

# Management Discussion and Analysis

Affinor Resources Inc.

March 8, 2012

The purpose of this Management Discussion and Analysis (MD&A) is to allow the reader to better understand and evaluate the trends and material changes related to the results and financial position of Affinor Resources Inc. (“Affinor”) for the fiscal year ended May 31, 2010. It underlines management’s view of the Company’s current activities as well as its current and past financial results, as well as an overview of the activities planned for the upcoming months. The financial statement had been prepared in accordance with the Canadian Generally Accepted Accounting Principles. (GAAP)

This MD&A complies with the requirements of Canadian Securities Administrators’ National Instrument 51-102A on continuous disclosure obligations. It should be read in conjunction with Affinor’s audited financial statements and the notes thereto. Quarterly reports, the annual report and all relevant information concerning the company are all available on the SEDAR website at [www.sedar.com](http://www.sedar.com).

## **Nature of the Company**

The Company was incorporated under the Canadian Business Corporations Act on August 27, 1996.

The Company is primarily engaged in the exploration of mining properties with an objective of reaching. The Company does not presently have any properties in production. The Company owns or has interests in various mining properties in the province of Québec.

## **Forward looking statements**

This MD&A contains forward-looking statements that are based on the Company's expectations, estimates and projections regarding its business, the mining industry in general and the economic environment in which it operates as of the date of the MD&A. These statements are reasonable but involve a number of risks and uncertainties, and there can be no assurance that they will prove to be accurate. Therefore, actual outcome and results may differ materially from those expressed in or implied by these forward-looking statements.

Recovery of the cost of mining assets is subject to the discovery of economically recoverable reserves, the Company’s ability to obtain the financing required to pursue exploration plans, the development of its properties and profitable future production or the recover proceeds from the sale of the properties it owns.

The Company must periodically obtain additional funds to pursue its activities, and its ability to do so in the past is no guarantee of its success in doing so in the future

## **Overview**

During the year ended May 31, 2010 the Company’s management continued working on it’s reinstatement to a stock exchange.

## **Exploration Activities**

There have not been any exploration activities during the year (compared with \$nil in 2009) due to the Company suspension since February 5, 2009.

## Selected Annual Information

	May 31, 2010 (12 months)	May 31, 2009 (12 months)	May 31, 2008 (12 months)
	\$	\$	\$
<b>Income</b>			
Interest	-	-	739
<b>Expenses</b>			
Operating Activities	16,331	130,519	374,780
Write-offs of exploration expenses and properties	-	204,058	493,957
Future income tax (benefit)	-	(3,247)	(22,065)
<b>Net loss</b>	<b>16,331</b>	<b>331,330</b>	<b>845,933</b>
<b>Net loss per share, basic and diluted</b>	0.00	0.03	0.09
<b>Total assets</b>	7,791	6,097	220,462
<b>Current liabilities</b>	332,292	314,267	194,055
<b>Shareholders' equity</b>	(324,501)	(308,170)	23,160

## Results of Operations

The Company has no income from production since all its properties are at the exploration stage.

## Quarterly Financial Information

The following table contains selected financial information for the last eight quarters.

	2010			
	1 <sup>st</sup> Quarter	2 <sup>nd</sup> Quarter	3 <sup>rd</sup> Quarter	4 <sup>th</sup> Quarter
Total revenue	\$ -	\$ -	\$ -	\$ -
Net loss	\$ 3,796	\$ 3,709	\$ 7,409	\$ 1,417
Net loss per share	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00

	2009			
	1 <sup>st</sup> Quarter	2 <sup>nd</sup> Quarter	3 <sup>rd</sup> Quarter	4 <sup>th</sup> Quarter
Total revenue	\$ -	\$ -	\$ -	\$ -
Net loss	\$ 38,705	\$ 236,016	\$ 25,238	\$ 31,371
Net loss per share	\$ 0.004	\$ 0.021	\$ 0.002	\$ 0.003

## Sources of Financing

During the year ended May 31, 2010, the Company did not close any private placement.

## Share Capital

The Company has 11,054,489 shares issued and outstanding at May 31, 2010 (11,054,489 at May 31, 2009) for a value of \$5,328,036 (\$5,328,036 at May 31, 2009).

The Company's authorized share capital consists of an unlimited number of common shares, without par value.

On March 8, 2012, date of the redaction of this MD&A, 11,054,489 shares were issued and outstanding.

## Off Balance-Sheet Arrangements

The Company has no off balance-sheet arrangements.

## Related-Party Transactions

The Company conducted the following transactions with other companies for which an Affinor director also serves as director:

	May 31, 2010	May 31, 2009
<b>Directors</b>		
Administrative charges	\$ -	\$ 22,500

In the management's opinion, the Company conducted these transactions at fair-market value.

## Accounting Value of Mining Properties

At the end of each year, work done is assessed to determine the future potential of each property, and write-offs are taken as appropriate.

## Financial Instruments

### Fair Value

The fair value of short term financial instruments is assumed to be equal to book value according to their next maturity and the normal market conditions that they entail.

## Risks and Uncertainties

### Interest Rate Risk

In management's opinion, the Company was not exposed to any interest rate risk at May 31, 2010.

### Exploration and Mining

Exploration and mining activities are subject to a high level of risk. Few exploration properties reach the production stage. Unusual or unexpected formations, fires, power failures, labour conflicts, floods, rock bursts, subsidence, landslides and the inability to locate the appropriate or adequate manpower, machinery or equipment are all risks associated with mining activities and the execution of exploration programs.

The development of resource properties is subject to many factors, including the cost of mining, variations in the material mined, fluctuations in the commodities and exchange markets, the cost of processing equipment and other factors such as aboriginal claims, government regulations including in particular regulations on royalties, authorized production, importation and exportation of natural resources and environmental protection. Depending on the price of the natural resources produced, the Company may decide not to undertake or continue commercial production. There can be no assurance that the exploration expenses incurred by the Company will result in the discovery of commercial quantities of ore. Most exploration projects do not result in the discovery of ore.

### Environmental and Other Regulations

Current possible or future environmental legislation, regulations and measures may entail unforeseeable additional costs, capital expenditures, restrictions or delays in the Company's activities. The requirements of the environmental regulations and standards are constantly re-evaluated and may be considerably increased, which could seriously hamper the Company or its ability to develop its properties economically. Before a property can enter into production, the Company must obtain regulatory and environmental approvals. There can be no assurance that such approvals will be obtained, nor that they will be obtained in a timely manner. The cost related to assessing changes in government regulations may reduce the profitability of the operation or altogether prevent a property from being developed. The Company considers itself to be in material compliance with the existing environmental legislation.

### Financing and Development

The Company has incurred losses to date and does not presently have the financial resources required to finance its planned exploration and development programs. Development of the Company's properties therefore depends on its ability to obtain the additional financing required. There can be no assurance that the Company will succeed in obtaining the required funding. Failure to do so may lead to substantial dilution of its interests (existing or proposed) in its properties. Furthermore, the Company has limited experience in developing a resource property, and its ability to do so depends on the use of experienced people or in the signature of agreements with major resource companies that can produce such expertise.

### Commodities Prices

The market for gold, diamonds, base metals or any other mineral discovered can be affected by factors beyond the Company's control. Resource prices have always fluctuated widely, particularly in recent years. The impact of these factors cannot be accurately predicted.

### Insurance

The Company could become liable for subsidence, pollution and other risks against which it cannot insure itself or chooses not to insure itself due to the high cost of premiums or for some other reason. Payment of such liabilities could decrease or even eliminate the funds available for exploration or mining activities.

## **Outlook**

The management is working on the Company reinstatement to the trading in order to proceed to a first financing for its exploration activities.

## **Information Disclosure Controls and Procedures**

The Chief Executive Officer and the person performing similar functions to a Chief Financial Officer are responsible for assessing the effectiveness of information disclosure controls and procedures. They have concluded that such controls and procedures are effective and reliable at the end of the period covered by this document.

## **Managements' Report on Internal Control over Financial Reporting**

Management has evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Multilateral Instrument 52-109FV2 of the Canadian Securities Administrators) as of May 31, 2010. Management has concluded that, as of Working capital May 31, 2010, the Company's disclosure controls and procedures were effective to provide reasonable assurance that material information relating to the Company would be made known to them by others within the Company and its subsidiaries, particularly during the period in which this report was being prepared. Management is responsible for and has designed internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian GAAP. There were no changes in internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **Certification of Interim Filings**

The President and Chief Financial Officer have signed the Certifications of interim filings as required by Multilateral Instrument 52-109FV2, thus confirming that they have assessed the effectiveness of the disclosure controls and procedures as at the end of the period covered by the interim filings.

March 8, 2012

(Signed) Martin Nicoletti  
Martin Nicoletti, CGA  
Chief Financial Officer

(Signed) Claude Veillette  
Claude Veillette, CA  
Chief Executive Officer