CANADIAN PALLADIUM RESOURCES INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS

(Expressed in Canadian Dollars)

Six Month Period Ended
March 31, 2021

Report Date – May 31, 2021

Introduction

Canadian Palladium Resources Inc. (the "Company") is a public company incorporated on August 25, 2005, under the laws of British Columbia, Canada. The Company is a reporting issuer in British Columbia and Alberta, and its common shares are listed and posted for trading on the Canadian Securities Exchange ("CSE") under the trading symbol "BULL". The Company's offices are located at 1558 West Hastings Street, Vancouver, BC, V6G 3J4.

The Company is a natural resource company engaged in the acquisition and exploration of resource properties in North America and in Europe.

In accordance with Form 51-102F1, the following Management's Discussion & Analysis ("MD&A") provides a review of activities, results of operations and financial condition of the Company for the six month period ended March 31, 2021. The following discussion and analysis should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements for the six month period ended March 31, 2021 and audited consolidated financial statements for the years ended September 30, 2020 and 2019 which were prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). All monetary amounts, unless otherwise indicated, are expressed in Canadian dollars.

Overall Performance and Results of Operations

Three Month Period Ended March 31, 2021

During the three months ended March 31, 2021 (the "Current Quarter"), the Company reported a loss from operations of $919,138 compared to $1,183,897 during the three months ended March 31, 2020 (the "Prior Quarter"), representing a decrease in loss of $264,759. The decrease in loss from operations is primarily due to share-based compensation which decreased by $257,540 during the Current Quarter as compared to the Prior Quarter due to the vesting of stock options.

Total comprehensive loss for the Current Quarter was $814,826 compared to comprehensive loss of $1,078,957 for the Prior Quarter, representing a decrease in loss of $264,131, which is primarily due to the decrease in share-based compensation.

Six Month Period Ended March 31, 2021

During the six months ended March 31, 2021 (the "Current Period"), the Company reported a loss from operations of $2,555,994 compared to $1,659,723 during the six months ended March 31, 2020 (the "Prior Period"), representing an increase in loss of $896,271. The increase is primarily due to the Company incurring significantly more exploration expenses during the Current Period, as the Company's exploration program on the East Bull property was underway.

Total comprehensive loss for the Current Period was $937,069 compared to comprehensive loss of $1,807,298 for the Prior Period, representing a decrease in loss of $870,229. The decrease is primarily attributed to the following:

- Exploration and evaluation expenses increased by $909,384 from $459,374 during the Prior Period to $1,368,758 during the Current Period. This increase is primarily due to the Company's exploration program and analysis of assays on its East Bull property during the Current Period, whereas during the Prior Period, the Company had temporarily suspended exploration work due to COVID-19.

Overall Performance and Results of Operations

Six Month Period Ended March 31, 2021

- During the Current Period, the Company recognized an unrealized gain on short-term investments of $1,473,965, as opposed to the Prior Quarter where the Company recognized an unrealized loss on short-term investments of $147,575. The increase is due to the increase in fair market value and gains on the sale of shares of Versus Systems Inc.
- During the Current Period, the Company recognized a flow-through share premium of $145,327 in connection with flow-through shares issued under a private placement, and included in other income, whereas during the Prior Period, $Nil was recognized

Exploration and Evaluation Properties

Turner Lake

On July 5, 2017, the Company acquired all of the shares of 5498 Nunavut Inc. ("5498") in exchange for consideration of $25,000. 5498's only asset is the Turner Lake property located in Nunavut, of which 5498 is the registered and beneficial owner of a 100% interest in and to the mineral claims in the Turner Lake property. During the year ended September 30, 2018, the Company entered into a mineral purchase agreement with Pacific Cascade Ventures ("PCV") whereby PCV would purchase 100% of the interest in and to the mineral claims of the Turner Lake Property in exchange for 1,000,000 common shares of PCV to be delivered to the Company within 10 days after PCV receives regulatory approval for the transaction. The Company will also be reimbursed $46,720 by PCV, representing prior cash expenditures incurred on the property. Upon commencement of commercial production, PCV shall pay a royalty to the Company equal to 1% of net smelter returns royalty ("NSR"), which may be purchased for the sum of $1,000,000 at any time after commercial production.

On July 28, 2020, the Company completed the sale of the Turner Lake Property and received 1,000,000 common shares of Bathurst with a fair market value of $45,000 and cash reimbursements of $46,720. The Company recorded a gain on sale of mineral property of $64,780.

Tisová/TGER European Copper-Cobalt Properties

On July 6, 2018 the Company entered into an arm's length share purchase agreement to purchase 100% of the shares of Tisová Pty. Ltd. ("Tisová") And TGER Pty. Ltd. ("TGER"). Tisová and TGER are private companies which have been granted 100% interest in and to certain mineral concessions located in the Czech Republic and Germany.

Pursuant to the agreement, and in exchange for the Tisová and TGER shares, the company is committed to issue, in aggregate, to the shareholders of Tisová and TGER the following:

- $60,000 cash to the vendors upon execution of the agreement (paid);
- Upon satisfaction of certain conditions precedent, issue 1,500,000 common shares of the Company to the vendors on the closing date (issued);
- Spend $1,000,000 on the properties by July 1, 2019, and issue an aggregate of 2,500,000 common shares of the Company to the vendors at such time (issued);
- Spend an additional $1,000,000 on the properties each year for the next three years and no later than July 1, 2022 and issue an additional 4,000,000 common shares of the Company to the vendors.

Exploration and Evaluation Properties (continued)

Tisová/TGER European Copper-Cobalt Properties

If the Company fails to satisfy any of the above requirements, the shares of Tisová and TGER will be returned to the original vendors. On October 23, 2018, the Company issued 1,500,000 common shares with fair value of $450,000 in exchange for 100% ownership of Tisová and TGER, subject to the above terms, and their respective mineral concessions. A finder's fee was issued in connection with this closing through the issuance of 46,875 common shares with a fair value of $14,063. The related mineral concessions are subject to a 1.5% NSR of which one-half can be purchased for $750,000.

The Company incurred the minimum exploration expenditures on the properties by June 1, 2019 and issued an aggregate of 2,500,000 common shares with a fair value of $525,000 pursuant to the terms of the agreement. The Company paid a finder's fee by way of the issuance of 78,125 common shares with a fair value of $16,406.

Effective February 1, 2021, the Company agreed to amend the terms of its previously entered into share purchase agreements dated July 6, 2018, pursuant to which the Company agreed to acquire both Tisová Pty. Ltd. and TGER Pty. Ltd.

Pursuant to the amended agreements, the Company has agreed to immediately issue an aggregate of three million common shares to the vendors, and in exchange, the Company shall own all of the shares of Tisová and TGER (and indirectly, the properties) unconditionally and absolutely and shall have no further obligations to the vendors under the purchase agreements.

The Company and the vendors have also agreed that one-third of the common shares issued to the vendors shall be restricted from being traded before Aug. 1, 2021, another one-third of the common shares shall be restricted from being traded before Nov. 1, 2021, and the final one-third of the common shares shall be restricted from being traded before Feb. 1, 2022.

Pursuant to the Tisová share purchase agreement, a load deed must be repaid to the original founders of Tisová Pty Ltd. in the amount of $11,860, representing the initial seed capital required on incorporation of Tisová's wholly-owned subsidiary, Golden Pet S.R.O. The seed capital was subsequently converted into a loan deed by Tisová Pty Ltd. As of March 31, 2021, $Nil (September 30, 2020 - $5,930) remains outstanding and is included in accounts payable.

As at March 31, 2021, the Company has recorded $738,947 (September 30, 2020 - $543,947) related to the acquisition of the TGER property, and $791,037 (September 30, 2020 - $596,037) related to the Tisová property.

East Bull Palladium Property

On February 26, 2019, the Company entered into an option agreement through its newly incorporated and wholly-owned subsidiary, East Bull Resources Inc. with Pavey Ark Minerals Inc. to acquire a 100 percent interest in the East Bull palladium property in the Sudbury mining division, Ontario.

Pursuant to the Agreement, and over a period of four years (should the Company elect to continue), the Company is obliged to incur $1,750,000 in exploration expenditures, issue $1,000,000 in cash payments, and issue an aggregate of 4.5 million common shares of the Company to Pavey Ark in accordance with the following schedule:

Exploration and Evaluation Properties (continued)

East Bull Palladium Property

Minimum Exploration Expenditures	Common Shares Issued	Cash Issued	Due Date
-	-	$25,000	On Term Sheet signing (paid)
-	750,000	$75,000	Within 5 days of signing (issued)
$250,000	750,000	$150,000	On or before March 1, 2020 (issued)
$500,000	1,000,000	$200,000	On or before March 1, 2021 (issued)
$500,000	1,000,000	$250,000	On or before March 1, 2022
$500,000	1,000,000	$300,000	On or before March 1, 2023
$1,750,000	4,500,000	$1,000,000	

As at March 31, 2021, the Company has recorded $874,148 (September 30, 2020 - $554,148) related to the acquisition of the East Bull property.

Agnew Lake Property

During the year ended September 30, 2019, the Company acquired a significant palladium project in Ontario through staking. The Agnew Lake property is located 80 kilometers west of Sudbury, Ont., home of Glencore and Vale's Canadian nickel-copper-platinum-group-elements mining and smelting operations. The Agnew Lake property comprises over 260 claims (about 6,000 hectares) and is part of the larger East Bull Lake-Agnew Lake mafic-ultramafic complex. As at December 31, 2020, the Company has recorded $13,450 (September 30, 2020 - $13,450) related to the acquisition of the Agnew Lake property.

During the six month period ended March 31, 2021, the Company incurred $1,368,758 (2020 - $459,374) in exploration expenses on its mineral properties.

Summary of Quarterly Results

The following table sets out selected unaudited financial information for the eight most recent quarters. The financial data has been prepared in accordance with IFRS.

Three Months Ended	**March 31, 2021**	**December 31, 2020**	**September 30, 2020**	**June 30, 2020**
	($)	**($)**	**($)**	**($)**
Total Revenue	-	-	-	-
Loss from Operations	(919,138)	(1,636,856)	(1,654,309)	(841,113)
Net Loss and Comprehensive Loss	(814,826)	(122,243)	(1,464,778)	(878,106)
Basic and Diluted Loss per Share	(0.01)	(0.00)	(0.02)	(0.01)

Summary of Quarterly Results (continued)

Three Months Ended	March 31, 2020	December 31, 2019	September 30, 2019	June 30, 2019
	($)	($)	($)	($)
Total Revenue	-	-	-	-
Loss from Operations	(1,183,897)	(475,825)	(759,240)	(1,958,574)
Net Income (Loss) and Comprehensive Income (Loss)	(1,078,957)	(728,341)	(550,754)	(1,949,917)
Basic and Diluted Earnings (Loss) per Share	(0.01)	(0.01)	(0.04)	(0.04)

Liquidity and Capital Resources

The Company's consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing on reasonable terms and to commence profitable operations in the future.

The Company had a cash position of $1,606,836 and working capital of $3,406,937 as at March 31, 2021, compared to cash position of $586,938 and working capital of $636,441 as at September 30, 2020.

Financing activities

On October 6, 2020, the Company completed a private placement, with Eight Capital acting as agent, raising aggregate gross proceeds of $3,391,170 through a combination of units and flow-through common shares of the Company. The Company issued a total of 13,878,000 flow-through shares at a price of $0.135 per flow-through share and a total 12,647,000 units at a price of $0.12 per unit. Each unit consists of one non-flow-through common share of the Company and one non-flow-through common share purchase warrant.

Each warrant shall entitle the holder thereof to acquire one share at a price of $0.18 for a period of 36 months following the closing date. The gross proceeds from the sale of the flow-through shares will be used for expenditures which qualify as "Canadian exploration expenses (CEE)" and "flow-through mining expenditures" both within the meaning of the Income Tax Act (Canada).

The Company will renounce such CEE with an effective date of no later than December 31, 2020. As consideration for its services, the Company paid Eight Capital a cash commission of $148,604 and an advisory fee of $22,400 and issued to Eight Capital an aggregate of 1,118,250 compensation warrants and 185,500 advisory warrants. Each compensation warrant and each advisory warrant shall entitle the holder thereof to acquire one unit at a price of $0.12 for a period of 24 months from the closing date. The Company also paid cash commissions of $11,760 and issued an aggregate of 98,000 finder's fee warrants to eligible parties. Each finder's fee warrant shall entitle the holder thereof to acquire one share at a price of $0.12 for a period of 24 months following the closing date. The compensation, advisory and finder's fee warrants were fair valued at $132,185 using the Black-Scholes pricing model using a share price of $0.15, expected life of two years, and a volatility of 114.62%. The Company used the residual value method to calculate the fair value of the tax deduction attached with the flow-through common shares and recorded an initial flow-through liability of $208,170. During the three month period ended December 31, 2020, the Company spent approximately 47% of the required flow-through expenditures under the issuance and $98,760 was recognized to comprehensive loss as other income.

Liquidity and Capital Resources (continued)

Financing activities (continued)

On December 21, 2020, the Company completed a private placement, raising gross proceeds of $1,050,000 through the issuance of 5,000,001 flow-through units at $0.21 per unit. Each unit consists of one flow- through common share and one-half of one non-flow-through common share purchase warrant. Each whole warrant entitles the holder to acquire one non-flow-through common share at a price of $0.30 for a period of 12 months from the date of issue. The gross proceeds from the sale of the flow-through units will be used for expenditures which qualify as "Canadian exploration expenses (CEE)" and "flow-through mining expenditures" both within the meaning of the Income Tax Act (Canada). The Company will renounce such CEE with an effective date of no later than December 31, 2020. The Company paid cash commissions of $73,500 and issued an aggregate of 349,998 finder's warrants to eligible parties. Each finder's warrant entitles the holder to acquire one common share at a price of $0.30 for a period of 12 months from the date of issue. The finder's fee warrants were fair valued at $20,020 using the Black-Scholes pricing model using a share price of $0.16, expected life of one year, and a volatility of 138.20%. The Company used the residual value method to calculate the fair value of the tax deduction attached with the flow-through common shares and recorded an initial flow-through liability of $250,000. During the three month period ended December 31, 2020, the Company had not spent any of the required flow-through expenditures under the issuance.

During the six month period ended March 31, 2021, 5,250 share purchase warrants were exercised for gross proceeds of $630.

On January 22, 2020, 250,000 stock options were exercised at $0.18 for gross proceeds of 45,000.

On January 28, 2020, the Company closed a non-brokered private placement of units generating gross proceeds of $4,000,403 through the issuance of 33,336,698 units at $0.12. Each Unit consists of one common share and one common share purchase warrant exercisable at a price of $0.18 for a period of 12 months from the date of issuance. In connection with the private placement, the Company issued 1,314,099 finder's units on the same terms of the private placement, issued $27,605 in cash finder's fees, and issued 230,042 finder's warrants exercisable at $0.18 for a period of 12 months from the date of issue.

Selected Annual Information

The following table sets out selected financial information for the Company for each of the fiscal years ended September 30, 2020, 2019 and 2018. The selected financial information should only be read in conjunction with the Company's audited annual financial statements for the fiscal year ended September 30, 2020, including the notes thereto.

Statement of Operations, Comprehensive Loss and Deficit Data:

	Year Ended September 30, 2020	**Year Ended September 30, 2019**	**Year Ended September 30, 2018**
	($)	**($)**	**($)**
Revenue	-	-	-
Loss from operations	(4,155,146)	(5,569,247)	(2,016,762)
Loss and comprehensive loss for the year	(4,156,432)	(5,398,591)	(2,596,906)
Loss per share, basic and diluted	(0.05)	(0.10)	(0.08)

Selected Annual Information (continued)

Balance Sheet Data:

	As at September 30, 2020	As at September 30, 2019	As at September 30, 2018
	($)	($)	($)
Current Assets	1,366,084	840,289	2,009,478
Total Assets	3,103,721	2,345,264	2,713,408
Current Liabilities	729,643	344,925	781,463
Long Term Debt	-	-	-
Shareholders' Equity	2,374,078	2,000,339	1,931,945

Disclosure of Outstanding Share Data

The authorized capital of the Company consists of an unlimited number of common shares without par value.

Shares Issued and Outstanding

As at the Report Date, there were 132,724,897 common shares issued and outstanding.

Warrants

As at the Report Date, there were 17,040,498 warrants outstanding as follows:

Expiry Date	Warrants Outstanding	Exercise Price
		($)
December 21, 2022	2,849,998	0.30
October 6, 2023	12,647,000	0.18
October 6, 2022	1,396,500	0.12
June 3, 2021	147,000	0.30
	17,040,498	

Stock Options

As at the Report Date, there were 12,630,000 stock options outstanding as follows:

Disclosure of Outstanding Share Data (continued)

Expiry Date	Options Outstanding	Options Exercisable	Weighted Average Exercise Price
			($)
October 28, 2025	2,750,000	2,750,000	0.14
October 22, 2022	500,000	500,000	0.14
October 19, 2022	370,000	370,000	0.14
August 9, 2023	2,800,000	2,800,000	0.39
October 2, 2023	300,000	300,000	0.30
October 16, 2023	500,000	500,000	0.31
October 24, 2023	100,000	75,000	0.30
June 4, 2024	2,560,000	2,560,000	0.20
February 11, 2020	3,000,000	2,631,250	0.20
	12,730,000	11,586,250	0.23

Off Balance Sheet Arrangements

The Company is not a party to any off-balance sheet arrangements or transactions.

Transactions with Related Parties

The Company's key management personnel consist of directors, officers and companies owned or controlled in whole or in part by officers and directors. The following summarizes the Company's related party transactions during the six-month period ended March 31, 2021 and 2020:

Key Management Compensation

	2021	2020
	($)	($)
Rent (e)	50,820	47,740
Consulting fees (b)	60,000	60,000
Management fees (c and d)	105,000	105,000
Share-based payments (Note 11(c))	233,860	255,895
	449,680	468,635

a) As at March 31, 2021, included in accounts payable and accrued liabilities was $29,475 (September 30, 2020 - $84,723) owing to current and former officers and directors.
b) During the six-month period ended March 31, 2021, $60,000 (2020 - $60,000) was paid or accrued to the CFO and Corporate Secretary for services rendered and included in Consulting Fees.
c) During the six-month period ended March 31, 2021, $60,000 (2020 - $60,000) was paid or accrued to the CEO for services rendered, and included in Management Fees.
d) During the six-month period ended March 31, 2021, $45,000 (2020 - $45,000) was paid or accrued to the Chair of the board of directors for services rendered, and included in Management Fees.
e) During the six-month period ended March 31, 2021, the Company paid or accrued $50,820 (2020 - $47,740) in rent to a corporation which has the Company's former CFO as a director and is included in Office and Miscellaneous.
f) Accounts payable as of March 31, 2021 includes $12,042 (September 30, 2020 - $12,042) in notes payable accrued interest to corporations controlled by related parties.

Recent Accounting Pronouncements

The Company has not adopted any new or revised standards, along with any consequential amendments for the period ended March 31, 2021.

Financial Instruments and Risk Management

Financial risk management

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

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's financial instruments consist of cash, short-term investments, receivables, restricted deposits, accounts payable and notes payable.

The Company classified its cash and short-term investments as fair value through profit or loss; receivables and restricted deposits as loans and receivables; and accounts payable and notes payable as other financial liabilities. The fair values of cash and short-term investments are measured on the statement of financial position using level 1 of the fair value hierarchy. The fair values of receivables, restricted deposits, accounts payable approximate their book values because of the short-term nature of these instruments.

Financial instrument risk exposure

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes.

Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its payment obligations. The Company has no material counterparties to its financial instruments with the exception of the financial institutions which hold its cash. The Company manages this credit risk by ensuring that these financial assets are placed with a major financial institution with strong investment grade ratings by a primary ratings agency. The Company's receivables consist primarily of goods and services tax due from the government and other receivables; the balances are in good standing as at December 31, 2020. The Company does not believe it has a material exposure to credit risk.

Liquidity risk

The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash is invested in business accounts which are available on demand. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support its normal operating requirements.

Financial Instruments and Risk Management (continued)

Liquidity risk

The Company's ongoing liquidity is impacted by various external events and conditions. The Company expects to repay its financial liabilities, consisting of accounts payable and accrued liabilities and notes payable, in the normal course of operations and to fund future operational and capital requirements future equity and debt financing.

To the extent that the Company does not believe it has sufficient liquidity to meet these obligations, management will seek to secure additional funds through long term debt and equity transactions.

Interest rate risk

The Company is exposed to interest rate risk. The Company's bank account earns interest income at variable rates. The fair value of its portfolio is relatively unaffected by changes in short-term interest rates. Interest rate risk is minimal as the Company does not have significant interest-bearing assets or any variable interest bearing liabilities that are tied into market rates.

Commodity price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in pricing may be significant.

Foreign exchange risk

The Company is not exposed to any significant foreign currency risk.

Management of Capital

The Company manages its common shares, stock options and share purchase warrants as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its exploration and evaluation assets and to maintain a flexible capital structure which optimizes the cost of capital at an acceptable risk. The Company is not subject to any externally imposed capital requirements.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt or acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

In order to maximize ongoing exploration efforts, the Company does not pay out dividends. The Company's investment policy is to keep its cash treasury invested in certificates of deposit with major financial institutions.

Management of Capital (continued)

The properties in which the Company currently has an interest are in the exploration stage; as such the Company has historically relied on the equity markets and debt securities to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

There have been no changes to the Company's approach to capital management during the period ended March 31, 2021.

Subsequent Events

Subsequent to March 31, 2021, the following significant transactions occurred:

a) An aggregate of 15,672,572 share purchase warrants, exercisable at $0.30 expired unexercised; and
b) An aggregate of 100,000 stock options were exercised at $0.14 for gross proceeds of $14,000.

Additional Information

Additional information relating to the Company is available on the Company's website at www.canadianpalladium.com and under the Company's profile on SEDAR at www.sedar.com.

Forward-Looking Statements

Except for statements of historical fact, this MD&A contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. In particular, forward-looking information in this MD&A includes, but is not limited to, statements with respect to future events and is subject to certain risks, uncertainties and assumptions. Although we believe that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. We cannot guarantee future results, performance or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information.

Forward-looking information is based on the opinions and estimates of management at the date the statements are made, and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking information. Some of the risks and other factors could cause results to differ materially from those expressed in the forward-looking statements include, but are not limited to: general economic conditions in Canada, the United States and globally; industry conditions, including fluctuations in commodity prices; governmental regulation of the mining industry, including environmental regulation; geological, technical and drilling problems; unanticipated operating events; competition for and/or inability to retain drilling rigs and other services; the availability of capital on acceptable terms; the need to obtain required approvals from regulatory authorities; stock market volatility; volatility in market prices for commodities; liabilities inherent in mining operations; changes in tax laws and incentive programs relating to the mining industry; and the other factors described herein under "Risks and Uncertainties" as well as in our public filings available at www.sedar.com. Readers are cautioned that this list of risk factors should not be construed as exhaustive. The forward-looking information contained in this MD&A is expressly qualified by this cautionary statement. We undertake no duty to update any of the forward-looking information to conform such information to actual results or to changes in our expectations except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information.

Risks and Uncertainties

The Company is in the mineral exploration and development business and, as such, is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business. Some of the possible risks include the following:

a) The industry is capital intensive and subject to fluctuations in metal prices, market sentiment, foreign exchange and interest rates. The recovery of the Company's investment in exploration and evaluation assets and the attainment of profitable operations are dependent upon the discovery and development of economic ore reserves and the ability to arrange sufficient financing to bring the ore reserves into production.

b) The most likely source of future funds for further acquisitions and exploration programs undertaken by the Company are the sale of equity capital or the offering by the Company of an interest in its properties to be earned by another interested party carrying out further exploration or development. If such exploration programs are successful, the development of economic ore bodies and commencement of commercial production may require future equity financings by the Company which are likely to result in substantial dilution to the holdings of existing shareholders.

c) The Company's capital resources are largely determined by the strength of the resource markets and the status of the Company's projects in relation to these markets, and its ability to compete for the investor support of its projects.

d) The prices of metals greatly affect the value of and the potential value of its exploration and evaluation assets. This, in turn greatly affects its ability to raise equity capital, negotiate option agreements and form joint ventures.

e) The Company must comply with health, safety, and environmental regulations governing air and water quality and land disturbances and provide for mine reclamation and closure costs. The Company's permission to operate could be withdrawn temporarily where there is evidence of serious breaches of such regulations, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations.

f) The operations of the Company will require various licenses and permits from various governmental authorities. There is no assurance that the Company will be successful in obtaining the necessary licenses and permits to continue exploration and development activities in the future.

g) Although the Company has taken steps to verify title to exploration and evaluation assets in which it has an interest, these procedures do not guarantee the Company's title. Such assets may be subject to prior agreements or transfers and title may be affected by such undetected defects.

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described in any forward-looking statement. The development and exploration activities of the Company are subject to various laws governing exploration, development, and labour standards which may affect the operations of the Company as these laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted.

Corporate Information

Directors:	Michelle Gahagan Wayne Tisdale Garry Clark Bryce Tisdale Jamie Newall
Officers:	Wayne Tisdale, President and CEO Kelsey Chin, CFO and Corporate Secretary
Auditor:	Manning Elliott LLP Chartered Professional Accountants Suite 1700, 1030 West Georgia Street Vancouver, BC, V6E 2Y3
Legal Counsel:	Tingle Merrett LLP Suite 639 – 1250 Standard Life Building 5th Avenue SW Calgary, AB T2P 0M9
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