Rockland Minerals Corp.

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE QUARTER ENDED JUNE 30, 2012

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited financial statements and notes thereto for the three and six month periods ended June 30, 2012 of Rockland Minerals Corp. (the "Company"). Such financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

All dollar amounts are expressed in Canadian dollars unless otherwise indicated.

DATE

This MD&A is prepared as of August 24, 2012.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

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 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 precious and base metals, (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 the province of Quebec 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. 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, except as required by law. Additional information about these and other assumptions, risks and uncertainties are set out in the section entitled "Risk Factors" below.

DESCRIPTION OF BUSINESS

The Company was incorporated under the laws of the province of British Columbia on June 12, 2008. The Company is a junior mineral exploration company engaged in the business of acquiring, exploring and evaluating natural resource properties and has recently focused on the acquisition of interests in, and exploration for, Gold, Copper, Nickel, Platinum Group Metals in the province of Quebec, Canada. The Company completed an initial public offering on June 28, 2010 and began trading on the TSX Venture Exchange (the "Exchange") under the symbol "RL" on July 2, 2010. For further details, please see the final prospectus of the Company dated March 29, 2010, which is available on SEDAR at www.sedar.com This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited financial statements and notes thereto for the three and six month periods ended June 30, 2012 of Rockland Minerals Corp. (the "Company"). Such financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

The Company currently has four material exploration properties consisting of the Blue Lake copper- nickel-PGM property ("Blue Lake Property") Retty Lake copper-nickel-PGM property (the "Retty Lake Project"), the Schefferville Gold Property (the "Schefferville Gold Property") and the Ashuanipi gold property (the "Ashuanipi Property"), all located in the Schefferville area of Quebec, Canada, the details of which are set out below. The Company has not yet determined whether its property interests contain reserves that are economically recoverable. The recoverability of amounts shown for resource properties and related deferred exploration expenditures are dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development of the resource property and upon future profitable production or proceeds from the disposition thereof.

EXPLORATION ACTIVITY

BLUE LAKE PROPERTY – SCHEFFERVILLE REGION, QUEBEC, CANADA

On November 16, 2011, Rockland entered into an option and joint venture agreement with La Fosse Platinum Group Inc.("La Fosse") to earn a 55% interest in 5 BEPs and 5 CDCs in the southern Labrador Trough ("the Blue Lake property").

Under the option and joint venture agreement, the Company can acquire a 55-per-cent interest in the property over a four-year period by making cash payments totalling $350,000 and issuing a total of five million common shares and by spending $4.5-million in exploration on the property. The option and joint venture covers Blue Lake, Jimmick, Chance Lake, Glance Lake, Walsh Lake and Lac Aulneau properties. As of June 30, 2012, pursuant to the Blue Lake letter agreement the Company has paid $50,000 to La Fosse and has issued 1 million shares to La Fosse. The details of the cash and common share payments are provided below:

Cash and common share payments to La Fosse:

a) Payment of $50,000 before December 31, 2011 and 1,000,000 shares
b) $100,000 and 1,000,000 shares on or before the 1st anniversary of option agreement
c) $100,000 and 1,000,000 shares on or before the 2nd anniversary of option agreement
d) $100,000 and 1,000,000 shares on or before the 3nd anniversary of option agreement
e) 1,000,000 shares on or before the 4th anniversary of option agreement

Work commitment expenditures over a 4-year period:

a) $700,000 on or before the 1st anniversary of option agreement
b) $1,100,000 on or before the 2nd anniversary of option agreement
c) $1,200,000 on or before the 3rd anniversary of option agreement
d) $1,500,000 on or before the 4th anniversary of option agreement

Under the Blue Lake option and joint venture agreement, the Company is entitled to include in the expenditures charges for management supervision and administrative services of the Company equal to 12% of all expenditures made or incurred by the Company. Rockland at its sole election may earn an additional 20% interest, to 75%, in the Property upon written notice to that effect given to La Fosse, within 90 days of the earn in completion date by solely

funding all work leading to the delivery of a Bankable Feasibility Study on the property. Upon receipt of the Bankable Feasibility Study, the joint venture will proceed to fund the project on a pro rata basis and the standard dilution clause will apply. Upon receipt of a Bankable Feasibility Study, the parties to the joint venture will formally commit to fund mine construction on a pro rata basis. If one of the Parties is diluted to a 3% NSR Royalty in the Property, 1% can be purchased for $1 million by the other Party at any time.

RETTY LAKE PROJECT – SCHEFFERVILLE REGION, QUEBEC, CANADA

On June 30, 2008, the Company entered into an option agreement, as amended on January 14, 2010 (the "Retty Lake Option Agreement"), between the Company and Ernest D. Black, P. Eng. of Comox, British Columbia, whereby the Company was granted the sole and exclusive right and option to acquire an undivided 100% right, title and interest in all of the mineral claims consisting of 229 mineral claims in the Southern sector of the Labrador Trough area of north eastern Quebec, Canada (the "Retty Lake Project"). Pursuant to the Retty Lake Option Agreement, the Company has been granted the exclusive right and option to acquire an undivided 100% right, title and interest in and to the Retty Lake Project by issuing 2,000,000 Common Shares to E.D. Black (issued), and by incurring aggregate cumulative expenditures on the Retty Lake Project of $1,850,000 by December 30, 2012 in accordance with the following schedule:

- Year 1 and 2 – work commitment (on or prior to December 30, 2010): $270,000;
- Year 3 – work commitment (on or prior to December 30, 2011): $745,000; and
- Year 4 – work commitment (on or prior to March 31, 2014): $619,896

Under the Retty Lake Option Agreement, the Company is entitled to include in the expenditures charges for management supervision and administrative services of the Company equal to 10% of all expenditures made or incurred by the Company (a) under each contract with a third party involving an expenditure in excess of $1,000 and (b) on the Retty Lake Project or otherwise pursuant to the Retty Lake Option Agreement. As of December 31, 2010, Company had incurred total expenditures of $353,713 on the Retty Lake Property. This amount surpassed the $270,000 work commitment required by December 30, 2010 by $83,713. The Company was required to spend an additional $745,000 by December 31, 2011 and with the $83,713 additional expenditures from 2010 the the remaining work commitment for 2011 was $661,287. During the year ended December 31, 2011, the Company incurred total expenditures of $693,848 on the Retty Lake Property thereby completing the 2011 work commitment on the Retty Lake property. The total expenditures to December 31, 2011 including the 10% management fee totals $1,152,317, which surpassed the total year 1,2, and 3 work commitment of $1,015,000 by $137,317. During the six month period ended June 30, 2012, the Company incurred expenditures of $77,787. The Company is required to spend an additional $619,896 by December 31, 2014 to fulfill the total 4 year work commitment.

The Retty Lake Project is subject to a 3% net smelter return royalty ("NSR") from the sale of mineral products from the Retty Lake Project following the commencement of commercial production less allowable deductions, to be vested in E.D. Black upon the exercise of the option contemplated in the Retty Lake Option Agreement. The NSR is subject to a buy-back right of the Company to repurchase the NSR for $3,000,000 and in the event E.D. Black intends to sell all or part of the NSR, the Company has the right to require E.D. Black to sell all or part of the NSR to the Company (the "NSR ROFR") on the terms and conditions set out in a notice which will be open for acceptance by the Company for a period of 30 days from receipt of the notice.

Both parties have agreed that any property interest or mineral rights or claims acquired by either of them after June 30, 2008 within the area of mutual interest will become part of the Retty Lake Project and be subject to the Retty Lake Option Agreement.

Two field campaigns were conducted on the Retty Lake Project during August and September of 2008 on behalf of the Company. The first work consisted of wide area traverses that resulted in 96 rock samples which were fire assayed for Pt-Pd-Au and analyzed for a suite of 48 elements in search of "pathfinder" elements which may be useful in further prospecting. A second campaign focused on the Blue Lake North area where mineralized boulders were discovered. A soil grid was run over an area of more than one square kilometre and 490 soil samples were collected. These results form the basis of a technical report on the Retty Lake Project dated March 9, 2010 (the "Technical Report") prepared by Etienne Forbes, P. Geo. in accordance with National Instrument 43-101 *Standards of Disclosure for Mineral Properties* of the Canadian Securities Administrators ("NI 43-101"). The cost of the 2008 exploration was $126,901, before the Quebec mineral tax credit refund is applied.

During August 2010, Rockland carried out a helicopter-borne Time-Domain Electromagnetic (TDEM) and Magnetic survey on the Retty Lake property. The survey was flown in August 2010 by Geo Data Solutions, Inc. of Laval, Québec over the claims, consisting of a North Block and a South block, for a total of 1,767 line-kilometres.

During the months of May and June 2011, the Company completed a 1500 meter diamond drill program on Retty Lake property.

On May 7, 2012, E.D. Black granted the Company an extension on with respect to the Year 4 work commitment on Retty Lake. The Year 4 work commitment date was amended to March 31, 2014 and the work commitment amount is $686,345.

The Company will be required to raise additional funds in order to satisfy its obligations with respect to the Year 4 work commitment. E.D. Black is at arm's length to the Company. In the event that the Company is unable to raise such additional funds the Company may lose its interest in the Retty Lake Project.

SCHEFFERVILLE GOLD PROPERTY – SCHEFFERVILLE REGION, QUEBEC, CANADA

On June 15, 2011, Rockland acquired a 55% interest in the Schefferville Gold Property by completing $800,000 in exploration work, making cash payments totalling $60,000 and issuing 600,000 common shares to Western Troy Capital Resources Inc ("Western Troy") to complete the earn-in. Upon earn-in Rockland and Western Troy Capital Resources Inc formed a joint venture with Rockland having a 55% interest in the property and Western Troy Capital Resources Inc having a 45% interest. Subsequent to December 31, 2011, the Company further increased its participating interest in the Schefferville Gold property from 55% cent to 64% (leaving Western Troy with a 36% interest).

The option and joint venture agreement with Western Troy states that once a Scoping Study is completed by the parties, Rockland at its sole election may earn an additional 15% interest, to 70%, in the Property (the "Additional Interest") by solely funding a Bankable Feasibility Study. Rockland must notify Western Troy in writing of its election to exercise its right to earn the Additional Interest before the Bankable Feasibility Study is initiated or Western Troy has provided any funds for such Bankable Feasibility Study. Provided, however, that if Western Troy's interest in the Joint Venture is 35% or less at the time Rockland notifies Western Troy of such election, Rockland may only earn a maximum of 80% interest in the Property by funding the Bankable Feasibility Study and the Additional Interest earned by Rockland shall be reduced accordingly. Upon receipt of the Bankable Feasibility Study, the joint venture will proceed to fund the project on a pro rata basis and the standard dilution clause will apply.

Upon receipt of a Bankable Feasibility Study, the parties to the joint venture will formally commit to fund mine construction on a pro rata basis, and demonstrate funding to meet such obligation in a timely fashion. If either party is unable to meet its obligation at the construction decision point, such party's interest in the Property will be diluted in accordance with the dilution formula, and the diluting party will still be required to demonstrate partial funds available, subject to a further dilution as defined in the agreement. If the diluting party is unable to provide funding in order to maintain a 10% or above interest in the joint venture, its interest will then automatically be converted to a 2% NSR Royalty. Western Troy will retain a minimum 2% NSR Royalty in the Property of which 1% can be purchased for $1 million by Rockland at any time.

Under the Schefferville Gold Property Agreement, the Company is entitled to include in the expenditures charges for management supervision and administrative services of the Company equal to 10% of all expenditures made or incurred by the Rockland.

During May, 2011 the Company completed a low altitude, helicopter-borne magnetic survey on the Schefferville gold property. After completing its earn-in on the Schefferville Gold property, Rockland carried out a sampling program during the months of June and July 2011. Furthermore, Rockland carried out another sampling program during the months of September and October 2011. Joint venture partner, Western Troy Capital Resources Inc declined participation in this program and the program was carried out solely by Rockland. Subsequent to December 31, 2011, the Company further increased its participating interest in the Schefferville Gold property from 55% cent to 64%.

ASHUANIPI GOLD PROPERTY – SCHEFFERVILLE REGION, QUEBEC, CANADA

On August 8, 2009, the Company entered into a property option agreement, as amended on January 14 and July 18, 2010 and August 31, 2011 (the "Ashuanipi Agreement"), between the Company and E.D. Black, whereby the Company was granted an exclusive right and option to acquire an undivided 100% of the right, title and interest in and to the Ashuanipi Property. The original Ashuanipi Property consists of 16 mineral claims, located approximately 50 kilometres northeast of Schefferville, Quebec. Through additional staking the Ashuanipi Property now consists of 81 claims. Pursuant to the Ashuanipi Agreement, the Company granted 600,000 Ashuanipi Warrants of the Company (the "Ashuanipi Warrants") to E.D. Black, whereby each warrant entitles the holder to acquire one common share in the capital of the Company (a "Common Share") at an exercise price of $0.05 per Common Share until expiry on August 8, 2011 (expired). Pursuant to the Ashuanipi Agreement the Company has issued 500,000 Common Shares and is required to incur an aggregate of $1,300,000 in exploration expenditures as follows:

- incur $30,000 in exploration expenditures on the Ashuanipi Property prior to December 31, 2010;
- incur $nil in exploration expenditures on the Ashuanipi Property prior to December 31, 2011;
- incur $300,000 in exploration expenditures on the Ashuanipi Property prior to December 31, 2012;
- incur $400,000 in exploration expenditures on the Ashuanipi Property prior to December 31, 2013; and
- incur $570,000 in exploration expenditures on the Ashuanipi Property prior to December 31, 2014.

Under the Ashuanipi Agreement, the Company is entitled to include in the expenditures charges for management supervision and administrative services of the Company equal to 10% of all expenditures made or incurred by the Company (a) under each contract with a third party involving an expenditure in excess of $1,000 and (b) on the Ashuanipi Property or otherwise pursuant to the Ashuanipi Agreement. As of June 30, 2012, the Company has incurred total expenditures of $35,113 on the Ashuanipi Property.

The Ashuanipi Property is subject to a 3% net smelter return royalty (the "Ashuanipi NSR") from the sale of mineral products from the Ashuanipi Property following the commencement of commercial production less allowable deductions, to be vested in E.D. Black upon the exercise of the option contemplated in the Ashuanipi Agreement. The Ashuanipi NSR is subject to a buy-back right of the Company to repurchase the Ashuanipi NSR for $3,000,000 and in the event E.D. Black intends to sell all or party of the Ashuanipi NSR, the Company has the right to require E.D. Black to sell all or part of the Ashuanipi NSR to the Company (the "Ashuanipi NSR ROFR") on the terms and conditions set out in a notice which will be open for acceptance by the Company for a period of 30 days from receipt of the notice.

In July, 2010, Rockland completed a mapping, prospecting and sampling exploration program on the Ashuanipi Property. The Company did not undertake exploration work on the Ashuanipi Property in 2011. On August 31, E.D. Black granted Rockland an extension on the 2011 work commitment. The updated exploration expenditures details are provided above. In the fourth quarter of 2011, the Company sent notice to E.D. Black that it will not renew 65 of the 81 claims, instead opting to hold onto the original 16 mineral claims. As per the Ashuanipi Agreement, Rockland is leaving these 65 claims in good standing for a minimum period of 6 months before expiry.

OVERALL PERFORMANCE

The Company was incorporated on June 12, 2008 and completed its initial public offering on June 28, 2010 and began trading on the TSX Venture Exchange (the "Exchange") under the symbol "RL" on July 2, 2010. As an exploration stage company, the Company has not generated revenues to date from its properties and anticipates that it will continue to require equity financing to fund operations until such time as its properties are put into commercial production on a profitable basis. Since incorporation, the Company identified the base metals, primarily Copper and Nickel, and the Precious Metals, including Platinum Group Elements ("PGE's") and Gold, sectors as a viable business opportunity to increase shareholder value. During the time since inception, the Company entered into Agreements regarding the Retty Lake Project, Ashuanipi Property, Schefferville Gold Property and the Blue Lake Property. As a result, the Company incurred costs in connection with the acquisition of the projects and exploration programs on the four properties. Net loss for the year ended December 31, 2011 was $1,440,643 compared to $1,244,274 for the year ended December 31, 2010. During the three month period ended March 31,

2012, the Company had an operating loss of $416,080. Net loss for the three months ended June 30, 2012 was $416,080 compared to a loss of $991,375 for the three month period ended June 30, 2011, Managements intends to concentrate its activities on the Copper, Nickel, PGM and Gold sectors and anticipates that expenses will increase during the foreseeable future as the Company carries out its exploration activities on its Quebec exploration properties.

RESULTS OF OPERATIONS

Quarter ended June 30, 2012

During the quarter ended June 30, 2012, the Company incurred expenses of $416,080, primarily exploration expenses of $289,167 relating to the Blue Lake and Retty Lake Properties, salaries and benefits of $38,654, stock based compensation of $23,811, and consulting fees of $8,000. Net loss for the three months ended June 30, 2012 was $416,080. In comparison, during the quarter ended June 30, 2011, the Company incurred expenses of $991,375, primarily exploration expenses of $725,412 relating to the Retty Lake and Schefferville Properties, salaries and benefits of $33,752, professional fees (accounting and legal) of $31,433, and regulatory and filing fees of $14,402. Net loss for the quarter ended June 30, 2011 was $991,375.

SUMMARY OF QUARTERLY RESULTS

The following is a summary of the Company's financial results for the eight most recently completed quarters:

	Quarter Ended June 30, 2012 $	**Quarter Ended March 31, 2012 $**	**Quarter Ended December 31, 2011 $**	**Quarter Ended September 30, 2011 $**	**Quarter Ended June 30, 2011 $**	**Quarter Ended March 31, 2011 $**	**Quarter Ended December 31, 2010 $**	**Quarter Ended September 30, 2010 $**
	06/30/2012	03/31/2012	12/31/2011	9/30/2011	6/30/2011	3/31/2011	12/31/2010	9/30/2010
Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net loss	(416,080)	(89,740)	(68,245)	(195,574)	(991,375)	(185,449)	(480,537)	(687,091)
Loss per share, basic and diluted	(0.01)	(0.01)	(0.01)	(0.01)	(0.04)	(0.01)	(0.04)	(0.05)

As a mineral exploration company, the Company has not generated any revenues to date from its properties. On a quarter-by-quarter basis the loss can fluctuate significantly due to exploration activities during the period, and the timing of stock option grants.

During the quarter ended June 30, 2012, the Company incurred expenses of $416,080, primarily exploration expenses of $289,167 relating to the Blue Lake and Retty Lake Properties, salaries and benefits of $38,654, stock based compensation of $23,811, consulting fees of $8,000, and Investor Relation fees of $18,638. Net loss for the three months ended June 30, 2011 was $416,080.

An analysis of the quarterly results over the last eight quarters shows only moderate changes in financial performance quarter by quarter from the quarters ended June 30, 2010 to September 30, 2010. There is a significant increase in expenditures and net loss for the Company during the quarters ended September 30, 2010 to December 31, 2011 due to the Company initiating exploration programs on the properties. The Company did not have exploration expenditures during the quarters prior to three months ended September 30, 2010. Exploration expenditures for the quarters ended June 30, 2011, September 30, 2011, December 31, 2011and March 31, 2012 were $725,412, $126,288,$123,666 and $85,538 respectively. The Company conducted a 1500 meter drill program on the Schefferville property during September and October 2010, which increased the expenditures dramatically during those two quarters. The Company completed a 1500 meter drill program on the Retty Lake Property during the three month period ended June 30, 2011, which resulted in higher expenditures. The Company completed a field sampling program on the Schefferville Gold Property during the three month period ended September 30, 2011, which resulted in exploration expenditures. During the three months periods ended December 31, 2011 and March 31, 2012 the Company has incurred exploration expenses primarily from data compilation work and engineering work on the Blue Lake project. During the three month period ended June 30, 2012 the Company prepaid and incurred costs for a 1500 meter drill program that started on the Blue Lake property at the beginning of July 2012.

Management anticipates expenditures to increase slightly or to remain similar to the last six quarters as exploration will continue on all of the Company's properties. Other expenditures should remain relatively stable going forward as management does not anticipate additional costs related to the Company's activities.

During the quarters ended September 30, 2009 to March 31, 2010, the Company was a private entity. Expenses incurred during these quarters were primarily professional fees consisting of legal and accounting fees in preparation for the Initial Public Offering which completed on June 28, 2010. During the quarter ended June 30, 2010 the Company incurred similar accounting and legal expenses along with filing fees relating to the IPO. The Company did not incur any exploration expenses during the quarters ended June 30, 2009 to June 30, 2010.

Upon completion of the IPO and beginning during the quarter ended September 30, 2010, the company initiated exploration programs on the Blue Lake, Retty Lake, Schefferville, and Ashuanipi properties. As a result of the exploration, expenses significantly increased during and since the quarter ended September 30, 2010 and therefore the net loss for each period also increased significantly. Exploration expenses incurred during the three month periods ended September 30, 2010 and December 31, 2010 were $384,461 and $403,944 respectively. Management anticipates similar or slightly increased expenses and net losses going forward as exploration continues on the Blue Lake, Retty Lake, Schefferville, and Ashuanipi properties.

USE OF PROCEEDS FOR EXPLORATION

The Company has completed an IPO and five subsequent flow-through financings. A portion of the IPO proceeds were budgeted for the Retty Lake project while the proceeds from the flow-through financings were budgeted for all four of the Company's properties. Below is a summary of the budgeted proceeds and actual expenditures.

	Financing & Budget		Exploration	
	IPO	Flow-through	Expenditures	Variance
Property	$	$	$	$
Blue Lake	0	290,000	286,287	3,713
Retty Lake	250,000	730,000	980,238	(238)
Schefferville	0	950,000	959,415	(9,415)
Ashuanipi	0	40,000	35,113	4,887

The Company has been successful in meeting the budgeted expenditures with very little variance. In the cases of the there is a variance, the expenditures have come in only slightly different than budgeted. In such cases the proceeds are carried forward and spent on the future exploration programs or the budget is adjusted on the other projects. The qualifying expenditures from flow-through proceeds have been made at the date of this MD&A.

LIQUIDITY

The Company has not begun commercial production on any of its resource properties and accordingly, the Company does not generate cash from operations. The Company finances exploration activities by raising capital from equity markets. The Company may encounter difficulty sourcing future financing in light of the recent economic downturn.

The Company had cash of $696,405 at June 30, 2012 and $439,929 at June 30, 2011, and the Company had a working capital of $716,898 at June 30, 2012 and $143,914 at June 30, 2011.

On February 10, 2012, the Company issued 266,666 common shares at $0.15 per share for proceeds of $40,000. There was no compensation paid in connection with this share issuance.

On March 20, 2012, the Company issued 178,571 non flow-through units at $0.14 per unit and 2,941,176 flow-through units at $0.17 per unit for total proceeds of $525,000. Each non flow-through unit consisted of one common share and one-half share purchase warrant. Each whole share purchase warrant entitles the holder to acquire one common share at an exercise price of $0.22 per share for a period of eighteen months. Each flow-through unit consisted of one flow-through common share and one-half share purchase warrant. Each whole share purchase

warrant entitles the holder to acquire one common share at $0.25 per share for a period of eighteen months. In connection with this private placement, the Company paid a commission of $36,750 and granted 247,579 agent's options exercisable at $0.14 per share for a period of eighteen months.

On April 10, 2012, the Company issued 714,286 units at $0.14 per unit for proceeds of $100,000. Each unit consisted of one common share and one-half share purchase warrant. Each whole share purchase warrant entitles the holder to acquire one common share at an exercise price of $0.22 per share for a period of eighteen months. The Company paid a 3 percent administration fee in connection with this share issuance.

On April 29, 2011, the Company issued 5,414,411 flow-through units at $0.17 per unit for proceeds of $920,449. Each unit consisted of one flow-through common share and one-half share purchase warrant. Each whole share purchase warrant entitles the holder to acquire one additional common share at an exercise price of $0.26 per share for a period of eighteen months. The Company also issued 1,848,333 units at $0.15 per unit for proceeds of $277,250. Each unit consisted of one common share and one-half share purchase warrant. Each whole share purchase warrant entitles the holder to acquire one additional common share at an exercise price of $0.28 per share for a period of eighteen months.

On November 18, 2011, the Company issued 2,142,000 flow-through units at $0.14 per unit for proceeds of $299,880. Each unit consisted of one flow-through common share and one-half share purchase warrant. Each whole share purchase warrant entitles the holder to acquire one additional common share at an exercise price of $0.20 per share for a period of eighteen months. The Company also issued 833,333 units at $0.12 per unit for proceeds of $100,000. Each unit consisted of one common share and one-half share purchase warrant. Each whole share purchase warrant entitles the holder to acquire one additional common share at an exercise price of $0.20 per share for a period of eighteen months.

On November 25, 2011, the Company issued 1,789,286 flow-through units at $0.14 per unit for proceeds of $250,500. Each unit consisted of one flow-through common share and one-half share purchase warrant. Each whole share purchase warrant entitles the holder to acquire one additional common share at an exercise price of $0.20 per share for a period of eighteen months. The Company also issued 25,000 units at $0.12 per unit for proceeds of $3,000. Each unit consisted of one common share and one-half share purchase warrant. Each whole share purchase warrant entitles the holder to acquire one additional common share at an exercise price of $0.20 per share for a period of eighteen months.

If additional funds are required, the Company plans to raise additional capital primarily through the private placement of its equity securities. Under such circumstances, there is no assurance that the Company will be able to obtain further funds required for the Company's continued working capital requirements. Due to the recovery from the global financial crisis, the Company may find it increasingly difficult to raise the funds required to continue the Company's operations. Share prices have undergone significant decreases and any issuance of the Company's equity securities in the near future may result in substantial dilution to the Company's existing shareholders.

CAPITAL RESOURCES

The Company has capital commitments in connection with its four exploration properties. The Company holds interests in 5 BEPs and 5 CDCs (Claims) with regards to the Blue Lake Property Option and is required to spend a total of $700,000 by November 16, 2012 to keep the property interests in good standing. The Company holds interests in 229 Claims on the Retty Lake Project and is required to spend a total of $619,896 by March 31, 2014 to keep the property interests in good standing. The Company is required to spend $nil on the Ashuanipi Property (16 claims) on or before December 31, 2012 in order to maintain the option on such property (please see subsequent events below). The Company is not required to make further expenditures on the Schefferville Gold Property in 2012 to maintain its interest in the property.

Additional funds will need to be raised to meet the requirements on the Retty Lake and Blue Lake Properties for 2013.

Operating Activities

The Company used net cash of $414,368 in operating activities during the three month period ended June 30, 2012 compared to $730,519 during the three month period ended June 30, 2011.

Financing Activities

The Company received net cash of $97,000 in financing activities during the three month period ended June 30, 2012 through the issuance of the Company's common shares net of issuance costs. The Company received net cash of $985,755 from financing activities during the three month period ended June 30, 2011.

Investing Activities

The Company used cash of $nil in investing activities during the three month period ended June 30, 2012 and $40,000 during the three month period ended June 30, 2011 for mineral property acquisition costs.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

(a) During the three month period ended June 30, 2012, the amount of $18,000 (2011 – $17,525) was paid to a director for geological work performed on the mineral properties.

(b) During the three month period ended June 30, 2012, the Company paid $18,000 (2011 – $17,000) in salary to the President of the Company.

(c) During the three month period ended June 30, 2012, the Company paid $18,000 (2011 – $14,500) in salary to the Chief Financial Officer of the Company.

(d) As at June 30, 2012, the amount of $5,846 (2011 - $2,885) was owed to a director of the Company, which is non-interest bearing, unsecured, and due on demand.

PROPOSED TRANSACTIONS

There are no proposed transactions that have not been disclosed herein.

SUBSEQUENT EVENTS

(a) On July 18, 2012 the Company returned 16 claims to E.D. Black (the optionor) that make up the Ashuanipi property. The return of these claims cancels the Ashuanipi Option agreement dated January 14, 2010.

(b) On August 8, 2012, the Company announced a 125,000 share private placement at $0.16 per share for proceeds of $20,000. The placement is expected close before the end of August.

SIGNIFICANT CHANGES TO ACCOUNTING POLICIES

Transition to IFRS

The Company's first interim IFRS financial statements were for the three month period ended March 31, 2011.

The accounting policies set out in Note 2 have been applied in preparing the financial statements for the three month period ended June 30, 2012, and the comparative information presented in these financial statements for the three month period ended June 30, 2011.

First Time Adoption of IFRS

The Company has adopted IFRS on January 1, 2011 with a transition date of January 1, 2010. Under IFRS 1, "First Time Adoption of International Financial Reporting Standards ("IFRS 1"), the IFRS standards are applied

retrospectively at the transition date with all adjustments to assets and liabilities as stated under GAAP taken to deficit, with IFRS providing certain optional and mandatory exemptions to this principle.

The Company has elected to apply the following optional exemptions:

Share-based payment transactions

IFRS 1 encourages, but does not require, first-time adopters to apply IFRS 2, *"Share-based Payment"* to equity instruments that were granted on or before November 7, 2002, or equity instruments that were granted subsequent to November 7, 2002 and vested before the later of the date of transition to IFRS and January 1, 2005. The Company has elected not to apply IFRS 2 to awards that vested prior to January 1, 2010.

Fair value as deemed cost

The Company may elect among two options when measuring the value of its assets under IFRS. It may elect, on an asset by asset basis, to use either historical cost as measured under retrospective application of IFRS or fair value of an asset at the opening balance sheet date. The Company has elected to use historical cost for its mineral property costs.

Reconciliation to previously reported financial statements

Share-based payments

Under IFRS, each tranche of an award with different vesting dates is considered a separate grant for the calculation of fair value, and the resulting fair value is amortized over the vesting period of the respective tranches. Forfeiture estimates are recognized in the period they are estimated, and are revised for actual forfeitures in subsequent periods.

Under Canadian GAAP, the fair value of share-based awards with graded vesting are calculated as one grant and the resulting fair value is recognized on a straight-line basis over the vesting period. Forfeitures of awards are recognized as they occur.

As share-based awards were fully vested when issued, the transition from Canadian GAAP to IFRS had no material impact on the statements of financial position or operations.

Flow-through shares

Under IFRS, the proceeds from flow-through shares are allocated between the offering of the share and the sale of the tax benefits. The allocation is based on the difference between the amount the investor pays for the flow-through shares and the share prices as of the date the transaction is approved. A liability is recognized for the premium, and extinguished when the tax effect of the temporary differences, resulting from incurring the relevant expenditure, is recorded.

Under Canadian GAAP, the Company recorded the gross proceeds relating to the flow-through shares to share capital at the time of issuance. The Company then recorded a charge (reduction) to share capital at the time the tax benefits of the flow-through shares were renounced to the investors. The charge was calculated by multiplying the amount of the renounced tax benefits (which are equal to the proceeds of the flow-through share issue) by the effective tax rate at the time. The offset would go to the deferred tax liability to reflect the fact that the Company could no longer use the tax attributes for its benefit.

Accounting Standards Issued But Not Yet Effective

A number of new standards, and amendments to standards and interpretations, are not yet effective for the three month period ended June 30, 2012, and have not been applied in preparing the financial statements.

(i) Effective for annual periods beginning on or after July 1, 2011:

Amendments to IFRS 7, "Financial Instruments: Disclosures"

Increase in disclosure with regards to the transfer of financial assets, especially if there is a disproportionate amount of transfer transactions that take place around the end of a reporting period.

(ii) Effective for annual periods beginning on or after July 1, 2012:

Amendments to IAS 1 "Presentation of Financial Statements"

In June 2011, the IASB issued amendments to IAS 1 to require companies to group together items within other comprehensive income ("OCI") that may be reclassified to the statement of income. The amendments also reaffirm existing requirements that items in OCI and profit or loss should be presented as either a single statement or two separate statements. The amendments are to be applied retrospectively.

(iii) Effective for annual periods beginning on or after January 1, 2013:

New standard IFRS 9, "Financial Instruments"

Partial replacement of IAS 39, "Financial Instruments: Recognition and Measurement". IFRS 9 introduces new requirements for how an entity should classify and measure financial assets that are in the scope of IAS 39. The standard requires all financial assets to be classified on the basis of the entity's business model for managing the financial assets, and the contractual cash flow characteristics of the financial asset. A financial asset is measured at amortized cost if two criteria are met: (a) the objective of the business model is to hold the financial asset for the collection of the contractual cash flows, and (b) the contractual cash flows under the instrument solely represent payments of principal and interest. If a financial asset meets the criteria to be measured at amortized cost, it can be designated at fair value through profit or loss under the fair value option, if doing so would significantly reduce or eliminate an accounting mismatch. If a financial asset does not meet the business model and contractual terms criteria to be measured at amortized cost, then it is subsequently measured at fair value. In October 2010, the IASB issued additions to IFRS 9 relating to accounting for financial liabilities. Under the new requirements, an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss.

New Standard IFRS 10, "Consolidated Financial Statements"

In May 2011, the IASB issued IFRS 10 to replace portions of IAS 27, "Consolidated and Separate Financial Statements" and interpretation SIC-12, "Consolidated - Special Purpose Entities". IFRS 10 incorporates a single model for consolidating all entities that are controlled and revises the definition of control to be "An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the current ability to affect those returns through its power over the investee". Along with control, the new standard also focuses on the concept of power, both of which will include a use of judgement and a continuous reassessment as facts and circumstances change.

(iii) Effective for annual periods beginning on or after January 1, 2013 (continued):

New standard IFRS 11, "Joint Arrangements"

In May 2011, the IASB issued IFRS 11 to replace IAS 31, "Interest in Joint Ventures". The new standard will apply to the accounting for interest in joint arrangements where there is joint control. Joint arrangements will be separated into joint ventures and joint operations. The structure of the joint arrangement will no longer be the most significant factor on classifying a joint arrangement as either a joint operation or a joint venture. Proportionate consolidations will be removed and replaced with equity accounting.

New standard IFRS 12 "Disclosure of Interest in Other Entities"

In May 2011, the IASB issued IFRS 12. The new standard includes disclosure requirements about subsidiaries, joint ventures and associates, as well as unconsolidated structured entities and replaces existing disclosure requirements.

New standard IFRS 13, "Fair Value Measurement"

In May 2011, the IASB issued IFRS 13. The new standard converges IFRS and US GAAP on how to measure fair value and the related fair value disclosures. The new standard creates a single source of guidance for fair value measurements, where fair value is required or permitted under IFRS, by not changing how fair value is used but how it is measured. The focus will be on an exit price.

The Company has not early-adopted these new and revised standards and is currently assessing the impact that these standards will have on its financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments consist of cash, amounts receivable, accounts payable and accrued liabilities, and due to related parties. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest rate, currency or credit risks arising from these financial instruments. The fair values of these financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

During the three and six month periods ended June 30, 2012 and 2011, the Company incurred the following expenses:

	Six Month Period Ended June 30, 2012	Six Month Period Ended June 30, 2011	Quarter Ended June 30, 2012	Quarter Ended June 30, 2011
Exploration costs	$192,295	$849,170	$289,167	$725,412
General and administrative costs	$313,525	$327,655	$126,913	$265,963

An analysis of material components of the Company's general and administrative expenses is disclosed in the unaudited financial statements for the three and six month periods ended June 30, 2012 to which this MD&A relates. An analysis of the material components of the mineral property acquisition costs is disclosed in the notes to the unaudited financial statements for the three and six month periods ended June 30, 2012 to which this MD&A relates.

The Company had four exploration properties during the three month period ended June 30, 2012 pursuant to the Blue Lake Option and Joint Venture Agreement, dated November 16, 2011, the Retty Lake Option Agreement dated June 30, 2008, the Ashuanipi Agreement dated August 8, 2009 and the Schefferville Gold Property dated September 29, 2010. For the Blue Lake agreement, the Company can earn a 55% interest, subject to a 3% net smelter returns royalty. For the Retty and Ashuanipi agreements the Company was granted an option to acquire a 100% interest, subject to a 3% net smelter returns royalty. For the Schefferville Gold Property, the Company has earned a 64% interest from Western Troy Capital Resources Inc ("Western Troy"). Western Troy will retain a minimum 2% NSR Royalty in the Property of which 1% can be purchased for $1 million by Rockland at any time.

DISCLOSURE OF OUTSTANDING SHARE DATA

Common Shares

The Company's common shares are listed on the TSX Venture Exchange under the symbol "RL". The Company's authorized share capital consists of an unlimited number of common shares without par value. As at August 22, 2012 the Company had 36,130,204common shares issued and outstanding.

Share Purchase Warrants

As at August 22, 2012, the following share purchase warrants were outstanding:

Number of warrants outstanding	Exercise price $	Expiry date
1,428,571	0.35	September 7, 2012
750,000	0.36	December 2, 2012
2,707,205	0.28	October 28, 2012
924,166	0.26	October 28, 2012
1,487,667	0.20	May 18, 2013
907,143	0.20	May 25, 2013
89,285	0.17	September 20, 2013
1,470,588	0.22	September 20, 2013
357,143	0.22	April 10, 2013
10,121,768		

Stock Options

The Company had 2,915,600 stock options outstanding as at August 22, 2012 which had the following characteristics:

Number of Options	Exercise Price	Expiry Date
600,000	$0.15	October 1, 2019
375,000	$0.15	July 5, 2015
470,000	$0.15	October 28, 2012
70,600	$0.26	May 1, 2013
600,000	$0.20	January 27, 2022
350,000	$0.20	January 27, 2014
250,000	$0.20	February 1, 2012
200,000	$0.20	May 10, 2017

As at August 22, 2012, the Company also had the following agent's options outstanding:

On April 29, 2011, the Company granted 553,019 agent's options exercisable at $0.26 per unit expiring on October 28, 2012. Each unit will consist of one common share and one-half share purchase warrant. Each whole share purchase warrant is exercisable at $0.20 per common share expiring on October 28, 2013.

On November 18, 2011, the Company granted 238,026 agent's options exercisable at $0.12 per unit expiring on May 18, 2013. Each unit will consist of one common share and one-half share purchase warrant. Each whole share purchase warrant is exercisable at $0.20 per common share expiring on May 18, 2013.

On November 25, 2011, the Company granted 145,142 agent's options exercisable at $0.12 per unit expiring on May 25, 2013. Each unit will consist of one common share and one-half share purchase warrant. Each whole share purchase warrant is exercisable at $0.20 per common share expiring on May 25, 2013.

On September 8, 2010, the Company granted 285,714 agents' options exercisable at $0.175 per unit were outstanding. Each unit will consist of one common share and one-half share purchase warrant. Each whole share purchase warrant is exercisable at a price of $0.27 per common share for the first year and $0.35 per common share for the second year, expiring on September 7, 2012.

On March 20, 2012 , the Company granted 247,579 agent's options exercisable at $0.14 per common share expiring on September 20, 2013.

RISK FACTORS

Much of the information included in this report includes or is based upon estimates, projections or other forward-looking statements. Such forward-looking statements include any projections or estimates made by the Company and its management in connection with the Company's business operations. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect the Company's current judgment regarding the direction of its business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein. Except as required by law, the Company undertakes no obligation to update forward-looking statements to reflect events or circumstances occurring after the date of such statements.

Such estimates, projections or other forward-looking statements involve various risks and uncertainties as outlined below. The Company cautions readers of this report that important factors in some cases have affected and, in the future, could materially affect actual results and cause actual results to differ materially from the results expressed in any such estimates, projections or other forward-looking statements. In evaluating the Company, its business and any investment in its business, readers should carefully consider the following factors:

Risks Related to the Company's Business

Because of the unique difficulties and uncertainties inherent in mineral exploration ventures, the Company faces 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 the Company intends to undertake on its properties and any additional properties that the Company 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 the Company in the exploration of its properties may not result in the discovery of mineral deposits. Any expenditures that the Company may make in the exploration of any other mineral property that it 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 the Company's exploration do not reveal viable commercial mineralization, the Company may decide to abandon some or all of its property interests.

Loss of Interest In Properties

The Company's ability to maintain an interest in the properties optioned by the Company will be dependent on its ability to raise additional funds by equity financing. Failure to obtain additional financing may result in the Company being unable to make the periodic payments required to keep the property interests in good standing and could result in the delay or postponement of further exploration and or the partial or total loss of the Company's interest in the properties optioned by the Company, including the Qualifying Property.

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

The Company intends to continue exploration on its current properties and the Company may or may not acquire additional interests in other mineral properties. The search for mineral deposits as a business is extremely risky. The Company can provide investors with no assurance that exploration on its current properties, or any other property that the Company may acquire, will establish that any commercially exploitable quantities of mineral deposits exist. Additional potential problems may prevent the Company 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 the Company is unable to establish the presence of mineral deposits on its properties, its ability to fund future exploration activities will be impeded, the Company will not be able to operate profitably and investors may lose all of their investment in the Company.

The potential profitability of mineral ventures depends in part upon factors beyond the control of the Company and even if the Company discovers and exploits mineral deposits, the Company may never become commercially viable and the Company may be forced to cease operations.

The commercial feasibility of an exploration program on a mineral property is dependent upon many factors beyond the Company's control, including the existence and size of mineral deposits in the properties the Company explores, 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 the Company not receiving an adequate return on invested capital. These factors may have material and negative effects on the Company's financial performance and its 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 the Company.

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 the Company from conducting planned activities or may increase its costs of doing so, which would have material adverse effects on its 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 the Company. Additionally, the Company may be subject to liability for pollution or other environmental damages that the Company 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 the Company's ability to carry on its business.

Title to mineral properties is a complex process and the Company may suffer a material adverse effect in the event one or more of its 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. Although the Company has obtained a title opinion in respect to its Retty Lake Project interests, the Company cannot give an assurance that title to such property will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that the Company does not have title to one or more of its properties could cause the Company to lose any rights to explore, develop and mine any minerals on that property, without compensation for its prior expenditures relating to such property.

The properties optioned by the Company may now or in the future be the subject of first nations land claims. The legal nature of aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the

Company's ownership interest in the properties optioned by the Company cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of aboriginal rights in the area in which the properties optioned by the Company are located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with first nations in order to facilitate exploration and development work on the properties optioned by the Company.

Because the Company's property interests may not contain mineral deposits and because it has never made a profit from its operations, the Company's securities are highly speculative and investors may lose all of their investment in the Company.

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

As the Company faces intense competition in the mineral exploration and exploitation industry, the Company will have to compete with the Company's competitors for financing and for qualified managerial and technical employees.

The Company's competition includes large established mining companies with substantial capabilities and with greater financial and technical resources than the Company. As a result of this competition, the Company may have to compete for financing and be unable to acquire financing on terms it considers acceptable. The Company may also have to compete with the other mining companies for the recruitment and retention of qualified managerial and technical employees. If the Company is unable to successfully compete for financing or for qualified employees, the Company's exploration programs may be slowed down or suspended, which may cause the Company to cease operations as a company.

The Company's future is dependent upon its ability to obtain financing and if the Company does not obtain such financing, the Company may have to cease its exploration activities and investors could lose their entire investment.

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

The Company's directors and officers are engaged in other business activities and accordingly may not devote sufficient time to the Company's business affairs, which may affect its ability to conduct operations and generate revenues.

The Company's directors and officers are involved in other business activities. As a result of their other business endeavours, the directors and officers may not be able to devote sufficient time to the Company's business affairs, which may negatively affect its ability to conduct its ongoing operations and its ability to generate revenues. In addition, the management of the Company may be periodically interrupted or delayed as a result of its officers' other business interests.

Risks Relating to the Company's Common Stock

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

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

ADDITIONAL INFORMATION

Additional information about the Company is available on SEDAR at http://www.sedar.com.

BOARD APPROVAL

The board of directors of the Company has approved this MD&A.