



Management's Discussion and Analysis
of the Financial Condition and Results of Operations
For the years ended April 30, 2012 and 2011

**Firebird Resources Inc.,
Management's Discussion and Analysis
Years ended April 30, 2012 and 2011**

This management discussion and analysis ("MD&A") has been prepared based on information available to Firebird Resources Inc. ("Firebird" or the "Company") as at August 27, 2012. The MD&A of the operating results and financial condition of the Company for the year ended April 30, 2012, should be read in conjunction with the Company's audited consolidated financial statements and the related notes as at and for the year ended April 30, 2012 and 2011 (the "Financial Statements") and the related notes, all of which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). The numbers reflected in the MD&A are in accordance with IFRS unless otherwise stated. Additional information relating to the Company may be found under its profile on SEDAR at www.sedar.com.

MANAGEMENT'S ASSESSMENT OF INTERNAL CONTROL OVER FINANCIAL REPORTING ("ICFR")

Management is responsible for establishing and maintaining adequate internal control over the Company's financial reporting. The internal control system was designed to provide reasonable assurance to the Company's management regarding the preparation and presentation of the financial statements.

The inherent limitations in all control systems are such that they can provide only reasonable, not absolute, assurance that all control issues and instances of fraud or error, if any have been detected. Therefore, no matter how well designed, ICFR has inherent limitations and can provide only reasonable assurance with respect to financial statement preparation and may not prevent and detect all misstatements.

As the Company is a Venture Issuer (as defined under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*) ("NI 52-109"), the Company and Management are not required to include representations relating to the establishment and/or maintenance of disclosure controls and procedures ("DC&P") and/or ICFR, as defined in NI 52-109.

CAUTIONARY NOTE

This document contains or refers to forward-looking information. Such forward-looking information includes, among other things, statements regarding targets, estimates and/or assumptions in respect of future production, capital costs and future economic, market and other conditions, and is based on current expectations that involve a number of business risks and uncertainties. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to: the grade and recovery of ore which is mined varying from estimates; exploration and development costs varying significantly from estimates; inflation; fluctuations in commodity prices; delays in the development of the any project caused by unavailability of equipment, labour or supplies, climatic conditions or otherwise; termination or revision of any debt financing; failure to raise additional funds required to finance the completion of a project; and other factors. Forward-looking statements are subject to significant risks and uncertainties and other factors that could cause actual results to differ materially from expected results. Readers should not place undue reliance on forward-looking statements. These forward-looking statements are made as of the date hereof and we assume no responsibility to update them or revise them to reflect new events or circumstances, except as required by law. See the section entitled **Risks and uncertainties**.

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Corporate

The Company was incorporated under the Canada Business Corporations Act and is listed on the TSX Venture Exchange. On November 4, 2009, the Company changed its name from Falcon Ventures International Inc. to Firebird Resources Inc. The Company is an exploration-stage company that is in the process of exploring its mineral properties located in Canada and the United States of America and has not yet determined whether these properties contain reserves that are economically recoverable. The Company's registered and head office is located at 120 Adelaide Street West, Suite 2400, Toronto, Ontario, M5H 1T1.

The Financial Statements were approved and authorized for issuance by the Company's Board of Directors on August 27, 2012.

Developments during and subsequent to the three months ended April 30, 2012

On July 18, 2012, the Company received a payment of \$50,000 from GTO Resources Inc. in regard to the GTO Loan (see note 16 to the Financial Statements). The payment has been applied firstly to outstanding accrued interest of \$42,749 with the remainder applied to the outstanding principal.

Spin-out transaction

On May 17, 2011, the Company announced that it had received an order from the Supreme Court of British Columbia authorizing it to convene an annual and special meeting for the purpose of considering and approving a plan of arrangement whereby GTO Resources Inc. ("GTO"), a wholly-owned subsidiary of the Company, would acquire the Company's interest in its Rose property (the "GTO Spin-out"), and through the distribution of shares to existing shareholders, would become an independently-listed company. Each shareholder of the Company received one common share of the Company and one-half of one common share of GTO. Each warrant holder received one new common share purchase warrant of the Company under the same terms as the existing share purchase warrants, and one-half of one common share purchase warrant of GTO. On June 13, 2011, the shareholders of the Company approved the plan of arrangement. On June 14, 2011, the Company received final approval for the plan of arrangement and such plan closed on July 27, 2011, with GTO commencing trading on the TSX Venture Exchange on July 28, 2011 under the trading symbol of "GTR"

In concert with the Spin-out, the Company loaned GTO \$700,000 (the "GTO Loan"), which is unsecured, bears interest at an annual interest rate of Royal Bank of Canada's prime lending rate plus 3%, compounded semi-annually, and is due on July 18, 2013. In addition, the GTO loan is convertible into common shares of GTO using a weighted average closing price of the first ten trading days following GTO's listing of its common shares subject to a minimum conversion price of \$0.10 per share. See note 9 to these consolidated financial statements for additional details regarding the loan.

Results of operations

During the year ended April 30, 2012, the Company incurred net losses of \$3,546,198 compared to a net loss for the year ended April 30, 2011 of \$6,861,647. The decrease in net loss for the year ended April 30, 2012, is primarily attributable to reduced exploration costs (that include mineral acquisition costs and exploration expenditures, both expensed pursuant to the Company's transition to IFRS) throughout the year. Non-cash, share-based compensation increased by \$196,608 over the previous year.

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Exploration expenditures

During the year ended April 30, 2012, the Company incurred mineral property acquisition costs of \$823,200 (2011 - \$5,013,807) and exploration expenditures of \$1,112,428 (2011 - \$187,021) offset by a recovery of \$396,679 resulting from the distribution of the Company's Rose property pursuant to the GTO Spin-out. Details of the expenditures by property are noted below.

General and administrative

During the year ended April 30, 2012, the Company incurred general and administrative costs of \$192,906 (2011 - \$168,987). Costs for the year are greater than the comparative year generally because the Company has expanded corporate activities in tandem with the exploration of its Pageland property.

Management fees

During the year ended April 30, 2012, the Company incurred management fees of \$179,750 (2011 - \$93,000). The current trend for management fees will be consistent on a go-forward basis but are higher than the comparative period as the Company entered into a contract with RG Mining Investments Inc. ("RGMI"), whereby RGMI provides management (Chief Financial Officer and Corporate Secretarial) and administrative services to the Company (see also *Transactions with related parties* section of this MD&A).

Professional fees

During the year ended April 30, 2012, the Company incurred professional fees of \$140,860 (2011 - \$124,919). Professional fees were slightly higher year-over-year as the Company incurred additional legal fees regarding both its annual shareholder meeting and with regard to the GTO Spinout. Most professional fees were incurred during the first six months of the fiscal year.

Share-based compensation

During the year ended April 30, 2012, the Company incurred share-based compensation of \$1,430,384 (2011 - \$1,233,776). The nature of the compensation expense for the year ended April 30, 2012, is attributable to expenses related to vested, but not necessarily exercised, options.

Project expenditures

Pageland property, South Carolina, USA

	Cumulative Expenditures to 30-Apr-10 \$	Expenditures Fiscal 2011 \$	Cumulative Expenditures to 30-Apr-11 \$	Expenditures Fiscal 2012 \$	Cumulative Expenditures to 30-Apr-12 \$
Acquisition Costs:					
Option costs	-	5,000,000	5,000,000	848,200	5,848,200
	-	5,000,000	5,000,000	848,200	5,848,200
Exploration Costs:					
General exploration	-	180,570	180,570	1,112,428	1,292,998
	-	180,570	180,570	1,112,428	1,292,998
	-	5,180,570	5,180,570	1,960,628	7,141,198

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On February 17, 2011, the Company completed the share issuance portion of its first option to acquire a 70% interest in the specified mineral leases covering the Buzzard-Jefferson-Belk properties ("Pageland") located in South Carolina, USA by issuing 9,056,603 common shares with a fair value of \$4,800,000. To complete the acquisition of its 70% interest in the specified properties, the Company paid an initial fee of \$200,000 to Pageland, paid an additional \$500,000 to Pageland on June 30, 2011, and incurred \$495,000 of exploration expenditures all pursuant to the amended terms of its option agreement.

Firebird had the ability to acquire the remaining 30% interest by making a cash payment to Pageland in the amount of \$1,800,000 on or before October 31, 2012. Firebird also agreed to reimburse Pageland for certain costs incurred by Pageland related to the preparation of the report and for past exploration and development expenditures.

Mountain of Gold property (formerly Turnbull), Ontario, Canada

	Cumulative Expenditures to 30-Apr-10	Expenditures Fiscal 2011	Cumulative Expenditures to 30-Apr-11	Expenditures Fiscal 2012	Cumulative Expenditures to 30-Apr-12
	\$	\$	\$	\$	\$
Acquisition Costs:					
Option payment received	-	-	-	(25,000)	(25,000)
	-	-	-	(25,000)	(25,000)
Exploration Costs:					
General exploration	-	-	1,807	-	1,807
	-	-	1,807	-	1,807
	-	-	1,807	(25,000)	(23,193)

On December 22, 2011, the Company announced that it had signed a property option agreement with each of Wedona Resources Inc., an arms-length private corporation and Clydesdale Resources Inc. (collectively the "Optionees"), a public company (together, the "Agreements"), whereby the Optionees each can earn a 50% interest in Firebird's Mountain of Gold property.

Pursuant the Agreements, each of the Optionees can earn a 50% interest in the property by incurring \$250,000 in exploration expenditures and by paying to Firebird \$125,000 in cash (or in Clydesdale Resources Inc.'s case, capital stock of equivalent value) over a 3-year period until December 31, 2013, of which \$25,000 has been received by the Company from Clydesdale Resources Inc. These amounts are to be expended no later than December 31, 2014.

The Company shall have the option (the "Buyback Option") to purchase from the Optionees a 35% working interest in the property (being 70% of its working interest), on the condition that the purchase price under the Buyback Option (if exercised in full) shall be equal to two hundred fifty percent (250%) of the total expenditures that each of the Optionees has incurred on the project as at the time of purchase. Any additional working interest acquired by the Company under the Buyback Option shall be on a basis proportionate with each of the Optionees working interest at the time of exercise. Further, the Buyback Option may only be exercised in increments of 10%, in which case the purchase price shall be prorated accordingly. The Buyback Option shall expire December 31, 2015.

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Rose property, Ontario, Canada

	Cumulative Expenditures to 30-Apr-10	Expenditures Fiscal 2011	Cumulative Expenditures to 30-Apr-11	Expenditures Fiscal 2012 ¹	Cumulative Expenditures to 30-Apr-12
	\$	\$	\$	\$	\$
Acquisition Costs:					
Staking	6,000	-	6,000	(6,000)	-
Option costs	206,000	12,000	218,000	(218,000)	-
	212,000	12,000	224,000	(224,000)	-
Exploration Costs:					
General exploration	83,651	6,451	90,102	(90,102)	-
Airborne geophysics	36,296	-	36,296	(36,296)	-
Ground geophysics	46,281	-	46,281	(46,281)	-
	166,228	6,451	172,679	(172,679)	-
	378,228	18,451	396,679	(396,679)	-

¹ Pursuant to the GTO Spin-out, the Rose property was sold during Q1-2012.

Summary of quarterly results

	Quarter ended April 30, 2012 \$	Quarter ended January 31, 2012 \$	Quarter ended October 31, 2011 \$	Quarter ended July 31, 2011 \$
Net loss	(383,375)	(640,926)	(1,849,415)	(672,482)
Basic and diluted net loss per common share	(0.00)	(0.01)	(0.03)	(0.01)
Total assets	825,860	1,102,593	1,776,822	1,235,829
Long-term debt	107,975	118,655	110,952	99,397
Shareholders' equity	467,696	660,847	1,108,520	934,868
Cash dividends declared per common share	-	-	-	-

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	Quarter ended April 30, 2011 \$	Quarter ended January 31, 2011 \$	Quarter ended October 31, 2010 \$	Quarter ended July 31, 2010 \$
Net loss	(6,497,933)	(263,059)	(61,161)	(39,494)
Basic and diluted net loss per common share	(0.13)	(0.01)	(0.00)	(0.00)
Total assets	192,771	517,309	587,258	666,617
Long-term debt	87,842	76,288	41,624	41,624
Shareholders' equity (deficit)	(187,945)	301,912	469,806	515,159
Cash dividends declared per common share	-	-	-	-

The Company's operations are not generally subject to seasonal variations. The timing of exploration activities is influenced primarily by the availability of funds and the identification of suitable exploration targets, however, due to either their location or nature the exploration of some properties may be restricted during certain times of the year due to climatic conditions.

Selected annual information

	April 30, 2012 \$	April 30, 2011 \$	April 30, 2010 (CGAAP) \$
Consolidated statements of operations			
Total operating expenses	(3,478,450)	(6,821,510)	(169,116)
Net loss and comprehensive net loss	(3,546,198)	(6,861,647)	(201,326)
Basic and diluted loss per common share	(0.05)	(0.14)	(0.02)
Consolidated statements of cash flow			
Cash used in operations	(2,368,543)	(596,149)	(263,587)
Cash used in investing activities	(700,000)	-	(113,673)
Cash from financing activities	3,024,134	391,000	757,622
Increase (decrease) in cash	(44,409)	(205,149)	380,362
Consolidated statements of financial position			
Cash	133,925	178,334	383,483
Total assets	825,860	192,771	768,197
Shareholders' equity (deficit)	467,696	(187,945)	547,154
Average number of common shares outstanding	71,004,420	47,782,539	10,436,107

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Liquidity and capital resources

As at April 30, 2012, the Company had cash of \$133,925 and a working capital deficiency of \$68,754 compared to cash of \$178,334 and a working capital deficiency of \$100,103 at April 30, 2011. The Company has raised net funds by way of private placement of \$1,666,634 and through the exercise of warrants that raised \$1,357,000. Cash used for operations totalled \$2,368,543 and used for investments (loan to GTO Resources) totalled \$700,000. The Company's ability to finance its operating expenses and expenditures on its mineral properties is dependent upon its ability to raise debt or equity financing. Although there can be no assurance that the Company will be able to raise sufficient funds to continue its operations and activities management believes that it has the ability to raise sufficient funds to meet the Company's future requirements.

As at April 30, 2012, the Company has an outstanding long-term convertible debenture with a face value of \$255,000 and convertible into common shares at a rate of \$0.10 per common share, of which \$107,975 is recorded as a convertible debenture liability with an unaccreted discount of \$147,025 which will be accreted over the remaining life of the debenture. As at April 30, 2012, no amounts of the convertible debenture have been converted into common shares.

Adoption of new and revised standards and interpretations

The IASB issued a number of new and revised International Accounting Standards, International Financial Reporting Standards, amendments and related interpretations which are effective for the Company's financial year beginning on or after May 1, 2011, with a transaction date of May 1, 2010. For the purpose of preparing and presenting the financial information for the relevant periods, the Company has consistently adopted all these new standards for the relevant reporting periods.

At the date of approval and authorization for issuance of the Financial Statements, the IASB and IFRIC has 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'** – effective for annual periods beginning on or after July 1, 2012 which requires companies to group together items within other comprehensive income that may be reclassified to statement of income. The amendments also reaffirm existing requirements that items in OCI and profit and loss should be presented as either a single statement or two separate statements.
- **IFRS 9 'Financial Instruments: Classification and Measurement'** – effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, introduces new requirements for the classification and measurement of financial instruments.
- **IFRS 10 'Consolidated Financial Statements'** – effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities.
- **IFRS 11 'Joint Arrangements'** - effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, provides for a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form.
- **IFRS 12 'Disclosure of Interests in Other Entities'** - effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, requires the disclosure of information that enables users of financial statements to evaluate the nature of, and risks associated with its

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interests in other entities and the effects of those interests on its financial position, financial performance and cash flows.

- **IFRS 13 'Fair Value Measurement'** - effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, provides the guidance on the measurement of fair value and related disclosures through a fair value hierarchy.

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 consolidated financial statements of the Company.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have significant impact on the Company's financial statements.

First-time adoption of IFRS

The Company has adopted IFRS on May 1, 2011 with a transition date of May 1, 2010 (the "**Transition Date**"). Under **IFRS 1 'First time Adoption of International Financial Reporting Standards'**, the IFRS are applied retrospectively at the transition date with all adjustments to assets and liabilities as stated under GAAP taken to retained earnings unless certain exemptions are applied.

The Company elected to take the following IFRS 1 optional exemptions:

- to apply the requirements of **IFRS 3, Business Combinations** and **IAS 27, Consolidated and Separate Financial Statements**, prospectively from the Transition Date; and
- to apply the requirements of **IFRS 2, Share-based payments**, only to equity instruments granted after November 7, 2002 which had not vested as of the Transition Date;

In accordance with IFRS 1, an entity's estimates under IFRS at the date of transition to IFRS must be consistent with estimates made for the same date under previous GAAP, unless there is objective evidence that those estimates were in error. IFRS employs a conceptual framework that is similar to Canadian GAAP. The Company's IFRS estimates as of May 1, 2010 are consistent with its Canadian GAAP estimates for the same date.

In preparing the opening IFRS statement of financial position, comparative information for the statement of loss and comprehensive loss and statement of cash flows for the year ended April 30, 2011, the Company has adjusted amounts previously recorded in the consolidated financial statements prepared in accordance with Canadian GAAP.

The consolidated financial information prepared under IFRS and that prepared under Canadian GAAP for periods beginning on or after May 1, 2010 have the following differences:

- (i) Under IFRS, acquisition, exploration, and evaluation expenditures may be expensed as incurred, unless such costs are expected to be recovered through successful development and exploration of the property or, alternatively, by its sale. Under Canadian GAAP, the amounts are capitalized and amortized over the estimated useful life of the properties following the commencement of production.
- (ii) Under IFRS, flow-through shares are measured on the date that the transaction is completed and to calculate a flow-through share premium for the difference between the value of flow-through shares issued and the market value of common shares, which is recorded as a liability and taken

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as a gain on the statement of loss and comprehensive loss once the Company incurs qualifying expenditures. Under Canadian GAAP, the transaction is measured on the date that the transaction is renounced with Canadian tax authorities and there were no requirements to record a flow-through share premium. The effect of transition to IFRS resulted in additional expense of \$39,772 and a corresponding credit to share capital as at May 1, 2010.

- (iii) Under IFRS, separate disclosure should be made for each component of equity as a reserve within equity. Under Canadian GAAP, the amounts were recorded under contributed surplus. The effect of the transition IFRS resulted in a reclassification between the various equity components of the statement of financial position and had no overall impact on the consolidated financial statements. At April 30, 2011, the effect of transition to IFRS resulted in a reclassification of contributed surplus to share-based payment reserve of \$1,382,257 (May 1, 2010 - \$148,481).

Significant accounting policies

Going concern

The Financial Statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As at April 30, 2012, the Company has not generated any revenues from operations, had a working capital deficiency of \$68,574, and an accumulated deficit of \$22,182,819. The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

Management estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of the assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The significant areas requiring the use of management estimates are the assessment of valuation and recoverability of the loan receivable, equity component and accretion of the convertible debenture, the assumptions used in determining stock based compensation and future income tax asset valuation allowances. Actual results could differ from those estimates.

Mineral properties

All acquisition and exploration costs, net of incidental revenues, are charged to operations in the period incurred until such time as it has been determined that a property has economically recoverable reserves, in which case subsequent exploration costs and the costs incurred to develop a property are capitalized into Property, plant and equipment ("PPE"). On the commencement of commercial production, depletion of each mining property will be provided on a unit-of-production basis using estimated resources as the depletion base.

Share-based payment transactions

Employees (including directors and senior executives) of the Company receive a portion of their remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

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In situations where equity instruments are issued and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payment.

Impairment of financial assets

The Company assesses at each date of the statement of financial position whether a financial asset is impaired.

Impairment of non-financial assets

At each date of the statement of financial position, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is an indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the assets belong.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of comprehensive income, unless the relevant asset is carried at a re-valued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years.

Transactions with related parties

- a) During the year ended April 30, 2012, RGMI charged the Company \$65,000 (2011 - \$Nil) for management fees. The Company's CFO is a partner of RGMI.
- b) During the year ended April 30, 2012, Tormin Resources Inc. ("Tormin") charged \$72,000 (2011 - \$6,000) for management fees and \$6,000 (2011 - \$500) for rent. Tormin is beneficially owned by the Company's CEO.
- c) During the year ended April 30, 2012, 962379 Alberta Limited ("962379") charged the Company \$6,750 (2011 - \$27,000) for accounting and management services. 962379 is beneficially owned by the Company's former CFO.
- d) Share-based compensation of \$550,360 (2011 - \$414,281) was earned by officers and directors of the Company.

As at April 30, 2012, the Company owed \$50,507 (2011 - \$9,556) to Tormin for management fees and expense reimbursements and \$nil (2011 - \$15,000) to shareholders of the Company. These amounts are unsecured, non-interest bearing, and due on demand.

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

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Risks and uncertainties

Operational

The operations of the Company are speculative due to the high-risk nature of its business, which is the acquisition, financing, exploration and development of mining properties. The risks below are not the only ones facing the Company. Additional risks not currently known to the Company, or that the Company currently deems immaterial, may also impair the Company's operations. If any of the following risks actually occur, the Company's business, financial condition and operating results could be adversely affected.

Exploration and development risk

Firebird's business of exploring mineral resources involves a variety of operational, financial and regulatory risks that are typical in the mining industry. The Company attempts to mitigate these risks and minimize their effect on its financial performance, but there is no guarantee that the Company will be profitable in the future, and Firebird's common shares should be considered speculative.

Financing risk

There can be no assurance that any funding required by the Company will become available, and, if so, that it will be offered on reasonable terms or that the Company will be able to secure such funding through third party financing or cost sharing arrangements. Furthermore, there is no assurance that the Company will be able to secure new mineral properties or projects or that they can be secured on competitive terms

Segregation of duties

Segregation of duties is a basic, key internal control and one of the most difficult to achieve in a small company. It is used to ensure that errors or irregularities are prevented or detected on a timely basis by employees in the normal course of business. Due to the Company's small size and limited resources, a complete segregation of duties within the Company's accounting group cannot be fully achieved. The result is that the Company is highly reliant on the performance of mitigating procedures during the process of closing its financial statements in order to ensure the financial statements are presented fairly in all material respects. Management will identify and hire additional accounting resources where cost effective and when required. Where it is not cost effective to obtain additional accounting resources, management will review existing mitigating controls and, if appropriate, implement changes to its internal control processes whereby more effective mitigating controls will be adopted.

Outstanding Share Data

As at August 27, 2012, the Company had 81,010,417 common shares outstanding, 4,500,000 options outstanding and 9,582,210 warrants outstanding.

General

The Company also discloses information related to its activities on SEDAR at www.sedar.com and on its website www.firebirdres.com.