McLaren
RESOURCES

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE PERIOD ENDED DECEMBER 31, 2011

As at February 29, 2012

This management discussion and analysis ("MD&A") has been prepared based on information available to McLaren Resources Inc. ("McLaren" or the "Company") as at February 29, 2012. The MD&A of the operating results and financial condition of the Company for the three month period ended December 31, 2011, should be read in conjunction with the Company's unaudited interim consolidated financial statements (the "Financial Statements") and the related notes for the three month period ended December 31, 2011 and the Company's audited consolidated financial statements for the years ended September 30, 2011 and September 30, 2010. The accompanying interim consolidated financial statements have been prepared by management and are in accordance with International Financial Reporting Standards ("IFRS"). Other information contained in this document has also been prepared by management and is consistent with the data contained in the Financial Statements. Additional information relating to the Company can be found on SEDAR at www.sedar.com The MD&A is dated February 29, 2012 and is current to that date, unless otherwise stated.

Forward Looking Statements

Certain information in this MD&A and in other public announcements by the Company is forward-looking and is subject to important risks and uncertainties. Forward information includes information concerning the Company's future financial performance, business strategy, plans, goals and objectives.

Factors which could cause actual results to differ materially from current expectations include, among other things: the ability of the Company to successfully implement its strategic initiatives and whether such strategic initiatives will yield the expected benefits; competitive conditions in the business in which the Company participates; general economic conditions and normal business uncertainty; fluctuations in foreign exchange rates; and changes in laws, rules and regulations applicable to the Company.

The Company does not update forward-looking statements should circumstances or management's assumptions, expectations, or estimates change.

Company Highlights

In November 2011, McLaren entered into an option agreement to earn a 60 percent interest in a past producing gold property located in the heart of the Timmins Gold Camp, adjacent to Goldcorp's Hollinger and McIntyre mines which have combined production of over 30 million ounces of gold to date. The property contains the favourable gold mineralized horizon which was a source of production at both the Hollinger and McIntyre mines

McLaren can earn a 50 percent interest in the property by incurring $2 million dollars of exploration expenditure by April 30, 2015 and then McLaren can earn an additional 10 percent interest by incurring an additional $2 million in exploration expenditure by April 30, 2016 to earn a total 60 percent interest for $4 million in total expenditure. See additional details of the terms in this news release.

In December 2011, the Company completed private placements generating proceeds totaling $850,000. 1,000,000 flow through common shares were issued at $0.25 per share and 3,000,000 units were issued at $0.20 per share. Each unit consists of 1 common share and one half warrant. Each whole warrant entitles the holder to purchase one common share at a price of $0.30 per share for 18 months.

The Company does not currently have a producing property. Recovery of the cost of mining assets is subject to the discovery of economically recoverable reserves, the ability to obtain the financing required to pursue the exploration and development of its properties, and profitable future production or proceeds from the sale of its properties. The Company must periodically obtain new funds in order to pursue its activities. While it has always succeeded in doing so to date, it is not possible to predict whether financing efforts will be successful and management cannot provide assurance that it will be able to obtain the required financing.

OVERALL PERFORMANCE

Over the last three years, the global financial and commodity markets were characterized by extreme volatility as market participants reacted and responded to uncertainty and pessimism over the depressed North American and international economies. These circumstances have had an impact on the Company's operations and, in particular, on the economics of its existing exploration and development projects, its strategy to evaluate and, if attractive, complete potential acquisitions and otherwise its ability to pursue growth opportunities. In the short-term, the Company expects to continue to focus its exploration activities on its Blue Quartz and TimGinn Properties in Timmins, Ontario.

The Company will continue to evaluate its strategic options and potential acquisitions and may, if conditions are favourable, seek to raise additional funds through a private or public offering of securities or debt as required.

Trends

- The future performance of the Company is largely tied to the exploration and development of its Blue Quartz and TimGinn Properties.

- Financial markets have been volatile in Canada throughout fiscal 2011 and continue into fiscal 2012, reflecting ongoing concerns about the stability of the global economy and weakening global growth prospects. However, there appears to be steady improvement in the markets and, with the gold and silver spot price being particularly buoyant, the Company does not foresee any significant difficulties in raising equity for the purposes of carrying out exploration and development activities on its current properties or acquiring new assets. See "Risk Factors".

Selected Financial Information

The following table provides selected financial information for the three month period ended December 31, 2011 and the two most recent years ended September 30, 2011 and 2010.

	December 31 2011	September 30 2011	September 30 2010 (CDN GAAP)
	$	$	$
Revenue	-	-	-
Operating expenses	207,670	676,984	697,881
Net Loss	149,770	422,611	1,630,211
Loss per share	.007	.02	.08
Total Assets	1,842,129	974,289	1,051,551
Liabilities	378,475	175,148	136,546
Dividend Paid	$Nil	$Nil	$Nil

The following tables summarize selected quarterly financial data of the Company for the eight most recent quarters.

Results of Operations

Quarterly Financial Information (unaudited)

	2012 Q1	2011 Q4	2011 Q3	2011 Q2
(a) Revenue	$-	$-	$-	$-
(b) Net Income (loss)	(149,770)	$(156,173)	$(219,570)	$(103,078)
(c) Net Income (loss) per share (basic and fully diluted)	(.007)	$(0.01)	$(0.01)	$(0.005)

	2011 Q1	2010 Q4 (CDN GAAP)	2010 Q3 (CDN GAAP)	2010 Q2 (CDN GAAP)
(a) Revenue	$-	$-	$-	$-
(b) Net Income (loss)	$122,547	$(203,574)	$(1,140,709)	$(147,536)
(c) Net Income (loss) per share (basic and fully diluted)	$0.006	$(0.01)	$(0.06)	$(0.008)

OPERATIONAL REVIEW & RESULTS OF OPERATIONS

THREE MONTH PERIOD ENDED DECEMBER 31, 2011

Net loss for the three month period ended December 31, 2011, (Q1 2012), was $(149,770) as compared to a gain of $122,547 in Q1 of 2011. The Q1 of 2011 gain was attributed to the sale of the Company's interest in the EL 1070 Western Newfoundland property to Shoal Point Energy Limited ("SPE") and selling of marketable securities.

Professional fees were $10,360 in the period as compared to $10,494 in 2010. Professional fees remained constant as there were no unusual issues or costs in the period.

The Company's management and consulting fees for the three month period ended December 31, 2011 were $73,000 compared to $15,611 during 2010. Additional consulting fees were incurred while the negotiating and finalizing property acquisitions and drill programs during the period.

The Company's office, general and administrative expense for the three month period ended December 31, 2011 was $33,008 compared to $23,134 in 2010. The increase was due to increased management activity during the period.

The Company had stock-based compensation expense of $3,283 for the three month period ended December 31 2011 compared to $53,164 in 2010. During the period, 31,250 of the 125,000 options granted in June 2011, vested on November 30, 2011. In 2010 all options granted vested immediately. Stock-based compensation expenses are booked based on the valuation of options using the Black Scholes model. The expense varies based on the number of options issued and the underlying assumptions used in the model.

The Company incurred a flow-through share premium recovery during the three month period ended December 31, 2011 of $41,993 compared to $42,500 for the same period in 2010. This recovery is a result of flow-through shares that were issued at a premium to the market price in recognition of the tax benefits accruing to subscribers during the period. During the three month period ended December 31, 2011, the flow-through share premium liability of $41,993 was reversed (resulting from flow-through funds spent). The remaining flow-through share premium liability of $38,007 (Sept 30, 2011 - $25,777) will be reversed through the statements of loss in full once the Company has spent an additional $190,000 in eligible Canadian Exploration Expenditures.

FINANCINGS

Fiscal 2012

In December 2011, the Company completed private placements raising $850,000 by issuing 1,000,000 flow-through common shares at $0.25 each for an aggregate amount of $250,000 and 3,000,000 units at $0.20 each for aggregate amount of $600,000. Total aggregate proceeds from all private placements of $850,000. Each unit is comprised of one common share and one half common share purchase warrant. Each whole warrant is exercisable at a price of $0.30 for a period of 18 months.

Fiscal 2011

On December 30th 2010, the Company issued 1,000,000 flow-through common share units at $0.20 per share; gross proceeds of $200,000. Each unit consist of one common share and one half common share warrant. Each whole warrant entitles the holder to purchase one common share at a price of $0.30 per share for 18 months. The active market trading price was $0.17 creating a $30,000 share premium liability.

MINERAL EXPLORATION PROPERTIES

None of the Company's properties are at or near production. As at December 31, 2011 the Company had the following mineral properties under exploration:

Blue Quartz / 2285944 Claims

On December 6, 2010, McLaren Resources Inc. ("McLaren" or the "Company") and Red Mile Minerals Corp., ("Red Mile") entered into an Option Agreement whereby McLaren could earn a 50% interest in the Blue Quartz gold property, with McLaren having the right of first refusal on the remaining 50% interest. The Property consists of 25 patented mining claims and is located in Beatty Township, Northern Ontario. To earn a 50% interest in the Blue Quartz Property, the Company paid $10,000 cash and issued 100,000 McLaren common shares with a deemed price of $0.14 per share and is required to spend $200,000 on exploration and development.

During the period, the Company completed the $200,000 in exploration and development expenditures and exercised its option to acquire 50% of the Blue Quartz property holding 25 patented mining claims. A 1.0% Net Smelter Royalty ("NSR") is retained by the predecessor companies (Thundermin Resources Inc. and Wesdome Mines Ltd.).

Upon completion of the earn in and exercising its option to acquire the 50% interest in the Blue Quartz property, the Company has the right to purchase 50% (.05%) of the NSR from the predecessor companies for $250,000.Upon exercising the option herein to earn its full 50% interest in the Property, McLaren and Red Mile shall agree to associate on a joint venture basis for further exploration and development of the Property, sharing the costs of exploration and development in accordance with their respective interest in the Property. On September 16, 2011, the Company proposed a joint venture agreement on the Blue Quartz property owned 50% by the Company and 50% by Red Mile Minerals Corp. A definitive joint venture agreement will be drafted on standard industry terms and will be executed by the parties within six months from the date of acceptance.

On July 26, 2011, the Company purchased additional property from 2285944 Ontario Limited consisting of 8 unpatented claims totaling 240 hectares or approximately 600 acres for a purchase price of $68,000.

As of the date of the audit report, the transfer of the property titles are currently in process.

TimGinn

On November 7, 2011 the Company announced that it had signed a binding Letter of Intent ("LOI") with TimGinn Exploration Limited to earn a 60% interest in a past producing gold property located in the heart of the Timmins Gold Camp adjacent to Goldcorp's Hollinger and McIntyre mines which have combined production of over 30 million ounces of gold to date. The TimGinn property consists of 9 mining claims covering 238 hectares (588 acres) in the Tisdale Township in Central Timmins and is adjacent to the Goldcorop owned Hollinger Mine (19.3 million oz) and McIntyre Mine (10.7 million oz). There was brief gold production on the TimGinn property during the 1920’s by Consolidated Gilles Lake Gold

Mines when a two compartment shaft was sunk on the property to a depth of 940 feet. The property is unexplored below 940 feet (300 metres) deep.

McLaren can earn a 50% interest in the property by incurring $2 million of exploration expenditures by April 30, 2015 and an additional 10% interest by incurring an additional $2 million in exploration expenditures by April 30, 2016 in order to earn a 60% interest for $4 million in total expenditures

OBJECTIVES AND MILESTONES

The objectives of the Company are to explore by drilling high quality targets, on the Blue Quartz and TimGinn Properties.

The Company has selected the existing properties carefully. Nonetheless, the Company intends to continue to seek, evaluate, and if desirable, complete potential acquisitions. Properties that fail the good target criteria after further evaluation are discarded.

In conducting its search for additional mineral properties, the Company may consider acquiring properties that it considers prospective based on a criteria such as presence of mineralization in favourable geological settings or exploration history, or a combination of these and other factors. Risk factors to be considered in connection with the Company's search for and acquisition of additional mineral properties include the significant expenses required to locate and establish mineral resources; the fact that expenditures made by the Company may not result in discoveries of commercial quantities of minerals; environmental issues; land title; competition; and, the potential failure of the Company to generate adequate funding for any such acquisitions. See "Risk Factors".

LIQUIDITY

Operating Activities

Cash flow used by operating activities during the three month period ended December 31, 2011 was $7,191 compared to cash flow increase of $726,722 during the same period 2010.

Liquidity Outlook

McLaren had cash of $1,025,897 available at December 31, 2011, an increase of $596,999 from the balance at September 30, 2011 of $428,898.

As at December 31, 2011, the Company had a working capital surplus of $1,083,208, an increase of $426,750 from the working capital balance of $656,458 at September 30, 2011.

Notwithstanding the success to date in acquiring equity financing on acceptable terms, there is no guarantee of obtaining future equity financings or on what terms any such equity capital may be available to the Company and, as such, alternative funding programs are also being pursued by the Company.

The Company must utilize its current cash reserves, funds obtained from the exercise of options and warrants, if any, and other financing transactions to maintain the Company's capacity to meet working capital requirements, ongoing discretionary and committed exploration programs, and to fund any further development activities. The Company anticipates that it will raise additional capital when and if the opportunity arises. See "Risk Factors".

The Company believes that it will be able to raise funds in the short-term. Management will monitor the current market situation and make prudent business decisions as they are required. See "Risk Factors".

On the date of this MD&A, the cash resources of the Company are held in cash with a major Canadian financial institution. HST recoverable is comprised of sales tax receivables from the Government of Canada.

OFF STATEMENT OF FINANCIAL POSITION TRANSACTIONS

During the three month period ended December 31, 2011, there were no off statement of financial position transactions. The Company has not entered into any specialized financial agreements to minimize its investment risk, currency risk or commodity risk.

PROPOSED TRANSACTIONS

The Company has no material proposed transactions.

DIVIDENDS

The Company has neither declared nor paid any dividends on its common shares. The Company intends to retain its earnings, if any, to finance growth and expand its operations and does not anticipate paying any dividends on its common shares in the foreseeable future.

CONTINGENCIES AND COMMITMENTS

The Company has made the following commitments as of the date of this MD&A:

- The Company is committed to spending approximately $250,000 associated with the flow-through offerings that were completed in calendar 2011. The Company has spent approximately $60,000 as of December 31 2011 and intends to spend the remaining $190,000, to fulfill all flow-through commitments, by December 31, 2012.

RELATED PARTY TRANSACTIONS

Certain corporate entities and consultants that are related to the Company's officers and directors or persons holding more than 10% of the issued and outstanding shares of the Company provide consulting and other services to McLaren. All transactions were conducted in the normal course of operations and are measured at the exchange amounts as follows:

(a) Included in management and consulting fees are fees paid to officers of the Company and corporations related to them of $49,500 (2011 - $48,175). Included in accounts payable is $Nil (2010 - $Nil) relating to unpaid management fees due to officers.

(b) Director fees of $7,500 (2010 - $7,500) were paid during the quarter.

(c) During the three month period ended December 31 2011, the Company reimbursed certain directors, officers and individuals and companies related to directors of the Company at the time of the transaction, for corporate costs paid directly by them. These reimbursements were at cost and aggregated $4,204 (2010 - $22,635). Accounts payable and accrued liabilities at December 31 2011, include $895 (2010 - $Nil)

(d) During the three month period ended December 31 2011, the Company was charged, $5,287 (2010 - $7,403) by a law firm of which an officer of the Company is a partner. Accounts payable at December 31 2011 includes $Nil (2010 - $4,000) owing to this law firm.

DISCLOSURE OF OUTSTANDING SHARE DATA
SHARE CAPITAL

The following table sets forth information concerning the outstanding securities of the Company as at December 31, 2011:

Common Shares of no par value	**Number**
Shares	25,094,281
Warrants	2,000,000
Options	2,075,000
Fully diluted shares	29,169,281

See note 13 to the unaudited interim consolidated financial statements for the three month periods ended December 31, 2011 and 2010 for more detailed disclosure of outstanding shares data.

Status of McLaren's transition to IFRS

Transition to IFRS from GAAP

In February 2008, the Canadian Accounting Standards Board confirmed that Canadian publicly accountable enterprises will be required to adopt IFRS for financial periods beginning on and after January 1, 2011. The Company has adopted IFRS with an adoption date of October 1, 2011 and a transition date of October 1, 2010.

IFRS Conversion

The Company's IFRS conversion plan was comprehensive and addressed matters including changes in accounting policies, restatement of comparative periods, organizational and internal controls and any required changes to business processes. To facilitate this process and ensure the full impact of the conversion was understood and managed reasonably, the Company hired an IFRS conversion project manager. The accounting staff attended several training courses on the adoption and implementation of IFRS. Through in depth training and the preparation of reconciliations of historical Canadian GAAP financial statements to IFRS, the Company believes that its accounting personnel have obtained a thorough understanding of IFRS. In conjunction with the adoption of IFRS the Company has implemented a new accounting system, which will satisfy all the information needs of the Company under IFRS. The Company has also reviewed its current internal and disclosure control processes and believes they will not need significant modification as a result of our conversion to IFRS.

Impact of IFRS

IFRS employs a conceptual framework that is similar to Canadian GAAP; however significant differences exist in certain matters of recognition, measurement and disclosure. While the adoption of IFRS will not change the actual cash flows of the Company, the adoption will result in changes to the reported financial position and results of operations of the Company. In order to allow the users of the financial statements to better understand these changes, we have provided the reconciliations between Canadian GAAP and IFRS for the total assets, total liabilities, shareholders equity and net earnings in Note 3 to the interim consolidated financial statements. The adoption of IFRS has had no significant impact on the net cash flows of the Company. The changes made to the statements of financial position and comprehensive income have resulted in reclassifications of various amounts on the statements of cash flows, however there has been no change to the net cash position.

In preparing the reconciliations, the Company applied the principles and elections of IFRS 1, a transition date of October 1, 2010. As the Company has adopted IFRS effective October 1, 2010, it will apply the provisions of IFRS 1 as described under the section entitled "Initial Adoption – IFRS 1", with a October 1 2010 transition date. The Company will also apply IFRS standards in effect at December 31, 2012 as required by IFRS 1.

Initial Adoption of International Accounting Standards

IFRS 1 ''First Time Adoption of International Accounting Standards'' sets forth guidance for the initial adoption of IFRS. Under IFRS 1 the standards are applied retrospectively at the transitional date of the statement of financial position with all adjustments to assets and liabilities as stated under GAAP taken to retained earnings unless certain exemptions are applied. The Company has chosen to take the following exemptions under IFRS 1:

- to apply the requirements of IFRS 3, *Business Combinations,* prospectively from the transition date;
- to apply the requirements of IFRS 2, *Share-based payments*, only to equity instruments granted after November 7, 2002 which had not vested as of the transition date; and
- to apply requirements of IFRS 1, Deemed cost - the Company continues to apply the cost model for its capital assets and mining interests and has not re-measured them to fair value under IFRS. The historical basis under Canadian GAAP has been designed as the deemed cost under IFRS at the transition date.

Comparative Information

The Company has restated all prior period figures in accordance with IFRS.

Financial Instruments and other Instruments

Fair Value of Financial Assets and Liabilities

The Company's financial instruments comprise cash, marketable securities, accounts receivable and accounts payable and accrued liabilities.

The Company has designated its cash as FVTPL, which is measured at fair value. Investments are classified as held -for-trading, which are measured at fair value. Fair value of investments is determined based on transaction value and is categorized as Level 1 measurement. Trade and other receivables are classified for accounting purposes as loans and receivables, which are measured at amortized cost which equals fair value. Trade and other payables, are classified for accounting purposes as other financial liabilities, which are measured at amortized cost which also equals fair value. Fair values of trade and other receivables, trade and other payables, are determined from transaction values which were derived from observable market inputs. Fair values of these financial instruments are based on Level 2 measurements.

As at December 31, 2011, the carrying and fair value amounts of the Company's financial instruments are approximately equivalent.

The Company has made the following classifications:

Cash	FVTPL
Investments	Held-for-trading
Trade and other receivables	Other receivables
Trade and other payables	Other liabilities

Financial Instrument Risk Exposures

It is management's opinion that the Company is not exposed to significant interest or credit risks arising from its financial instruments and that their fair values approximate their carrying value unless otherwise noted. Fluctuation in currency exchange rates, have no material impact on the Company's earnings and cash flows.

Risks and Uncertainties

Political Risk

All of the Company's properties are located in Canada. Accordingly, the Company is subject to risks normally associated with exploration for and development of mineral properties in this country. The Company's mineral exploration activities could be affected in varying degrees by political instability, aboriginal land claims and government regulation relating to the mining business. Operations may also be affected in varying degrees by terrorism, military conflict or repression, crime, extreme fluctuations in currency rates and high inflation.

Interest Rate Risk

The Company invests cash surplus to its operational needs in investment-grade short term deposits certificates issued by the bank where it keeps its Canadian bank accounts. The Company periodically assesses the quality of its investments with this bank and is satisfied with the credit rating of the bank and the investment grade of its short term deposits certificates.

Equity Price Risk

Market risk arises from the possibility that changes in market prices will affect the value of the financial instruments of the Company. The Company is exposed to fair value fluctuations on its investments. The Company's other financial instruments (cash, accounts receivable, accounts payable and accrued liabilities) are not subject to price risk.

Liquidity Risk

The Company’s approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31 2011, the Company had current assets of $1,315,299 (September 30, 2011 - $693,229) and current liabilities of $232,091 (September 30, 2011- $36,771). All of the Company’s financial liabilities and receivables are subject to normal trade terms. The Company had a current working capital surplus as of December 31, 2011, of $1,083,208 (September 30, 2011 – working capital of $656,458).

Business Risk

There is numerous business risks involved in the mineral exploration industry, some of which are outlined below. The Company may not always own 100% of the mineral claims, concessions, rights or other interests. Similarly, any non-compliance with or non-satisfaction of the terms of an option agreement by the Company could affect its ability to exercise the option and earn its interest in the claims, concessions and assets relating to mineral properties. Mining claims, concessions or other interests may not include surface rights and there can be no assurance that the Company will be successful in negotiating long-term surface rights access agreements in respect of the properties. Failure to obtain surface rights could have an adverse impact on the Company’s future operations.

The Company’s current or future operations, including development activities, are subject to environmental regulations which may make operations not economically viable or prohibit them altogether. The success of the operations and activities of the Company is dependent to a significant extent on the efforts and abilities of its management, outside contractors, experts and other advisors. Investors must be willing to rely to a significant degree on management’s discretion and judgment, as well as the expertise and competence of the outside contractors, experts and other advisors. The Company does not have a formal program in place for succession of management and training of management. The loss of one or more of the key employees or contractors, if not replaced on a timely basis, could adversely affect the Company’s operations and financial performance.

Foreign Currency Risk

The Company's exploration and evaluation activities are substantially denominated in Canadian dollars. The Company's funds are kept in Canadian dollars, with a major Canadian financial institution.

Commodity Price Risk

The price of the common shares in the capital the Company, its financial results, exploration and development activities have been, or may in the future be, adversely affected by declines in the price of gold and/or other metals. Gold prices fluctuate widely and are affected by numerous factors beyond the Company's control, such as the sale or purchase of commodities by various central banks, financial institutions, expectations of inflation or deflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, international supply and demand, speculative activities and increased production due to new mine developments, improved mining and production methods and international economic and political trends. The Company's revenues, if any, are expected to be in large part derived from mining and sale of precious and base metals or interests in properties related thereto. The effect of these factors on the price of precious and base metals, and therefore the economic viability of any of the Company's exploration projects, cannot accurately be predicted.

Environmental and Permitting

All aspects of the Company's operations are subject to environmental regulation in the various jurisdictions in which it operates. These regulations, among other things, mandate the maintenance of air and water quality standards, land reclamation, transportation, storage and disposal of hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors, and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

Additional Capital

The exploration activities of the Company may require substantial additional financing. Failure to obtain sufficient financing may result in delaying or indefinite postponement of exploration and development of any of the Company's properties. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financings will be favourable to the Company. In addition, low commodity prices may affect the Company's ability to obtain financing.

Acquisition

The Company uses its best judgment to acquire mining properties for exploration and development. In pursuit of such opportunities, the Company may fail to select appropriate acquisition candidates or negotiate acceptable agreements, including arrangements to finance the acquisitions and development, or integrate such opportunity and their personnel with the Company. The Company cannot assure that it can complete any acquisition that it pursues or is currently pursuing, on favourable terms, or that any acquisition completed will ultimately benefit the Company.

Segregation of duties

Segregation of duties is a basic, key internal control and one of the most difficult to achieve in a small company. It is used to ensure that errors or irregularities are prevented or detected on a timely basis by employees in the normal course of business. Due to the Company's small size and limited resources, a complete segregation of duties within the Company's accounting group cannot be fully achieved. The result is that the Company is highly reliant on the performance of mitigating procedures during the process of closing its financial statements in order to ensure the financial statements are presented fairly in all material respects. Management will identify and hire additional accounting resources where cost effective and when required. Where it is not cost effective to obtain additional accounting resources, management will review existing mitigating controls and, if appropriate, implement changes to its internal control processes whereby more effective mitigating controls will be adopted.

Competition

The mining industry is intensely competitive in all of its phases, and the Company competes with many companies possessing greater financial resources and technical facilities than the Company. Competition in the mining business could adversely affect the Company's ability to acquire suitable producing properties or prospectus for mineral exploration in the future.

Reliance on Management

The success of the Company depends to a large extent upon its abilities to retain the services of its senior management and key personnel. The loss of the services of any of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its directors, officers or other qualified personnel required to operate is business. Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation.

INTERNAL CONTROL over FINANCIAL REPORTING

Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation.

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OTHER INFORMATION

This MD&A of the financial position and results of operations as at December 31, 2011, should be read in conjunction with the Company's unaudited interim consolidated financial statements and the related notes for the three month periods ended December 31, 2011 and the audited consolidated financial statements for the years ended September 30, 2011 and 2010. Additional information will be accessible at the Company's website www.mclarenresources.com or through the Company's public filings at www.sedar.com.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The Company's financial statements are the responsibility of the Company's management, and have been approved by the Board. The consolidated financial statements were prepared by the Company's management in accordance with IFRS. The consolidated financial statements include certain amounts based on the use of estimates and assumptions. Management has established these amounts in a reasonable manner, in order to ensure that the consolidated financial statements are presented fairly in all material respects.

The Company has designed appropriate internal controls over financial reporting ("ICFR") for the nature and size of the Company's business, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with IFRS.

The Company's ICFR are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with applicable IFRS. ICFR should include those policies and procedures that establish the following inter-related, non-discrete results:

- maintenance of records in reasonable detail, that accurately and fairly reflect the transactions and dispositions of the Company's assets;
- reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with IFRS;
- receipts and expenditures are only being made in accordance with authorizations of management and the Board ; and
- reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the consolidated financial statements. There have been no changes in ICFR during the three month periods ended December 31, 2011 that have materially affected, or are reasonably likely to materially affect, the Company's ICFR.

There have been no changes in ICFR during the three month period ended December 31 2011 that have materially affected or are reasonably likely to materially affect, the Company's ICFR.

Management is responsible for all information contained in this MD&A. The consolidated financial statements have been prepared in accordance with IFRS and include amounts based on management's informed judgments and estimates. The financial and operating information included in this MD&A is consistent with that contained in the consolidated financial statements in all material aspects.

Management maintains internal controls to provide reasonable assurance that financial information is reliable and accurate and assets are safeguarded.

The Audit Committee has reviewed the unaudited interim consolidated financial statements with management. The Board of Directors has approved these unaudited interim consolidated financial statements on the recommendation of the Audit Committee.

External auditors, appointed by the shareholders, have not audited or reviewed the unaudited interim consolidated financial statements for the three month periods ended December 31, 2011 and did not perform the tests deemed necessary to enable them to express an opinion on these unaudited interim consolidated financial statements.

SUBSEQUENT EVENTS

Subsequent to Quarter end McLaren announced the results of its seven hole 1,388 metre drill program which includes 7.0 grams gold per tonne (gpt) over 7.4 meters (m) from drill hole MCL-11-04 on the TimGinn Property. The property is located adjacent to the Goldcorp's Hollinger and McIntyre Mines (see Figure 1) which together have produced over 30 million ounces of gold to date in the Timmins Gold Camp.

The Results from the initial drill program confirm gold mineralization trends onto the McLaren TimGinn property situated adjacent to the Hollinger Mine (See Figure 2). The exploration drill holes intercepted mineralization at down hole depths ranging from 50 to 200 metres. Follow up exploration drilling is planned to expand the mineralization along strike and to depth. The neighboring Hollinger and McIntyre Mines have produced gold from depths exceeding 5,000 feet (1,500 metres).

Significant Results Include:

HOLE #	FROM (m)	TO (m)	WIDTH (m)	GRADE (g/t)
MCL-11-04	206.9	214.3	7.4	7.0
	Includes		1.5	16.1
MCL-11-02	49.0	50.5	1.5	6.8
MCL-11-02	78.2	79.3	1.1	24.2
MCL-11-05	79.5	82.5	3.0	6.0
MCL-11-05	90.0	97.5	7.5	3.0

Intervals reported here are core lengths. True widths are not known at this time. All depth reported as down hole. Results for all the holes drilled are shown at the end of this press release in *Table 1.*

Officers and Directors

Ivan Buzbuzian	Director and President & CEO
Michael Meredith	Director Vice Chairman
Paul Crath	Director
John Holko	Director
Vic Childs	Director Chairman
David McDonald	CFO

Signed

"*David McDonald*"
Chief Financial Officer
February 29, 2012