CCT CAPITAL LTD.
MANAGEMENT DISCUSSION AND ANALYSIS
For the Three and Nine Months Ended January 31, 2012

This Management Discussion and Analysis ("MD&A") of CCT Capital Ltd. (the "Company") provides analysis of the Company's financial results for the three and nine month period ended January 31, 2012. The following information should be read in conjunction with the accompanying unaudited financial statements and notes thereto for the three and nine month period ended January 31, 2012 and the audited financial statements and notes thereto for the year ended April 30, 2011, which are available on SEDAR at www.sedar.com. This MD&A is current as at March 30, 2012.

The January 31, 2012 financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including IAS 34 "Interim Financial Reporting" and IFRS 1 "First-Time Adoption of IFRS". For comparative purposes, all financial statement amounts related to the three and nine month period ended January 31, 2011 and year ended April 30, 2010 have been restated in accordance with IFRS. All other periods remain unchanged from the numbers originally reported under Canadian generally accepted accounting principles ("Canadian GAAP"). Refer to Note 3 of the unaudited interim financial statements for disclosure of the Company's significant accounting policies. All amounts are expressed in Canadian dollars, unless otherwise stated.

Certain statements made may constitute forward-looking statements. Such statements involve a number of known and unknown risks, uncertainties and other factors. Actual results, performance and achievements may be materially different from those expressed or implied by these forward-looking statements.

NATURE OF BUSINESS

The Company was incorporated on April 13, 2006 pursuant to the *Business Corporations Act* of British Columbia and its principal business activity is the acquisition and exploration of mineral properties.

On September 1, 2010, the Company announced that it had entered into a non-binding letter of intent ("LOI") to acquire a 100% interest in a number of gold/silver contiguous unpatented lode mining claims and four patented mining claims in the State of California (the "Proposed Acquisition"). Under the terms of the LOI, the Company was to pay consideration of US$4,000,000 in cash and issue common shares from treasury equivalent to US$8,000,000, calculated using the issue price of a private placement financing to be completed on or before the closing of the acquisition. The acquisition, had it been completed, would have constituted a reverse take-over under the policies of the TSX Venture Exchange (the "Exchange"). On February 23, 2012, the Company announced that the LOI has been terminated.

At January 31, 2012, the Company had no active property interests. The Company is currently seeking other investment opportunities.

RESULTS OF OPERATIONS

Selected Annual Information

	For the year ended April 30, 2011	For the year ended April 30, 2010	For the year ended April 30, 2009
Total revenues	$ Nil	$ Nil	$ Nil
Net loss	195,899	228,455	741,015
Basic and diluted net loss per share	0.02	0.02	0.06
Total assets	129,791	317,468	395,500
Total liabilities	20,411	12,189	17,031

No cash dividends have been declared or paid since the date of incorporation and the Company has no present intention of paying dividends on its common shares. The Company anticipates that all available funds will be invested to finance the growth of its business.

During the financial year ended April 30, 2009, the Company wrote-off mineral property and deferred exploration costs of $655,938. There were no similar write-offs of mineral property related costs in 2011 or 2010.

The Company's recorded loss for the financial year ended April 30, 2011 is comprised mainly of project investigation costs of $94,449 and general and administrative expenses. The loss for the financial year ended April 30, 2010 is comprised mainly of a financing fee of $155,265 pertaining to the repricing of warrants. The loss for the financial year ended April 30, 2009 is comprised mainly of a $655,938 write off of mineral property interests.

The Company reported no discontinued operations and no changes in its accounting policy.

Summary of Quarterly Results

Selected financial information for the eight most recently completed quarters is as follows:

	Q3 2012	Q2 2012	Q1 2012	Q4 2011	Q3 2011	Q2 2011	Q1 2011	Q4 2010*	Q3 2010*
Total revenues	$ Nil	$ Nil	$ Nil	$ Nil	$ Nil	$ Nil	$ Nil	$ Nil	$ Nil
Net and comprehensive loss	36,387	18,789	18,789	23,707	47,572	107,232	17,388	175,972	18,178
Basic and diluted loss per share	0.003	0.002	0.002	0.002	0.004	0.009	0.001	0.015	0.002
Total assets	81,728	117,979	117,979	129,791	154,856	270,958	308,300	317,468	334,730
Total liabilities	48,969	27,388	27,388	20,411	21,769	90,299	20,409	12,189	8,744

***Amounts shown as calculated under Canadian GAAP**

Three Months ended January 31, 2012

The Company reported a net and comprehensive loss of $36,387 for the three months ended January 31, 2012, as compared to a net and comprehensive loss of $47,572 for the same period during fiscal 2011. General and administrative expenses for the period totaled $36,389 (2011 - $48,009).

Office and miscellaneous expenses of $107 (2011 - $1,072) which included: bank charges of $51 (2011 - $536); telecommunications costs of $Nil (2010 - $450); and office expenses of $56 (2011 - $87).

Professional fees incurred during the quarter were comprised of audit fees and accruals of $975 (2011 - $4,975). Legal fees of $21,592 (2011 - $Nil) in respect of general corporate matters were incurred.

In the prior year, property investigation costs of $23,877 were incurred by the Company. There were no such costs incurred during the same period of the current year.

Transfer agent costs of $515 (2011 - $516) were lower than those of the prior year as a result of less activity during the period. Listing and filing fees totaled $Nil (2011 - $2,000).

Consulting fees of $13,200 (2011 - $11,500) were paid or accrued during the period to directors and a company controlled by a director.

During the period, the Company recorded interest income of $2 (2011 - $437) related to cash and short-term investments in guaranteed investment certificates held during the period.

Nine Months ended January 31, 2012

The Company reported a net and comprehensive loss of $76,620 for the nine months ended January 31, 2012, as compared to a net and comprehensive loss of $172,192 for the same period during fiscal 2011. General and administrative expenses for the period totaled $77,130 (2011 - $173,836).

Office and miscellaneous expenses of $240 (2011 - $2,321) which included: bank charges of $160 (2011 - $749); telecommunications costs of $Nil (2011 - $1,250); and office expenses of $80 (2011 - $322).

Professional fees incurred during the period were comprised of audit fees and accruals of $16,295 (2011 - $15,463). Legal fees of $21,592 (2011 - $17,741) in respect of general corporate matters were incurred.

Transfer agent costs of $1,553 (2011 - $2,456) were reduced from the prior year level due to less activity. Listing and filing fees totaled $3,224 (2011 - $4,645).

Consulting fees of $34,200 (2011 - $32,825) were paid or accrued during the period to directors and a company controlled by a director.

During the period, the Company recorded interest income of $483 (2011 - $1,644) related to cash and short-term investments in guaranteed investment certificates held during the period.

TRENDS

The Company's activities at present remain limited in scope. The Company, which had actively been seeking a mineral property of merit for option or joint venture, had substantially completed its due diligence review of the Proposed Transaction. However, with the termination of the LOI in late February 2012, the Company is once again seeking an investment opportunity in the resource sector.

Other than as herein disclosed, the Company is not aware of any trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect upon the Company's revenues, income from continuing operations, profitability, liquidity or capital resources, of that would cause reported financial information not necessarily to be indicative of future operating results or financial condition.

Market Trends

Gold prices have been on an uptrend for more than three years. In 2011, the price of gold has continued to be strong and is expected to remain at or above current levels through the year. Presently, the gold price is hovering near US$1,650/oz and may see a rise driven by investors seeking an alternative to increasingly volatile currencies, the uncertain U.S. economic outlook and Europe's debt crisis.

The price of silver has made significant gains and currently is approximately $32/oz. Many expect that the silver price will remain near this level or possibly gain momentum and increase during the year.

(Sources include: www.kitco.com; agmetalminer.com; www.mineweb.net; www.lme.co.uk)

RISKS FACTORS

The Company's principal activity of mineral exploration is considered to be very high risk. Companies involved in this industry are subject to many and varied types of risks, including but not limited to: environmental, commodity prices; political; and economic. Some of the more significant risks are:

- Substantial expenditures are required to explore for mineral reserves and the changes of identifying economical reserves are extremely low;
- Mineral resource amounts are estimates only and may be unreliable. The Company cannot be certain that any specified level of recovery of minerals from mineralized material will, in fact, be realized or that any of its mineral property interests or any other mineral deposit will ever qualify as a commercially mineable ore body that can be economically exploited. Material changes in the quantity of mineralization, grade or stripping ratio or mineral prices may affect the economic viability of the properties.
- The junior resource market where the Company raises funds is extremely volatile, companies are subject to high level of competition for the same pool of investment dollars, and there is no guarantee that the Company will be able to raise adequate funds in a timely manner to conduct its business;
- The Company is subject to laws and regulations related to environmental matters, including provisions for reclamation, discharge of hazardous material and other matters. The Company conducts its exploration activities in compliance with applicable environmental legislation and is not aware of any existing environmental problems related to its mineral property interests that may be the cause of material liability to the Company.

An investment in the Company's common shares is highly speculative and subject to a number of risks and uncertainties. Only those persons who can bear the risk of the entire loss of their investment should participate. An investor should carefully consider the risks described above and the other information filed with the Canadian securities regulators before investing in the Company's common shares. The risks described are not the only ones faced. Additional risks that the Company currently believes are immaterial may become important factors that affect the Company's business. If any of these risks occur, or if others occur, the Company's business, operating results and financial condition could be seriously harmed and investors may lose all of their investment.

LIQUIDITY

To date, the Company's sole source of funding has been the issuance of equity securities for cash. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity financing, or that such access will be timely and in the amounts necessary to fund the Company's activities. There are many conditions beyond the Company's control which have a direct bearing on the level of investor interest in the purchase of Company securities.

The Company has sufficient working capital to continue operations at current levels; however, the proposed acquisition of mineral property interests and obligations entered into thereunder will significantly reduce this timeframe. Additional capital will be required to meet future operational plans. Fundraising, to be completed concurrent to closing of the Proposed Acquisition currently under review by the Company, will be mandatory.

The Company does not derive any revenues from operations and does not expect to generate any revenues from operations in the foreseeable future. The Company has no material income from operations.

Debt financing has not been used to fund the Company's property acquisitions and exploration activities. The Company has no current plans to use debt financing for such transactions and activities. The Company does not have "standby" credit facilities, or off-balance sheet arrangements and it does not use hedges or other financial derivatives.

As at January 31, 2012, the Company had working capital of $32,760, as compared to $109,380 at April 30, 2011.

During fiscal 2012, the Company experienced negative cash flows of $46,981 (2011 - $169,054) from operating activities. There were no financing activities during the period. During fiscal 2012, investing activities included partial redemption of Guaranteed Investment Certificates of $55,000 (2011 – $170,000).

CAPITAL RESOURCES

The Company has no long-term debt and 12,030,000 common shares issued and outstanding at January 31, 2012. A total of $77,610 was held in cash and short-term investments at January 31, 2012.

The Company does not currently have any commitments. The Company has sufficient capital resources to conduct its operations and meet short-term plans. However, the Company is reviewing a possible acquisition and transaction that would require additional financing to be sought.

In light of the continued uncertainty regarding the global economy, the Company is making an effort to preserve cash used in operations, while still striving to develop the overall business of the Company and enhance shareholder value. The ability to raise additional finance may be impaired, or such financing may not be available on favourable terms, due to conditions beyond the control of the Company – such as uncertainty in the capital markets or depressed commodity prices.

The Company has no lines of credit or other sources of financing which have been arranged but as yet unused.

The Company's continuance as a going concern is dependent upon its ability to obtain adequate financing and to realize future profitable levels of operation or proceeds from the disposition of its mineral interests. As at January 31, 2012, the Company has no source of operating cash flows and has not yet achieved profitable operations, has accumulated losses since its inception and expects to incur further losses in the development of its business, and has no assurances that sufficient funding, including adequate financing, will be available to conduct further exploration and development of its mineral properties, all of which casts significant doubt as to the validity of this assumption.

The Company plans to raise additional financing through the issuance of share capital, however, there can be no assurance that it will be successful in its efforts to do so and that the terms will be favourable to the Company. Accordingly, these financial statements do not reflect the adjustments to the carrying values of assets and liabilities, or the impact on the statement of operations and balance sheet classifications that would be necessary were the going concern assumption not appropriate. Such adjustments could be material.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements that are likely to have or are reasonably likely to have a material current or future effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that have not been disclosed in the Company's financial statements.

Additional information relating to the Company is available on SEDAR at www.sedar.com.

Related Party Transactions

During the period ended January 31, 2012, the Company paid or accrued $27,000 (2011 - $27,000) to Time Out Holdings Inc. (Mr. Laurie Sadler). An amount of $7,200 (2011 - $5,825) was paid or accrued for accounting and administration services provided by Ms. Kim Evans, Director and CFO.

At January 31, 2012, amounts due to related parties totaled $3,500 (April 30, 2011 - $4,000) for consulting services provided. Amounts due to related parties are non-interest bearing, unsecured and have no fixed terms of repayment. The fair value of amounts due to related parties is not determinable as they have no specified repayment terms.

Critical Accounting Estimates and Accounting Policies

Mineral property and deferred exploration costs

The Company records its interests in mineral properties and areas of geological interest at cost less recoveries. All direct and indirect costs relating to the acquisition of these interests are capitalized on the basis of specific claim blocks or areas of geological interest until the properties to which they relate are placed into production, sold, abandoned or management has determined there to be an impairment. These costs will be amortized over the proven reserves available on the related property following commencement of production. The amounts shown for mineral properties represent costs incurred to date and are not intended to reflect present or future values.

Mineral properties which are sold before that property reaches the production stage will have all revenues from the sale of the property credited against the cost of the property. Properties which have reached the production stage will have a gain or loss calculated based on the portion of that property sold.

The Company defers all exploration expenses relating to mineral properties and areas of geological interest until the properties to which they relate are placed into production, sold, abandoned or management has determined there to be an impairment. These costs will be amortized over the reserves available on the related property following commencement of production.

Stock-based compensation

The Company follows the accounting standards issued by the Canadian Institute of Chartered Accountants ("CICA") Handbook Section 3870, "Stock-based compensation and other stock-based payments", which requires the fair-value based method for measuring compensation costs. The Company determines the fair value of the stock-based compensation using the Black-Scholes option pricing model. The expense is charged to operations and the offset is credited to contributed surplus. If and when the stock options are ultimately exercised, the applicable amounts of contributed surplus are transferred to share capital.

Recent Accounting Pronouncements

International Financial Reporting Standards ("IFRS")

Effective January 1, 2011, Canadian publicly listed entities were required to prepare their financial statements in accordance with IFRS. Due to the requirement to present comparative financial information, the effective transition date is May 1, 2010. The three months ended July 31, 2011 is the Company's first reporting period under IFRS. Full disclosure of the Company's accounting policies in accordance with IFRS can be found in Notes 2, 3 and 4 to the Company's July 31, 2011 unaudited interim consolidated financial statements. These financial statements also include reconciliations of the previously disclosed comparative periods financial statements prepared in accordance with Canadian generally accepted accounting principles to IFRS as set out in Note 4.

IFRS 1 allows first time adopters to IFRS to take advantage of a number of voluntary exemptions from the general principle of retrospective reinstatement. The Company has taken the following exemption:

1. *IFRS 2 Share based payments*
   The Company has elected not to apply IFRS 2 to share based payments granted and fully vested before the Company's date of transition to IFRS.

Changes due to the adoption of IFRS include:

1. *Share-based payments*
   Under IFRS, the Company accrues the cost of incentive stock options over the vesting period using the graded method of amortization rather than the straight-line method, which was the Company's policy under Canadian GAAP. There were no adjustments recorded as a result of the transition to IFRS.

2. *Currency translation reserve*
   In accordance with IFRS transitional provisions, the Company has elected to reset the cumulative translation adjustment account, which includes gains and losses arising from the translation of foreign operations, to zero at the date of transition to IFRS. Along with the change in the way the Company translates the results of its foreign operations, the adjustment to deficit and contributed surplus was zero.

The Company has not yet assessed the impact of the following standards or determined whether it will adopt these standards early:

1. *Amendments to IFRS 7 "Financial Instruments: Disclosures"*
   This amendment increases the disclosure required regarding the transfer of financial assets, especially if there is a disproportionate amount of transfer transactions that take place around the end of a reporting period. This amendment is effective for annual periods beginning on or after July 1, 2011.

2. *New standard IFRS 9 "Financial Instruments"*
   IFRS 9 as issued reflects the first phase of the IASB's work on the replacement of IAS 39, "Financial Instruments: Recognition and Measurement", and applies to the classification and measurement of financial assets as defined in IAS 39. The standard is effective for annual periods beginning on or after January 1, 2013. In subsequent phases, the IASB will address classification and measurement of financial liabilities, hedge accounting and derecognition. The completion of the project is expected in 2011.

3. *New standard IFRS 10 "Consolidated Financial Statements"*
   IFRS 10 builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements. The standard provides additional guidance to assist in determining control where this is difficult to assess. This new standard might impact the entities that a group consolidates in its subsidiaries. The standard is effective for annual periods beginning on or after January 1, 2013 with early adoption permitted.

4. *New standard IFRS 11 "Joint Arrangements"*
   IFRS 11 requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. IFRS 11 supersedes IAS 31, Interests in Joint Ventures, and SIC-13, Jointly Controlled Entities— Non-monetary Contributions by Venturers. The standard is effective for annual periods beginning on or after January 1, 2013 with early adoption permitted.

5. *New standard IFRS 12 "Disclosure of Interests in Other Entities"*
   IFRS 12 is a new standard on disclosure requirements for all forms of interests in other entities, including joint arrangements, associates, special purpose vehicles and other off balance sheet vehicles. This standard is effective for annual periods beginning on or after January 1, 2013 with early adoption permitted.

6. *New standard IFRS 13 Fair Value Measurement*
   IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes disclosures about fair value measurement. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures. This standard is effective for annual periods beginning on or after January 1, 2013 with early adoption permitted.

OUTSTANDING SHARE DATA AS AT MARCH 30, 2012:

(a) Authorized and issued share capital:

Class	Par Value	Authorized	Issued Number
Common	No par value	Unlimited	12,030,000

(b) Summary of options outstanding:

Security	Number Granted	Number Exercisable	Exercise Price	Expiry Date
Options	276,500	276,500	$ 0.10	August 24, 2011
Options	330,000	330,000	$ 0.28	September 17, 2012
	606,500	606,500		

(c) Summary of warrants outstanding:

Security	Number	Exercise Price	Expiry Date
Private Placement Warrants	4,530,000	$ 0.10	August 10, 2012
Private Placement Warrants	770,000	$ 0.33	August 10, 2012
	5,300,000		

(d) There are Nil shares currently subject to an escrow agreement.

OTHER INFORMATION

Other information relating to the Company may be found on SEDAR at www.sedar.com.

Internal Controls and Disclosure Controls over Financial Reporting

On November 23, 2007, the British Columbia Securities Commission exempted Venture Issuers, such as the Company, from certifying disclosure controls and procedures, as well as internal controls over financial reporting as of December 31, 2007 and thereafter. The Company is now required to file basic certificates, which is has done during fiscal 2009. The Company makes no assessment relating to establishment and maintenance of disclosure controls and procedures as defined under National Instrument 52-109 as at January 31, 2012.