YALE RESOURCES LTD

FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS

YEAR ENDED OCTOBER 31, 2010

Dated: February 28, 2011

Date Submitted: February 28, 2011

Introduction

The following discussion and analysis, prepared as of February 28, 2011 includes information from and should be read together with the annual audited consolidated financial statements of Yale Resources Ltd. “the Company” for the years ended October 31, 2010 and 2009. The Company reports its financial position, results of operations and cash flows in accordance with Canadian generally accepted principles (“GAAP”). Additional information related to the Company is available for view on SEDAR at www.sedar.com.

Forward Looking Statements

Certain statements contained in this MD&A constitute forward-looking statements. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always identified by the use of words such as “seek”, “anticipate”, “plan”, “continue”, “estimate”, “designed”, “expect”, “may”, “will”, “project”, “predict”, “potential”, “targeting”, “intend”, “could”, “might”, “should”, “believe”, and similar expressions. These statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward looking statements. Based on current available information, the Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that those expectations will prove to be correct. The forward-looking statements in this MD&A are expressly qualified by this statement, and readers are advised not to place undue reliance on the forward-looking statements.

Description of Business

The Company's principal business activity is the acquisition and exploration of mineral properties for commercial mineral deposits and it is considered to be at the exploration stage. The Company has not yet determined whether the properties contain ore reserves that are economically recoverable. The recoverability of the amounts shown for mineral properties in the financial statements are dependent on the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to discover and complete the development of those reserves and upon future profitable production. The Company trades on the TSX Venture Exchange under the symbol YLL, the Frankfurt Stock Exchange under the symbol YAB, and over the counter in the United States under the symbol YRLLF.

Performance Summary

During the year ended October 31, 2010, the Company incurred $608,876 in mineral property acquisition costs and exploration expenditures, and had exploration cost recoveries and option proceeds totalling $515,943.

As at October 31, 2010, the Company had consolidated working capital of $157,878. This is not sufficient to fund the Company’s operating expenses in the short term, and additional funds were raised through equity markets subsequent to year end, to provide additional financing for operating expenses and exploration activities.

Exploration Activities

On August 16, 2010, the Company reported additional positive results from the Guadalupe property, located in the heart of the Fresnillo district, on behalf of partner Gold American Mining Inc.

Fieldwork continues to identify additional veins within the property – as such several veins remain without names. To date nine veins have been mapped within the Guadalupe property. In certain locations the width of sampling was limited by the size of the workings and as such the true width of mineralization remains unknown. The highlights from the most recent sampling program are listed below:

Sample	Location	Type	Width (m)	Au (g/t)	Ag

					(g/t)
1703	Veta Centenario	Chip	0.6	0.97	282.0
1712	Veta San Augustin	Chip	1.0	0.25	74.0
1718+21	Veta Santa Rosa	chip	1.1	0.15	130.2
including			0.4	0.23	218.0
1731	Unnamed vein	Chip	1.3	0.21	172.0
1732	Unnamed vein	Chip	1.0	0.40	182.0

Several previously unknown historic shafts were also identified within the property. It is apparent that these shafts were sunk along strike from other workings as there are often no outcrops in the vicinity of the shafts. In these situations the mineralized dumps near those workings were sampled. The key results from those new dumps are listed below:

Sample	Location	Type	Description	Au (g/t)	Ag (g/t)
1701	Unamed vein	Dump	Sandstone with strong calcite veining	1.41	70.2
1706	Veta Centenario	Dump	Ryolitic fragments and abundat quartz veins	<0.03	138.0
1707	Veta Centenario	Dump	quartz veins with strong iron oxide	0.09	230.0
1715	Veta San Antonio	Dump	very oxidized sandstone with calcite viens	1.04	74.0
1724	Unamed vein	Dump	silicified breccia with strong oxides	0.04	93.8

Several exposures/workings that occur immediately off of the property were also sampled. These areas were sampled because the veins are known to continue onto the property, however there are no exposures immediately on the property side of the boundary. The following results are provided for reference only:

Sample	Location	Type	Width (m)	Au (g/t)	Ag (g/t)
1709	Veta Marcos de Oro	Dump	-	0.48	254.0
1711	Veta Marcos de Oro	Dump	-	0.17	132.0
1725	Veta San Antonio	Chip	0.7	1.63	470.0
1726	Veta San Antonio	Chip	1.0	0.86	106.0
1727	Veta San Antonio	Chip	0.6	2.44	22.3

On October 12, 2010, the Compnay announced a 2,500 metre drill program started on the Guadalupe property, located in the heart of the Fresnillo district, on behalf of and funded by our partner Gold American Mining Inc. (formerly: Silver America Inc.).

The first drill hole is targeting the down dip extension of the San Antonio vein, the southern-most vein on the property, and is currently at a depth of 260 meters. The San Antonio Mine shaft is approximately 270 metres deep. Historic maps and sections show that there are actually two sub-parallel veins - the Esperanza Vein and the San Antonio Vein - however the Esperanza Vein does not appear to outcrop on surface. The planned target depth for the first hole is 500 meters and is expected to cut the veins below the level of the historic workings.

Drilling is being done by Techmin S.A. de C.V. - a drilling contractor located in the Fresnillo area and has unparalleled experience in the area as they have done a majority of the drilling for Fresnillo, plc and have also worked for Fresnillo, plc and Mag Silver at the Juanacipio Joint Venture, located only 11 km from the Guadalupe Property, where they drilled holes to a depth of greater than 900 metres.

"This drill program is an important step in Yale's 'project generator' business model as this is the first of our projects to be drilled by one of our partners", stated Ian Foreman, president of Yale.

On November 9, 2010, the Company announced that the first set of results from sampling at the 8,160 hectare (81.6 square kilometre) Tenoriba Project located in the Sierra Madre Gold-Silver Belt returned significant results.

Working through the extensive database acquired with the property led Yale to select two priority targets zones - La Verde and Moreno - at Tenoriba. Both of these zones contain high grade gold hosted in structures, often associated with mineralized vuggy silica, surrounded by lower grade disseminated mineralization in association with widespread argillic alteration. Neither zone has been previously drilled.

Yale has received the first assays from the La Verde target.

In the central area of La Verde a historic trench was reopened and extended by Yale personnel. This exposure returned a weighted average of 4.88 g/t gold and 63.9 g/t silver over 10.20 metres. The gold and silver mineralization appears consistent throughout; the breakdown of each sampled interval is as follows:

Sample	From (m)	To (m)	Width (m)*	Au (g/t)	Ag (g/t)	Cu (%)
Trench sample #1	0.0	1.90	1.90	0.17	2.9	0.04
Trench sample #2	1.90	3.00	1.10	**8.88**	**104.6**	3.31
Trench sample #3	3.00	4.40	1.40	1.20	36.4	1.20
Trench sample #4	4.40	5.50	1.10	1.64	45.1	2.08
Trench sample #5	5.50	7.20	1.70	**3.55**	57.5	2.97
Trench sample #6	7.20	9.30	2.10	**5.27**	47.3	0.53
Trench sample #7	9.30	12.10	2.80	**6.94**	**85.5**	2.22

* true width of the mineralization is unknown at this time.

The potential for expanding the La Verde Zone is demonstrated by a historic grab sample grading 6.53 g/t gold that was located approximately 100 metres northeast of the central trench mentioned above. This will be followed up on during an upcoming field program.

In addition, historic sampling indicates that there is a second area with high grade gold mineralization within La Verde as approximately 400 metres to the south a historic sample returned 31.8 g/t gold over 1.8 metres.

All of the results from previous sampling within this southern portion of the La Verde target area - covering an area that measures approximately 200 by 100 metres - are provided below:

Sample #	width	Au (g/t)
MM-1304	1.30	**2.30**
MM-1305	1.70	**1.03**
MM-1306	1.50	0.10
MM-1303	2.00	0.06
MM-1302	0.20	0.16
	1.50	0.02
MM-1307	1.40	**1.31**
MM-1308	1.80	**31.80**
MM-1309	0.40	0.22

On November 16, 2010, the Copmany reported that the first two drill holes on the Guadalupe Property located in Zacatecas State, Mexico each successfully intersected multiple targets. These two holes were the first to be reported from the approximately 2,500 metre program that was underway at Guadalupe, being performed by Yale on behalf of its partner Silver American Mining who fund all work on the property.

The drilling has shown that mineralization can now be traced for greater than 300 metres down dip and that the veins are very consistent in width to that depth.

The following table presents highlight results:

Target	From (m)	To (m)	Width1 (m)	Au (g/t)	Ag (g/t)	Ag Eq2 (g/t)
	Drill Hole No. 1 - GPE1001					
San Antonio Vein	347.25	348.63	1.38	0.24	80.2	95.8
La Esperanza Vein	350.15	350.85	0.70	-	60.5	60.5
	Drill Hole No. 2 - GPE1002					
Santa Rosa Vein	281.30	283.55	2.25	0.60	69.8	108.7
	(including) 282.65	283.55	0.90	1.03	54.0	121.0
Marcos de Oro Vein	293.05	294.25	1.20	0.93	19.3	79.8

1) - Drill holes were planned to cut the mineralization as close to perpendicular as possible, however, true widths have not been determined at this time.
2) - Silver equivalent has been calculated using $1,300/oz gold and $20/oz silver (or a ratio of 65:1) and assumes recovery and NSR to be 100%

On December 3, 2010, the Company reported that it successfully defined a second early stage gold target within the Tenoriba Property located in Chihuahua State, Mexico. The Moreno Target was highlighted by Yale personnel after reviewing historic data on the project and the first field visit has identified disseminated gold hosted in strongly altered ignimbrites over an area that measures approximately 200 metres by 200 metres.

The Moreno Target is located within the Central Trend, which measures at least 5 kilometres in length and 2 kilometres in width and, to date, contains 17 known gold targets. The Central Trend represents approximately 15% of the total property area.

A first pass sampling program by Yale at the Moreno Target returned gold values in the 0.33 to 1.67 grams per tonne gold over variable widths as summarized below:

- 6.1 metres with a weighted average of 1.19 g/t gold
- 8.0 metres with a weighted average of 0.80 g/t gold
- 2.5 metres grading 1.67 g/t gold
- 6.0 metres with a weighted average of 0.33 g/t gold

The four intervals reported above were taken from exposures at least 50 metres apart from one another.

Ongoing work at Moreno will focus on detailed mapping, trenching and sampling in order to determine if these grades continue over wider intervals and to explore for higher grade mineralization as previously identified (see Masuparia news releases dated May 7, 2007 and Jan. 28, 2008):

- a continuous 13.1 meter chip composite through some of the workings grading 1.21 g/t gold, and
- 6.3 g/t gold over 3.5 metres

"We are very pleased that work on these early stage targets continues to return gold grades that are comparable to those found in bulk tonnage gold deposits elsewhere in the Sierra Madre", stated Ian Foreman, P.Geo., president of Yale.

1.1 kilometres northeast of the Moreno Target is the La Verde Target, which was the first target visited by Yale. The central trench at La Verde returned 10.2 metres with a weighted average of 4.88 g/t gold and 63.9 g/t silver (see news release dated November 9, 2010). Yale is processing additional results from other targets within the Central Trend and these will be reported when available.

On December 15, 2010, the Company report the discovery of a new gold/silver zone at the Guadalupe Property located in Zacatecas State, Mexico. Holes 6 and 7 of the completed drill program successfully intersected multiple targets. Drilling at Guadalupe was performed by Yale on behalf of its partner Gold American Mining Inc. (formerly: Silver America Inc.) who is currently funding all work on the property.

Drill hole 7 discovered a previously unknown mineralized multiphase breccia with a weighted average of 1.31 g/t gold and 254.1 g/t silver over 18.6 metres including 11.50 metres with a weighted average of 2.09 g/t gold and 382.7 g/t silver. **The highest silver and gold grades were returned from separate intervals of 1.3m with 3.26 g/t gold and 1.2m grading 920.0 g/t silver.** The new mineralized zone is located approximately 50 metres north of the Santa Rosa Vein and is open in all directions.

Target	From (m)	To (m)	Width [1] (m)	Au (g/t)	Ag (g/t)	Ag Eq [2] (g/t)
	Drill Hole - GPE10-07					
Breccia #1	50.9	61.6	10.7	0.25	32.0	44.7
Discovery breccia	67.80	86.40	18.60	1.31	254.1	319.7
including	**74.90**	**86.40**	**11.50**	**2.09**	**382.6**	**487.3**
including	76.75	85.20	8.45	2.75	454.8	592.5
including	**76.75**	**82.50**	**5.75**	**2.98**	**538.5**	**687.5**
Santa Rosa Vein	115.3	115.85	0.55	0.13	200.0	206.5

1) - Drill holes were planned to cut the mineralization as close to perpendicular as possible, however, true widths have not been determined at this time.
2) - Silver equivalent has been calculated using $1,200/oz gold and $24/oz silver (or a ratio of 50:1) and assumes recovery to be 100% and the NSR to be zero.

Drill hole 6 was located approximately 200 metres east of hole 7 and intersected the Santa Rosa mine workings. A wide zone in the footwall below the workings returned 14.95 metres with a weighted average grade of 0.19 g/t gold and 63.8 g/t silver.

Target	From (m)	To (m)	Width [1] (m)	Au (g/t)	Ag (g/t)	Ag Eq [2] (g/t)
	Drill Hole - GPE10-06					
Santa Rosa vein	221.00	223.00	Mined working -- no values			
Santa Rosa - footwall	223.00	237.95	14.95	0.19	63.8	73.3
including	225.75	237.95	12.2	0.16	73.2	81.4
including	**229.40**	**237.95**	**8.55**	**0.11**	**78.5**	**83.9**
including	233.45	237.95	4.5	0.12	95.0	101.2

3) - Drill holes were planned to cut the mineralization as close to perpendicular as possible, however, true widths have not been determined at this time.

4) - Silver equivalent has been calculated using $1,200/oz gold and $24/oz silver (or a ratio of 50:1) and assumes recovery to be 100% and the NSR to be zero.

Seven holes were drilled at Guadalupe totaling a combined 2,502.05 metres. Results from holes 1 and 2 were previously released in a news release dated Nov. 16, 2010. Holes 3, 4 and 5, located in the north end of the property, targeted a series of veins with numerous workings. Assays from outcrop and dumps in the area returned several assays grading greater than 200 g/t silver but the holes did not intersect any significant values.

On Januaury 19, 2011, the Company reported the addition, by staking, of a key 180 hectare parcel of land in the core of the San Pedro Target of its Urique Project. Yale now controls all the ground covering the entire San Pedro Target, which was previously identified as one of the two most significant areas of alteration and mineralization within the wholly owned 281 sq km Urique Project, located in western Chihuahua State, Mexico.

San Pedro is host to multiple variably oriented veins that create a large scale stockwork. Local high grade results are highlighted by the following previously unreleased samples from the newly acquired ground:

- 137.5 g/t gold and 133.0 g/t silver over 0.25 metres;
- 28.30 g/t gold and 315.0 g/t silver from a panel sample measuring 2.0 by 3.0 metres;
- 30.80 g/t gold and 450.0 g/t silver over 0.70 metres;

In addition to covering the continuation of the Sangre de Cristo deposit - an important historical gold mine - the San Pedro Target has discrete high grade gold veins and disseminated mineralization within the host rocks suggesting that the area has the potential to contain a bulk tonnage gold deposit. The strong argillic alteration of the host rocks has been interpreted to represent the upper portions of a high sulfidation deposit.

Yale has taken in excess of 200 samples within the greater San Pedro area dating back to 2007, which lead to the Company to making this a priority acquisition.

Highlight samples from the newly acquired ground are:

Area/ Sample	Width (m)	Au (g/t)	Ag (g/t)
Vein NE 1			
3715	0.35	4.38	38.6
3671, 3672	1.3	3.65	14.0
3670	Dump	12.50	42.5
Vein NE 3			
3734	0.35	2.87	36.8
3733	0.20	20.70	133.0
Intersection NE and NS Veins			
3710-3716	21.65	0.33	7.6
Vein NW 6			
3708	0.30	7.07	19.8
3726	0.25	137.50	133.0
3821	0.25	2.41	28.8
3822	3.0	1.01	17.0
2185	0.70	30.80	451.0

3825	1.7	2.40	0.2
12481	3 x 2	28.30	315.0
Split, Vein NW 4			
3817	0.30	12.45	129.0
3820	0.20	21.40	42.6

Samples from the San Pedro Target were prepared and analyzed by ALS Chemex at their labs in Mexico and Vancouver and generally consisted of 1-3 kg of material. Gold analyses were performed by 30 gram fire assay with an AA finish; samples with more than 10 g/t gold (over limit) were analyzed using gravimetric methods. Silver was analyzed as part of a multi-element ICP package using an aqua regia digestion; samples with more than 100 g/t silver (over limit) were analyzed by AA.

On February 3, 2011, the Company announced that the first field program at the wholly owned Apache property had been completed. A total of 62 samples were taken during the program, which also included prospecting and geological mapping. Samples have been submitted to the lab and results are expected in approximately three weeks.

The Apache Property contains three areas of mineralization: the Peña Blanca, El Apache, and La Parida zones. During its first inspection of the property, the Company had only sampled the El Apache zone. The recent program has now sampled each of the three target areas following up on historic sampling by the Mexican Government that returned the following results:

Sample #	Prospect	Ag (g/t)	Au (g/t)	Cu (%)
SP-089	La Parida	59.0	0.05	0.43
SP-090	La Parida	110.0	0.13	1.92
SP-091	La Parida	401.0	0.47	4.23
SP-092	La Parida	190.0	0.11	2.28
SP-093	La Parida	130.0	0.06	3.96
SP-094	La Parida	70.0	0.13	0.72
SP-095	La Parida	192.0	0.23	1.35
SP-096	La Parida	186.0	0.13	3.11
SP-097	La Parida	64.0	0.10	0.58
SP-100	Peña Blanca	9.0	0.12	0.01
SP-101	Peña Blanca	12.0	0.02	0.03
SP-102	Peña Blanca	11.0	0.02	0.02
SP-238	El Apache	127.0	N.D.	1.34
SP-239	El Apache	91.0	N.D.	0.71
SP-240	El Apache	107.0	N.D.	1.35
SP-241	El Apache	47.0	0.16	1.39
SP-242	El Apache	131.0	0.05	4.30
SP-243	El Apache	60.0	0.04	4.50
SP-244	El Apache	64.0	0.02	3.14
SP-245	El Apache	9.0	0.01	2.75

SP-246	El Apache	59.0	0.02	2.02

****Please note** that widths of samples were not provided and the reader is cautioned that the widths of the samples reported here are unknown.

On February 15, 2011, the Company reported that field work at the Los Amoles Property continued to expand the main mineralized zone and defined a vein system that has been traced on surface for approximately 800 metres along strike. Work at Los Amoles was done by Yale on behalf of Nature's Call Brands Inc., who has an option to earn a 70% interest in the property.

Sampling included:

- **2.0 metres grading 0.63 g/t gold and 698.6 g/t silver**
- **6.0 metres averaging 0.33 g/t gold and 226.6 g/t silver**
  - **including 2.0 metres grading 0.63 g/t gold and 497.3 g/t silver**
- **1.0 metres grading 0.33 g/t gold and 496.8 g/t silver**
- **Dump material grading 0.24 g/t gold and 1,027.5 g/t silver**

This latest field program was designed to prospect, map and sample the southern portion of the 1.0 by 2.5 kilometre main target area (see news releases dated April 15 and May 27, 2010). This work was successful in identifying an additional 20+ historic workings and Yale personnel successfully traced mineralization on surface for approximately 800 metres along strike. Sampling at irregular intervals along the strike length has returned gold and silver values.

In addition to strong values within the veins sampling has shown that proximal to the veins the host andesitic volcanic rocks often host silver mineralization in the order of 15 to 50 grams per tonne. A table of the highlight samples is provided below:

Sample	Location	Type	Width (m)	Au (g/t)	Ag (g/t)	Pb(%)
49556-8	Working 4	Channel	6.00	0.33	**226.6**	0.06
49558	Working 4	Channel	2.00	0.63	**497.3**	0.17
49559	Working 4	Dump	N/D	0.10	**197.2**	3.23
49563+4	Drainage 2	Channel	3.00	0.51	**112.9**	0.29
49565	Drainage 3	Channel	1.40	0.12	68.4	0.31
49567	Working 6	Channel	2.00	0.63	**698.6**	0.24
49579	Workings 8,9 and 10	Dump	N/D	0.24	**1027.5**	2.30
49581	Fault in drainage	Channel	1.0	0.33	**496.8**	1.31
49584	Working 13	Dump	N/D	0.53	**304.6**	0.42
49586	Working 13	Channel	2.00	0.06	54.1	0.06
49587	Working 14	Dump	N/D	0.05	116.7	0.42
49589	Working 15	Channel	1.50	0.36	72.7	0.08
49591+2	Working 16	Channel	1.50	0.21	49.6	1.45

To date, greater than 45 historic workings and greater than 20 gold/silver veins have been identified within approximately 60% of the El Rosario target area that measures 1.0 by 2.5 kilometres. Another stage of fieldwork is planned in order to map and sample the remaining areas within the El Rosario target. This work will be done in advance of geophysics, which in turn, will be done to delineate priority locations for drilling.

Corporate Events

On August 16, 2010, the Company was saddened to report the sudden passing of Cary Martin, Yale's manager of investor relations.

On October 18, 2010, the Company reported that it has signed a Letter of Intent with Nature's Call Brands Inc. (OTCBB -- NATC) for the option to earn a 70 % interest in Yale's wholly owned Los Amoles Property located in Sonora State, Mexico.

To earn a 70 % interest Nature's Call will be required to pay Yale US $ 50,000, spend US $ 900,000 on exploration expenditures and issue 1,000,000 shares to Yale over three years. The exploration expenditures required in the first year is $200,000 with $100,000 being a firm commitment. Yale has received $25,000 upon signing of the LOI.

Yale will be the operator for the project during the length of the agreement.

"We are pleased that Yale will have continued exposure to the strengthening silver market through programs funded by our partners at the Los Amoles project and at Guadalupe, where we are currently drilling", stated Ian Foreman, president of Yale.

On November 17, 2010, the Company reported that it signed a Letter of Intent with Dawson Gold Corp. (TSX-V - DYU) ("Dawson") for the option to earn a 70 % interest in Yale's Orofino Property located in Sonora State, Mexico.

To earn a 70 % interest Dawson will be required to pay Yale $ 55,000, spend $ 2,800,000 on exploration expenditures and issue 1,000,000 shares to Yale over four years. The exploration expenditure required in the first year is $400,000. Yale has received $10,000 upon signing of the LOI.

Yale will be the operator for the project during the first year of the agreement and Dawson will have the option to be operator thereafter.

Yale subsequently received notice from Dawson that they would not be continuing with this option.

On November 30, 2010, reported that it signed a formal Agreement with Natures Call Brands Inc. for the option to earn a 70% interest in Yale's wholly owned Los Amoles Property located in Sonora State, Mexico. Yale has received a total of US$ 50,000 and 200,000 shares in Natures Call.

To earn a 70 % interest in the Los Amoles property Nature's Call will be required to spend US$ 900,000 on exploration expenditures and issue a total of 1,000,000 shares to Yale over three years. The exploration expenditures required in the first year is $200,000 with $100,000 being a firm commitment having to be spent within the first six months.

Yale will be operator for at least the first year of the earn-in period and anticipates a work program to commence at Los Amoles early in 2011.

On December 13, 2010, the Copmany announced the acquisition of a 100% interest in the 400 hectare Apache Property, located approximately 150 kilometres north of Hermosillo, Sonora State, Mexico. The property is approximately 25 km west of Benjamin Hill and 30 km from Timmins Gold's San Francisco Mine.

The core mineralized zone at Apache is defined by multiple historic workings centred on southwest trending veins and veinlets surrounded by a large zone with strong iron oxide staining. The veins are hosted in strongly altered metasediments.
Yale has agreed to purchase a 100% interest with no royalties in the Apache Property by paying $250,000 payable as 2.5 million shares - subject to TSX Venture approval - to a private individual.

The Apache Property is Yale's ninth project in Mexico and as part of the Company's Project Generator business model will be added to our portfolio of projects available for option.

On February 3, 2011, the Company reported that it received gross proceeds of $602,450 from the exercise of 6,024,500 warrants at a price of $0.10 per warrant into common stock of the Company from its last private placement, which closed in three tranches. The remaining unexercised warrants have now been cancelled.

On February 9, 2011, the Company reported that it signed a Letter of Intent with El Condor Minerals Inc. (TSX-V - LCO) for the option to earn a 70 % interest in Yale's wholly owned Carol Property located in Sonora State, Mexico.

To earn a 70 % interest El Condor is required to pay Yale $ 350,000 cash and spend $ 1,700,000 on exploration over four years. The exploration expenditure required in the first year is $200,000 with $100,000 considered as a firm commitment. Yale received $25,000 upon signing of the LOI.

El Condor is designated as the operator for the project during the length of the Agreement and as such will oversee the work on the property and designate contractors, which may include Minera Alta Vista, Yale's Mexican subsidiary.

On February 22, 2011, the Company reported that it signed a formal Agreement with El Condor Minerals Inc. for the option to earn a 70% interest in Yale's wholly owned Carol Property located in southern Sonora State, Mexico. Yale has received a total of $ 50,000 in cash to date.

Results of Operations

The Company currently does not have an operating or producing mineral property. The Company has no earnings from mineral properties and therefore will finance its future exploration activities by the sale of common shares or units. Certain of the key risk factors of the Company's operating results are the following: the state of capital markets, which affects the ability of the Company to finance its exploration activities; the write-down and abandonment of mineral property interests as exploration results provide further information relating to the underlying value of such properties; and market prices for natural resources as well as the nonviability of its projects.

The Company's accounting policy as it relates to its acquisition of its mineral property interests is to defer all costs of acquiring mineral resource properties and their related exploration and development costs until the properties to which they relate are placed into production, sold or abandoned or impaired. At that time, capitalized costs are either depleted using the unit-of-production method over the estimated life of the ore-body, following the commencement of production, or written off at the time the property is sold or abandoned.

The Company is not a party to any material legal proceedings and is not in default under any material debt or other contractual obligations other than as disclosed in the financial statements. No significant revenue generating contracts or cash commitments were entered into or undertaken by the Company during the period other than as set out herein or in the financial statements of the Company.

Significant variances in the Company's operational results for the year ended October 31, 2010 were as follows:

i) Accounting, audit and legal fees decreased by $16,107 to $63,344 from $79,451 in 2009 and reflect less legal work done in respect of mineral property options, and the completion of three tranches of a private placement.

ii) Investor relations and promotion increased by $47,225 to $116,502 from $69,277 in 2009 and reflects ongoing efforts to penetrate the European market.

iii) Rent decreased by $14,182 to $41,271 from $55,453 from an increase in subleased space.

Significant variances in the Company's financial position for the year ended October 31, 2010 were as follows:

i) Cash increased by $111,034 to $171,318 from $60,284 and reflects proceeds received from the issuance of share capital and mineral property option proceeds and recoveries.
ii) Marketable securities have increased by $231,767 to $247,467 from $15,500 and reflect shares received from various parties that the Company has optioned its properties to.
iii) Prepaid expenses have decreased by $66,737 to $4,500 from $71,237 and reflect the investor relations contracts for 2010 that were paid for in 2009.
iv) Accounts payable and accrued liabilities have increased by $128,885 and reflect exploration done in Mexico that was paid for subsequent to year end.
v) Exploration advances during the year of $31,628 reflect advances received for exploration on the Company's Guadalupe property.

Selected Annual Information

	Oct. 31, 2010 $	**Oct. 31, 2009 $**	**Oct. 31, 2008 $**
Total revenue	Nil	Nil	Nil
Loss for the year	(452,523)	(1,615,185)	(777,199)
Basic and diluted loss per share	(0.01)	(0.03)	(0.02)
Total assets	3,599,199	3,105,770	3,953,588
Total long-term financial liabilities	Nil	Nil	Nil

Summary of Quarterly Results

The consolidated financial statements of the Company have been prepared in accordance with Canadian generally accepted accounting principles. The table below sets out the quarterly results of the Company for the 8 most recent quarters.

	Oct. 31, 2010	Jul 31, 2010	Apr 30, 2010	Jan. 31, 2010	Oct. 31, 2009	Jul 31, 2009	Apr. 30, 2009	Jan. 31, 2009
Revenue	$0	$0	$0	$ 0	$ 0	$ 0	$ 0	$ 0
Loss for the period	($10,974)	$122,998	182,797	157,702	1,251,667	132,492	110,942	120,084
Basic and diluted loss per share	0.00	(0.002)	(0.003)	(0.002)	(0.02)	(0.01)	0.00	(0.003)

Significant variances in the Company's operational results during the quarter ended October 31, 2010, are as follows:

i) Consultants' fees decreased by $65,000 to $28,500 from $93,500 and reflect consulting contracts that expired on January 31, 2010.
ii) Accounting, audit and legal decreased by $7,358 to $11,706 from $19,064 and reflect increased legal work with respect to private placements completed late in 2009.
iii) Investor relations and promotion decreased by $9,301 to $ from $19,113 and reflect consulting contracts completed on October 31, 2009.

Related Party Transactions and Balances

The Company entered into the following transactions with related parties during the year:

(a) Consultants' fees of $72,000 (2009 - $72,000) was paid to a company controlled by the President of the Company. Amounts payable as at October 31, 2010 were $13,440 (2009 - $25,200).
(b) Management fees of $60,000 (2009 - $60,000) were paid to an officer of the Company.
(c) Office service fees of $24,200 (2009 - $42,300) were paid to a corporation controlled by the Corporate Secretary of the Company. Amounts payable as at October 31, 2010 were $2,240 (2009 - $nil).

All 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 Company and the related parties.

Liquidity and Capital Resources

As at October 31, 2010 the Company had working capital of $157,878, as compared to working capital of $70,964 as at October 31, 2009. The Company will require continued financing or outside participation, to undertake additional exploration and subsequent development of its mineral properties.

As at October 31, 2010, the Company had cash of $171,318 ($60,284 as at October 31, 2009).

Financial Instruments

Financial instruments are designated as follows:

Cash – as held-for-trading
Amounts receivable – as loans and receivables
Marketable securities – as available-for-sale
Accounts payable and accrued liabilities and exploration advances – as other financial liabilities.

The fair values of the Company's cash, amounts receivable, marketable securities, exploration advances, and accounts payable and accrued liabilities approximate their carrying values due to the short-term maturity of these financial instruments.

The Company's risk exposure and the impact on the Company's financial instruments are summarized below:

(a) Credit risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash. The Company protects its cash from undue risk by holding it with various high credit quality financial institutions located in Canada and Mexico. The amounts receivable consist of Harmonized Sales Tax due from the Government of Canada and Value Added Tax from the Government of Mexico. Management believes that the credit risk concentration with respect to amounts receivable is remote.

The Company's concentration of credit risk and maximum exposure thereto at October 31, 2010 was as follows:

	2010	**2009**
Bank accounts – Canada	$ 129,115	$ 48,409
Bank accounts – Mexico	42,203	11,026
Bank accounts – Namibia	0	849

$	171,318	$	60,284

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations and commitments as they fall due. The Company's objective to managing liquidity risk is to ensure that it has sufficient liquidity available to meet its liabilities when due. The Company's approach to managing liquidity risk is to provide reasonable assurance that it will have sufficient funds to meet liabilities when due by forecasting cash flows for operations and anticipated investing and financing activities.

All its non-derivative financial liabilities, made up of exploration advances and accounts payable and accrued liabilities, are due within 90 days of the year-end. The Company does not have any derivative financial liabilities.

At October 31, 2010, the Company has neither credit facilities nor debts other than accounts payable and accrued liabilities of $317,527 (2009 - $188,642) and exploration advances of $31,628 (2009 - $nil). The Company meets its obligations by maintaining an adequate supply of cash on hand. At October 31, 2010, the cash balance of $171,318 (2009 - $60,284) would be insufficient to discharge the Company's liabilities and meet the Company's cash requirements for the Company's administrative overheads, maintaining its mineral property interests and continuing with its exploration program for the coming year. In past years, the Company has relied on its ability to raise additional financing through the sale of common shares in order to finance its operations.

(c) Market risk

Market risk is the risk to the Company that the fair value or future cash flows of financial instruments will fluctuate due to changes in interest rates and foreign exchange rates.

(i) Interest rate risk

The Company's cash held in bank accounts earns interest at variable interest rates. Due to the short-term nature of these financial instruments, fluctuations in market rates do not have a significant impact on estimated fair values as of October 31, 2010.

(ii) Foreign currency risk

The Company is primarily exposed to currency fluctuations related to cash balances held in United States dollars ("USD" or "US$") and Mexican pesos ("pesos" or "MX"), receivables held in pesos, and payables and exploration advances in pesos. The Company has net assets of $379,310 (2009 – net liabilities of $45,361) denominated in USD and net liabilities of $48,353 (net assets of $129,867) denominated in pesos at October 31, 2010. Fluctuations in the exchange rates between the Canadian dollar and pesos and Canadian dollar and USD could have a material effect on the Company's business, financial condition and results of operations. The Company does not manage currency risk through hedging or other currency management tools. For the year ended October 31, 2010, the Company's sensitivity analysis suggests that a change in the absolute rate of exchange in USD by 8% will increase or decrease net loss by approximately $30,000, and a change in the absolute rate of exchange in pesos by 5% will not have a material effect on the Company's business, financial condition and results of operations. For the year ended October 31, 2009, the Company's sensitivity analysis suggests that a change in the absolute rate of exchange in USD by 10% will increase or decrease net loss by $4,500, and a change in the absolute rate of exchange in pesos by 10% will increase or decrease net loss by $13,000 in these financial statements.

(iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is exposed to other price risk with respect to its marketable securities. The sensitivity analysis of the Company's exposure to other price risk at the reporting date has been determined based upon hypothetical changes taking place at October 31, 2010 and 2009, comprised of a hypothetical change in the market value of marketable securities of 10%, which would impact other comprehensive loss by approximately $25,000.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements

Proposed Transactions

The Company has no proposed transactions other than what was disclosed in the Subsequent Events in the Consolidated Financial Statement

Risks

All of the properties in which the Company has an interest are in the exploration stage only and the business of the Company is subject to the following risks:

Exploration and Mining Risks

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. At present, the Company has not discovered a metals or diamond deposit of commercial grade on any of its properties. Unusual or unexpected formations, formation pressures, fires, power outages, labor disruptions, flooding, cave-ins, landslides and the inability of the Company to obtain suitable machinery, equipment or labor are all risks involved in the operation of mines and the conduct of exploration programs. Substantial expenditures are required in order to establish ore reserves through drilling and staged bulk sampling, to develop optimum metallurgical processes to extract the metals or diamonds from the ore and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial mining operations or that funds required for development can be obtained on a timely basis. The economics of developing mining properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in the prices of ore which can be obtained on the metal markets, costs of processing equipment and such other factors as aboriginal land claims and government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. There is no certainty that the expenditures to be made by the Company in the exploration and development of the interests described herein will result in discoveries of commercial quantities of ore.

Political Risks

The management and directors of Yale feel that Mexico is a politically stable area of the world that still has significant potential for discoveries.

Mexico is located immediately south of the United States of America and is 1,972,550 square kilometres in size (approximately twice the size of British Columbia). Elections held in July 2000 marked the first time since the 1910 Mexican Revolution that the opposition defeated the party in government, the Institutional Revolutionary Party (PRI). Vicente Fox of the National Action Party (PAN) was sworn in on 1 December 2000 as the first chief executive elected in free and fair elections. Recently Felipe Calderon was sworn in as the new president of

Mexico and will be in power for the coming 6 years. Mexico has a free market economy that recently entered the trillion-dollar class. It contains a mixture of modern and outmoded industry and agriculture, increasingly dominated by the private sector. Recent administrations have expanded competition in seaports, railroads, telecommunications, electricity generation, natural gas distribution, and airports. Per capita income is one-fourth that of the US; income distribution remains highly unequal. Trade with the US and Canada has tripled since the implementation of NAFTA in 1994. Mexico has 12 free trade agreements with over 40 countries including, Guatemala, Honduras, El Salvador, the European Free Trade Area, and Japan, putting more than 90% of trade under free trade agreements.

Market Risks

The marketability of metals or diamonds recovered from deposits, which may be acquired or discovered by the Company, will be affected by numerous factors many of which are beyond the control of the Company. These factors include market fluctuations in the price of metals or diamonds, the capacity of the market, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of metals or minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but any one or a combination of these factors could result in the Company not receiving an adequate return for shareholders.

Uninsurable Risks

Mining operations generally involve a high degree of risk. Hazards such as unusual or unexpected formations, rock bursts, cave-ins, fires, flooding, or other conditions may occur from time to time. The Company may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material, adverse effect on the Company's financial position.

No Assurance of Title or Boundaries, or of Access

While the Company has registered its mining claims with the appropriate mining authorities and has filed all pertinent information to industry standards, this should not be construed as a guarantee of title. In addition, the Company's properties consist of recorded mineral claims, none of which have been legally surveyed, and therefore, the precise boundaries and locations of such claims may be in doubt and may be challenged. The Company’s properties may also be subject to prior unregistered agreements or transfers or native land claims and the Company title may be affected by these and other undetected defects.

Government Regulation

The Company's operations are subject to government legislation, policies and controls relating to prospecting, land use, trade, environmental protection, taxation, rates of exchange, return of capital and labor relations.

Although the Company's exploration activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner that could limit or curtail production or development of the Company's operations. Amendments to current laws and regulations governing the operations and activities of the Company or more stringent enforcement of such laws and regulations could have a substantial adverse impact on the financial results of the Company.

Environmental Regulation

The Company's operations may be subject to environmental regulations enacted by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition on the Company of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that has lead to stricter standards and enforcement and greater fines and penalties for non-compliance. The cost of compliance with government regulations may reduce the profitability of the Company's operations.

Competition

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

Management

The success of the Company depends to a large extent on its ability to retain the services of its senior management and members of its board of directors. The loss of their services may have a material adverse effect on the Company.

The Company has no compensatory plans or arrangements in effect with any of its senior officers or members of its board of directors with respect to the resignation, retirement, or other termination of their services, or with respect to a change in their responsibilities following a change in the control of the Company.

Financing Risks

The Company has no source of operating cash flow, limited financial resources, and has no assurance that additional financing will be available to it for further exploration and development of its properties or to enable it to fulfill its obligations under any applicable agreements. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the Company's properties and the possible loss of title to such properties. If such additional financing is raised, it will likely be through the issuance of additional equity securities of the Company, which may have a substantial dilutive effect on shareholders acquiring securities of the Company.

Permits and Licenses

The Company's operations may require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations on the Company's properties.

Risks Related to Nature of ownership of common shares

Dilution

Shareholders may suffer immediate and/or future dilution with respect to future private and or public offerings of common shares currently being contemplated in order to secure needed capital to facilitate Company growth.

Market Volatility

The trading price of the common shares may be subject to wide fluctuations in response due to variations in operating results, and other events and factors. In addition, the stock market may experience price and volume fluctuations, which may adversely affect the market price of the common shares of the Company

Critical Accounting Estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of 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. Significant areas requiring the use of management estimates are the assumptions used in the determination of the valuation allowance for future income taxes, determination of asset retirement obligations (“ARO”), recoverability of mineral property interests, depletion of oil and gas interests, the determination of variables used in stock-based compensation, rates of amortization for equipment, accrued liabilities, and the determination of valuation allowances for any future income tax assets. While management believes the estimates are reasonable, actual results could differ from those estimates and could impact future results of operations and cash flow.

Changes in Accounting Policies Including Initial Adoption

Future accounting changes

(i) International Financial Reporting Standards ("IFRS")

In 2008, the Canadian Accounting Standards Board ("AcSB") confirmed that the transition to IFRS from Canadian GAAP will be effective for fiscal years beginning on or after January 1, 2011 for publicly accountable enterprises. The Company will therefore be required to present IFRS financial statements for its January 31, 2012 interim financial statements. The effective date will require the restatement for comparative purposes of amounts reported by the Company for the interim periods and for the year ended October 31, 2011 and earlier where applicable. The Company is currently evaluating the impact of the conversion on the Company’s consolidated financial statements and is considering accounting policy choices available under IFRS.

(ii) Business Combinations

In January 2009, the CICA issued Section 1582, “Business Combinations”, Section 1601, “Consolidated Financial Statements”, and Section 1602, “Non-Controlling Interests”. These new standards are harmonized with IFRS. Section 1582 specifies a number of changes, including: an expanded definition of a business, a requirement to measure all business acquisitions at fair value, the use of the date of exchange as the measurement date, the requirement to measure non-controlling interests at fair value and a requirement to recognize acquisition related costs that are not capital in nature as expenses. Section 1601 establishes the standards for preparing consolidated financial statements. Section 1602 specifies that non-controlling interests be treated as a separate component of equity, not as a liability or other item outside of equity. The new standards will become effective in 2011 but early adoption is permitted.

International Financial Reporting Standards

The conversion to IFRS will likely impact the Company’s statement of financial position and results of operations. To transition to IFRS, changes may be required to the Company’s information technology and data systems, internal control over financial reporting, disclosure controls and procedures, financial reporting expertise and training requirements, and matters that may be influenced by Canadian GAAP measures such as capital requirements.

The Company’s conversion plan is governed by members of the Audit Committee and the Board of Directors, to monitor the progress and make critical decisions in the transition to IFRS, and to approve all transition policies. This project consists of three main phases:

Preliminary planning:
This phase includes a review of the differences between IFRS and Canadian GAAP, and IFRS requirements based on financial reporting impact, business impact and complexity.

Assessment and design:
This phase involves determining specific impacts to the Company based on the application of IFRS requirements. Accounting policies are finalized, first time adoption exemptions are considered, and a detailed implementation plan is developed.

Implementation:
This phase includes implementation of the required changes for IFRS compliance. All IFRS conversion impacts are approved and finalized to allow for the conversion of tax policies and the preparation of opening IFRS balances.

The Company has completed the preliminary planning stage and is currently in the assessment and design phase.

The Company is now quantifying the known differences between IFRS and Canadian GAAP and summarizing the changes. The Company will continue to review all proposed and continuing changes in IFRS and update or revise its conversion plan accordingly, to ensure an efficient transition to IFRS. This conversion plan is currently on target to meet the transition date of August 1, 2011.

Management's Report on Internal Controls Over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not detect misstatements. Therefore, even those systems determined to be effective can only provide reasonable assurance with respect to financial statement preparation and presentation. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assesses the effectiveness of the Company's internal control over financial reporting as of October 31, 2010. Based on management's assessment and those criteria, management has concluded that the internal control over financial reporting as at October 31, 2010 was effective.

Disclosure Controls and Procedures

The Company's management is responsible for establishing and maintaining disclosure controls and procedures to provide reasonable assurance that material information related to the Company, including its consolidated subsidiaries, is made known to senior management. Senior management has evaluated the Company's disclosure controls and procedures and have concluded that they are effective as of October 31, 2010.

Disclosure of Outstanding Share Data

As at February 28, 2011, the Company had the following common shares, stock options and warrants outstanding:

Common shares	79,964,156
Stock options (vested and unvested)	4,945,000
Warrants	0
Fully diluted shares outstanding	84,909,156

The Company’s ongoing exploration is dependent on raising additional capital to develop its properties and the Company is continually assessing overall market conditions to ensure this need is fulfilled to the benefit of the Company and its shareholders.