

**MAY 30, 2013**

## **OVERVIEW**

The following management discussion and analysis (“MD&A”) is a review of the operations, current financial position and outlook for Weststar Resources Corp. (the “Company”) and should be read in conjunction with the Company’s unaudited condensed interim financial statements for the three months ended March 31, 2013, as well as the audited financial statements and the accompanying notes for the year ended December 31, 2012, copies of which are filed on the SEDAR website: [www.sedar.com](http://www.sedar.com).

The Company prepares its financial statements in accordance with International Financial Reporting Standards (“IFRS”). All dollar figures included herein and in the following discussion and analysis are quoted in Canadian dollars unless otherwise noted.

The financial information in this MD&A is derived from the Company’s financial statements prepared in accordance with IFRS. This MD&A may contain forward looking statements based on assumptions and judgments of management regarding events or results that may prove to be inaccurate as a result of risk factors beyond its control. Actual results may differ materially from the expected results.

## **DESCRIPTION OF BUSINESS**

The Company was incorporated under the laws of the Province of British Columbia on October 27, 2004. The Company’s common shares were listed for trading on the TSX Venture Exchange (the “Exchange”) as a junior mineral exploration company on September 22, 2006.

The Company is a junior mineral exploration company engaged in the business of acquiring, exploring and evaluating natural resource properties. The Company has not yet determined whether any of its properties contains reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets are dependent upon the discovery of economically recoverable reserves, confirmation of the Company’s interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development of the properties and upon future profitable production or proceeds from the disposition thereof.

## **EXPLORATION PROJECT – Diego Property**

On May 22, 2013, the Company entered into an arm’s length Letter of Intent (“LOI”) with Cartier Resources Inc. (“Cartier”), a Quebec corporation listed on the Exchange whereby the Company will be entering into an exclusive option agreement with Cartier to acquire up to an 80% undivided interest in and to fifty-three mining claims located in the Lescure, Druillettes, Drouet and Gradis Townships of Quebec, Canada (the “Property”). Pursuant to the terms of the LOI, in order to earn a 50% interest in the Property (the “First Option”), the Company must pay and issue to Cartier \$15,000 and 350,000 common shares in the capital of the Company upon Exchange approval and incur \$1,000,000 in exploration expenditures on the Property over a period of three years. The Company may acquire an additional 30% interest (the “Second Option”) by incurring an additional \$1,000,000 in exploration expenditures over a period of two years following the completion of the First Option. The LOI holds a condition precedent that the Company completes a non-brokered private placement financing for minimum gross proceeds of \$500,000.

The Property straddles the regional Opawica–Guercheville shear zone within Quebec’s Abitibi Greenstone Belt. This shear zone is known to host economic gold deposits. The past producing Joe Mann mine (4,289,221 t @ 7.56 g/t Au and 0.23% Cu) is situated 40 kilometres to the east, and the recently re-opened Bachelor Lake Mine is situated approximately 80 kilometres to the west.

Gold mineralization is very similar to the “Osisko type mineralization” as seen in the Malartic mining camp. Osisko Mining Corporation’s Canadian Malartic mine hosts a total of 10.7 million ounces of Proven and Probable reserves).

The Property covers targets # 142, 149 and 159 of the Lamothe and Harris (EP2006-01) Gold Favorability study. This study located zones of high favourability for orogenic gold mineralization in the Abitibi.

Previous drilling (102 holes) revealed a broad gold-bearing porphyritic dyke swarm over 200 metres in width. Drill hole GD-04 intercepted 91 ppb gold over 213.0 metres. Hole GD-38 also intercepted a 161.5 metre thick zone assaying 0.12 g/t gold. The dyke swarm was traced over a strike length of more than 10 kilometres.

Cartier’s grab samples yielded anomalous gold values of 5.02 g/t Au, 4.83 g/t Au and 4.08 g/t Au, in addition to grades of 2.01 g/t Au, 1.55 g/t Au and 1.16 g/t Au. A historical grab sample, the Riverside Showing was discovered in 1985 and assayed 10.4 g/t gold.

The gold-bearing structures, confirmed by previous drilling featured gold mineralization over widths of up to 160 metres. Numerous altered and mineralized (gold-rich) felsic intrusives at major geological contacts within the deformation zone were also mapped. Cartier has integrated over 4,911 assay results for gold into a digital database, produced set of sections, level plans and longitudinal sections that show the numerous drill targets on the Property. Cartier has located historical diamond drill hole casings and highly altered mineralized felsic intrusive. Results from this sampling include grab and channel samples assaying up to 4.8 g/t Au.

### **EXPLORATION PROJECT – Axe Property**

Pursuant to an option agreement dated July 19, 2005, the Company acquired a 70% interest (originally 66%, but amended by mutual consent) in the Axe claims comprised of 119 units situated in the Similkameen Mining District, British Columbia. The Axe property is an advanced stage project with a known porphyry copper resource. As consideration for the property, the Company paid \$5,000, issued 300,000 common shares at a fair value of \$243,500 and incurred exploration costs of \$500,000.

Pursuant to an agreement dated March 23, 2007, the Company acquired four additional claims. As consideration for the claims the Company paid \$15,000. The claims are subject to a 2% net smelter royalty (“NSR”) and under the terms of the agreement the Company has the right to purchase the NSR in stages for up to \$3,000,000.

On September 16, 2008 the Company completed an updated National Instrument 43-101 *Standards of Disclosure for Mineral Projects* (“NI 43-101”) compliant report prepared by John R. Kerr P.Eng, a Qualified Person on the previously drilled Axe Copper gold property which is located approximately 70 kilometers from the Teck Cominco Highland Valley copper mine near Princeton, British Columbia.

Mr. Kerr has recommended the Company complete further drilling in the South Zone and engage an engineering firm to complete a Resource Calculation from all work to date.

The following table summarizes all drilling done by the Company in 2006 and 2007.

#### 2006/2007 DRILL RESULTS

Table, Summarizing 2006 and 2007 Drill Results

Hole number	From	To	Core length	Cu content	Au content
A06 - 01	anomalous - no significant values				
A06 - 02	15	m 37.5	m 22.5	0.21%	0.14 g/t
	78	m 87	m 9	0.27%	0.07 g/t
	91.5	m 108	m 17.5	0.18%	0.10 g/t

WESTSTAR RESOURCES CORP.  
MANAGEMENT DISCUSSION & ANALYSIS  
FOR THREE MONTHS ENDED MARCH 31, 2013

	126	m	171	m	45	meters	0.53%	0.15	g/t
	177	m	186	m	9	meters	0.18%	anomalous	
	202.5	m	215	m	12.5	meters	0.65%	0.22	g/t
A06 - 03	18	m	124.5	m	106.5	meters	0.20%	0.15	g/t
A06 - 04							no significant values		
A06 - 05	11	m	25.5	m	14.5	meters	0.36%	0.29	g/t
	25.5	m	75	m	49.5	meters	anomalous	1.29	g/t
including 61.5		m	64.5	m	3	meters	0.31%	9.64	g/t
	91.5	m	102	m	10.5	meters	anomalous	0.27	g/t
A07 - 06	16.5	m	304.5	m	288	meters	0.27%	0.15	g/t
including 45		m	60	m	15	meters	0.41%	0.24	g/t
	and 85.5	m	97.5	m	12	meters	0.53%	0.28	g/t
	and 190.5	m	205.5	m	15	meters	0.47%	0.19	g/t
	322.5	m	334.5	m	12	meters	0.21%	0.17	g/t
	358.5	m	370.5	m	12	meters	0.19%	anomalous	
A07 - 07	94.5	m	120	m	25.5	meters	-	1.09	g/t
including 114		m	117	m	3	meters	-	6.06	g/t
	144	m	150	m	6	meters	-	0.37	g/t
	205.5	m	210	m	4.5	meters	-	0.19	g/t
A07 - 08	42	m	66	m	24	meters	0.16%	0.20	g/t
	121.5	m	246	m	124.5	meters	0.38%	0.22	g/t
including 234		m	244.5	m	10.5	meters	0.0155%	0.94	g/t
	261	m	307.5	m	46.5	meters	0.18%	0.23	g/t
	331.5	m	340.5	m	9	meters	anomalous	0.90	g/t
A07 - 09	48	m	51	m	3	meters	-	1.06	g/t
	129	m	135	m	6	meters	-	0.20	g/t
	148.5	m	162	m	13.5	meters	anomalous	0.21	g/t
A07 - 10	45	m	51	m	6	meters	0.17%	-	
	91.5	m	106.5	m	15	meters	0.24%	0.14	g/t
	141	m	160.5	m	19.5	meters	0.16%	-	
	181.5	m	187.5	m	6	meters	0.17%	0.14	g/t
	256.5	m	264	m	7.5	meters	0.29%	0.15	g/t
A07 - 11	96	m	109.5	m	13.5	meters	0.17%	0.27	g/t
	121.5	m	124.5	m	3	meters	0.56%	0.57	g/t
	199.5	m	273	m	73.5	meters	0.12%	-	
A07 - 12							no significant assays		
A07 - 13	4.5	m	102	m	97.5	meters	0.17%*	-	
A07 - 14	94.5	m	109.5	m	15	meters	0.17%	0.16	g/t
	151.5	m	162	m	10.5	meters	0.16%	0.15	g/t
	175.5	m	181.5	m	6	meters	0.41%	0.14	g/t

- Composite based on 65 samples (each 1.5 meters), 30 assays reported as % copper and 35 multi-spectrometer analyses reported as ppm copper

On October 20, 2009 the Company announced the commencement of further drilling operations on the Axe project. More Core Diamond Drilling Services Ltd. was drilling HQ size diamond drill holes aimed at both potentially updating a resource estimate for the South Zone; as well stepping out from the gold mineralization previously encountered in the West Zone during the Company's 2006-2007 drilling program.

On December 2, 2009 the Company announced analytical results from drilling operations on the Axe project. Within the West Zone, three drill holes were drilled to test a gold anomaly located in 2006 drill hole A06-05,

WESTSTAR RESOURCES CORP.  
MANAGEMENT DISCUSSION & ANALYSIS  
FOR THREE MONTHS ENDED MARCH 31, 2013

which returned 49.5 meters grading 1.29g/t Au, including 3 meters grading 9.64g/t Au. Analytical results for the West Zone drilling are now available and selected results are listed below. Drill hole A09-01 was intended to undercut A06-05, but was abandoned short of its target due to tightening. Drill hole A09-03 was drilled 50m south of A09-06 and intersected significant gold mineralization associated with pyrite. Drill hole A09-04 was collared north of A06-05, and drilled at an azimuth of 065degrees. This hole intersected a thick calc-silicate unit, but may not have intersected the mineralized West Zone fault structure, which appears to be a north, northeast structure.

Drill Hole	Zone	Dip (deg)	Azm (deg)	Footage (m)	Interval (m)	Cu %	Au g/t	Notes
A09-01	West	-50	270	52.5-54.0	1.5	0.054	0.509	
				54.0-56.0	2.0	0.022	0.03	
				56.0-57.9	1.9	0.061	1.115	
				57.9-59.0	1.1	0.117	0.085	
A09-02	South	-90						
A09-03	West	-71	090	44.5-46.0	1.5	0.001	0.234	
				46.0-47.24	1.24	0.001	0.211	
				47.24-50.3	3.06	0.001	<b>9.25</b>	Poor recovery; pyrite
				50.3-53.35	3.05	<b>2.0</b>	<b>4.39</b>	Cpy with quartz
				53.35-54.4	1.05	0.21	0.33	
A09-04	West	-70	065	65.53-67.36	1.83	0.105	0.042	
				67.36-68.65	1.29	<b>0.829</b>	0.208	in calc-silicate

The 2009 drill results based mainly on drill hole A09-03 suggest a steeply dipping, westerly structure with gold and associated pyrite. As surface drilling has proven to be very difficult with historical poor recoveries within the Axe property, trenching should be an effective method to evaluate the gold-bearing target.

On March 21, 2012 the Company entered into an option agreement with Xstrata Copper Canada ("Xstrata") and Bearclaw Capital Corp. ("Bearclaw"). Under the terms of the option agreement, the Company and Bearclaw have agreed to grant Xstrata an option to earn a 51% interest where Xstrata will have the sole and exclusive right to carry out exploration activities on and evaluate the Axe Property. In order to exercise the option, during the earn-in period, Xstrata must incur \$3,000,000 of expenditures in exploration activities on the Axe Property.

During the earn-in period, Xstrata must pay to the Company and Bearclaw (collectively, in proportion to their participating interests in the Axe Property, which are 70% for the Company and 30% for Bearclaw):

- \$25,000 immediately (received);
- \$25,000 on March 31, 2013 (received);
- \$30,000 on March 31, 2014;
- \$40,000 on March 31, 2015; and
- \$60,000 on March 31, 2016.

If Xstrata exercises the option, the Company, Bearclaw and Xstrata will enter into a formal joint venture agreement. Xstrata will be the initial operator holding a 51% participating interest and the Company and Bearclaw a 34.3% and 14.7% participating interest respectively.

Upon exercise of the option, Xstrata will have the option to acquire an additional 24% undivided interest in the Axe Property (increasing its interest to 75%, absent other adjustments) by either completing a feasibility study

on the Axe Property or incurring no less than \$15,000,000 in feasibility study expenditures on the Axe Property and providing the Company and Bearclaw with evidence of such expenditures. In the event Xstrata exercises the second option and acquires an undivided 75% interest in the Axe Property, the Company and Bearclaw will have a 17.5% and 7.5% participating interest respectively.

Under the option agreement the Company and Bearclaw have also granted Xstrata a right of first refusal ("ROFR") over any direct or indirect sale or transfer by the Company and/or Bearclaw of any of their respective interest in the Axe Property. The ROFR will terminate at the end of the earn-in period if Xstrata has not exercised the option.

### **EXPLORATION PROJECT – Tahts Reach Property**

On February 7, 2013, the Company entered into an option agreement with Caribou King Resources Ltd. (the "Option Agreement") to earn a 70% interest in the Tahts Reach Property and Barkerville Claims (collectively, the "Property") comprising 6 mining claims located in British Columbia.

Payment terms are as follows:

- \$5,000 (paid) and 300,000 common shares (issued) on February 15, 2013 in conjunction with receipt of approval from the Exchange;
- \$10,000 and 150,000 common shares on February 15, 2014; and
- \$25,000 and 150,000 common shares on February 15, 2015.

In addition, the Company must incur exploration expenditures on the Property of \$45,000 over 2 years.

### **EXPLORATION PROJECT – La Paloma**

On March 17, 2011, and as amended June 30, 2011, the Company entered into a letter of intent with Lekona Minerals Incorporated ("Lekona") to acquire the rights, title and interest in and to the La Paloma concessions, located in Jalisco, Mexico, including the 20% undivided interest held by Lekona, and Lekona's rights under the underlying option agreement between Lekona and Minera Sierra de Oro S.A. de C.V. ("Minera"). The Company was assigned an option to acquire an 80% interest in the La Paloma concessions from Minera under an option agreement dated September 15, 2010 and amended April 30, 2011, between Lekona and Minera. Lekona had previously exercised a portion of the option granted under the option agreement, and accordingly the Company now owns a 20% undivided interest in the La Paloma concessions. The Company completed the transaction on August 9, 2011.

The terms of the agreement and the amounts owing are as follows:

- \$700,000 to Lekona (paid);
- Issuance of 4,000,000 common shares of the Company to Lekona's shareholders (fair value of \$2,521,592);
- Issuance of 1,650,000 common shares of the Company to Minera (fair value of \$1,007,157); and
  - Issuance of 1,500,000 share purchase warrants to Lekona (issued at a fair value of \$449,751), each such warrant being exercisable into one common share of the Company at a price of \$1.50 per common share for a period expiring August 9, 2012. The warrants are only exercisable in the event that:
    - i. The Company completes Phase I of the work program contained in the NI 43-101 report dated June 26, 2011 on the project and delivers a new NI 43-101 compliant report describing the results of the Phase I work, and accommodation to proceed to Phase 2; and

- ii. The Company completes a follow on financing of not less than \$1,000,000 to fund the Phase 2 program.

Once the financing is complete (the "Completion Date"), the following additional payments would be required:

- Issuance of 2,000,000 common shares of the Company to Lekona's shareholders within 10 business days of the Completion Date; and
- \$1,100,000 on or before August 9, 2012 to or to the direction of Lekona.

The Company would also be required to assume the unfulfilled obligations of Lekona under Lekona's previous option agreement, including the payments of cash and shares due to Minera. Lekona would retain a 2% NSR.

The Option Agreement between Lekona and Minera provided for the following payments.

In order for Lekona to acquire an undivided 20% interest in La Paloma:

- \$50,000 non-refundable deposit (paid by Lekona);
- \$300,000 (paid by Lekona); and
- Issuance of 2,000,000 common shares of Lekona (issued).

As a result, Lekona acquired an undivided 20% interest in La Paloma.

In order for Lekona to acquire a further 20% interest in La Paloma (for an aggregate of 40%):

- \$300,000 on or before April 30, 2011 (paid by Lekona);
- Upon closing of the transaction between the Company and Lekona, the issuance of 1,650,000 common shares (issued at a fair value of \$1,007,157) in the share capital of the Company and the expenditure on or before October 30, 2011 of \$200,000 (incurred) on or in respect of the property. In consideration for the foregoing, the Company shall acquire a further 20% interest in the La Paloma concessions, for an aggregate 40% interest;
- On or before October 30, 2011, a further payment of \$400,000 (paid) and the issuance of 1,000,000 common shares (issued at a fair value of \$470,000) of the Company. In addition, a further \$250,000 is to be expended on or in respect of the property and a NI 43-101 level report is to be generated. In consideration of the foregoing, the Company shall acquire a further 20% interest in the Project, for an aggregate 60% interest in the property; and
- On or before October 30, 2012, a final payment of \$2,000,000, the issuance of an additional 2,000,000 shares in the share capital of the Company and the expenditure of a further \$750,000 on or in respect of the property. In consideration of the foregoing, the Company shall acquire a further 20% interest in the property, for an aggregate 80% interest.

In addition to the foregoing, in the event the Company receives a NI 43-101 compliant report, acceptable to both parties, indicating that there are resources of gold and silver in the project exceeding 4,000,000 ounces and 150,000,000 ounces, respectively, the Company shall deliver to or to the order of Minera 5,000,000 common shares of the Company. The NI 43-101 report shall be undertaken and paid for by the Company on or prior to October 31, 2014, or within 12 months following the Company acquiring the 80% undivided interest in the project, which ever event occurs first.

At December 31, 2012, the Company was in default of payments. As there were no immediate plans to remedy the default, the property was impaired and written-down to \$nil. At May 30, 2013, the Company is still in default and the plans to renegotiate the payment terms of the agreement and remedy the default are on hold.

## **INVESTMENTS**

The Company received 500,000 common shares of Canada Coal Inc. (“CCK”) after the disposition of exploration and evaluation assets during the year ended December 31, 2010. The 500,000 common shares are subject to escrow and are released on a staged basis, with 10% released on February 29, 2012, and 15% to be released every six months thereafter for a period of 36 months. As at March 31, 2013, 300,000 common shares were held in escrow (December 31, 2012 – 375,000).

During the months ended March 31, 2013, the Company sold 11,000 common shares of CCK for proceeds of \$990. At March 31, 2013, the fair value of the remaining 364,000 common shares of CCK held was \$18,200, and an unrealized loss of \$14,560 was recorded in other comprehensive loss for the three months ended March 31, 2013.

During the year ended December 31, 2012, the Company sold 125,000 common shares of CCK for proceeds of \$13,600. At December 31, 2012, the fair value of the remaining 375,000 common shares of CCK held was \$33,750, and the unrealized loss of \$121,909 was recorded in other comprehensive loss for the year ended December 31, 2012.

## **RESULTS OF OPERATIONS**

During the three months ended March 31, 2013 the Company reported a net loss of \$57,067 compared to the three months ended March 31, 2012 of \$171,368. The Company has reduced its number of exploration and evaluation assets down to three properties. Having entered into the option arrangement with Xstrata Copper Canada on the Axe Property, the Company has one exploration and evaluation asset, the Tahts Reach Property, upon which to pursue exploration activities. In addition, on May 22, 2013, the Company signed an LOI to enter into an exclusive option agreement on the Diego Property, which would provide further exploration opportunities for the Company.

The Company’s expenses consisted of amortization expense of \$469 (2012 - \$3,545), shareholder communications of \$617 (2012 - \$9,238), consulting fees of \$12,500 (2012 - \$59,000), accounting, legal and audit of \$3,500 (2012 - \$30,750), management and directors’ fees of \$28,500 (2012 - \$30,000), office and general expenses of \$5,623 (2012 - \$19,425), rent of \$3,250 (2012 - \$12,450), transfer agent and filing fees of \$2,490 (2012 - \$6,461) and travel of \$534 (2012 - \$150). During the three months ended March 31, 2013, the Company also had gain on sale of investments of \$990 (2012 - \$Nil).

The operating expenses of the Company have been decreasing as the Company's exploration expenditures and operational activities decrease.

Shareholder communications of \$617 (2012 - \$9,238) consists of expenses relating to activities promoting the Company and its projects and investigating new and potential projects for the Company. The decrease over the same period of the previous year is related to management’s effort to reduce advertising and other promotion expenses and conserve cash.

Consulting fees of \$12,500 (2012 - \$59,000) relates to fees paid to consultants on the Company’s current and prospective projects, as well as certain administrative staff. The decrease over the same period of the previous year is due to the reduced operational and project activities.

Accounting, legal and audit of \$3,500 (2012 - \$30,750) relates primarily to accounting services for the operations of the Company and audit fees. The decrease from the same period last year is mainly from a reduction in accounting fees.

WESTSTAR RESOURCES CORP.  
MANAGEMENT DISCUSSION & ANALYSIS  
FOR THREE MONTHS ENDED MARCH 31, 2013

---

Management and director's fees of \$28,500 (2012 - \$30,000) relates to fees paid to officers of the Company for management of the Company's operations and projects (see Transactions with Related Parties).

Office and general expenses of \$5,623 (2012 - \$19,425) relates to expenses paid for administration and support. The decrease over the same period of the previous year is due to the reduced operational activities.

In addition to operations, the Company has reported an unrealized loss of \$14,560 (2012 - \$65,659) on the fair value of the common shares held in CCK.

The realized gain on sale of investments of \$990 (2012 - \$Nil) relates to the sale of common shares of CCK in 2012.

Cash Flows

During the three months ended March 31, 2013, the Company spent \$132,309 on operating activities, compared to \$132,403 in the previous year.

During the three months ended March 31, 2013, the Company received \$13,490 through investing activities, compared to \$114,210 spent in the previous year. The Company received \$17,500 from the Axe Property option agreement on exploration and evaluation assets and \$990 proceeds from the disposal of investments during the three months ended March 31, 2013. \$5,000 was spent on acquisition of the Tahts Reach Property.

During the three months ended March 31, 2013, the Company received net proceeds of \$129,045 (2012 - \$Nil) from a private placement.

**SUMMARY OF QUARTERLY FINANCIAL RESULTS (\$000's except earnings per share)**

Results for the eight most recently completed quarters are summarized as follows:

	<b>March 31, 2013</b>	<b>December 31, 2012</b>	<b>September 30, 2012</b>	<b>June 30, 2012</b>
<b>IFRS</b>				
Revenues	-	-	-	-
Net loss - continued operations (\$)	(57)	(5,961)	(229)	(171)
Per share - basic (\$/share)	(0.00)	(0.24)	(0.01)	(0.01)

	<b>March 31, 2012</b>	<b>December 31, 2011</b>	<b>September 30, 2011</b>	<b>June 31, 2011</b>
<b>IFRS</b>				
Revenues	-	-	-	-
Net loss - continued operations (\$)	(237)	(2,424)	(215)	(451)
Per share - basic (\$/share)	(0.01)	(0.12)	(0.01)	(0.03)

Fluctuations in the Company's expenditures reflect the seasonal variations of exploration and the ability of the Company to raise capital for its projects. Variations in losses are mainly due to different levels of activities and the timing of write-off of capitalized costs.



## LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2013 the Company had cash of \$13,119 and a working capital deficiency of \$225,558 as compared to December 31, 2012 when the Company had cash of \$2,893 and a working capital deficiency of \$313,505.

### For the three months ended March 31, 2013

- 300,000 common shares valued at \$12,000 were issued as acquisition costs on the Tahts Reach Property;
- 3,915,000 units were issued in a private placement at a price of \$0.035 per unit. Each unit consists of one common share and one-half of one transferable share purchase warrant. Each whole share purchase warrant entitles the holder to purchase one common share at a price of \$0.07 in the first year and \$0.10 per share in the second year.

The Company paid finder's fees comprising \$7,980 and 153,000 finder's warrants. Each finder's warrant entitles the holder to acquire an additional common share of the Company at a price of \$0.07 in the first year and \$0.10 per share in the second year. The Black-Scholes fair value of the finders's warrants was \$2,707 and was included in reserves.

The proceeds of the private placement will be used for general working capital and mineral property exploration.

### For the year ended December 31, 2012

During the year ended December 31, 2012, there were no share capital transactions.

On July 10, 2012, the Company granted 2,000,000 share options to its directors and consultants exercisable until July 9, 2017 at a price of \$0.15 per common share.

## OUTSTANDING SHARES

As at three months ended March 31, 2013 and the date of this report, the Company had the following outstanding:

- 28,348,492 common shares
- 2,031,250 share options
- 3,342,700 warrants

## TRANSACTIONS WITH RELATED PARTIES

The following expenses were incurred with directors and officers of the Company for the three months ended March 31, 2013 and 2012:

	March 31, 2013	March 31, 2012
Short-term compensation	\$ 32,587	\$ 95,344
	\$ 32,587	\$ 95,344

WESTSTAR RESOURCES CORP.  
MANAGEMENT DISCUSSION & ANALYSIS  
FOR THREE MONTHS ENDED MARCH 31, 2013

---

The amounts charged to the Company for the services provided have been determined by negotiation among the parties and in certain cases, by signed agreements. These transactions were in the normal course of operations and were measured at the exchange amount which is the amount of consideration established and agreed to by the related parties.

As at March 31, 2013 accounts payable and accrued liabilities included \$113,266 (December 31, 2012 - \$163,246) due to companies controlled by directors and officers and former directors and officers. The amounts due are non-interest bearing, unsecured and without stated terms of repayment.

Due to related parties

	March 31, 2013	December 31, 2012
A former director for management fees	\$ 22,400	\$ 22,400
A former director for consulting fees	22,400	22,400
A director for deferred exploration fees	700	13,440
A former director for accounting fees	25,200	25,200
A company with directors in common	42,566	63,421
A director for business activity expenses	-	16,385
	<u>\$ 113,266</u>	<u>\$ 163,246</u>

#### OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

#### PROPOSED TRANSACTIONS

The Company had no proposed transactions.

#### COMMITMENT

The Company has entered into management services and consulting agreements expiring on various dates from May 16, 2012 to June 15, 2013 with a total monthly commitment of \$19,500. All the management services and consulting agreements can be terminated with 90 days notice.

#### FINANCIAL INSTRUMENTS

The Company's financial assets and liabilities consist of cash, amounts receivable, investments, reclamation deposit and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant credit, liquidity or market risks arising from these financial instruments.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for assets or liabilities, either directly or indirectly; and

Level 3 – Input for assets or liabilities that are not based on observable market data.

The Company's financial assets and liabilities are measured at fair value by level with the fair value hierarchy described above. Assets and liabilities are classified entirely based on the lowest level of input that is significant to the fair value measurement.

The fair values of the Company's cash, amounts receivable and accounts payable and accrued liabilities approximates the carrying amounts due to the short term nature of these instruments.

### **CRITICAL ACCOUNTING ESTIMATES**

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Significant estimates made in the preparation of these financial statements include the recoverability of the carrying value of exploration and evaluation assets, title of mineral properties, accrued liabilities, assumptions for the determination of fair value of share-based payments, and for the recoverability of deferred tax assets. Management believes the estimates are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows.

### **MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

In connection with Exemption Orders issued in November 2007 by each of the securities commissions across Canada, the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") of the Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the interim financial statements and the audited annual financial statements and respective accompanying MD&A.

In contrast to the certificate under National Instrument ("NI") 52-109 (Certification of Disclosure in Issuer's Annual and Interim Filings), the Venture Issuer Basic Certification includes a 'Note to Reader' stating that the CEO and CFO do not make any representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financing reporting, as defined in MI 52-109.

Accounting standards, amendments and interpretations not yet effective

Certain pronouncements were issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting years beginning after January 1, 2013. None of these are expected to have a significant effect on the financial statements. The following standards and interpretations have been issued but are not yet effective:

#### **IFRS 9 Financial Instruments (2009)**

IFRS 9 introduces new requirements for classifying and measuring financial assets, as follows:

Debt instruments meeting both a "business model" test and a "cash flow characteristics" test are measured at amortized cost (the use of fair value is optional in some limited circumstances)

Investments in equity instruments can be designated as "fair value through other comprehensive income" with only dividends being recognized in profit or loss

All other instruments (including all derivatives) are measured at fair value with changes recognized in profit or loss

The concept of "embedded derivatives" does not apply to financial assets within the scope of the standard and the entire instrument must be classified and measured in accordance with the above guidelines.

This standard is only applicable if it is optionally adopted for annual periods beginning before January 1, 2015. For annual periods beginning on or after January 1, 2015, the Company must adopt IFRS 9 (2010).

#### Offsetting Financial Assets and Financial Liabilities (Amendments to IAS 32)

Amends IAS 32 *Financial Instruments: Presentation* to clarify certain aspects because of diversity in application of the requirements on offsetting, focused on four main areas:

the meaning of “currently has a legally enforceable right of set-off”  
the application of simultaneous realization and settlement  
the offsetting of collateral amounts  
the unit of account for applying the offsetting requirements.

Applicable to annual periods beginning on or after January 1, 2014.

### **RISKS AND UNCERTAINTIES**

The Company believes that the following risks and uncertainties may materially affect its success.

#### Exploration, Development and Operating Risks

The exploration for and development of minerals involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties which are explored are ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all mining operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in an increase in the Company’s resource base.

The Company’s operations are subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity; flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company.

#### Fluctuating Mineral Prices

The economics of mineral exploration is affected by many factors beyond the Company’s control, including commodity prices, the cost of operations, variations in the grade of minerals explored and fluctuations in the market price of minerals. Depending on the price of minerals, it may be determined that it is impractical to continue the mineral exploration operation.

Mineral prices are prone to fluctuations and the marketability of minerals is affected by government regulation relating to price, royalties, allowable production and the importing and exporting of minerals, the effect of which cannot be accurately predicted. There is no assurance that a profitable market will exist for the sale of any minerals found on the properties.

#### Substantial Capital Requirements and Liquidity

Substantial additional funds for the establishment of the Company’s current and planned mining operations will be required. No assurances can be given that the Company will be able to raise the additional funding that may

be required for such activities, should such funding not be fully generated from operations. Mineral prices, environmental rehabilitation or restitution, revenues, taxes, transportation costs, capital expenditures, operating expenses and geological results are all factors which will have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Company may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion, and pursue only those development plans that can be funded through cash flows generated from its existing operations, if any.

### Regulatory Requirements

The current or future operations of the Company require permits from various governmental authorities, and such operations are and will be governed by laws and regulations governing exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. Companies engaged in the exploration and development of mineral properties generally experience increased costs and delays in development and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that all permits which the Company may require for the facilities and conduct of exploration and development operations will be obtainable on reasonable terms or that such laws and regulation would not have an adverse effect on any exploration and development project which the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations. Amendments to current laws, regulation and permits governing operations and activities of mineral companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or exploration and development costs or require abandonment or delays in the development of new properties.

### Financing Risks and Dilution to Shareholders

The Company will have limited financial resources, no operations and no revenues. If the Company's exploration program on its properties is successful, additional funds will be required for the purposes of further exploration and development. There can be no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be available on favorable terms or at all. It is likely such additional capital will be raised through the issuance of additional equity, which will result in dilution to the Company's shareholders.

### Title to Properties

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. The Company cannot give an assurance that title to the mineral properties will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that the Company, as the case may be, does not have title to the properties could cause the Company to lose any rights to explore, develop and mine any minerals on that property, without compensation for its prior expenditures relating to such property.

#### Requirement for Permits and Licenses

The Company may need to acquire further permits or licenses necessary to carry on proposed exploration activities on the properties. A substantial number of permits and licenses may be required should the Company proceed beyond exploration; such licenses and permits may be difficult to obtain and may be subject to changes in regulations and in various operational circumstances. It is uncertain whether the Company will be able to obtain all such licenses and permits.

#### Competition

There is competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company will compete with other mining companies, many of which have greater financial, technical and other resources than the Company, for, among other things, the acquisition of minerals claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel.

#### Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon on the performance of the directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

#### No Mineral Reserves or Mineral Resources

The properties in which the Company holds an interest are considered to be early exploration stage properties; however, no mineral reserve or mineral resource estimates have been prepared in respect of the properties. Mineral reserves are, in the large part, estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Reserve estimates for properties that have not yet commenced production may require revision based on actual production experience. Market price fluctuations of metals, as well as increased production costs or reduced recovery rates, may render mineral reserves containing relatively lower grades of mineralization uneconomic and may ultimately result in a restatement of reserves. Moreover, short-term operating factors relating to the mineral reserves, such as the need for orderly development of the ore bodies and the processing of new or different mineral grades, may cause a mining operation to be unprofitable in any particular accounting period.

#### Environmental Risks

The Company's exploration and appraisal programs will, in general, be subject to approval by regulatory bodies. Additionally, all phases of the mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and federal, provincial and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs.

### Governmental Regulations and Processing Licenses and Permits

The activities of the Company are subject to Canadian and provincial approvals, various laws governing prospecting, development, land resumptions, production taxes, labour standards and occupational health, mine safety, toxic substances and other matters. Although the Company believes that its activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of exploration and mining, or more stringent implementation thereof, could have a material adverse impact on the business, operations and financial performance of the Company. Further, the mining licenses and permits issued in respect of its projects may be subject to conditions which, if not satisfied, may lead to the revocation of such licenses. In the event of revocation, the value of the Company's investments in such projects may decline.

### Local Resident Concerns

Apart from ordinary environmental issues, work on, or the development and mining of the properties, could be subject to resistance from local residents that could either prevent or delay exploration and development of the properties.

### Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The British Columbia Business Corporations Act ("BCBCA") provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director must disclose his interest in such contract or agreement and refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA.

### Uninsurable Risks

Exploration, development and production operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could have an adverse impact on the Company's results of operations and financial condition and could cause a decline in the value of the Company shares. The Company does not intend to maintain insurance against environmental risks.

### Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

## **FORWARD-LOOKING INFORMATION**

This MD&A contains forward-looking statements. Forward-looking statements are projections of events, revenues, income, future economic performance or management's plans and objectives for future operations. In some cases, you can identify forward-looking statements by the use of terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative

of these terms or other comparable terminology. Examples of forward-looking statements made in this MD&A include statements about the Company's business plans; the costs and timing of its developments; its future investments and allocation of capital resources; success of exploration activities; requirements for additional capital; government regulation of mining operations. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including: general economic and business conditions, fluctuations in worldwide prices and demand for minerals; our lack of operating history; the actual results of current exploration activities; conclusions or economic evaluations; changes in project parameters as plans continue to be refined; possible variations in grade and or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes or other risks of the mining industry; delays in obtaining government approvals or financing or incompleteness of development or construction activities, any of which may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

While these forward-looking statements and any assumptions upon which they are based are made in good faith and reflect our current judgment regarding the direction of the Company's business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law, including the securities laws of the Canada, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results.

#### **ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE**

Detailed listings of general and administrative expenses and exploration expenditures are provided in the financial statements of the Company for the three months ended March 31, 2013.

#### **OFFICERS AND DIRECTORS**

Certain directors of the Company are also directors, officers and/or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploring natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required to act in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his/her interest and abstain from voting in the matter(s). In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.

On May 16, 2012, the Company appointed William Rascan as President and a director and Steven Feldman as a director. Mitchell Adam resigned as President and a director and Navjit Dhaliwal resigned as a director.

On June 16, 2012, the Company appointed Joseph Meagher as Chief Financial Officer and a director and Keith Anderson as a director. Casey Forward resigned as Chief Financial Officer and a director, and Patrick Morris resigned as a director.

Current directors and officers of the Company are as follows:

William Rascan, President and Director  
Joseph Meagher, CFO and Director  
Keith Anderson, Director  
Steven Feldman, Director  
Thomas Clarke, Director



## **OUTLOOK**

The Company's primary focus for the foreseeable future will be on reviewing its financial position, continuing exploration and development activities on its exploration and evaluation assets.

## **OTHER REQUIREMENTS**

Additional disclosure of the Company's material documents, information circular, material change reports, new release, and other information can be obtained on SEDAR at [www.sedar.com](http://www.sedar.com).