SPEARMINT RESOURCES INC.
(Formerly Indefinitely Capital Corp.)
Management's Discussion and Analysis
For the year ended January 31, 2012

Date of Report: May 30, 2012

The following discussion and analysis of our financial condition and results of operations for the year ended January 31, 2012, should be read in conjunction with our audited financial statements and related notes. The requisite financial data presented for the relevant periods has been prepared in accordance with International Financial Reporting Standards ("IFRS"). This is a first time adoption of IFRS by Spearmint Resources Inc. See "Changes in Accounting Policy including Initial Adoption."

All dollar figures included therein and in the following MD&A are quoted in Canadian dollars. Additional information relevant to our company's activities can be found on SEDAR at www.sedar.com.

Disclaimer for Forward-Looking Information

Certain statements in this report are forward-looking statements, which reflect our management's expectations regarding our future growth, results of operations, performance and business prospects and opportunities including statements related to the development of existing and future property interests, availability of financing and projected costs and expenses. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits we will obtain from them. These forward-looking statements reflect management's current views and are based on certain assumptions and speak only as of the date of this report. These assumptions, which include management's current expectations, estimates and assumptions about our current mineral property interests, the global economic environment, the market price and demand for commodities and our ability to manage our property interests and operating costs, may prove to be incorrect. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions, (2) a decreased demand or price of minerals, (3) delays in the start of projects with respect to our property interests, (4) inability to locate and acquire additional property interests, (5) the uncertainty of government regulation and politics in North America regarding mining and mineral exploration, (6) potential negative financial impact from regulatory investigations, claims, lawsuits and other legal proceedings and challenges, and (7) other factors beyond our control.

There is a significant risk that such forward-looking statements will not prove to be accurate. Investors are cautioned not to place undue reliance on these forward-looking statements. No forward-looking statement is a guarantee of future results. Except as required by law, we disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Additional information about these and other assumptions, risks and uncertainties are set out in the section entitled “Risk Factors” below.

Company Overview

Our company was incorporated under the Business Corporations Act of British Columbia, Canada on September 23, 2009.

Our company was classified as a Capital Pool Company, as defined by Policy 2.4 (the “CPC Policy”) of the TSX Venture Exchange (the “Exchange”). As a CPC, our company’s principal business activity was to identify and evaluate business opportunities with the objective of completing a Qualifying Transaction under the Exchange rules. Our company’s common shares commenced trading on the TSX Venture Exchange on April 30, 2010 under the symbol “INI.P”.

During the year ended January 31, 2011, our company closed its initial public offering (the “Offering”) of 2,000,000 shares at $0.10 per share for gross proceeds of $200,000. In connection with this Offering, our company paid PI Financial Corp. (the “Agent”) a cash commission of 10% of the gross proceeds and granted the Agent 200,000 non-transferable broker warrants which entitled the Agent to purchase one common share of our company at a price of $0.10 per share until April 30, 2012. Our company also paid the Agent a corporate finance fee of $10,000 plus GST and the Agent’s expenses and legal fees of $10,920. The Agent’s warrants were valued at $10,592 using the Black-Scholes option pricing model using the assumptions more fully described in note 8 to the financial statements.

In October 2011, our company entered into an option agreement whereby our company was granted to acquire a 100% interest in and to twelve mineral claims comprising an epithermal precious metal project known as the Otter Property totaling approximately 5,296 hectares located in the Similkameen Mining Division in the Princeton Area of British Columbia. On February 3, 2012, our company closed this transaction, which served as our company’s Qualifying Transaction and as such our company graduated from being a CPC to a Tier 2 mining issuer on the Exchange. In connection with the Qualifying Transaction, we changed our name to “Spearmint Resources Inc.” and changed our trading symbol to “SRJ”.

In conjunction with the closing of the Qualifying Transaction, our company closed a non-brokered private placement of 4,000,000 units at a price of $0.10 per Unit for gross proceeds of $400,000. Each Unit is comprised of one common share and one share purchase warrant which entitles the holder to purchase one additional common share of our company at a price of $0.10 per common share for a period of five years after the closing of the Offering.

With the completion of the Qualifying Transaction, our company’s principal business activities going forward include acquiring, exploring and developing mineral properties.

Mineral Properties

Otter Property (Princeton, British Columbia, Canada)

On October 11, 2011, our company entered into an option agreement with Eastland Management Ltd. (the "Optionor") and R. Timothy Henneberry (the "Trustee") whereby our company was granted an option to acquire a 100% interest in and to twelve mineral claims known as the Otter Property located in the Similkameen Mining Division in the Princeton Area of British Columbia. Eastland Management is the sole beneficial owner of a 100% undivided interest in the Otter Property.

The Otter Property, an epithermal precious metal project. The road accessible Otter Property is located approximately 17 kilometers north-northwest of Princeton, British Columbia and consists of 12 claims totaling 5,296 hectares.

At this time the plan for the project is to complete some initial ground work in order to establish the highest priority drill targets. To date we have completed the initial payments totaling $40,000 in acquisition costs due under the option agreement and subsequent to March 31, 2012, we made a payment of $44,095 to maintain the claims in good standing. We have not started any work programs to date. In order to take this project to the next stage we will need to complete the initial work program to establish the viability of the prospect. We have the funds on hand to start this process and we are currently in the planning stage.

In order to exercise the option and keep it in good standing, our company is required to make total cash payments of $40,000, issue a total of 800,000 common shares of our company and incur exploration expenditures of $2,000,000 as follows:

	Cash	Exploration Costs	Common Shares
Upon execution of the Agreement (paid)	$ 25,000	$ -	-
Upon closing date (cash paid in fiscal 2012 and shares issued subsequently)	15,000	-	200,000
Within 12 months of closing	-	200,000	200,000
Within 24 months of closing	-	300,000	200,000
Within 36 months of closing	-	500,000	200,000
Within 48 months of closing	-	1,000,000	-
	$ 40,000	$ 2,000,000	800,000

Upon satisfaction of the payments, share issuances and work commitments above, the option will be deemed to be exercised and a 100% undivided interest in the property will be transferred to our company, free and clear of all encumbrances, subject to a 2% net smelter return royalty (the "NSR") in favour of the Optionor with respect to production of all precious metals from the Property. The NSR will be payable following commencement of commercial production on the property. Our company may buy-back 1% of the NSR in consideration for payment of $1,000,000 to the Optionor.

Overall Performance

During the years ended January 31, 2012 and 2011, we carried on business as a CPC which consisted of the identification and evaluation of companies, assets or businesses with the objective of completing a Qualifying Transaction. As such, we have not had any revenues in the past two fiscal years. We do not expect to generate any revenues in the foreseeable future. We expect our company to continue to incur expenses as we work to explore and develop our mineral property acquired subsequent to January 31, 2012. We incurred expenses of $99,372 and $56,962 for the year ended January 31, 2012 and 2011, respectively.

Summary of Quarterly Results

The following table sets out selected quarterly financial data for the eight most recently completed interim quarters:

	2012 Fourth	2012 Third	2012 Second	2012 First	2011 Fourth	2011 Third	2011 Second	2011 First
Total revenues	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil	$Nil
Loss before discontinued operations and extraordinary items:								
Total	$(68,808)	$(11,354)	(7,682)	$(9,489)	$(12,511)	$(1,863)	$(9,479)	$(33,107)
Loss per share	$(0.03)	$(0.01)	$(0.00)	$(0.01)	$(0.01)	$(0.00)	$(0.00)	$(1.46)
Loss per share fully diluted	$(0.03)	$(0.01)	$(0.00)	$(0.01)	$(0.01)	$(0.00)	$(0.00)	$(1.46)
Net Loss and comprehensive loss:								
Total	$(68,808)	$(11,354)	(7,682)	$(9,489)	$(12,511)	$(1,863)	$(9,479)	$(33,107)
Loss per share	$(0.03)	$(0.01)	$(0.00)	$(0.01)	$(0.01)	$(0.00)	$(0.00)	$(1.46)
Loss per share fully diluted	$(0.03)	$(0.01)	$(0.00)	$(0.01)	$(0.01)	$(0.00)	$(0.00)	$(1.46)

Our IFRS transition date was February 1, 2010, therefore the above comparative information have been presented in accordance with IFRS. The amounts disclosed in the table above are expressed in Canadian dollars.

Summary of Results During Prior Eight Quarters

Throughout the most recently completed eight quarters, our company was a CPC under the Exchange Policy 2.4. As a CPC, our company's principal business activity was to identify and evaluate business opportunities with the objective of completing a Qualifying Transaction under the Exchange rules. From the date of incorporation on September 23, 2009 to January 31, 2012, our company had issued 2,000,000 common shares which were held in escrow to be released in accordance with the Exchange policies related to CPC. As all of these escrow shares were considered contingently cancellable until our company completed the Qualifying Transaction on February 3, 2012, they were not considered to be outstanding shares for the purposes of loss per share calculations for the periods presented.

From incorporation to January 31, 2012, we incurred expenses related to listing as a public company on the TSX Venture Exchange. Net loss decreased by $23,628 from the first to second quarter of 2011 mainly due to a decrease in share-based compensation relating to the grant of stock options during the first quarter of 2011. Net loss decreased by $7,616 from the second to third quarter of 2011 mainly due to decreases in professional fees as well as to transfer agent and filing fees. Net loss increased by $10,648 from the third to fourth quarter of 2011 mainly due to an increase in professional fees of $11,458, which was almost entirely the annual audit fee. Net loss decreased by $3,022 from the fourth quarter of 2011 to the first quarter of 2012 primarily due to a decrease in professional fees of $7,877 (largely the result of the audit fee being incurred in the fourth quarter), and mitigated by an increase in transfer agent and filing fees of $4,989 (due mainly to the incurrence of the annual TSX sustaining fees of $5,200 in the quarter). Net loss decreased by $1,807 from the first quarter to the second quarter of 2012 primarily due to the increase in interest income of $1,637. Net loss increased by $3,672 from the second quarter to the third quarter of 2012 due to a drop in interest income of $1,477 and an increase in professional fees of $3,132. A mitigating factor was a $1,273 decrease in transfer agent and filing fees. Net loss increased by $57,454 from the third to fourth quarter of 2012 due to professional fees incurred in respect of the annual audit fee and professional fees relating to the Qualifying Transaction, which was closed in the first quarter of 2013.

Selected Annual Information

The following table sets out selected financial information for our company, which have been prepared in accordance with IFRS, except as noted in the table:

	Year ended January 31, 2012	Year ended January 31, 2011	September 23, 2009 (Date of Incorporation) to January 31, 2010
	IFRS	**IFRS**	**Canadian GAAP**
Total revenues	$Nil	$Nil	$Nil
Loss before discontinued operations and extraordinary items:			
Total	$(97,333)	$(56,960)	$(20,115)
Basic and diluted loss per share	$(0.05)	$(0.04)	N/A
Net loss and comprehensive loss:			
Total	$(97,333)	$(56,960)	$(20,115)
Basic and diluted loss per share	$(0.05)	$(0.04)	N/A

	As at January 31,		
	2012	**2011**	**2010**
	IFRS	**IFRS**	**Canadian GAAP**
Total assets	$283,342	$181,379	$108,785
Total long term debt	$Nil	$Nil	$Nil
Cash dividends	$Nil	$Nil	$Nil

In December 2009, 2,000,000 common shares were issued. They were held in escrow to be released in accordance with the Exchange policies related to CPCs. As all of these shares were contingently issuable until our company completed the Qualifying Transaction subsequent to January 31, 2012, they were not considered to be outstanding for the purposes of the loss per share calculations. Consequently, basic and diluted loss per share disclosures have not been provided for the period from September 23, 2009 to January 31, 2010.

Year ended January 31, 2012 Compared to Year ended January 31, 2011

Net loss and comprehensive loss was $97,333 for the year ended January 31, 2012, compared to net loss and comprehensive loss of $56,960 for the year ended January 31, 2011. Administrative expenses totaled $99,372 for the year ended January 31, 2012 compared to $56,962 for the year ended January 31, 2011.

Administrative fees for the year ended January 31, 2012 mainly consisted of professional fees of $73,769, and transfer agent and filing fees of $23,988. Administrative fees for the year ended January 31, 2011 mainly consisted of share-based compensation - $30,229, professional fees - $18,151, and transfer agent and filing fees - $7,402. The share-based compensation is the fair value of the 400,000 share purchase options granted during the year using the Black-Scholes option pricing model using the assumptions more fully described in Note 8 to the financial statements.

Total assets increased by $101,963 to $283,342 as at January 31, 2012 from $181,379 as at January 31, 2011 mainly due to an increase of $40,000 in deferred acquisition costs and $30,095 in deferred financing costs in connection with the Qualifying Transaction and concurrent private placement.

Year Ended January 31, 2011 Compared to the Period September 23, 2009 to January 31, 2010

Net loss and comprehensive loss was $56,960 for the year ended January 31, 2011, compared to net loss and comprehensive loss of $20,115 for the comparative period of September 23, 2009 to January 31, 2010.

Administrative expenses totaled $56,962 for the year ended January 31, 2011 compared to $20,115 for the comparative period of September 23, 2009 to January 31, 2010. Administrative fees for the period ended January 31, 2011 mainly consisted of share-based compensation - $30,229, professional fees - $18,151, and transfer agent and filing fees - $7,402. The administrative fees for the comparative period of September 23, 2009 to January 31, 2010 mainly consisted of professional fees of $19,677.

See “Overall Performance” for a discussion of trends in financial position and financial performance of our company and “Changes in Accounting Policies including Initial Adoption” for a discussion of the trends and risks that have affected our company as a result of transition from Canadian GAAP to IFRS effective February 1, 2010.

Liquidity and Capital Resources

Liquidity

At January 31, 2012 we had $201,964 in cash and cash equivalents and working capital of $141,585 compared to cash and cash equivalents of $181,081 and working capital of $170,498 at January 31, 2011. Total current assets increased by $31,868 and current liabilities increased by $60,781 from January 31, 2011 to January 31, 2012. Current liabilities as at January 31, 2012 consisted of accounts payable and accrued liabilities of $71,662 (January 31, 2011: $10,881).

Management believes that our company's cash and cash equivalents will not be sufficient to meet our working capital requirements for the next twelve month period. As a mineral exploration company, our expenses are expected to increase as we explore our mineral properties further; however, management does not expect our company to generate revenues in the foreseeable future.

Our company's ability to conduct the planned work programs on our mineral properties, meet our ongoing levels of corporate overhead and discharge our liabilities as they become due is dependent, in large part, on the ability of our management to raise additional funds as necessary. Management anticipates that additional equity financings will need to be conducted to raise additional funds which, if successful, will result in dilution in the equity interests of our company's current shareholders. Obtaining commercial loans, assuming those loans would be available, will increase our liabilities and future cash commitments. Although we have secured financings in the past, there is no assurance that we will be able to do so in the future on terms that are favourable to our company or at all. Our company's ability to raise additional funds in the future and its liquidity may be negatively impacted by a number of factors, including changes in commodity prices, market volatility and general economic downturns.

There is substantial doubt about our ability to continue as a going concern as the continuation of our business is dependent upon obtaining further long-term financing, successful exploration of our mineral property interests, the identification of reserves sufficient to warrant development, successful development of our property interests and achieving a profitable level of operations. Due to the uncertainty of our ability to meet our current operating and capital expenses, in their notes to our audited financial statements for the year ended January 31, 2012, our independent auditors included an explanatory paragraph regarding their substantial doubt about our ability to continue as a going concern.

Our company has no long-term debt.

Capital Resources

We have the following commitments for capital expenditures with respect to our mineral properties. The expenditures are optional and we may decide not to incur such payments in the event we do not decide to pursue further exploration with respect to such properties.

- *Otter Property*:

  - October 2011 option agreement: During the year ended January 31, 2012, our company paid $40,000 in option payments. As at January 31, 2012, our company was required to incur an aggregate of $2,000,000 in exploration expenditures over a four-year period: incur $200,000 on or before February 3, 2013; incur $300,000 on or before February 3, 2014; incur $500,000 on or before February 3, 2015 and incur $1,000,000 on or before February 3, 2016.

If we elect to meet these capital expenditure requirements, it is expected that in addition to using funds currently available to our company, additional funds will need to be raised through equity financings, shareholder loans or otherwise. Our company's ability to raise additional funds is subject to a number of uncertainties and risk factors. See “Liquidity and Capital Resources – Liquidity”.

See “Company Overview – Mining Properties” for a discussion of our company’s capital expenditure commitments with respect to our mineral properties.

Operating Activities

During the year ended January 31, 2012, operating activities used $69,882 in cash. The two principal sources of this amount were the net loss of $97,333, and an increase in accounts receivable of $10,985 offset by an increase in accounts payable and accrued liabilities of $38,436.

For the comparative year ended January 31, 2011, operating activities used $41,639 in cash. This was the result primarily of the loss of $56,960 (offset by the non-cash share-based compensation amount of $30,229), and a decrease in accounts payable and accrued liabilities of $18,019.

Investing Activities

During the year ended January 31, 2012 investing activities used cash of $40,000 due to deferred acquisition costs pursuant to our company’s acquisition of mineral property interests as part of the Qualifying Transaction.

There were no investing activities by the Company for the year ended January 31, 2011.

Financing Activities

For the year ended January 31, 2012, financing activities provided cash of $130,765, which is attributable to share subscriptions received in advance of $138,515 pursuant to a non-brokered private placement which was closed subsequent to January 31, 2012 less deferred financing costs of $7,750. Deferred financing costs were comprised of professional fees and filing fees.

For the year ended January 31, 2011, financing activities provided cash of $161,322, which was the result of the gross proceeds of the Offering of $200,000 less share issue costs of $38,678. Share issue costs were comprised of legal fees, filing fees, and the Agent’s commission and expenses in connection with the Offering.

Changes in Accounting Policies including Initial Adoption

International Financial Reporting Standards (“IFRS”)

Effective February 1, 2011, we adopted IFRS for publicly accountable enterprises as required by the Accounting Standards Board of Canada and the Canadian Securities Administrators, and began reporting interim and annual periods beginning on February 1, 2011 and comparative periods, as applicable, under IFRS. Our Company’s transition date to IFRS was February 1, 2010 and therefore the comparative periods for 2011 have been restated to IFRS. The 2010 financial information within this MD&A is reported in accordance with Canadian GAAP, and has not been restated to IFRS.

Our IFRS accounting policies presented in Note 3 Summary of Significant Accounting Policies to the audited financial statements have been applied in preparing these financial statements for the year ended January 31, 2012, the comparative information and the opening statement of financial position at the date of transition.

Our company's financial statements for the year ended January 31, 2012 are the first annual financial statements prepared in accordance with IFRS. We have applied IFRS 1 First-time Adoption of International Financial Reporting Standards in preparing these financial statements. The effects of the transition to IFRS on equity, comprehensive loss and reported cash flows are presented in this section.

i) First-time adoption exemptions and exceptions applied

The IFRS 1 applicable exemptions and exceptions applied in the conversion from pre-changeover Canadian GAAP to IFRS are as follows:

Mandatory Exceptions

Estimates

The estimates previously made by our company under pre-changeover Canadian GAAP were not revised for the application under IFRS except where necessary to reflect any difference in accounting policy or where there was objective evidence that those estimates were in error. As a result, our company has not used hindsight to revise estimates.

Optional Exemptions

Share-based Payment Transactions

Our company has elected not to retrospectively apply IFRS 2 to equity instruments that were granted and had vested before the Transition Date.

ii) Reconciliations of pre-changeover Canadian GAAP equity and comprehensive loss to IFRS

IFRS 1 requires an entity to reconcile equity, comprehensive loss and cash flows for prior periods. Our company determined that the transition from pre-changeover Canadian GAAP to IFRS had no effect on the equity, comprehensive loss and reported cash flows of the amounts previously reported by our company in accordance with pre-changeover Canadian GAAP at February 1, 2010 and January 31, 2011.

Off-Balance Sheet Arrangements

As of the date of this report, our company does not utilize off-balance sheet arrangements.

Related Parties Transactions

As at January 31, 2012, amounts due to related parties were $2,017 (January 31, 2011: $122), which included $1,566 due to Canasia Industries Corporation for unpaid accounting fees for the months of December 2011 and January 2012 and $451 due to a wholly owned company of a director of our company for office expenses. Canasia Industries is a related party in that Negar Adam and Conrad Clemiss, who are our directors, are also directors of Canasia Industries.

In addition, our company has conducted transactions in the normal course of operations with companies related to directors. Our company incurred accounting fees of $9,049 (2011: $4,650) to Canasia Industries.

These charges were measured by the exchange amount, which is the amount agreed upon by the transacting parties, and are unsecured, non-interest bearing and payable on demand.

Fourth Quarter

Administrative expenses totaled $68,561 for the three months ended January 31, 2012, as compared to $12,511 for the three months ended January 31, 2011. This amount was comprised of $55,836 (2011: $11,458) in professional fees and $11,602 (2011: $1,027) in transfer agent and filing fees. The professional fees were mainly comprised of the annual audit fee and legal fees relating to the Qualifying Transaction, the details of which are discussed above. The main reason for the increase in professional fees and transfer agent and filing fees during the three months ended January 31, 2012 as compared to the three months ended January 31, 2011 was due to the accounting, legal and filing fees relating to the Qualifying Transaction, which was closed on February 3, 2012.

Financial Instruments and Other Instruments

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 and indirectly; and
Level 3 **–** Inputs that are not based on observable market data.

The fair value of our company's receivables, accounts payable and accrued liabilities approximates their carrying values. Our company's cash and cash equivalents are measured at fair value using Level 1 inputs.

Our company is exposed to varying degrees to a variety of financial instrument related risks:

Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. As at January 31, 2012 our company does not have assets or liabilities in a foreign currency and therefore is not exposed to foreign currency risk.

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Our company's cash and receivables are exposed to credit risk. Our company reduces its credit risk on cash by placing these instruments with institutions of high credit worthiness. As at January 31, 2012 our company is not exposed to any significant credit risk.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Included in the loss for the year in the financial statements is interest income on Canadian dollar cash. As at January 31, 2012, our company is not exposed to any significant interest rate risk.

Liquidity Risk

Liquidity risk is the risk that our company will encounter difficulty in meeting obligations associated with financial liabilities. Our company manages liquidity risk by maintaining sufficient cash balances to enable settlement of transactions on the due date. Our company addresses its liquidity through equity financing obtained through the sale of common shares. Additional capital was successfully obtained subsequent to January 31, 2012 to increase liquidity. See Note 8 to the financial statements for additional details. While our company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future.

Price Risk

Our company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. Our company closely monitors the commodity prices of precious metals and the stock market to determine the appropriate course of action to be taken by our company.

Based on management's knowledge and experience of the financial markets, management does not believe that our company's current financial instruments will be affected by foreign exchange risk, credit risk, interest rate risk, liquidity risk and price risk.

Proposed Transactions

Our company does not have any proposed transactions as of the date of this report.

Additional Disclosure for Venture Issuers without Significant Revenue

During the year ended January 31, 2012 and 2011, our company incurred the following expenses:

	2012	**2011**
Deferred financing costs	$30,095	$Nil
Deferred acquisition costs	$40,000	$Nil
General & administrative costs	$99,372	$56,962

Please refer to Note 6 and Note 8 in the audited financial statements for the year ended January 31, 2012 for a description of the deferred acquisition and deferred financing costs.

Additional Disclosure of Outstanding Share Data

Common Shares

As a CPC during the year ended January 31, 2012, our common shares were listed on the Exchange under the symbol "INI.P". Our company's Qualifying Transaction which was subsequently completed on February 3, 2012, and in connection with the Qualifying Transaction, we changed our name to "Spearmint Resources Inc." and changed our trading symbol to "SRJ". Our authorized share capital consists of an unlimited number of common shares without par value.

As at January 31, 2012, we had 4,000,000 common shares issued and outstanding. Subsequent to January 31, 2012, we closed a non-brokered private placement in conjunction with the Qualifying Transaction and issued 4,000,000 common shares; and we issued 200,000 common shares pursuant to the Otter Property option agreement. As at May 30, 2012, we had 8,200,000 common shares issued and outstanding.

At January 31, 2012, 2,000,000 of the common shares outstanding were held in escrow. Subsequent to January 31, 2012, 200,000 common shares were released from escrow due to completion of the Qualifying Transaction. At May 30, 2012, 1,800,000 of the common shares outstanding were held in escrow.

The escrow shares are being released in accordance with the Exchange policies related to CPC's as follows: 10% upon the issuance of notice of final acceptance of a Qualifying Transaction by the Exchange (these were released on February 3, 2012), and the remainder in six equal tranches of 15% every six months thereafter for a period of thirty six months.

Stock options

As at January 31, 2012 and May 30, 2012, our company had 400,000 stock options outstanding. Each stock option entitles the holder the right to purchase one common share at an exercise price of $0.10 per share until April 30, 2015.

Warrants

As of January 31, 2012, our company had 200,000 non-transferable broker share purchase warrants outstanding. Each share purchase warrant entitled the Agent the right to purchase one common share at an exercise price of $0.10 per share until April 30, 2012. These warrants expired unexercised on April 30, 2012. Subsequent to January 31, 2012, our company closed a non-brokered private placement in conjunction with the Qualifying Transaction and issued 4,000,000 warrants as part of this private placement. Consequently, at May 30, 2012 our company had 4,000,000 share purchase warrants outstanding.

Risks and Uncertainties

An investment in our company involves a number of risks. You should carefully consider the following risks and uncertainties in addition to other information in this report in evaluating our company and our business before making any investment decision in regards to the shares of our company's common stock. Our business, operating and financial condition could be harmed due to any of the following risks. The risks described below are not the only ones facing our company. Additional risks not presently known to us may also impair our business operations.

Risks Relating to our Financial Condition

We have had a history of losses and minimal revenue to date, which trend may continue and may negatively impact our ability to achieve our business objectives.

We have experienced net losses since inception, and expect to continue to incur substantial losses for the foreseeable future. As of January 31, 2012, our accumulated losses were $174,408 since inception. Our management expects the business to continue to experience negative cash flow for the foreseeable future and cannot predict when, if ever, our business might become profitable. As the Company closed its Qualifying Transaction subsequent to January 31, 2012, the Company will require additional financing in order to conduct its future work programs on exploration and evaluation assets, meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. If we are unable to raise funds on acceptable terms, we may not be able to execute our business plan, take advantage of future opportunities, or respond to competitive pressures or unanticipated requirements. This may seriously harm our business, financial condition and results of operations.

Our proposed operations require significant capital expenditures for which we may not have sufficient funding and if we do obtain additional financing, our existing shareholders may suffer substantial dilution.

We intend to make capital expenditures far in excess of our existing capital resources to acquire and explore our mineral properties. We intend to rely on external sources of financing to meet our capital requirements to continue acquiring, exploring and developing mineral properties and to otherwise implement our business plan. We plan to obtain such funding through the debt and equity markets, but we can offer no assurance that we will be able to obtain additional funding when it is required or that it will be available to us on commercially acceptable terms, if at all. In addition, any additional equity financing may involve substantial dilution to our then existing shareholders.

We have been the subject of a going concern opinion by our independent auditor who has expressed substantial doubt as to our ability to continue as a going concern.

Our independent auditor has added an explanatory paragraph to their audit report issued in connection with our financial statements which states that our recurring losses from operations and the need to raise additional financing in order to execute our business plan raise substantial doubt about our ability to continue as a going concern. Our financial statements do not include any adjustment that might result from the outcome of this uncertainty. Assurances cannot be given that adequate financing can be obtained to meet our capital requirements. If we are unable to generate profits and unable to continue to obtain financing to meet our working capital requirements, we may have to curtail our business sharply or cease operations altogether. Our continuation as a going concern is dependent upon our ability to generate sufficient cash flow to meet our obligations on a timely basis to retain our current financing, to obtain additional financing, and, ultimately, to attain profitability. Should any of these events not occur, we will be adversely affected and we may have to cease operations.

Risks Related to our Business

Because of the unique difficulties and uncertainties inherent in mineral exploration ventures, we face a high risk of business failure.

Potential investors should be aware of the difficulties normally encountered by mineral exploration companies and the high rate of failure of such enterprises. The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the exploration program that we intend to undertake on our property and any additional properties that we may acquire. These potential problems include unanticipated problems relating to exploration, and additional costs and expenses that may exceed current estimates. The expenditures to be made by us in the exploration of our property may not result in the discovery of mineral deposits. Any expenditures that we may make in the exploration of any other mineral property that we may acquire may not result in the discovery of any commercially exploitable mineral deposits. Problems such as unusual or unexpected geological formations and other conditions are involved in all mineral exploration and often result in unsuccessful exploration efforts. If the results of our exploration do not reveal viable commercial mineralization, we may decide to abandon our property interests.

Because of the speculative nature of the exploration of mineral properties, there is no assurance that our exploration activities will result in the discovery of any quantities of *mineral deposits on our current properties or any other additional properties we may acquire.*

We intend to continue exploration on our current property and we may or may not acquire additional interests in other mineral properties. The search for mineral deposits as a business is extremely risky. We can provide investors with no assurance that exploration on our current property, or any other property that we may acquire, will establish that any commercially exploitable quantities of mineral deposits exist. Additional potential problems may prevent us from discovering any mineral deposits. These potential problems include unanticipated problems relating to exploration and additional costs and expenses that may exceed current estimates. If we are unable to establish the presence of mineral deposits on our property, our ability to fund future exploration activities will be impeded, we will not be able to operate profitably and investors may lose all of their investment in our company.

The potential profitability of mineral ventures depends in part upon factors beyond our control and even if we discover and exploit mineral deposits, we may never become commercially viable and we may be forced to cease operations.

The commercial feasibility of an exploration program on a mineral property is dependent upon many factors beyond our control, including the existence and size of mineral deposits in the properties we explore, the proximity and capacity of processing equipment, market fluctuations of prices, taxes, royalties, land tenure, allowable production and environmental regulation. These factors cannot be accurately predicted and any one or a combination of these factors may result in us not receiving an adequate return on invested capital. These factors may have material and negative effects on our financial performance and our ability to continue operations.

Exploration and exploitation activities are subject to comprehensive regulation which may cause substantial delays or require capital outlays in excess of those anticipated causing an adverse effect on us.

Exploration and exploitation activities are subject to federal, provincial, state and local laws, regulations and policies, including laws regulating the removal of natural resources from the ground and the discharge of materials into the environment. Exploration and exploitation activities are also subject to federal, provincial, state and local laws and regulations which seek to maintain health and safety standards by regulating the design and use of drilling methods and equipment.

Environmental and other legal standards imposed by federal, provincial, state or local authorities may be changed and any such changes may prevent us from conducting planned activities or may increase our costs of doing so, which would have material adverse effects on our business. Moreover, compliance with such laws may cause substantial delays or require capital outlays in excess of those anticipated, thus causing an adverse effect on us. Additionally, we may be subject to liability for pollution or other environmental damages that we may not be able to or elect not to insure against due to prohibitive premium costs and other reasons. Any laws, regulations or policies of any government body or regulatory agency may be changed, applied or interpreted in a manner which will alter and negatively affect our ability to carry on our business.

Title to mineral properties is a complex process and we may suffer a material adverse effect in the event one or more of our property interests are determined to have title deficiencies.

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. We cannot give an assurance that title to our property will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that we do not have title to one or more of our properties could cause us to lose any rights to explore, develop and mine any minerals on that property, without compensation for our prior expenditures relating to such property.

We have a very small management team and the loss of any member of our team may prevent us from implementing our business plan in a timely manner.

We have two executive officers and a limited number of additional consultants upon whom our success largely depends. We do not maintain key person life insurance policies on our executive officers or consultants, the loss of which could seriously harm our business, financial condition and results of operations. In such an event, we may not be able to recruit personnel to replace our executive officers or consultants in a timely manner, or at all, on acceptable terms.

Because our property interests may not contain mineral deposits and because we have never made a profit from our operations, our securities are highly speculative and investors may lose all of their investment in our company.

Our securities must be considered highly speculative, generally because of the nature of our business and our stage of operations. We currently have exploration stage property interests which may not contain mineral deposits. We may or may not acquire additional interests in other mineral properties but we do not have plans to acquire rights in any specific mineral properties as of the date of this report. Accordingly, we have not generated significant revenues nor have we realized a profit from our operations to date and there is little likelihood that we will generate any revenues or realize any profits in the short term. Any profitability in the future from our business will be dependent upon locating and exploiting mineral deposits on our current properties or mineral deposits on any additional properties that we may acquire. The likelihood that any mineral properties that we may acquire or have an interest in will contain commercially exploitable mineral deposits is extremely remote. We may never discover mineral deposits in respect to our current properties or any other area, or we may do so and still not be commercially successful if we are unable to exploit those mineral deposits profitably.

As we face intense competition in the mineral exploration and exploitation industry, we will have to compete with our competitors for financing and for qualified managerial and technical employees.

Our competition includes large established mining companies with substantial capabilities and with greater financial and technical resources than us. As a result of this competition, we may have to compete for financing and be unable to acquire financing on terms we consider acceptable. We may also have to compete with the other mining companies for the recruitment and retention of qualified managerial and technical employees. If we are unable to successfully compete for financing or for qualified employees, our exploration programs may be slowed down or suspended, which may cause us to cease operations.

Our future is dependent upon our ability to obtain financing and if we do not obtain such financing, we may have to cease our exploration activities and investors could lose their entire investment.

There is no assurance that we will operate profitably or will generate positive cash flow in the future. We require additional financing in order to proceed with the exploration and development of our property. We will also require additional financing for the fees we must pay to maintain our status in relation to the rights to our properties and to pay the fees and expenses necessary to operate as a public company. We will also need more funds if the costs of the exploration of our mineral claims are greater than we anticipated. We will require additional financing to sustain our business operations if we are not successful in earning revenues. We will also need further financing if we decide to obtain additional mineral properties. We currently do not have any arrangements for further financing and we may not be able to obtain financing when required. Our future is dependent upon our ability to obtain financing. If we do not obtain such financing, our business could fail and investors could lose their entire investment.

Complying with environmental and other government regulations could be costly and could negatively impact our production.

Our business is governed by numerous laws and regulations at various levels of government. These laws and regulations govern the operation and maintenance of our facilities, the discharge of materials into the environment and other environmental protection issues. Such laws and regulations may, among other potential consequences, require that we acquire permits before commencing mining operations and restrict the substances that can be released into the environment.

Under these laws and regulations, we could be liable for personal injury, clean-up costs and other environmental and property damages, as well as administrative, civil and criminal penalties. Prior to commencement of mining operations, we may secure limited insurance coverage for sudden and accidental environmental damages as well as environmental damage that occurs over time. However, we do not believe that insurance coverage for the full potential liability of environmental damages is available at a reasonable cost. Accordingly, we could be liable, or could be required to cease production on properties, if environmental damage occurs.

The costs of complying with environmental laws and regulations in the future may harm our business. Furthermore, future changes in environmental laws and regulations could result in stricter standards and enforcement, larger fines and liability, and increased capital expenditures and operating costs, any of which could have a material adverse effect on our financial condition or results of operations.

Risks Related to our Common Stock

Because we do not intend to pay any cash dividends on our shares of common stock in the near future, our shareholders will not be able to receive a return on their shares unless they sell them.

We intend to retain any future earnings to finance the development and expansion of our business. We do not anticipate paying any cash dividends on our common stock in the near future. The declaration, payment and amount of any future dividends will be made at the discretion of the board of directors, and will depend upon, among other things, the results of operations, cash flows and financial condition, operating and capital requirements, and other factors as the board of directors considers relevant. There is no assurance that future dividends will be paid, and if dividends are paid, there is no assurance with respect to the amount of any such dividend. Unless we pay dividends, our shareholders will not be able to receive a return on their shares unless they sell them.

A decline in the price of our common stock could affect our ability to raise further working capital and adversely impact our ability to continue operations.

A prolonged decline in the price of our common stock could result in a reduction in the liquidity of our common stock and a reduction in our ability to raise capital. Because a significant portion of our operations have been and will be financed through the sale of equity securities, a decline in the price of our common stock could be especially detrimental to our liquidity and our operations. Such reductions may force us to reallocate funds from other planned uses and may have a significant negative effect on our business plan and operations, including our ability to develop new products and continue our current operations. If our stock price declines, we can offer no assurance that we will be able to raise additional capital or generate funds from operations sufficient to meet our obligations. If we are unable to raise sufficient capital in the future, we may not be able to have the resources to continue our normal operations.

The market price for our common stock may also be affected by our ability to meet or exceed expectations of analysts or investors. Any failure to meet these expectations, even if minor, may have a material adverse effect on the market price of our common stock.

Additional Information

We file annual and interim reports, information circulars and other information with certain Canadian securities regulatory authorities. The documents filed with the Canadian securities regulatory authorities are available at http://www.sedar.com.

Approval

The Board of Directors of Spearmint Resources Inc. has approved the disclosure contained in this annual management discussion and analysis.