GRANDVIEW GOLD INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE AND NINE MONTHS ENDED

FEBRUARY 28, 2013

Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of operations of Grandview Gold Inc. ("Grandview" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the three and nine months ended February 28, 2013. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the unaudited condensed interim consolidated financial statements for the three and nine months ended February 28, 2013, in addition to the audited annual consolidated financial statements of the Company for the year ended May 31, 2012, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results for the interim periods presented are not necessarily indicative of the results that may be expected for any future period. Information contained herein is presented as at March 15, 2013, unless otherwise indicated. The Company's consolidated financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations can be obtained from the offices of the Company or on SEDAR at **www.sedar.com**.

Special Note Regarding Forward-Looking Information

This MD&A contains "forward-looking information" (also referred to as "forward-looking statements"), which may include, but is not limited to, statements with respect to the future financial or operating performance of the Company and its projects; the focus of capital expenditures; the Company's goal of creating shareholder value by concentrating on the acquisition and exploration of properties that have the potential to contain economic gold deposits; the future price of gold; management's outlook regarding future trends; the purchase, sale or development of exploration properties; exploration and acquisition plans; the Company's acquisition strategy; the criteria to be considered in connection therewith and the benefits to be derived therefrom; the emergence of accretive growth opportunities; the Company's ability to benefit from the combination of growth opportunities and the ability to grow through the capital markets; treatment under governmental regulatory regimes and tax laws; the performance characteristics of the Company's mineral resource properties; title disputes or claims; and realization of the anticipated benefits of acquisitions. Often, but not necessarily always, the use of words such as "anticipate", "believe", "plan", "estimates", "expect", "intend", "budget", "scheduled", "forecasts" and similar expressions have been used to identify these forward-looking statements or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. These statements reflect management's current beliefs and are based on information currently available to management. Except for statements of historical fact relating to the

Company, information contained herein constitutes forward-looking information, including any information as to the Company's strategy, plans or financial or operating performance. Forward-looking statements involve significant risks, uncertainties and assumptions and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Important factors that could cause actual results to differ from these forward-looking statements include risks related to general economic conditions in Canada, Peru and globally; the Company's ability to meet its working capital needs in the short and long term; environmental liability; industry conditions, including fluctuations in the price of gold and other metals and minerals; governmental regulation of the mineral resource industry, including environmental regulation; fluctuation in foreign exchange or interest rates; liabilities inherent in mineral exploration; geological, technical and operational problems; failure to obtain third party permits, consents and approvals when required, or at all; stock market volatility and market valuations; and competition for, among other things, capital, acquisition of resources, undeveloped land and skilled personnel. Although the forward-looking statements contained in this MD&A are based upon what management believes to be reasonable assumptions, the Company cannot assure readers that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this MD&A, and the Company assumes no obligation to update or revise them to reflect new events or circumstances other than as required by applicable securities laws. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Description of Business

Grandview is a mineral exploration company focused on creating value for shareholders by exploring and, if warranted, developing properties of merit for the mining of precious metals. It has exploration properties in the province of Ontario, Canada, and an option on a property in Peru.

Grandview was incorporated in 1945 and was primarily engaged in the mineral exploration and resource sector up to 1987, when trading of the Company's securities ceased. In November 1998, Grandview invested in Navitrak International, a company involved in high-technology products involving global positioning systems ("GPS").

Grandview subsequently decided to return to mineral exploration and mining during 2004, after putting a new management team in place and identifying an exploration property of merit with a geological report in accordance with National Instrument 43-101 ("NI 43-101").

Overall Performance

Highlights

- Management is actively pursuing financing, including alternative funding options, needed to meet the Company's requirements on an ongoing basis. During the last 12 months, the financial market climate has been very difficult for junior mining companies such as Grandview. In addition, a local community in Peru has not granted permission to the Company to begin exploration or development of the Giulianita property. In June 2011, exploration activity, work commitments and payments under the Option agreement (outlined below) were suspended until the local community delivers key surface access rights to allow the Company to carry out advanced exploration and development plans on the property. To meet the challenges of the current climate in the financial markets, the Company is minimizing its expenditures. As of February 28, 2013, the Company has determined that its mineral properties are impaired due to market conditions for junior mining companies and has decided to write off its exploration properties in the amount of $5,234,611. The Company does not have expenditures budgeted or planned as at February 28, 2013.

- Effective on February 12, 2013, the shares of the Company commenced trading on the NEX. The Company has voluntarily delisted from trading on the Toronto Stock Exchange effective at the close on February 11, 2013. The Company no longer meets Toronto Stock Exchange minimum listing requirements and also does not meet the requirements of a TSX Venture Exchange Tier 2 company.

  As of February 12, 2013, the Company is subject to restrictions on share issuances and certain types of payments as set out in the NEX policies. The symbol extension differentiates NEX symbols from Tier 1 or Tier 2 symbols within the TSX Venture Exchange market. The Company is classified as a mining company.

Financial

- At February 28, 2013, the Company had mineral exploration properties at a carrying cost of $nil (May 31, 2012 - $5,225,781). As of February 28, 2013, the Company has determined that its mineral properties are impaired due to market conditions for junior mining companies and decided to write off its exploration properties in the amount of $5,234,611. During the nine months ended February 28, 2013, the Company incurred exploration expenditures of approximately $8,800, down from approximately $627,000 during the nine months ended February 29, 2012. See "Mineral Exploration Properties" below.

- At February 28, 2013, the Company had a working capital deficit of $49,573 (May 31, 2012 – working capital of $168,570). The Company had $20,498 in cash and cash equivalents ("total cash") (May 31, 2012 - $137,752). The decrease in total cash and working capital during the nine months ended February 28, 2013, was primarily due to general and administration expenditures.

Outlook

The Company's ability to continue as a going concern is dependent upon its ability to obtain additional financing and/or achieve profitable operations in the future. Management is aware, in making its assessment, of material uncertainties related to events or conditions that cast substantial doubt upon the Company's ability to continue as a going concern.

The current economic environment is very challenging. The European financial crisis has had a major impact on capital markets throughout the world and the availability of capital for micro-cap explorers has been very tight. The Company has taken steps to reduce overhead expenditures to a minimum and has effectively curtailed exploration for the time being. Further exploration expenditures are not expected to resume until triggering events occur that would allow the Company to continue its program of exploration and evaluation, such as raising new capital.

On a positive note, the government of Peru has taken strong steps through SUNAT (the Peruvian tax authority) against the illegal mining and processing of ores throughout the country. These steps have included the confiscation of mining equipment and transport trucks and the dismantling of illegal process plants in the Department of Piura, where the Company's Giulianita project is located. The net effect is that the Company has resumed discussions with the community to grant the Company surface access to the project area so that it can conduct exploration and development as initially planned. The Company continues to receive strong support from many of the local community members. With illegal mining effectively shut down, there is a strong desire by many in the community to formalize mining and accept the Company's initial proposal to work with the community to develop a sustainable mining infrastructure to the benefit of both Grandview and the local community. The Company strongly believes that Giulianita has significant merit and will continue to pursue a positive resolution and will defend its project rights as necessary.

Mineral Exploration Properties

The Company has had limited exploration activity on its mineral properties during the nine months ended February 28, 2013.

Giulianita Property, Peru

The Company, through its subsidiary Recuperacion Realzada S.A.C., has an option to acquire 100% of the Giulianita property in Ayabaca Province, Piura Department, Peru, through a two-stage option. The option provides the Company with a right to earn an 80% interest in the Giulianita property by: (i) making a cash payment of US$20,000 upon signing the agreement in July 2009, which the Company has done, and by incurring $1.4 million in exploration and development expenditures; and (ii) issuing a total of two million common shares of the Company over a three-year period.

The remaining 20% may be acquired by making an additional payment of US$300,000 and issuing a further 250,000 common shares of the Company prior to the third anniversary date of the agreement.

On August 18, 2012, the Company finalized an amendment to the option agreement. As per the amendment, the terms of the agreement are suspended until the local community grants the Company the necessary surface access rights. At such time that the Company is granted the rights, the terms of the agreement will resume. If the Company has not received the rights by May 31, 2013, it will relinquish its interest in the property and will be released from any obligations under the terms of the agreement.

During the second quarter of 2013, management organized a trip to visit the local community of San Sebastian to observe firsthand the effects of the new laws on illegal mining. It is clear that illegal mining and processing activities in the region have been significantly reduced and the miners, concession holders and communities are being forced to negotiate agreements that will permit illegal miners to become formalized. This process revolves around concession owners identifying illegal miners on their properties and then working on agreements to "formalize" and continue small-scale mining activities. In conjunction with this process, local communities are being encouraged to grant surface access rights to concession holders and formalized miners. It is under this new regime that the Company believes it is at a critical juncture. The Company's previously submitted proposal has been accepted into the community council register and management remains hopeful that a resolution to the surface access rights can be achieved.

Red Lake Properties – Loisan, Dixie Lake and Sanshaw-Bonanza in Ontario, Canada

Grandview has a 100% interest in eight mining claims, covering approximately 60 hectares, located in Red Lake, Ontario, Canada (the "Loisan Property").

Grandview has an option agreement with Newmont Mining Corporation (formerly Fronteer Gold Inc.) under which it has earned a 67% interest in the 1,664 hectare Dixie Lake property located in the Red Lake Mining District, Ontario, Canada (the "Dixie Lake Property").

On April 28, 2010, Grandview acquired the final 40% interest in ten (10) unpatented mining claims, located in Red Lake, Ontario (the "Sanshaw-Bonanza Property") from joint venture partner EMCO Corporation S.A. ("EMCO"), and eliminated all net smelter royalties previously due to EMCO under the terms of the original agreement. Grandview now has a 100% interest in the claims. The Company negotiated the acquisition of two additional unpatented mining claims and two patented mining claims, and reduced the net smelter royalty on the Sanshaw-Bonanza Property to 0.375%.

Impairment

As of February 28, 2013, the Company has determined that its mineral properties are impaired due to market conditions for junior mining companies and decided to write off its exploration properties in the amount of $5,234,611. The Company does not have expenditures budgeted or planned as at February 28, 2013.

If a financing is completed, the Company may pursue exploration activities on its Giulianita and Red Lake properties.

Selected Quarterly Information

Three Months Ended	Total Revenue ($)	Profit or loss Total ($)	Profit or loss Per Share (Basic and Diluted) ($)
2013-February 28	-	(5,330,907) (1)	(0.07)
2012-November 30	-	(64,126) (2)	(0.00)
2012-August 31	-	(48,891) (3)	(0.00)
2012-May 31	-	(122,419) (4)	(0.00)
2012-February 29	-	(36,570) (5)	(0.00)
2011-November 30	-	(7,515) (6)	(0.00)
2011- August 31	-	(82,313) (7)	(0.00)
2011-May 31	-	(138,222) (8)	(0.00)

Notes:

1. Net loss of $5,330,907 consisted of investor relations, business development and reporting issuer costs of $7,158; management and consulting services of $24,500; professional fees of $17,798; office and administration of $5,813; uncollected Peruvian valued added taxes of $41,027; and impairment of mining interests of $5,234,611.
2. Net loss of $64,126 consisted of investor relations, business development and reporting issuer costs of $28,442; management and consulting services of $14,500; professional fees of $13,487; and office and administration of $7,255.
3. Net loss of $48,891 consisted of management and consulting services of $21,000; investor relations, business development and reporting issuer costs of $12,086; professional fees of $8,356; and office and administration of $7,512. These amounts were offset by interest income of $63.

4. Net loss of $122,419 consisted primarily of professional fees of $82,194; management and consulting services of $12,000; investor relations, business development and reporting issuer costs of $14,017; and office and administration of $14,547. These amounts were offset by interest income of $369.
5. Net loss of $36,570 consisted primarily of professional fees of $1,516; management and consulting services of $6,750; investor relations, business development and reporting issuer costs of $27,153; and office and administration of $1,213. These amounts were offset by interest income of $62.
6. Net loss of $7,515 consisted primarily of professional fees of $47,002; management and consulting services of $40,875; investor relations, business development and reporting issuer costs of $19,234; and office and administration of ($18,866). These amounts were offset by interest income of $63 and premium on flow-through shares of $80,667.
7. Net loss of $82,313 consisted primarily of office and administration of $43,280; management and consulting services of $20,000; investor relations, business development and reporting issuer costs of $13,495; and professional fees of $5,622. These amounts were offset by interest income of $84.
8. Net loss of $138,222 consisted primarily of office and administration of $13,230; management and consulting services of $24,750; investor relations, business development and reporting issuer costs of $16,531; professional fees of $87,608; and exploration and evaluation expenses of $179. These amounts were offset by interest income of $2,076 and gain on disposition of mineral property rights of $2,000.

Results of Operations

Nine months ended February 28, 2013, compared with nine months ended February 29, 2012

The Company's net loss totaled $5,443,924 for the nine months ended February 28, 2013, with basic and diluted loss per share of $0.07. This compares with net loss of $126,398 with basic and diluted loss per share of $0.00 for the nine months ended February 29, 2012. The increase of $5,317,526 in net loss was principally because:

- In the comparative period, premium on flow-through shares income was recognized for $80,667. There was no such income in the current period.
- This was offset by a decrease in general and administration expenses to $167,907, which was $39,367 lower than the comparable period primarily as a result of the Company reducing its expenses as much as possible to meet its current cash flow challenges.
- The Company recorded an impairment charge regarding uncollected Peruvian valued added taxes of $41,027 and mining interests of $5,234,611. The Company has determined that its mineral properties are impaired due to market conditions for junior mining companies. The Company does not have expenditures budgeted or planned as at February 28, 2013. There was no such impairment charge in the comparative period.

Three months ended February 28, 2013, compared with three months ended February 29, 2012

The Company's net loss totaled $5,330,907 for the three months ended February 28, 2013, with basic and diluted loss per share of $0.07. This compares with net loss of $36,570 with basic and diluted loss per share of $0.00 for the three months ended February 29, 2012. The increase of $5,294,337 in net loss was principally because:

- This Company incurred general and administration expenses of $55,269, which was $18,637 higher than the comparable period primarily as a result of the Company accruing management fees to the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), professional fees incurred for the annual general meeting held on December 21, 2012, and NEX compliance.

- The Company recorded an impairment charge regarding uncollected Peruvian valued added taxes of $41,027 and mining interests of $5,234,611. The Company has determined that its mineral properties are impaired due to market conditions for junior mining companies. The Company does not have expenditures budgeted or planned as at February 28, 2013. There was no such impairment charge in the comparative period.

Liquidity and Financial Position

The activities of the Company to date have been financed through equity offerings. During the nine months ended February 28, 2013, no equity transactions occurred. Management is actively pursuing funding options, including alternative funding options, needed to meet the Company's requirements on an ongoing basis. Nevertheless, there is no assurance that these initiatives will be successful or sufficient. The financial market climate continues to be very difficult for junior mining companies such as Grandview. In addition, a local community in Peru has not granted permission to the Company to begin exploration or development of the Giulianita property. In June 2011, exploration activity, work commitments and payments under the option agreement were suspended until the local community delivers key surface access rights to allow the Company to carry out advanced exploration and development plans on the property. The Company has resubmitted a request proposal to the community and is awaiting their response. The Company is optimistic that a resolution to the surface access rights may be achieved in the coming months. See "Risks and Uncertainties" below.

At February 28, 2013, the Company had $20,498 in cash and cash equivalents (May 31, 2012 - $137,752).

Accounts payable and accrued liabilities decreased to $73,319 at February 28, 2013, compared to $107,262 at May 31, 2012, primarily due to less business activity.

The Company has no operating revenues and therefore must utilize its current cash reserves and other financing transactions to maintain its capacity to meet ongoing exploration and operating activities.

As of February 28, 2013, and to the date of this MD&A, all of the cash resources of Grandview are held with one Canadian chartered bank.

The Company has no debt and its credit and interest rate risk is minimal. Accounts payable and accrued liabilities are short term and non-interest bearing.

The Company's use of cash at present occurs, and in the future is expected to occur, principally in two areas, namely, funding of its general and administrative expenditures and funding of its investment activities. Those investing activities include the cash components of the cost of acquiring and exploring its exploration properties. To meet the challenges of the current climate in the financial markets, the Company is minimizing its expenditures. The Company's operating expenses are estimated to average approximately $35,000 to $60,000 per quarter. The $35,000 to $60,000 covers investor relations, business development and reporting issuer costs, professional fees, management and consulting services, office and administration and exploration and evaluation expenses. As of February 28, 2013, the Company has $20,498 of cash and cash equivalents.

In order to meet future expenditures and cover administrative and exploration costs beyond February 28, 2013, the Company will need to raise additional financing. Although the Company has been successful in raising funds to date, there can be no assurance, and there is substantial doubt, that adequate funding will be available in the future, or available on terms favourable to the Company. If the Company is not able to secure sufficient financing, it is anticipated that certain payments will be deferred, to the extent possible, until additional financing is completed.

Related Party Transactions

i) For the three and nine months ended February 28, 2013, $20,000 and $45,000, respectively (three and nine months ended February 29, 2012 - $35,000 and $110,000, respectively) was paid to the President and CEO (Paul Sarjeant) of the Company for consulting services. Included in these amounts was $nil (three and nine months ended February 29, 2012 - $28,250 and $66,375, respectively) capitalized to mining interests. Included in accounts payable and accrued liabilities as at February 28, 2013, is $20,000 (May 31, 2012 - $nil) in relation to consulting and professional services rendered.

ii) For the three and nine months ended February 28, 2013, $nil (three and nine months ended February 29, 2012 - $nil and $21,000, respectively) in consulting fees was paid or accrued to the former CFO (Ernest Cleave) or a company controlled by the former CFO.

iii) For the three and nine months ended February 28, 2013, $19,499 and $43,292, respectively (three and nine months ended February 29, 2012 - $3,000) in consulting and professional fees was paid or accrued to the current CFO (Carmelo Marrelli) or a company (Marrelli Support Services Inc. ("Marrelli Support")) controlled by the current CFO. Included in accounts payable and accrued liabilities as at February 28, 2013, is $10,458 (May 31, 2012 - $2,471) in relation to consulting and professional services rendered.

These transactions were in the normal course of operations and were measured at fair value.

There was no other remuneration of directors or key management personnel (determined to be the CEO and CFO) for the three and nine months ended February 28, 2013 (2012 - $nil), except as noted above. The Board of Directors and select officers do not have employment or service contracts with the Company. Directors are entitled to director fees and stock options for their services and officers are entitled to stock options for their services.

Off-Balance-Sheet Arrangements

As of the date of this MD&A, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on its results of operations or financial condition, including, and without limitation, such considerations as liquidity, capital expenditures and capital resources that would be considered material to investors.

Proposed Transactions

The Company continues to evaluate properties and corporate entities that it may acquire or form other joint ventures or similar arrangements with in the future.

Change in Accounting Policies

There are no relevant changes in accounting standards applicable to future periods other than as disclosed in the section entitled "Change in Accounting Policies" in the Company's MD&A for the fiscal year ended May 31, 2012, available on SEDAR at **www.sedar.com**.

Capital Management

The Company considers its capital structure to consist of share capital, reserves and accumulated deficit. When managing capital, the Company's objective is to ensure the entity continues as a going concern as well as to achieve optimal returns to shareholders and benefits for other stakeholders. Management adjusts the capital structure as necessary in order to support the acquisition, exploration and development of its mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management team to sustain the future development of the business.

The properties in which the Company currently has an interest are in the exploration stage. As such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration program and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts when economic conditions permit it to do so. Management has chosen to mitigate the risk and uncertainty associated with raising additional capital within current economic conditions by:

i) minimizing discretionary disbursements;
ii) reducing or eliminating exploration expenditures which are of limited strategic value; and
iii) exploring alternate sources of liquidity.

In light of the above, the Company will continue to assess new properties and seek to acquire an interest in additional properties if it believes there is sufficient potential and if it has adequate financial resources to do so.

There were no changes in the Company's approach to capital management during the three and nine months ended February 28, 2013. The Company is not subject to externally imposed capital requirements.

Financial Instruments

The Company's financial instruments consist of:

Description	February 28, 2013 $	May 31, 2012 $
Cash and cash equivalents	20,498	137,752
Short term investments	nil	25,537
Sundry receivable	3,248	3,010
Accounts payable and accrued liabilities	73,319	107,262

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest and foreign exchange rate risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company has more exposure to credit risk associated with cash and cash equivalents, short term investments and sundry receivable. Cash and cash equivalents and short term investments are held with a reputable Canadian chartered bank, from which management believes the risk of loss to be minimal.

Sundry receivable is not past due or impaired as of February 28, 2013. Management believes that the credit risk concentration with respect to financial instruments included in sundry receivable is minimal.

Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities as they come due. As at February 28, 2013, the Company had cash and cash equivalents of $20,498 (May 31, 2012 - $137,752) to settle current liabilities of $73,319 (May 31, 2012 - $107,262). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

In order to meet future expenditures and cover administrative and exploration costs, the Company will need to raise additional financing. Although the Company has been successful in raising funds to date, there can be no assurance that adequate funding will be available in the future, or available on terms favourable to the Company. See "Liquidity and Financial Position" above.

Market Risk

Market risk is the risk of loss that may arise from changes in interest and foreign exchange rates.

(a) Interest Rate Risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest surplus cash in investment-grade short-term deposit certificates issued by the Company's Canadian chartered bank. The Company periodically monitors the investments it makes and is satisfied with the creditworthiness of its bank.

(b) Foreign Currency Risk

The Company funds most operations, exploration and administrative expenses in Peru on a cash call basis using the Peruvian sol or US dollars converted from its Canadian dollar bank accounts held in Canada. The foreign exchange risk derived from currency conversions is negligible and the Company does not hold significant balances in foreign currencies, and so does not hedge its foreign exchange risk.

Sensitivity Analysis

As of February 28, 2013, the carrying and fair value amounts of the Company's financial instruments are approximately equivalent.

The sensitivity analysis shown in the notes below may differ materially from actual results.

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible" over a nine month period:

(i) The Company does not hold significant balances in foreign currencies to give rise to exposure to foreign exchange risk.

Share Capital

The Company is authorized to issue an unlimited number of shares. As of the date of this MD&A, the Company had outstanding 81,163,032 common shares, and 2,900,000 stock options.

On December 3, 2012, 26,666,665 warrants expired unexercised. On December 21, 2012, 604,999 warrants expired unexercised. On December 30, 2012, 4,033,332 warrants expired unexercised.

Risks and Uncertainties

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Only investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment should undertake such investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risks and Uncertainties" in the Company's MD&A for the fiscal year ended May 31, 2012, available on SEDAR at **www.sedar.com**. There have been no significant changes to such risk factors since the date thereof.

In addition to the risks outlined in the Company's May 31, 2012, MD&A, Grandview has identified the extreme volatility occurring in the financial markets recently as a significant risk for the Company. As a result of the market turmoil, investors are moving away from assets they perceive as risky to those they perceive as safer. Companies like Grandview are considered risk assets and as mentioned above are highly speculative. The volatility in the markets and investor sentiment may make it difficult for Grandview to access the capital markets in order to raise the capital it will need to fund its current level of expenditures.

Disclosure of Internal Controls

Management has established processes to provide it with sufficient knowledge to support representations that it has exercised reasonable diligence to ensure that (i) the unaudited condensed interim consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited condensed interim consolidated financial statements, and (ii) the unaudited condensed interim consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flow of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate filed by the Company does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting

("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing such certificate are not making any representations relating to the establishment and maintenance of:

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

(ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS).

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in such certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Commitments and Contingencies

In addition to commitments otherwise reported in this MD&A, the Company's contractual obligations as at February 28, 2013, include:

Contractual Obligations	Total	Up to 1 year	1 - 3 years	4 - 5 years	After 5 years
Capital Lease Obligations	$nil	$nil	$nil	$nil	$nil
Operating Leases	$nil	$nil	$nil	$nil	$nil
Purchase Obligations	$nil	$nil	$nil	$nil	$nil
Other Long Term Obligations	$nil	$nil	$nil	$nil	$nil
Total Contractual Obligations (1)	$1.4 million	$nil	$1.4 million	$nil	$nil
	$1.4 million	**$nil**	**$1.4 million**	**$nil**	**$nil**

(1) The Company, through its subsidiary Recuperacion and in accordance with an option agreement, may earn an 80% interest in the Giulianita project by spending $1.4 million over a three-year period on the property and issuing two million shares of the Company to a private Peruvian group. The Company may earn the remaining 20% by making an additional payment to this private Peruvian group of $250,000. To date, $150,000 of the $1.4 million obligation has been spent. On August 18, 2012, the property owner agreed to suspend the terms under the agreement until the Company is granted necessary access rights. At such time the terms of the agreement will resume. If the Company is unable to obtain the surface access rights by May 31, 2013, it will relinquish its rights to its interest in the property and will be released from any contractual obligations.

Additional Information

Additional information regarding the Company is available on SEDAR at **www.sedar.com**.