

Management Discussion and Analysis ("MD&A") is intended to help the reader understand the financial statements of Nass Valley Gateway Ltd. ("NVG" or the "Company"). The information herein should be read in conjunction with the audited consolidated financial statements for the years ended December 31, 2011 and 2010. The information herein should be read in conjunction with the audited consolidated financial statements for the years ended December 31, 2011 and 2010. The consolidated financial statements for the year ended December 31, 2011 have been prepared in accordance with International Financial Reporting Standards ("IFRS"), including comparative figures. The audited financial statements for the year ended December 31, 2010 have been prepared in accordance with Canadian generally accepted accounting principles (GAAP). Note 13 to the consolidated financial statements for the year ended December 31, 2011, presents the IFRS adjustments made to equity following the transition to IFRS. The following discussion may contain management estimates of anticipated future trends, activities or results. These are not a guarantee of future performance, since actual results could change based on factors and variables beyond management control. All monetary amounts are in Canadian dollars unless otherwise stated.

The reader is encouraged to review the Company's statutory filings on [www.sedar.com](http://www.sedar.com) ("Sedar") and to review general information.

On March 13, 2012, the Company consolidated the shares of the Company on the basis of 1 new share for 3 old shares held. The resulting outstanding shares amounted to 12,383,750. All references to common shares and per share amounts in this document are on the basis of the resulting new common shares and corresponding securities.

### ***Current market conditions***

The recent and current global financial conditions are having a negative impact on the economic environment in which the Company operates. Access to public financing has significantly diminished for junior exploration companies as a direct result. If the current conditions continue, the Company's ability to operate will be adversely impacted and the trading price of the Company's shares could continue to be under a downward pressure.

### ***Highlights and subsequent events***

The following are highlights of events occurring during the year ended December 31, 2011 and subsequent thereto:

#### **Financing**

The Company repaid all outstanding loans with Merfin Management Ltd.

The Company closed a private placement of 12,000,000 shares at a price of \$0.05 per unit for total proceeds of \$600,000. Each unit consists of one common share and one share purchase warrant, exercisable at a price of \$0.10 within two years of the issue. Finders' fees amounting to \$7,200 in cash and 32,000 broker warrants were paid with respect to this private placement.

#### **Operations**

The Company has entered into a joint venture agreement with Vixon Technology Ltd. (Vixon) for the assembly and commercialization of industrial drying systems based on the applications of microwave technology (the M-Wave system). This joint venture will be carried out through the company's subsidiary, M-Wave EnviroTech Inc. (MWE), in which the Company and Vixon will hold 55% and 35% respectively. The remaining 10 per cent will be held by two directors of MWE.

### **Description of business and overall performance**

Nass Valley Gateway Ltd. ("NVG") was incorporated on October 25, 2005 under the British Columbia Business Corporation Act. The Company became a reporting issuer on February 26, 2007 and the common shares of the Company were listed on the CNSX Stock Exchange on March 9, 2007 under the trading symbol 'NVGL', which was changed in September 2008 to "NVG" as a consequence of the new trading symbol system adopted by the CNSX. As of October 5, 2007, the Company's common shares are co-listed on the "Open Market" of the Frankfurt (Germany) Stock Exchange and are trading under the symbol "3NV". The Company's common shares are also traded on the Third Market Segment called Freiverkehr on the Berlin-Bremen Stock Exchange.

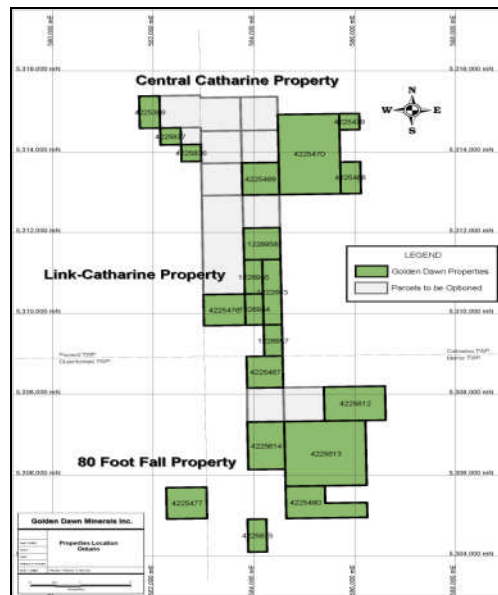
The Company is an exploration company engaged in Vancouver, British Columbia in the exploration for industrial and metallic minerals in British Columbia and precious metals in Ontario. The Company is also exploring the conversion of organic waste into fuel oil and by-products such as carbon black, activated carbon and fertilizers and other Renewable energy technologies.

### **KIRKLAND LAKE PROJECT, Ontario**

*Mineral: Gold*

In February 2010, the Company entered into an Acquisition Agreement with Golden Dawn Minerals Inc. (GOM), which gives the Company an option to acquire an 80% Joint Venture interest in three gold prospects within the Larder Lake Mining Division of the Province of Ontario, Canada. A 2% net smelter royalty return (the "NSR") exists individually on all three properties in favor of the original optionors.

The project consists of three blocks of claims totaling 1,896 hectares namely **the Link-Catherine, the Central-Catherine, and the 80 Foot Fall** properties within the Boston-Skead gold belt. All three properties lie close together on a north trending linear and are underlain by Precambrian volcanics in contact with granitic intrusives. Extensive historical work has revealed complex gold-bearing quartz vein systems similar to the richly productive Kirkland Lake District and the Kerr-Addison Mine located to the northeast of this area.



Gold mineralization in this belt occurs with quartz, quartz-sulphide veins and veinlets in Archean volcanic rocks that have been intruded by a granitic batholith. This crescent-shaped Boston-Skead Gold Belt is located 25 km south of the Kirkland Lake Gold Belt. The region is best known for the Kirkland Lake Gold Camp and for its past gold production from a number of underground mines along a six-kilometre main ore zone. The first mine commenced operations in 1913; six of the seven mines operated until 1968. The area has produced 24 million ounces of gold.

Extensive drilling in multiple campaigns by several companies between 1993 and 2009 has yielded encouraging gold mineralization in several zones. Work to date also indicates the possibility of tellurium associated with the gold veins, nickel associated with ultramafic rock units, pegmatite-hosted lithium, molybdenum and rare metals, and volcanogenic massive sulphides within the volcanic units.

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***Link-Catharine Property***

The majority of recent work has been concentrated on the Link-Catherine block between 1999 and 2009 which was explored by 29 holes of which 15 holes were focused in a zone of 375 meters by 300 meters where a number of auriferous and barren quartz and quartz-carbonate vein systems from 1.0 to 20.0 meters in thickness have been intersected. These vein systems carry individual veins of up to 0.3-1.5 meters thick which are flanked by a stock work of 2.0 to 10.0 cm thick veins and veinlet's. Within this area, 16 prospective composite intercepts ranging from 0.89-7.77 g Au/t over 1.5-31.3 meters occur in 12 of the holes. Also 17 other 0.5-2.0 meter individual intervals assaying greater than 1.0 g/t Au were observed in 15 holes. These results provide a strong incentive for additional work to further evaluate the complex gold-bearing system.

In June of 2008 a diamond drilling program was conducted in the area of the past drilling program, and intersected a number of 1.0 cm to 1.5 m-wide quartz veins and brecciated quartz zones in iron carbonate and chlorite altered basalt. Significant assay intervals were as follows:

A ground magnetometer and VLF-EM survey was completed in 2008 to determine if geological signatures related to potential mineralization could be defined. Interpretation of the ground magnetometer survey indicates a prominent 200 m to 300 m wide magnetic anomaly that extends northerly along the 3.9 km length of the Link-Catharine claim block. There is another 600 m north-south oriented magnetic high along the eastern margin of the claim block; this anomaly probably indicates the signature of underlying ultramafic rock. A distinct northwesterly trending magnetic anomaly is defined.

Drilling that was completed in February 2009 focused on areas where northerly trending geophysical anomalies were interpreted to intersect east-west structures (faults) delineated from ground magnetic surveys. The two drilling programs conducted (2,487m) in 2008/2009 have shown that gold mineralization is associated with significant alteration zones over several hundred metres in width.

The Company completed a National Instrument 43-101 report on the Link Catherine, based on these drilling results. A summary of the better assay results are provided below:

HOLE	FROM	TO	INTERVAL	AU G/T	GEOLOGICAL DESCRIPTION
CAT 99-04	32.4 m	63.7 m	31.3 m	2.74 g/t Au	
"	31.3 m*	39.9 m*	7.8 m*	5.16 g/t Au*	*Sub-interval within 32.4-63.7 m
"	43.3 m*	57.2 m*	13.9 m*	1.63 g/t Au	*Sub-interval within 32.4-63.7 m
"	59.2 m*	63.7 m*	4.5 m*	3.20 g/t Au	*Sub-interval within 32.4-63.7 m
CAT 03-10	58.0 m	59.7 m	1.7 m	7.77 g/t Au	
"	58.0 m*	59.1 m*	1.1 m*	9.85 g/t Au*	*Sub-interval within 58.0-59.7 m
"	59.1 m*	59.8 m*	0.7 m*	5.69 g/t Au*	*Sub-interval within 58.0-59.7 m
C-05-2	54.0 m	59.0 m	1.5 m	5.59 g/t Au	
CAT 08-02	36.5 m	33.5 m	3.0 m	3.55 g/t Au	
CAT 08-04	14.5 m	24.5 m	10.0 m	1.01 g/t Au	
"	18.4 m*	22.0 m*	3.6 m*	1.36 g/t Au*	*Sub-interval within 14.5-24.5 m
CAT 08-04	31.8 m	40.5 m	8.7 m*	0.89 g/t Au	
"	37.1 m*	40.5 m*	3.4 m*	2.65 g/t Au*	*Sub-interval within 31.8-40.5 m
CAT 09-01	162.5 m	170.0 m	7.5 m	1.497 g/t Au	
CAT 09-02	85.4 m	91.5 m	6.1 m	1.160 g/t Au	
"	90.0 m*	91.0 m*	1.0 m*	4.30 g/t Au*	*Sub-interval within 85.4-91.5 m
CAT 09-02	117.0 m	119.0 m	2.0 m	8.96 g/t Au	
"	117.0 m*	118.0 m*	1.0 m*	17.45 g/t Au*	*Sub-interval within 117.0-119.0 m
CAT 09-03	177.0 m	181.0 m	4.0 m	2.15 g/t Au	
"	178.0 m*	179.0 m*	1.0 m*	3.77 g/t Au*	*Sub-interval within 177.0-181.0 m

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HOLE	FROM	TO	INTERVAL	AU G/T	GEOLOGICAL DESCRIPTION
CAT 09-08	100.0 m	101.9 m	1.9 m	2.962 g/t Au	
"	100.0 m*	101.0 m*	1.0 m*	5.010 g/t Au	*Sub-interval within 100.0-101.9 m
CAT 09-09	98.7 m	102.4 m	3.7 m	2.050 g/t Au	
"	100.0 m*	101.0 m*	1.0 m*	3.160 g/t Au*	*Sub-interval within 98.7-102.4 m
CAT 09-11	127.9 m	130.2 m	2.3 m	1.065 g/t Au	
CAT 09-12	109.5 m	112.8 m	3.3 m	1.092 g/t Au	

*Selected composite assay intervals & sub-intervals from 1999-2009 drilling programs. Link-Catherine claims, Boston- Skead gold belt, Larder Lake Mining Division, Ontario.*

The report concludes inter alia that

1. The stratigraphy succession intersected by the holes consists of volcanic flows and tuffs of mafic to intermediate volcanics which interspersed with ultramafic (komatite) units, gabbro sills and infrequent sill/dykes;
2. Over 20 individual auriferous and barren quartz and quartz-carbonate vein systems 1.0 to 20.0 m thick have been identified, four of which have been interpreted as major;
3. The above veins and vein systems are interpreted to be related to roughly northerly-trending structures and/or stratigraphic contacts which they parallel. The arcuate north-south trending Pacaud Fault may be the "parent" structure or "Break" in the area. However, northeasterly-trending cross-structures have been mapped on the nearby 80-foot Falls Claims and may also exist on the Link-Catherine Claims. Intersections could form important loci for mineralization.
4. The traces of the four holes of the 2008 drilling program are interpreted to lie parallel or slightly oblique to essentially north-south striking auriferous quartz-carbonate veins. It is hypothesized that a series of the veins may occupy the crest or trough of a fold where tensional features were in-filled by both auriferous and barren quartz and carbonate.
5. Gold mineralization is hosted by carbonatized and/or silicified mafic and ultramafic volcanics. Fuchsite-Chlorite-Talc schists are subordinate hosts. The style and type of the structurally-controlled quartz vein-hosted gold mineralization intersected on the property bears resemblances to that exploited since the first quarter of the 20<sup>th</sup> century at World-Class Kirkland Lake District and Kerr-Addison Mine situated 60 km east of the latter. The Macassa Mine in the former largely hosted by various phases of syenite. Notably, this lithology has been which has been observed near the terminus of some Link-Catherine holes and could be significant. The Kerr-Addison orebodies in particular are associated with extensive carbonatization as well as discrete zones attended by fuchsite mineralization. Both of the preceding alteration types are common to abundant in the Link-Catherine holes.
6. Twelve holes contain an aggregate of 16 significant pyritic intervals that have not been sampled. Prospective composite intercepts vary from 0.89 to 7.77 g/t over 1.5 to 31.3 m (Figure 1.1). Systematic additional assaying in some holes should address this situation.
7. Over seventeen (17) 0.5-2.0 m individual intervals assaying >1.0 g/t Au other than those previously cited occur in 15 holes from the 1999-2009 programs.

The author of the report recommends that since considerable potential remains to be evaluated within the area of most recent drilling, drill cores from the last phase of drilling, numerous zones of pyritic materials on the Link-Catherine need to be assayed in order to check for disseminated gold content possibly extending some distance from the veins and veinlet's that returned encouraging gold values.

Review of all geophysical data and a program of three dimensional computer-assisted modeling of all drill data assembled to date are also recommended to elucidate targets for continued exploration of the gold zones encountered to date on the Link-Catherine property. These gold zones lie within altered volcanics, transected by numerous northeast and northwest trending linears on the eastern flank of the intrusive mass on the west side of the Link-Catherine property.

The report concludes that this mineralized belt warrants additional work.

### ***Central Catharine Property***

The Central Catharine property is located 750m northeast of the Link-Catharine property in Catharine Township. The property consists of eight claims covering prospective geology for gold mineralization along a southeast-trending belt. Geological mapping, prospecting and geophysical surveys have been conducted in the past, but no drilling is reported in assessment work files. Three historic vein systems occur in an area 1.6 km to 3.0 km north and northwest of the Central Catharine property. These are:

- 1) Gold Hill vein which was developed down to 365m depth and 275m along strike; a 100 tonne per day mill operated for a short period during 1927-1928;
- 2) Kennedy-Boston vein with occasional finely disseminated gold although narrow it was explored underground to a depth of 45 m and along strike for 365m; there is no record of production; and
- 3) Hilltop Showing consisted of a series of narrow lenticular quartz veins with very fine visible gold grains; it was explored underground to a depth of 207m and along strike for one kilometre.

A geological mapping, sampling and prospecting program is being planned on the Central Catharine property to compile a geological map and to determine if specific targets can be identified for follow-up programs.

### ***80-Foot Fall Property***

The 80-Foot-Fall Property is located in the Marter and Chamberlain Townships 800 metres south of the Link-Catharine property. It consists of seven claims covering an area of surface trenches, an old timbered shaft, and three drill hole sites. Two of the three old drill holes were designed to re-establish the location and possible extensions of old showings. A quartz vein zone and massive pyrite bands were intersected in the old holes, but gold values are reported as being low.

A ground magnetometer and VLF-EM survey was completed in 2008 to determine if geological signatures related to potential mineralization could be defined. Interpretation of the ground magnetometer survey identified north-south conductors and east-west trending magnetic anomalies similar to those delineated on the Link-Catharine property where gold mineralization was defined. A continuing program of reconnaissance geological mapping, sampling and prospecting is in progress on the 80 Foot Fall property with the main objective to identify specific targets for follow-up programs.

***The reader is cautioned that historical drilling results have not been verified. There are no known mineral resources on the property, and there can be no assurance that any mineral resources will be discovered on the properties, and if discovered there is no assurance that any mineralization may be economically extracted. The technical information published has been reviewed by consultant Dr. Stewart A Jackson, P. Geol., Qualified Person.***

### **MICO-WAVE TECHNOLOGY**

The project's objective is the assembly and commercialization of industrial drying systems based on the applications of microwave technology (the M-Wave system). The Company will be the operator in this project. Vixon has developed a proven, continuous-flow, proprietary-technology integrated system that provides practicable solutions to moisture content monitoring, control of the dehumidification requirements, and significant cost savings compared with the conventional and the newer atmospheric wood-drying

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technologies. The M-Wave system will be a proprietary turnkey system providing low-cost, environmentally friendly guarantees for improved quality control and assurance in order to achieve high standards of quality-specified product excellence.

Vixon has agreed to install in British Columbia a pilot plant within the next three months demonstrating the M-Wave system to MWE's potential customers. Until MWE's manufacturing and assembly in Canada is operational, and as future backup for integral parts for the M-Wave system, the MWE joint venture will have a secured supply from the original equipment manufacturer (OEM) of industrial microwave drying equipment.

The company believes that the M-Wave system will be the first environmentally friendly, lower-cost, sustainable turnkey solution for its targeted industry segment worldwide, and will revolutionize the wood-drying industry. The company is excited and looking forward to this joint venture.

**Results of operations**

**Three months ended March 31, 2012 compared to three months ended March 31, 2011**

Net loss and comprehensive loss for the three months ended March 31, 2012 amounted to \$57,539 (loss per share - \$0.00) compared to \$95,145 (loss per share - \$0.00) in the corresponding period in the previous year. As the Company is still in the exploration stage, no revenue was generated. The decrease in loss of \$37,606 was mainly due to:

- (i) a decrease of \$13,000 to \$Nil in accounting expenses from \$13,000 in 2011, due to timing in the recognition of audit fees;
- (ii) a decrease in expenses related to loans of \$16,594 from \$22,125 in 2011 to \$5,531 mainly due to the issue of 125,000 bonus shares in accordance with the loan agreement, valued at \$18,750 in 2011 and higher interest in 2012 following higher amount of loan outstanding;
- (iii) a decrease of \$17,823 in traveling expenses from \$28,096 in 2010 to \$10,273 due to higher traveling expenses incurred in 2010 with respect to the Energy Conversion System;
- (iv) a decrease in receivables written off of \$14,007 from \$14,007 in 2011 to \$Nil, following management's assessment that the receivables were not likely to be recovered; and

**Selected annual information**

	Years Ended December 31		
	IFRS	IFRS	GAAP
	2011	2010	2009
	\$	\$	\$
Total revenues	-	-	-
General and administrative	240,243	267,199	175,769
Loss for the year	(944,336)	(267,199)	(510,269)
Loss per share – basic	(0.08)	(0.02)	(0.05)
Loss per share – diluted	(0.08)	(0.02)	(0.05)
Total assets	216,834	862,522	891,580
Total long –term liabilities	299,087	61,563	97,234
Shareholder's equity (deficiency)	(140,977)	742,258	714,893
Cash dividends declared - per share	-	-	-

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***Selected quarterly information (unaudited)***

Three months ended	IFRS 2012	IFRS 2011				IFRS 2010		
	Mar 31 2012	Dec 31 2011	Sep 30 2011	June 30 2011	Mar 31 2011	Dec 31 2010	Sep 30 2010	June 30 2010
Total assets	\$ 282,739	\$ 216,834	\$ 919,670	\$ 942,202	\$ 897,660	\$ 862,522	\$ 817,008	\$ 904,839
Exploration and evaluation assets	209,387	198,887	888,973	888,973	876,881	817,336	756,086	756,904
Working capital (deficiency)	3,143	(43,777)	(41,545)	(19,706)	(20,457)	(18,586)	23,740	27,555
Shareholders' equity	159,003	(140,977)	581,353	623,378	674,728	742,258	734,488	789,786
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net loss	(57,539)	(744,382)	(45,237)	(59,572)	(95,145)	(77,149)	(58,823)	(86,183)
Earnings (loss) per share	(0.00)	(0.06)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

***Liquidity***

The Company's working capital and deficit positions at March 31, 2012 and December 31, 2011 were as follows:

	March 31 2012	December 31 2010
Working capital (deficiency)	\$ 3,143	\$ (43,777)
Deficit	2,606,016	2,548,477

The cash positions at March 31, 2012 and December 31, 2011 were \$64,473 and \$6,155 respectively.

With the closure of the private placement of \$600,000, the company net asset position and the working capital have improved. The Company will undertake further funding in order to continue its exploration of the Kirkland Lake properties and explore new technology.

The Company's financial condition is contingent upon management being able to raise additional funds to complete its planned exploration program on the Kirkland Lake Projects and the completion of the manufacture of the energy conversion units. While the Company will seek to maximize recoveries and reduce operating costs, estimates and assumptions influencing these parameters at the feasibility stage may prove incorrect. Incorrect assumptions may result in material differences between estimated and actual results. The Company has no way to predict the future price of the commodities. As a result, revenue derived from future operations, if any, will be impacted.

The Company has historically relied upon equity financings and loans from related parties to satisfy its capital requirements and will continue to depend heavily upon equity capital to finance its activities. There can be no assurance the Company will be able to obtain required financing in the future on acceptable terms. The Company anticipated it will need additional capital in the future to finance ongoing exploration of its properties, such capital to be derived from the exercise of outstanding stock options, warrants and/or the completion of other equity financings. The Company has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it for future exploration and development of its projects, although the Company has been successful in the past in financing its activities through the sale of equity securities. The ability of the

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Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions and exploration success.

In recent months, the securities markets in the world and in Canada have experienced high volatility in price and volume and companies, particularly in junior exploration industry, have unprecedented decline in their share prices which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in the Company's share prices will not occur or that these fluctuations will not affect the ability of the Company to raise equity funding, and if at all, without causing a significant dilution to its existing shareholders. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings.

***Capital resources***

At March 31, 2012, the Company had a share capital of \$2,165,665 (December 31, 2010: \$2,162,655), representing 12,383,750 (December 31, 2011: 12,333,750) common shares without par value, and an accumulated deficit of \$2,606,016 (December 31, 2011: \$2,548,477). The shareholder's equity amounted to \$159,003 (December 31, 2011: \$(140,977)).

***Additional disclosure for venture issuers without significant revenue***

Additional disclosure concerning the Company's general and administrative expenses and resource property costs is provided in the Company's Statement of Operations, Comprehensive Loss and Deficit included in its financial statements for the years ended December 31, 2011 and 2010 and its prospectus filed February 26, 2007, which are available on SEDAR at [www.Sedar.com](http://www.Sedar.com)

***Related party transactions***

During the three months ended March 31, 2012, the Company entered into the following transactions with related parties.

***Key Management personnel compensation***

No remuneration was paid during the three months ended March 31, 2012 and 2011 to any key management personnel. Instead, the Company pays a management fee and administrative charges, including the services of its key management personnel, to Mineral Hill Industries Ltd, a company listed on the TSX Venture, which has common directors and officers.

During the three months ended March 31, 2012, the Company incurred \$25,417 (2010: \$26,250) with respect to the foregoing.

***Other related party transactions***

An advance in 2007 amounting to \$10,000 provided to Gixtat'in Mhind World Link Ltd. (GMWL) and an amount of \$5,000 due from GMM Admin Corp. both private companies with common directors and officers, were impaired during the three months ended March 31, 2011 as uncollectible. An amount of \$994 due to GMWL by the Company was off-set against this impairment.

During the three months ended March 31, 2012, the Company accrued printing expenses of \$197 (2011: \$Nil) to Golden Dawn Minerals Inc., a company having a common director. The Company also issued 50,000 shares (2011: Nil) valued at \$3,000 (2011:\$Nil) during that period with regards to the option agreement on the Kirkland Lake Project. The Company also accrued \$1,140 (2011: \$8,118) payable to the Chief Executive Officer with respect to expenses incurred on behalf of the Company.



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The amounts outstanding to related parties with respect to the above were as follows:

	<b>March 31</b>	December 31
	<b>2012</b>	2011
Krypt-Logx Network Corp.	\$ <b>6,804</b>	6,804
Mineral Hill Industries Ltd.	<b>33,354</b>	3,943
Dieter Peter (Chief Executive Officer)	<b>23,236</b>	22,096
Golden Dawn Minerals Inc.	<b>197</b>	944
	<b>\$ 63,951</b>	33,787

These transactions are in the normal course of operations and, in management's opinion, are undertaken with the same terms and conditions as transactions with unrelated parties. Accordingly, these transactions are measured at exchange amounts, which are the amounts of consideration negotiated, established and agreed to by the related parties.

**Advances from related party**

During the three months ended March 31, 2012, the Company entered into loan agreements with Merfin Management Limited ("Merfin"), a private company with a common director for loan totalling \$20,000, which will become due in 2013. Under the terms of agreements, the amount is unsecured and bears interest at 8% per annum.

During the three months ended March 31, 2012, the Company

- (i) accrued a further \$5,437 (2011: \$3,134) in interest on the outstanding loans
- (ii) repaid a total of \$ \$267,997 in outstanding loans, including interest.

At March 31, 2012, a total amount of \$56,527 (December 31, 2011:\$ 299,087) was outstanding and included an amount of \$1,527 as interest. (December 31, 2011: \$ 19,087).

During the three months ended March 31, 2012, the Company issued Nil (2011:125,000) common shares , valued at \$Nil (2011: \$18,750), as a bonus interest pursuant to the terms of the loan agreements signed in 2009.

**Directors and Officers**

Dieter Peter	Chairman, CEO and Director (Mineral Hill Industries Ltd)
Melvin Stevens	President and Director
Andrew von Kursell	Director (Mineral Hill Industries Ltd)
Hugh Maddin	Director (Mineral Hill Industries Ltd.)
Peng Zhang	Director (appointed on May 15, 2012)
Jayram Hosanee	Director and Chief Financial Officer (Mineral Hill Industries Ltd)
Josephine See	VP of Corporate Affairs, Treasurer and Corporate Secretary (Mineral Hill Industries Ltd)

***Outstanding share data as at May 29, 2012:***

	<b>Number outstanding</b>	<b>Exercise Price*</b>	<b>Expiry Date</b>
Common shares	24,383,750		
<b>Common shares issuable on exercise:</b>			
Stock options	64,328	\$0.15	June 25, 2012
Stock options	414,991	\$0.15	June 15, 2013
Stock options	11,666	\$0.21	March 29, 2014
Stock options	419,992	\$0.15	January 4, 2015
Warrants	2,300,000	\$0.15	December 23, 2012
Warrants	1,133,333	\$0.225	June 7, 2013
Warrants	12,032,000	\$0.10	January 4, 2014

\*As of date

***Future Developments***

The Company will continue to pursue the development of its projects and will seek financing with its business alliance partners for its projects.

***Risks and Uncertainties***

The Company is engaged in the exploration of mineral deposits. The Company's financial success will be dependent upon the discovery or acquisition of mineral resources and mineral reserves. These activities involve significant risks which are even with careful evaluation, experience and knowledge may not, in some cases, be eliminated.

The following are some of the key risks and uncertainties identified; however, there may be other risks and uncertainties that have not been listed:

- The high degree of volatility in the prices of rock aggregates and metal commodities;
- The demand of commodities can be dependent on global consumption;
- An increasing competition to acquire mineral properties throughout the world;
- No assurance about the economic viability, it is speculative;
- Geology is a field subject to different interpretations that could affect the success of any exploration and development program;
- Exploration and access to the property can be restricted by unexpected and unusual weather conditions such as floods, forest fires, blockades or other natural and environmental occurrences, which are beyond the Company's control;
- Additional costs can be incurred such as availability of experts, work force and equipments;
- Additional expenditures will be required to establish resources or reserves on mineral properties, if nay resources or reserves exist on the properties;
- The rights to the mineral properties must be maintained in accordance with various regulations and agreements;
- There are various government and environmental regulations that must be followed by the Company, which are changing constantly and renewal of permits from provincial, territory, First Nations and village governments.

***Forward looking statements***

Except for statements of historical fact, certain information contained herein constitutes forward-looking statements. Forward-looking statements are usually identified by the use of certain terminology, including "will", "believes", "may", "expects", "should", "seeks", "anticipates", "plans" or "intends" or by discussions of strategy or intentions. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results or achievements to be materially different from any future results or achievements expressed or implied by such forward- looking

statements. Forward-looking statements are statements that are not historical facts, and include but not limited to, estimates and their underlying assumptions; statements regarding plans, objectives and expectations with respect to the effectiveness of the Company's business model; future operations, products and services; the impact of regulatory initiatives on the Company's operations; the size of and opportunities related to the markets for the Company's products; general industry and macroeconomic growth rates; expectations related to possible joint and/or strategic ventures and statements regarding future performance.

Forward-looking statements used in this discussion are subject to various risks and uncertainties, most of which are difficult and generally beyond the control of the Company. If risks and uncertainties materialize, or if underlying assumptions prove incorrect, our actual results may vary materially from those expected, estimated or projected. Forward-looking statements in this document are not a prediction of future events or circumstances, and those future events or circumstances may not occur. Given these uncertainties, users of the information included herein, including investors are cautioned not to place undue reliance on such forward-looking statements.

### ***Critical accounting estimates***

The preparation of the Company's financial statements requires management to use estimates and assumptions that affect the reported amounts of assets and liabilities as well as expenses.

(i) *Stock Based Compensation*

The Company uses Black-Scholes option pricing model to determine the fair value of awards for stock options granted to employees, officer, directors and consultants. These estimates are based on historical information and accordingly cannot be relied upon to predict the future behavior. These estimates are set out in Note 7(c) to the financial statements

(ii) *Financial Instruments*

The carrying values of the financial instruments have been estimated to approximate their respective fair values.

### ***Financial instruments***

The Company's financial instruments consist of cash, amounts receivable from related parties, amounts payable, amounts payable to related parties and loans payable to related party. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

*Credit risk*

The Company is not exposed to significant credit risk, being in the development stage. Amounts receivable from related parties and amounts due to related parties are described in Note 8 to the financial statements.

*Liquidity risk*

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities. The Company has historically relied upon equity financings to satisfy its capital requirements and will continue to depend heavily upon equity capital to finance its activities. There can be no assurance the Company will be able to obtain required financing in the future on acceptable terms. The Company anticipates it will need additional capital in the future to finance ongoing exploration of its properties, such capital to be derived from the exercise of outstanding stock options, warrants and/or the completion of other equity financings. The Company has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it for future exploration and development of its projects, although the Company has been successful in the past in financing its activities through the sale of equity securities. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions its exploration results. In recent years, the securities markets in Canada have experienced wide fluctuations in prices which have not

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necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows or earnings.

***Disclaimer***

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents provided including but not limited to all documents filed on SEDAR ([www.SEDAR.com](http://www.SEDAR.com)). No securities commission or regulatory authority has reviewed the accuracy of the information presented herein.

*"Dieter Peter"*

On behalf of the Board  
Dieter Peter  
Chief Executive Officer  
May 29, 2012