be written off to operations.

Management reviews capitalized costs on its mineral properties on a periodic basis and recognizes impairment in value based upon current exploration results and upon management's assessment of the future probability of profitable operations from the property or sale of the property.

RISKS AND UNCERTAINTIES

There can be no assurance that commercial quantities of valuable minerals will be recovered by the Company in the future. Mining exploration involves a high degree of risk and there is no assurance that expenditures made on future exploration by the Company will result in new discoveries of mineral deposits in commercial quantities. It is difficult to project the costs of implementing an exploratory drilling program due to the inherent uncertainties of drilling in unknown formations, the costs associated with encountering various drilling conditions and changes in drilling plans and locations as a result of prior exploratory holes or additional seismic data and interpretations thereof. The Company currently has focused its efforts on its property in Red Lake, Ontario. Exploration projects are reviewed at a very early stage for all aspects including: corporate fit, environmental issues, timing, costs and reward potential. Identified risks are addressed and excessive risks are mitigated, to the extent possible, before any project is approved. Management will continue to evaluate prospects on an ongoing basis in a manner consistent with industry standards and their past practices. The long term commercial success of the Company depends on its ability to find, acquire, develop and commercially produce valuable minerals. No assurance can be given that the Company will be able to locate satisfactory properties for acquisition or participation.

Interest Rate Risk

The Company's only source of income is interest revenues. The Company utilizes its working capital for expenditures on exploration and general and administrative expenses. As cash has been spent, the amounts placed in higher interest earning deposits have declined. In addition, average interest rates have trended significantly lower over the previous eight quarters resulting in decreasing interest revenues. As at March 31, 2012, a 1% change in interest rates would affect the revenue derived from cash and cash equivalents by approximately $30,000 on an annual basis.

Financial Risk and Capital Markets Uncertainty

The Company's business plan has been to grow through exploration of mineral resources. The Company's principal risks, as an exploration company, are that it must find and develop economic mineral resources and be able to fund the associated capital expenditures. The Company relies on equity financing. If any components of the business plan should be missing, the Company may not be able to continue executing the entire business plan.

The unprecedented disruptions in the credit and financial markets have had a significant material adverse impact on a number of financial institutions. As a result, certain companies have had, and may continue to have, limited access to capital and credit. These disruptions could, among other things, make it more difficult for the Company to obtain financing for its operations.

Resource Property Risk

Acquisition and exploration costs of resource property interests are capitalized and deferred until such time as the property is put into production, the property is disposed of either through sale or abandonment or the property is considered uneconomic in the foreseeable future. If put into production, the costs of acquisition and exploration will be written off over the life of the property based on estimated economic reserves. Proceeds received from the sale of any interest in a property or option proceeds with respect to undeveloped properties are credited against the carrying value of the property, with any excess included in operations for the period. If a property is abandoned or considered uneconomic in the foreseeable future, the acquisition and deferred exploration costs are written off to operations.

Although the Company has taken steps to verify title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property may be subject to unregistered prior agreements or inadvertent non-compliance with regulatory requirements. Management reviews capitalized costs on its resource properties on a periodic basis and recognizes impairment in value based upon current exploration results and upon management's assessment of the future probability of profitable operations from the property or sale of the property.

Competition

The mining industry is intensively competitive in all its phases. The Company competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral interests as well as for the recruitment and retention of qualified employees.

Environmental Regulations

The current and future operations of the Company, including further exploration, development activities and commencement of production on its properties, require permits from various Provincial, Federal and State governmental authorities. Such operations are subject to various laws governing land use, the protection of the environment, production, exports, taxes, labor standards, occupational health, waste disposal, toxic substances mine safety and other matters. There can be no assurance, however, that all permits which the Company may require for construction of mining facilities and conduct of mining operations will be obtainable on reasonable terms. Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties. Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions there under, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violation of applicable laws or regulations.

Environmental Impact

The Company does not believe that there are any significant environmental obligations requiring material capital outlays in the immediate future and anticipates that such obligations will only arise when full scale development commences. As the Company's project is still in the exploration and development stage and no significant environmental impact has occurred to date, the Company does not currently consider that expenditures required meeting any ongoing environmental obligations at the projects material to its results or to financial condition to the Company at this time. However, these costs may become material in the future and will be reported in the Company's filings at that time.

Uncertainty of Reserves and Mineralization Estimates

There are numerous uncertainties inherent in estimating proven and probable reserves and mineralization, including many factors beyond the control of the Company. The estimation of reserves and mineralization is a subjective process and the accuracy of any such estimates is a function of the quality of available data and of engineering and geological interpretation and judgment. Results of drilling, metallurgical testing and production and the evaluation of mine plans subsequent to the date of any estimate may justify revision of such estimates. No assurances can be given that the volume and grade of reserves recovered and rates of production will not be less than anticipated. Assumptions about prices are subject to greater uncertainty and metal prices have fluctuated widely in the past. Declines in the market price of base or precious metals also may render reserves or mineralization containing relatively lower grades of ore uneconomic to exploit. Changes in operating and capital costs and other factors including, but not limited to, short-term operating factors such as the need for sequential development of ore bodies and the processing of new or different ore grades, may materially and adversely affect reserves.

Operating Hazards and Risks Associated with the Mining Industry

Mining operations generally involve a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Hazards such as unusual or unexpected formations and other conditions are involved. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of precious and base metals, any of which could result in work stoppages, damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage. The Company may become subject to liability for cave-ins and other hazards for which it cannot insure or against which it may elect not to insure where premium costs are disproportionate to the Company's perception of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for exploration activities.

The Ability to Manage Growth

Should the Company be successful in its efforts to develop its mineral properties or to raise capital for other mining ventures it will experience significant growth in operations. If this occurs management anticipated that additional expansion will be required in order to continue development. Any expansion of the Company's business would place further demands on its management, operational capacity and financial resources. The failure to manage growth effectively could have a material adverse effect on the Company's business, financial condition and results of operations.

Lack of Dividend Policy

The Company does not presently intend to pay cash dividends in the foreseeable future, as any earnings are expected to be retained for use in developing and expanding its business. However, the actual amount of dividends received from the Company will remain subject to the discretion of the Company's Board of Directors and will depend on results of operations, cash requirements and future prospects of the Company and other factors.

Possible Dilution to Present and Prospective Shareholders

The Company's plan of operation, in part, contemplates the accomplishment of business negotiations by the issuance of cash, securities of the Company, or a combination of the two, and possibly, incurring debt. Any transaction involving the issuance of previously authorized but unissued common shares, or securities convertible into common shares, would result in dilution, possibly substantial, to present and prospective holders of common shares.

Dependence of Key Personnel

The Company strongly depends on the business and technical expertise of its management and key personnel. There is little possibility that this dependence will decrease in the near term. As the Company's operations expand, additional general management resources will be required, especially since the Company encounters risks that are inherent in doing business in several countries.

Conflict of Interest

Certain directors of the Company are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board of Directors, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Lack of Trading

The lack of trading volume of the Company's shares reduces the liquidity of an investment in the Company's shares.

Volatility of Share Price

Market prices for shares of early stage companies are often volatile. Factors such as announcements of mineral discoveries, financial results, and other factors could have a significant effect on the price of the Company's shares.

CHANGES IN ACCOUNTING POLICIES

Adoption of International Financial Reporting Standards ("IFRS")

The Company's first annual financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB) and Interpretations of the International Financial Reporting Interpretations ("IFRIC") in effect at March 31, 2012. The financial statements have been prepared in accordance with IAS 1, Presentation of Financial Statements and IFRS 1, First-Time Adoption of International Financial Reporting Standards ("IFRS 1") with a transition date of April 1, 2010.

An explanation of how the transition to IFRS has affected the reported financial position, financial performance and cash flows of the Company is provided in Note 14 of the annual financial statements. This note includes reconciliations of equity and total comprehensive income for comparative periods and of equity at the date of transition reported under Canadian GAAP to those reported for those periods and at the date of transition under IFRS, along with details of the IFRS 1 exemptions taken. The adoption of IFRS does not impact the underlying economics of the Company's operations or cash flows.

FUTURE ACCOUNTING PRONOUNCEMENTS

The IASB issued a number of new and revised International Accounting Standards, International Financial Reporting Standards, amendments and related interpretations. Those standards that are expected to be relevant to the Company are detailed below, but, have not been early adopted by the Company as they are not yet effective.

At the date of authorization of these financial statements, the IASB and IFRIC have issued the following new and revised Standards and Interpretations which are not yet effective for the relevant reporting periods.

IAS 1 Presentation of Financial Statements

An amendment to IAS 1 was issued by the IASB in June 2011. The amendment requires separate presentation for items of other comprehensive income that would be reclassified to the statement of income in the future if certain conditions are met, from those that would never be reclassified to the statement of income. The effective date is July 1, 2012, with earlier adoption permitted.

IAS 12 Income Taxes

An amendment to IAS 12 was issued by the IASB in June 2011. The amendment removes subjectivity in determining on which basis an entity measures the deferred tax relating to an asset. The amendments introduce a presumption that entities will assess whether the carrying value of an asset will be recovered through the sale of the asset. These amendments are effective for annual periods beginning on or after January 1, 2012, with earlier adoption permitted.

IAS 32 Financial Instruments: Presentation

IAS 32 was amended by the IASB in December 2011. The amendment clarifies that an entity that has a legally enforceable right to offset financial assets and financial liabilities if that right is not contingent on a future event and it is enforceable both in the normal course of business and in the event of default, insolvency or bankruptcy of the entity and all counterparties. The amendments to IAS 32 are effective for annual periods beginning on or after January 1, 2014, with earlier adoption permitted.

IFRS 7 Financial Instruments: Disclosures

IFRS 7 was amended by the IASB in December 2011. The amendment contains new disclosure requirements for financial assets and financial liabilities that are offset in the statement of financial position or subject to master netting arrangements or similar agreements. These new disclosure requirements will enable users of the financial statements to better compare financial statements prepared in accordance with IFRS. IFRS 7 is effective for annual periods beginning on or after January 1, 2013, with earlier adoption permitted.

IFRS 9 Financial Instruments

IFRS 9 was issued by the IASB in November 2009 and will replace IAS 39, "Financial Instruments: Recognition and Measurement". IFRS 9 replaces the multiple rules in IAS 39 with a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. This standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. In December 2011, the IASB issued amendments to IFRS 9 that defer the mandatory effective date to annual periods beginning on or after January 1, 2015. The amendments also provide relief from the requirement to restate comparative financial statements for the effect of applying IFRS 9 which was originally limited to companies that chose to apply IFRS 9 prior to 2012. Alternatively, additional transition disclosures will be required to help investors understand the effect that the initial application of IFRS 9 has on the classification and measurement of financial instruments.

IFRS 13 Fair Value Measurement

IFRS 13 was issued by the IASB in May 2011. This standard clarifies the definition of fair value, required disclosures for fair value measurement, and sets out a single framework for measuring fair value. IFRS 13 provides guidance on fair value in a single standard, replacing the existing guidance on measuring and disclosing fair value which is dispersed among several standards. IFRS 13 is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted.

The Company has not early adopted these standards, amendments and interpretations. However, the Company is currently assessing what impact the application of these standards or amendments will have on the financial statements of the Company. These Standards and Interpretations will be first applied in the financial report of the Company that relates to the annual reporting period beginning on or after the effective date of each pronouncement.

OFF- BALANCE SHEET TRANSACTIONS

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

DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

The Company did not have significant revenues in its last three financial years.

SUBSEQUENT EVENTS

On April 3, 2012, the Company granted 75,000 stock options to consultants. The stock options vest immediately and are exercisable at $0.25 per option for the period of five years.

On April 12, 2012, while transitioning to British Columbia, the Company changed its name to Planet Mining Exploration Inc.

DISCLOSURE CONTROLS AND PROCEDURES

Management has assessed the effectiveness of the Company's disclosure controls and procedures used for the financial statements and MD&A as at March 31, 2012. Management has concluded that the disclosure controls are effective in ensuring that all material information required to be filed has been made known to them in a timely manner. The required information was effectively recorded, processed, summarized and reported within the time period necessary to prepare the annual filings. The disclosure controls and procedures are effective in ensuring that information required to be disclosed pursuant to applicable securities laws are accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosure.

The Company's management, including its CEO and CFO, believe that any disclosure controls and procedures and internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override to the future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

There have been no changes in the Company's internal controls over financial reporting during the quarter ended March 31, 2012 that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

Additional disclosures pertaining to the Company's material change reports, press releases and other information are available on the SEDAR website at **www.sedar.com**