MAINSTREAM MINERALS CORPORATION

MANAGEMENT'S DISCUSSION and ANALYSIS

for the FOURTH QUARTER and YEAR ENDED

NOVEMBER 30th, 2010

FEBRUARY 24th, 2011

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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 year ended November 30th, 2010, and the subsequent period from December 1st, 2010 to February 24th, 2011. 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. As the company was incorporated on July 19th, 2006, there are now, for the first time, comparative year-over-year financial statements for five years (November 30th, 2010, 2009, 2008, 2007 and 2006). This Management Discussion and Analysis ("MD & A") should be read in conjunction with: (i) the audited financial statements for the year ended November 30th, 2010; (ii) the interim management-prepared financial statements for the three quarters ended on August 31st, May 31st and February 28th, 2010 respectively, and (iii) the audited financial statements for the four years ended November 30th, 2009, 2008, 2007 and 2006. The most recent Annual Information Form was dated April 30th, 2010 for the year ended November 30th, 2009 and was filed on www.sedar.com on May 14th, 2010.

The financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). 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 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. Although the Bobjo Mine Project Property is 100% owned by Mainstream Minerals, it is presently subject to an Option Agreement signed with Premier Gold Mines Limited (TSX: PG) ("Premier Gold") on February 11th, 2011 (see the Mainstream Minerals news release dated February 15th, 2011). The Option Agreement with Premier Gold provides that Mainstream Minerals will 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 Property. With the successful completion of the due diligence 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 entered into an Option Agreement dated February 11th, 2011 with Premier Gold for the exploration and development of the Bobjo Mine property. Upon completion of the earn-in provisions by Premier Gold, this Option Agreement may 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. During the earn-in period, and as longs as Premier Gold's interest is greater than 50 %, they will be the operator of the project. Premier Gold indicated in its news release dated October 14th, 2010 that it may include the Bobjo Mine and Hazard Lake properties, along with other properties currently held by them in the Birch-Uchi area, into a larger combined property package to be known as the "Redgold Project";

(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 is also subject to the Option Agreement as described in (i) above and for possible inclusion in the aforementioned "Redgold Project";

(iii) an option agreement was entered into on December 30th, 2009 to acquire a 100 % interest in a gold property named 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);

(iv) 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);

(v) 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);

(vi) an option agreement was entered into on October 10th, 2010 to acquire a 100 % interest in a gold property named **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 recently staked by Goldcorp Inc (TSX: G) to the west (see the news release of October 20th, 2010);

(vii) 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); and

(viii) 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).

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 four non-brokered private placements (June 2nd, 2009, October 1st, 2009, June 4th, 2010, and November 12th, 2010) 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; and Kyle Picard, a Director who was appointed as Corporate Secretary on November 16th, 2009. John Archibald B.Sc. (Hons.), P.Geo. was the Qualified Person for the Bobjo Mine Project for National Instrument 43-101 purposes up until he was appointed as a Director, President & CEO of King's Bay Gold Corporation in February 2009 (a former joint-venture partner on this project). As such, he could no longer act in that capacity. Tim Twomey, P.Geo. is currently the Qualified Person for the Bobjo Mine Project. In early 2010, A.A. Burgoyne M.Sc., P.Eng. of Burgoyne Geological Inc. was engaged to become the Qualified Person and write a technical report on the Hazard Lake / Northgate Deposit project. Tracy Armstrong, P.Geo. is the Qualified Person on the Casa Berardi Claims project and Brian Newton, P.Geo. is the Qualified Person for the Slate Lake Property. Andrew Tims, P.Geo. is the Qualified Person for both the Rowan Lake Property and Hudson Patricia Project.

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 2011, the Bobjo Mine Project, along with the adjacent Hazard Lake / Northgate Deposit, continue to be the Corporation's principal properties at this immediate 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 joint ventures with other companies. Weak mineral commodity prices, particularly for base metals, were hampering the levels of capital inflows into the mining and mineral exploration industries during the 2008 and 2009 calendar years. That situation began to slowly improve for the industry as a whole at the start of the 4th quarter of the 2009 calendar year and through 2010. Given the 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 gradually expand, notably in the Red Lake, Rainy River, and West Timmins gold camps of northern and northwestern Ontario and in the Casa Berardi gold camp of northern Québec. Despite the economic turmoil and the downward volatility of the stock markets in late 2008 and through most of 2009, and with a continued focus on gold, management believes that going forward, 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, 2009 to November 30th, 2010

The following is a brief description of the Corporation's key developments over a twelve month period from December 1st, 2009 to November 30th, 2010:

December 18th, 2009 – The Corporation was pleased to announce that it had agreed to a non-brokered private placement of $450,000 to subscribers in the Province of Ontario, to be effected through the sale of 4,090,909 Class A Units at a price per Class A Unit of $0.11 each. It was anticipated at the time that the closing of this transaction would occur on or about December 23rd, 2009 and was subject to the approval of the TSX Venture Exchange Inc. Concurrently, the Corporation also announced in the same news release, a non-brokered private placement of up to an aggregate maximum of $450,000 of Class B Units to subscribers in the Provinces of British Columbia, Alberta, Saskatchewan, Manitoba and Ontario at a price per Class B Unit of $0.10 each on a "best efforts" basis. The Company stated that it may close one or more offerings of Class B Units, in its sole discretion, but all would be subject to the approval of the TSX Venture Exchange Inc.

Class A Units would be comprised of one Common Share issued as a "flow through" share for the purposes of *The Income Tax Act* (Canada) and one Class A Warrant. Each Class A Warrant would entitle the holder to purchase one Common Share for $0.15 for a period of 12 months following the date of issuance, and $0.20 for a subsequent period of 12 months (24 months from the date of issuance). Class B Units would be comprised of one Common Share and one Class B Warrant. Each Class B Warrant would entitle the holder to purchase one Common Share for $0.15 for a period of 12 months following the date of issuance, and $0.20 for a subsequent period of 12 months (24 months from the date of issuance).

The Company intended to offer a 6% cash finder's fee (payable by way of the issuance of Class A Units) to registered dealers for services rendered in introducing certain subscribers to the Class A Unit offering (each, a "Finder"), together with that number of non-transferrable finder's options equal to 10% of the Class A Units subscribed for through such registered dealers (the "Finder Options"). Each Finder Option would entitle a Finder to subscribe for one Unit of the Company (a "Finder Unit") for $0.11 per Finder Unit. Each Finder Unit would be comprised of one Common Share and one non-transferable share purchase warrant (the "Finder Warrants"). Each Finder Warrant would entitle the holder thereof to purchase one Common Share of the Issuer for $0.15 for a period of 12 months following the date of issuance, and $0.20 for a subsequent period of 12 months (24 months from the date of issuance. The Company also noted that it intended to offer an 8% cash finder's fee to registered dealers for services rendered in introducing certain subscribers to the Class B Unit offering. In addition to the finders' fee equal to 8% of the Class B subscription proceeds, the Company may issue non-transferable broker warrants equal to up to 8% of the Class B Units subscribed for. Each broker warrant would entitle the holder thereof to receive one Common Share of the Company at an exercise price of $0.15 for a period of 12 months following the date of issuance, and $0.20 for a subsequent period of 12 months (24 months from the date of issuance).

December 21st, 2009 – Announced in a news release the resignation of Mr. Jean Rivet as a Director effective December 18th, 2009. Mr. Rivet was one of the founders of the Corporation and had been a Director since the company was incorporated on July 19th, 2006. He served on the Board of Directors' Audit and Compensation Committees. At the time of the news release, the Board of Directors expressed its gratitude to Mr. Rivet for his work and service to the Corporation over the last 3 years.

December 30th, 2009 – The Corporation was pleased to announce in a news release that it had entered into an Option Agreement to acquire a 100 % interest in 11 claims totaling 134 mineral claim units located east of Lake Shore Gold's (TSX: LSG) Golden River Trend. The claims cover an area of approximately 2,144 hectares and are located in the Price and Adams Townships of the Porcupine Mining Division of Ontario. These newly acquired claims are strategically located for several reasons, including: (i) the claims are located on the projection of the Destor-Porcupine Fault System, (ii) the claims appear to be on trend with the Golden River Trend; (iii) the claims have limited outcrop exposure, which is similar to other properties being worked in the area; and (iv) there has been little to no work conducted on the claimed area in the past. As such, these newly acquired claims may potentially host a similar geological environment as that of the nearby Lake Shore Gold area. Several publications, including the Geological Survey of Canada and West Timmins Mining Inc. public maps, project the Destor-Porcupine Fault as running east-west through these newly acquired mineral claims. 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 recent discovery of the million plus ounce Timmins West Deposit and the discovery of the high-grade Rusk Zone have both focused considerable investor and industry attention on the West Timmins District. Lake Shore Gold has also recently intersected new gold zones on the Highway 144 Property located along the same trend as the Timmins West, Rusk gold zones, and the Golden River Trend. Mainstream's claims cover ground that appears to be on trend with the Golden River Trend. The nearby Lake Shore Gold claims host "an existing 400,000 ounce inferred gold resource" (as per Lake Shore Gold's website at www.lsgold.com). That company also recently announced results of 83.40 Metres (273.55 feet) grading 12.75 g/t (0.37 oz/t) gold (see their news release June 24th, 2009). For the purposes of exploring these newly acquired claims, Mainstream Minerals expects to be employing many of the same exploration techniques as are being utilized by Lake Shore Gold. Under the terms of the Option Agreement, Mainstream Minerals can earn a 100% interest by issuing 1,750,000 common shares of the Company to the Vendor. In addition to the issuance of common shares as outlined immediately above, Mainstream Minerals further agrees to a $225,000 work commitment to be scheduled as follows: Within the 1st Year of agreement $75,000 and Within the 2nd Year of agreement $150,000. The Vendor will retain a 2.0% Net Smelter Return (the "NSR") interest in the Property. Mainstream can buy back 1.0% of the NSR for a cash payment of $1,000,000 to the Vendor.

January 4th, 2010 – In a news release, the Corporation was pleased to announce that it had closed on December 31st, 2009 a non-brokered private placement of $450,000, as first announced on December 18th, 2009, to subscribers in the Province of Ontario, and as effected through the sale of 4,090,908 Class A Units at a price per Class A Unit of $0.11 each. The closing of this offering was subject to the approval of the TSX Venture Exchange Inc. (which was subsequently received). Class A Units were comprised of one Common Share of the Issuer (a "Common Share"), issued as a "flow through" share for the purposes of *The Income Tax Act* (Canada) (a "Flow Through Share") and one Class A Warrant of the Issuer. Each Class A Warrant entitled the holder thereof to purchase one Common Share of the Issuer for $0.15 for a period of 12 months following the date of issuance, and $0.20 for a subsequent period of 12 months (24 months from the date of issuance). The Company paid a 6% cash finder's fee (payable by way of the issuance of 245,454 Class A Units) to registered dealers for services rendered in introducing certain subscribers to the Class A Unit offering (each, a "Finder"), together with 409,090 finder's options (the "Finder Options"). Each Finder Option entitled a Finder to subscribe for one Unit of the Company (a "Finder Unit") for $0.11 per Finder Unit. Each Finder Unit was comprised of one Common Share and one non-transferable Common Share purchase warrant (the "Finder Warrants"). Each Finder Warrant entitles the holder thereof to purchase one Common Share of the Issuer for $0.15 for a period of 12 months following the date of issuance, and $0.20 for a subsequent period of 12 months (24 months from the date of issuance). "We are very pleased to be renewing our relationship with the MineralFields Group", said Michael Romanik, President & CEO. "This is another important milestone in the growth of Mainstream Minerals Corporation and we look forward to once again be working with MineralFields Group as we continue to develop our Bobjo Mine Project in the Red Lake Camp of Northwestern Ontario." On that same date, the Corporation filed with www.sedar.com a Material Change Report pursuant to Section 7.1 of National Instrument 51-102 summarizing the non-brokered private placement of $450,000 that closed on December 31st, 2009.

January 5th, 2010 – The Corporation was pleased to announce in a news release that it had entered into an Option Agreement to acquire a 100 % interest in two additional West Timmins gold properties consisting of 3 claims totaling 34 mineral claim units commonly known as the West Keefer Claims. The claims cover an area of approximately 544 hectares and are located in Keefer Township of the Porcupine Mining Division of Ontario. 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. Both of these newly optioned properties 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. The Vendors will retain a 2.0% Net Smelter Return (the "NSR") interest in both properties. The Corporation can buy back 1.0% of the NSR for both properties for a single cash payment of $1,000,000 to the Vendors.

January 25th, 2010 – In a news release, the Corporation was pleased to announce that Mr. A.A. Burgoyne, P.Eng., M.Sc. of Burgoyne Geological Inc. was engaged as the Qualified Person (QP) for the purposes of completing a detailed Technical Evaluation Report on the historical exploration work carried out on their recently acquired 480 hectare Hazard Lake / Northgate Deposit gold property located near Uchi Lake in Northwestern Ontario. Mr. Burgoyne's report will also be making recommendations for future exploration and development work on this property. Mr. Burgoyne has many years of exploration and development experience in different types of mineral deposits and has worked extensively in Pre Cambrian rocks in the search and discovery of "greenstone belt gold deposit types' similar to those being mined at Red Lake, Ontario and other parts of the Canadian Shield. President & CEO Michael Romanik stated "We are looking forward to Mr. Burgoyne's technical evaluation report on our Hazard Lake Property. This is the first step in our plan to move ahead with further exploration and development work that may eventually establish a National Instrument 43-101 resource on the property."

February 11th, 2010 – The Corporation announced in a news release that it had initiated a work program on the joint-ventured Bobjo Mine Project. (formerly partnered with King's Bay Gold Corporation). The agreed to program would include re-logging and additional assaying of the core from previous drilling, line cutting and IP surveys would be conducted over a number of strategic locations. The purpose of the program is to establish high priority drill targets for drilling early in the spring. Previous work on the Bobjo project was organized and supervised by Ron Rivet, Exploration Coordinator of Kings Bay Gold and with the use of drills and equipment owned by King's Bay Gold and other independent contractors. Going forward, neither Ron Rivet nor any of his affiliated companies, associates or family members will be involved in any exploration projects of Mainstream Minerals, including the Bobjo Mine Project. Mainstream is the Operator of the Joint Venture and will bring in independent and experienced contractors that are familiar with the area to complete future work on the property.

March 9th, 2010 – Subsequent to the first quarter ended February 28th, 2010, the company issued 900,000 common shares under an option agreement relating to the West Keefer claims. Based on the estimated fair value, the common shares issued were valued at $99,000. On that same date, the company issued 1,750,000 common shares under an option agreement relating to the Price claims. Based on the estimated fair value, the common shares issued were valued at $183,750.

April 23rd, 2010 – Computershare Trust Company of Canada, the Corporation's transfer agent, filed on www.sedar.com a Notice of Meeting to announce the upcoming Annual and Special Meeting of Shareholders to be held on June 23rd, 2010 in Winnipeg, Manitoba. The Record Date for Notice of Meeting and the Record Date for Voting were established as May 19th, 2010.

May 14th, 2010 – Filed the Annual Information Form dated April 30th, 2010 for the fiscal year ended November 30th, 2009 on www.sedar.com .

May 18th, 2010 – The Corporation was pleased to announce in a news release its intention to raise $280,000 by way of a non-brokered private placement comprised of 4,000,000 non-flow-through units at $0.07 per Unit. 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 warrant would entitle the holder thereof to purchase one common share upon payment $0.10 for a period of 12 months following the date of issuance. A finder's fee equal to 8% of the subscription proceeds would be paid to registered dealers for services rendered in introducing certain subscribers to the offering. The Corporation intended to utilize the proceeds from the subscription for Units for working capital and for general corporate purposes.

May 31st, 2010 – Announced in a news release, the closing of the first tranche of the non-brokered private placement as previously announced on May 18th, 2010. A total of 3,313,572 Units were issued to subscribers resident in British Columbia, Alberta, Manitoba, Ontario and Québec at price of $0.07 per Unit for aggregate gross Offering Proceeds of $231,950.04. The closing was subject to the approval of the TSX Venture Exchange Inc. (which was subsequently received). The shares issued in connection with this non-brokered private placement are subject to a minimum hold period of four-months plus one day.

June 2nd, 2010 – On this date, the following documents relating to the upcoming Annual General Meeting of Shareholders of June 23rd, 2010 were filed on www.sedar.com : Notice of Annual and Special General Meeting of Shareholders dated May 20th, 2010; and the Notice of Annual and Special General Meeting and Information Circular dated May 20th, 2010.

June 4th, 2010 – Announced in a news release, the closing of the second and final tranche of the non-brokered private placement as previously announced on May 18th, 2010. A total of 700,000 Units were issued to subscribers resident in the province of Québec at price of $0.07 per Unit for aggregate gross Offering Proceeds of $49,000.00. The closing was subject to the approval of the TSX Venture Exchange Inc. (which was subsequently received). The shares issued in connection with this non-brokered private placement are subject to a minimum hold period of four-months plus one day.

June 7th, 2010 – On this date, the following document relating to the upcoming Annual General Meeting of Shareholders of June 23rd, 2010 was filed on www.sedar.com : the Form of Proxy – Annual and Special General Meeting of Shareholders of June 23rd, 2010.

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 in the amount of $141,572 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; 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. The common shares being issued are subject to the approval of and the hold periods as required by the applicable policies of the TSX Venture Exchange Inc. The Agreement itself is also subject to the approval of the TSX Venture Exchange Inc.

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."

June 23rd, 2010 – 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 May 20th, 2010, were passed and all of the directors nominated for re-election were elected.

June 30th, 2010 – Announced in a news release that it had granted, subject to the approval of the TSX Venture Exchange Inc., a total of 1,800,000 incentive stock options for the purchase of up to 1,800,000 common shares of the Corporation at a price of $0.10 per share to Directors / Officers / Consultants, expiring June 29th, 2015.
July 13th, 2010 – Provided in a news release an update to shareholders on the recently completed and ongoing exploration and development work at its' 4 existing properties – the Bobjo Mine Project and Hazard Lake / Northgate properties in the Red Lake, ON gold camp and the Price Claims and West Keefer Claims properties in the West Timmins area gold camp.

August 18th, 2010 – Announced in a news release the acquisition via an option agreement of 59 exploration claims (later clarified in a news release as 62 exploration claims) by the Corporation 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 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. Under the terms of the option agreement, Mainstream Minerals can earn a 100% interest by completing payments to the Vendors as follows: $15,000 within 7 days of TSX.V approval and $15,000 on the 1st Anniversary of the Agreement. In addition to the cash payment schedule, Mainstream Minerals shall issue to the Vendors, shares in the Company as follows: 500,000 Common Shares within 7 days of TSX.V approval and 500,000 Common Shares on 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 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. Under the terms of the acquisition agreement Mainstream Minerals is required to spend $30,000 in exploration on these claims and file the work in Québec this fall. In that regard, Mainstream Minerals has hired Minroc Management Limited to carry out an airborne geophysical survey over the claim group in order to identify follow up targets for future work. Ms. Tracy Armstrong P.Geo is the Qualified Person on this project pursuant to National Instrument 43-101 and has reviewed and approved the technical disclosure in this press release.

Michael Romanik, President and Chief Executive Officer, 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”.

September 27th, 2010 – The Corporation announced the acquisition via an option agreement of 6 exploration claims for 28 claim units totalling approximately 1,020 acres with Glen Coyne (the “Vendor”) at the Bobjo Mine Project, Earngey Township, Red Lake Mining District of Ontario. Under the terms of the option agreement, Mainstream Minerals can earn a 100% interest by completing a payment to the Vendor of $10,000 within 7 days of TSX.V approval and issuing 100,000 common shares to the Vendor within 7 days of TSX.V approval. 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.

October 14th, 2010 – The Corporation announced in a news release that it had signed a Letter of Intent (the “LOI” or the “Agreement”) with Premier Gold Mines Limited (TSX:PG) (“Premier” or "Premier Gold") dated October 6th, 2010 with respect to the Corporation’s 100 % owned Bobjo Mine Project. The Letter of Intent with Premier Gold provides that Mainstream will grant Premier Gold an option to earn up to a 70% interest in Mainstream's Bobjo Mine Project and become the Operator. As part of the Agreement, Premier Gold will firstly operate a due diligence drill program of $350,000 that will be funded by Mainstream (the “Mainstream Funded Drill Program”) to confirm earlier results from drilling completed prior to a potential acquisition by Premier Gold, subject to the terms of the Agreement. Following a successful program, Premier Gold can earn its interest by making certain cash and share payments to Mainstream and by performing additional exploration on the Property. The Agreement is subject to the approval of the TSX Venture Exchange Inc.

The Corporation’s President and Chief Executive Officer, Michael Romanik, said at the time: "We are pleased to be teaming up with Premier on our Bobjo Property. Premier has an experienced technical staff that will ensure the Bobjo Property reaches its full potential. Mainstream shares Premier’s enthusiastic outlook in regards to the underexplored region of the eastern Birch-Uchi belt. Over the past several months we have been working hard at putting together new projects within the area.”

In the same news release of October 14th, 2010, the Corporation also announced a non-brokered private placement of $450,000 which at the time was and is still anticipated to close on or about October 30th, 2010. The Units connected with this non-brokered private placement is being offered to qualified subscribers resident in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario and Québec. This non-brokered private placement is comprised of up to 5,000,000 Units at $0.09 per Unit (the “Non-Flow-Through Subscription Price”) for gross proceeds of up to $450,000. Each Unit is 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 may be exercised to purchase one common share upon payment $0.12 for a period of 12 months following the date of issuance. A 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 closing of this non-brokered private placement is subject to the approval of the TSX Venture Exchange Inc. The shares issued in connection with this non-brokered private placement will be subject to a four-month plus one-day hold period. The Corporation intends to utilize the proceeds from the subscription for Units for working capital and for general corporate purposes.

October 14th, 2010 – Due to an early morning power outage in downtown Toronto, Ontario, the Investment Industry Regulatory Organization of Canada ("IIROC") issued a halt trading order in Mainstream Minerals Corporation shares on the TSX Venture Exchange at 9:27 AM EST October 14th, 2010 so as to allow for the simultaneous and coordinated dissemination of Mainstream Minerals Corporation (TSX.V: MJO)'s and Premier Gold Mines Limited (TSX: PG)'s respective news releases of October 14th, 2010 announcing their October 6th, 2010 Letter of Intent to possibly form a future joint-venture for the exploration and development of the Bobjo Mine Project. Trading in MJO shares on the TSX Venture Exchange resumed at 12:45 PM EST on that same day.

October 20th, 2010 – Announced the acquisition via an option agreement of 9 claim blocks consisting of 107 units covering approximately 1,712 hectares 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. The property has seen historical exploration, including the discovery of gold 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 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.

November 3rd, 2010 – Announced in a news release that the Corporation had closed the first tranche of a non-brokered private placement as previously announced on October 14th, 2010. A total of 2,400,000 Units were sold to subscribers resident in the Provinces of Manitoba, Ontario and British Columbia at a purchase price of $0.09 per Unit for gross proceeds of $216,000.00. At the time, Mainstream intended to close the second and final tranche of this non-brokered private placement on or before November 12th, 2010.

November 4th, 2010 – The Corporation announced that it had engaged Haveman Brothers Forestry Services Limited of Kakabeka Falls, Ontario to complete an MMI (Mobile Metal Ion) soil sampling survey on the 100% owned Slate Lake property in the Red Lake Mining District. This survey will follow up on the results of the Geological Survey of Canada's regional mapping and reconnaissance glacial till sampling program completed in 1991-92. This survey resulted in a sample taken off of Mainstream's property that had the highest count of pristine gold (104) in the entire region (sample 92-SBB-142). This specific sample correlates strongly with an airborne MAG-EM anomaly. The news release stated that the MMI survey would consist of approximately 700 samples and was designed to prioritize drilling targets for future exploration. Mainstream President & CEO, Michael Romanik said at the time – "Our Slate Lake property adjoins a large block of claims that were recently staked immediately to the west by Goldcorp (TSX:G). Obviously we find this very encouraging for the ongoing exploration and development of the area and look forward to the results of our MMI survey."

November 12th, 2010 – Announced in a news release that it had closed the second and final tranche of a non-brokered private placement as previously announced on October 14th, 2010. A total of 2,600,000 Units (as described below) were sold to subscribers resident in the Provinces of Ontario, Québec and British Columbia and the Yukon Territory at a purchase price of $0.09 per Unit for gross proceeds of $234,000.00.

November 26th, 2010 – The Corporation announced that Premier Gold Mines Ltd. (TSX: PG) had commenced with the confirmation drill program at the Bobjo Mine Project as outlined in the Letter of Intent (LOI) signed by both parties and as previously disclosed in a news release dated October 14th, 2010. The initial program would consist of 4 holes totaling 1,500 meters. Mainstream was also pleased to announce that an airborne EM and Mag survey had recently been completed over the entire property and that this would aid in identifying and prioritizing further exploration targets for future drilling.

November 30th, 2010 – The Corporation announced in a news release the acquisition via an option agreement of 25 claim blocks consisting of 323 units covering approximately 12,920 acres in the Townships of Rowan Lake and Brooks Lake in the Kenora Mining District of Northwestern Ontario. The aptly named 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.

Mainstream's President and Chief Executive Officer, Michael Romanik, said at the time: "We moved quickly on this opportunity as we were able to pick up this large land package directly tying onto Coventry Resources. The Rowan Lake area is another emerging mining camp in Northwestern Ontario. There have been significant amounts of staking in this belt over the past several weeks and we look forward to planning our initial work program in the near future."

SUBSEQUENT KEY DEVELOPMENTS from December 1st, 2010 and prior to February 24th, 2011

The following is a brief description of the Corporation's subsequent and key developments from December 1st, 2010 and prior to February 24th, 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's 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 will use its online portal smallcapower.com to offer Mainstream Minerals Corp. 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 will extend for a twelve month term. Thereafter, the engagement will be subject to renewals at the option of both parties. In consideration for Ubika's services, Mainstream will pay 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.

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 (MNDMF 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.

Mainstream 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”) has entered into an option agreement with Mainstream on the exploration and development of the Bobjo Mine property (for additional details on the Option Agreement of February 11th, 2011, see the section herein entitled *Ongoing Business Objectives and Key Properties - (1) Bobjo Mine Project in Earngey and Agnew Townships, Red Lake Mining Division of Ontario*). 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 will be included into the Mainstream – Premier Gold Mines option agreement. Premier has informed Mainstream that drilling is ongoing on the Bobjo Mine project and is following 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.”

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DESCRIPTION OF ONGOING BUSINESS OBJECTIVES AND KEY PROPERTIES

The business objectives that the Corporation is planning to accomplish in fiscal 2011 with its existing cash resources and the net proceeds of any future Offerings relying on the Annual Information Form dated April 30th, 2010 for the year ended November 30th, 2009 and as filed on www.sedar.com on May 14th, 2010 and any future Annual Information Forms, all subject to change and dependent on financing, is to –

Bobjo Mine Project (Birch-Uchi area of the Red Lake Mining Division) - 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. Given that Mainstream Minerals was now the 100 % owner of the property, the Corporation entered into a Letter of Intent with Premier Gold Mines Limited (TSX: PG) on October 6th, 2010 that included a provision for a $350,000 "Mainstream Funded Drill Program" to confirm some of the results obtained during the earlier drilling programs of 2007 and 2008 (see the news release dated October 14th, 2010). Upon the completion of the "Mainstream Funded Drill Program", Premier Gold Mines Limited (TSX: PG) ("Premier") entered into an option agreement on February 11th, 2011 with Mainstream Minerals for the exploration and development of the Bobjo Mine property (for additional details on the Option Agreement, see the section herein entitled *Ongoing Business Objectives and Key Properties - (1) Bobjo Mine Project in Earngey and Agnew Townships, Red Lake Mining Division of Ontario*)

Inclusive of the Mainstream Funded Drill Program with Premier Gold Mines Ltd. of $350,000, a total of $360,989 was spent on this property during the fiscal year ended November 30th, 2010 (versus a budget of $360,000). A further $66,126 was expended on this property for a heli-borne aerial EM survey during the period subsequent to the 2010 fiscal year end and up to the date of this MD & A of February 24th, 2011. Given the provisions of the relatively recent option agreement with Premier Gold, the budget for direct exploration and development expenditures on this property by the Corporation in the remainder of fiscal 2011 will be limited to the $66,126 already spent on the property for the heli-borne aerial EM survey.

Hazard Lake / Northgate Deposit (Birch-Uchi area of the Red Lake Mining Division) - In a news release dated January 25th, 2010, the Company was pleased at the time 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 recently acquired 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. The Company has reviewed these recommendations and has forwarded the report to Premier Gold Mines Limited as part of the first step towards planning further work that may eventually establish a National Instrument 43-101 resource on the property. This property is also subject to the Option Agreement dated February 11th, 2011 as described above and for possible inclusion into Premier Gold's "Redgold Project".

For the fiscal year ended November 30th, 2010, a total of $3,355 was spent on this property. No monies were expended on this property during the period subsequent to the fiscal year end and up to the date of this MD & A of February 24th, 2011. Given the provisions of the relatively recent option agreement with Premier Gold, the budget for direct exploration and development expenditures on this property by the Corporation in the remainder of fiscal 2011 will be $Nil.

Price Claims (West Timmins area of north central Ontario) - 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 is 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. No monies were expended on this property during the period subsequent to the fiscal year end and up to the date of this MD & A of February 24th, 2011. The budget for exploration and development expenditures on this property in the remainder of fiscal 2011 has yet to be determined.

West Keefer Claims (West Timmins area of north central Ontario) - In February 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 is to make these two claim blocks either drill ready or joint-venture ready.

For the fiscal year ended November 30th, 2010, a total of $62,810 was spent on this property. No monies were expended on this property for exploration during the period subsequent to the fiscal year end and up to the date of this MD & A of February 24th, 2011. The budget for exploration and development expenditures on this property in the remainder of fiscal 2011 has yet to be determined.

Casa Berardi Claims (La Sarre area of northern Québec) - On October 5th, 2010, 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. 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 .

For the fiscal year ended November 30th, 2010, a total of $58,789 was spent on this property (versus the $30,000 in required expenditures by November 22nd, 2010 as per the option agreement of August 10th, 2010). No monies were expended on this property for exploration during the period subsequent to the fiscal year end and up to the date of this MD & A of February 24th, 2011. The budget for exploration and development expenditures on this property in the remainder of fiscal 2011 has yet to be determined.

Slate Lake Property (Birch-Uchi area of the Red Lake Mining Division) – 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. Two detailed reports – MMI Results Report by Mount Morgan Resources Ltd. (50 pages) and a Slate Lake Summary Report (9 pages) – were prepared and posted to the Corporation's website at www.mainstreamminerals.com .

For the fiscal year ended November 30th, 2010, a total of $6,000 was spent on this property. $23,220 was expended on this property during the period subsequent to the fiscal year end and up to the date of this MD & A of February 24th, 2011. The budget for exploration and development expenditures on this property in the remainder of fiscal 2011 has yet to be determined.

Rowan Lake Property (Birch-Uchi area of the Red Lake Mining Division) – On November 30th, 2010, the Corporation announced in a news release the acquisition via an option agreement of 25 claim blocks consisting of 323 units covering approximately 12,920 acres in the Townships of Rowan Lake and Brooks Lake in the Kenora Mining District of Northwestern Ontario. 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 .

For the fiscal year ended November 30th, 2010, a total of $34,000 was spent on this property for reimbursing the staking costs of the vendor. During the period subsequent to the fiscal year end and up to the date of this MD & A of February 24th, 2011, $92,703 was expended on a helicopter-borne geophysical EM survey at Rowan Lake, ON. The budget for exploration and development expenditures on this property in the remainder of fiscal 2011 has yet to be determined.

Hudson Patricia Project (Birch-Uchi area of the Red Lake Mining Division) – On January 12th, 2011, the Corporation announced in a news release 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.

For the fiscal year ended November 30th, 2010, a total of $7,835 was spent on this property for research and report writing by Northern Mineral Exploration Services and for some staking in advance of the option agreement. No monies were expended on this property for exploration during the period subsequent to the fiscal year end and up to the date of this MD & A of February 24th, 2011. The budget for exploration and development expenditures on this property in the remainder of fiscal 2011 has yet to be determined.

(1) Bobjo Mine Project in Earngey and Agnew Townships, Red Lake Mining Division of Ontario

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 and 218 unpatented claim units for 9,080 acres

Exploration Target – Gold

Date of Acquisition via Option Agreements & Staking – The 227 claims were assembled by way of an initial Option Agreement dated July 21st, 2006 (9 patented claim units for 360 acres), staking during the Fall of 2006 (54 unpatented claim units for 2,160 acres), and the acquisition by way of staking of another 164 claim units totaling 6,560 acres in October 2007 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 1,280 acres) 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 1,020 acres 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 and issuing 100,000 common shares to the Vendor within 7 days of TSX.V approval. 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 (subject to the Option Agreement of February 11th, 2011 with Premier Gold Mines Limited)

Operator – Premier Gold Mines Limited

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

Although the Bobjo Mine Project Property is 100% owned by Mainstream Minerals Corporation (“Mainstream Minerals”), it is presently subject to an Option Agreement signed with Premier Gold Mines Limited (TSX: PG) (“Premier Gold”) on February 11th, 2011 (see the Mainstream Minerals news release dated February 15th, 2011). The Option Agreement with Premier Gold provides that Mainstream Minerals will 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 Property. With the successful completion of the due diligence 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 entered into an Option Agreement dated February 11th, 2011 with Premier Gold for the exploration and development of the Bobjo Mine property. Upon completion of the earn-in provisions by Premier Gold, this Option Agreement may 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.

Premier Gold may earn up to a 60% undivided interest in the Bobjo Mine property by completing certain cash and share payments to Mainstream Minerals as outlined below:

1. $50,000 cash payment on signing of the agreement;
2. $50,000 cash and $50,000 worth of Premier Gold stock on the first anniversary date; and
3. $50,000 cash and $50,000 worth of Premier Gold stock on the second anniversary date.

In addition to the payments listed above, Premier Gold must expend $2,250,000 for exploration and development on the property within the first three years of signing of this agreement. A minimum of $500,000 shall be expended prior to the first anniversary. At Premier Gold's sole discretion, the cash and share payments and exploration expenditures can be accelerated. The shares issued by Premier Gold shall be subject to hold periods as required by the applicable policies of the TSX Venture Exchange Inc and other securities laws.

Upon completion of the exploration expenditures and cash and share payments as set out above, Premier Gold will also have a one-time option to increase its' ownership interest in the joint-venture by 10% bringing the total up to 70%. To exercise this option, Premier Gold would have to pay the Mainstream Minerals, at Premier Gold's sole discretion, the equivalent of either an additional $250,000 CDN in cash or $250,000 CDN in Premier Gold stock as well as fund an additional $2,000,000 in exploration prior to the fifth anniversary date. Once either the 60% or 70% ownership interest is attained by Premier Gold, a joint-venture will be formed and the partners will thereafter share all future exploration and development expenditures in proportion to their respective interests. Standard dilution provisions shall apply. If any partner's respective interest is reduced to 10%, that partner's interest will be converted to a seven percent (7%) Net Proceeds of Production Interest ("NPPI").

Premier Gold shall be the Operator of the project during the earn-in period and so long as its interest is greater than 50%. Given that Premier Gold will be the Operator, Tim Twomey, P.Geo., or another professional geologist as appointed by Premier Gold, will be the Qualified Person on this project pursuant to National Instrument 43-101 and will be responsible for reviewing and approving the technical disclosure in reports disclosed to the public and in press releases.

In addition, the Option Agreement provides for an Area of Mutual Interest ("AMI") that shall extend to within a 5 kilometer radius from outside the boundaries of the Bobjo Mine property. In the event that Premier Gold acquires additional properties from third party vendors, the Mainstream Minerals will be granted a seven percent (7.0%) Net Proceeds of Production Interest ("NPPI") in the acquired properties, subject to Premier Gold satisfying all of the conditions of the Option Agreement. For clarification, the AMI shall exclude Mainstream Minerals' Slate Lake Claims that were acquired via an option agreement with Perry English, on behalf of Rubicon Minerals Corporation, on October 10th, 2010.

Under the terms of the Option Agreement, Premier Gold and Mainstream Minerals both acknowledge the existing 2% Net Smelter Return ("NSR") in favour of Perry English with respect to certain claims that form part of the Bobjo Mine property in connection to the original option agreement of July 21st, 2006.

Premier Gold indicated in its news release dated October 14th, 2010 that it may include the Bobjo Mine and Hazard Lake properties, along with other properties currently held by them in the Birch-Uchi area, into a larger combined property package to be known as the "Redgold Project".

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; 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."

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 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).

General History of the Property

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.

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.

Developments since December 1st, 2006 and up to June 14th, 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:

(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. 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.

Going Forward at the Bobjo Mine Project

Overall, 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.

With the Option Agreement of February 11th, 2011 now in place, the Company is looking forward to working with Premier Gold Mines Limited over the next few years on the exploration and development of this property within the terms and conditions as outlined in the agreement. According to Premier Gold's news release dated October 14th, 2010, their intention at that time and in this area was to combine the Bobjo Mine Project (including the Hazard Lake / Northgate Property) with 2 other contiguous properties simultaneously acquired by them (the Woco Prospect and the Raingold Property) and renaming the entire area as the "Redgold Project".

Inclusive of the Mainstream Funded Drill Program with Premier Gold Mines Ltd. of $350,000, a total of $360,989 was spent on this property during the fiscal year ended November 30th, 2010 (versus a budget of $360,000). A further $66,126 was expended on this property for a heli-borne aerial EM survey during the period subsequent to the 2010 fiscal year end and up to the date of this MD & A of February 24th, 2011. Given the provisions of the relatively recent option agreement with Premier Gold, the budget for direct exploration and development expenditures on this property by the Corporation in the remainder of fiscal 2011 will be limited to the $66,126 already spent on the property for the heli-borne aerial EM survey.

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

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 480 hectares

Exploration Target – Gold

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

Ownership Interests – 100 % Mainstream Minerals Corporation (subject to the Option Agreement dated February 11th, 2011 with Premier Gold Mines Limited)

Operator – Premier Gold Mines Limited

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 recently acquired 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. The Company has reviewed these recommendations and has forwarded the report to Premier Gold Mines Limited as part of the first step towards planning further work that may eventually establish a National Instrument 43-101 resource on the property.

This property is also subject to the Option Agreement dated February 11th, 2011 as described in the section entitled *Ongoing Business Objectives and Key Properties - (1) Bobjo Mine Project in Earngey and Agnew Townships, Red Lake Mining Division of Ontario* and for possible inclusion into Premier Gold’s “Redgold Project”.

For the fiscal year ended November 30th, 2010, a total of $3,355 was spent on this property. No monies were expended on this property during the period subsequent to the fiscal year end and up to the date of this MD & A of February 24th, 2011. Given the provisions of the relatively recent option agreement with Premier Gold, the budget for direct exploration and development expenditures on this property by the Corporation in the remainder of fiscal 2011 will be $Nil.

(3) Price Claims Property in Price and Adams Townships, Porcupine Mining Division of Ontario (West Timmins area)

Location – The Price Claims property is 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).

Number of Claims & Hectares – 11 claims for 134 claim units for approximately 2,144 hectares

Exploration Target – Gold

Date of Acquisition via Option Agreement – December 29th, 2009

Ownership Interests – 100 % Mainstream Minerals Corporation

Operator – Mainstream Minerals Corporation

These claims are strategically located for several reasons, including: (i) the claims are located on the projection of the Destor-Porcupine Fault System, (ii) the claims appear to be on trend with the Golden River Trend; (iii) the claims have limited outcrop exposure, which is similar to other properties being worked in the area; and (iv) there has been little to no work conducted on the claimed area in the past. As such, these newly acquired claims may potentially host a similar geological environment as that of the nearby Lake Shore Gold area.

Several publications, including the Geological Survey of Canada and West Timmins Mining Inc. public maps, project the Destor-Porcupine Fault as running east-west through these newly acquired mineral claims. 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 recent discovery of the million plus ounce Timmins West Deposit and the discovery of the high-grade Rusk Zone have both focused considerable investor and industry attention on the West Timmins District. Lake Shore Gold has also recently intersected new gold zones on the Highway 144 Property located along the same trend as the Timmins West, Rusk gold zones, and the Golden River Trend. Mainstream's claims cover ground that appears to be on trend with the Golden River Trend.

The nearby Lake Shore Gold claims host "an existing 400,000 ounce inferred gold resource" (as per Lake Shore Gold's website at www.lsgold.com). That company also recently announced results of 83.40 Metres (273.55 feet) grading 12.75 g/t (0.37 oz/t) gold (see their news release June 24th, 2009). For the purposes of exploring these claims, Mainstream Minerals expects to be employing many of the same exploration techniques as are being utilized by Lake Shore Gold.

Under the terms of the Option Agreement, Mainstream Minerals can earn a 100% interest by issuing 1,750,000 common shares of the Company to the Vendor.

In addition to the issuance of common shares as outlined immediately above, Mainstream Minerals further agreed to a $225,000 work commitment to be scheduled as follows:

Within 1st Year of agreement	$75,000
Within 2nd Year of agreement	$150,000

The Vendor will retain a 2.0 % Net Smelter Return (the "NSR") interest in the Property. Mainstream can buy back 1.0% of the NSR for a cash payment of $1,000,000 to the Vendor.

In February, 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 is 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. No monies were expended on this property during the period subsequent to the fiscal year end and up to the date of this MD & A of February 24th, 2011. The budget for exploration and development expenditures on this property in the remainder of fiscal 2011 has yet to be determined.

(4) 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

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 newly 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.

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 February, 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 is to make these two claim blocks either drill ready or joint-venture ready.

For the fiscal year ended November 30th, 2010, a total of $62,810 was spent on this property. No monies were expended on this property for exploration during the period subsequent to the fiscal year end and up to the date of this MD & A of February 24th, 2011. The budget for exploration and development expenditures on this property in the remainder of fiscal 2011 has yet to be determined.

(5) Casa Berardi Claims, Township 32E/11, Casa Berardi 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

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
1st Anniversary of the Agreement: $15,000

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
1st Anniversary of the Agreement: 500,000 Common Shares

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 is required to spend $30,000 in exploration on these claims and file the work in Québec this fall. Ms. Tracy Armstrong P.Geo is the Qualified Person on this project pursuant to National Instrument 43-101.

On October 5th, 2010, 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. 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 .

For the fiscal year ended November 30th, 2010, a total of $58,789 was spent on this property (versus the $30,000 in required expenditures by November 22nd, 2010 as per the option agreement of August 10th, 2010). No monies were expended on this property for exploration during the period subsequent to the fiscal year end and up to the date of this MD & A of February 24th, 2011. The budget for exploration and development expenditures on this property in the remainder of fiscal 2011 has yet to be determined.

(6) Slate Lake Property

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

Exploration Target – Gold

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

Ownership Interests – 100 % Mainstream Minerals Corporation

Operator – Mainstream Minerals Corporation

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 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.

Under the terms of the option agreement, 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	$10,000.00
1st Anniversary of the Agreement	$10,000.00
2nd Anniversary of the Agreement	$15,000.00
3rd Anniversary of the Agreement	$20,000.00
4th Anniversary of the Agreement	$25,000.00

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 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 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. Two detailed reports – MMI Results Report by Mount Morgan Resources Ltd. (50 pages) and a Slate Lake Summary Report (9 pages) – were prepared and posted to the Corporation's website at www.mainstreamminerals.com .

For the fiscal year ended November 30th, 2010, a total of $6,000 was spent on this property. $23,220 was expended on this property during the period subsequent to the fiscal year end and up to the date of this MD & A of February 24th, 2011. The budget for exploration and development expenditures on this property in the remainder of fiscal 2011 has yet to be determined.

(7) Rowan Lake Property

Location – The Rowan Lake Property is located in the Townships of Rowan Lake and Brooks Lake in the Kenora Mining District of Northwestern Ontario.

Number of Claims & Acres – 25 claim blocks consisting of 323 units covering approximately 12,920 acres

Exploration Target – Gold

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

Ownership Interests – 100 % Mainstream Minerals Corporation

Operator – Mainstream Minerals Corporation

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 .

For the fiscal year ended November 30th, 2010, a total of $34,000 was spent on this property for reimbursing the staking costs of the vendor. During the period subsequent to the fiscal year end and up to the date of this MD & A of February 24th, 2011, $92,703 was expended on a helicopter-borne geophysical EM survey at Rowan Lake, ON. The budget for exploration and development expenditures on this property in the remainder of fiscal 2011 has yet to be determined.

(8) Hudson Patricia Project

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 option agreements are dated January 10th, 2011

Ownership Interests – 100 % Mainstream Minerals Corporation

Operator – Mainstream Minerals Corporation

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 (MNDM 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 option agreement 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 dollars.

Under the terms of the second option agreement 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”.

For the fiscal year ended November 30th, 2010, a total of $7,835 was spent on this property for research and report writing by Northern Mineral Exploration Services and for some staking in advance of the option agreement. No monies were expended on this property for exploration during the period subsequent to the fiscal year end and up to the date of this MD & A of February 24th, 2011. The budget for exploration and development expenditures on this property in the remainder of fiscal 2011 has yet to be determined.

DISCONTINUED PROPERTIES and PROJECTS of the CORPORATION during the last twelve months

(1) Raleigh Lake Property in Raleigh Township, Kenora Mining Division of Ontario

On October 7th, 2009 the Corporation announced in a news release that it had entered into a Property Option Agreement dated September 10th, 2009 with Mr. Perry English, acting on behalf of Rubicon Minerals Corporation (the "Optionor"), for an option to acquire a 100% interest in a lithium / rare earth 4 claim unit property located near Raleigh Lake in Raleigh Township in the Kenora Mining Division of Ontario.

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 and 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: <u>assign to King's Bay Gold it's one hundred per cent (100%) interest in the Raleigh Lake property</u>; grant 250,000 common shares of Mainstream Minerals to King's Bay Gold; and transfer title of ownership on various pieces of equipment valued at approximately $16,000.

With this Property Interests Exchange Agreement in place, this property was subsequently transferred over to King's Bay Gold Corporation. As such, the Corporation incurred a write-down for mineral exploration properties of $13,676 during the third quarter ended August 31st, 2010. This amount represents the capitalized acquisition expenditures related to this property as recorded on the balance sheet.

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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, 2010	Year Ended Nov. 30, 2009	Year Ended Nov. 30, 2008	Year Ended Nov. 30, 2007	Year Ended Nov. 30, 2006
Total Revenues	$1,297	$722	$30,224	$37,273	$0
Income from Operations	$0	$0	$0	$0	$0
Total	$1,297	$722	$30,224	$37,273	Nil
Net Income (Loss) before income taxes	-527,021	-738,812	-862,972	-702,886	-$72,053
Total Net Income (Loss) after income taxes	-560,021	-679,812	-823,972	-702,886	-$72,053
Stock Compensation Expense	$5,040	$9,538	$106,935	$53,000	$53,440
Common Shares Issued	43,701,021	27,101,087	18,176,087	15,610,139	4,072,520
Loss per Share (basic & diluted)	-$0.02	-$0.03	-$0.05	-$0.06	-$0.02
Total Assets	$3,982,105	$3,096,254	$3,234,569	$2,678,248	$261,225
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 fiscal years ended November 30th, 2010, 2009, 2008, 2007 and 2006. Note that Mainstream Minerals Corporation was incorporated on July 19th, 2006, and as such, year-end financial data is only available starting with the year end results of November 30th, 2006. These financial statements have also been filed with the British Columbia, Alberta, Saskatchewan, Manitoba and Ontario securities commissions and the TSX Venture Exchange via SEDAR (www.sedar.com) and are incorporated herein by reference.

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. 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.

Year Ended November 30th, 2006

From the time that the Company was incorporated on July 19th, 2006 to the fiscal year ended November 30th, 2006, management had been primarily busy acquiring properties, arranging financing, getting organized and setting up the company. In the period from July 19th, 2006 to November 30th, 2006, the company spent $18,613 for general and administrative expenses and $53,440 for directors fees, paid through the issuance of Common Shares from Treasury on August 9th, 2006. Based on the estimated fair value of the services provided, these Common Shares were valued at $51,770. For the second transaction, on August 31, 2006, the directors of the Company issued 100,000 Common Shares to a founder of the Company for services with an estimated fair value of $1,670. As a result, the Company had a Net loss for this period of $72,053 before income tax adjustments. During this period, the Company also completed a private placement and raised $146,500 from the proceeds from the issuance of 732,500 Common Shares and 732,500 Share purchase warrants. The Common Shares were issued as a unit which consisted of one Common Share and one warrant to purchase a common share for $0.30 on or before November 16, 2008 when the warrant expires. As a result of these various activities, the cash on hand at the end of the period as at November 30, 2006 was $108,737.

OPERATING RESULTS for the FOURTH QUARTER ended NOVEMBER 30th, 2010

During the fourth quarter ended November 30th, 2010, the company incurred $143,852 in general and administrative expenses. This represents a decrease of $57,478 in the quarter-over-quarter general and administrative expenses, from the $201,330 incurred in the fourth quarter of 2009, is primarily attributable to: (i) the company incurred a onetime expense in the fourth quarter of 2009 of $25,000 for the severance paid to Janice Rivet, formerly the company's Office Manager, as per the terms found within her independent contractor agreement dated February 1st, 2009 and (ii) the significantly higher Professional fees of $76,929 incurred in the 4th quarter of 2009 which were mostly due to an accumulation of legal fees throughout the 2009 fiscal year that had not been invoiced until just shortly before the fiscal year end of November 30th, 2009. During the 4th quarter ended November 30th, 2010, the company incurred an a Net and comprehensive loss of $143,608, after interest income of $244, general and administrative expenses of $143,852, mineral properties write-down of $Nil, and a loss on the sale of machinery and equipment of $Nil (versus a 3rd quarter overall loss of $143,731, a 2nd quarter overall loss of $122,860 and a 1st quarter overall loss of $116,822). This $143,608 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, 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 $664,728 as at August 31st, 2010). This $410,293 net decrease in cash and restricted cash from the end of the previous quarter is mostly the result of: (i) the $350,000 advanced to Premier Gold Mines Limited for the "Mainstream Funded Drill Program" at the Bobjo Mine Project as per the the terms of the Letter of Intent of October 6th, 2010, and (ii) the Share subscriptions receivable of $207,000 not yet received from offering which 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.

OPERATING RESULTS for the THIRD QUARTER ended AUGUST 31st, 2010

For the fiscal quarter ended August 31st, 2010, the Corporation incurred a Net and comprehensive loss for the period of $143,731, after Interest income of $351, General and administrative expenses of $136,699, 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), a Gain on sale of machinery and equipment of $6,293 and Future income tax recovery of $Nil (versus a fiscal 2009 3rd quarter loss of $215,583 after Interest income of $128, General and administrative expenses of $183,728, a Loss on sale of machinery and equipment of $1,002 and write-downs on Mineral properties of $31,431 for the abandonment of the Phyllis Lake property). As in the previous quarters of fiscal 2009 and fiscal 2010, 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 $71,852 decrease in the year-over-year Net and comprehensive loss for the two comparative quarterly periods. This decrease is partially attributable to having smaller Mineral properties write-downs of $13,676 for the Raleigh Lake transfer to King's Bay Gold Corporation compared to the $31,431 for the abandonment of the Phyllis Lake property in the 3rd quarter of 2009. The Corporation experienced lower comparative expenditures in the following categories – (i) Amortization of $51 versus $4,504 in the third quarter of fiscal 2009 as a result of having sold-off all of the field equipment during the last 12 months; (ii) lower non-capitalized, non-exploration related Consulting fees of $68,500 versus $140,000 in the third quarter of fiscal 2009; (iii) Insurance expenditures of $Nil versus $3,586 in the third quarter of fiscal 2009 due to the timing of premium payments which were paid on a quarterly basis throughout 2009; (iv) lower Interest and bank charges of $42 versus $1,897 in the third quarter of fiscal 2009 due to the fact that the Advance Payable to King's Bay Gold Corporation no longer exists as a result of the Property Interests Exchange Agreement of June 14th, 2010; (v) lower Office expenditures of $5,965 versus $7,292 in the third quarter of fiscal 2009; (vi) lower Regulatory filings of $4,530 versus $15,434 in the third quarter of 2009 mostly as the result of invoice timing; and (vii) Utilities of $Nil versus $2,781 in the third quarter of 2009 due to now having an office located in an office condo complex where the utilities are included in the monthly rent. These lower third quarter expenditures were partially offset by higher expenditures for – (i) General meeting expenditures of $7,524 versus $667 in the third quarter of fiscal 2009 as the 2010 AGM was held in Winnipeg, MB on June 23rd, 2010 and due to invoice timing; (ii) higher Professional fees of $42,050 versus $4,990 in the third quarter of fiscal 2009 mostly as a result of a business development agreement with LMC Communications Inc. dated June 1st, 2010 for the ongoing identification and development of strategic partnerships and (iii) a Stock-based compensation expense of $5,040 versus $Nil in the third quarter of fiscal 2009 due to a stock option distribution that was announced in a news release on June 30th, 2010. Interest income was slightly higher at $351 versus $128 in the third quarter of fiscal 2009 as the comparative amount of cash and restricted cash on deposit improved (August 31st, 2010 balance: $664,728 versus August 31st, 2009 balance: $Nil).

OPERATING RESULTS for the SECOND QUARTER ended MAY 31st, 2010

For the second quarter ended May 31st, 2010, the Corporation incurred a Net and Comprehensive Loss for the period of $122,860, after Interest income of $301 and General and administrative expenses of $123,161 (versus a fiscal 2009 2nd quarter loss of $162,560 after Interest income of $33, General and administrative expenses of $151,343, and a Mineral exploration properties write-down of $11,250 for the abandonment of the Stake Lake property). During the second quarter of fiscal 2010, the Corporation continued to make an effort to reduce its General and administrative expenditures in light of the ongoing economic turbulence and the difficulties encountered by the mineral exploration industry as a whole to raise capital. Due to these efforts, the quarter-over-quarter Net and Comprehensive Loss for the two comparative periods was reduced by $39,700. This is partially attributable to the Corporation not having to incur any Mineral properties write-downs during the second quarter of fiscal 2010 (2010: $Nil versus 2009: $11,250 for the abandonment of the Stake Lake property). Lower second quarter expenditures were incurred for: (i) Advertising of $Nil versus $23,550 in the second quarter of fiscal 2009; (ii) non-cash Amortization of $736 versus $5,388 in the second quarter of 2009 due to the fact that most of the company's field equipment was sold in the fall of 2009; (iii) Insurance of $(329) for the deposit of a MPIC refund versus $3,224 in the second quarter of fiscal 2009, again due to the fact that most of the company's field equipment was sold in the fall of 2009; (iv) Interest and bank charges of $2,109 versus $4,281 in the second quarter of fiscal 2009 representing mostly accrued interest on a reduced balance owing 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 (v) lower Office expenditures of $3,362 versus $5,009 in the second quarter of fiscal 2009. These lower second quarter expenditures were partially offset by higher expenditures in two expense categories: (i) non-capitalized non-exploration related Consulting Fees of $97,500 versus $90,000 in the second quarter of 2009; and (ii) Regulatory filings of $12,072 versus $9,634 in the second quarter of 2009 due to the timing of the non-brokered private placement and other regulatory filings with www.sedar.com and with the TSX Venture Exchange Inc. Interest income for the second quarter of fiscal 2010 increased to $301 when compared to the $33 earned in the second quarter of fiscal 2009 and this is mostly as a result of having higher amounts of cash and restricted cash on deposit throughout each of the two respective quarters (May 31st, 2010 balance: $715,692 versus May 31st, 2009 balance: $71,134).

OPERATING RESULTS for the FIRST QUARTER ended FEBRUARY 28th, 2010

For the three months ended February 28th, 2010, the Corporation incurred a Net and comprehensive loss for the period of $116,822 (February 28th, 2009 Net Loss: $154,889), after Interest income of $401 (February 28th, 2009: $596), General and administrative expenses of $112,251 (February 28th, 2009: $155,485), write-downs on Mineral properties of $Nil (February 28th, 2009: $Nil), a Loss on the sale of property and equipment of $4,972 (February 28th, 2009: $Nil) and Future income tax recovery of $Nil (February 28th, 2009: $Nil). The decrease of $43,234 in the quarter-over-quarter Net Loss from operations for the period when compared to the same quarter in fiscal 2009 is primarily attributable to the Corporation endeavoring to conserve capital in these uncertain capital markets, and more specifically due to the following expense categories – (i) lower Advertising and promotion of $Nil (1st quarter 2009: $13,826); (ii) lower non-cash Amortization on equipment of $735 (1st quarter 2009: $5,387); (iii) lower non-capitalized Consulting fees of $60,000 (1st quarter 2009: $75,000); (iv) lower Professional fees of $16,500 due to the timing of legal invoices (1st quarter 2009: $35,439); (v) lower Stock based compensation during the first quarter of 2009 of $Nil versus $4,758 in the first quarter of fiscal 2009 (due to the 390,000 stock options distribution of February 18th, 2009 at an exercise price of $0.10); (vi) lower Travel of $Nil (1st quarter 2009: $3,303) and (vii) lower Utilities of $Nil (1st quarter 2009: $1,359). These lower first quarter expenditures were partially offset by: (i) slightly higher Insurance expenditures of $11,340 on the renewal of the General Commercial Liability and Directors' & Officers' insurance policies effective December 1st, 2009 (1st quarter 2009: $10,863); (ii) higher Interest and bank charges of $2,118 mostly due to interest payable on the Advance Payable to King's Bay Gold Corporation relating to the Bobjo Mine joint-venture (1st quarter 2009: $171); (iii) higher Office expenditures of $6,781 due to the move to and the opening of an office at #139 – 99 Scurfield Boulevard, Winnipeg, MB (1st quarter 2009: $4,210); and (vi) higher Regulatory Filings of $14,424 due to the timing of invoices relating to the two non-brokered private placements and the three property acquisitions that occurred in the period of October 2009 to January 2010 (1st quarter 2009: $831). Interest income for the first quarter of fiscal 2010 decreased slightly to $401 when compared to the $596 earned in the first quarter of fiscal 2009 partially due to lower interest rates paid on deposits and the timing of the amounts of cash and restricted cash on deposit (February 28th, 2010: $813,547 and February 28th, 2009: $223,651).

SUMMARY of QUARTERLY RESULTS

The table below 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.

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Quarter	2010 Fourth	2010 Third	2010 Second	2010 First	2009 Fourth	2009 Third	2009 Second	2009 First
Revenue	$244	$351	$301	$401	$0	$128	$33	$596
Income (loss) from continuing operations	-$143,852	-$136,699	-$123,161	-$112,251	-$201,330	-$183,278	-$151,343	-$155,485
Net Income (loss)	-$143,608	-$143,731	-$122,860	-$116,822	-$205,780	-$215,583	-$162,560	-$154,889
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	$254,435	$664,728	$715,692	$813,547	$455,205	$0	$71,134	$223,651
Total Current Assets	$479,355	$686,570	$958,424	$851,288	$491,019	$803	$77,302	$230,883
Total Current Liabilities	$183,094	$160,026	$387,792	$262,207	$211,377	$268,002	$224,855	$227,751
Working Capital	$296,261	$526,544	$570,632	$589,081	$279,642	-$267,199	-$147,553	$3,132
Working Capital Ratio : 1.00	2.62	4.29	2.47	3.24	2.32	0.01	0.34	1.01
Total Assets	$3,982,105	$3,632,238	$3,953,615	$3,452,262	$3,096,254	$2,631,394	$2,753,830	$2,919,286
Total Liabilities	$1,229,094	$1,173,026	$1,400,792	$1,275,207	$963,377	$1,079,002	$1,035,855	$1,038,751
Share Capital	$5,241,406	$4,770,999	$4,725,919	$4,227,291	$4,093,291	$3,368,427	$3,318,427	$3,318,427
Contributed Surplus	$350,349	$350,349	$345,309	$345,309	$318,309	$315,908	$315,908	$315,908
Accumulated Deficit	-$2,838,744	-$2,662,136	-$2,518,405	-$2,395,545	-$2,278,723	-$2,131,943	-$1,916,360	-$1,753,800
Shareholder's Equity	$2,753,011	$2,459,212	$2,552,823	$2,177,055	$2,132,877	$1,552,392	$1,717,975	$1,880,535
Debt / Equity Ratio : 1.00	0.45	0.48	0.55	0.59	0.45	0.70	0.60	0.55

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 2010, the Corporation closed six out of its last eight quarters with positive working capital positions (current assets less current liabilities). The exceptions being August 31st, 2009 (negative $267,199) and May 31st, 2009 (negative $147,553). At the time, the Corporation was beginning to encounter difficulties in meeting its existing current liabilities and short-term obligations as these became due. The difficult working capital situation of those two quarters was rectified when the $750,000 non-brokered private placement closed on October 1st, 2009. Thereafter, the Corporation closed the last 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 November 30th, 2010, the Corporation had current assets consisting of $254,435 in Cash and Restricted Cash, an Account Receivable of $17,920 (the refund of GST and HST Input Tax Credits for the fourth quarter of fiscal 2010), and Share subscriptions receivables of $207,000 as a result of the $450,000 non-brokered private placement that closed in two tranches on November 3rd ($216,000) and 12th, 2010 ($234,000) respectively. Current liabilities consisted of various Accounts Payable and accrued liabilities amounting to $168,094 and an Advance on share issuance from treasury of $15,000 relating to the 250,000 common shares to be issued to King's Bay Gold Corporation for the Property Interests Exchange Agreement of June 14th, 2010 regarding the formerly joint-ventured 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 Corporation had sold its remaining interests of approximately 40% in the Bobjo Mine Project to the company. King's Bay Gold Corporation had 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 had agreed to assign to King's Bay Gold Corporation its 100% interest in the Raleigh Lake Property, grant 250,000 common shares to King's Bay Gold Corporation and transfer title and ownership on various pieces of equipment valued at approximately $16,000.

As a result of the Property Interests Exchange Agreement with King's Bay Gold Corporation of June 14th, 2010 and the resulting elimination of the Advance Payable of $141,572, 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 $1,046,000 which is duly noted on the Balance Sheet and in the Notes to Financial Statements of November 30th, 2010 (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, 2010, see Note 7. *Capital stock (c) Options* and *(d) Warrants.*

Given the proceeds from the $450,000 non-brokered private placement that closed in November 2010, the $280,950 non-brokered private placement that closed in late May and early June 2010, the $450,000 non-brokered private placement that closed in December 2009, the proceeds from the cash receipts from interest earned and from the ongoing exercise of any warrants and options from time-to-time and less the ongoing operating and exploration activities since the end of the 2010 fiscal year, the Corporation had cash and restricted cash resources on hand of approximately $131,255 as of the date of this Management Discussion & Analysis of February 24th, 2011.

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 fiscal 2011 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 require additional equity financing in fiscal 2011, notably as non-flow-through funds, and in the coming years in order to fund its working capital requirements and to maintain and explore 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.

FINANCIAL INSTRUMENTS

The Corporation's financial instruments consist of cash and restricted cash, accounts receivable, share subscriptions receivable, accounts payable and accrued liabilities, and advance on share issuance from treasury.

(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, 2010 is $296,261 (2009 - $279,642). 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 is $Nil (2009 - $Nil).

INCOME TAXES

(a) Canadian development and exploration expenditures:

As at November 30th, 2010, the company had $124,161 (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 $2,803,000 which expire as follows:

	2026	$ 15,000
	2027	655,000
	2028	716,000
	2029	752,000
	2030	665,000
Total loss carry forwards		$ 2,803,000

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 31% (2009 - 32%). The reasons for the differences are as follows:

	2010	2009
Income tax recovery computed at statutory rates	$ 163,000	$ 236,000
Permanent differences	(2,000)	(3,000)
Reinstatement of future tax assets previously unvalued	-	17,000
Adjustment to future tax assets and liabilities due to change in combined federal and provincial tax rates	1,000	(15,000)
	162,000	218,000
Valuation allowance	(195,000)	(159,000)
	$(33,000)	$ 59,000

The components of the company's net future income tax asset at November 30th, 2010 and 2009 are as follows:

	2010	2009
Future income tax assets (liabilities)		
Property and equipment	$ 1,000	$ 17,000
Operating loss carry-forwards	869,000	684,000
Share issue costs	64,000	70,000
Mineral exploration properties	(1,047,000)	(752,000)
Future income tax assets (liabilities)	(113,000)	19,000
Valuation allowance	(933,000)	(771,000)
Net future income tax asset	$(1,046,000)	$ (752,000)

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:

During the year the company issued flow-through shares in the amount of $450,000, excluding share issue costs, to finance eligible Canadian exploration expenditures. The resource expenditure deductions for income tax purposes related to exploration activities are renounced to investors in accordance with income tax legislation and as a result tax deductibility of these costs is not available to the company.

During the year in documents filed with tax authorities, the company renounced $815,500 of resource expenditures to investors relating to flow-through share issuances in October and December 2009. This resulted in a reduction in share capital of $261,000 and a corresponding increase in the future tax liability. The subscription value of the flow-through shares not yet renounced to investors at year end was $Nil (2009 - $Nil).

As at November 30th, 2010 $179,043 (2009 - $357,307) of eligible renounced Canadian exploration expenditures had not yet been expended by the company. The company is committed to spend this amount on qualifying expenditures by December 31st, 2010.

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.

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, 2010 – see Note 8 – *Joint venture operations, land option agreements and commitments* and Note 10 – *Subsequent events.*

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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 subject to change. These cumulative total deferred acquisition, exploration and development costs relate to the following properties as at November 30th, 2010 and November 30th, 2009:

Acquisition, Exploration & Development Costs	**November 30th, 2010**	**November 30th, 2009**
ACTIVE PROPERTIES (as at February 24th, 2011):		
Bobjo Mine	$ 2,852,200	$ 2,566,830
Raleigh Lake *(Note 1)*	-	13,676
Hazard Lake / Northgate Deposit	33,355	8,000
West Keefer Claims	161,810	-
Price Claims	272,536	-
Casa Berardi Claims	118,676	-
Slate Lake Claims	17,875	-
Rowan Lake Claims	34,458	-
Hudson – Patricia Claims	6,944	-
Fly Lake Claims (*Note 2*)	4,418	-
TOTAL ACTIVE PROPERTIES	$ 3,502,272	$ 2,588,506
GRAND TOTAL	$ 3,502,272	$ 2,588,506

Note 1 – The company no longer has the Raleigh Lake property.With the Property Interests Exchange Agreement of June 14th, 2010, and as part of the consideration for the transaction, the property was transferred over to King's Bay Gold Corporation. As such, the company wrote-off in the third quarter the $13,676 in capitalized acquisition expenditures on its balance sheet that it had itself incurred to date as at August 31st, 2010.

Note 2 – The company is exploring the possibility of acquiring a group of staked claims known as the Fly Lake Claims in the Birch-Uchi area of the Red Lake Mining Division. For the fiscal year ended November 30th, 2010, a total of $3,960 was spent on this property for a research report written by Northern Mineral Exploration Services. A further $17,458 was expended to prepare a National Instrument 43-101 report on this property during the period subsequent to the fiscal year end and up to the date of this MD & A of February 24th, 2011.

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TRANSACTIONS with RELATED PARTIES

For the fourth quarter ended November 30th, 2010, 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 – 2009: $62,500; 2008: $170,760; 2007: $202,600; and 2006: $41,800). 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 $215,600 for the year ended November 30th, 2010 (versus the years respectively ended on November 30th – 2009: $532,240; 2008: $804,382; 2007: $570,036 and 2006: $41,800). 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 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 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 to End November 30th, 2010	Total for the Fiscal Year Ended November 30th, 2010	Total for each individual listed herein for the Fiscal Year Ended November 30th, 2009
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	$22,500
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	$97,000	$105,000
Kyle Picard, a director for consulting services relating to a position of office for the company	$7,800	$28,600	$16,000
Total	**$52,800**	**$215,600**	**$143,500**

EMPLOYEES & CONSULTANTS

Mainstream Minerals Corporation currently has engaged the services of three management consultants. The Corporation will engage additional consultants as required.

Work on the Bobjo Mine Project was carried out under the supervision of John Archibald B.Sc. (Hons.), P.Geo., the Qualified Person for that project as defined under National Instrument 43-101 up until February 2009. Mr. Archibald was the Qualified Person for the Bobjo Mine Project for National Instrument 43-101 purposes up until he was appointed as a Director, President & CEO of King's Bay Gold Corporation in February 2009 (the former joint-venture partner on this project). As such, he could no longer act in that capacity. Tim Twomey, P.Geo. is currently the Qualified Person for the Bobjo Mine Project. Mr. A.A. Burgoyne, M.Sc., P.Eng. of Burgoyne Geological Inc. was engaged as the Qualified Person (QP) for the purposes of completing a detailed Technical Evaluation Report on the historical exploration work carried out on the 480 hectare Hazard Lake / Northgate Deposit gold property located near Uchi Lake in Northwestern Ontario. For the Casa Berardi Claims located in northern Québec, Ms. Tracy Armstrong P.Geo is the Qualified Person on that project pursuant to National Instrument 43-101. Brian Newton, P.Geo. is the Qualified Person for the West Keefer Claims, Price Claims and Slate Lake properties. Andrew Tims, P.Geo. is the Qualified Person for both the Rowan Lake Property and Hudson Patricia Project.

SUMMARY of SIGNIFICANT ACCOUNTING ESTIMATES and POLICIES

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

It is noted that the company follows the same accounting policies as per the November 30th, 2009 year end audited financial statements except for any changes as noted in the subsequent section entitled "*CHANGES in ACCOUNTING POLICIES during the fiscal year ended November 30th, 2010 including INITIAL ADOPTION*".

The significant accounting policies are as follows:

Basis of presentation

The management-prepared interim financial statements for the three quarters ended February 28th, May 31st, and August 31st, 2010 respectively and the audited financial statements for the year ended November 30th, 2010 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 rates:

	Rate	Method
Mining equipment	20%	Declining balance
Vehicles	30%	Declining balance
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 asset

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 $13,676 (2009 - $42,681) was necessary for abandoned properties.

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, share subscriptions receivable, accounts payable and accrued liabilities, and advance on share issuance from treasury 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 fiscal year ended November 30th, 2010 including INITIAL ADOPTION

No changes to or new accounting policies were adopted by the company during the fiscal year ended November 30th, 2010. It is noted that the company follows the same accounting policies as per the November 30th, 2009 year end audited financial statements.

FUTURE CHANGES in ACCOUNTING POLICIES

International Financial Reporting Standards ("IFRS")

In January 2006, the 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 1, 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.

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, 2010, the management-prepared interim financial statements for the three quarters respectively ended on August 31st, May 31st and February 28th, 2010 and the audited financial statements for the four years ended November 30th, 2009, 2008, 2007 and 2006 were 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, 2010, the Corporation incurred a loss of $143,608 before income taxes and future income tax recovery and had an accumulated deficit of $2,838,744 (versus a loss of $205,780 before income taxes and future income tax recovery and an accumulated deficit of $2,278,723 for the fourth quarter ended November 30th, 2009). For the year ended November 30th, 2010, the Corporation incurred a loss of $527,021 before income taxes and future income tax recovery (versus losses for prior years respectively ended on November 30th – 2009: $738,812; 2008: $862,972; 2007: $702,886 and 2006: $72,053). The Corporation had an accumulated deficit of $2,838,744 as at November 30th, 2010 (versus an accumulated deficit for prior years respectively ended on November 30th – 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.

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.

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.

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 Mr. Michael Romanik (President & Chief Executive Officer), Kyle Picard (Corporate Secretary) and Mr. Raymond Préfontaine, B.A., B.Comm. (Hons.) (Chief Financial Officer) 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 management-prepared financial statements for the three quarters respectively ended August 31st, May 31st and February 28th, 2010 and in the Notes to the audited year-end 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 and June 23rd, 2010). 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 June 23rd, 2010 in Winnipeg, Manitoba, the Board is currently comprised of the five individuals as identified below. Each director is elected to serve until the next Annual General Meeting of Shareholders or until a successor is elected or appointed. The Board of Directors has established two committees: the Audit Committee and the Compensation Committee.

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.

MARKET FOR THE SECUR1TIES OF THE CORPORATION

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

DISCLOSURE of OUTSTANDING SHARE DATA as at November 30th, 2010

	Number	Share Capital	52 Week Trading Range
Common Shares (1) to (5)	43,701,021	$ 5,241,406	$ 0.05 to $ 0.12

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	Number Outstanding	Price	Weighted Average Exercise Price per share	Expiry Date
Outstanding	15,083,374	$ 0.10 - $ 0.20	$ 0.13	2011

Notes – Subsequent to the fiscal year ended November 30th, 2010 and up to the date of this Management Discussion & Analysis of February 24th, 2011, there were several transactions or events that would materially affect the Disclosure of Outstanding Share Data.

Note (1) – On June 14th, 2010, the company entered into a Property Interests Exchange Agreement with King's Bay Gold Corporation whereby King's Bay Gold Corporation has sold its remaining interests of approximately 40% in the Bobjo Mine Project to the company. King's Bay Gold Corporation has 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 has agreed to assign to King's Bay Gold Corporation its 100% interest in the Raleigh Lake Property, grant 250,000 common shares to King's Bay Gold Corporation and transfer title and ownership on various pieces of equipment valued at approximately $16,000. As at February 24th, 2011, the company had not yet issued the 250,000 common shares to King's Bay Gold Corporation and had classified the proceeds of $15,000 as advances on share issuance from treasury on the balance sheet.

Note (2) – A Treasury Direction was issued to Computershare, the Corporation's transfer agent, for the purposes of issuing 100,000 common shares on December 9th, 2010 to Glen Coyne for the initial and only issuance of shares for the Bobjo Mine Water Claims Option Agreement of September 23rd, 2010.

Note (3) – A Treasury Direction was issued to Computershare, the Corporation's transfer agent, for the purposes of issuing 100,000 common shares on December 7th, 2010 to Rubicon Minerals Corporation for the initial issuance of shares for the Slate Lake Option Agreement of October 10th, 2010.

Note (4) – A Treasury Direction was issued to Computershare, the Corporation's transfer agent, for the purposes of issuing 100,000 common shares on December 9th, 2010 to Rubicon Minerals Corporation for the initial issuance of shares for the Rowan Lake Option Agreement of November 24th, 2010.

Note (5) – A Treasury Direction was issued to Computershare, the Corporation's transfer agent, for the purposes of issuing 50,000 common shares on December 13th, 2010 to Rubicon Minerals Corporation for the first anniversary issuance of shares for the Hazard Lake / Northgate Deposit Option Agreement of October 26th, 2009.

PROPOSED TRANSACTIONS

There were no proposed transactions contemplated at the time that this MD & A dated February 24th, 2011 was prepared.

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.

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 24th, 2011, 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, 2010 and dated as at February 24th, 2011 and (ii) the audited financial statements for the year ended November 30th, 2010, 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, 2010, the three management-prepared interim financial statements for the quarters respectively ended August 31st, May 31st and February 28th, 2010 and in the audited financial statements for the four years ended November 30th, 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, 2010, the management-prepared interim financial statements for the three quarters respectively ended August 31st, May 31st and February 28th, 2010, and the audited financial statements for the four years ended November 30th, 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.

Work on the Bobjo Mine Project was carried out under the supervision of John Archibald B.Sc. (Hons.), P.Geo., the Qualified Person for that project as defined under National Instrument 43-101 up until February 2009. Mr. Archibald was the Qualified Person for the Bobjo Mine Project for National Instrument 43-101 purposes up until he was appointed as a Director, President & CEO of King's Bay Gold Corporation in February 2009 (the former joint-venture partner on this project). As such, he could no longer act in that capacity. Tim Twomey, P.Geo. is currently the Qualified Person for the Bobjo Mine Project. Mr. A.A. Burgoyne, M.Sc., P.Eng. of Burgoyne Geological Inc. was engaged as the Qualified Person (QP) for the purposes of completing a detailed Technical Evaluation Report on the historical exploration work carried out on the 480 hectare Hazard Lake / Northgate Deposit gold property located near Uchi Lake in Northwestern Ontario. For the Casa Berardi Claims located in northern Québec, Ms. Tracy Armstrong P.Geo is the Qualified Person on that project pursuant to National Instrument 43-101. Brian Newton, P.Geo. is the Qualified Person for the West Keefer Claims, Price Claims and Slate Lake properties. Andrew Tims, P.Geo. is the Qualified Person for both the Rowan Lake Property and Hudson Patricia Project.