RENFORTH RESOURCES INC.

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS For the three months ended March 31, 2012

The following is a discussion and analysis of the activities, results of operations and financial condition of Renforth Resources Inc. ("Renforth" or the "Company") for three months ended March 31, 2012 and the comparable period ended March 31, 2011. The discussion should be read in conjunction with the unaudited condensed interim financial statements for the three months ended March 31, 2012 and March 31, 2011 and related notes thereto, and the audited annual financial statements for the years ended December 31, 2011 and 2010. The Company's financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All monetary amounts are reported in Canadian dollars unless otherwise noted.

The effective date for this report is May 14, 2012.

Overview of Operations

Renforth Resources Inc. is a Toronto-based precious metal, base metal and diamond exploration company. Renforth has significant concessions in Val d'Or, Quebec (New Alger Gold Project); Birch-Uchi Greenstone Belt (Mink Lake Project), and at the McFauld's Lake "Ring of Fire" discovery area of northern Ontario. In addition to this the Company is evaluating additional exploration opportunities on an ongoing basis.

Renforth is currently focused on the exploration of the New Alger Gold Project and the Mink Lake Gold Project.

Renforth is the operator on a Joint Venture with Cadillac Ventures Inc. on the New Alger Gold Project. The Property is currently owned by Cadillac and encompasses the historically productive Thomson-Cadillac mine. The Property covers an area of 317.4 hectares and is located within the Cadillac Mining Camp, only several hundred meters from the currently operating LaRonde Mine. In August 2011, Renforth released a NI 43-101 Technical Report on the project, and is currently working on a preliminary re-interpretation of the mineralization and plans to continue drilling. The New Alger project is strategically located in the prolific Cadillac break between Rouyn and Val D'or Quebec.

Renforth has an option to acquire the Mink Lake Gold Project. This project is located approximately 110 kms east-northeast from the Town of Red Lake in the Birch-Uchi Greenstone Belt in Ontario, Canada. The Project is comprised of 9 unpatented mining claims totaling 123 units over 1658 hectares. The property encompasses several known gold showings that have been the subject of historic exploration. The Mink Lake Gold Project represents accessible exploration for Renforth, and, along with Renforth's New Alger Gold Project, an opportunity to build shareholder value through basic exploration on prospective ground with historically identified gold occurrences.

2012 Highlights

The Company acquired an option to acquire the Mink Lake Gold Project, located approximately 110 kms east-northeast from the Town of Red Lake in the Birch-Uchi Greenstone Belt. The Project is comprised of 9 unpatented mining claims totaling 123 units.

On April 18, 2012, the Company appointed Nicole Brewster as the new CEO of Renforth. Ms. Brewster comes to Renforth with a successful private company background in the mineral exploration industry, both as a property owner, an exploration contractor and a management consultant. Ms. Brewster is the managing partner, in charge of the business affairs, of two exploration contracting companies, and maintains a role in other private companies. In addition to an experienced and successful exploration operator Ms. Brewster is also a significant shareholder in Renforth, and very motivated to add shareholder value to the Company.

Overview of the three months ended March 31, 2012 compared to March 31, 2011

The Company reported a net loss and comprehensive loss of $105,073 for the three months ended March 31, 2012 compared to $122,876 for the three months ended March 31, 2011. The main reason for the decrease in loss was the decrease in share based compensation.

The Company had cash of $171,832 at March 31, 2012 compared to $254,691 as at December 31, 2011.

Total exploration expenditures on mineral properties in 2012 amounted to $40,363. The main focus of spending was on the Mink Lake Project. These expenditures included geophysics, data compilation, line-cutting and analysis.

Projects

Mink Lake Gold Project

On February 18, 2012, the Renforth acquired an option to acquire the Mink Lake Gold Project, located approximately 110 kms east-northeast from the Town of Red Lake in the Birch-Uchi Greenstone Belt. The Project is comprised of 9 unpatented mining claims totaling 123 units over 1658 hectares (the "Property").

Renforth acquired the option on the Mink Lake Gold Project from Accolade Resources Corporation ("Accolade") through the assumption of Accolade's rights and obligations under a Purchase Option Agreement (the "Option Agreement") between Accolade and an arm's length exploration and development company (the "Optionor"). Renforth now has the right to earn 100% ownership in the Property, subject to a 2% Net Smelter Return Royalty in favour of the Optionor (half of which can be purchased back for a payment of one million dollars to the Optionor), by making the following payments to the Optionor:

1) $15,000 by September 30, 2012;
2) $20,000 by September 30, 2013; and
3) $25,000 by September 30, 2014.

This is a total of $60,000 in payments, which can be accelerated at the election of Renforth.

2012 Exploration

During Q1 2012, Renforth spent approximately $28,370 on the project. Expenses included line-cutting, geophysics, data compilation

New Alger Gold Project

On October 13, 2009 Renforth entered into a joint venture agreement with Cadillac Ventures Inc ("Cadillac") whereby Renforth shall have the right to acquire from Cadillac a 51% interest in the New Alger Gold Project in Quebec (the "Property"). Renforth may acquire a 51% interest in the Property through (a) the payment of $250,000 in cash over a period of 3 years to Cadillac, (b) the issuance of 2,500,000 common shares over a period 2 years to Cadillac and (c) upon spending a minimum of $2,500,000 in exploration on the Property over a period of 3 years. Upon completion of its obligations, the parties shall be contributing as to the property – 51% Renforth and 49% Cadillac.

The joint venture ("Joint Venture") became effective on November 1, 2009.

As at the date of this MD&A the Company had paid $50,000 of the cash component to Cadillac and has issued 2,500,000 shares.

Cadillac granted Renforth an extension on the cash payment of $100,000 that was due after 24 months of formation, to be paid no later than June 1, 2012.

Renforth is the operator and supervisor of exploration for the Joint Venture. Renforth may determine not to proceed at any time, and in that case shall have no further right or interest provided that upon $1,500,000 in exploration expenditures and pro rata payments to Cadillac and share issuances ($150,000 and 1,500,000 common shares), Renforth shall have earned a 30% interest in the Joint Venture which may be repurchased by Cadillac for $150,000 at the end of 36 months if Renforth has not earned the full 51% interest.

The Property is currently owned by Cadillac and encompasses the historically productive Thomson-Cadillac mine. It is located in Mining Concession No C.M. 0240PTA. The Property covers an area of 317.4 hectares and is located within the Cadillac Mining Camp, only several hundred meters from the currently operating LaRonde Mine.

Thompson Cadillac Mining Co. Ltd. mined the property from 1936-1939, producing 512 kg of gold and 26 kg of silver from 158,775 tons of ore at an average grade of 3.22 g/t Au. Various companies carried out limited amounts of underground and surface exploration work from 1940 – 1990.

<u>2012 Exploration</u>
$12,000 of geological consulting fees was capitalized to this property during the three months ended March 31, 2012.

Attawapiskat- James Bay Lowlands

The project comprises of 14 claims located in the Mcfaulds Lake area of Ontario's James Bay Lowlands. These claims are strategically located around the "Ring of Fire" structure that appears to host MMS and VMS sulphide targets and kimberlite targets. The 14 claims consist of 11 original claims staked prior to 2007 and 3 "Solna" claims purchased on May 7, 2007. The Company has a 55% interest in these claims.

Solna claims - On May 7, 2007 the Company signed an Option Interest Assignment Agreement (the "Agreement") with a private company to purchase four staked mining claims in the Attawapiskat District, Lower James Bay Region, Porcupine Mining Division, Ontario (the "Property"). Under the terms of the Agreement, Renforth purchased a 100% interest in the Property, subject to a Net Smelter Royalty of 2%, for consideration consisting of 500,000 common shares of Renforth issued at $0.50 per share. The Property is adjacent to several of Renforth's other claims in the Mcfaulds Lake area of Ontario's James Bay Lowlands. Subsequently, due to unfavourable geophysical testing, the Company let one of these claims lapse. The remaining 3 claims consist of 17 claim units and cover approximately 272 hectares.

<u>2012 Exploration</u>
No exploration was conducted on these properties during the three months ended March 31, 2012.

Kyle Kimberlites

The five Kyle properties are located west of the Attawapiskat River in the James Bay lowlands of Northern Ontario. The Kyle Series of kimberlites encompasses 5 kimberlites which have been proven to be diamondiferous, with varying stages of work completed on each, including Kyle Lake #1 and Kyle #3, both of which have undergone mini-bulk testing in earlier exploration campaigns. Kyle 2, 4 and 5 properties require additional exploration work, having been the subject of only preliminary drilling in 1994 and 1995.

Renforth has a 55% interest in the Kyle project. The Company's joint venture partners are KWG Resources Inc. and Cliffs Chromite Far North Inc.

Presently Renforth has no immediate short term plans for these properties, due in part to the fact that Spider has been taken over, and in the short term it is not clear what their intentions are with regard to the jointly held property.

Management is in discussions with its' joint venture partners and reviewing various options with regard to these properties and will inform shareholders further as information is available.

<u>2012 Exploration</u>
No exploration was conducted on these properties during the three months ended March 31, 2012.

Results of Operations

Revenues and other items
The exploration properties acquired by the Company are still in the early exploration and development stage. Until sufficient work has been completed to confirm the feasibility of any specific interest being placed into production, it is not anticipated that the Corporation will have any material revenue. No revenues have been reported for three months ended March 31, 2012 and March 31, 2011.

Expense analysis for the three months ended March 31, 2012 compared to March 31, 2011

For the three months ended March 31	2012	% of 2012 Total	2011	% Change
General and corporate				
Management compensation	$ 45,000	42.83%	$ 45,000	0.00%
Legal and audit	17,341	16.50%	6,412	170.44%
Consulting services	7,500	7.14%	23,500	-68.09%
Investor relations	15,000	14.28%	15,000	0.00%
Rent	3,800	3.62%	3,800	0.00%
Insurance	2,490	2.37%	1,798	38.50%
Transfer agent and shareholder communication	914	0.87%	3,270	-72.06%
Administrative and general	7,174	6.83%	1,862	285.22%
Stock exchange fees	900	0.86%	900	0.00%
Amortization	254	0.24%	227	11.70%
Share based payments	4,700	4.47%	21,161	-77.79%
	$ 105,073	100.00%	$ 122,930	-14.53%

Management compensation comprised of CEO management fees of $30,000 (2011 – $30,000), and CFO management fees of $15,000 (2011 - $15,000).

Legal and audit include legal fees of $13,466 (2011 – $2,737) and audit and accounting fees of $3,875 (2011 - $3,675). Legal fees in the current period consisted primarily of general corporate matters on the acquisition of a mineral property.

Consulting fees comprised of corporate administrative services $7,500 (2011 - $8,500) (services include keeping minutes, organizing meetings, assisting with new releases, updating fact sheet company presentation and website as needed, and general assistance to management), and $nil (2010- $15,000) to a consultant for work performed on corporate development and assisting the CEO with some of the day to day affairs of the Company.

Investor relations expense continued in 2012 to assist with fundraising and educating investors on the Company's projects.

Administrative and general increase due to a regulatory fee paid this year in relation to the appointment of a new CEO.

Other general and corporate expenses were in line with the prior year.

During the three months ended March 31, 2012 a total of $4,700 (2011 - $21,161) was expensed with respect to that portion of the options vesting during the period. The stock option expense does not affect the cash resources of the Company. The timing of this expense is subject to the date of issue and vesting terms of the options. The values of the options are derived using the Black Scholes option pricing model in which subjective assumptions are used.

Summary of Quarterly Results

	QTR 1 2012	QTR 4 2011	QTR 3 2011	QTR 2 2011	QTR 1 2011	QTR 4 2010	QTR 3 2010	QTR 2 2010
Revenue	--	--	--	--	--	--	--	--
Loss before discontinued and extraordinary items	$(105,073)	$(446,266)	$(120,975)	$(152,481)	$(122,876)	$(366,110)	$(103,301)	$(105,661)
Loss per common share basic and fully diluted	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)
Net loss	$(105,073)	$(446,266)	$(120,975)	$(152,481)	$(122,876)	$(366,110)	$(103,301)	$(105,661)
Loss per common share basic and fully diluted	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

The Company's level of activity and expenditures during a specific quarter are influenced by the availability of working capital, the availability of additional external financing, the time required to gather, analyze and report on geological data related to mineral properties, the results of the Company's prior exploration activities on its properties and the amount of expenditure required to advance its projects.

Liquidity and Capital Resources

The Company's cash decreased to $171,832 at March 31, 2012, from $254,692 at December 31, 2011. The Company's working capital deficiency was $466,602 compared to working capital of $326,120 at December 31, 2011. The decrease in cash was due to cash spent on operations of $73,246 and cash spent on mineral properties of $9,613.

The Company is in discussions with a number of parties regarding providing additional financings for the Company.

At this time, the Company is not anticipating an ongoing profit from operations, therefore it will rely on its ability to obtain equity financing for growth. The ability of the Company to continue operations and carry out further desired exploration activities over the course of the next 12 months is dependent upon obtaining additional financing. The Company will seek to raise additional funding to finance future exploration programs. The timing and ability to do so will depend on the liquidity of the financial markets as well as the acceptance of investors to finance resource based junior companies, in addition to the results of the Company's exploration programs and the acquisition of additional projects. There can be no guarantee that the Company will be able to secure any required financing.

In accordance with the joint venture agreement on the New Alger Gold Project, Renforth must spend a minimum of $2,500,000 in exploration on the Property to November 1, 2012. As at March 31, 2012 the Company has spent approximately $587,000 of the $2,500,000.

Off-Balance Sheet arrangements

There are no off-balance sheet arrangements as at the date of this MD&A.

Related Party Transactions

The aggregate value of transactions and outstanding balances relating to key management personnel and entities over which they have control or significant influence were as follows for the three months ended March 31, 2012 and 2011:

	Short-term benefits	Share based payments	Total
Chief Executive Officer	2011 - $ 30,000	-	$30,000
	2010 - $ 30,000	-	$30,000
Chief Financial Officer *	2011 - $15,000	-	$15,000
	2010 - $15,000	-	$15,000

*Compensation to the CFO is paid through CFO Advantage Inc. (a company owned by the CFO)

As at March 31, 2012, $501,500 (December 31, 2011 - $ 471,500) is owed to the CEO for past management and directors fees. This amount is included in accounts payable and accrued liabilities. Subsequent to March 31, 2012, Renforth and the related party agreed to settle this amount with shares.

As at March 31, 2012, $47,500 (December 31, 2011 - $47,500) is owed to two independent directors for director fees owing. This amount is included in accounts payable and accrued liabilities. Subsequent to March 31, 2012, Renforth and the related parties agreed to settle this amount with shares.

As at March 31, 2012, $31,500 (December 31, 2011 - $31,500) has been accrued for 2011 directors fees. Subsequent to March 31, 2012, Renforth and the related parties agreed to settle this amount with shares.

During the three months ended March 31, 2012, the Company was charged $13,465 (2011-$2,737) in legal fees from a law firm in which a director of the Company is a partner of the firm. This amount is unsecured, non-interest bearing, with no fixed terms of repayment. Subsequent to March 31, 2012, this party ceased being a director.

During the three months ended March 31, 2012, the Company was charged $12,000 (2011-$12,000) in geological consulting fees (capitalized to exploration and evaluation assets) by a company owned by a director of the Company.

Transactions with related parties are in the normal course of business and are measured at the exchange amount,

Company would still have to pay individuals or entities in order to obtain these services and carry out the business of the Company. The transactions with related parties are in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to between the Company and the related parties and did not differ from the arm's length equivalent value for these services.

Proposed Transactions

There is no imminent decision by the Board of Directors of the Company with respect to any transaction.

Critical Accounting Estimates

The preparation of these financial statements requires management to make judgments and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these judgments and estimates. The financial statements include judgments and estimates which, by their nature, are uncertain. The impacts of such judgments and estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Significant assumptions about the future and other sources of judgments and estimates that management has made at the statement of financial position date that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Significant accounting judgments

- The analysis of the functional currency for each entity of the Company. In concluding that the Canadian dollar is the functional currency, management considered the currency that mainly influences the sales prices, and cost of providing goods and services in each jurisdiction in which the Company operates. The Company also considered secondary indicators including the currency in which funds from financing activities are denominated and the currency in which funds are retained;
- How financial assets and liabilities are categorized is an accounting policy that requires management to make judgments or assessments.

Estimates and assumptions

- the recoverability of amounts receivable and prepayments which are included in the statement of financial position;
- the estimated useful lives of equipment which are included in the statement of financial position and the related depreciation included in the statement of loss and comprehensive loss;
- the estimated value of the exploration and development costs which is recorded in the statement of financial position;
- the inputs used in accounting for share based payment expense in the statement of comprehensive loss;
- management's position that there is no income tax considerations required within these financial statements;
- the assessment of indications of impairment of each mineral property and related determination of the net realizable value and write-down of those properties where applicable.

Changes in Accounting Policies

Future Changes in Accounting Standards not yet adopted

Standards issued but not yet effective up to the date of issuance of the Company's financial statements are listed below. The Company intends to adopt those standards when they become effective.

IFRS 7 - Financial Instruments: Disclosures

The Accounting Standards Board ("AcSB") approved the incorporation of the IASB's amendments to IFRS7 Financial Instruments: Disclosures and the related amendment to IFRS 1 First-time Adoption of International Financial Reporting Standards into Part I of the Handbook. These amendments were made to Part I in January 2011 and are effective for annual periods beginning on or after July 1, 2011. Earlier application is permitted. The amendments relate to required disclosures for transfers of financial assets to help users of the financial statements evaluate the risk exposures relating to such transfers and the effect of those risks on an entity's financial position. The Company has not yet determined the impact of adopting IFRS 7;

IFRS 9 - Financial Instruments

IFRS 9, Financial instruments ("IFRS 9") was issued by the IASB on November 12, 2009 and will replace IAS 39, Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 replaces the multiple rules in IAS 39 with a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2015. The Company is assessing the impact of IFRS 9 on its results of operations and financial position.

IFRS 10 - Consolidated Financial Statements
IFRS 10, Consolidated Financial Statements ("IFRS 10") was issued by the IASB on May 12, 2011 and will replace portions of IAS 27 Consolidated and Separate Financial Statements and interpretation SIC-12Consolidated - Special Purpose Entities. IFRS 10 incorporates a single model for consolidating all entities that are controlled and revises the definition of control to be "An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the current ability to affect those returns through its power over the investee". Along with control, the new standard also focuses on the concept of power, both of which will include a use of judgment and continuous reassessment as facts and circumstances change. IFRS 10 is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted. The Company is assessing the impact of IFRS 10 on its results of operations and financial position.

IFRS 11 – Joint Arrangements
IFRS 11, Joint Arrangements ("IFRS 11") was issued by the IASB on May 12, 2011 and will replace IAS31, Interest in Joint Ventures. The new standard will apply to the accounting for interest in joint arrangements where there is joint control. Joint arrangements will be separated into joint ventures and joint operations. The structure of the joint arrangement will no longer be the most significant factor on classifying a joint arrangement as either a joint operation or a joint venture. Proportionate consolidations will be removed and replaced with equity accounting. IFRS 11 is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted. The Company is assessing the impact of IFRS11 on its results of operations and financial position.

IFRS 12 – Disclosure of Interest in Other Entities
IFRS 12, Disclosure of Interest in Other Entities ("IFRS 12") was issued by the IASB on May 12, 2011. The new standard includes disclosure requirements about subsidiaries, joint ventures and associates, as well as unconsolidated structured entities and replaces existing disclosure requirements. IFRS 12 is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted. The Company is assessing the impact of IFRS 12 on its financial statements.

IFRS 13 – Fair Value Measurement
IFRS 13, Fair Value Measurement ("IFRS 13") was issued by the IASB on May 12, 2011. The new standard converges IFRS and US GAAP on how to measure fair value and the related fair value disclosures. The new standard creates a single source of guidance for fair value measurements, where fair value is required or permitted under IFRS, by not changing how fair value is used but how it is measured. The focus will be on an exit price. IFRS 13 is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted. The Company is assessing the impact of IFRS 13 on its financial statements.

Financial Instruments and associated risk factors

The Company's risk exposures and the impact on the Company's financial instruments are summarized below. There have been no changes in the risks, objectives, policies and procedures during the three months ended March 31, 2012 and March 31, 2011.

Credit risk
The Company's credit risk is primarily attributable to short-term investments included in cash and cash equivalents. The Company has no significant concentration of credit risk arising from operations. Short-term investments consist of bankers acceptances, which have been invested with reputable financial institutions, from which management believes the risk of loss to be remote. Sales tax receivable consists of goods and services tax due from the Federal Government of Canada. Management believes that the credit risk concentration with respect to these items is remote.

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 March 31, 2012, the Company had a cash and cash equivalent balance of $171,832 to settle current financial liabilities of $703,717. The Company is actively searching for financing to fund its operations.

Market risk
(a) Interest rate risk
The Company has cash balances and no long term debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

(b) Foreign currency risk
The Company's functional currency is the Canadian dollar and all major purchases are transacted in Canadian dollars. Management believes the foreign exchange risk is negligible and therefore does not hedge its foreign exchange risk.

(c) Price risk
The Company is exposed to price risk with respect to commodity prices. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

Sensitivity analysis
The Company has designated its cash and cash equivalents and sales tax receivable as fair value through profit and loss, which are measured at amortized cost. Accounts payable and accrued liabilities, classified as other financial liabilities, are measured at amortized cost.

As at March 31, 2012, the carrying and fair value amounts of the Company's financial instruments are approximately the same.

The Company’s financial instruments that are carried at fair value, consisting of cash equivalents have been classified as Level 1 within the fair value hierarchy.

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

Cash and cash equivalents include liquid investments which are at variable rates. Sensitivity to a plus or minus 1% change in rates would affect net loss by $1,700 annualized.

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

Price risk is remote since the Company is not a producing entity.

Disclosure of Outstanding Share Data

The following is for disclosure of information relating to the outstanding securities of the Company:

As at the date of this MD&A the Company had 99,999,669 common shares issued and outstanding.

As at the date of this MD&A the Company had 8,816,000 warrants outstanding exercisable at $0.10 expiring on October 22, 2012 and 3,557,333 warrants exercisable at $0.12 expiring on November 19, 2012.

As at the date of this MD&A the Company had 5,880,000 stock options outstanding.

Other Disclosure

Risks
The Corporation’s business is subject to a variety of risks and uncertainties. The exploration and development of mineral properties entails significant financial risk. Significant expenditures are required to assess a property and its mineralization.

Price Volatility
Any future earnings will be directly related to the price of precious and base metals. Such prices have fluctuated over time and are affected by numerous factors beyond the control of the Corporation.

Mining Risk
Renforth's mining exploration operations are subject to conditions beyond its control, which can affect the cost of the work for varying lengths of time.

Mineral exploration is highly speculative in nature, involves many risks and frequently is non-productive. There is no assurance that exploration efforts will be successful. Success in establishing reserves is a result of a number of factors, including the quality of management, the Corporation's level of geological and technical expertise, the quality of land available for exploration and other factors. Once mineralization is discovered, it may take several years in the initial phases of drilling until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish mineral reserves through drilling, to determine the optimal metallurgical process to extract the metals from the ore and, in the case of new properties, to construct mining and processing facilities. Because of these uncertainties no assurance can be given that exploration programs will result in the establishment or expansion of resources or reserves.

Environment
Operations, development and exploration projects could potentially be affected by environmental laws and regulations of the country in which the activities are undertaken. The environmental standards continue to change and the global trend is to a longer, more complex process. Although the Corporation continuously reviews environmental matters and undertakes to comply with changes as expeditiously as possible, there is no assurance that existing or future environmental regulation will not materially adversely affect the Corporation's financial condition, liquidity and results of operation.

Certain environmental issues, such as storm events, tailings storage seepage, dust and noise emissions, while having been assessed and strategies based on best practices have been adopted, there can be no assurance an unforeseen event will not occur which could have a material adverse effect on the viability of the Corporation's business and affairs.

Government Regulation
The Corporation's operations are subject to significant regulation and laws which control not only the exploration and mining of mineral properties but also the possible effects of such activities upon the environment. Changes in current legislation or future legislation could result in additional expenses, restrictions and delays.

Key Personnel
The Corporation's future success is dependent in large part upon the continued services of certain key personnel. Failure to retain such personnel or failure to attract qualified management in the future, could adversely affect the Corporation's ability to manage its operations.

Financing
Renforth is dependent upon raising financing from third parties in order to continue its operations. There is no guarantee that such financing will be available on commercially suitable terms or at all. Failure to obtain additional financing will materially adversely affect the operations and business of the Corporation.

Forward-Looking Statements
This Management's Discussion and Analysis of Financial Conditions and Results of Operations contains certain forward-looking statements. All statements other than statements of historical fact that address activities, events or developments that the Corporation believes, expects or anticipates will or may occur in the future are forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "contemplate", "target", "believe", "plan", "estimate", "expect" and "intend" and statements that an event or result "may", "will", "can", "should", "could" or "might" occur or be achieved and other similar expressions. These statements are based upon certain assumptions and analyses made by management in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors management believes are appropriate in the circumstances. However, whether actual results and developments will conform with management's expectations is subject to a number of risks and uncertainties, including the considerations discussed herein and in other documents filed from time to time by the Corporation with Canadian security regulatory authorities, general economic, market or business conditions, the opportunities (or lack thereof) that may be

presented to and pursued by management, competitive actions by other companies, changes in laws or regulations and other factors, many of which are beyond the Corporation's control. These factors may cause the actual results of the Corporation to differ materially from those discussed in the forward-looking statements and there can be no assurance that the actual results or developments anticipated by management will be realized or, even if substantially realized, that they will have the expected results on Renforth Resources Inc. All of the forward-looking statements made herein are qualified by the foregoing cautionary statements.