RANDSBURG INTERNATIONAL GOLD CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
FOR THE THREE MONTH PERIOD ENDED APRIL 30, 2013

The objective of this Management Discussion and Analysis Report ("MD&A") released by Randsburg International Gold Corp. (the "Company" or "Randsburg") is to allow the reader to assess our operating results as well as our financial position for the three month period ended April 30, 2013 compared to the three month period ended April 30, 2012. This report is based on all available information up to June 27, 2013 and should be read in conjunction with the consolidated financial statements for the year ended January 31, 2013, as well as the accompanying notes. The April 30, 2013 consolidated financial statements have been prepared under International Financial Reporting Standards "IFRS". Unless otherwise indicated, all amounts are expressed in Canadian dollars. The MD&A is prepared in conformance with National Instrument 51-102F1 and was approved by the Company's Audit Committee on June 27, 2013.

The Company discloses, on a regular basis, additional information on its operations, which is recorded on the System for Electronic Document Analysis and Retrieval ("SEDAR") in Canada at www.sedar.com.

Forward Looking Statement

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. It should be read in conjunction with all other disclosure documents provided by the Company. No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.

The document may contain forward-looking statements that reflect management's current expectations with regards to future events. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results to differ from expected results. Such factors include, among others, the following: mineral exploration and development costs and results, fluctuation in the prices of commodities for which the Company is exploring, foreign operations and foreign government regulations, competition, uninsured risks, recoverability of resources discovered, capitalization requirements, commercial viability, environmental risks and obligations, and the requirement for obtaining permits and licenses for the Company's operations in the jurisdictions in which it operates.

Nature of Activities and Continuation of Exploration Activities

Randsburg International Gold Corp. (the "Company") was incorporated under the laws of British Columbia. Its principal business activity is the acquisition and exploration of mineral property interests in Canada and South America. The Company has not determined whether its properties contain ore reserves which are economically recoverable. The recovery of the amounts shown for mining properties is dependent upon the existence of economically ore reserves, the ability of the Company to obtain necessary financing to complete the exploration and development of its properties, and upon future profitable production or proceeds from the disposal of its properties.

The Company's ability to continue as a going concern is uncertain and is dependent upon the generation of profits from mineral properties, obtaining additional financing or maintaining continued support from its Shareholders and creditors. The Company has not determined whether its properties contain ore reserves that are economically recoverable. The application of IFRS on a going concern basis may be inappropriate, since there is doubt as to the appropriateness of the going concern assumption.

The preparation of financial statements in accordance with IFRS requires the use of certain critical accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in the 2013 Consolidated Financial Statements. .

The shares of the Company are listed on the TSX Venture Exchange and are traded under the symbol RGZ.

Highlights of the Period

During the period under review, Randsburg International Gold Corp. (the "Company") continued to evaluate its Titan Project in Flett and Angus Townships in Ontario and its Nathalie Phosphate Project in Quebec. Both projects are located in Canada.

On August 11, 2011 the Company signed a Memorandum of Understanding ("MOU") in respect of its Flett Project 100% interest in 10 claims covering an area of 5,440 acres. Under the terms of the MOU the purchaser can acquire an 80% interest in the property after a 45 day due diligence period by paying Randsburg $50,000 upon signing a definitive agreement, making payments of $90,000 in the first year, and $25,000 per month thereafter up to $2,000,000. In addition the purchaser must spend a minimum of $200,000 on exploration and development work prior to June 30, 2012. The parties have been in discussions to conclude a definitive agreement; however to date the parties have been unable to reach a definitive agreement and have discontinued discussions.

Titan Iron-Titanium-Vanadium Project - Flett and Angus Townships, Ontario, Canada

The Titan Project is an Iron-Titanium-Vanadium project located in Flett and Angus Townships in Ontario. The Titan Project comprises 1,310 contiguous hectares (3,240 acres) of 4 claims (123 units) and 17 patented claims. Flett and Angus Townships are located 120 kilometres northeast of Sudbury, Ontario and 50 kilometres north of the City of North Bay. The Project is subject to a 3% NSR that can be purchased by the Company for $ 1,500,000.

On January 15, 2010 the Company announced that it had entered into a definitive agreement with Prophecy Resource Corp. (TSX-V: PCY) whereby Prophecy has been granted the option to earn an 80% interest in its Titan Project.

Under the agreement, Prophecy has the right to acquire an 80% interest in the Titan Project by paying Randsburg an aggregate of $500,000 and incurring $200,000 in Exploration Expenditures by December 31, 2010. Randsburg has the option to sell its remaining 20% interest in the project to Prophecy until December 31, 2012 for $150,000 or 400,000 common shares of Prophecy. The Company has received $500,000 in respect of the option, however Prophecy incurred $85,258 in Exploration Expenditures in 2010 and agreed to pay Randsburg $114,742 in lieu of the balance of the contractual 2010 Exploration Expenditures. Due to delays in development, the company wrote off costs of $1,936,201, leaving the property at its net realizable value of $350,000 as at January 31, 2011.

The Company has completed a NI43-101 Technical Report on the Titan Project (the "MDA Report"). The MDA Report, titled "Technical Report, Titan Project, Ontario Canada, dated November 7, 2006, Revised February 12, 2007, and Ownership Revised February 26, 2010", was authored by Neil Prenn, P. Eng. of Mine Development Associates (Reno, Nevada) ("MDA") as the Company disclosed in its news release of March 18, 2010. MDA stated that only inferred resources can be calculated for the project since the drill holes have not been surveyed and the recovery of saleable products and economics of the project have not been defined. The inferred resources for the project total 49.0 million tonnes grading 48% Fe_2O_3 (iron oxide), 14.8% TiO_2 (titanium dioxide), and 0.24% V (vanadium). The estimate was prepared at a cut-off grade of 40% Fe_2O_3 and a specific gravity of 4.29 g/cm3. The MDA Report was filed on Sedar and readers can access it at www.sedar.com. The results of the vanadium and titanium dioxide independent resource estimate are summarized in the following table:

Mineral Resource Estimate for Titan (at a cut-off of 40% Fe2O3)

Resource Category	Tonnes (millions)	V Grade (%)	TiO2 Grade (%)	Vanadium Contained Lbs*	TiO2 Contained Tonnes*
Inferred	49.0	0.24	14.82	259,174,729	7,259,310

- Metal recoveries were assumed to be 100% for both vanadium and titanium oxide.

The MDA Report used the following methodologies and key assumptions: Grades for Fe_2O_3, TiO_2, and V were interpolated by ordinary kriging into 5 x 5 x 10 metre blocks from 10 metre composites from mineralized zones. These kriged block grades were compared to grades estimated by inverse distance methods and were essentially the same globally. A minimum of one composite and a maximum of nine composites were used to interpolate grades. Since the economics and recoveries of the different materials contained in the mineralized zone have not been defined all of the material estimated within the high-grade mineralization boundary (approximately a 40% Fe_2O_3 cutoff grade) and within the variogram range of 108 metres from a composite has been defined as an inferred resource.

The MDA Report concludes that the next phase of work should concentrate on the metallurgy of the deposit. Testing utilizing both Altairnano's new technology and conventional technology should be completed. The metallurgical program should be designed by an independent metallurgist after reviewing the data. The drill holes and project area should be surveyed to obtain more accurate drill hole coordinates and site topography. A surface geologic map should be completed utilizing methods to clear the soil and till to expose the surface geology where required. Additional surface drilling should be completed in open areas. This work should lead to a preliminary assessment of the Titan Project.

The Titan Property is well located in terms of infrastructure. The Ontario Northland Railway main line runs right next to the property, a major high voltage transmission line is 7 kilometres away and Highway 11, the major highway linking Northern and Southern Ontario is 18 kilometres to the west. There is a large work force available in the area and the property is close to major North American markets for iron and titanium.

Titan is located at the extreme northeast end of the Fall Lake intrusive and is delineated by very high magnetic susceptibility. The airborne magnetic signature shows a sub-circular surface expression that is 1,000 by 800 metres in area. The mineralization is known to be located in the northern portion of the magnetic anomaly, and it has a steep plunge towards the south-southeast.

The Titan mineralization is formed by the hydrothermal replacement of mafic to ultramafic rock complex that is a younger part of the Grenville Metamorphic Terrain. The host rock is a fine-grained olivine gabbro, with possible troctolitic overtones. Magnetite, ilmenite and a vanadium mineral make up most of the economic minerals that are present in the mineralized system. There is also the potential for the occurrence of platinum group metals along the margins of the mafic and ultramafic intrusives in Angus Township and adjacent Flett Township. At Titan, slightly anomalous values for platinum, palladium and gold have been returned in assays.

Exploration findings during 2004 and 2005 included:

- The magnetite-ilmenite mineralization is present as a body that plunges steeply towards the southeast. Its character south of 5190100N is little known due to relatively widespread wet ground. Relatively strong magnetism extends southeasterly.
- Titanium and Vanadium are present in the intrusive complex away from the areas of pronounced magnetite content although in lower amounts.
- Susceptibility and assay data generally correlate directly.
- At present the mineralization is open, in part, towards the east, towards the west, the south and to depth.

Prophecy conducted an exploration program on the Titan Project encompassing geophysics and geological mapping during the summer of 2010. The program comprised approximately 22 line kilometres of line cutting that extended the existing grid west and southwest of the Titan deposit. A ground magnetometer survey was conducted over this extension to close off the airborne magnetic anomaly associated with the deposit, and to test the broader extensions highlighted in the airborne survey.

The grid provided control for geological mapping that was conducted to ascertain any trends with focus on determining the nature of the Platinum-Palladium mineralization intersected in previous drilling, and whether there are any expressions of this mineralization at surface. All work conducted is in preparation for drilling targeted to increase the existing 49 million tonne inferred resource, and possibly discover other zones of exploration interest.

The Titan Project is being conducted under the supervision of Brian F. Docherty, Professional Geoscientist, and the Company's Qualified Person under the meaning of National Instrument 43-101. The drill logs, cores and assay results have been reviewed and verified by Brian F. Docherty.

Flett and Angus Township, Ontario Canada

The Company holds a 100% interest, subject to a 3% NSR, in certain claims located in Flett Township contiguous to the Titan Project.

Blue Falcon Property

On February 18, 2009, the Company's 85% owned subsidiary company Blue Falcon Mineracao Ltda. entered into an agreement to acquire a 50% to 75% interest in certain mining claims located in Goias State, Brazil from a private Brazilian company. In addition the Company would acquire a 50% interest in related plant and equipment.

The Company has declared "force majeure" in respect of its obligations under an option agreement which has expired due to flooding on the claims caused by a hydroelectric project. The Company expects that the delay caused by "force majeure" to be determined by legal clarification of allowable mineral exploration and mining activities on the claims in the circumstances. The Company is required to pay up to US$120,000 in additional fees in order to acquire its interest in the claims. The Company has advised its partner that no further payments will be made until the issue of "force majeure" is resolved to the Company's satisfaction. During the fourth quarter of 2011 the Company has written off its interests in these claims in the amount of $214,283. The remaining claims at a cost of $30,000 were written off in 2013.

Nathalie Phosphate Project

On March 29, 2012, the Company signed a Memorandum of Understanding ((MOU) to acquire a 100% interest in the Nathalie Phosphate Project. The project is located approximately 45 kilometres north of the port of Baie-Comeau, Quebec, on Québec's North Shore. The MOU gives Randsburg the right to acquire the 100% interest subject to a 2% NSR in 53 claims comprising approximately 6300 acres. Randsburg also acquired by staking, an additional 40 contiguous claims comprising approximately 5600 acres. The Nathalie project is prospective for phosphate, iron and titanium. In order to acquire this interest the Company must pay $12,000 (paid) and issue 2,000,000 common shares with a value of at least $400,000 over four years. In addition the Company must spend $200,000 on exploration expenditures.

The Nathalie Project has excellent infrastructure with asphalt road access from the property to the port and industrial City of Baie-Comeau and electrical power five kilometres away. With heavy lift handling capabilities and labor expertise, the Port of Baie-Comeau is well adapted to a variety of cargoes. The terminal is open year-round and benefits from a ro-ro ramp and a railcar ferry service to Matane via the Canadian National (CN) railway system. In February the City of Baie-Comeau announced a $250 million plan for the establishment of an ore transshipment center and a deepwater dock. Future investments may also expand road and rail access to areas north of the City.

On September 6, 2012 the Company announced that it had received assay results from a prospecting and mapping program on its Nathalie Phosphate Project including results as high as 7.59% P_2O_5, 18.94% TiO_2% and 57.05% Fe_2O_3. Management is planning a follow-up program because (a) results exceeded expectations and (b) only a small portion of the numerous outcrops on the property have been studied. Further prospecting, mapping and sampling to determine continuity among the various anomalies is planned as well as a magnetic/radiometric survey to outline potential further targets.
Visible apatite can be seen in several mafic outcrops. Various outcrops were located and sampled. Channel samples were also taken at Site A (GPS location 561002E, 5500712 N) and at Site B, the David anomaly (564241E, 5502969N). The Nathalie Channel samples at Site A consisted of seven sections 1 metre in length, 2 cm in width and approximately 8.0 cm in depth. Site B consisted of four sections of the same dimensions. 37 samples in total were sent for assay. The geochemical analysis show an average P_2O_5 content of 3.62%, 28.86% Fe_2O_3 and 6.26% TiO_2 for sampled outcrops and 4.09% P_2O_5, 24.26% Fe_2O_3 and 5.33% TiO_2 for the Nathalie channel samples. The channel results for the David anomaly were low for phosphate (0.23%) but contained an average of 6.41% for TiO_2 and 20.33% Fe_2O_3.

On March 1, 2013 the Company signed an Amending Agreement ("Agreement)" to the Memorandum of Understanding ("MOU") signed in March 2012 to acquire a 100% interest in the Nathalie Phosphate Project. The terms of the Agreement are significantly improved for the Company over those contained in the original MOU. This Agreement is now the definitive agreement between the parties.

Under the terms of the Amended Agreement the Company must pay the Vendors: 500,000 shares in the stock of the Company within 45 days of the TSX Venture Exchange's ("TSXV") approval and an additional 500,000 shares on August 25, 2013. To acquire 100% of the property, Randsburg must issue an additional 500,000 shares by February 25, 2014, and 500,000 shares by February 25, 2015. The Vendors shall have received a total of 2,000,000 shares should the Company acquire a 100% interest in the Project. No further payments of shares or cash are required to be paid to the Vendors.

The Company is not required to make any expenditures going forward on the Project but is required to keep claims in ‘good-standing’ during the term of the option Agreement. Randsburg may purchase 0.4% of the above 1.5% Net Smelter Royalty by paying the Vendors $400,000 at any time following the commencement of commercial production from the Nathalie Claims. Randsburg has the right of first refusal to purchase the balance of the NSR. Completion of the acquisition and payment of securities remains subject to regulatory approval. The securities of the Company to be issued on the acquisition will be subject to a four month hold period.

The Nathalie Project is being conducted under the supervision of Brian F. Docherty, Professional Geoscientist, and the Company’s Qualified Person under the meaning of National Instrument 43-101. The assay results have been reviewed and verified by Brian F. Docherty.

Pokiok Settlement Project

On April 2, 2012, the Company signed a Memorandum of Understanding ((MOU) to acquire a 90% interest in the Pokiok Settlement Project located near Fredricton, New Brunswick. The project is located approximately 40 kilometres south-west of Fredricton, New Brunswick. The Pokiok Settlement Project is prospective for tungsten, antimony and gold. The Project claims are contiguous to the former Lake George Antimony Mine which was in production from 1970 to 1989 and was the largest producer of antimony in North America during its operation. The Pokiok Settlement Project has excellent infrastructure with highway access 300 metres from the property and high voltage electrical power 1.5 kilometres away.

The MOU gives the Company the right to acquire a 90% interest subject to a 2% NSR in the 30 claims comprising approximately 1700 acres. In order to acquire this interest the Company must pay $500,000 and issue 250,000 common shares over four years. In addition the Company must spend $500,000 on exploration expenditures. The Company has paid $10,000 and subsequently abandoned the property.

Selected Annual Information

	Years ended January 31 2013 $	2012 $	2011 $
Interest revenue	-	-	-
Income (Loss)	(362,273)	(36,961)	(2,281,640)
Per share-basic and fully-diluted	(0.00)	(0.00)	(0.10)
Total assets	207,788	232,691	413,454

Results of Operations
For the Years ended January 31

	2013 $	2012 $	2011 $
Amortization	159	195	544
Consulting fees	25,085	29,664	24,194
Finders' fees	-	1,450	-
Listings and transfer agents fees	13,768	27,104	17,256
Interest and bank charges	36,759	23,088	25,417
Interest on loan payable	-	16,764	24,254
Management fees	138,000	144,000	156,000
Office and miscellaneous	18,348	12,423	19,440
Professional fees	47,729	63,500	122,300
Share-based payments	99,200	35,650	-
General exploration expenditures	19,960	26,384	-
	(399,008)	(380,222)	(389,405)
Other Items			
Tax provision	(19,202)	-	-
Interest and penalties	(3,264)		
Option payment	-	114,742	-
Gain(loss) on sale of marketable securities	-	-	4,155
Gain on settlement of lawsuit	28,941	-	-
Write off of mineral property interests	(40,000)	-	(2,150,484)
Cost recoveries	70,260	228,519	254,094
Loss and comprehensive loss for the year	(362,273)	(36,961)	(2,281,640)

Comparison of 2013 results to 2012 results:

- The increase in operating expenses in 2013 as compared to 2012 is primarily due to an increase in stock-based payments of $63,550 granted during the year, offset by a reduction of $16,764 in interest on loan payable (paid off in 2012) and a decrease of $15,771 in professional fees.

- The Company received option payment of $nil in 2013 as compared to $114,742 in 2012.

- The Company recorded cost recoveries of $70,260 in 2013 as compared to $228,519 in 2012.

- In addition the company wrote off its interest in mining claims of $30,000 in respect of its remaining mining claims located in Goias State, Brazil (known as the Blue Falcon Property) and $10,000 in respect of its properties under option, the Pokiok Settlement Project located at Fredricton, New Brunswick

Comparison of 2012 results to 2011 results: The reduction in expenses in 2011 as compared to the previous year was due to the following factors:

- The decrease in operating expenses in 2012 as compared to 2011 is primarily due to a general reduction in operating expenses including a reduction in professional fees by $58,800 which is offset by a stock-based payment of $35,650 granted during the year.
- In addition the Company received an option payment of $114,742 in 2012 which was recorded as income because the property had been written down to $350,000 in fiscal 2011.

For the three months ended April 30, 2013 and 2012:

	2013 $	2012 $
Amortization	35	43
Consulting fees	6,000	6,000
General exploration expenditures	-	6,342
Listings and transfer agents fees	5,200	4,900
Interest and bank charges	7,753	8,357
Management fees	34,500	34,500
Office and miscellaneous	2,304	5,230
Stock-based payments	-	55,040
	(55,792)	(120,412)
Other items		
Cost recoveries	30,000	-
(Loss)/Income and comprehensive (loss)/income for the period	**(25,792)**	**(120,412)**

Comparison of 2013 quarterly results to 2012 quarterly results:

- The decrease in operating expenses in 2013 as compared to 2012 is primarily due to a decrease in share-based payments of $50,040 for the valuation of options granted in 2012. A decrease in general exploration expenses of $ 6,342, a decrease in interest and bank charges of $605 and office and miscellaneous by $2,926 also contributed to the overall decrease in operating expense in 2013.

- The Company recorded cost recoveries of $30,000 in 2013 as compared to $ nil in 2012.

Comparison of 2012 results to 2011 results:

- The increase in operating expenses in 2012 as compared to 2011 is primarily due to a charge of $55,040 for share-based payments on the issuance of 1,600,000 stock options and a reduction of $16,764 in interest charged on the loan payable which was discharged on April 11, 2011.

Summary of Quarterly Results

	Q1-14 (i)	Q4-13 (ii)	Q3-13 (iii)	Q2-13 (iv)	Q1-13 (v)	Q4-12 (vi)	Q3-12 (vii)	Q2-12 (viii)
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net income (loss) ($)	(25,792)	(110,768)	(73,871)	(57,222)	(120,412)	39,196	(66,311)	73,437
Per share ($)	(0.001)	(0.005)	(0.002)	(0.002)	(0.004)	0.001	(0.003)	0.003

(i) The loss for the first quarter of 2014 as compared to 2013 shows a decrease of $94,619 and is primarily due to a reduction in share based payments of $55.040, a decrease in general exploration expenses by $6,342, a decrease in interest and bank charges of $605, and an increase in cost recoveries of $30,000.

(ii) The loss for the fourth quarter of 2013 as compared to 2012 shows an increase of $149,964 and is primarily due to an increase in share-based payments of $30,360, an increase in professional fees of $ 10,059, and an increase in interest and bank charges by $6,788.

iii) The loss for the third quarter of 2013 as compared to the same period in 2012 shows a small net increase of $7,560 which is primarily due to exploration expenditures of $7,318 incurred 2013. There were no such expenditures in fiscal 2012.

iv) The loss for the second quarter of 2013 as compared to 2012 shows an increase of $130,659 primarily due to reduction in professional fees of $28,500, a decrease of share based payment of $21,850, and a reduction in interest on the loan payable of $8,905. In addition, option payment of $200,000 was received in the second quarter of 2012.

v) The loss for the first quarter of 2013 as compared to 2012 shows an increase of $37,129 primarily due to an increase in share based payment of $55,040, offset by a reduction in interest on the loan payable of $16,764.

vi) The income in the fourth quarter of 2012 reflects a continuing reduction in general operating expenses.

vii) The loss for the third quarter of 2012 reflects a reduction from 2011 due primarily to the settlement of the loan payable in second quarter of 2012.

viii) The net income for the second quarter of 2012 reflects a gain of $200,000 due to an option payment received in the quarter.

Liquidity and Capital Resources

The Company is not in commercial production on any of its mineral resource properties, and accordingly, the Company has no revenues. The Company finances its operations by raising capital in the equity markets.

Future cash requirements will depend primarily on the extent of future expenditures on the Company's exploration programs. The cost and duration of future exploration programs will depend on the results of current exploration programs and therefore, the Company is not able to forecast future cash requirements. The Company will require additional financing to fund its operations and complete exploration programs in 2014 and future years.

As at April 30, 2013, the Company had working capital deficit of $979,031 and cash of $1,124. This compares to a working capital deficit of $951,474 and cash of $72 as at January 31, 2013

Risks and Uncertainties

The Company is in the exploration stage and has not yet determined whether its mineral resource properties contain reserves that are economically recoverable. In addition, the Company has a working capital deficit of $951,474. The continued operations of the Company and the recoverability of amounts shown for mineral resource properties is dependent upon the ability of the Company to obtain financing to finance its operations and to complete the exploration and development of its mineral resource properties, the existence of economically recoverable reserves and future profitable production, or alternatively, upon the Company's ability to recover its costs through a disposition of its mineral resource properties.

The Company is subject to numerous risk factors that may affect its business prospects in the future. These risks include, but are not limited to, the Company's access to additional capital to fund future activities, the loss of mineral properties or the inability to obtain mining licenses', the inherently risky nature of the Company's activities and its lack of experience in bringing an exploration property into production, foreign exchange fluctuations, the political stability and economic uncertainty of those areas in which the Company carries on operations and the lack of infrastructure in those areas, title risks, the risks and uncertainties associated with joint ventures and the Company's reliance on third parties, statutory and regulatory compliance, the adequacy and availability of insurance coverage, the Company's dependence upon employees and consultants and fluctuations in mineral prices.

Significant Accounting Policies

Basis of preparation and going concern

These quarterly condensed consolidated financial statements for the three month period ended April 30, 2013 are presented in accordance with International Accounting Standards "IFRS" as issued by the International Accounting Standards Board ("IASB"). The Company's accounting policies are set in detail on Note 3 of the January 31, 2013 audited consolidated financial statements.

Future accounting changes

The relevant changes in accounting standards applicable to future periods are set out below.

At the date of authorization of these 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 and which 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.

• IFRS 7 '*Financial Instruments, Disclosures*' - effective for annual periods beginning on or after January 1, 2013, IFRS 7 has been amended to provide more extensive quantitative disclosures for financial instruments that are offset in the statement of financial position or that are subject to enforceable master netting similar arrangements.

• IFRS 9 *'Financial Instruments: Classification and Measurement'* - effective for annual periods beginning on or after January 1, 2015, 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 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.

• IAS 1 '*Presentation of Financial Statements'* - the IASB amended IAS 1 with a new requirement for entities to group items presented in other comprehensive income on the basis of whether they are potentially reclassifiable to profit or loss.

• IAS 27 '*Separate Financial Statements*' - effective for annual periods beginning on or after January 1, 2013, as a result of the issue of the new consolidation suite of standards, IAS 27 Separate Financial Statements has been reissued, as the
consolidation guidance will now be included in IFRS 10. IAS 27 will now only prescribe the accounting and disclosure requirements for investments in subsidiaries, joint ventures and associates when an entity prepares separate financial statements.

• IAS 28 '*Investments in Associates and Joint Ventures'* - effective for annual periods beginning on or after January 1, 2013, as a consequence of the issue of IFRS 10, IFRS 11and IFRS 12, IAS 28 has been amended and will provide the accounting guidance for investments in associates and to set out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. The amended IAS 28 will be applied by all entities that are investors with joint control of, or significant influence over, an investee.

• IAS 32 '*Financial instruments, Presentation*' - In December 2011, effective for annual periods beginning on or after January 1, 2013, IAS 32 was amended to clarify the requirements for offsetting financial assets and liabilities. The amendments clarify that the right of offset must be available on the current date and cannot be contingent on a future date.

Financial instruments and other instruments

Financial assets:

The Company's current financial instruments consist of cash, accounts receivable, accounts payable and accrued liabilities, liabilities related to flow through financing and due to related parties. The carrying values approximate the fair values of these financial instruments due to the short-term maturity of these items.

Off-Balance Sheet Arrangements:

The Company has no off-balance sheet arrangements.

Proposed Transactions:

There are no proposed transactions of a material nature being considered by the Company at the date of the MD&A. However, the Company continues to evaluate properties and corporate opportunities to advance its exploration, development and objectives.

Related Party Transactions

During the three month period ended April 30, 2013 and 2012, the Company entered into the following transactions with related parties not disclosed elsewhere in the financial statements:

a) Paid or accrued management fees of $34,500 (2012 - $34,500) to two directors of the Company; Michael Opara $30,000 (2012- $30,000), and Matthew Chodorowicz – $4,500 (2012- $4,500).

b) Accrued interest of $57,116 (2012 - $51,314) to a director, George Van Voorhis III $30,597; (2012- $28,818) and Elena Opara, a person related to the president of the Company $26,519; (2012- $22,496)

As at April 30, 2013 and January31, 2013, due to related parties includes the following:

	April 30, 2013	January 31, 2013
Advances from a director, George Van Voorhis III of $30,026 (2012 - $30,026), that bears interest at an annual rate of 12%, are unsecured, and have no fixed terms of repayment. The total includes accrued interest of $30,597 (2013 - $28,818).	$ 60,623	$ 58,844
Advances net of repayment from Elena Opara, a person related to the president of the Company that bears interest at an annual rate of 12% and have no fixed terms of repayment. The advances are secured by the Company's equity interest in its subsidiary Blue Falcon, as well as a General Security Agreement. The total includes accrued interest of $26,519; (2012 - $22,496).	167,498	118,457
Advances due to a director, William Quan that are unsecured, non-interest bearing and have no fixed terms of repayment.	22,152	22,152
Advances due to a director, Matthew Chodorowicz that are unsecured, non-interest bearing and have no fixed terms of repayment.	88,231	83,731
Amounts due to the President and a company controlled by the president and director, Michael Opara that are unsecured, non-interest bearing and have no fix terms of repayment.	275,011	281,410
	$ 613,515	$ 564,594

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

Commitments and Contingencies

During 2005, an individual brought a claim against the Company alleging entitlement to incentive stock options. The individual is seeking damages of $500,000. In the opinion of management the claim is without merit and no provision has been made in the accounts of the Company.

Additional Disclosure for Venture Issuers without Significant Revenue

The following table sets forth a breakdown of material components of capitalized exploration and development costs:

April 30, 2013	Blue Falcon Property	McClintock & Livingston Townships	Flett & Angus Townships	Victory Strike	Total
Acquisition costs					
Balance, beginning and end of year	$ -	$ -	$ 117,000	$ -	$ 117,000
Exploration costs					
Balance, beginning of year	-	-	35,969	-	35,969
Written off during the year	-	-	-	-	-
Balance, end of year	-	-	35,969	-	35,969
Total costs	$ -	$ -	$ 152,969	$ -	$ 152,969

Disclosure of Outstanding Share Data

As at April 30, 2013 the Company had 28,273,940 **c**ommon shares issued and outstanding and the following stock options and warrants to acquire common shares were outstanding:

	Number of Shares	Exercise Price	Expiry Date
Options	1,050,000	$0.10	May 20, 2013 (i)
	1,600,000	$0.10	April 16, 2014
Warrants			
	4,400,000	$0.10	May 20, 2013 (i)

(i)Subsequent to April 30, 2013, these options and warrants expired unexercised.

SUBSEQUENT EVENTS

There are no other subsequent events to report up to and including June 27, 2013, the date the Board of Directors approved these financial statements.