MAINSTREAM MINERALS CORPORATION

MANAGEMENT'S DISCUSSION and ANALYSIS

for the FOURTH QUARTER and YEAR ENDED

NOVEMBER 30th, 2011

February 15th, 2012

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MANAGEMENT'S DISCUSSION & ANALYSIS

The following discussion and analysis, as prepared by management, reviews Mainstream Minerals Corporation's ("Mainstream Minerals" or the "Corporation" or the "Company" or "MJO" – the trading symbol assigned to the Corporation's common shares by the TSX Venture Exchange Inc.) financial condition and results of operations for the fourth quarter and fiscal year ended November 30th, 2011, and the subsequent period from December 1st, 2011 to February 15th, 2012. Selected annual and quarterly financial information is included in order to assist the reader in better understanding the financial condition and results of operations of the Corporation. This Management Discussion and Analysis ("MD & A") should be read in conjunction with: (i) the audited financial statements for the year ended November 30th, 2011; (ii) the interim management-prepared financial statements for the three quarters respectively ended on August 31st, May 31st and February 28th, 2011; and (iii) the audited financial statements for the five years ended November 30th, 2010, 2009, 2008, 2007 and 2006. The most recent Annual Information Form is dated April 30th, 2011 for the fiscal year ended November 30th, 2010 and was filed on www.sedar.com on May 6th, 2011.

All of the financial statements to date have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). The condensed interim management-prepared financial report for the upcoming first quarter to end on February 29th, 2012 will be prepared for the first time in accordance with the newly instituted International Financial Reporting Standards ("IFRS") for publicly accountable profit-oriented enterprises. The changeover to IFRS for financial statements for fiscal years commencing on or after January 1st, 2011 represents a change due to the implementation of these new accounting standards. These new accounting standards will affect the Corporation's reported financial position and results of operations starting with the first quarter of fiscal 2012. In 2010, the Corporation initiated an IFRS conversion plan to address the impact of the changes for its accounting policies, restatement of comparative periods, internal controls, and any required changes to business processes.

This discussion provides management's analysis of the Corporation's historical financial and operating results and provides estimates of the Corporation's future financial and operating performance based on information that is currently available. Actual results will vary from estimates and the variances may be significant. Readers should be aware that historical results are not necessarily indicative of future performance.

Unless otherwise stated, all amounts discussed herein are denominated in Canadian dollars.

Additional information on the Corporation is available on SEDAR at www.sedar.com and on the Corporation's website at www.mainstreamminerals.com

FORWARD LOOKING STATEMENT

Certain information set forth in this Management Discussion and Analysis ("MD & A"), including management's assessment of the Corporation's future plans and operations, contains forward-looking statements. By their nature, forward-looking statements are subject to numerous risks and uncertainties, some of which are beyond these parties' control, including the impact of general economic conditions, industry conditions, volatility of commodity prices, currency fluctuations, imprecision of reserve estimates, environmental risks, competition from other industry participants, the lack of availability of qualified personnel or management, potential conflicts of interest, stock market volatility and the ability to access sufficient capital from internal and external sources. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. The Corporation's actual results, performance or achievements could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits that the Corporation will derive there from. The Corporation disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

CORPORATE OVERVIEW

Mainstream Minerals Corporation ("Mainstream Minerals", the "Corporation", the "Company" or "MJO" – the trading symbol assigned to the Corporation's common shares by the TSX Venture Exchange upon commencement of trading on June 13th, 2007) was incorporated under the name Mainstream Minerals Corporation pursuant to the Canada Business Corporations Act ("CBCA") on July 19th, 2006. The registered office of the Corporation is located at the offices of Taylor McCaffrey LLP 900 – 400 St. Mary Avenue, Winnipeg, Manitoba R3C 4K5. The mailing and executive office address of the Corporation is #139 – 99 Scurfield Boulevard, Winnipeg, Manitoba R3Y 1Y1. The Corporation's newly opened geological office is located at Unit # 211 – 850 West Hastings Street, Vancouver, British Columbia V6C 1E1. The Corporation has no subsidiaries.

At the present time, the Corporation has nine mineral exploration properties (for additional information on the development and exploration activities to date on each of these properties, see the section herein entitled *Ongoing Business Objectives and Key Properties*):

(i) the **Bobjo Mine Project**, formerly joint-ventured 50 / 50 with King's Bay Gold Corporation (TSX.V: KBG), located in Earngey and Agnew Townships, Red Lake Mining Division, where Mainstream Minerals now has a 100 % interest in the project as per a Property Interests Exchange Agreement dated June 14th, 2010 (see the news release dated June 16th, 2010) and where the exploration target is first and foremost, gold. This property was subject to an Option Agreement signed with Premier Gold Mines Limited (TSX: PG) ("Premier Gold") on February 11th, 2011 whereby Premier Gold was granted an option to earn up to a 70% interest in this Bobjo Mine Project Property, including the immediately adjacent and adjoining Hazard Lake Property, both for possible inclusion in Premier Gold's "Redgold Project" (see the Mainstream Minerals news release dated February 15th, 2011). Despite meeting and exceeding all of the initial obligations of the earn-in period, the Option Agreement was terminated by Premier Gold on May 16th, 2011 (see the news release dated May 25th, 2011);

(ii) an option agreement was entered into on October 26th, 2009 to acquire a 100 % interest in a gold property named **Hazard Lake / Northgate Deposit** located in the Township of Uchi Lake in the Red Lake Mining Division, Ontario. The optioned 24 claim units are adjoining the Bobjo Mine Project property to the South East. This property was also subject to the since terminated Option Agreement as described in (i) above and for possible inclusion in the aforementioned "Redgold Project";

(iii) an option agreement was entered into on January 5th, 2010 to acquire a 100 % interest in two gold properties named the **West Keefer Claims** located in Keefer Township of the Porcupine Mining Division of Ontario (West Timmins area);

(iv) an option agreement was entered into on August 10th, 2010 to acquire a 100 % interest in a gold property named the **Casa Berardi Claims** located in Township 32/E11 in the Casa Berardi area of northern Québec, approximately three kilometers south-east of Aurizon Mines Limited's Casa Berardi Mine (see the news release of August 18th, 2010);

(v) two option agreements were entered into on October 10th, 2010 (a 9 claim block group consisting of 107 claim units covering 1,712 hectares – see the news release of October 20th, 2010) and February 7th, 2011 (Mining Lease 105626 covering 96 hectares – see the news release of March 21st, 2011) respectively to acquire a 100 % interest in what is essentially one gold property named the **Slate Lake Property** located in the Township of Slate Lake which is approximately 80 kilometres east of Red Lake, Ontario. The Slate Lake property adjoins a large block of claims that were staked by Goldcorp Inc (TSX: G) to the west;

(vi) an option agreement was entered into on November 24th, 2010 to acquire a 100 % interest in a gold property named the **Rowan Lake Property** that is situated in the Townships of Rowan Lake and Brooks Lake in the Kenora Mining District of north-western Ontario (see the news release of November 30th, 2010) – this property is now subject to an earn-in option agreement to Alita Resources Ltd. (TSX.V: AL) of Vancouver, British Columbia (see the news release dated October 26th, 2011 and subsequently accepted by the TSX Venture Exchange Inc. Inc. on January 27th, 2012);

(vii) two option agreements were entered into on January 10th, 2011 to acquire a 100 % interest in what is essentially one gold property named the **Hudson Patricia Project** (one mining lease consisting of the past-producing Hudson Patricia Mine and the surrounding Hudson Patricia Property consisting of 8 staked claims), that is located in the Township of Dent, Red Lake Mining Division of north-western Ontario. Dent Township itself is located approximately 75 kilometres east of the Town of Red Lake, Ontario. The past-producing base-metals South Bay Mine is located 7 kilometres to the south-east (see the news release of January 12th, 2011);

(viii) an option agreement was entered into on February 7th, 2011 to acquire a 100 % interest in a gold property named the **Fly Lake Property** located in the Township of Mitchell in the Red Lake Mining Division of Ontario (see the news release of March 23rd, 2011); and

(ix) an option agreement was entered into on April 17th, 2011 to acquire a 100 % interest in a gold property named the **Birch Lake Property** located in the Townships of Keigat Lake and Casummit Lake in the Red Lake Mining Division of Ontario (see the news release of April 20th, 2011). The Corporation recently announced in a news release dated October 6th, 2011 that it had staked three additional mining claims totaling 40 units for 640 hectares. These three newly staked claims now tie both the south-eastern and north-eastern claim groups together while also covering the Canamer Prospect. As a result, Mainstream's property at Birch Lake forms a contiguous land package covering 2,080 hectares.

Unfortunately due to the volatility in the stock markets in late 2008 and through most of 2009 and with one of the deepest and longest economic recessions since the Second World War, the Corporation, like many others involved in mineral exploration, had had some difficulty in raising new capital during the first three quarters of fiscal 2009, and as such, had to discontinue several promising projects that it had acquired earlier on between 2006 and 2008. These difficult decisions were made at the time with the belief that the Corporation's efforts and capital should be focused exclusively on the Bobjo Mine Project where the 2007 Phase 1 and 2008 Phase 2 drilling programs had together so far intersected gold in twenty seven out of thirty two holes from surface to a depth of 312 metres, including high-grade gold in many intersections.

Since "going public", the Corporation has completed several offerings, including the IPO Offering of June 12th, 2007, the three non-brokered private placements with the MineralFields Group (August 15th, 2007, December 19th, 2007, and December 29th, 2009), and five non-brokered private placements (June 2nd, 2009, October 1st, 2009, June 4th, 2010, November 12th, 2010 and April 15th, 2011) with the net capital raised being used for administrative and organizational purposes and for the acquisition, exploration and development programs for the properties where it has or had land option and joint venture agreements.

Key management personnel of the Corporation are – **Michael Romanik**, a Director who was appointed as President & CEO on September 3rd, 2009; **Ray Préfontaine B.A., B.Comm. (Hons.)** who was appointed as Chief Financial Officer on January 21st, 2007; **Kyle Picard**, a Director who was appointed as Corporate Secretary on November 16th, 2009; **Brad Peters B.Sc (Earth & Ocean Sc.)** who was appointed as Vice-President of Exploration effective December 1st, 2011 and **Rory Ritchie H.B.Sc. (Chemistry), B.Sc. (Earth Sc.), GIT** who was appointed as Field Exploration Manager effective December 1st, 2011. The Qualified Person as defined under National Instrument 43-101 for work performed at each property and / or project is subject to change from time-to-time on a go forward basis from the date of this document.

The Corporation's goal will always be growth. The quality of the Corporation's projects, an aggressive acquisitions strategy based mostly on acquiring properties near present and past producers, and the proven background of the management team may allow the Corporation to become an emerging leader in the Canadian mining industry. Strengthening the Corporation's management team and Board of Directors, and by acquiring promising exploration projects, may provide shareholders with an opportunity to increase the value of their investments over the long term. Through the exploration and development of its properties, the Corporation's longer-term goals are to identify economically viable ore deposits and to advance its projects to the feasibility stage. At this time, the Corporation has no intentions or plans of becoming a small to medium tier minerals producer.

The Corporation will continue to acquire additional properties in the future, and may change its exploration and development priorities from time-to-time. For the purposes of this MD & A, and in reference to the exploration and development work to be undertaken in fiscal 2012, the Bobjo Mine Project, along with the immediately adjacent Hazard Lake / Northgate Deposit, continue to be the Corporation's principal properties at this time.

BUSINESS ENVIRONMENT and OUTLOOK

Over the next several years, the Corporation expects to continue to acquire interests in additional properties. Whenever possible, the Corporation will expand its drilling, exploration and development activities to further support exploration both internally and in possible additional earn-in option agreements and joint ventures with other companies. Economic turmoil, stock market volatility and weak base metal commodity prices were hampering the levels of capital inflows into the mining and mineral exploration industries during late 2008 and into most of 2009. That situation began to slowly improve for the industry as a whole at the start of the 4th quarter of 2009 and through 2010. However, concern and uncertainty over the European sovereign debt crisis and the debt ceiling crisis in the United States led to a challenging 2011, as capital markets tightened once again. In spite of these macro-economic problems, and given the relative strength of the price gold and of other mineral commodities at this time, staking and drilling activity in and around the Corporation's properties is continuing to expand, notably in the Red Lake, Birch-Uchi, Rainy River, and West Timmins gold camps of northern and northwestern Ontario and in the Casa Berardi gold camp of northern Québec. With a continued focus on exploration for gold, management believes that going forward into fiscal 2012 and beyond, the long-term prospects for the Corporation remain positive.

MINERAL RESOURCES and MINERAL RESERVES

The Corporation has no known mineral reserves as defined by and compliant with the requirements of National Instrument 43-101.

MINING OPERATIONS

The Corporation has no mining operations.

KEY DEVELOPMENTS from December 1st, 2010 to November 30th, 2011

The following is a brief description of the Corporation's key developments over a twelve month period from December 1st, 2010 to November 30th, 2011:

December 14th, 2010 – The Corporation contracted Geotech Ltd. to carry out an airborne VTEM time-domain electromagnetic and magnetic survey covering the Company's 12,920 acre Rowan Lake property adjacent to Coventry Resources Limited's (ASX: CVY) Cameron Lake deposit. At the time, the survey was expected to commence within the following two weeks. Mainstream's optioned Rowan Lake property covers 12.5 square kilometers of the Pipestone Cameron Lake Fault. The Cameron Lake deposit is located on a first / second order splay off of this regional structure two kilometers to the north of the property. Preliminary interpretation of regional magnetic data indicates that there are three other possible structural splays on the 12.5 square kilometers section that the Mainstream property now covers.

Mainstream President and Chief Executive Officer, Michael Romanik, said at the time: "This survey was the recommended next step of exploration on the property and will give us a better idea on where to focus our follow up exploration efforts."

January 10th, 2011 – Announced in a news release that it had engaged www.smallcappower.com , a division of Ubika Corporation ("Ubika") as a consultant to provide capital market exposure services. Ubika would be using its online portal smallcapower.com to offer Mainstream Minerals Corporation an organized and structured information platform to reach to a wide network of brokers, retail advisors and investors.

Ubika's engagement commenced on January 5th, 2011, and would extend for a twelve month term. Thereafter, the engagement would be subject to renewals at the option of both parties. In consideration for Ubika's services, Mainstream would be paying a monthly fee of $3,000 plus applicable taxes and a onetime fee of $5,000 plus applicable taxes for the preparation of an Information Report. This engagement was subsequently terminated in August 2011.

January 12th, 2011 – The Corporation announced the acquisition via two option agreements of two separate properties known as the Hudson Patricia Mine and the surrounding Hudson Patricia Property consisting of an aggregate total of 8 staked claims (the surrounding area) and one mining lease (the past-producing Hudson Patricia Mine itself) totaling 1,268 hectares covering 5.5 km of strike length. The Hudson Patricia Property is located in the Birch-Uchi Greenstone Belt, approximately 75 km east of the town of Red Lake, Ontario. The former South Bay Mine is located 7 km to the south east. The well endowed Red Lake-Uchi Greenstone Belt has produced more than 25 million ounces of gold with the nearby South Bay Mine producing 1.6 million tons of ore grading 2.3% copper, 14.5% zinc and 3.5 oz/ton silver. The past-producing Hudson Patricia Mine itself produced 1,857 ounces of gold and 305 ounces of silver from 11,228 tons of ore with an average grade of 0.165 ounces (Ontario MND&M website). Three separate ore shoots were delineated in the mine with all production from above the first level on an inclined shaft during 1935. There is no indication any production was from the deeper second level. Previous surface work west of the former Hudson Patricia Mine site, on the shore of Bogford Lake, has exposed base metal horizon hosted in dacite to rhyodacite lapill tuffs composed of pyrite, sphalerite and chalcopyrite. Previous diamond drilling on the Bogford Lake VMS horizon intersected core lengths of 6.8 m of sulphide-bearing horizon. Grab samples taken by St. Joe Explorations Ltd. from this horizon assayed 12.9% zinc, 1.8% copper, 0.51% lead, 0.01 oz / ton gold and 2.79 oz / ton silver.

The Hudson Patricia Property is an example of an under-explored vein gold deposit with north-south structures that host discontinuous quartz veins resulting from an extensive structural history. The intersection points of these north-south structures with northwestern fault are excellent locations to concentrate auriferous vein systems over significant widths. Volcancic massive sulphide mineralization was not recognized when the mine was in operation. The sulphide zones identified by St. Joe Explorations Ltd. and the reports of sulphide mineralization while the mine was in operation indicate that the area has good potential for base metal exploration as well.

The Corporation's President and Chief Executive Officer, Michael Romanik, said at the time: "We are very fortunate to have been able to secure this exciting project for the company. The past-producing, under-explored mine model is a concept that has been successful in the past and in the present for other mineral exploration companies in Canada. We believe that this project could develop into a great fit for Mainstream and its shareholders. We feel that the Birch-Uchi Greenstone Belt is a fantastic place to be looking for gold in Canada."

February 15th, 2011 – The Corporation was pleased to announce in a news release that upon the successful completion of the due diligence drill program (as per the terms of a Letter of Intent ("LOI") as announced in a news release dated October 14th, 2010), Premier Gold Mines Limited (TSX: PG) ("Premier") had entered into an option agreement on February 11th, 2011 with Mainstream on the exploration and development of the Bobjo Mine property. The news release also stated that the results of the Fugro airborne survey flown in November 2010 indicated numerous target areas to focus on going forward. Due to the results attained, an additional 5 claims totaling 39 units were staked by Mainstream and would be included into the Mainstream / Premier Gold Mines option agreement. Premier had informed Mainstream that drilling was ongoing and would follow up on the recently identified targets.

Mainstream President and Chief Executive Officer, Michael Romanik, said at the time: "The signing of a formal option agreement with Premier on the Bobjo Mine property is a major milestone for our company. Premier is a very active and well-financed Canadian-based mineral exploration and development company with a solid track record of achievement and growth. We look forward to working closely with them as they develop their Redgold Project which will incorporate the Bobjo Mine property and other properties currently held by them in the immediate area."

March 21st, 2011 – The Corporation announced in a news release it had entered into an option agreement to acquire Mining Lease # 105626 covering 96 hectares and was also announcing a non-brokered private placement of $720,000 (an amount that was later increased to $729,000 on April 12th, 2011). The mining lease in question is located in the middle of Mainstream's current claims group at Slate Lake (a 9 claim block group consisting of 107 claim units covering approximately 1,712 hectares as acquired via an option agreement on October 7th, 2010 – see the news release of October 20th, 2010). The combined Slate Lake property adjoins a large block of claims that were recently staked by Goldcorp Inc (TSX: G) to the west.

Mainstream Minerals had recently completed in November 2010 a Mobile Metal Ions soil geochemical survey on the Slate Lake property. A total of 333 samples were collected with 25 m sample spacing and analysis by MMI-M for 53 elements. Analyses were performed in the Toronto, Ontario laboratories of SGS Mineral Services. Results indicate the presence of high-contrast anomalous responses in the surveyed area. The anomalous responses occur at several locations on the grid, correspond with anomalous electromagnetic and magnetic anomalies and are strongly suggestive of bedrock-hosted metal zonation typical in base metal massive sulphide-type mineralization. The MMI responses indicate mineralization on the property will be zinc-rich with lesser copper and associated gold and silver. Oxide facies iron formation is likely present as indicated by elevated MMI responses for the triplet iron, titanium and niobium, typical indicators for this type of chemical sedimentary lithology. Interpretation of the Mobile Metal Ions survey results was undertaken by Mount Morgan Resources Ltd. of Winnipeg, MB. Positive results from the survey triggered Mainstream to acquire Mining Lease 105626.

The 50 page MMI Soil Survey Results Report of January 14th, 2011 as prepared by Mount Morgan Resources Ltd. of Winnipeg, Manitoba and a 9 page Slate Lake Property Summary Report can be viewed at the company's website at http://www.mainstreamminerals.com/properties/slate-lake/ . The Slate Lake property is marked by the presence of a base metal massive sulphide style of mineralization as well as a structural geologic environment conducive to the formation of gold mineralization. A gold-in-till anomaly defined by the GSC underscores precious metal potential. Exploration for both stratigraphic and structurally-controlled styles of mineralization will be undertaken with a fully integrated program based initially on a compilation of geophysics, geochemistry and geologic mapping to support a planned drill program.

The Corporation also announced in the same news release of March 21st, 2011, a non-brokered private placement which was at the time anticipated to close on or about April 15th, 2011. This non-brokered private placement would be comprised of up to 8,000,000 Units at $0.09 per Unit (the "Non-Flow-Through Subscription Price") for gross proceeds of up to $720,000 (an amount that was later increased to $729,000 on April 12th, 2011). Each Unit would be comprised of one non-flow-through common share and one half (1/2) of one non-flow-through common share purchase warrant. Each whole common share purchase warrant can be exercised to purchase one common share upon payment $0.15 for a period of 12 months following the date of issuance. A cash finder's fee equal to 8 % of the subscription proceeds may be paid to registered dealers for services rendered in introducing certain subscribers to the offering. The news release noted that the closing of this non-brokered private placement was subject to the approval of the TSX Venture Exchange Inc. The shares issued in connection with this non-brokered private placement would be subject to a four-month plus one-day hold period. At the time, Mainstream Minerals intended to utilize the proceeds from the subscription for working capital and for general corporate purposes.

March 23rd, 2011 – Announced the acquisition via an option agreement of one leased and six staked mining claims in Mitchell Township of the Red Lake Mining Division of Ontario. The Fly Lake property consists of 44 units totaling 935 hectares and covers 2.8 km of prospective strike length. The property is located 80 km east of the Town of Red Lake and 6.5 km south of the former South Bay Mine which produced 1.6 million tons of ore grading 2.3% copper, 14.5% zinc, and 3.5 ounces per ton of silver.

The Fly Lake property lies within the Red Lake–Uchi Subprovince of the Superior Province of the Canadian Shield. There are three known mineral occurrences on the Fly Lake property and all are from drilling by St. Joe Exploration. The Nekapean occurrence beneath Fly Lake intersected a best assay of 0.34% copper and 8.25% zinc over 1 meter in drill hole #3197-1-80. The Fly Lake occurrence yielded an assay of 3.63% zinc over 1.24 m. The Fly Lake #3197-6-80 occurrence produced assays of up to 0.23% copper, 7.4% zinc, 1.2% lead and 0.65 ounces per ton of silver over 0.5 m. The property covers a sequence of felsic volcanics with one or more temporal discontinuities in the volcanic history. These temporal discontinuities are highly prospective horizons for VMS mineralization and are spatially coincident with both conformable and crosscutting hydrothermal alteration zones.

Elsewhere in the belt base metal mineralization is known to occur associated to these alteration zones. Several electromagnetic conductors from historical and recent Fugro Airborne surveys on the property currently remain untested. At the time that the news release was made, Clark Exploration Consulting Inc. of Thunder Bay, Ontario had been engaged to write a National Instrument 43-101 technical report on the Fly Lake property in order to make recommendations for an initial work program.

Mainstream's President and Chief Executive Officer, Michael Romanik, stated at the time: "The Fly Lake property provides the company with an entry into base metals in an area known to host economic mineralization. The property also provides Mainstream with some commodity diversification and will allow it to continue in its quest to be an important landholder and player in the Birch-Uchi Greenstone Belt of north-western Ontario. The Birch-Uchi area has been the scene of a staking rush in the past couple of months as some companies in the area, such as Gold Canyon Resources Inc. (TSX.V: GCU), are reporting drilling successes. The data generated by the recently flown Fugro airborne survey provides an excellent base for Mainstream to commence exploration efforts on the Fly Lake property. We look forward to the completed technical report and will follow up on the recommendations to guide our exploration program. In addition, Mainstream is actively pursuing other projects of interest in the Birch-Uchi Greenstone Belt."

April 12th, 2011 – The Corporation announced that it had increased its previously announced non-brokered private placement offering from 8,000,000 Units (as such term is defined in the news release of March 21st, 2011) at a purchase price of $0.09 per Unit for gross proceeds of up to $720,000 to 8,100,000 Units at a purchase price of $0.09 per Unit for gross proceeds of up to $729,000. The balance of the terms and conditions previously announced in the March 21st, 2011 news release remained unchanged.

April 15th, 2011 – Announced that it had closed the non-brokered private placement that was initially announced on March 21st, 2011 and that was amended as described in a press release dated April 12th, 2011. A total of 8,086,109 Units were sold to subscribers resident in the Provinces of British Columbia, Ontario, Québec, New Brunswick and Newfoundland (and to certain purchasers resident in jurisdictions outside of Canada) at a purchase price of $0.09 per Unit for gross proceeds of $727,749.81. The approval of the TSX Venture Exchange Inc. was subsequently received.

April 15th, 2011 – Computershare Trust Company of Canada, the Corporation's transfer agent, filed a Notice of Meeting on www.sedar.com to announce the upcoming Annual and Special Meeting of Shareholders to be held on May 31st, 2011 in Winnipeg, Manitoba. The Record Date for Notice of Meeting and the Record Date for Voting were established as April 26th, 2011.

April 19th, 2011 – Provided shareholders with an update on the drilling program that was being conducted by Bobjo property optionee Premier Gold Mines Limited (TSX: PG) via a news release. Since signing of the formal option agreement on February 11th, 2011 Premier had completed 3 holes totalling approximately 1,500 meters. Of the three holes drilled within this property, one significant intersection over 1 gpt was returned: #RG1109 returned 2.20 gpt over 2.9 m from 222.1 m to 225.0 m, including 5.06 gpt over 1.0 m from 222.1 to 223.1 m. This hole tested the Northgate Zone, and contains quartz-ankerite-tourmaline veins with traces of fine-grained disseminated pyrrhotite, pyrite, sphalerite and molybdenite. Hole #RG1108 tested the northeast extension of the shear zone that hosts the Northgate showing. This structure was recognized in the hole from 400 m to 435 m, which contains strongly-altered basalts and quartz-ankerite-tourmaline veinlets, but no significant gold assays. Hole #RG1110 tested a geophysical target coincident with a regional shear zone. It encountered sericite-silica altered tuff with 3-4% stringers of finegrained pyrite from 247 m to 410 m. No significant gold assays were returned. Going forward from April 19th, 2011, an extensive summer prospecting and sampling program was being planned by Premier to ground-truth the numerous untested Mag and EM targets in order to rank these targets for future drilling programs.

April 20th, 2011 – The Corporation announced the acquisition of the Birch Lake Property via an option agreement. The Birch Lake property is comprised of two non-contiguous groups of mining claims covering 1,440 hectares. The south-eastern claim group (four claims covering 704 hectares) sits between, and contiguous to, Gold Canyon Resources Inc.'s (TSX.V: GCU) Springpole Gold Project and Pelangio Exploration Inc.'s (TSX.V: PX) Birch Lake property. The north-eastern claim group (six claims covering 736 hectares) is contiguous to Pelangio Exploration Inc.'s Birch Lake property.

The Birch Lake property under option by Mainstream is situated in the north-eastern portion of the Birch-Uchi Greenstone Belt within the Uchi Subprovince of the Archean Superior Province. Prospective Balmer assemblage and Confederation assemblage volcanic, with mafic intrusive and metasedimentary rocks have all been mapped on the property by the Ontario Geological Survey. The discovery of gold at Red Lake in 1925 brought prospectors into the Birch Lake area with visible gold first discovered north of the Birch-Springpole portage in 1928.

Gold Canyon currently recognizes at least four different styles of gold mineralization on its Springpole Gold Project in eight different zones and continues to report spectacular drill results including 100.5 metres at 7.23 grams per tonne gold (330 feet at 0.211 oz per ton gold) in hole SP11-040, a vertical infill hole testing the mid-section of the Portage Zone (see Gold Canyon's press release dated March 15th, 2011). It should be noted that the true width of this zone has yet to be determined and several of Gold Canyon's drill holes ended in mineralization. Exploration completed on Pelangio's Birch Lake property is dominated by work by Dome Exploration (Canada) Ltd. (later Placer Dome) in the 1980's. The Birch Lake area was identified as highly favourable for gold bearing iron formations. Placer Dome delineated a gold bearing system on High Grade Island over a strike length of approximately 300 metres to a vertical extent of 150 metres. Placer Dome drilled 110 holes totalling 19,918 metres. Approximately 2,000 metres were drilled on the property between 2003 and 2008, including significant high grade intercepts of 115.89 g/t Au over 2.9 metres and 229.96 g/t Au over 2.45 metres. Historical work on the optioned Birch Lake property is minimal, though there are several documented gold occurrences (Ontario Geological Survey Open File Report #5835). Most noteworthy is the Dome-Birch Lake prospect where gold occurs on the southwest shore of a small island, southeast of Johnson Island. This occurrence consists of quartz-carbonate veins in chert-magnetite iron formation. The veins contain pyrite, chalcopyrite and visible gold. Airborne magnetics and electromagnetics by Cangold in 2003 identified what appears to be tightly folded iron formation in the north-eastern portion of the claim block.

Structural studies in 1996 by Placer Dome on Pelangio's High Grade Island prospect resulted in recommendations of surface exploration to the southeast of the Main Central Zone (toward Mainstream's property) in an area that magnetic data indicates more complex structural geology. Northwest-southeast trending areas of high resistivity conformable to those identified on High Grade Island by Placer Dome in 1995 also fall on Mainstream's portion of Keigat Island (part of the North-western claim group) roughly 1,200 meters along strike to the Southeast of the High Grade Island prospect. A detailed digital compilation of all geological and geophysical data on and surrounding Mainstream's Birch Lake property was underway at the time. The compilation will form the base for identifying the prospective gold bearing areas.

Mainstream's President and Chief Executive Officer, Michael Romanik, said at the time: "Securing the Birch Lake property between, and contiguous to, Gold Canyon Resources Inc.'s Springpole Gold Project and Pelangio Exploration Inc.'s Birch Lake property is a direct result of the strong relationships we have built with geotechnical experts well-versed in the Red Lake area. It is another step toward Mainstream becoming a strategic player and landholder in the Birch-Uchi Greenstone Belt at a time of greatly renewed interest in the area."

May 4th, 2011 – Announced in a news release that the Directors of the Corporation had approved the adoption of a Shareholder Rights Plan (the "Plan") dated April 27th, 2011. The news release stated that the purpose of the Plan is to provide both shareholders and the Board sufficient time to adequately consider a take-over bid and to allow for competing and alternative proposals to emerge during the period between the announcement of a proposed take-over bid and the period of review allowed within the Plan. The Plan is similar to those adopted by other Canadian public companies. At the time, Mainstream was unaware of any party contemplating or preparing a proposal to acquire control of the Company.

At the close of business on April 27th, 2011, existing shareholders of the Company were granted Rights to acquire one additional common share for each share currently held as at that date (a "Right") at a purchase price that is subject to certain future adjustments. The Rights were granted for no cash or non-cash consideration. These Rights are attached to each share as long as the Plan remains in effect. Each subsequent shareholder who invests in the Company's common shares will also be entitled to the Rights for no consideration. The Right is triggered only if a party acquires or announces its intention to acquire 20% or more of the outstanding shares of the Company and this proposed acquisition does not meet the Permitted Bid requirements set forth within the Plan.

Under the Plan, only bids that meet certain specific requirements intended to protect the interests of all shareholders will qualify as Permitted Bids. Permitted Bids must be made to all shareholders of the Company, must remain open for 60 days and must be made by way of a take-over bid circular prepared in compliance with applicable securities laws. The Rights, once triggered, allow shareholders, other than the take-over bidder, to purchase one common share of the Company for each common share held at a 50% discount to the then current market price. The news release stated that the Board's approval of the Plan is subject to the ratification by shareholders at the upcoming annual and special meeting of shareholders to be held on May 31st, 2011 and the acceptance by the TSX Venture Exchange Inc. Shareholders will also be required to ratify the Plan in three years time in order for the Plan to continue to be in effect. A copy of the Plan was filed on www.sedar.com on May 5th, 2011.

Michael Romanik, President and Chief Executive Officer of Mainstream stated, "A number of Mainstream's assets are sufficiently advanced to show their potential and given normal commodity price cycle movements, an environment may arise where an opportunistic takeover offer could be made for the Company. Such an offer may not be in the best interests of all shareholders. Consequently, the Board has taken a pro-active approach and implemented a shareholder rights plan. Should an offer be made for the Company, the Plan will protect our shareholders from a low bid price without adequate time to effectively evaluate such a bid and for an alternative bid to come forward."

May 5th, 2011 – On this date, the following documents dated April 28th, 2011 and relating to the upcoming Annual General Meeting of Shareholders of May 31st, 2011 were filed on www.sedar.com : Notice of Annual and Special General Meeting of Shareholders; and the Notice of Annual and Special General Meeting and Information Circular.

May 6th, 2011 – Filed the Annual Information Form dated April 30th, 2011 for the fiscal year ended November 30th, 2010 on www.sedar.com .

May 25th, 2011 – Announced in a news release that Premier Gold Mines Limited (TSX: PG) (“Premier”) had dropped its option on the Bobjo Mine Project property. This option agreement was originally announced in a news release dated February 15th, 2011. Since the signing of the option agreement in February, Premier had spent approximately one million dollars on exploration that included the completion of an airborne Mag / EM survey and 3 drill holes for 1,500 meters of drilling. The drill holes were targeting anomalies located in the south-eastern portion of the Bobjo property in an area adjoining Premier’s 100% optioned “Woco Vein claims”. Hole #RG1109 returned 2.2 g/t Au over 2.9 meters including 5.06 g/t Au over 1 meter. After reviewing all of Premier’s data, a substantial ground prospecting / sampling program would commence within a few weeks to “ground truth” all of the high priority anomalies identified by the airborne survey. Also, a channel sampling program would follow up on a number of grab samples that were taken from the “Bobjo peninsula” on the northern section of the overall Bobjo Mine property. Tim Twomey, P.Geo was the Qualified Person on this project pursuant to National Instrument 43-101 at the time and had reviewed and approved the technical disclosure in this press release of May 25th, 2011

Mainstream’s President and Chief Executive Officer, Michael Romanik, said: “We plan to continue right where Premier left off, without delay or hesitation. We are moving very quickly to get geological crews on the ground within the next several weeks. The Bobjo Mine property is in itself approximately 5,232 hectares (or approximately 12,928 acres) and only a small part of it has been explored. We are excited to start a prospecting program on the southern half of the property with the new information acquired from and with Premier’s cooperation. This southern area has seen very minimal exploration. Much of the company’s exploration to date has been focused on the Bobjo peninsula where the old Bobjo Mine Shaft is located. Mainstream remains focused on the Birch-Uchi Greenstone Belt. The company has put together a 6 property land package in the belt totaling approximately 11,067 hectares (or approximately 27,346 acres) and covering numerous past producing mines and known gold occurrences. The company also remains open to pursuing new joint-ventures and option agreements with other companies on mutually beneficial commercial terms and conditions.”

May 31st, 2011 – The Annual General and Special Meeting of Shareholders for the Corporation was held at 10:00 AM at the offices of Taylor McCaffrey LLP, 9th floor, 400 Saint-Mary Avenue, Winnipeg, Manitoba, R3C 4K5. All of the resolutions, as presented to the shareholders and described in the Notice of Annual and Special General Meeting and Information Circular dated April 28th, 2011, were passed and all of the directors nominated for re-election were elected.

June 1st, 2011 – The Corporation announced in a news release the outcomes of the Annual General and Special Meeting of Shareholders as held the day before in Winnipeg, Manitoba. The shareholders ratified the Directors' decision to approve the adoption of the Shareholder Rights Plan (the "Plan") dated April 27th, 2011 and as first announced in a news release dated May 4th, 2011. The Shareholder Rights Plan is with Computershare Trust Company of Canada, Mainstream's transfer agent, and was at the time still subject to the review and approval of the TSX Venture Exchange Inc. (the approval of which was subsequently received).

The purpose of the Plan is to provide both shareholders and the Board sufficient time to adequately consider a take-over bid and to allow for competing and alternative proposals to emerge during the period between the announcement of a proposed take-over bid and the period of review allowed within the Plan. The Plan is similar to those adopted by other Canadian public companies. Mainstream at the time was unaware of any party contemplating or preparing a proposal to acquire control of the Company by way of a take-over bid or otherwise. The news release also noted that the shareholders will also be required to re-ratify the Plan in three years time in order for the Plan to continue to be in effect. A copy of the Plan was filed on May 5th, 2011 on SEDAR at www.sedar.com .

The news release also noted that, in addition to the ratification of the Plan, all of the other resolutions presented to the shareholders at the Annual General and Special Meeting of Shareholders of May 31st, 2011 were ratified and / or approved. These other resolutions included the re-election of the Directors, the re-appointment of the Auditors and the authorization of the Directors to fix the Auditors' remuneration, the approval by the disinterested shareholders of the Stock Option Plan dated June 11th, 2007 and the approval of the comparative audited financial statements of the Company for the fiscal years of November 30th, 2010 and 2009.

August 23rd, 2011 – The Corporation provided an update in a news release on its recent exploration activities on the Bobjo Mine and Slate Lake properties. The news release stated that in June, the Corporation contracted Mount Morgan Resources Ltd. to complete a channel sampling program at the Bobjo Mine project. The channel samples targeted previously untested outcrops with quartz veins, lenses and veinlets with the intention of assessing the potential for gold mineralization outside of the immediate Bobjo Mine shaft environment. There were a total of 66 samples that were analyzed from the 33 meters of channel sampling. The program was very successful with multiple high-grade gold assays received from a series of 0.5 meter channel samples. The channel samples contained quartz veins +/- bedrock. Results indicate significant gold potential exists outside of the actual Bobjo Mine shaft. Assay results ranged from <.03 g/t Au up to a high of 87.53 g/t Au. A table highlighting the best 19 samples was presented in the news release (from 1.75 g/t Au to 87.53 g/t Au). The channel samples were processed and analyzed by TSL Laboratories located in Saskatoon, Saskatchewan. TSL Laboratories as an ISO-Certified laboratory performed the gold assays and a multi-element scan of the sample set. Two kinds of analyses were used. One is a gold fire assay with gravimetric finish and the second a multi-element scan. The multi-element scan provides information for a wide range of elements at very low detection limits. This analysis is used to determine whether there are any unusual "pathfinder" elements that might be used to indicate the presence of gold mineralization. Analysis was by ICP-MS. The gold assay was based upon 60 grams of rock after it has been crushed and powdered. A serious gold nugget effect in the mineralized samples was documented from metallic screen assays and indicates significant specific gravity differences between gold-bearing mineralization and the host rock. The high-grade gold assays suggest the likely presence of native gold.

Mainstream President and Chief Executive Officer, Michael Romanik, said at the time: "We are very excited with the recent assay results since they are from previously unrecognized zones of gold mineralization. There are many other outcrops that remain untested and will be followed up in the next round of exploration. We firmly believe that the Bobjo Mine project has excellent potential for finding more high grade gold and will be an exciting project for Mainstream going forward."

Mainstream is reviewing the drill logs from the 32 holes that were drilled in 2007-2009 as well as the core logs from the 11 holes totaling 4,580 meters that were drilled by Premier Gold Mines Limited in late 2010 and early 2011. The company plans to incorporate the most recent channel sample results with the data from the drill logs in order to formulate exploration plans for the fall of 2011. In June 2011, Mainstream staked 9 claims tying the Fly Lake – Bobjo Mine – Slate Lake projects together. This will enable the company to transfer future assessment work freely between the three projects giving the company greater operational flexibility going forward.

Mount Morgan Resources Ltd. of Winnipeg, Manitoba also completed the second and final phase of the mobile metal ions (MMI) soil sampling program on the Slate Lake property. The survey detected elevated Au levels at several locations. Rock chip samples were collected in the vicinity of MMI soil geochemical gold anomalies outlined in the first phase. Two of the seven rock chip samples returned elevated gold content values. In particular, sample SL11-05 which assayed 0.14 g/t Au strongly confirms the presence of gold-bearing mineralization on the Slate Lake property. It also suggests that MMI soil geochemical surveys were effective in delineating follow-up gold exploration targets. Interpretation of the mobile metal ions geochemical survey results was undertaken and an updated MMI results report dated July 18th, 2011 was prepared by Mount Morgan Resources Ltd

Over the summer, National Instrument 43-101 technical reports were completed on the Hudson Patricia Mine and Rowan Lake properties. The two reports recommended at least $500,000 of work on each property in the next phase of exploration. The reports were commissioned to provide the company with a background of all historical work that was performed on both properties. The reports themselves may prove to be useful in attracting potential joint-venture partners or as a qualifying transaction for Capital Pool Companies.

Due to the forest fire situation and lack of lodging, the prospecting / sampling program that was scheduled for the Birch Lake property had been pushed back to the late fall of 2011. The Birch Lake property is comprised of two non-contiguous groups of mining claims covering a total of 1,440 hectares. The southeastern claim group (four claims covering 704 hectares) sits between, and contiguous to, Gold Canyon Resources Inc.'s Springpole gold project and Pelangio Exploration Inc.'s Birch Lake property. The northeastern claim group (six claims covering 736 hectares) is contiguous to Pelangio Exploration Inc.'s Birch Lake property. The planned construction of an all season road leading up to Gold Canyon’s Springpole deposit could greatly reduce exploration costs for all companies involved in the Birch Lake / Casummit Lake area.

Mark Fedikow P.Geo is the Qualified Person pursuant to National Instrument 43-101 and was the one who reviewed and approved the technical disclosure in this August 23rd, 2011 press release.

October 6th, 2011 – The Corporation announced in a news release that it had increased its land position at Birch Lake by staking three mining claims totalling 40 units covering an additional 640 hectares. The Birch Lake property is located in the Keigat Lake Area of the Red Lake Mining Division of Ontario. These newly staked claims are in addition to those acquired via an option agreement as was announced in a news release dated on April 20th, 2011. The original agreement consisted of two separate claim groups: a south-eastern claim group sitting between, and adjacent to, Gold Canyon Resources Inc.’s (TSX.V: GCU) Springpole Gold Project and Pelangio Exploration Inc.’s (TSX.V: PX) Birch Lake property; and a north-eastern claim group adjacent to Pelangio Exploration Inc.’s Birch Lake property. These three newly staked claims now tie both the south-eastern and north-eastern claim groups together while also covering the Canamer Prospect. As a result, Mainstream’s property at Birch Lake forms a contiguous land package covering 2,080 hectares.

The Canamer prospect is situated on the newly staked claims and is located on the eastern shore of Birch Lake. Gold mineralization at the Canamer Prospect is associated with pods and lenses of intensely sulphidized, silicified, folded and brecciated iron formation. The sulphidized, brecciated zones consist of abundant pyrite with lesser amounts of pyrrhotite, arsenopyrite and chalcopyrite with an alteration assemblage of quartz, biotite and chlorite. The largest sulphide-breccia zone located on surface to date is l meter wide and 2 meters long and is exposed at the Main Showing. Assays reported by the Resident Geologist from grab samples assayed 0.50 ounces gold per ton and 0.34 ounces silver per ton. In a review of government assessment files it was noted that historical drilling by Canamer Mining Corporation in 1966 intersected a 14.7 foot wide zone of brecciated iron formation that returned assays of 0.18 ounces per ton gold over 5.0 feet, 0.16 ounces of gold per ton over 5.0 feet and 0.32 ounces per ton gold over 4.7 feet. Garry Clark, P.Geo is the Qualified Person pursuant to National Instrument 43-101 and was the one who reviewed and approved the technical disclosure in this October 6th, 2011 press release.

Mainstream President and Chief Executive Officer, Michael Romanik, stated at the time: “We have been watching these claims for a while and waiting for them to come open. Mainstream is very fortunate to have been able to add these new claims covering the Canamer Prospect to our existing Birch Lake project. The Canamer Prospect is a significant occurrence in the area and adds another great target to focus our exploration efforts.”

October 26th, 2011 – Announced in a news release that the Corporation had entered into an option agreement dated October 14th, 2011 pursuant to which it the Corporation was optioning up to a 60% interest in the Rowan Lake property (the "Claims") to Alita Resources Ltd. ("Alita"). Alita will earn a 60% interest in the Claims upon successful completion of the following:

- Year 1:
  - Payment of $20,000 in cash and issue and allot to Mainstream 100,000 shares in the capital of Alita within five days after the Acceptance Date (as defined below);
  - Complete at least $200,000 of exploration work on the Claims within a period of one year measured from the Acceptance Date;

- Year 2:
  - Payment of $20,000 in cash and issue and allot to Mainstream 100,000 shares in the capital of Alita within 12 months following the Acceptance Date;
  - Complete at least $550,000 of exploration work on the Claims within a period of 24 months measured from the Acceptance Date;

- Year 3:
  - Payment of $20,000 in cash and issue and allot to Mainstream 100,000 shares in the capital of Alita within 24 months after the Acceptance Date;
  - Complete at least $900,000 of exploration work on the claims within 36 months after the Acceptance Date.

The Acceptance Date, as defined in the Option Agreement, will mean the date of the written confirmation from the TSX Venture Exchange Inc. (which the shares of Alita are listed for trading) that it has accepted the Option Agreement for filing. The Claims, known to the parties as the Rowan Lake claims, are 25 contiguous claims covering 5,076 hectares (approximately 12,543 acres) in the Cameron and Rowan Lakes area approximately 60 kilometres southeast of Kenora, in Northwestern Ontario. The claims are subject to a 2.0-per-cent net smelter royalty obligation. If Alita earns the 60-per-cent interest in the claims, it and Mainstream will form a joint venture, which will be entitled to purchase a 1.0-per-cent net smelter return royalty for $1-million cash.

Mainstream President and Chief Executive Officer, Michael Romanik, stated at the time: "This deal is a great way for the company to advance a non-core property while maintaining a minority interest in the project. Mainstream will continue to work towards similar deals with our other non core projects which will enable us to focus on our main game plan of developing our Birch Uchi projects. "

November 15th, 2011 – The Corporation announced that it was forming an in-house and dedicated geological team for the purposes of advancing its exploration projects. Brad Peters and Rory Ritchie, both of Vancouver, British Columbia, will be joining the company as geologists effective on December 1st, 2011. Both have initiated the process to obtain their P.Geo designation with the Association of Professional Engineers and Geoscientists of British Columbia.

Brad Peters B.Sc. (Earth & Ocean Sciences) – Effective December 1st, 2011, Brad Peters will become the Vice-President, Exploration of Mainstream Minerals Corporation. Brad is a graduate of the University of British Columbia and holds a B.Sc. in Earth & Ocean Sciences. Brad has been responsible for the successful management of a variety of exploration programs in British Columbia, Yukon, Ontario, Arizona and Mexico. He has worked on and is familiar with a variety of mineral deposit styles including porphyry copper-gold, high grade silver veins, structurally controlled gold systems and polymetallic epithermal systems.

Rory Ritchie H.B.Sc. (Chemistry), B.Sc. (Earth Sciences), GIT – Effective December 1st, 2011, Mr. Ritchie will become the Field Exploration Manager for Mainstream Minerals Corporation. Rory graduated from The University of Western Ontario with an Honours B.Sc. in Chemistry in 2004. He spent some time working for ALS Chemex in North Vancouver running ICP-AES for the analysis of soil and rock samples, where he gained a glimpse into one aspect of mineral exploration. He then attended Simon Fraser University to complete a degree in Earth Sciences.

Rory has worked on grassroots exploration and drill programs around Central British Columbia, the Yukon Territory, Arizona, and most notably, Red Lake, ON, where he spent two years overseeing gold resource delineation and deep drilling campaigns with Mega Precious Metals Inc. (TSX.V: MGP). Rory is fluent in GIS (Mapinfo) and Resource Modeling (GEMCOM) softwares. Rory is a member of the Association of Professional Engineers and Geoscientists as a Geoscientist-In-Training.

Mainstream President and Chief Executive Officer, Michael Romanik, said at the time: "We are very pleased to have Brad and Rory join our team. Our shareholders can only benefit from having an in-house geotechnical team which is completed dedicated to the company and its exploration projects. This will ensure that our exploration programs are ran as efficiently as possible. Rory's experience in the Red Lake area will be a tremendous asset."

SUBSEQUENT KEY DEVELOPMENTS from December 1st, 2011 and prior to February 15th, 2012

The following is a brief description of the Corporation's subsequent and key developments during the period from December 1st, 2011 and prior to February 15th, 2012:

December 8th, 2011 – Announced in a news release that following the appointments of Brad Peters as Vice-President of Exploration and Rory Ritchie as Field Exploration Manager, both effective December 1st, 2011 (see news release of November 15th, 2011), a new business development unit was being created within the company. The new business development unit would immediately begin advancing Mainstream's current portfolio of properties in order to unlock value and identify other third parties as strategic joint-venture or earn-in option partners for follow-up drill testing. The geological services to be provided internally going forward will include, but will not be limited to prospecting, geochemical surveying (including soil sampling), mapping and technical evaluation of potential drill targets based on the existing data collected with the objective of advancing Mainstream's projects to drill ready status as rapidly as possible.

The news release stated that the new business development unit would not represent a "Change of Business (COB)" or a change in direction for the company as Mr. Peters and Mr. Ritchie would be working primarily on the exploration and development of the company's own portfolio of 10 properties. The company's mandate will continue to be that of a "mineral exploration and development company focused on precious metal mining properties with economic potential, all with the aim of possibly bringing such properties to commercial production".

Mainstream President and CEO, Michael Romanik, said at the time: "By hiring Brad and Rory, and by executing this strategy within the company, we will be able to accomplish a number of goals at the same time – (i) reducing the costs associated with the hiring of external geological consultants; (ii) have a dedicated in-house geological staff that is focused on Mainstream's own portfolio of projects and (iii) potentially generating future cash-flows for the company through the management of geological work for other companies. To the benefit of our shareholders, we can limit the amount of dilution going forward as we navigate our way through these difficult capital markets. One of the priorities for our new geological team will be to thoroughly review and then advance our current Birch-Uchi Greenstone Belt projects to the drill-ready stage. With the investments we've made to date in these properties, we feel that we are now ready to package the information. Once done, we will then be in a good position to look for or attract joint-venture or earn-in option agreement partners."

January 27th, 2012 – The TSX Venture Exchange Inc. issued a Bulletin stating that it has accepted for filing an Option Agreement dated October 14th, 2011 between Alita Resources Ltd. and Mainstream Minerals Corporation which grants Alita Resources Ltd. an option to acquire a 60% interest in the Rowan Lake, Ontario group of mineral claims. The Bulletin also noted that the TSX Venture Exchange Inc. had accepted for filing Alita Resources Ltd.'s Qualifying Transaction (the acquisition of a 60% interest in the Rowan Lake, Ontario group of mineral claims from Mainstream Minerals Corporation) as described in its Filing Statement dated December 16th, 2011. As a result, effective at the opening, Monday, January 30th, 2012, the trading symbol for Alita Resources Ltd. was change from AL.P to AL and that it would no longer be considered a Capital Pool Company.

February 6th, 2012 – The Corporation announced a non-brokered private placement of a maximum of 12,000,000 Units at a purchase price of $0.05 for gross subscription proceeds of $600,000. The offering would be made to subscribers resident in the Provinces of Ontario, Manitoba, Saskatchewan, Alberta and British Columbia, and such other jurisdictions as the Corporation may determine. At the time of the news release, it was anticipated that the closing of offering would occur on or around March 9th, 2012. Each Unit shall be comprised of one non-flow-through Common Share and one-half (1/2) of one non-flow-through Common Share purchase warrant (a "Warrant"). Each whole Warrant shall entitle the holder to purchase one Common Share for an exercise price of $0.10 for a period of 12 months following the date of issuance. The Common Shares and Warrants issued in connection with this offering will be subject to a hold period of four months plus one day. The Corporation may, at its discretion, offer a 6 % cash finder's fee to registered dealers for services rendered in introducing certain subscribers to the offering. In addition to the finder's fee, brokers warrants equivalent to 6 % of the number of Units subscribed for in this non-brokered placement may be paid to registered dealers for services rendered in introducing certain subscribers to the offering. Each broker warrant can be exercised to purchase one non-flow-through common share upon payment $0.10 for a period of 12 months following the date of issuance. The closing of this offering is subject to the approval of the TSX Venture Exchange Inc.

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DESCRIPTION OF ONGOING BUSINESS OBJECTIVES AND KEY PROPERTIES

The business objectives that the Corporation is planning to accomplish in fiscal 2012 with its existing cash resources and the net proceeds of any future Offerings relying on the Annual Information Form dated April 30th, 2011 for the year ended November 30th, 2010 and as filed on www.sedar.com on May 6th, 2011 and any future Annual Information Forms, all subject to change and dependent on financing, is to –

Project	Minimum Required Exploration Expenditures (1)	Assessment Work Filing Due Date	Property Option Payments	Option Payment Due Date
Birch Lake	$52,000	March 2013	$12,000	April 2012
Slate Lake (9 unpatented claims)	$31,830 (2)	April 2012	$15,000	October 2012
Slate Lake (1 mining lease)	$10,000 (2)	August 2012	$5,000	February 2012
Fly Lake	$16,400	November 2012	$5,000	February 2012
Casa Berardi	$31,000	January 2013	-	-
Rowan Lake	$129,200 (3)	October 2012	$16,000	November 2012
Hudson Patricia (8 unpatented claims)	-	-	$16,000	January 2013
Hudson Patricia (1 mining lease)	-	-	$30,000	December 2012
Bobjo Mine Project	-	-	-	-
Hazard Lake / Northgate Deposit	-	-	$25,000	October 2012
West Keefer	-	-	-	-
TOTALS	**$270,430**		**$124,000**	

(1) The amounts noted in this column are the minimum required exploration expenditures for assessment work filings in the next 12 months. At the time of this Management Discussion & Analysis of February 15th, 2012, the Corporation was still in the process of formulating its Exploration Budget for fiscal 2012. Work on some or all of the properties may include, but is not limited to, diamond drilling, prospecting, mapping, geo-chemical soil sampling, line-cutting, grab and channel sampling, Magnetometer / IP surveys and a compilation of the individual property's geological historical data and records.

(2) Pending the approval of the recent assessment report filing and thus determining the amount in banked reserve. Banked credits from previously filed assessment work at the Bobjo Mine Project work may be used to cover these required exploration expenditures.

(3) Alita Resources Ltd. has committed to spend a minimum of $200,000 on exploration for the Rowan Lake property prior to January 27th, 2013 as per the Option Agreement dated October 14th, 2011 to acquire a 60% interest in the property over 3 years.

(1) Bobjo Mine Project in Earngey and Agnew Townships, Red Lake Mining Division of Ontario (Birch-Uchi Greenstone Belt)

Location – The Bobjo Mine Project is located in Earngey and Agnew Townships in the Red Lake Mining Division of Ontario. It is situated approximately 80 kilometres by road east-north-east of the Town of Ear Falls, Ontario.

Number of Claims & Hectares – 9 patented claims for approximately 133 hectares and 31 unpatented claims for 315 unpatented claim units for approximately 5,232 hectares for a combined total of 5,365 hectares.

Exploration Target – Gold

Date of Acquisition via Option Agreements & Staking – The 324 claim units were assembled by way of an initial Option Agreement dated July 21st, 2006 for 9 patented claim units for 133 hectares, staking during the Fall of 2006 of 54 unpatented claim units for 874 hectares, and the acquisition by way of staking of another 261 claim units totalling 4,358 hectares in 2007 and 2008 to the north and south of, and immediately adjacent to, the existing land package. A second Option Agreement dated December 17th, 2006 (32 unpatented claim units for 518 hectares) for an area known as "Bobjo West" was subsequently dropped in late fiscal 2008 due to the costs associated with maintaining it and for being non-essential to the overall project. On September 27th, 2010, the Corporation announced an option agreement for 6 exploration claims for 28 claim units totalling approximately 453 hectares with Glen Coyne (the "Vendor") at the Bobjo Mine Project. These claims, commonly known as the "water claims", had lapsed in the late fall of 2009 and were acquired via staking by Richard Daigle and subsequently sold to Mr. Coyne. Re-acquiring these claims was one of the conditions for proceeding with the Letter of Intent dated October 6th, 2010 with Premier Gold Mines Limited at the Bobjo Mine Project. Under the terms of the option agreement with Mr. Coyne, Mainstream Minerals can earn a 100% interest by completing a payment to the Vendor of $10,000 within 7 days of TSX.V approval (paid November 24th, 2010) and issuing 100,000 common shares to the Vendor within 7 days of TSX.V approval (issued November 23rd, 2010). The issued shares shall be subject to hold periods as required by the applicable policies of the TSX Venture Exchange Inc and other securities laws. The Vendor will retain a 2.0 % Net Smelter Return (the "NSR") interest in the Property. Mainstream Minerals can buyback one half or 1% of the "NSR" at anytime for a payment of $1,000,000.

Ownership Interests – 100 % Mainstream Minerals Corporation

Operator – Mainstream Minerals Corporation

Qualified Person as per National Instrument 43-101 (subject to change) – Garry Clark P.Geo.

Description and Access to the Bobjo Mine Property

The Bobjo Mine property is located along the southeast limb of the Red Lake-Uchi Lake Greenstone Belt area in the Red Lake Mining District of Ontario. The property is located approximately 80 kilometers by road east-north-east of the Town of Ear Falls, Ontario. The Bobjo Mine site is accessible by gravel timber haul-roads and local trails in the summer months. The former South Bay Mine road connects the Town of Ear Falls to several tourist camps on the Woman, Confederation and Uchi Lakes situated within 10 to 20 kilometres of the Bobjo Mine Property and is presently used by outdoors sports fishermen, hunters, timber companies and exploration personnel and is a "Use at Own Risk" access road. This road is normally ploughed during the winter months due to the timber activity in the area all year round. Access to the property can be obtained via a poorly maintained tote road north from this timber haul road for approximately three thousand metres. The Bobjo Mine is sandwiched between the South Bay Mine which produced approximately 1.6 million tons of 10% zinc and 15% copper and the Uchi Mine which has produced approximately 114,000 ounces of gold. The Jackson-Manion Mine which produced 27, 142 ounces is also located northwest of the property. The numbers of the 9 patented claims at the Bobjo Mine are: KRL 17329 (1 unit), KRL 4544 (1 unit), KRL 6630 (1 unit), KRL 6631 (1 unit), KRL 6632 (1 unit), KRL 6633 (1 unit), KRL 6638 (1 unit), KRL 6689 (1 unit) and KRL 6690 (1 unit).

Regional Geological Setting

The geology of the region has been mapped by various exploration companies doing work on a number of gold and base metal showings in the area as well as the different government agencies including the Geological Survey of Canada and the Ontario Geological Association. The geology is complex on a regional scale but locally over the property appears to be underlain by a series of sedimentary and metavolcanic sequences as part of the Uchi-Red Lake Greenstone Belt. Much of the information on this property has been derived from the original road making and stripping work, shaft and underground development work carried out by the Coniagas Mines Ltd. and Bobjo Mines Ltd. groups from 1927 to 1929. The Red Lake District, including this property, is underlain by Archean aged rocks of the Superior Province. This property lies within the Uchi Sub-Province of northwestern Ontario. These rocks have been subdivided into assemblages with ages ranging from the youngest, the Confederation Assemblage of 2,730-2,800 million years, through the Bruce Channel and Woman Assemblages, from 2,800-2,900 million years, to the Balmer and Ball Assemblages, from 2,900-3,000 million years. The Balmer Assemblage forms the core of the Red Lake Greenstone Belt and hosts the areas largest and most prolific gold mining operations such as Placer Dome’s Campbell Mine and Gold Corp’s Red Lake Mine. The Balmer consists of basaltic tholeiitic and komatiitic flows intercalated with magnetite-rich and quartz-rich, cherty iron formations. Felsic pyroclastic rocks occur intercalated with these main units as thinly bedded substrates. Small mafic to ultra-mafic intrusives cut all the assemblages and units. The main portion of the Ball Assemblage is composed of calc-alkaline mafic flows and intermediate to felsic calc-alkaline flows and tuffs. The Bruce Channel Assemblage is poorly exposed in the eastern part of the belt but is composed of basaltic flows capped by minor felsic pyroclastic rocks dating around 2,894 Ma and clastic and iron formation meta-sediments. The Woman Assemblage units are restricted to 2,830 Ma in age and are composed of felsic rocks as seen on Mackenzie Island, where they are exposed on surface. The Confederation Assemblage is found on the northern and southern flanks of the Red Lake Belt which is comprised of calc-alkalic rocks with thick sequences of felsic pyroclastic deposits similar to those seen in the Birch Lake-Uchi Greenstone Belt. The later emplacement of large plutons and explosive felsic events from 2,731 Ma to 2,700 Ma heralded the Kenoran Orogeny. These events thermally weakened the crust and induced the localization of compression-related poly-phase deformation and regional greenschist facies metamorphism within an overall compressional regime. The property itself is located on the eastern limb of the Uchi-Red Lake Greenstone Belt within the Confederation Assemblage of volcanic rocks. Thurston had identified three Cycles of volcanism as described in his G.R. Report 236, “Physical Volcanology and Stratigraphy of the Confederation Lake Area - Patricia Portion” 1985. Each cycle consists of a mafic base which grades upward into a felsic top. Interlayered within the felsic episodes are marginal, underwater hosted marbles, cherts and iron formations which cap each of Cycles I and II. Intermediate and felsic tuffs make up the middle to top layers of each cycle. The area appears to be affected by at least three phases of regional deformation resulting in the widespread development of folds, axial planar fabrics and ductile shear zones. The D-1 deformation involved N.W.-S.E. shortening, the development of N.E. to N-striking folds and faults. This event is most prevalent in the southern part of the belt in the Confederation Lakes area. The D-2 deformation involves N.E-S.W. to N-S shortening and the development of east-west to west-northwest trending regional faults, folding and fabric orientations. This event is most recognizable in the Uchi Lake area, but tends are locally distorted by the late D-2 emplacement of the plutons. The D-3 deformation in the area is recognized by the late, north-south trending brittle faulting.

General History of the Property prior to Mainstream Minerals Corporation

The following is a summary of the work history of the Bobjo Mine Property. The information was taken from the assessment file records for the area from the resident geologist’s office in Red Lake and Sudbury, Ontario and from the open file reports for the area. Over the past eighty-one years, only a limited amount of exploration and development work has been carried out over the claims and more precisely over the main mining claim KRL 6631 where the shaft and open cut exists. A number of exploration companies have carried out various exploration programs in the area adjacent to this ground since the more recent discovery of the Uchi Lake and South Bay Mines but due to the unavailable nature of the subject claims, no new work has been reported on the main patented group since the last Ontario Geological Reports from 1920 to 1930. A number of recent mapping and compilation programs done in the area by the Ontario Geological Survey and the Geological Survey of Canada have determined a significant east-west and northeast trending fault projections cutting through the area. This may have significant impact on the emplacement of the gold mineralization within the silicified host rock in the metavolcanic package surrounding major igneous plutons within the Red Lake Mining District, Ontario.

A complete review of the available Assessment File data at the regional Red Lake Office determined that there is no historical data covering this property prior to the O.D.M. ‘Annual Reports’ for the periods dating from 1927 through 1935. The first work covering the Bobjo Mine Property was in 1927 when a group of 15 mining claims was staked and referred to as the ‘Laidley Claims’. These included claims KRL 6630 to 6638 and KRL 4544 to 4546. The Bobjo Mine Property was immediately optioned to Coniagas Mines Ltd., who carried out an unknown amount of surface work including stripping, trenching and sampling. In 1928-29, Bobjo Mines Ltd. was formed to develop the Bobjo Mine Property. A shaft was sunk to a depth of 270 feet and two levels with over 1,600 feet of lateral development carried out. The main ‘open cut’ was started to exploit the high grade gold occurrence exposed on surface. A small stamp mill and amalgam plant was erected which produced 261.7 ounces of gold and 29 ounces of silver from an unknown tonnage. During the period from 1938 to 1939, Bobjo Mines Ltd. conducted further surface trenching, pitting, stripping and over 7000 feet of diamond drilling under the direction of T.C. Fawcett. All work was discontinued in April, 1939 due to the war effort. In 1971, ownership of the Bobjo Mine Property reverted to R.J. Jowsey Mining Co. Ltd. of Toronto, Ontario and the claims remained in the company with little or no reported work being carried out over them due to their patent status. In 1974, ownership of the Bobjo Mine Property reverted to New York Oils Ltd. and consisted of the original nine patented claims KRL 4544, 4546, 6630 to 6633, 6638, 6889 and 6890. There is no record of any new work having been carried out during this period even though the South Bay and Uchi Mines in the Red Lake Mining District, Ontario were actively exploring and developing their ground in the vicinity. Over the period from 1928 to 1989, a number of Ontario Government Geologists had looked at the Bobjo Mine Property and taken samples. Of note, was E.L. Bruce’s map and comments which were included in the Ontario Department of Mines Annual Reports in 1929, J.D. Bateman in 1940, Fyon and Lane’s map in 1986 (P.2989), P.C. Thurston’s mapping in 1973 (M.P.56), 1980 (O.G.S. Map 2428) and 1985 (Map G.R. 234 + 236). The latest review and re-interpretation of the Red Lake-Uchi Lake Greenstone Belt was completed by M. Sanborn-Barrie in the GSC Publication Paper 98-01C.

General Developments from December 1st, 2006 and up to June 13th, 2010

From the winter of 2006 / 07 to the winter of 2008 / 09, the Corporation and its former 50 / 50 joint-venture partner, King’s Bay Gold Corporation, completed the following work on this property as follows:

(i) announced the discovery of new gold-bearing veins at the Bobjo Mine. An initial surface sampling program of grab samples was initiated to test these new veins and the initial results from Accurassay Laboratories in Thunder Bay, Ontario returned some high and significant gold values on these veins;
(ii) built a road to the property;
(iii) completed a ground-stripping program of approximately 80 acres using a bulldozer and a backhoe around the old shaft right to the bedrock conducted;
(iv) acquired additional 8,720 acres through staking in 2006 and 2007;
(v) conducted in 2007 a geophysics program that consisted of 105.2 km’s of line-cutting followed by ground magnetic and VLF-EM surveys. The surveys were conducted by Dan Patrie Exploration Ltd. for the purposes of establishing areas of magnetic elevations, magnetic lows and VLF cross-overs that help define structures and conductors. The readings were taken along lines that were spaced at 25 and 100 metres apart and at 25 metre station intervals. The surveys produced high and low areas of magnetic levels and VLF cross-overs which is typical for many gold properties in the Red Lake camp. The surveys proved very successful in finding 2 parallel high magnetic anomalies 200 to 2000 nT above the background running parallel to the base line and also to the west side of the grid and running north-south along the entire length of the grid and open to the north and south. These surveys can now be seen at www.mainstreamminerals.com;
(vi) completed Phase I (5,300 metres in 2007) and Phase II (15,000 metres in 2008) drilling programs for 32 holes near the old shaft. Gold was intersected in twenty seven out of thirty two holes from surface to a depth of 312 metres, which included high-grade gold in many intersections. All zones are open at depth and in all directions. Some rare earth elements, rare metals, and other minerals were a surprise on this gold project and may, after careful analysis, need some follow up drilling in the future. Most of the gold-bearing veins tested so far ran in an east-west direction. The results of these two drilling programs can be viewed in table format at www.mainstreamminerals.com;
(vii) completed a 10 hole exploratory program in 2008 in an area located 2 kilometres south of the main discovery area at the bottom end of the property. All ten holes intersected wide zones of anomalous platinum values. This area will need to be investigated further at some point in the future; and

(vii) the exploration program that was previously announced on February 11th, 2010 for the Bobjo Mine Project was limited due to ongoing talks with a third party for a potential transaction on another property within the area. Some minor field work was resumed on the property over the summer of 2010.

Highlights from the 32 holes drilled to date for Phases I and II at the high-grade gold discovery area included (true widths are not known):

53.61 g/t Au over 2.45 metres	12.01 g/t Au over 0.50 metres
32.95 g/t Au over 1.10 metres	9.45 g/t Au over 1.00 metres
27.43 g/t Au over 1.00 metres	8.70 g/t Au over 1.10 metres
19.61 g/t Au over 2.00 metres	8.45 g/t Au over 3.40 metres
18.18 g/t Au over 0.50 metres	6.84 g/t Au over 1.00 metres
14.55 g/t Au over 1.00 metres	6.25 g/t Au over 1.50 metres
12.80 g/t Au over 0.50 metres	5.77 g/t Au over 3.00 metres

John Archibald B.Sc., P.Geo. was the Qualified Person on the project up until February 2009. At that time, he became President & CEO of King's Bay Gold Corporation, the former joint-venture partner, and as such, he could no longer act as the Qualified Person on this project. Thereafter, Andrew Gracie Ph.D., P. Eng., P.Geo. became the Qualified Person under National Instrument 43-101 for the time while the project was still joint-ventured between King's Bay Gold and Mainstream Minerals. All of the samples taken during the Phase I and Phase II drilling programs were analyzed by Acurassay Labs using the Neutron Activation Method and Acqua Regia Digestion with an ICPAES finish and standard fire assay for gold. True widths are not known.

Property Interests Exchange Agreement dated June 14th, 2010 with King`s Bay Gold Corporation

On June 16th, 2010, the Corporation reported in a news release that it had come to an agreement with King's Bay Gold Corporation on the future of their joint-ventured Bobjo Mine Project, located in Earngey and Agnew Townships of the Red Lake Mining Division of Ontario. In a Property Interests Exchange Agreement dated June 14th, 2010, King's Bay Gold sold its' remaining interests of approximately 40% in the Bobjo Mine Project to Mainstream Minerals. King's Bay Gold had further agreed to cancel the advance receivable related to the project of approximately $140,000 from Mainstream Minerals to King's Bay Gold. In consideration for Property Interests Exchange Agreement of June 14th, 2010, Mainstream Minerals had agreed to: assign to King's Bay Gold it's one hundred per cent (100%) interest in the Raleigh Lake property; grant 250,000 common shares of Mainstream Minerals to King's Bay Gold (issued May 3rd, 2011); and transfer title of ownership on various pieces of equipment valued at approximately $16,000. Both Parties further agreed to waive any and all present and future claims whatsoever against one another in relation to the Bobjo Mine Project Joint Venture Earn-In Agreement of September 12th, 2006, including all amendments entered into thereafter, and to save the other party harmless from any and all present and future third party claims whatsoever as these may relate to the Bobjo Mine Project. With the execution of the Property Interests Exchange Agreement, Mainstream Minerals now had an undisputed 100% ownership interest in the Bobjo Mine Project. President & CEO Michael Romanik said at the time "We are exceptionally pleased to have been able to secure 100% ownership of the Bobjo Mine Project. With our adjoining 100% owned Hazard Lake / Northgate Deposit property, we now have a fantastic land package to focus our exploration efforts on. The exploration program that was previously announced on February 11th, 2010 for the Bobjo Mine Project was limited due to ongoing talks with a third party for a potential transaction on another property within the area."

Option Agreement of February 11th, 2011 with Premier Gold Mines Limited

With the successful completion of the due diligence diamond drill program (the "Mainstream Funded Drill Program" of $350,000 as per the terms of a Letter of Intent ("LOI") as signed on October 6th, 2010 and as announced in a news release dated October 14th, 2010), Mainstream Minerals Corporation entered into an Option Agreement dated February 11th, 2011 with Premier Gold Mines Limited (TSX: PG) ("Premier Gold") for the exploration and development of the Bobjo Mine property (see the Mainstream Minerals news release dated February 15th, 2011).

The Option Agreement with Premier Gold provided that Mainstream Minerals would grant to Premier Gold an option to earn up to a 70% interest in this Bobjo Mine Project Property, including the immediately adjacent and adjoining Hazard Lake / Northgate Deposit Property, through a 5 year earn-in program involving annual cash payments, share issuances and exploration and development expenditure commitments. Upon completion of the earn-in provisions by Premier Gold, this Option Agreement would have possibly lead to the formation of a formal joint-venture between the companies whereby the companies will thereafter share all future exploration and development expenditures in proportion to their respective interests.

Termination of the Option Agreement of February 11th, 2011 with Premier Gold Mines Limited

The option agreement provided that Premier Gold had to immediately pay $50,000 cash (received on February 15th, 2011) and expend a minimum of $500,000 prior to the first anniversary of the agreement. At Premier Gold's exclusive discretion, the work included, but was not limited to, drilling, line-cutting, geophysics, mapping, ground stripping and washing, and channel sampling.

On May 25th, 2011, the Corporation announced in a news release that Premier Gold had dropped its option on the Bobjo Mine Project property. Since the signing of the option agreement in February, Premier had spent approximately one million dollars on exploration and development work on the property that included the completion of an airborne Mag / EM survey and 3 drill holes for 1,500 meters of drilling. Tim Twomey, P.Geo was the Qualified Person on this project pursuant to National Instrument 43-101 and had reviewed and approved the technical disclosure in the press release of May 25th, 2011 that announced the termination of the option agreement by Premier Gold.

Going Forward at the Bobjo Mine Project

Overall, and despite the termination of the option agreement by Premier Gold, the Company is pleased with the progress made to date at this project and with the fact that the drilling programs in 2007 and 2008 had so far intersected gold in twenty seven out of thirty two holes from surface to a depth of 312 metres so far, which included high-grade gold in many intersections. All zones are open at depth and in all directions. Some rare earth elements, rare metals, and other minerals were a surprise on this gold project and may after careful analysis, need some follow up drilling in the future to determine if these initial findings are economically viable. Most of the gold-bearing veins tested so far ran in an east-west direction. The area just north of the high-grade gold discovery is also host to many other quartz veins that have not been tested as of yet, including a quartz vein of up to 2 metres wide that is running in a north-south direction. Grab samples from this vein yielded results as high as 115.00 g/t Au. The work that was being carried out by the Company represents the first modern, systematic exploration of this property since 1929.

After reviewing all of Premier Gold's data, a substantial ground prospecting / sampling program was commenced within a few weeks of the option agreement's termination to "ground truth" all of the high priority anomalies as identified by the airborne survey. Also, a channel sampling program would be following up on a number of grab samples that were taken from the "Bobjo peninsula" on the northern section of the overall Bobjo Mine property.

Mainstream's President and Chief Executive Officer, Michael Romanik, said at the time (May 25th, 2011): "We plan to continue right where Premier left off, without delay or hesitation. We are moving very quickly to get geological crews on the ground within the next several weeks. The Bobjo Mine property is in itself approximately 5,232 hectares (or approximately 12,928 acres) and only a small part of it has been explored. We are excited to start a prospecting program on the southern half of the property with the new information acquired from and with Premier's cooperation. This southern area has seen very minimal exploration. Much of the company's exploration to date has been focused on the Bobjo peninsula where the old Bobjo Mine Shaft is located. Mainstream remains focused on the Birch-Uchi Greenstone Belt. The company has put together a 6 property land package in the belt totaling approximately 11,067 hectares (or approximately 27,346 acres) and covering numerous past producing mines and known gold occurrences. The company also remains open to pursuing new joint-ventures and option agreements with other companies on mutually beneficial commercial terms and conditions."

On August 23rd, 2011 the Corporation pleased to provide an update via a news release on its recent exploration activities on the Bobjo Mine and Slate Lake properties. In June, Mainstream contracted Mount Morgan Resources Ltd. to complete a channel sampling program at the Bobjo Mine project. The channel samples targeted previously untested outcrops with quartz veins, lenses and veinlets with the intention of assessing the potential for gold mineralization outside of the immediate Bobjo Mine environment. There were a total of 66 samples that were analyzed from the 33 meters of channel sampling. The program was very successful with multiple high-grade gold assays received from a series of 0.5 meter channel samples. The channel samples contained quartz veins +/- bedrock. Results indicate significant gold potential exists outside of the actual Bobjo Mine shaft. Assay results ranged from <.03 g/t Au up to a high of 87.53 g/t Au. A table highlighting the best samples is given below:

Sample Number	Sample Location	Description	Au g/t
BJ11-56	15 U 526236 5661196	Quartz	87.53
BJ11-28	15 U 526256 5661160	Quartz	50.79
BJ11-62	15 U 526234 5661207	Quartz	39.59
BJ11-26	15 U 526258 5661155	Quartz and bedrock	32.48
BJ11-29	15 U 526248 5661158	Quartz	32.41
BJ11-25	15 U 526254 5661153	Quartz	21.47
BJ11-27	15 U 526258 5661155	Quartz and bedrock	18.93
BJ11-22	15 U 526258 5661154	Quartz and bedrock	16.98
BJ11-61	15 U 526234 5661207	Quartz	11.13
BJ11-09	15 U 526289 5661129	Quartz	7.70
BJ11-03	15 U 526288 5661120	Quartz and bedrock	5.61
BJ11-60	15 U 526235 5661206	Quartz	4.72
BJ11-59	15 U 526235 5661201	Quartz	4.29
BJ11-08	15 U 526289 5661129	Quartz	3.82
BJ11-01	15 U 526283 5661123	Quartz and bedrock	3.16
BJ11-30	15 U 526249 5661168	Quartz and bedrock	2.85
BJ11-05	15 U 526288 5661130	Quartz	2.62
BJ11-36	15 U 526251 5661153	Quartz	2.06
BJ11-63	15 U 526234 5661207	Quartz	1.75

The channel samples were processed and analyzed by TSL Laboratories located in Saskatoon, Saskatchewan. TSL Laboratories as an ISO-Certified laboratory performed the gold assays and a multi-element scan of the sample set. Two kinds of analyses were used. One is a gold fire assay with gravimetric finish and the second a multi-element scan. The multi-element scan provides information for a wide range of elements at very low detection limits. This analysis is used to determine whether there are any unusual "pathfinder" elements that might be used to indicate the presence of gold mineralization. Analysis is by ICP-MS. The gold assay is based upon 60 grams of rock after it has been crushed and powdered. A serious gold nugget effect in the mineralized samples is documented from metallic screen assays and indicates significant specific gravity differences between gold-bearing mineralization and the host rock. The high-grade gold assays suggest the likely presence of native gold. Mainstream is reviewing the drill logs from the 32 holes that were drilled in 2007-2009 as well as the core logs from the 11 holes totaling 4,580 meters that were drilled by Premier Gold Mines Limited in late 2010 and early 2011. The most recent channel sample results will be incorporated with the data from the drill logs in order to formulate the exploration plans for the fall of 2011.

President and Chief Executive Officer, Michael Romanik, said at the time (August 23rd, 2011): "We are very excited with the recent assay results since they are from previously unrecognized zones of gold mineralization. There are many other outcrops that remain untested and will be followed up in the next round of exploration. We firmly believe that the Bobjo Mine project has excellent potential for finding more high grade gold and will be an exciting project for Mainstream going forward."

(2) Hazard Lake / Northgate Deposit Property in Uchi Lake Township, Red Lake Mining Division of Ontario (Birch-Uchi Greenstone Belt)

Location – The Hazard Lake / Northgate Deposit is located in Uchi Lake Township in the Red Lake Mining Division of Ontario. The optioned 24 claim units are adjoining the Bobjo Mine Project property to the South East.

Number of Claims & Hectares – 3 claims for 24 claim units for approximately 384 hectares

Exploration Target – Gold

Date of Acquisition via Option Agreement – October 26th, 2009

Ownership Interests – 100 % Mainstream Minerals Corporation

Operator – 100 % Mainstream Minerals Corporation

Qualified Person as per National Instrument 43-101 (subject to change) – Garry Clark P. Geo

The Hazard Lake Property area lies within the Archean Birch-Uchi Greenstone Belt of the western Uchi Subprovince of NW Ontario. The most significant mineralization discovered on the Hazard Lake property to date is at the Northgate and Milberry occurrences. Northgate Exploration drill tested the “Northgate Occurrence” in 1959, with one hole intersecting 0.4 ounces per ton Au over 3.3 feet at a 500ft depth. At that time, Northgate calculated a resource of 64,000 tons grading 0.28 ounces gold per ton. This resource constitutes a “historical resource” in the context of National Instrument 43-101.

The mineralization at the Milberry Occurrence is believed to be the extension of the Hill-Sloan-Tivy vein north of the property. The vein strikes N28°E and can be traced for a length of 228.7 metres (Thurston 1985). Drilling on the Milberry Occurrence has returned assays up to 107.31 g/T Au over 0.91 metres, 151.54 g/T Au over 0.67 metres, 81.94 g/T Au over 0.76 metres, and 44.29 g/T Au over 0.91 metres. Historic data taken was from the Ontario Government geological files.

(The calculations and results shown here and in the news release of November 16th, 2009 are pre-National Instrument 43-101 and are therefore not compliant with National Instrument 43-101 requirements. The Company is not treating the historical estimates and results as accurate or current. Readers are cautioned not to place undue reliance on these historical estimates and results.)

Under the terms of the Option Agreement, Mainstream Minerals can earn a 100% interest by completing payments to the Optionor as follows:

On signing of the Agreement	$8,000
1st Anniversary of the Agreement	$12,000
2nd Anniversary of the Agreement	$16,000
3rd Anniversary of the Agreement	$25,000
4th and final Anniversary of the Agreement	$35,000

In addition to the cash payment schedule, Mainstream Minerals shall issue to the Optionor, shares in the Company as follows:

On signing of the Agreement	100,000 Common Shares
1st Anniversary of the Agreement	50,000 Common Shares
2nd Anniversary of the Agreement	50,000 Common Shares

The Optionor will retain a 1.5 % Net Smelter Return (the “NSR”) interest in the Property in which one-half (0.75%) can be purchased back by the Company for a one-time payment of $750,000.

In a news release dated January 25th, 2010, the Company was pleased to announce that it had engaged the services of Mr. A.A. Burgoyne, P.Eng., M.Sc. of Burgoyne Geological Inc. as the Qualified Person (QP) for the purposes of completing a detailed Technical Evaluation Report on the historical exploration work carried out on this gold property. Mr. Burgoyne delivered his report and made a number of specific recommendations for a Phase I exploration and development program on this property. This property was also subject to the Option Agreement dated February 11th, 2011 and for possible inclusion into Premier Gold Mines Limited's "Redgold Project". This option agreement was subsequently terminated by Premier Gold – see the news release of May 25th, 2011.

(3) West Keefer Claims Properties in Keefer Township, Porcupine Mining Division of Ontario (West Timmins area)

Location – The West Keefer Claims properties are located in Keefer Township of the Porcupine Mining Division of Ontario (West Timmins area).

Number of Claims & Hectares – 3 claims for 34 claim units for approximately 544 hectares

Exploration Target – Gold

Date of Acquisition via Option Agreement – January 2nd, 2010

Ownership Interests – 100 % Mainstream Minerals Corporation

Operator – Mainstream Minerals Corporation

Qualified Person as per National Instrument 43-101 (subject to change) – Brian H. Newton P.Geo.

The first gold property optioned by the Company in the West Timmins gold area is known as the Price Claims and that acquisition was announced in a news release dated December 30th, 2009.

The West Keefer Claims were acquired via an option agreement dated January 2nd, 2010 and are divided into a northern block of 26 units and a southern block of 8 claim units. Both of these optioned blocks are located immediately north of the Destor-Porcupine Fault System and are accessible via year-round gravel roads. The Destor-Porcupine Fault is a regional fault system in the Timmins Gold Belt that has been attributed as a major contributor of the gold bearing quartz vein systems of the prolific Timmins Mining District where over 70 million ounces of gold have been produced.

The northern block of 26 claim units has numerous splays running north from the volcanic belt that overlaps the southern portion of the property. Shear zones and quartz veins were discovered just south of Little Star Lake in the 1930s. Little assessment work has been filed over the years on this property, and as such, the property deserves a closer look using modern exploration methods. The southern block of 8 claim units is also accessible by the same gravel road as the northern block. It is underlain by volcanic and granitic quartz diorite. There are two faults transecting the property in opposite directions. This property has also seen limited work over the years.

Under the terms of the Option Agreement, Mainstream Minerals can earn a 100% interest for both properties by issuing 900,000 common shares of the Company to the Vendors (issued on February 1st, 2010). The Vendors will retain a 2.0 % Net Smelter Return (the "NSR") interest in both properties. Mainstream can buy back 1.0% of the NSR for both properties for a single cash payment of $1,000,000 to the Vendors.

In fiscal 2010, the Company engaged the services of Vision Exploration of Timmins, ON. On the northern block of 26 claim units, Vision Exploration completed 14.7 kilometres of line cutting, 11.5 kilometres of Induced Polarization Survey, and 14.1 kilometres of Magnetometer Survey. On the southern block of 8 claim units, Vision Exploration completed 13.1 kilometres of line cutting, 11.2 kilometres of Induced Polarization Survey, and 13.1 kilometres of Magnetometer Survey. The goal of this work was to make these two claim blocks either drill ready or joint-venture ready.

(4) Casa Berardi Claims, Township 32E/11, Casa Berardi / La Sarre area of northern Québec

Location – The Casa Berardi Claims property is located in Township 32E/11, Casa Berardi area of northern Québec, approximately 90 kilometres north of the Town of La Sarre, Québec.

Number of Claims & Hectares – 62 claim units for approximately 977 hectares

Exploration Target – Gold

Date of Acquisition via Option Agreement – August 10th, 2010

Ownership Interests – 100 % Mainstream Minerals Corporation

Operator – Mainstream Minerals Corporation

Qualified Person as per National Instrument 43-101 (subject to change) – Tracy Armstrong B.Sc.(Hons.) P.Geo.

In a news release dated August 18th, 2010, the Corporation announced the acquisition via an option agreement of 59 exploration claims by the Corporation (subsequently clarified in a later news release as 62 exploration claims) known as the Casa Berardi Claims from vendors Pierre Lavoie (50 %) and Gabriel Provost (50 %) covering approximately 977 hectares in the Casa Berardi area of northern Québec, approximately three kilometres south-east of Aurizon Mines Ltd. ("Aurizon") Casa Berardi Mine. The Property is contiguous to both Iamgold and to the Lake Shore Gold / Aurizon JV. The Casa Berardi Property is located roughly 90 km north of the Town of La Sarre, Québec in the northern part of the Abitibi Subprovince, a subdivision of the Archean Superior Province. The Property area belongs to the Harricana-Turgeon Belt, which is part of the North Volcanic Zone. Regional geology is characterized by a mixed assemblage of mafic volcanic, flysch-type sedimentary iron formation, and graphitic mudrock that are limited north of the Casa Berardi Mine by a large granodioritic to granitic batholith. Structurally, the property is enclosed in the Casa Berardi Tectonic Zone, a 15 km wide corridor that can be traced over 200 km.

The Property lies in an area with good potential for finding mineralization, as many significant deposits and past producers of different types are present in the region. Base metals have been produced from the Joutel and Matagami camps. New deposits have been identified 15 km south of Casa Berardi, on Cancor Mines Inc./ Iamgold Corp. Joint Venture Gemini-Turgeon Property. Eastward, on the Casa Berardi structural trend is the former Agnico-Eagle Telbel Mine. Other deposits, with tonnages in the order of one to three million tonnes and grades between 4 g/t Au and 6 g/t Au, have also been outlined on the Douay, Vezza, and Desjardins Properties.

Michael Romanik, President & CEO said at the time: "This new project further diversifies the company into another active mining friendly region. It will also enable us to intensify our exploration efforts on multiple projects simultaneously"

Under the terms of the option agreement, Mainstream Minerals can earn a 100% interest by completing payments to the Vendors as follows:

Within 7 days of TSX.V approval: $15,000 (paid September 29th, 2010)
1st Anniversary of the Agreement: $15,000 (paid August 10th, 2011)

In addition to the cash payment schedule outlined above, Mainstream Minerals shall issue to the Vendors, shares in the Company as follows:

Within 7 days of TSX.V approval: 500,000 Common Shares (issued October 20th, 2010)
1st Anniversary of the Agreement: 500,000 Common Shares (issued August 10th, 2011)

The issued shares shall be subject to hold periods as required by the applicable policies of the TSX Venture Exchange Inc and other securities laws.

The Vendors will retain a 2.0 % Net Smelter Return (the "NSR") interest in the Property. Mainstream Minerals can buyback one half or 1% of the "NSR" at anytime for a payment of $1,000,000 dollars.

Under the terms of the acquisition agreement Mainstream Minerals was required to spend $30,000 in exploration on these claims and file the work in Québec this fall. In fiscal 2010, and to meet this $30,000 expenditure commitment, the Corporation engaged the services of Minroc Management Limited of Toronto, ON for the purposes of conducting a heli-borne geophysical survey on this property in order to identify follow up targets for future work. The heli-borne geophysical survey was completed on or about October 13th, 2010. Two detailed reports – VTEM and Aeromagnetic Geophysical Survey by Geotech Ltd. (35 pages) and an Interpretation Report by Scott Hogg & Associates Ltd. (21 pages) – were prepared and posted to the Corporation's website at www.mainstreamminerals.com . The goal of this work was to make this property either drill ready or joint-venture ready.

(5) Slate Lake Property in the Slate Lake Area, Red Lake Mining Division of Ontario (Birch-Uchi Greenstone Belt)

Location – The Slate Lake Property is located approximately 80 kilometres east of Red Lake, Ontario. The Slate Lake property adjoins a large block of claims that were recently staked by Goldcorp Inc (TSX: G) to the west.

Number of Claims & Hectares – 9 claim blocks consisting of 107 units covering approximately 1,712 hectares as acquired via a land option agreement on October 10th, 2010 and 1 mining lease (Mining Lease # 105626) covering approximately 96 hectares as acquired via a land option agreement on February 7th, 2011 for a total of approximately 1,808 hectares.

Exploration Target – Gold

Dates of Acquisition via two Option Agreements – October 10th, 2010 and February 7th, 2011

Ownership Interests – 100% Mainstream Minerals Corporation

Operator – Mainstream Minerals Corporation

Qualified Person as per National Instrument 43-101 (subject to change) – Mark Fedikow P.Geo.

The Slate Lake Property has seen historical exploration, including the discovery of gold discussed below, by Noranda, Cumberland Resources and St. Joe Exploration, the latter succeeded in finding a high grade massive sulphide horizon on the north side of Slate Lake. The Slate Lake property is marked by the presence of a base metal massive sulphide style of mineralization as well as a structural geologic environment conducive to the formation of gold mineralization. A gold-in-till anomaly defined by the GSC underscores precious metal potential. Exploration for both stratigraphic and structurally-controlled styles of mineralization will be undertaken with a fully integrated program based initially on a compilation of geophysics, geochemistry and geologic mapping to support a planned drill program. The proximal location of the property to this known mineralization, as well as the structural features identified on the property encouraged Mainstream to acquire this property.

Present on the property is a strong EM anomaly trending in a roughly E-W direction across the entire property which was outlined in an airborne MAG-EM survey carried out in the early 1990's by The Ministry of Northern Development and Mines. Ground work following the airborne survey was carried out the Geological Survey of Canada (GSC) that included regional scale mapping and a reconnaissance glacial till sampling program. Till sample number 92-SBB-142 returned the highest count in pristine gold (104) in the entire survey area. This sample correlates strongly with the airborne MAG-EM anomaly. The GSC concluded that the glacial ice movement was in the S-SW direction and that there was a very thin glacial till layer in this area. This suggests that the till anomaly is proximal to its bedrock source making it an attractive exploration target. In addition to this historic work, Noranda in 1989 uncovered a 2-10cm silicified zone in a mafic volcanic rock unit by handstripping and grab sampling that returned 6.27 g / t Au.

Recently, Mainstream completed a Mobile Metal Ions soil geochemical survey on the Slate Lake property. A total of 333 samples were collected with 25 m sample spacing and analysis by MMI-M for 53 elements. Analyses were performed in the Toronto, Ontario laboratories of SGS Mineral Services. Results indicate the presence of high-contrast anomalous responses in the surveyed area. The anomalous responses occur at several locations on the grid, correspond with anomalous electromagnetic and magnetic anomalies and are strongly suggestive of bedrock-hosted metal zonation typical in base metal massive sulphide-type mineralization. The MMI responses indicate mineralization on the property will be zinc-rich with lesser copper and associated gold and silver. Oxide facies iron formation is likely present as indicated by elevated MMI responses for the triplet iron, titanium and niobium, typical indicators for this type of chemical sedimentary lithology. Interpretation of the Mobile Metal Ions survey results was undertaken by Mount Morgan Resources Ltd. of Winnipeg, MB. Positive results from the survey triggered Mainstream to acquire Mining Lease # 105626.

Under the terms of the October 10th, 2010 land option agreement (9 claim blocks consisting of 107 units covering approximately 1,712 hectares), Mainstream Minerals can earn a 100% interest by completing payments to the Vendors totaling $80,000 over 4 years and the issuance of 200,000 common shares as follows:

Upon signature of the option agreement	$10,000
1st Anniversary of the Agreement	$10,000
2nd Anniversary of the Agreement	$15,000
3rd Anniversary of the Agreement	$20,000
4th Anniversary of the Agreement	$25,000

The common share issuances will be: (i) 100,000 shares within 10 days of regulatory approval of the agreement, and (ii) 100,000 shares upon the 1st anniversary of the agreement. The issued shares shall be subject to hold periods as required by the applicable policies of the TSX Venture Exchange and other securities laws.

The Vendor will retain a 2.0 % Net Smelter Return (the “NSR”) interest in the Property. Mainstream Minerals can buyback one half or 1% of the “NSR” at anytime for a payment of $1,000,000 CDN dollars.

Under the terms of the February 7th, 2011 land option agreement (1 mining lease (Mining Lease # 105626) covering approximately 96 hectares), Mainstream Minerals can earn a 100% interest by completing payments to the Vendors totaling $75,000 over 5 years and the issuance of 200,000 common shares over 1 year as follows:

Upon signature of the option agreement	$15,000
1st Anniversary of the Agreement	$ 5,000
2nd Anniversary of the Agreement	$10,000
3rd Anniversary of the Agreement	$10,000
4th Anniversary of the Agreement	$35,000

The common share issuances will be: (i) 100,000 shares within 10 days of regulatory approval of the agreement, and (ii) 100,000 shares upon the 1st anniversary of the agreement. The issued shares shall be subject to hold periods as required by the applicable policies of the TSX Venture Exchange and other securities laws.

Whereas the Vendor acquired the property rights to Slate Lake Mining Lease 105626 from a third party, that third party retains an original Net Smelter Return (“NSR”) royalty of 1.5%. As such, and under the terms of the option agreement, there will be two “NSR” royalties applicable to the lease. Each of the original third party and the Vendor for the Slate Lake mining lease will retain a 1.5% “NSR” (for a total “NSR” on the property of 3.0%). Mainstream Minerals may buy back one-half of each “NSR” by paying $1,000,000 to the applicable party. Without affecting the other party’s “NSR”, the party who is paid $1,000,000 will retain 0.75% of its original 1.5% “NSR”.

On November 4th, 2010, the Corporation announced in a news release that it had engaged Haveman Brothers Forestry Services Limited of Kakabeka Falls, Ontario to complete an MMI (Mobile Metal Ion) soil sampling survey on this property. During the first quarter of fiscal 2011, $23,220 was expended on this property for the balance of a MMI soil sampling program, the assaying of these samples and two detailed geological reports – MMI Results Report by Mount Morgan Resources Ltd. (50 pages) and a Slate Lake Summary Report (9 pages) – both have been posted to the Corporation’s website at www.mainstreamminerals.com .

(6) Rowan Lake Property located in the Townships of Rowan Lake and Brooks Lake in the Kenora Mining Division of Ontario

Location – The Rowan Lake Property is located in the Townships of Rowan Lake and Brooks Lake in the Kenora Mining District of Northwestern Ontario. The property is located approximately 30 kilometres east off of Highway 71 that runs between the City of Kenora and the Town of Nestor Falls, ON (the turnoff is approximately 40 kilometres north of Nestor Falls, ON) .

Number of Claims & Hectares – 25 claim blocks consisting of 323 units covering approximately 5,231 hectares

Exploration Target – Gold

Date of Acquisition via Option Agreement – November 24th, 2010

Ownership Interests – 100 % Mainstream Minerals Corporation, subject to an earn-in option agreement with Alita Resources Ltd. (TSX.V: AL – newly listed as of January 30th, 2012) dated October 14th, 2011, whereby that company can earn a 60% interest in the property by completing certain cash payments, share issuance and exploration expenditures over a 3 year period

Operator – Alita Resources Ltd.

Qualified Person as per National Instrument 43-101 (subject to change) – To Be Determined by Alita Resources Ltd. as the project's Operator

The Rowan Lake Property adjoins Coventry Resources' (ASX: CVY) Cameron Lake deposit which consists of a JORC-compliant indicated and inferred mineral resource estimate of 11,300,000 tonnes at 2.77 g/t gold for 1,005,833 ounces of gold (1.5 g/t gold cut off). The Cameron Lake deposit is located to the North East of the Pipestone-Cameron Lake Fault. Coventry Resources is currently conducting a 20,000 meter drill program designed to increase the size of the Cameron Lake deposit as well as test many of the regional prospects. (Source: www.coventryres.com)

Mainstream's optioned Rowan Lake property covers 12.5 kilometers of the Pipestone Cameron Lake Fault. The Cameron Lake deposit is located on a first / second order splay off of this regional structure two kilometers to the north of the property. Preliminary interpretation of regional magnetic data indicates that there are three other possible structural splays on the 12.5 kilometer strike length that the Mainstream property now covers.

Under the terms of the option agreement, Mainstream Minerals can earn a 100% interest by completing payments to the Vendor totaling $120,300 over 5 years and the issuance of 200,000 common shares as follows:

On signing of agreement	$32,300
1st Anniversary of the Agreement	$12,000
2nd Anniversary of the Agreement	$16,000
3rd Anniversary of the Agreement	$25,000
4th Anniversary of the Agreement	$35,000

The common share issuances will be as follows: (i) 100,000 shares within 10 days of regulatory approval of the agreement, and (ii) 100,000 shares upon the 1st anniversary of the agreement.

The Vendor will retain a 2.0 % Net Smelter Return (the "NSR") interest in the Property. Mainstream Minerals can buyback one half or 1% of the "NSR" at anytime for a payment of $1,000,000 CDN dollars.

On December 14th, 2010, the Corporation contracted Geotech Ltd. to carry out an airborne VTEM time-domain electromagnetic and magnetic survey covering this property which is adjacent to Coventry Resources Limited's (ASX: CVY) Cameron Lake deposit. Two VTEM survey maps were prepared and posted to the Corporation's website at www.mainstreamminerals.com .

In a news release dated October 26th, 2012, the Corporation announced that it had entered into an Option Agreement dated October 14th, 2012, with Alita Resources Ltd. (TSX.V: AL.P) whereby Alita will have the option to earn a 60% interest in the Rowan Lake Property upon successful completion of the following:

Year 1

- Payment of $20,000 cash (received on February 3rd, 2012) and issue and allot to Mainstream 100,000 shares (received on February 7th, 2012) in the capital of Alita within five days after the "Acceptance Date" by the TSX Venture Exchange Inc.
- Completing at least $200,000 of exploration work on the Claims within a period of one year measured from the "Acceptance Date".

Year 2

- Payment of $20,000 cash and issue and allot to Mainstream 100,000 shares in the capital of Alita within 12 months after the "Acceptance Date".
- Completing at least $550,000 of exploration work on the Claims within a period of 24 months measured from the "Acceptance Date".

Year 3

- Payment of $20,000 cash and issue and allot to Mainstream 100,000 shares in the capital of Alita within 24 months after the "Acceptance Date".
- Completing at least $900,000 of exploration work on the Claims within a period of 36 months measured from the "Acceptance Date".

The Acceptance Date as defined in the Option Agreement, will mean the date of the written confirmation from the TSX Venture Exchange Inc. that it has accepted the Option Agreement for filing.

The TSX Venture Exchange Inc. issued a Bulletin on January 27th, 2012 stating that it has accepted for filing an Option Agreement dated October 14th, 2011 between Alita Resources Ltd. and Mainstream Minerals Corporation which grants Alita Resources Ltd. an option to acquire a 60% interest in the Rowan Lake, Ontario group of mineral claims. The Bulletin also noted that the TSX Venture Exchange Inc. had accepted for filing Alita Resources Ltd.'s Qualifying Transaction (the acquisition of a 60% interest in the Rowan Lake, Ontario group of mineral claims from Mainstream Minerals Corporation) as described in its Filing Statement dated December 16th, 2011. As a result, effective at the opening, Monday, January 30th, 2012, the trading symbol for Alita Resources Ltd. was change from AL.P to AL and that it would no longer be considered a Capital Pool Company.

Alita Resources Ltd. has committed to spend a minimum of $200,000 prior to January 27th, 2013 and details of the planned exploration program are pending.

(7) Hudson Patricia Project located in the Township of Dent, Red Lake Mining Division of Ontario (Birch-Uchi Greenstone Belt)

Location – The Hudson Patricia Mine (1 mining lease for the past-producing mine site) and the surrounding Hudson Patricia Property (8 staked claims) are located in the Township of Dent, Red Lake Mining Division of north-western Ontario. Dent Township itself is located approximately 75 kilometres east of the Town of Red Lake, Ontario. The past-producing base-metals South Bay Mine is located 7 kilometres to the south-east.

Number of Claims & Hectares – 1 mining lease (the past producing Hudson Patricia Mine site) and 8 staked claims for 72 claim units (the immediately surrounding Hudson Patricia Property) for a total area of approximately 1,268 hectares.

Exploration Target – Gold

Date of Acquisition via two Option Agreements – both land option agreements are dated January 10th, 2011

Ownership Interests – 100 % Mainstream Minerals Corporation

Operator – Mainstream Minerals Corporation

Qualified Person as per National Instrument 43-101 (subject to change) – Andrew Tims P.Geo.

The past-producing Hudson-Patricia Mine and surrounding property are located on the Birch-Uchi Greenstone Belt and the optioned claims cover 5.5 kilometres of strike length. The well endowed Red Lake-Uchi Greenstone Belt has produced more than 25 million ounces of gold with the nearby South Bay Mine producing 1.6 million tons of ore grading 2.3% copper, 14.5% zinc and 3.5 oz/ton silver. The past-producing Hudson Patricia Mine itself produced 1,857 ounces of gold and 305 ounces of silver from 11,228 tons of ore with an average grade of 0.165 ounces (Ontario MND&M website). Three separate ore shoots were delineated in the mine with all production from above the first level on an inclined shaft during 1935. There is no indication any production was from the deeper second level. Previous surface work west of the former Hudson Patricia Mine site, on the shores of Bogford Lake, has exposed base metal horizon hosted in dacite to rhyodacite lapill tuffs composed of pyrite, sphalerite and chalcopyrite. Previous diamond drilling on the Bogford Lake VMS horizon intersected core lengths of 6.8 m of sulphide-bearing horizon. Grab samples taken by St. Joe Explorations Ltd. from this horizon assayed 12.9% zinc, 1.8% copper, 0.51% lead, 0.01 oz / ton gold and 2.79 oz / ton silver. The Hudson Patricia Property is an example of an under-explored vein gold deposit with north-south structures that host discontinuous quartz veins resulting from an extensive structural history. The intersection points of these north-south structures with northwestern fault are excellent locations to concentrate auriferous vein systems over significant widths. Volcancic massive sulphide mineralization was not recognized when the mine was in operation. The sulphide zones identified by St. Joe Explorations Ltd. and the reports of sulphide mineralization while the mine was in operation indicate that the area has good potential for base metal exploration as well.

Under the terms of the first option agreement dated January 10th, 2011 for the acquisition of the Hudson Patricia Property, Mainstream Minerals can earn a 100% interest in the 8 unpatented mining claims by completing payments totaling $91,000 over 5 years and the issuance of 200,000 common shares to the Vendor of that property as follows:

Upon signature of the option agreement	$8,000	100,000 common shares
1st Anniversary of the Agreement	$12,000	100,000 common shares
2nd Anniversary of the Agreement	$16,000	
3rd Anniversary of the Agreement	$25,000	
4th and Final Anniversary of the Agreement	$30,000	

The issued shares shall be subject to hold periods as required by the applicable policies of the TSX Venture Exchange Inc and other securities laws.

The Vendor will retain a 2.0 % Net Smelter Return (the “NSR”) interest in the Hudson Patricia Property. Mainstream Minerals can buyback one half or 1.0 % of the “NSR” at anytime for a payment of $1,000,000 CDN.

On January 6th, 2012, the company entered into an agreement to amend the terms of the option agreement relating to the 8 unpatented Hudson - Patricia mineral claims. An 11 month extension of the first anniversary cash payment has been granted resulting in a due date of December 10th, 2012 rather than January 10th, 2012 and the cash payment has been increased from $12,000 to $16,000. The new terms results in additional consideration to be paid for these options as follows:

2012	(January 10th)	100,000 common shares
2012	(December 10th)	$16,000
2014		$16,000
2015		$25,000
2016		$30,000

On January 12th, 2012 the company issued 100,000 common shares under this land option agreement. Based on the estimated fair value of the land options, the shares were valued at $9,000.

Under the terms of the second option agreement dated January 10th, 2011 for the acquisition of the past-producing Hudson Patricia Mine, Mainstream Minerals can earn a 100% interest of the mining lease by completing payments totaling $160,000 over 5 years and the issuance of 400,000 common shares to the Vendor of that property as follows:

Upon signature of the option agreement	$50,000	100,000 common shares
1st Anniversary of the Agreement	$25,000	100,000 common shares
2nd Anniversary of the Agreement	$25,000	100,000 common shares
3rd Anniversary of the Agreement	$25,000	100,000 common shares
4th and Final Anniversary of the Agreement	$35,000	

The issued shares shall be subject to hold periods as required by the applicable policies of the TSX Venture Exchange Inc and other securities laws.

Whereas the Vendor acquired the property rights to the Hudson Patricia Mine mining lease from a third party, that third party retains an original Net Smelter Return ("NSR") royalty of 1.5%. As such, and under the terms of the option agreement, there will be two "NSR" royalties. The original third party and the Vendor for the Hudson Patricia Mine mining lease will each retain a 1.5 % "NSR" interest creating a total "NSR" on the property of 3.0 %. Mainstream Minerals can buyback half of either or both of the "NSRs" by paying $1,000,000 to the applicable party. Without affecting the other party's "NSR", the applicable party who was paid $1,000,000 will retain a remaining 0.75% of its respective and original 1.5 % "NSR".

On January 6th, 2012, the company entered into an agreement to amend the terms of the option agreement relating to the one Hudson - Patricia mining lease. An 11 month extension of the first anniversary cash payment has been granted resulting in a due date of December 10th, 2012 rather than January 10th, 2012 and the cash payment has been increased from $25,000 to $30,000. The new terms results in additional consideration to be paid for these options as follows:

2012 (January 10th)	100,000 common shares
2012 (December 10th)	$30,000 and 100,000 common shares
2014	$25,000 and 100,000 common shares
2015	$25,000
2016	$35,000

On January 12th, 2012 the company issued 100,000 common shares under this land option agreement. Based on the estimated fair value of the land options, the shares were valued at $9,000.

(8) Fly Lake Property in Mitchell Township, Red Lake Mining Division of Ontario (Birch-Uchi Greenstone Belt)

Location – The Fly Lake Property is located in Mitchell Township of the Red Lake Mining Division of Ontario in the area generally known as the Birch-Uchi Greenstone Belt. The property itself is located 80 kilometres east of the Town of Red Lake, Ontario and 6.5 km south of the former South Bay Mine which produced 1.6 million tons of ore grading 2.3% copper, 14.5% zinc, and 3.5 ounces per ton of silver.

Number of Claims & Hectares – 1 leased (Mining Lease #105625) and 6 staked mining claims for a total of 44 claim units covering approximately 935 hectares

Exploration Target – Gold

Date of Acquisition via Option Agreement – February 7th, 2011

Ownership Interests – 100 % Mainstream Minerals Corporation

Operator – Mainstream Minerals Corporation

Qualified Person as per National Instrument 43-101 (subject to change) – Garry Clark P.Geo.

The Fly Lake property lies within the Red Lake-Uchi Subprovince of the Superior Province of the Canadian Shield. There are three mineral known occurrences on the Fly Lake property and all are from drilling by St. Joe Exploration. The Nekapean occurrence beneath Fly Lake intersected a best assay of 0.34% copper and 8.25% zinc over 1 meter in drill hole #3197-1-80. The Fly Lake occurrence yielded an assay of 3.63% zinc over 1.24 m. The Fly Lake #3197-6-80 occurrence produced assays of up to 0.23% copper, 7.4% zinc, 1.2% lead and 0.65 ounces per ton of silver over 0.5 m. The property covers a sequence of felsic volcanics with one or more temporal discontinuities in the volcanic history. These temporal discontinuities are highly prospective horizons for VMS mineralization and are spatially coincident with both conformable and crosscutting hydrothermal alteration zones. Elsewhere in the belt base metal mineralization is known to occur associated to these alteration zones. Several electromagnetic conductors from historical and recent Fugro Airborne surveys on the property currently remain untested. Clark Exploration Consulting Inc. of Thunder Bay, Ontario has been engaged to write a National Instrument 43-101 technical report on the Fly Lake property and will recommend an initial work program.

At the time of the acquisition, Mainstream's President and Chief Executive Officer, Michael Romanik, stated: "The Fly Lake property provides the company with an entry into base metals in an area known to host economic mineralization. The property also provides Mainstream with some commodity diversification and will allow it to continue in its quest to be an important landholder and player in the Birch-Uchi Greenstone Belt of north-western Ontario. The Birch-Uchi area has been the scene of a staking rush in the past couple of months as some companies in the area, such as Gold Canyon Resources Inc. (TSX.V: GCU), are reporting drilling successes. The data generated by the recently flown Fugro airborne survey provides an excellent base for Mainstream to commence exploration efforts on the Fly Lake property. We look forward to the completed technical report and will follow up on the recommendations to guide our exploration program. In addition, Mainstream is actively pursuing other projects of interest in the Birch-Uchi belt."

Under the terms of the option agreement of February 7th, 2011, Mainstream Minerals can earn a 100% interest by completing payments to the Vendor totaling $75,000 over 4 years and the issuance of 200,000 common shares over the period of 1 year as follows:

Within 7 days of receiving regulatory approval	$15,000	100,000 common shares
1st Anniversary of the Agreement	$5,000	100,000 common shares
2nd Anniversary of the Agreement	$10,000	
3rd Anniversary of the Agreement	$10,000	
4th and Final Anniversary of the Agreement	$35,000	

The issued shares shall be subject to hold periods as required by the applicable policies of the TSX Venture Exchange Inc and other securities laws.

Whereas the Vendor acquired the property rights to the Fly Lake Mining Lease # 105625 from a third party, that third party retains an original Net Smelter Return ("NSR") royalty of 1.5%. As such, and under the terms of the option agreement, there will be two "NSR" royalties for the Fly Lake Mining Lease with the original third party retaining a 1.5% "NSR" and the Vendor retaining a 2.0% "NSR" (for a total "NSR" on the property of 3.5%). Without affecting the other party's "NSR", Mainstream Minerals may buy back one-half of either "NSR" by paying a onetime payment of $1,000,000 to the applicable party. The party who is paid $1,000,000 will retain half of their respective original "NSR".

(9) Birch Lake Property in the Townships of Keigat Lake and Casummit Lake, Red Lake Mining Division of Ontario (Birch-Uchi Greenstone Belt)

Location – The Birch Lake Property is located in the Townships of Keigat Lake and Casummit Lake of the Red Lake Mining Division of Ontario in the area generally known as the Birch-Uchi Greenstone Belt. The property itself is located 90 kilometres east of the Town of Red Lake, Ontario. With the staking of three additional mining claims in late September 2011, the Birch Lake property is now comprised of one contiguous group of mining claims covering 2,080 hectares that sit between, and are contiguous to, Gold Canyon Resources Inc.'s (TSX.V: GCU) Springpole Gold Project and Pelangio Exploration Inc.'s (TSX.V: PX) Birch Lake property.

Number of Claims & Hectares – 13 mining claims covering approximately 2,080 hectares

Exploration Target – Gold

Date of Acquisition via Option Agreement and staking – On October 6th, 2011 the company announced in a news release that it has increased its land position at Birch Lake by staking three mining claims totalling 40 units covering an additional 640 hectares. These newly staked claims are in addition to those acquired via an option agreement dated April 17th, 2011 and that was announced in a news release dated on April 20th, 2011. The original agreement consisted of two separate claim groups: a south-eastern claim group sitting between, and adjacent to, Gold Canyon Resources Inc.'s (TSX.V: GCU) Springpole Gold Project and Pelangio Exploration Inc.'s (TSX.V: PX) Birch Lake property; and a north-eastern claim group adjacent to Pelangio Exploration Inc.'s Birch Lake property. These three newly staked claims now tie both the south-eastern (four claims covering 704 hectares) and north-eastern (six claims covering 736 hectares) claim groups together while also covering the Canamer Prospect. As a result, Birch Lake property forms a contiguous land package of 13 mining claims covering approximately 2,080 hectares.

Ownership Interests – 100 % Mainstream Minerals Corporation

Operator – Mainstream Minerals Corporation

Qualified Person as per National Instrument 43-101 (subject to change) – Garry Clark P.Geo.

The Birch Lake property under option by Mainstream is situated in the north-eastern portion of the Birch-Uchi Greenstone Belt within the Uchi Subprovince of the Archean Superior Province. Prospective Balmer assemblage and Confederation assemblage volcanic, with mafic intrusive and metasedimentary rocks have all been mapped on the property by the Ontario Geological Survey.

The discovery of gold at Red Lake in 1925 brought prospectors into the Birch Lake area with visible gold first discovered north of the Birch-Springpole portage in 1928. Gold Canyon currently recognizes at least four different styles of gold mineralization on its Springpole Gold Project in eight different zones and continues to report spectacular drill results including 100.5 metres at 7.23 grams per tonne gold (330 feet at 0.211 oz per ton gold) in hole SP11-040, a vertical infill hole testing the mid-section of the Portage Zone (see Gold Canyon's press release dated March 15th, 2011). It should be noted that the true width of this zone has yet to be determined and several of Gold Canyon's drill holes ended in mineralization. Exploration completed on Pelangio's Birch Lake property is dominated by work by Dome Exploration (Canada) Ltd. (later Placer Dome) in the 1980's. The Birch Lake area was identified as highly favourable for gold bearing iron formations. Placer Dome delineated a gold bearing system on High Grade Island over a strike length of approximately 300 metres to a vertical extent of 150 metres. Placer Dome drilled 110 holes totalling 19,918 metres. Approximately 2,000 metres were drilled on the property between 2003 and 2008, including significant high grade intercepts of 115.89 g/t Au over 2.9 metres and 229.96 g/t Au over 2.45 metres. Historical work on the optioned Birch Lake property is minimal, though there are several documented gold occurrences (Ontario Geological Survey Open File Report 5835). Most noteworthy is the Dome-Birch Lake prospect where gold occurs on the southwest shore of a small island, southeast of Johnson Island. This occurrence consists of quartz-carbonate veins in chert-magnetite iron formation. The veins contain pyrite, chalcopyrite and visible gold. Airborne magnetics and electromagnetics by Cangold in 2003 identified what appears to be tightly folded iron formation in the north-eastern portion of the claim block. Structural studies in 1996 by Placer Dome on

Pelangio's High Grade Island prospect resulted in recommendations of surface exploration to the southeast of the Main Central Zone (toward Mainstream's property) in an area that magnetic data indicates more complex structural geology. Northwest-southeast trending areas of high resistivity conformable to those identified on High Grade Island by Placer Dome in 1995 also fall on Mainstream's portion of Keigat Island (part of the North-western claim group) roughly 1,200 meters along strike to the Southeast of the High Grade Island prospect.

Mainstream's President and Chief Executive Officer, Michael Romanik, said at the time of this acquisition: "Securing the Birch Lake property between, and contiguous to, Gold Canyon Resources Inc.'s Springpole Gold Project and Pelangio Exploration Inc.'s Birch Lake property is a direct result of the strong relationships we have built with geotechnical experts well-versed in the Red Lake area. It is another step toward Mainstream becoming a strategic player and landholder in the Birch-Uchi Greenstone Belt at a time of greatly renewed interest in the area."

Under the terms of the option agreement (the "Agreement") dated April 17th, 2011, Mainstream can earn a 100% interest by completing payments to the Vendor totaling $100,500 over 5 years and the issuance of 200,000 common shares as follows:

Upon signing of the Agreement	$12,500
1st Anniversary of the Agreement	$12,000
2nd Anniversary of the Agreement	$16,000
3rd Anniversary of the Agreement	$25,000
4th and Final Anniversary of the Agreement	$35,000
Within 10 days of receiving regulatory approval of the Agreement	200,000 common shares

The issued shares shall be subject to hold periods as required by the applicable policies of the TSX Venture Exchange and applicable securities laws.

The vendor will retain a 2.0 % Net Smelter Return (the "NSR") interest in the Property. Mainstream can buy back one half or 1% of the "NSR" at any time by paying the vendor $1,000,000 CDN dollars.

On October 6th, 2011, the Corporation announced in a news release that it had increased its land position at Birch Lake by staking three mining claims totalling 40 units covering an additional 640 hectares. These newly staked claims are in addition to those acquired via an option agreement as was announced in a news release dated on April 20th, 2011. These three newly staked claims now tie both the south-eastern and north-eastern claim groups together while also covering the Canamer Prospect. As a result, Mainstream's property at Birch Lake forms a contiguous land package covering 2,080 hectares.

The Canamer prospect is situated on the newly staked claims and is located on the eastern shore of Birch Lake. Gold mineralization at the Canamer Prospect is associated with pods and lenses of intensely sulphidized, silicified, folded and brecciated iron formation. The sulphidized, brecciated zones consist of abundant pyrite with lesser amounts of pyrrhotite, arsenopyrite and chalcopyrite with an alteration assemblage of quartz, biotite and chlorite. The largest sulphide-breccia zone located on surface to date is l meter wide and 2 meters long and is exposed at the Main Showing. Assays reported by the Resident Geologist from grab samples assayed 0.50 ounces gold per ton and 0.34 ounces silver per ton. In a review of government assessment files it was noted that historical drilling by Canamer Mining Corporation in 1966 intersected a 14.7 foot wide zone of brecciated iron formation that returned assays of 0.18 ounces per ton gold over 5.0 feet, 0.16 ounces of gold per ton over 5.0 feet and 0.32 ounces per ton gold over 4.7 feet.

DISCONTINUED PROPERTIES and PROJECTS of the CORPORATION during the previous twelve months to February 15th, 2012

Only one property or project was discontinued, abandoned or written-off during the previous 12 months to this Management Discussion & Analysis dated February 15th, 2012. That property is as follows:

(1) An option agreement was entered into on December 30th, 2009 to acquire a 100 % interest in a gold property of eleven claims totalling one hundred and thirty four mineral claim units known as the **Price Claims** located east of Lake Shore Gold's (TSX: LSG) Golden River Trend in Price and Adams Townships of the Porcupine Mining Division of Ontario (West Timmins area). Under the terms of the option agreement, the Corporation could earn a 100% interest in the properties by issuing 1,750,000 common shares to Blair Naughty, the Vendor. The 1,750,000 common shares were issued on March 9th, 2010. In addition to the issuance of common shares, the Corporation further agreed to a $225,000 work commitment. $75,000 of the work commitment was to be completed by December 30th, 2010 and the remaining $150,000 of the work commitment was to be completed by December 30th, 2011.

In February 2010, the Company engaged the services of Vision Exploration of Timmins, ON. On this 134 claim unit property, Vision Exploration completed 57.4 kilometres of line cutting, 24.5 kilometres of Induced Polarization Survey, and 57.4 kilometres of Magnetometer Survey. The goal of this work was to make this property either drill ready or joint-venture ready. For the fiscal year ended November 30th, 2010, a total of $88,767 was spent on this property thus surpassing the first year requirement of $75,000. The Corporation did not meet the second year work commitment of $150,000 as required under the Price Claims land option. As a result, the Corporation no longer had an option right relating to the Price Claims property effective December 30th, 2011.

The Corporation decided on February 2nd, 2012 not to renegotiate (for additional cash payments and share issuances to the Vendor) the original option agreement in order to retain and further pursue the exploration and development of this property. This was decided in order to save the ongoing costs related to this property and to conserve capital resources to better focus on more promising properties. As a result of this decision, the Corporation incurred a write-down of $272,536 against capitalized acquisition and exploration expenditures on Mineral Properties for the fourth quarter of fiscal 2011.

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ANNUAL FINANCIAL INFORMATION

Financial Data – The following table shows selected key financial information for the years ended as indicated.

Category	Year Ended Nov. 30, 2011	Year Ended Nov. 30, 2010	Year Ended Nov. 30, 2009	Year Ended Nov. 30, 2008	Year Ended Nov. 30, 2007
Total Revenues	$573	$1,297	$722	$30,224	$37,273
Income from Operations	$0	$0	$0	$0	$0
Total	$573	$1,297	$722	$30,224	$37,273
Net Income (Loss) before income taxes	-712,114	-527,021	-738,812	-862,972	-702,886
Total Net Income (Loss) after income taxes	-629,114	-560,021	-679,812	-823,972	-702,886
Stock Compensation Expense	$0	$5,040	$9,538	$106,935	$53,000
Common Shares Issued	54,122,130	43,701,021	27,101,087	18,176,087	15,610,139
Loss per Share (basic & diluted)	-$0.01	-$0.02	-$0.03	-$0.05	-$0.06
Total Assets	$3,976,729	$3,982,105	$3,096,254	$3,234,569	$2,678,248
Total Long Term Debt	Nil	Nil	Nil	Nil	Nil
Cash Dividends	Nil	Nil	Nil	Nil	Nil

The following discussion and analysis of the operating results and financial condition of the Corporation should be read in conjunction with the audited financial statements and related notes thereto for the five fiscal years ended November 30th, 2011, 2010, 2009, 2008, and 2007. These financial statements have also been filed with the British Columbia, Alberta, Saskatchewan, Manitoba and Ontario securities commissions and the TSX Venture Exchange Inc. via SEDAR (www.sedar.com) and are incorporated herein by reference.

YEAR ENDED NOVEMBER 30th, 2011

When compared to the volatility of the previous three fiscal years, the company's financial and operational situation remained relatively stable throughout fiscal 2011. During the 2011 fiscal year, only one non-brokered private placement was completed for net proceeds of $661,682 (closed on April 15th, 2011) and 385,000 warrants were exercised for proceeds of $39,100 (all were exercised during April 2011). The company also received $50,000 from Premier Gold Mines Limited on February 16th, 2011 under the subsequently terminated Bobjo Mine Project earn-in agreement of February 11th, 2011 and a core-log splitter was sold to King's Bay Gold Corporation for $2,500 on February 4th, 2011. With these limited funds, the company was able to meet its obligations, keep all of its accounts payable up-to-date and was able to acquire via land option agreements the Hudson-Patricia Claims and Mining Lease, the Slate Lake Mining Lease, the Fly Lake Claims and the Birch Lake property, all of which are located on the Birch-Uchi Greenstone Belt. However, the company was unable to complete the second year work commitment of $150,000 as required under the Price Claims land option. As a result, the company no longer had an option right relating to the Price Claims property effective December 30th, 2011. The company decided on February 2nd, 2012 not to renegotiate the original option agreement for additional cash payments and share issuances to the Vendor. As a result of this decision, the company incurred a write-down of $272,536 against capitalized acquisition and exploration expenditures on Mineral Properties for the fourth quarter of fiscal 2011. The company also continued working on reducing its general and administrative expenditures, those overhead expenditures that are not capitalized to mineral properties. The company continued the positive trend that commenced in 2009 by reducing the Loss from operations from $691,436 in fiscal 2009 to $515,963 in fiscal 2010 to $442,650 in fiscal 2011. During fiscal 2011, the company incurred the following general and administrative expenditures, notably: $37,586 for advertising and promotion (2010: $5,000); $143 for amortization on its office computer equipment (2010: $1,573); $248,533 for non-capitalized consulting fees (2010: $293,100); $4,650 for the Annual General and Special Meeting of Shareholders as held in Winnipeg, MB on May 31st, 2011 (2010: $12,135 for the general meeting of June 23rd, 2010); $10,266 paid for premiums on the commercial general and directors' & officers' insurance policies (2010: $11,011); $18,495 for office expenditures (2010: $18,911); $Nil for Part XII.6 taxes payable to the Canada Revenue Agency on unspent flow-through funds during the fiscal year as the company did not have any flow-through funds to expend in fiscal 2011 (2010: $10,964); $63,616 for professional fees (2010: $106,104); $43,060 for regulatory filing fees (2010: $40,445); stock based compensation for $Nil as there were no stock option distributions in fiscal 2011 (2010: $5,040); and $16,301 for all other general and administrative expenditures (2010: $11,680). As a result of these non-capitalized expenditures, the company incurred a Loss from operations of $442,650 (2010: $515,963) and a comprehensive Net Loss for the year of $629,114 (2010: $560,021), after interest income of $573 (2010: $1,297), mineral exploration properties write-downs of $272,537 for the Price Claims abandonment (2010: $13,676 for the Raleigh Lake property which was transferred to King's Bay Gold Corporation as part of the consideration for the Bobjo Mine Property Interests Exchange Agreement that was concluded on June 14th, 2010), a gain on the sale of equipment of $2,500 (2010: $1,321), and a future income tax recovery of $83,000 (2010: a future income tax expense of $33,000). The cumulative loss per share, basic and diluted, for the fiscal year ended November 30th, 2011 was $0.01 (versus 2010: $0.02; 2009: $0.03; and 2008: $0.05). Given the various operating, financing and investing activities undertaken by the company during the fiscal year, the amount of cash and restricted cash on hand as at November 30th, 2011 was $106,710 (versus $254,435 as at November 30th, 2010).

YEAR ENDED NOVEMBER 30th, 2010

The company's financial and operational situation continued to improve throughout fiscal 2010 with the closing of a number of offerings that occurred in December 2009, June and November 2010. The company was able to keep all of its accounts payable up-to-date and was able to acquire the Price Claims, West Keefer Claims, Casa Berardi, Slate Lake and Rowan Lake properties via land option agreements. The Bobjo Mine Project became a 100% Mainstream Minerals owned property as a result of the Property Interests Exchange Agreement that was concluded with King's Bay Gold Corporation on June 14th, 2010. During the fiscal year, $700,264 was capitalized as deferred exploration charges and acquisitions costs incurred to mineral properties. The company also worked on reducing a number of other general and administrative expenditures during the fiscal year that were not capitalized to mineral properties. The company incurred the following general and administrative expenditures, notably: $5,000 for advertising and promotion (2009: $39,503); $1,573 for amortization (2009: $16,810 – a significantly lower amount in 2010 as result of the sale of all of the company's field exploration equipment in late 2009); $293,100 for non-capitalized consulting fees (2009: $400,490); $12,135 for the general meeting of June 23rd, 2010 (2009: $1,491 for the general meeting of June 23rd, 2009); $11,011 for insurances (2009: $17,302 – a lower amount mostly due to the sale of all of the company's field exploration equipment in late 2009); $18,911 for office expenditures (2009: $18,502); $10,964 for Part XII.6 tax on flow-through (2009: $Nil); $106,104 for professional fees (2009: $124,860); $40,445 for regulatory filing fees (2009: $41,812); stock based compensation for $5,040 (2009: $9,538); and $11,680 for all other general and administrative expenditures (2009: $21,128). As a result of these non-capitalized expenditures, the company incurred a Loss from operations of $515,963 (2009: $691,436) and a comprehensive Net loss for the year of $560,021 (2009: $679,812), after interest income of $1,297 (2009: $722), mineral exploration properties write-downs of $13,676 (2009: $42,681), a gain on the sale of equipment of $1,321 (2009: loss on the sale of equipment: $5,417), and a future income tax expense of $33,000 (2009: a future income tax recovery of $59,000). This write-down amount of $13,676 against mineral exploration properties represents the total expenditures that were previously capitalized for the Raleigh Lake property which was transferred to King's Bay Gold Corporation as part of the consideration for the Bobjo Mine Property Interests Exchange Agreement that was concluded on June 14th, 2010 (2009: $42,681 for the abandonment of the Phyllis Lake property for $31,431 and the Stake Lake property for $11,250). The cumulative loss per share, basic and diluted, for the fiscal year ended November 30th, 2010 was $0.02 (versus 2009: $0.03 and 2008: $0.05). Given the various operating, financing and investing activities undertaken by the Corporation during the fiscal year, the amount of cash and restricted cash on hand as at November 30th, 2010 was $254,435 (versus $455,205 as at November 30th, 2009). It is noted that the Corporation had a Share subscriptions receivable of $207,000 that had not yet been received by year's end from the $450,000 offering that had closed in two tranches on November 3rd and November 12th, 2010 respectively. By adding the $207,000 in Share subscriptions receivable with the $254,435 in cash and restricted cash on hand, we find that this combined amount of $461,435 would be closely comparable to the amount of cash and restricted cash on hand from the end of the previous fiscal year of $455,205 as at November 30th, 2009.

YEAR ENDED NOVEMBER 30th, 2009

Due to the volatility of the capital markets, one of the most significant economic recessions since the Second World War, and the resulting difficulties in raising capital, the company severely curtailed its exploration activities in fiscal 2009. The company also made an effort to reduce its administrative overhead expenditures to conserve capital. Although the company kept its joint-ventured Bobjo Mine Project in good standing, it had to abandon its Phyllis Lake and Stake Lake properties in order to conserve the capital that would have been required to maintain the option agreements on those properties. As a result, the company incurred a mineral properties write-down of $42,681 for 2009. The company's financial situation started to improve in the fall of 2009 with the closing of a $750,000 offering on October 1st, 2009. The company was able to bring a number of accounts payable up-to-date and was able to acquire the Raleigh Lake and Hazard Lake / Northgate Deposit properties. During the fiscal year, only $21,439 was capitalized as deferred exploration charges and acquisitions costs incurred to mineral properties. The company also incurred a number of other expenditures during the fiscal year that were not capitalized to mineral properties, notably: $39,503 for advertising and promotion (2008: $149,650), $16,810 for amortization (2008: $22,975), $400,490 for non-capitalized consulting fees (2008: $295,000), $1,491 for the general meeting of June 24th, 2009 (2008: $17,733 for two general meetings in December 2007 and May 2008); $17,302 for insurances (2008: $25,566), $18,502 for office expenditures (2008: $25,607), $Nil for Part XII.6 tax on flow-through (2008: $30,736), $124,860 for professional fees (2008: $68,325), $41,812 for regulatory filing fees (2008: $35,703), stock based compensation for $9,538 (2008: $106,935), and $21,128 for all other general and administrative expenditures (2008: $24,854). As a result of these non-capitalized expenditures, the company incurred a Loss from operations of $691,436 (2008: $803,084) and a Net loss for the year of $679,812 (2008: $823,972), after interest income of $722 (2008: $30,224), mineral exploration properties write-downs of $42,681 (2008: $90,112) and a future income tax recovery of $59,000 (2008: $39,000). This write-down amount of $42,681 against mineral exploration properties represents the total expenditures that were previously capitalized for properties / projects that were abandoned in fiscal 2009 as follows: (i) $31,431 for the Phyllis Lake property and (ii) $11,250 for the Stake Lake property. The cumulative loss per share, basic and diluted, for the fiscal year ended November 30th, 2009 was $0.03 (2008 cumulative loss per share: $0.05). Given the various operating, financing and investing activities undertaken by the company during the fiscal year, the amount of cash and restricted cash on hand as at November 30th, 2009 was $455,205 (versus $515,304 at November 30th, 2008). This is a net decrease of $60,099 in the amount of cash and restricted cash on hand from the end of the previous fiscal year. This decrease is primarily the result of having expended a more capital on administrative overheads and exploration and development expenditures without having acquired an equivalent offsetting amount of capital through financing activities.

YEAR ENDED NOVEMBER 30th, 2008

The company was very active in fiscal 2008 as it successfully completed one non-brokered flow-through private placement on December 19th, 2007 for $1,000,000 with the MineralFields Group, acquired the Phyllis Lake and Stake Lake properties in late May through an Option Agreement, created a 50 / 50 joint-venture earn-in agreement with King's Bay Gold Corporation in June for the Phyllis Lake Project and participated in a Phase 2 diamond drilling program at the Bobjo Mine property with King's Bay Gold Corporation as 50 / 50 partners. During the fiscal year, most of the expenses related to exploration and development incurred by the company were capitalized to the mineral properties. The company also incurred a number of other expenditures during the fiscal year that were not capitalized to mineral properties, notably: $149,650 for advertising and promotion (2007: $65,238), $22,975 for amortization (2007: $7,130), $295,000 for non-capitalized consulting fees (2007: $348,541), $17,733 for two general meetings in December 2007 and May 2008 (2007: $1,560); $25,566 for insurances (2007: $870), $25,607 for office expenditures (2007: $40,470), $30,736 for Part XII.6 tax on flow-through (2007: $ Nil), $68,325 for professional fees (2007: $108,961), $35,703 for regulatory filing fees (2007: $53,220), stock based compensation for $106,935 (2007: $53,000), and $24,854 for other general and administrative expenditures (2007: $14,786). As a result of these non-capitalized expenditures, the company incurred a Loss from operations of $803,084 (2007: $693,776) and a Net loss for the year of $823,972 (2007: $702,886), after interest income of $30,224 (2007: $37,273), mineral exploration properties write-downs of $90,112 (2007: $46,383) and a future income tax recovery of $39,000 (2007: $ Nil). This write-down amount of $90,112 against mineral exploration properties represents the total expenditures that were previously capitalized for properties / projects that were abandoned in fiscal 2008 as follows: (i) $68,790 for the Dixie Lake North property; (ii) $14,334 for the Bobjo West claims; (iii) $2,400 for coal permit application fees for the Hudson Bay, Saskatchewan Area; and (iv) $4,588 for the Woman Lake North of South Bay. The cumulative loss per share, basic and diluted, for the fiscal year ended November 30th, 2008 was $0.05 (2007 cumulative loss per share: $0.06). Given the various operating, financing and investing activities undertaken by the Corporation during the fiscal year, the amount of cash and restricted cash on hand as at November 30th, 2008 was $515,304 (versus $1,443,140 at November 30th, 2007). This is a net decrease of $927,836 in the amount of cash and restricted cash on hand from the end of the previous fiscal year. This decrease is primarily the result of having expended a significant amount of capital on exploration and development expenditures without having acquired an equivalent offsetting amount of capital through financing activities.

YEAR ENDED NOVEMBER 30th, 2007

During fiscal 2007, the company successfully completed several financings, an Initial Public Offering resulting in a listing on the TSX Venture Exchange (TSX.V: MJO), acquired the Woman Lake North of South Bay property via staking with King’s Bay Gold Corporation as 50 / 50 partners and completed a significant 27-hole Phase 1 diamond drilling program at the Bobjo Mine with King’s Bay Gold Corporation as 50 / 50 partners. During the fiscal year, most of the expenses related to exploration and development were capitalized to the mineral properties. The company also incurred a number of other expenditures during the fiscal year, such as those for advertising and promotion ($65,238), amortization ($7,130), consulting fees ($348,541), office ($40,470), professional fees ($108,961), regulatory filing fees ($53,220), stock based compensation ($53,000), travel ($10,342) and other general and administrative expenditures ($6,874) that were not capitalized to mineral properties. As a result of these non-capitalized expenditures, the company incurred a Loss from operations of $693,776 and a Net loss of $702,886 for the fiscal year, after interest income of $37,273 and a mineral exploration properties write-down of $46,383. This write-down amount of $46,383 against mineral exploration properties represents the total expenditures that were previously capitalized for the 50 / 50 joint venture Helena Lake Project with King’s Bay Gold Corporation. During the third quarter the company decided not to pursue this joint venture any further in order to focus its efforts at the Bobjo Mine Project and at the Woman Lake North of South Bay Project. The cumulative loss per share, basic and diluted, for the fiscal year ended November 30th, 2007 was $0.06. Given the various operating, financing and investing activities undertaken by the Corporation during the fiscal year, the amount of cash on hand as at November 30th, 2007 was $1,443,140 (versus $108,737 at November 30th, 2006). This is a net increase of $1,334,403 in the amount of cash on hand from the end of the previous fiscal year.

OPERATING RESULTS for the FOURTH QUARTER ended NOVEMBER 30th, 2011

The company incurred $119,000 in general and administrative expenses during the fourth quarter ended November 30th, 2011. This represents a decrease of $24,852 in the quarter-over-quarter general and administrative expenses, from the $143,852 incurred in the fourth quarter of 2010. This decrease is primarily attributable to the following expense categories: (i) $Nil for Part XII.6 taxes payable to the Canada Revenue Agency on unspent flow-through funds during the fiscal year as the company did not have any flow-through funds to expend in fiscal 2011 (versus $10,964 for Q4 2010); (ii) Advertising of $Nil (versus $2,500 for Q4 2010); (iii) General Meeting expenses of $Nil (versus $4,280 for Q4 2010 due to a simple timing of invoices received in Q4 of 2010 for a General Meeting held on June 23rd, 2010; (iv) Office expenses of $1,305 (versus $2,802 for Q4 2010); (v) Professional fees of $ 36,591 (versus $40,065 for Q4 2010); (vi) Regulatory filing fees of $3,967 due to a lack of financing and land option agreement activity in Q4 2011 (versus $9,420 for Q4 2010); and (vii) Travel expenses of $3,363 (versus $5,929 for Q4 2010). These lower general and administrative expenses were partially offset by higher Consulting fees of $73,133 versus $67,100 incurred during the 4th quarter of fiscal 2010. During the 4th quarter ended November 30th, 2011, the company incurred a Net and comprehensive loss of $391,454 (Q4 2010: $143,608), after interest income of $83 (Q4 2010: $244), general and administrative expenses of $119,000 (Q4 2010:$143,852), and a mineral properties write-down of $272,537 for the Price Claims abandonment (versus $Nil as no properties were abandoned during Q4 2010). This Net and comprehensive loss of $391,454 represents in turn an overall loss per share, basic and diluted, of $0.01 for the 4th quarter. The cumulative loss per share, basic and diluted, for the fiscal year ended November 30th, 2011 was $0.01 (versus 2010: $0.02; 2009: $0.03 and 2008: $0.05). Given the various operating, financing and investing activities undertaken by the Corporation during the fiscal year, the amount of cash and restricted cash on hand as at November 30th, 2011 was $106,710 (versus $278,188 as at August 31st, 2011).

OPERATING RESULTS for the THIRD QUARTER ended AUGUST 31st, 2011

For the three months ended August 31st, 2011, the Corporation incurred a Net and comprehensive loss for the period of $100,398, after Interest income of $216, General and administrative expenses of $100,614, write-downs on Mineral properties of $Nil, a Gain (loss) on sale of machinery and equipment of $Nil and Future income tax recovery of $Nil (versus a fiscal 2010 3rd quarter Net and comprehensive loss of $143,731 after Interest income of $351, General and administrative expenses of $136,699, a Gain on the sale of machinery and equipment of $6,293 and write-downs on Mineral properties of $13,676 for the transfer of the Raleigh Lake property to King’s Bay Gold Corporation in keeping with the Property Interests Exchange Agreement of June 14th, 2010. As in the previous quarters of fiscal 2009, 2010 and 2011 year-to-date, management continued to make an effort to reduce its General and administrative expenditures in light of the ongoing economic and stock market aftershocks of 2008 and 2009. The end result of these efforts was a $43,333 decrease in the year-over-year Net and comprehensive loss for the two comparative quarterly periods. This decrease is partially attributable to not having any Mineral properties write-downs in the 3rd quarter of 2011. The Corporation experienced lower comparative expenditures in the following categories – (i) lower non-capitalized, non-exploration related Consulting fees of $64,800 versus $68,500 in the third quarter of fiscal 2010; (ii) lower General Meeting expenses of $3,484 versus $7,524 in the third quarter of fiscal 2010 simply due to the timing of the invoices for the AGMs held during the second quarter of each year (May 31st, 2011 and June 23rd, 2010 respectively); (iii) lower Office expenses of $2,171 versus $5,965 in the third quarter of fiscal 2010; (iv) lower Professional fees of $12,373 versus $42,050 in the third quarter of fiscal 2010 mostly as a result of not renewing a business development agreement with LMC Communications Inc. dated June 1st, 2010 for the ongoing identification and development of strategic partnerships; and (v) a Stock-based compensation expense of $Nil versus $5,040 in the third quarter of fiscal 2010 due to a stock option distribution that was announced in a news release on June 30th, 2010. These lower third quarter expenditures were partially offset by higher expenditures for – (i) Advertising of $9,100 versus $2,500 due to a new contractual arrangement for communications with Lytle & Associates Corporate Communications dated May 1st, 2011 (ii) Regulatory filings of $5,475 versus $4,530 in the third quarter of 2010 mostly as the result of invoice timing; and (iii) higher Travel of $2,311 versus $Nil in the third quarter of fiscal 2010. Interest income was slightly lower at $216 versus $351 in the third quarter of fiscal 2010 as the comparative amount of cash and restricted cash on deposit throughout the 3rd quarter of 2011 was lower than the amount on deposit during the same quarter from the year before (August 31st, 2011 balance: $278,188 versus August 31st, 2010 balance: $664,728).

OPERATING RESULTS for the SECOND QUARTER ended MAY 31st, 2011

For the second quarter ended May 31st, 2011, the Corporation incurred a Net and Comprehensive Loss for the period of $113,398, after Interest income of $232 and General and administrative expenses of $113,630 (versus a fiscal 2010 2nd quarter loss of $122,860 after Interest income of $301 and General and administrative expenses of $123,161). During the second quarter of fiscal 2011, the Corporation continued to monitor and reduce where-and-when possible it’s General and administrative expenditures. Due to these efforts, the quarter-over-quarter Net and Comprehensive Loss for the two comparative periods was reduced by $9,462. This reduction is primarily attributable to: (i) significantly lower Consulting fees of $52,800 due to having reduced the number of external consultants needed to operate and promote the company versus the $97,500 as was incurred during the second quarter of fiscal 2010; and (ii) less Interest and bank charges of $327 versus the $2,109 as was incurred during the second quarter of fiscal 2010 and this quarter-over-quarter reduction is mostly due to no longer having interest payable on the Advance Payable to King’s Bay Gold Corporation relating to the formerly joint-ventured Bobjo Mine Project (see *Note 5. Advance payable* in the *Notes to Financial Statements for the period ended May 31st, 2010 and the news release dated June 16th, 2010 – Property Interests Exchange Agreement with King`s Bay Gold Corporation of June 14th, 2010*). These lower second quarter expenditures were largely, but not entirely, offset by higher expenditures in several expense categories: (i) Advertising of $16,266 mostly for the Ubika Corporation agreement versus $Nil in the second quarter of 2010; (ii) General Meeting expenses of $1,166 due to the timing of the Annual General and Special Meeting of Shareholders as held in Winnipeg, Manitoba on May 31st, 2010 versus only $51 in the second quarter of 2010 as the meeting for that year was held in June; (iii) Meals and Entertainment of $1,753 versus $135 in the second quarter of 2010; (iv) Office expenses of $9,187 versus $3,362 in the second quarter of 2010; (v) Regulatory filings of $19,864 versus $12,072 in the second quarter of 2010 due to the timing of the non-brokered private placement, new land option agreements and other regulatory filings with both www.sedar.com and the TSX Venture Exchange Inc.; and (vi) Travel expenses of $5,276 as a result of the President & CEO`s travels in the second quarter to promote the company versus $Nil in the second quarter of 2010. Interest income for the second quarter of fiscal 2011 was relatively minimal and flat at $232 when compared to the $301 earned in the second quarter of fiscal 2010 and this is mostly as a result of having roughly equivalent amounts of cash and restricted cash on deposit throughout each of the two respective quarters (May 31st, 2011 balance: $525,881 versus May 31st, 2010 balance: $715,692).

OPERATING RESULTS for the FIRST QUARTER ended FEBRUARY 28th, 2011

For the three months ended February 28th, 2011, the Corporation incurred a Net and comprehensive loss for the period of $106,864 (February 28th, 2010 Net Loss: $116,822), after Interest income of $42 (February 28th, 2010: $401), General and administrative expenses of $109,406 (February 28th, 2010: $112,251), write-downs on Mineral properties of $Nil (February 28th, 2010: $Nil), a Gain on the sale of machinery and equipment of $2,500 (versus a Loss for February 28th, 2010: $4,972) and a Future income tax recovery of $Nil (February 28th, 2010: $Nil). The slight decrease of $9,958 in the quarter-over-quarter Net Loss from operations for the period when compared to the same quarter in fiscal 2010 is primarily attributable to the Corporation's continued efforts to monitor and control its overhead expenditures, and more specifically due to the following expense categories – (i) lower non-capitalized Consulting fees of $57,800 (1st quarter 2010: $60,000), (ii) lower Interest and bank charges of $288 mostly due to no longer having interest payable on the Advance Payable to King's Bay Gold Corporation relating to the formerly joint-ventured Bobjo Mine Project (1st quarter 2010: $2,118) and (iii) lower Professional fees of $7,646 due to the timing of legal invoices related to non-brokered private placements and property acquisitions via option agreements (1st quarter 2009: $16,500). These lower first quarter expenditures were partially offset by (i) higher Advertising and promotion of $12,220 mostly due the new promotional agreement with Ubika Corporation, as announced in a news release on January 10th, 2011, for advertising on smallcappower.com (1st quarter 2010: $Nil); and (ii) higher Meals and Entertainment expenditures of $1,330 (1st quarter 2010: $73). Interest income for the first quarter of fiscal 2011 decreased to a minimal $42 when compared to the $401 earned in the first quarter of fiscal 2010 partially due to the ongoing trend of lower interest rates paid on deposits and the timing of and lower amounts of cash and restricted cash on deposit (February 28th, 2011: $68,082 and February 28th, 2010: $254,435).

SUMMARY of QUARTERLY RESULTS

The table on the following page sets out the summary of the quarterly results for the Corporation for each of the most recently completed eight quarters. At the time of incorporation on July 19th, 2006, the fiscal year end was established as November 30th. The financial data has been prepared in accordance with Canadian generally accepted accounting principles (GAAP). All amounts shown are in Canadian dollars.

<u>Note to the Reader</u>

The financial statements up to and including November 30th, 2011 were prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). Going forward from November 30th, 2011, the upcoming condensed interim management-prepared financial report for the first quarter to end on February 29th, 2012 will be prepared in accordance with the newly instituted International Financial Reporting Standards ("IFRS") for publicly accountable profit-oriented enterprises. The changeover to IFRS for financial statements for fiscal years commencing on or after January 1st, 2011 represents an important change due to the implementation of these new accounting standards. In 2010, the Corporation started an IFRS conversion plan to address the impact of the changes in accounting policies, restatement of comparative periods, internal controls, and any required changes to business processes. These new accounting standards will likely have an impact on some elements of the Corporation's reported financial position and results of operations.

Quarter	2011 Fourth	2011 Third	2011 Second	2011 First	2010 Fourth	2010 Third	2010 Second	2010 First
Revenue	$83	$216	$232	$42	$244	$351	$301	$401
Income (loss) from continuing operations	-$119,000	-$100,614	-$113,630	-$109,406	-$143,852	-$136,699	-$123,161	-$112,251
Net Income (loss)	-$391,454	-$100,398	-$113,398	-$106,864	-$143,608	-$143,731	-$122,860	-$116,822
Basic and Fully Diluted Earnings per Share	-$0.01	-$0.01	-$0.01	-$0.01	-$0.01	-$0.01	-$0.01	-$0.01
Cash and Restricted Cash	$106,710	$278,188	$525,881	$68,082	$254,435	$664,728	$715,692	$813,547
Total Current Assets	$123,558	$296,648	$544,145	$102,441	$479,355	$686,570	$958,424	$851,288
Total Current Liabilities	$41,550	$6,971	$34,398	$132,267	$183,094	$160,026	$387,792	$262,207
Working Capital	$82,008	$289,677	$509,747	-$29,826	$296,261	$526,544	$570,632	$589,081
Working Capital Ratio : 1.00	2.97	42.55	15.82	0.77	2.62	4.29	2.47	3.24
Total Assets	$3,976,729	$4,315,604	$4,418,429	$3,873,914	$3,982,105	$3,632,238	$3,953,615	$3,452,262
Total Liabilities	$1,004,550	$1,052,971	$1,080,398	$1,178,267	$1,229,094	$1,173,026	$1,400,792	$1,275,207
Share Capital	$6,089,688	$6,071,688	$6,046,688	$5,290,906	$5,241,406	$4,770,999	$4,725,919	$4,227,291
Contributed Surplus	$350,349	$350,349	$350,349	$350,349	$350,349	$350,349	$345,309	$345,309
Accumulated Deficit	-$3,467,858	-$3,159,404	-$3,059,006	-$2,945,608	-$2,838,744	-$2,662,136	-$2,518,405	-$2,395,545
Shareholder's Equity	$2,972,179	$3,262,633	$3,338,031	$2,695,647	$2,753,011	$2,459,212	$2,552,823	$2,177,055
Debt / Equity Ratio : 1.00	0.34	0.32	0.32	0.44	0.45	0.48	0.55	0.59

LIQUIDITY and CAPITAL RESOURCES

As a result of the various financing activities and the exercise of options and warrants that occurred during the fiscal years of 2006 through to 2011, the Corporation closed out seven of its last eight quarters with positive working capital positions (current assets less current liabilities). The exception occurring for the quarter ended on February 28th, 2011 when the working capital was (negative $29,826). In the fall of 2009, the Corporation was beginning to encounter difficulties in meeting its current liabilities and short-term obligations as these became due. The difficult working capital situation of those two quarters was rectified when a $750,000 non-brokered private placement closed on October 1st, 2009. Thereafter, the Corporation was successful in raising capital with several non-brokered private placements and closed out the next five quarters with positive working capital positions (November 30th, 2010: $296,261; August 31st, 2010: $526,544; May 31st, 2010: $570,632; February 28th, 2010: $589,081; and November 30th, 2009: $279,642). As at February 28th, 2011, the Corporation once again fell into a negative working capital position of (negative $29,826), but one that was largely due to the accounts payable owing on management consulting fees to related parties and accrued liabilities to the suppliers of professional services. This negative working capital situation was quickly remedied with the proceeds from the $727,750 non-brokered non-flow-through private placement that recently closed on April 15th, 2011. At the closing of the fourth quarter of fiscal 2011, the Corporation had current assets consisting of $106,710 in Cash and Restricted Cash and Accounts Receivable of $12,320 (consisting mostly of the refund of GST and HST Input Tax Credits on expenses incurred during the fourth quarter of fiscal 2011). Current liabilities consisted of various normal-course-of-business Accounts Payable and Accrued Liabilities amounting to $41,550. The Advance on share issuance from treasury of $15,000 that existed at the year ended November 30th, 2010 related to the 250,000 common shares that were still to be issued at that time to King's Bay Gold Corporation for the Property Interests Exchange Agreement of June 14th, 2010 regarding the formerly joint-ventured Bobjo Mine Project. This $15,000 Advance on share issuance from treasury was cleared when these shares were issued on May 3rd, 2011.

The Corporation currently has no other financial commitments or obligations except to fund those costs related to the care and maintenance of its mineral property titles. There are no contingent liabilities of which the Corporation is aware of at this time. The Corporation has no long-term debt. As a result of its flow-through financings over the years, the Corporation has incurred a potential future income tax liability of $963,000 which is duly noted on the Balance Sheet and in the Notes to Financial Statements in the audited financial statements for the year ended November 30th, 2011 (2010: $1,046,000; 2009: $752,000 and 2008: $811,000).

For details on the number of currently issued and outstanding Options and Warrants, their respective Exercise Prices and Expiry Dates as at November 30th, 2011, see Note 5. *Capital stock (c) Options* and *(d) Warrants* in the audited financial statements for the year ended November 30th, 2011.

Given the $727,750 from the non-brokered non-flow-through private placement that closed on April 15th, 2011, the proceeds from the cash receipts from interest earned and from the ongoing exercise of warrants and options from time-to-time, less the ongoing operating and exploration activities since the 2011 fiscal year-end of November 30th, 2011, the Corporation had reconciled cash (non-flow-through) and restricted cash (flow-through) resources on hand of approximately $16,764 as at the date of this Management Discussion & Analysis of February 15th, 2012. On February 6th, 2012, the Corporation announced in a news release a $600,000 non-flow-through non-brokered private placement to close on or about March 9th, 2012.

Management is always reviewing its expenditures and exploration activities vis-à-vis its remaining cash resources and is always actively engaged in sourcing capital from new sources and from existing sources known to it. As the Corporation becomes more active in the remainder of fiscal 2012 and beyond, expenditures are expected to continue to increase as a result of: (i) the ongoing exploration and development expenditures on its portfolio of properties and (ii) as new exploration activities or opportunities are identified. As the Corporation has not begun production on any of its properties, the Corporation does not have any cash flow from operations. The Corporation's main source of cash is the money received from the issuance of securities (new issues, exercise of outstanding warrants and options) with some funds being received from interest on deposits. The Corporation will likely once again require additional equity financing in the mid to latter part of fiscal 2012, notably as flow-through funds, and in the coming years in order to fund its exploration and development activities on its mineral properties. If the Corporation is not successful in raising sufficient capital, the Corporation will have to curtail or otherwise limit its operations and exploration activities.

CASH FLOW BUDGET for FISCAL 2012 (Budget estimates only going forward from February 2012. All subject to change and is dependent on being successful in raising sufficient capital to meet these budgeted outgoing cash expenditures.)

Budget Estimates by Month for Fiscal 2012	General Operating (2)	Property Option Payments (3)	Exploration Expenditures (4)
December (1)	$52,030	$ -	$17,000
January (1)	10,565	-	10,200
February (1)	8,935	10,000	12,425
March	60,100	-	41,600
April	65,000	12,000	17,000
May	40,000	-	41,000
June	20,000	-	41,000
July	23,000	-	41,000
August	20,000	-	41,000
September	20,000	-	41,000
October	20,000	40,000	41,000
November	40,000	16,000	17,000
TOTAL	$379,630	$78,000	$361,225

Notes: (1) Actual cash expenses (net of GST & HST) as were incurred in those months. (2) General Operating Expenses (net of GST & HST) in future months are estimates only that are based on currently known repetitive and historical expenditures. (3) Property Option Payments are in accordance with the cash payment amounts and timelines as found within the various agreements currently in place. (4) As at the date of this Management Discussion & Analysis of February 15th, 2012, the Corporation had $16,764 in reconciled cash (non-flow-through funds) and restricted cash (flow-through funds) on deposit. This amount is substantially under what is required between March to November 2012 to meet the $321,600 in direct budgeted exploration expenditures (net of GST & HST), $308,100 in budgeted general operating expenditures (net of GST & HST) and $68,000 in budgeted option payment obligations for the months of as outlined in the section herein entitled *Description of Ongoing Business Objectives and Key Properties.* To remedy this shortfall, the Corporation announced in a news release on February 6th, 2012 a $600,000 non-flow-through non-brokered private placement to close on or about March 9th, 2012 and will also likely require another non-brokered private placement sometime later in fiscal 2012.

DIVIDEND POLICY

To date, the Corporation has not paid any dividends on its outstanding Common Shares. The future payment of dividends will be dependent upon the financial requirements of the Corporation to fund future growth, the financial condition of the Corporation and other factors which the Board of Directors of the Corporation may consider appropriate in the circumstances.

FINANCIAL INSTRUMENTS

The Corporation's financial instruments consist of cash and restricted cash, accounts receivable and accounts payable and accrued liabilities.

(i) Risk management, sensitivity analysis and hedging activities

In the normal course of operations the company is exposed to various financial risks. Management's close involvement in the operations allows for the identification of risks and variances from expectations. The company does not meaningfully participate in the use of financial instruments to control these risks. The company has no designated hedging transactions. The financial risks and management's risk management objectives and policies are as follows:

(a) Currency risk

The company does not hold any assets or liabilities denominated in a foreign currency.

(b) Price risk

The company is exposed to price risk with respect to commodity prices. As the company is not a producing entity, the risk does not currently affect earnings, however, the risk could affect the completion of future equity transactions. The company monitors commodity prices of precious metals and the stock market to determine the timing, nature and extent of equity transactions.

(c) Credit risk

The company is exposed to credit risk on cash and accounts receivable. Cash is held with a reputable Canadian bank and the company's accounts receivable are from Canadian government entities, from which management believes the risk of loss to be remote. The company does not have any derivatives or similar instruments that mitigate the maximum exposure to credit risk.

(d) Liquidity risk

Management monitors the company's liquidity and is of the opinion that it is unlikely that the company will encounter difficulty in raising funds to meet commitments associated with financial instruments.

(e) Interest rate risk

The company is not exposed to any meaningful interest rate risk.

(ii) Fair values, carrying amounts and changes in fair value

The fair values of the company's financial instruments approximate their carrying value. The net carrying value of the company's Held-for-trading financial instruments as at November 30th, 2011 was $77,480 (2010 - $296,261). The company has no other classes of financial instruments. There were no gains or losses arising from changes in the fair value of financial instruments during the reporting period.

(iii) Collateral

The carrying value of financial assets the company has pledged as collateral as at November 30th, 2011 was $Nil (2010 - $Nil).

INCOME TAXES

(a) Canadian development and exploration expenditures:

As at November 30th, 2011, the company had $742,262 (2010: $124,161 and 2009: $239,397) of unused Canadian exploration and development expenses available to offset future taxable income of the company. The tax benefit of these expenses carry forward indefinitely.

(b) Losses:

The company has non-capital tax losses available for carry forward to reduce future years' taxable income totalling $3,361,000 which expire as follows:

	2026	$ 15,000
	2027	655,000
	2028	716,000
	2029	752,000
	2030	665,000
	2031	558,000
Total loss carry forwards		$ 3,361,000

The company has not recorded in its accounts the potential income tax benefit that may be derived from the tax losses due to the uncertainty that the benefits will be realized.

(c) Income tax recovery:

Income tax recovery differs from the amount that would be computed by applying the federal and provincial statutory income tax rates of 28% (2010: 31% and 2009: 32%). The reasons for the differences are as follows:

	2011	2010
Income tax recovery computed at statutory rates	$ 125,000	$ 163,000
Permanent differences	(1,000)	(2,000)
Adjustment to future tax assets and liabilities due to change in combined federal and provincial tax rates	13,000	1,000
	137,000	162,000
Valuation allowance	(54,000)	(195,000)
	$ 83,000	$ (33,000)

The components of the company's net future income tax asset at November 30th, 2011 and 2010 are as follows:

	2011	2010
Future income tax assets (liabilities)		
Property and equipment	$ 1,000	$ 1,000
Operating loss carry-forwards	958,000	869,000
Share issue costs	43,000	64,000
Mineral exploration properties	(963,000)	(1,047,000)
Future income tax assets (liabilities)	39,000	(113,000)
Valuation allowance	(1,002,000)	(933,000)
Net future income tax asset	$ (963,000)	$ (1,046,000)

In assessing the realizability of future tax assets, management considers whether it is more likely than not that some portion or all the future tax assets will not be realized. The ultimate realization of future tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of future tax liabilities, projected future taxable income and tax planning strategies in making this assessment.

(d) Flow-through shares:

As at November 30th, 2011 $Nil of eligible renounced Canadian exploration expenditures had not yet been expended by the company (2010: $179,043 and 2009: $357,307).

DEFERRED EXPLORATION COSTS – MINERAL PROPERTIES

Active properties are those that the company intends on continuing further exploration and development work within the next twelve months. Any properties identified as "on hold" are those that the company intends to continue further exploration and development work, but not necessarily within the next twelve months. This is all subject to change. These cumulative total deferred acquisition, exploration and development costs relate to the following properties as at November 30th, 2011 and November 30th, 2010:

Acquisition, Exploration & Development Costs	**November 30th, 2011**	**November 30th, 2010**
ACTIVE PROPERTIES (as at February 15th, 2012):		
Bobjo Mine	$ 2,924,828	$ 2,852,200
Hazard Lake / Northgate Deposit	59,855	33,355
Casa Berardi Claims	170,530	118,676
Slate Lake Claims	154,554	17,875
Rowan Lake Claims	162,246	34,458
Hudson – Patricia Claims	129,913	6,944
Fly Lake Claims	50,732	4,418
Birch Lake Claims	38,369	-
TOTAL ACTIVE PROPERTIES	$ 3,691,027	$ 3,067,926
INACTIVE "on hold" or DISCONTINUED PROPERTIES (as at February 15th, 2012):		
West Keefer Claims	161,810	161,810
Price Claims *(1)*	-	272,536
TOTAL INACTIVE PROPERTIES	$ 161,810	$ 434,346
GRAND TOTAL	$ 3,852,837	$ 3,502,272

Note (1) – Price Claims – *The Corporation did not meet the second year work commitment of $150,000 by December 30th, 2011 as required under the Price Claims land option agreement of December 30th, 2009. The Corporation decided on February 2nd, 2012 not to renegotiate the original option agreement for additional cash payments and share issuances to Blair Naughty, the Vendor. As a result of this decision, the Corporation incurred a write-down of $272,536 against capitalized acquisition and exploration expenditures on Mineral Properties for the fourth quarter of fiscal 2011.*

TRANSACTIONS with RELATED PARTIES

For the fourth quarter ended November 30th, 2011, the Corporation paid directors, officers and persons related to directors and officers $52,800 for consulting services, accounting and administration services, and for services relating to exploration (versus the totals for the fourth quarters ended November 30th – 2010: $52,800; 2009: $62,500; 2008: $170,760; and 2007: $202,600). The costs relating to consulting services and accounting and administrative services have been accounted for at the exchange amount, being the amount of cash paid and are included in expenses. The costs for exploration services paid to directors, officers and persons related to directors and officers have been accounted for at the exchange amount, being the amount of cash paid, and are included in the cost of mineral properties. The Corporation paid directors, officers and persons related to directors and officers a total of $211,200 for the year ended November 30th, 2011 (versus the years respectively ended on November 30th – 2010: $215,600; 2009: $532,240; 2008: $804,382; and 2007: $570,036). In addition, the company sold machinery and equipment in fiscal 2009 to directors and individuals related to directors of the company for gross proceeds of $28,650 resulting in a loss on disposal of machinery and equipment in the amount of $13,720. No such transactions occurred during either fiscal 2011 or fiscal 2010.

The company is no longer involved in any joint venture or similar agreements with King's Bay Gold Corporation. The last such joint-venture agreement was for the Bobjo Mine Project. On June 14th, 2010, the company entered into a Property Interests Exchange Agreement with King's Bay Gold Corporation whereby King's Bay Gold has sold its remaining interests of approximately 40% in the Bobjo Mine Project to the company. King's Bay Gold further agreed to cancel the advance receivable related to the project in the amount of $141,572 from the company. In consideration for the Property Interests Exchange Agreement, the company agreed to assign to King's Bay Gold its 100% interest in the Raleigh Lake Property, grant 250,000 common shares to King's Bay Gold (issued on May 3rd, 2011) and transfer title and ownership on various pieces of equipment valued at approximately $16,000.

Related Party Transactions - Consulting, administrative and exploration fees	**Fourth Quarter for the Fiscal Year Ended November 30th, 2011**	**Total for each individual listed herein for the Fiscal Year Ended November 30th, 2011**	**Total for each individual listed herein for the Fiscal Year Ended November 30th, 2010**
Verenex Capital Corporation, a company owned by Michael Romanik, a director for consulting services relating to a position of office for the company	$22,500	$90,000	$90,000
Raymond L. Préfontaine Advisory Services, a sole proprietorship owned by Ray Préfontaine, for consulting services relating to a position of office for the company	$22,500	$90,000	$97,000
Kyle Picard Advisory Services, a sole proprietorship owned by Kyle Picard, a director for consulting services relating to a position of office for the company	$7,800	$31,200	$28,600
Total	**$52,800**	**$211,200**	**$215,600**

EMPLOYEES & CONSULTANTS

Mainstream Minerals Corporation currently has engaged the services of six management consultants. Those who are either directors or officers of the Corporation are all as noted in the Related Party Transactions table immediately above. The Corporation may engage additional consultants from time-to-time and as required.

OFF-BALANCE SHEET ARRANGEMENTS

The Corporation does not have any off-balance sheet arrangements other than what is disclosed in the Notes to Financial Statements in the audited year-end financial statements of November 30th, 2011.

SUMMARY of SIGNIFICANT ACCOUNTING ESTIMATES and POLICIES

The audited financial statements for the year ended November 30th, 2011 and the management-prepared interim financial statements for the three quarters respectively ended August 31st, May 31st, and February 28th, 2011 should be read in conjunction with the audited financial statements for the five years ended November 30th, 2010, 2009, 2008, 2007 and 2006.

It is noted that the company follows the same accounting policies as per the November 30th, 2010 year end audited financial statements except for any changes as noted in the subsequent section entitled "*CHANGES in ACCOUNTING POLICIES during the fourth quarter and fiscal year ended November 30th, 2011 including INITIAL ADOPTION"*. The company continued to use Canadian generally accepted accounting principles (Canadian GAAP) during the most recent fiscal year ended on November 30th, 2011 (that fiscal year commenced on December 1st, 2010). The International Financial Reporting Standards (IFRS) have only been implemented for companies whose current fiscal year began on January 1st, 2011.

The significant accounting policies are as follows:

Basis of presentation

The audited financial statements for the year ended November 30th, 2011 and the management-prepared interim financial statements for the three quarters ended February 28th, May 31st, and August 31st, 2011 respectively have been prepared on a going concern basis with Canadian generally accepted accounting principles. The going concern basis of presentation assumes that the company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of operations. There is doubt about the appropriateness of the use of the going concern assumption given that the company has experienced significant losses and has experienced negative cash flow from operations over a number of years.

The ability of the company to continue as a going concern and to be able to realize on its assets and discharge its liabilities is dependent upon the company's ability to obtain sufficient funding for its operations and is ultimately dependant on the recoverability of the amounts capitalized to mineral exploration properties. The company has not yet determined whether its mineral properties contain reserves that are economically recoverable, and accordingly, the success of any further exploration or development prospects cannot be assured. If the company's exploration and development programs are successful, additional funds may be required, and the company may not have sufficient funds to conduct the mineral exploration required. The primary source of future funds available to the company is through the sale of additional equity capital, which may dilute the interests of existing shareholders. There is no assurance that the company will be successful in raising sufficient funds to meet its obligations. In the event where it cannot meet its obligations, it may lose its properties.

These financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern basis was not appropriate for these financial statements, then adjustments would be necessary in the carrying value of assets and liabilities and the reported amounts of revenues and expenses.

Machinery and equipment

Machinery and equipment are recorded at cost. Amortization is provided using the following method and annual rate:

	Rate	Method
Computer equipment	30%	Declining balance

Mineral exploration properties

All costs related to the acquisition, exploration and development of mineral properties are capitalized. Amounts reflected for mineral exploration properties not in commercial production represent costs incurred to date, net of write-downs and are not intended to reflect present or future values. The recoverability of the costs is dependent upon the discovery of economically recoverable reserves, confirmation of the company's interests in the underlying mineral claims, the ability to obtain necessary financing to complete development and the development of future profitable production from the properties or realization of sufficient proceeds from the disposition of the properties.

Mineral properties will be amortized once commercial production begins.

Impairment of long-lived assets

On an annual basis the company reviews whether there are any indicators of impairment of its long-lived assets, primarily being its mineral exploration properties. If such indicators are present, the company assesses the recoverability of the long-lived assets or group of assets by determining whether the carrying value of such assets can be recovered through undiscounted future cash flows. If the sum of undiscounted future cash flows is less than the carrying amount or if long-lived assets are abandoned, the excess of the carrying amount over the estimated fair value, based on discounted future cash flows, is recorded as a charge to net income. The current year's review concluded that a write-down in the amount of $272,537 was necessary for abandoned properties (2010: $13,676).

Asset retirement obligations

The company measures the expected costs required to retire its long-lived assets at a fair value which approximates the cost a third party would incur in performing the tasks necessary to abandon the machinery and equipment and fields and restore the sites. The fair value is recognized in the financial statements at the present value of expected future cash outflows to satisfy the obligation.

The asset retirement costs, if any, are subsequently allocated in a rational and systematic method over the underlying asset’s useful life, and are included in amortization expense. The initial fair value of the present value liability is accreted, by charges to operations, to its estimated nominal future value. The liability is also adjusted due to revisions in either the timing or amount of the estimated costs.

Flow-through shares

Resource expenditure deductions for income tax purposes related to exploratory activities funded by flow-through share arrangements are renounced to investors in accordance with Canadian income tax legislation. The portion of the share issue price related to the tax benefit renounced is charged to share capital in the period of renunciation.

Joint ventures

A portion of the company’s exploration activities is conducted jointly with others wherein the company enters into agreements that provide for specified percentage interests in mineral properties. The company accounts for its investment in joint ventures using the proportionate consolidation method.

Loss per share

Diluted loss per share is calculated using the treasury stock method which assumes all common share equivalents, such as options and warrants had been exercised at the beginning of the reporting period of issue and that the funds obtained there from were used to purchase common shares of the company at the estimated average trading price of the common shares during the year.

Revenue recognition

Revenue from sales of precious metals will be recognized when title passes to the buyer, which will generally coincide with the delivery and acceptance of goods, and the collectability is reasonably assured.

Interest income is recognized as accrued.

Future income taxes

The company uses the asset and liability method of accounting for income taxes. Under this method, future income tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Future income tax assets and liabilities are measured using enacted or substantially enacted tax rates expected to be recovered or settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in earnings in the period that includes the date of enactment or substantive enactment.

Stock-based payments to non-employees

Stock-based payments granted to non-employees are measured at the fair value of the goods or services received. In the event the company cannot reasonably estimate the fair value of goods or services received, the transaction is recorded at the estimated value of the underlying equity instrument.

Stock-based compensation

The company has implemented a stock option plan to allow the company to grant options to directors, officers, employees and service providers. The maximum number of common shares which may be issued pursuant to those granted under the stock option plan are limited to 10% of the issued and outstanding common shares. In addition, the number of common shares which may be reserved for issuance to any one individual may not exceed 5% of the issued common shares on a yearly basis.

The company uses the fair value-based approach to account for stock-based compensation. Compensation expense is recognized for these stock options over their vesting period based on their estimated fair values on the date of grant as determined by using the Black-Scholes option-pricing model.

The fair values of the options issued, if any, are credited to contributed surplus in the period they vest. When these options are exercised, the consideration paid by the subscribers and the fair value of the options previously credited to contributed surplus are credited to share capital.

Financial instruments – recognition and measurement

Transaction costs are expensed as incurred for financial instruments designated as held for trading. The effective interest rate method of amortization is used for any transaction costs for financial instruments measured at amortized cost.

Loans and Receivables, Held-to-maturity Investments and Other financial liabilities are initially measured at fair value and subsequently measured at amortized cost. Gains or losses resulting from revaluation, impairment write-downs and foreign exchange translation adjustments are recognized in net earnings for the period. The company does not have any financial instruments designated as Loans and Receivables, Held-to-maturity Investments or Other financial liabilities.

Available-for-sale Financial Assets are initially and subsequently recorded at fair value, except for equity instruments that do not have a quoted market price in an active market as they are recorded at cost. Gains and losses resulting from revaluation are included in Other Comprehensive Income and are transferred to net earnings when the asset is derecognized. Impairment write-downs are included in net earnings for the period. The company does not have any financial instruments designated as Available-for-sale Financial Assets.

Held-for-trading financial instruments include cash and restricted cash, accounts receivable, and accounts payable and accrued liabilities and are initially and subsequently recorded at fair value. Gains or losses on revaluation are included in net earnings for the period.

Use of estimates

The preparation of financial statements in accordance with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of certain assets and liabilities at the date of the financial statements and the reported amounts of certain revenue and expenses during the period. Actual results could differ from these estimates.

CHANGES in ACCOUNTING POLICIES during the fourth quarter and fiscal year ended November 30th, 2011 including INITIAL ADOPTION

No changes to and no new accounting policies were adopted by the company during the fourth quarter and during the year ended November 30th, 2011. It is noted that throughout fiscal 2011, the company followed the same accounting policies as per the November 30th, 2010 year end audited financial statements.

FUTURE CHANGES in ACCOUNTING POLICIES

International Financial Reporting Standards ("IFRS")

In January 2006, the Canadian Institute of Chartered Accountants (“CICA”) formally adopted the strategy of replacing Canadian generally accepted accounting principles (“Canadian GAAP”) with International Financial Reporting Standards ("IFRS") for Canadian enterprises with public accountability. The current conversion timetable calls for financial reporting under IFRS for accounting periods commencing on or after January 1st, 2011. The use of IFRS will be required in 2011 for publicly accountable profit-oriented enterprises.

The company is currently assessing the impact of these new accounting standards on its financial statements.

INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS) CONVERSION PLAN

In 2010, the Corporation started an IFRS conversion plan to address the impact of the changes in accounting policies, restatement of comparative periods, internal controls, and any required changes to business processes. It is noted that the company continued to use Canadian generally accepted accounting principles (Canadian GAAP) up to the end of its most recent fiscal year that ended on November 30th, 2011 (the 2011 fiscal year commenced on December 1st, 2010). The changeover to IFRS for financial statements for fiscal years commencing on or after January 1st, 2011 represents a change due to new account standards and will affect the Corporation’s reported financial position and results of operations. The Corporation has assessed the impact of the IFRS conversion and how this will impact its financial statements starting with the first quarter of fiscal 2012 (February 29th, 2012). Below is a table outlining some of the key milestones, timing and current status of the conversion.

ACTIVITY	TIMING	STATUS
Identify differences in Canadian GAAP and IFRS and the effect on current accounting policies	Assessment was completed in 2010.	Done.
Identify IFRS exemptions	Assessment was completed in 2010.	Done.
Financial Statements in accordance with IFRS	Q1 2012 management-prepared interim financial statements of February 29th, 2012 will be completed in accordance with IFRS.	To be determined in Q1 2012.

Calculate the effects of IFRS on the Financial Statements	Q1 2012 management-prepared interim financial statements of February 29th, 2012 will be completed in accordance with IFRS.	To be determined in Q1 2012.
Assess the need for IFRS training	Assessment was completed during the third and fourth quarters of fiscal 2011.	IFRS training is available to assist the current CFO, Ray Préfontaine B.A., B.Comm. (Hons.). He has not undergone such formal training but has completed readings on the subject. If required, additional assistance and support is available through consultations with the company’s external auditors, Magnus Chartered Accountants LLP.
Assess the effect on planning process	Assessment was completed in Q4 2010.	Done.
Determine if business processes are IFRS compliant	Assessment was completed in Q4 2010.	Done.
Determine if current software is IFRS compliant	Assessment was completed in Q4 2010.	Existing accounting software is useable for IFRS statements.
Determine if current chart of accounts is IFRS compliant	Assessment was completed in Q4 2010.	The assessment indicated that there are no changes needed to the current chart of accounts. Other than minor changes that may be identified as IFRS is implemented in Q1 2012, the existing chart of accounts is essentially IFRS compliant.
Determine if current controls are IFRS compliant	Assessment was completed in Q4 2010.	Done – current controls are IFRS compliant.

AUDIT COMMITTEE and its CHARTER

By Written Resolution of the Board of Directors dated June 11th, 2007, the Directors of the Corporation adopted a comprehensive Audit Committee Charter. The overall purpose and objectives of and key excerpts from the Charter are as follows:

> “The Audit Committee will assist the Board of Directors in fulfilling its responsibilities. The Audit Committee will review the financial reporting process, the system of internal control and management of financial risks, the audit process, and Mainstream Minerals Corporation’s process for monitoring compliance with laws and regulations and its own code of business conduct. In performing its duties, the Committee will maintain effective working relationships with the Board of Directors, Management, and the External Auditors and monitor the independence of those auditors. To perform his or her role effectively, each committee member will obtain an understanding of the responsibilities of committee membership as well as the Corporation’s business, operations and risks.
>
> The Board authorizes the Audit Committee, within the scope of its responsibilities, to seek information it requires from any employee and external parties, to obtain outside legal and professional advice and to ensure attendance of the Corporation’s officers at meetings as appropriate.
>
> The Audit Committee will be comprised of at least three members, a majority of which are not officers or employees of the Corporation.

Meetings shall not be held less than two times per year. Special meetings shall be convened as required. The External Auditors may convene a meeting if they consider that to be necessary.

The proceedings of all meetings will be recorded as minutes."

RISKS and UNCERTAINTIES

Going Concern

The audited financial statements for the fiscal year ended November 30th, 2011, the management-prepared interim financial statements for the three quarters respectively ended on August 31st, May 31st and February 28th, 2011 and the audited financial statements for the five years ended November 30th, 2010, 2009, 2008, 2007 and 2006 were all prepared on a going concern basis, which contemplates that the Corporation will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business.

For the fourth quarter ended November 30th, 2011, the Corporation incurred a Net and comprehensive loss of $391,454 before income taxes and future income tax recovery and had an accumulated deficit of $3,467,858 (versus a loss of $143,608 before income taxes and future income tax recovery and an accumulated deficit of $2,838,744 for the fourth quarter ended November 30th, 2010). For the year ended November 30th, 2011, the Corporation incurred a loss of $712,114 before income taxes and future income tax recovery (versus losses for prior years respectively ended on November 30th – 2010: $527,021; 2009: $738,812; 2008: $862,972; 2007: $702,886 and 2006: $72,053). The Corporation had an accumulated deficit of $3,467,858 as at November 30th, 2011 (versus an accumulated deficit for prior years respectively ended on November 30th – 2010: $2,838,744; 2009: $2,278,723; 2008: $1,598,911; 2007: $774,939 and 2006: $72,053).

The ever-increasing accumulated deficit could raise substantial doubt about the Corporation's ability to continue as a going concern. The ability of the Corporation to remain a going concern is dependent upon new equity injected into the company to fund its ongoing development of the mineral properties. It is the Corporation's intent to continue to rely upon the issuance of new equity to finance its operations and exploration commitments and activities. If the Corporation is unsuccessful in continuing to raise the necessary funds to meet its exploration commitments and activities, the realizable values of its assets may materially decline from their current estimates.

Raising Capital Funding and Dilution

The profitability of the Corporation is affected by business risks including the price of gold, the normal risks associated with open pit and underground mining, which affects production rates and costs, and the exchange rate between the Canadian dollar and United States dollar. Once the Corporation commences production, outside financing will be required. While the Corporation has been successful in the past, there is no assurance that funding will be available under terms that are satisfactory to management. The ability of the Corporation to achieve its operational objectives is dependent in large measure on the results of the exploration activities and the ability to raise capital funding for continued exploration. The Corporation frequently issues Common Shares to finance its operations and for working capital purposes. It is possible that the Corporation will enter into more agreements to issue Common Shares and warrants and options to purchase Common Shares. The impact of the issuance of a significant amount of Common Shares, along with warrant and option exercises, could place downward pressure on the market price of the Common Shares and at a minimum such issuances will dilute the existing shareholders' interests in the Corporation.

Exploration

Mineral exploration is highly speculative in nature. The Corporation's exploration work involves many risks and may be unsuccessful. Substantial expenditures are required to establish proven and probable reserves and to complete the related mine development. It may take several years from the initial phases of exploration until drilling and / or production is possible. As a result of these uncertainties, there is no assurance that current or future exploration programs will be successful and result in production or result in the discovery of new ore bodies.

Title to Properties

The validity of unpatented and patented mining claims, which constitute the Corporation's property holdings, can be uncertain and may be contested. Although the Corporation has attempted to acquire satisfactory title to its properties, some risk exists that some titles, particularly title to undeveloped properties, may be subject to prior unregistered agreements, transfers and / or native land claims the Corporation's title to its property holdings may be affected by other undetected defects and may be defective.

Gold and Mineral Commodities Price Volatility

The Corporation's business could be affected by the world market prices of gold and mineral commodities. The prices of gold and mineral commodities are subject to volatile price movements over short periods of time and are affected by numerous factors, all of which are beyond the Corporation's control. These include industry factors such as: demand; speculative trading; and costs of and levels of global production by producers of gold and mineral commodities. Gold and mineral commodities prices may also be affected by macroeconomic factors, including: expectations of the future rate of inflation; the strength of, and confidence in, the US dollar, the currency in which the price of gold and mineral commodities are generally quoted, and other currencies; interest rates; and global or regional, political or economic uncertainties. A decline in the world market price of gold and mineral commodities could affect the Corporation's ability to raise additional financing and could make exploration and / or development of the Corporation's mineral properties uneconomical.

Mining Risks and Insurance Risks

The operations of the Corporation are subject to significant risks and hazards, incidental to the exploration, development and production of gold including environmental hazards, industrial accidents, unusual or unexpected rock formations, pressures, cave-ins and flooding, most of which are beyond the Corporation's control. These risks and hazards could result in: damage to, or destruction of, mineral properties or producing facilities; personal injury or death; environmental damage; delays in production; and monetary losses and possible legal liability for such damage. Prior to November 30th, 2007, the Corporation was operating without Commercial General Liability Insurance coverage and without Directors' & Officers' Insurance coverage. Commencing on December 1st, 2007, the Corporation obtained such policies with Lloyd's (Commercial General Liability Insurance) and with the Chartis Insurance Company of Canada – formerly known as AIG Commercial Insurance Company of Canada – (Directors' & Officers' Insurance). Originally the respective liability limits for both policies were $5,000,000 but were subsequently reduced effective December 1st, 2008 in order to save on premium costs. Both policies now have respective liability limits of $2,000,000 and $1,000,000. The deductible for the Directors' & Officers' Insurance is $25,000 per event. The deductibles for the Commercial General Liability Insurance range from $500 to $5,000 per event and are dependent on the nature of the event. The policies are underwritten by JLT Northern Underwriting Services of Toronto, ON.

Even with such insurance coverage in place, no assurance can be given that such insurance will be paid out in the event of a claim. In addition, the Corporation may become subject to liability for hazards for which it could not be insured against or for which it elected not to insure against because of premium costs above those already paid for or for other reasons.

Competition Risk

The mineral exploration and mining business is competitive in all of its phases. The Corporation competes with other mining companies and individuals, including competitors with greater financial, technical and other resources than the Corporation for mining claims and leases on exploration properties, acquisition of mineral assets, capital and qualified employees. Competition could adversely affect the Corporation's ability to raise capital, acquire suitable properties, sufficient equipment and qualified personnel for exploration in the future. The Corporation cannot assure that it will continue to be able to compete successfully with its competitors in acquiring such properties, capital and employees or terms it considers acceptable, if at all.

Payment Obligations

The Corporation is, or may in the future become, a party to certain contractual agreements pursuant to which the Corporation is or may become subject to payments and be required to comply with other obligations. If such obligations are not complied with when due, in addition to any other remedies that may be available to the other parties, this could result in dilution or forfeiture of interests held by the Corporation. The Corporation may not have, or be able to obtain, financing for all such obligations as they arise.

Environmental, Health and Safety Regulations

The Corporation's operations and exploration activities are subject to extensive laws and regulations governing the protection of the environment, waste disposal, worker safety, mine development and protection of endangered and protected species. Environmental legislation is evolving in a manner that may require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that existing or future environmental regulation will not materially adversely affect the Corporation's business, financial condition and results of operations. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. In addition, certain types of operations require the submission and approval of environmental impact assessments. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Corporation's operations. Environmental hazards may exist on the properties on which the Corporation holds interests that are unknown to the Corporation at present and that have been caused by previous existing owners or operators of the properties. There may be costs and / or delays associated with compliance with these laws and regulations. The unknown nature of possible future additional regulatory requirements creates uncertainties related to future environmental, health and safety costs. Any amendment to current laws and regulations governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Corporation's financial condition and results of operations.

Dependence on Management

The success of the operations and activities of the Corporation is dependent to a significant extent on the efforts and abilities of its management, a relatively small group of individuals. Investors must be willing to rely to a significant extent on management's discretion and judgment. The Company does not have in place formal programs for the succession of management. The Corporation considers **Michael Romanik** (President & Chief Executive Officer), **Kyle Picard** (Corporate Secretary), **Raymond Préfontaine, B.A., B.Comm. (Hons.)** (Chief Financial Officer), **Brad Peters B.Sc (Earth & Ocean Sc.)** (who was appointed as Vice-President of Exploration effective December 1st, 2011) and **Rory Ritchie H.B.Sc. (Chemistry), B.Sc. (Earth Sc.), GIT** (who was appointed as Field Exploration Manager effective December 1st, 2011) to be the key members of the management group. The Corporation does not maintain any key man insurance on any of its employees. The loss of any one member of the management group could have a material adverse effect on the Corporation's business.

Future Capital Requirements

The Corporation may encounter significant unanticipated liabilities or expenses. The Corporation's ability to continue its planned exploration activities depends in part on its ability to obtain additional financing in the future to fund exploration and development activities or acquisitions of additional projects. Since incorporation on July 19th, 2006, the Corporation has raised capital primarily through equity financing and in the future may raise capital through equity or debt financing, joint ventures or other means. There can be no assurance that the Corporation will be able to obtain the necessary financing in a timely manner, on acceptable terms or at all.

Conflicts of Interest

Certain of the directors and officers of Corporation are also directors and / or officers of other natural resource companies, and may be shareholders of those companies. Such associations or relationships may give rise to conflicts of interest from time to time. The Corporation's directors are required by law to act honestly and in good faith with a view to the best interests of the Corporation and to disclose any interest, which they may have in any project or opportunity of the Corporation. If a conflict of interest arises at a meeting of the Board of Directors, any director in a conflict must disclose his interest and abstain from voting on such matters in accordance with applicable corporate laws, and may be required to resign as a director of one of the companies.

Dividends

No dividends on the Common Shares have been paid to date. The Corporation anticipates that it will retain all future earnings and other cash resources for the future operation and development of its business. The Corporation does not intend to declare or pay any cash dividends in the foreseeable future. Payment of any future dividends will be at the discretion of the Corporation's Board of Directors, after taking into account many factors, including the Corporation's operating results, financial condition and current and anticipated cash needs.

Estimates and Assumptions employed in the preparation of financial statements

The preparation of its financial statements requires the Corporation to use estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. The Corporation's significant accounting policies are described in the Notes to the audited financial statements for the year ended November 30th, 2011, the three management-prepared interim financial statements for the quarters respectively ended August 31st, May 31st and February 28th, 2011 and in the audited financial statements for the five years ended November 30th, 2010, 2009, 2008, 2007 and 2006. See the section herein entitled *Summary of Significant Accounting Estimates and Policies*. The Corporation's accounting policies are subject to estimates and assumptions regarding reserves, future mineral prices and future mining activities.

STOCK-BASED COMPENSATION PLAN

The Board of Directors of the Company has adopted an incentive "rolling" stock option plan. It is subject to TSX Venture Exchange Inc.'s approval on an annual basis (the Exchange's initial approval was received on May 2nd, 2007) and is subject to an annual ratification by the disinterested shareholders of the Company at the Annual General and Special Meetings of Shareholders (the Plan was approved at the meetings of December 4th, 2007; May 28th, 2008; June 24th, 2009; June 23rd, 2010; and May 31st, 2011). The Stock Option Plan permits the Board of Directors of the Company, from time to time, in its discretion, and in accordance with the Exchange requirements, to grant to directors, officers, investor relations consultants and technical consultants to the Company, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares exercisable for a period of up to 5 years from the date of grant. The number of Common Shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all investor relations consultants and technical consultants will not exceed two percent (2%) of the issued and outstanding Common Shares. Options may be exercised no later than 90 days following cessation of the optionee's position with the Company, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. The Stock Option Plan provides that, for an investor relations consultant, no option shall be exercisable for a period exceeding twelve (12) months from the date the option is granted, with no more than one quarter of the options vesting in any three month period. Any option granted to an investor relations consultant will expire 30 days after the date that such person ceases to carry on investor relations activities on behalf of the Company. Options granted under the Stock Option Plan must have an exercise price per Common Share that is greater than or equal to the Discounted Market Price (as defined under the policies of the Exchange) of the Common Shares at the time of the grant.

CORPORATE GOVERNANCE

The initial Board of Directors was established at the Founding Meeting of Shareholders as held on July 19th, 2006 in Winnipeg, Manitoba. Subsequent to the most recent Annual General Meeting of Shareholders as held on May 31st, 2011 in Winnipeg, Manitoba, the Board is currently comprised of the five individuals as identified below. The Board of Directors has established two committees: the Audit Committee and the Compensation Committee. Each director is elected to serve until the next Annual General and Special Meeting of Shareholders or until a successor is elected or appointed.

Directors (& Officers as applicable)

Michael Romanik	Director since August 26th, 2009. President & Chief Executive Officer since September 3rd, 2009.
Kyle Picard (1) (2)	Director since July 19th, 2006. Corporate Secretary since November 16th, 2009.
Neil Sullivan B.A., LLB (1) (2)	Director since July 19th, 2006. Former President & Chief Executive Officer from September 15th, 2007 to July 15th, 2008.
Andrew Nevin Ph.D, P.Eng.	Director since October 14th, 2009.
James Darcel B.A., CFA (1) (2)	Director since November 3rd, 2009.

Notes: (1) Denotes members of the Audit Committee. (2) Denotes members of the Compensation Committee.

Officers (only)

Ray Préfontaine B.A., B.Comm. (Hons.)	Chief Financial Officer since January 21st, 2007.

CONTINGENT LIABILITIES

There are no contingent liabilities or other such claims, including environmental, health or safety, against the Corporation that management is aware of as at the date of this MD & A of February 15th, 2012.

CAPITAL MANAGEMENT

As the company is in the exploration stage, its principal source of capital is from the issuance of common shares. The company's capital management objective is to obtain sufficient capital to maintain its exploration programs for the benefit of its stakeholders. To meet the objectives, management monitors the company's ongoing capital requirements against unrestricted net working capital and assesses additional capital requirements on specific exploration properties on a case by case basis. The company is not subject to externally imposed capital requirements. Management is of the opinion that the amounts and changes in the company's capital are readily determinable in its financial statements.

MARKET FOR THE SECUR1TIES OF THE CORPORATION

The common shares of the Corporation commenced trading on the TSX Venture Exchange Inc. on June 13th, 2007 under the symbol "MJO".

DISCLOSURE of OUTSTANDING SHARE DATA as at November 30th, 2011

	Number	Share Capital	52 Week Trading Range
Common Shares (1) to (4)	54,122,130	$ 6,089,688	$ 0.035 to $ 0.15

Stock Options	Number Outstanding	Price	Weighted Average Exercise Price per share	Expiry Date
Outstanding	3,215,000	$0.10 - $0.36	$0.19	2012 to 2015

Warrants (5)	Number Outstanding	Price	Weighted Average Exercise Price per share	Expiry Date
Outstanding	8,952,143	$ 0.11 - $ 0.20	$ 0.17	2011 to 2012

Notes – Subsequent to the fiscal year ended November 30th, 2011 and up to the date of this Management Discussion & Analysis of February 15th, 2012, there were five transactions or events that have materially affected the Disclosure of Outstanding Share Data.

Note (1) – A Treasury Direction was issued to Computershare, the Corporation's transfer agent, for the purposes of issuing 100,000 common shares on January 12th, 2012 to Rubicon Minerals Corporation for the 1st anniversary issuance of shares for the Hudson Patricia Option Agreement of January 10th, 2011 for 8 unpatented mining claims.

Note (2) – A Treasury Direction was issued to Computershare, the Corporation's transfer agent, for the purposes of issuing 100,000 common shares on January 12th, 2012 to Rubicon Minerals Corporation for the 1st anniversary issuance of shares for the Hudson Patricia Option Agreement of January 10th, 2011 for the 1 mining lease consisting of 8 mining claims.

Note (3) – A Treasury Direction was issued to Computershare, the Corporation's transfer agent, for the purposes of issuing 100,000 common shares on February 3rd, 2012 to Rubicon Minerals Corporation for the 1st anniversary issuance of shares for the Fly Lake Option Agreement of February 7th, 2011 for 1 mining lease and 6 staked unpatented claims.

Note (4) – A Treasury Direction was issued to Computershare, the Corporation's transfer agent, for the purposes of issuing 100,000 common shares on February 3rd, 2012 to Rubicon Minerals Corporation for the 1st anniversary issuance of shares for the Slate Lake Option Agreement of February 7th, 2011 for 1 mining lease.

Note (5) - On December 30th, 2011, the following 4,909,088 warrants expired as unexercised: 4,090,908 Series I warrants with an exercise price of $0.20, 409,090 Finders' warrants with an exercise price of $0.11, and 409,090 Finders' warrants (imbedded) with an exercise price of $0.20.

PROPOSED TRANSACTIONS

There was only one proposed transaction contemplated at the time that this Management Discussion & Analysis of February 15th, 2012 was prepared.

On February 6th, 2012, the Corporation announced in a news release a non-brokered private placement of a maximum of 12,000,000 Units at a purchase price of $0.05 for gross subscription proceeds of $600,000. The offering would be made to subscribers resident in the Provinces of Ontario, Manitoba, Saskatchewan, Alberta and British Columbia, and such other jurisdictions as the Corporation may determine. At the time of the news release, it was anticipated that the closing of offering would occur on or around March 9th, 2012. Each Unit shall be comprised of one non-flow-through Common Share and one-half (1/2) of one non-flow-through Common Share purchase warrant (a "Warrant"). Each whole Warrant shall entitle the holder to purchase one Common Share for an exercise price of $0.10 for a period of 12 months following the date of issuance.

The Corporation may, at its discretion, offer a 6 % cash finder's fee to registered dealers for services rendered in introducing certain subscribers to the offering. In addition to the finder's fee, brokers warrants equivalent to 6 % of the number of Units subscribed for in this non-brokered placement may be paid to registered dealers for services rendered in introducing certain subscribers to the offering. Each broker warrant can be exercised to purchase one non-flow-through common share upon payment $0.10 for a period of 12 months following the date of issuance. The closing of this offering is subject to the approval of the TSX Venture Exchange Inc. The Common Shares and Warrants issued in connection with this offering will be subject to a hold period of four months plus one day.

Description of Security	**Number Authorized**	**Number outstanding at February 15th, 2012 (unaudited)**	**Number outstanding after the Minimum Offering (as in zero $) to close on or about March 9th, 2012 (unaudited)**	**Number outstanding after the Maximum Offering (as in $600,000) to close on or about March 9th, 2012 (unaudited)**
Common Shares	Unlimited	54,622,130	54,622,130	66,622,130
Incentive Stock Options	Maximum of 10% of the outstanding Common Shares	3,215,000	3,035,000	3,035,000
Warrants	Unlimited	4,043,055	4,043,055	10,043,055

DISCLOSURE of CONTROLS & PROCEDURES

NOTE TO READER

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* (NI 52-109), the two *Certifications of Annual filings - Venture Issuer Basic Certificates* dated February 17th, 2012, each respectively signed by the Chief Executive Officer and the Chief Financial Officer and filed concurrently on www.sedar.com with: (i) this Management Discussion & Analysis for the fourth quarter and fiscal year ended November 30th, 2011 and dated as at February 15th, 2012 and (ii) the audited financial statements for the year ended November 30th, 2011, do not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing the respective certificates are not making any representations relating to the establishment and maintenance of:

i. controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
ii. a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in these certificates. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

ADDITIONAL INFORMATION

Additional financial information is provided in the Corporation's audited financial statements for the year ended November 30th, 2011, the three management-prepared interim financial statements for the quarters respectively ended August 31st, May 31st and February 28th, 2011 and in the audited financial statements for the five years ended November 30th, 2010, 2009, 2008, 2007 and 2006. These and other News Releases can be found at the SEDAR website – www.sedar.com. Other information can also be obtained from the Corporation's website at www.mainstreamminerals.com . Upon request the Corporation will provide to any person:

(a) when the securities of the Corporation are in the course of a distribution pursuant to a short form prospectus or a preliminary short form prospectus has been filed in respect of a proposed distribution of its securities.

- (i) one copy of the Corporation's latest Annual Information Form, together with one copy of any document, or the pertinent pages of any document, incorporated therein by reference;
- (ii) one copy of comparative financial statements of the Corporation for the Corporation's most recently completed financial year in respect of which such audited financial statements have been issued together with the report of the auditor thereon;
- (iii) one copy of any interim financial statements of the Corporation as prepared by Management subsequent to the audited financial statements for its most recent year end;
- (iv) one copy of the Management Information Circular of the Corporation in respect of the most recent Annual General Meeting of Shareholders of the Corporation which involved the election of directors; and
- (v) one copy of any other documents which are incorporated by reference into the preliminary short form prospectus or the short form prospectus; or

(b) any other time, a copy of the documents referred to in clauses (a) (i), (ii), (iii), (iv) above.

CAUTIONARY NOTICES

The Corporation's audited financial statements for the year ended November 30th, 2011, the management-prepared interim financial statements for the three quarters respectively ended August 31st, May 31st and February 28th, 2011, and the audited financial statements for the five years ended November 30th, 2010 2009, 2008, 2007 and 2006, and this accompanying MD & A include certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 of the United States. Other than statements of historical fact, all statements in these documents, including without limitation, statements regarding potential mineralization and resources, future plans and objectives of the Corporation, are forward-looking statements that involve various known and unknown risks, uncertainties and other factors. There can be no assurance that such statements will prove to be accurate. Actual results and future events could differ materially from those anticipated in such statements. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of their respective dates. Important factors that could cause actual results to differ materially from the Corporation's expectations include, among others, the ongoing results of current exploration activities, feasibility studies, on-going engineering work, changes in project parameters, and future metal prices, as well as those factors discussed under the heading "*Risks and Uncertainties*" and elsewhere in the Corporation's documents filed from time to time with the TSX Venture Exchange Inc. and with Canadian Securities regulators. All subsequent written and oral forward-looking statements attributable to the Corporation or persons acting on its behalf are expressly qualified in their entirety by this notice.

The Qualified Person as defined under National Instrument 43-101 for work performed at each property and / or project is subject to change from time-to-time on a go forward basis from the date of this document. At the present time, Garry Clark, P.Geo. is the Qualified Person for the Bobjo Mine Project, Hazard Lake / Northgate Deposit, Fly Lake and Birch Lake properties; Mark Fedikow, P.Geo. is the Qualified Person for the Slate Lake Property; Tracy Armstrong, P.Geo. is the Qualified Person on the Casa Berardi Claims property; Brian H. Newton, P.Geo. is the Qualified Person for the West Keefer Claims property; and Andrew Tims, P.Geo. is the Qualified Person for both the Rowan Lake Property and Hudson Patricia Project.