



**MANAGEMENT'S DISCUSSION AND ANALYSIS
OF THE COMPANY'S FINANCIAL CONDITION AND
RESULTS OF OPERATIONS FOR THE 3 and 6 MONTH
PERIOD ENDED MARCH 31, 2012
FORM 51-102F1**

The following discussion and analysis of the financial condition and results of operations of Grand Peak Capital Corp. (the "Company") should be read in conjunction with the interim consolidated financial statements and related notes for the six month period ended March 31, 2012 and the annual audited consolidated financial statements at September 30, 2011 the ("Financial Statements"). The Company's financial statements included herein were prepared in accordance with International Financial Reporting Standards ("IFRS"). The financial statements are prepared and presented in CDN\$.

This management discussion is prepared as of May 12, 2012.

Description of Business and Review

Grand Peak Capital Corp ("the Company" or "Grand Peak") is a Canadian junior capital company that has completed its continuation from the jurisdiction of Yukon to British Columbia. Effective as of April 27, 2010, Grand Peak is registered in British Columbia under the Business Corporations Act (British Columbia). The Company's head office and business office is located at Suite 200, 8338 - 120th Street Surrey, British Columbia V3W 3N4. Grand Peak's shares are listed for trading on the TSX Venture Exchange under the symbol ("GPK").

It is engaged primarily in investing in small cap resource sector public companies. The focus is on increasing the Company's value to the benefit of its stakeholders. Accordingly, its financial success may be dependent upon the extent to which it can develop its investments and the economic viability of developing any additional investment portfolios.

In November, 2011, the company executed a Mineral Claim Rights Assignment Agreement for the Vianey Concessions in Mexico with Musgrove Corp and Minerales Jazz S.A. de CV . The aggregate sum is \$325,000 CDN. The Company paid \$125,000 CDN plus VAT upon legal transfer of the concessions.

Management is actively looking for additional opportunities for investment. The team has experience evaluating and financing investment projects and anticipates expanding the Company's activities in the near future.

Going Concern

The interim financial statements for the three months ended March 31, 2011 have been prepared on the basis that the Company will continue as a going concern, which assumes the realization of assets and the settlement of liabilities in the normal course of business. The appropriateness of the going concern assumption is dependent

upon the Company's ability to generate future profitable operations and/or generate continued financial support in the form of equity or other financings.

Management feels that sufficient working capital will be obtained from public share offerings and the sale of marketable securities to meet the Company's liabilities and commitments as they come due. The financial statements do not reflect any adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classification that would be necessary if the going concern assumption were not appropriate and such adjustments could be material.

Selected Annual Financial Data

The following table summarizes selected consolidated data for the Company prepared in accordance with International Financial Reporting Standards (IFRS) and Canadian GAAP. The information in the following table was extracted from the more detailed consolidated Financial Statements and related notes and should be read in conjunction with such Financial Statements.

	Year Ended Sept 30, 2011	Year Ended Sept 30, 2010	Year Ended Sept 30, 2009	Year Ended Dec 31, 2008
	(in thousands other than per share amounts)			
	IFRS	IFRS	CGAAP	CGAAP
Revenues	CDN\$	CDN\$	CDN\$	US\$
	11	125	605	358
Net Income (loss)	1,064	985	62	416
Total assets	7,186	9,812	5,312	2,330
Net assets	7,169	9,743	4,483	1,679
Debt	17	69	829	651
Shareholder's equity	7,169	9,743	4,483	1,679
Capital stock	8,984	8,930	6,263	4,329
EPS Basic	0.04	0.05	0.00	0.01
EPS Fully diluted	0.04	0.05	0.00	(0.01)
Weighted average	24,466	21,428	13,439	8,466

Selected Quarterly Financial Data

The following selected financial data for the past eight business quarters have been summarized from the Company's unaudited quarterly financial statements and are qualified in their entirety by reference to, and should be read in conjunction with, such financial statements:

Thousands '000	2011 & 2010 – CDN\$ and all restated in IFRS							
	Q2-12	Q1-12	Q4-11	Q3-11	Q2-11	Q1-11	Q4-10	Q3-10
Revenues			5	5	(1)	2	4	8
Net income (loss)	40	27	(40)	499	(23)	628	178	163
Total assets	6,062	6,210	7,186	9,144	10,589	10,084	9,812	8,174
Net assets	6,010	6,196	7,169	9,091	10,532	10,016	9,743	8,102
Debt	-	14	17	53	56	67	69	73
Shareholders' equity (deficit)	(2,909)	(2,949)	(3,279)	(3,239)	(3,738)	(3,715)	(4,343)	(3,221)
Capital stock	8,707	8,707	8,984	8,930	8,930	8,930	8,930	8,930
Basic loss per share	0.002	0.001	0.04	0.02	(0.00)	0.03	0.05	0.04
Diluted loss per share	0.002	0.001	0.04	0.02	(0.00)	0.03	0.05	0.04
Weighted average number of shares	24,466	24,466	24,466	24,466	24,466	24,466	21,428	20,879

Second Quarter 2012

For the three month period ending March 31, 2012 net revenue was \$40,183 and \$(23,042) – March 31, 2011). The difference is attributed to the sale of marketable securities, royalty income and the recovery of 2010 HST from CRA during the three month period ending March 31, 2012.

Expenses for the three month period ended March 31, 2012 totaled \$24,049 compared to \$22,115 during the first quarter of fiscal 2010.

Basic and diluted earnings per share was \$0.002 in the three month period ended March 31, 2012 compared to a basic and diluted earnings per common share of \$(0.00) for the same quarter ending March 31, 2011.

The first quarter also saw a contraction of approximately \$687,087 thousand in the market value of its trading assets. This was repeated again in the second quarter with a further decrease of \$276,944 in the market value of the marketable securities for a total of \$964,031 during 2012. This was experienced across the market and was prompted by fears of a meltdown in Greece and other European countries.

Management however has been modestly successful with profit taking strategies. During the current quarter capital gains of \$61,277 were realized for a total of \$100,717 in 2012. Markets have begun to recover, so it is anticipated that the decrease in the market value of marketable securities will improve later in 2012.

Liquidity and Capital Resources

The Company's principal assets consist of cash and marketable securities. The Company's principal sources of funds are its available cash resources, and public financing. The Company has no recurring cash requirements other than repayment of interest and principal on its debt, tax payments and corporate overhead.

At March 31, 2012, the Company's readily available cash and equivalents totaled \$45,430 compared to (\$142,012 – March 2011) while additional sources of liquidity included 5,632,088 in marketable securities and \$37,869 of receivables (\$9,361,962 and \$101,385 – March 2011).

Working capital declined from \$9,550,060 at March 31, 2011 to \$5,715,422 at March 31, 2012. The impairment of the Company's working capital position can be attributed to the decrease in fair market value of select marketable securities. This is seen as a temporary impairment.

Financial Position

Total assets of the Company at March 31, 2012 decreased to 6,062,628 compared to \$10,589,693 at March 31, 2011, predominately because of the fall in the value of marketable securities. The Company's liabilities decreased to \$(34) as of December 31, 2011 compared to \$56,749 at March 31, 2011.

Shareholders' Equity

Shareholders' capital stock as at March 31, 2011 was \$8,707,804 compared to \$8,930,409 as at March 31, 2011. The decline in the value of the equity was a result of the spin-off of the \$276,250 real estate deposit to Acana Capital. The Company had 24,466,702 shares issued and outstanding as at March 31, 2012 and 24,466,702 at March 31, 2011.

Overall Performance

Realized investment gains or losses are a recurring element in the Company's revenues and net earnings. Realized investment gains or losses may fluctuate significantly from period to period, with a meaningful effect upon the Company's consolidated net earnings. However, the amount of realized investment gain or loss for any given period has no predictive value, and variations in amount from period to period have no practical analytical value.

Internal Financial Controls

Venture issuers are not required to include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52- 109"). In particular, the Company's certifying officers are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's generally accepted accounting principles.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they make. Investors should be aware that inherent limitations on the ability of the Company are certifying officers to design and implement on a cost effective basis.

Changes in Accounting Policies including Initial Adoption

Capital Disclosures, CICA Handbook Section 1535

Effective October 1, 2007, the Company adopted new CICA Handbook section 1535 which requires disclosure of an entity's objectives, policies and processes for managing capital, quantitative data about what the entity regards as capital and whether the entity has complied with any capital requirements and, if it has not complied, the consequences of such non-compliance.

Financial Instruments - Disclosure and Presentation, CICA Handbook Sections 3862 and 3863

Effective October 1, 2007, the Company adopted new CICA Handbook sections 3862 and 3863 which replace CICA Handbook Section 3861, Financial Instruments - Disclosure and Presentation. These standards increase the disclosures currently required, which will enable users to evaluate the significance of financial instruments for an entity's financial position and performance, including disclosures about fair value. In addition, disclosure is required of qualitative and quantitative information about exposure to risks arising from financial instruments, including specified minimum disclosures about credit risk, liquidity risk and market risk. The quantitative disclosures must provide information about the extent to which the entity is exposed to risk, based on information provided internally to the entity's key management personnel.

New Accounting Pronouncements

The following pronouncements recently issued by the Canadian Institute of Chartered Accountants ("CICA") will likely impact the Company's future accounting policies:

International Financial Reporting Standards ("IFRS")

In February 2008, the Canadian Accounting Standards Board announced that 2011 is the changeover date for publicly accountable profit-oriented enterprises to use IFRS, replacing Canadian GAAP for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. As a result, the conversion from Canadian GAAP to IFRS will be applicable to the Company's reporting for the first quarter of fiscal 2012 (beginning on October 1, 2011) for which current and comparative information will be prepared on an IFRS basis. In light of these requirements, the Company has completed a four phase approach to ensure successful conversion to IFRS, including:

Since the Company is preparing comparative IFRS financial statements as of October 01, 2011, it is reputed to have made the transition to IFRS at October 01, 2010.

a) Financial Instruments

The ISAB recently issued IFRS 9 "Financial Instruments", which addresses the recognition and measurement of financial assets. Financial assets are initially measured at fair value and classified as either amortized-cost or fair-value. This differs from the current Canadian GAAP (CICA Handbook section 3855 "Financial Instruments: Recognition and Measurement"), in that financial assets are initially recorded at fair value, and they are classified in one of the followings: held-for-trading, held-to-maturity, loans and receivables, or available-for-sale.

Under Canadian GAAP, any gains or losses from "available-for-sale" financial assets are recognized in other comprehensive income; however, this classification does not exist under IFRS 9. Any changes in fair value or amortization of amortized-cost financial assets are recognized into net income directly. At this point in time the company is contemplating using FVTOCI and as such, there will be little effect on the financial statements.

b) Income Taxes

Under IFRS, a deferred tax asset is recognized to the extent it is “probable” that taxable profit will be available against which the deductible temporary differences can be utilized. Under Canadian GAAP, future tax assets are recognized if it is more likely than not that such asset will be realized. The term “probable” is not defined in IAS 12. However, entities have often used a definition of “more likely than not” similar to Canadian GAAP. Accordingly, we do not expect the adoption of IFRS will result in significant difference as long as the Company uses “more likely than not” as its definition of “probable”.

Critical Accounting Policies

The Company's significant accounting policies are described in Note 2 of the September 30, 2011 financial statements. The Company considers the following policies to be most critical in understanding its financial results:

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting policies requires management of the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. These estimates are based on past experience, industry trends and known commitments and events. By their nature, these estimates are subject to measurement uncertainty and the effects on the financial statements of changes in such estimates in future periods could be significant. Actual results will likely differ from those estimates.

Stock-based compensation

The Company has adopted the fair value based method of accounting for stock option and compensatory warrant awards granted to directors, employees and consultants. Under this method, the fair value of compensatory warrants or agents stock options are calculated at the grant date and recorded as share issue costs at the date of grant, with the offsetting credit to contributed surplus. Employee and consultant options are expensed over the period in which related services are rendered. If the stock options are exercised, the proceeds are credited to share capital.

The Company uses the Black-Scholes option pricing model to calculate the fair value of stock options and compensatory warrants granted. This model is subject to various assumptions and estimates including the Company's future stock volatility, expected life of options granted, and the risk free interest rate. The Company believes its estimates are reasonable under the circumstances.

Risk and Uncertainties

Credit Risk

At the present time, the Company does not perceive and serious credit risks.

Liquidity Risk

The Company believes that at the present time it will not face significant liquidity risk as it has been able to secure sufficient funding.

Interest Risk

Grand Peak Capital may become exposed to interest rate risk as a result of holding investments of varying maturities. The fair value of investments, as well as the investment income derived from the investment portfolio, will fluctuate with changes in prevailing interest rates.

Uncertainties

Global economies, while showing fitful signs of recovery remain a long way from being healthy. Financial markets continue to deal with the fallout of a crisis in credit markets and are struggling to return to normal in most countries. Volatile financial market conditions are likely to continue through 2012 as credit and liquidity concerns persist. We anticipate that global government intervention will continue as the fear of removing support too early will outweigh the concerns of stoking inflation. This stimulus should improve financial market operations.

As an investment company, which deals in several sectors and markets, Grand Peak Capital will always be exposed to market fluctuations.

Our financial statements are expressed in Canadian dollars, but a portion of our business may be influenced by other currencies.

Forward Looking Statements

Forward looking statements are statements that are not historical facts and are generally , but not always identified by the words “expects”, “plans”, “anticipates”, “believes”, “intends”, “estimates”, “projects”, “potential”, “interprets” and similar expressions, or that events or conditions “will”, “may”, “could” or “should” occur. , The information contained herein may contain forward looking statements including expectations of future production, cash flows or earnings. These statements are based on current expectations that involve a number of risks and uncertainties which could cause actual results to differ from those anticipated. Factors that could cause the actual results to differ materially from those in forward-looking statements, but are not limited to: the risk associated with the oil and gas industry (e.g., operational risks in development, exploration and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of reserves estimates; the uncertainty of estimates and projections relating to production, costs and expenses, and health, safety and environmental risks), commodity price, price and exchange rate fluctuation and uncertainties resulting from potential delays or changes in plans with respect to exploration or development projects or capital expenditures. The foregoing list of assumptions is not exhaustive. Additional information on these and other factors that could affect the Company’s operations or financial results are included in the Company’s reports on file with Canadian securities regulatory authorities. Events or circumstances could cause results to differ materially.

Officers and Directors

Sonny Janda – Chief Executive Officer, Director
Jamie A. Lewin – Chief Financial Officer
Navchand Jagpal – Director
Tom J. Kennedy – Director

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Additional Information relating to the Company is available on SEDAR at www.sedar.com.