



**MANAGEMENT'S DISCUSSION
AND
ANALYSIS**

Quarter Ending December 31, 2012

SGX Resources Inc.
Corporate Office
646 Erin Street
Winnipeg, MB. R3G 2V9
Canada

Date of Report: April 29, 2013

The following management discussion and analysis of the financial condition and results of operations of SGX Resources Inc. (the “Company”) is prepared and reported as at December 31, 2012 and should be read in conjunction with the Company’s interim financial statements and notes thereto for the quarter ended December 31, 2012. Additional information about the Company has been filed with applicable Canadian securities regulatory authorities and is available at www.sedar.com.

The information provided herein is given as of April 29, 2013 unless otherwise indicated.

FORWARD LOOKING STATEMENT

This management discussion and analysis contains “forward-looking statements” which reflect management’s expectations regarding the Company’s future growth, results of operations, performance and business prospects and opportunities. Such forward-looking statements may include, but are not limited to, statements with respect to the future financial or operating performance of the Company and its projects, the future price of gold or other metal prices, capital, operating and exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, requirements for additional capital, government regulation of mining operations, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of regulatory matters. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or variations (including negative variations” of such words and phrases, or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others: general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; conclusions of economic evaluations; fluctuations in currency exchange rates; changes in project parameters as plans continue to be refined; changes in labour costs; future prices of gold or other metal prices; possible variations of mineral grade; accidents, hazards, cave-ins, pit-wall failures, flooding, rock bursts and other acts of God or unfavourable operating conditions and losses, insurrection or war; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; and actual results of reclamation activities. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this management discussion and analysis and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

OVERVIEW OF THE BUSINESS

The Company was incorporated under the Canada Business Corporations Act on December 5, 2008. The Company did not commence active business operations until it acquired an interest in certain option agreements from San Gold Corporation (“San Gold”) on December 4, 2009. The current business of the Company is exploration and development of its mineral properties.

OVERALL PERFORMANCE

Timmins South:

SGX Resources has undertaken an extensive diamond drilling program on the Timmins South or Sothman property since September of 2011 as a follow-up to geophysical targets with the objective of locating near surface gold deposits. This land package is located approximately 60 km to the south of Timmins, Ontario, between the Young-Davidson mine to the east and the Cote Lake deposit to the west. Geophysical anomaly drilling for vein-style gold targets intersected what is now known as the Edleston Zone with drill holes #SL-11-14 and #SL-11-16 in late 2011. This discovery is located in the north-west quadrant of SGX’s claim group within the Sothman Township and has road access via Pine Street extending south from Timmins. The deposit dips moderately steeply to the south and strikes roughly at an azimuth of 100 degrees or east-southeast. More than 75 drill holes have been completed to date along 50 metre spaced sections, outlining a mineralized zone approximately 100 metres wide and over 600 metres long, drilled to a maximum depth of 250 metres while the zone continues to remain open in all directions. The favorable geological host rock package extends southwest and east for many kilometers in a horseshoe shape yielding many classic structural targets. SGX Resources has recently discovered a new high grade surface zone parallel and to the south of the Edleston Deposit as drilling moves eastward along strike including 6 metres of 68 grams per tonne. SGX Resources plans to continue to build on the size of the Edleston Deposit and to extend and explore the newly discovered high grade zone, as well as to continue determining mineral potential in the remainder of this property package.

Recent geophysical and geological work conducted by SGX has demonstrated that the Edleston Zone sits within the north limb of the host unit/horizon that stretches over 10 km to the east. This unit is broadly folded back toward the south and east immediately to the west of the deposit continuing under and near the contact with shallow sedimentary cover. Pronounced axial planes extend across the folded host unit. Regionally, this property appears to lie along the potential western extension of the Cadillac- Larder fault zone along which a number of major gold deposits are located. The host rock is an altered and sheared ultramafic that exhibits extensive silicification and contains quartz-carbonate in veins, veinlets and fracture fill. Mineralization is broadly distributed throughout the unit as pyrite in amounts of 3 to 5 per cent with trace chalcopyrite and occasional visible gold observed as well. Additional intercalated volcanic and meta sediment units lie to the north and south of the deposit, large felsic and mafic intrusive units are in contact with the northern volcanic rocks to the east beyond the SGX property boundaries. Along strike to the east of the Edleston zone by approximately 1.5 km lies the Sirola Zone, which exhibits similar geology and mineralization and contains some of the only outcropping in the region. The outcropping portion of this property consists of an altered reddish feldspar porphyry which lies in contact with mineralized ultramafic volcanic. These formations have a general strike of 100 degrees azimuth with a steep dip and are generally sheared and highly altered by carbonatization and silicification. Numerous trenches and test pits, believed to be from the early 1980’s are also located on the property.

Timmins North:

Activities at the Timmins North or Tully property, located approximately 25 km to the north of Timmins are focused on diamond drilling in order to expand on and further define the Tully gold deposit, first discovered in 1969 by McIntyre Mines. The Tully property has year round road access and is located immediately to the east of the Kidd Creek mine, and to the north of the Bell Creek milling facility. During the latter part of 2012 an internal study was undertaken focusing on the structural and geological setting in order to fully appreciate the potential for additional mineralization and its controls. What resulted is a different interpretation of vein geometry than past operators giving rise to a new exploration program consisting of steeply oriented drilling in order to intersect veining at perpendicular angles and to utilize drill footage more efficiently by intersecting numerous vein sets. In general terms, the Tully deposit is now interpreted to be a series of shallow dipping (extensional or ladder) stacked vein sets within a subvertical competent mafic tuff host that is bounded by ultramafic volcanic rocks to the south and sediments to the north. This host sequence of rocks all lie within the regional east-west Pipestone Fault corridor, a northern splay from the Porcupine-Destor Fault. Movement along this fault corridor gave rise to competence contrast in the tuff unit, allowing for dilation and the formation of extension fractures which became repositories for gold bearing hydrothermal fluids. The Tully deposit has been drilled over a 600 metre strike length to date, and to depths of over 200 metres, remaining open along strike and to depth. SGX Resources intends to continue its program of definition and exploration drilling along strike and to depth, focusing on high grade, near surface potential.

As well, the company holds a position in the Davidson-Tisdale gold deposit, a joint venture with Lexam-VG located in the heart of Timmins. Other strategic land positions are held in the west Timmins area and immediately west of Kirkland Lake, all near current and past production. SGX Resources intends to conduct initial mineral resource estimates on the Tully and Edleston deposits during 2013. The Company has also signed an exploration agreement with Mattagami First Nation. The Agreement recognizes the rights, obligations, and responsibilities held by each party in relation to ongoing exploration activities on claims held by the Company that are located in Mattagami traditional territory. The Agreement also identifies potential opportunities which may arise from exploration activities in these areas and provides methods for the Mattagami community to participate in these opportunities.

On January 13, 2011, the Company entered into an option agreement (the "Option Agreement") with each of Kimberly M. Cunnsion, Douglas J. Londry, Dale R. Pyke and Bruce N. Raine (collectively, the "Optionors"). Pursuant to the Option Agreement, the Optionors have provided SGX with an option to acquire a 100% undivided interest in 2 mineral claims (the "Properties") held by the Optionors in Tisdale Township in the Timmins, Ontario area. Pursuant to the terms of the Option Agreement, SGX has the option to earn a 100% undivided interest in the Properties by making the following aggregate cash payments and issuing the following aggregate number of common shares of SGX ("Common Shares") to the Optionors: (i) \$20,000 cash and 100,000 common shares on or before the date that is two years following the date that approval for the Option agreement is received from the TSX Venture Exchange (the "Approval Date"); (ii) \$40,000 cash on or before the third anniversary of the Approval Date; (iii) \$60,000 cash on or before the fourth anniversary of the Approval Date; and (iv) \$80,000 cash and 100,000 Common Shares on or before the fifth anniversary of the Approval Date. SGX is also required to undertake at least 1,000 metres of diamond drilling on the Property on or before the second anniversary of the Approval Date, with at least 300 metres being drilled within 6 months of the Approval Date. In addition, SGX must perform at least \$500,000 in exploration expenditures, including the cost of the diamond drilling, on or before the fifth anniversary of the Approval Date. Upon transfer of the 100% undivided interest in the Properties from the Optionors to SGX, the Optionors shall be entitled to an aggregate 3% net smelter return royalty on the Properties. At such time, SGX shall be entitled to purchase 2% of such net

SGX Resources Inc. Management Discussion & Analysis

smelter royalty for \$1,000,000. If SGX does not purchase 2% of the net smelter royalty, then the net smelter royalty in favour of the Optionors shall automatically increase to 5%.

On September 8, 2011, the Company entered into an option agreement (the Option Agreement) with Caroline Creighton and Charles Creighton (collectively, the “Optionors”). Pursuant to the Option Agreement, the Optionors have provided the Optionees with an option to acquire a 100% undivided interest in one mineral claim (the “Property”) held by the Optionors in Tully Township in the Timmins, Ontario area. To maintain the Option in good standing and earn a 100% undivided recorded and beneficial interest in the Property, the Optionees must: within 30 days of the effective date: make the following cash payments and issue the following common shares of SGX (“SGX Shares”) to the Optionors as follows: \$20,000 to each of Caroline and Charles; and 20,000 SGX Shares to each of Caroline and Charles; on or before the date that is one year from the Effective Date and complete a minimum of \$250,000 in exploration expenditures on the Property; make the following cash payments and issue the following SGX Shares to the Optionors as follows: \$30,000 to each of Caroline and Charles; and 30,000 SGX Shares to each of Caroline and Charles; on or before the date that is two years from the Effective Date and complete a minimum of an additional \$400,000 in exploration expenditures on the Property; make the following cash payments and issue the following SGX Shares to the Optionors as follows: \$50,000 to each of Caroline and Charles; and 75,000 SGX Shares to each of Caroline and Charles; on or before the date that is three years from the Effective Date and complete a minimum of an additional \$500,000 in exploration expenditures on the Property.

On December 21, 2011, the Company had completed the acquisition of five mineral claims (the “Salo Mineral Claims”) located in the Porcupine Mining Division, District of Cochrane, Ontario from Randall Salo (“Salo”). The consideration paid by SGX to Salo for the Salo Mineral Claims is 100,000 common shares of SGX and \$10,000 in cash. The Salo Mineral Claims are also subject to a 2% net smelter royalty in favor of Salo.

On December 21, 2011, the Company had completed the acquisition of four mineral claims (the “Bremner Mineral Claims”) located in Sothman Township in the Porcupine Mining Division, District of Cochrane, Ontario from Daryl Bremner (“Bremner”). The consideration paid by SGX to Bremner for the Bremner Mineral Claims is 120,000 common shares of SGX and \$2,000 in cash. The Bremner Mineral Claims are also subject to a 2% net smelter royalty in favor of Bremner.

As at April 10, 2012 the Company has completed the acquisition of three mineral claims (the “Mineral Claims”) located in Hutt Township and Halliday Township in the Porcupine Mining Division, District of Cochrane, Ontario from Yvan Verroneau (“Verroneau”). The consideration paid by SGX to Verroneau for the Mineral Claims consisted of 17,778 common shares of SGX.

As at April 18, 2012 the Company announces that San Gold and SGX have completed their previously announced sale by San Gold to SGX of all of the interests of San Gold in its mineral properties in Tisdale Township, in the Timmins, Ontario mining camp (the “Transaction”). The consideration paid by SGX to San Gold was 8,060,000 common shares of SGX (“SGX Shares”) at a deemed price of \$0.50 per SGX Share. These shares represent approximately 7.26% of the current issued and outstanding SGX Shares. The Transaction was completed pursuant to a purchase agreement between San Gold and SGX dated as of the date hereof. The Tisdale Township properties consist of a 31.5% ownership in 12 mineral claims known as the “Davidson-Tisdale Property” and a 100% interest in 13 mineral claims known as the “North Tisdale Property” as well as certain surface rights (collectively, the “Properties”). The remaining 68.5% of the Davidson-Tisdale Property is

SGX Resources Inc. Management Discussion & Analysis

owned by Lexam VG Gold Inc. Laurion Mineral Exploration Inc. retains a 2% net smelter returns royalty on the North Tisdale Property, which is now an obligation of SGX.

As at June 1, 2012 the Company has entered into an option agreement (the "Option Agreement") with James E. Croxall (the "Optionor") dated as of June 1, 2012 (the "Effective Date"). Pursuant to the Option Agreement, the Optionor has provided SGX with an option to acquire a 100% undivided interest in seven mineral claims (the "Properties") held by the Optionor in Zavitz Township, Porcupine Mining District in the Timmins, Ontario area. Pursuant to the terms of the Option Agreement, SGX has the option to earn a 100% undivided interest in the Properties by making the following aggregate cash payments and issuing the following aggregate numbers of common shares of SGX ("Common Shares") to the Optionor: (i) \$10,000 cash and 30,000 Common Shares on the date of execution of the Option Agreement, which has been done; (ii) \$15,000 cash and 30,000 common shares on or before the date that is one year following the Effective Date; (iii) \$25,000 cash and 40,000 Common Shares on or before the second anniversary of the Effective Date; and (iv) \$50,000 cash and 150,000 Common Shares on or before the third anniversary of the Effective Date. In addition, SGX must incur at least \$200,000 in exploration expenditures on the Properties on or before the third anniversary of the Effective Date. Upon transfer of a 100% undivided interest in the Properties from the Optionor to SGX, the Optionor shall be entitled to an aggregate 2% net smelter returns royalty on the Properties. SGX shall be entitled to purchase half of such royalty (1%) from the Optionor for \$1,000,000 in cash, subject to an adjustment based on the change in the Consumer Price Index from the Effective Date until the time of such purchase.

As at July 9, 2012 – Dale Ginn, President and CEO of SGX Resources Inc., was pleased to announce that SGX has entered into an option agreement with each of Randall Salo, Michael Tremblay and Jacques Robert dated as of today. Pursuant to the Option Agreement, the Optionors have provided SGX with an option to acquire a 100% undivided interest in eight mineral claims held by the Optionors in Zavitz Township and Hincks Township in the Porcupine and Larder Lake Mining Districts in the Timmins, Ontario area.

August 21, 2012 – Dale Ginn, President and CEO of SGX Resources Inc. ("SGX"), was pleased to announce that SGX has entered into an option agreement (the "Option Agreement") with each of Shoreacres Explorations Ltd., 2090720 Ontario Inc. and 2229667 Ontario Inc. (collectively, the "Optionors") dated as of today. Pursuant to the Option Agreement, the Optionors have provided SGX with an option to acquire a 100% undivided interest in eight leased mineral claims (the "Properties") held by the Optionors in Grenfell Township in the Larder Lake Mining District in the Kirkland Lake, Ontario area.

Pursuant to the terms of the Option Agreement, SGX has the option to earn a 100% undivided interest in the Properties by making the following aggregate cash payments and issuing the following aggregate numbers of common shares of SGX ("Common Shares") to the Optionors: (i) \$25,000 cash and 100,000 Common Shares on or about the date that the TSX Venture Exchange accepts the terms of the Option Agreement (the "Effective Date"); (ii) \$25,000 cash and 100,000 common shares on or before the first anniversary of the Effective Date; (iii) \$25,000 cash and 100,000 Common Shares on or before the second anniversary of the Effective Date; (iv) \$37,500 cash and 150,000 Common Shares on or before the third anniversary of the Effective Date; and (v) \$62,500 cash and 250,000 Common Shares on or before the fourth anniversary of the Effective Date. There is no specific work commitment required by SGX pursuant to the Option Agreement.

SGX Resources Inc. Management Discussion & Analysis

Upon transfer of a 100% undivided interest in the Properties from the Optionors to SGX, the Optionors shall be entitled to an aggregate 1% net smelter returns royalty on the Properties. This is in addition to the existing 2% net smelter returns royalty on the Property. SGX shall be entitled to purchase half of such royalty (1%) from the holder for \$1,000,000 in cash.

A summary of the obligations of the Company pursuant to all of its option agreements, including the cash payments, share issuances and work commitments required pursuant to such option agreements is contained in the interim financial statement of the Company for the quarter ended December 31, 2012.

During the quarter ended December 31, 2012, the Company undertook significant exploration work on certain of its properties. All of the properties of the Company are located in and around the Timmins, Ontario area. A summary of the properties of the Company and the exploration activities of the Company on such properties during the quarter is set forth below.

THE BIG MARSH PROPERTY (Bristol-Carscallen)

The Big Marsh Property consists of 10 claims or 90 units in the east central part of Carscallen Township extending from Big Marsh Lake to the eastern boundary of the Carscallen Township, the total area being 1,440 hectares. All of the claims are contiguous, forming a relatively equidimensional block approximately 4.0 kilometres wide. The Big Marsh Property is located approximately 25km to the west-southwest of the core of Timmins, Ontario.

Claim Status

CLAIM#	UNITS	HECTARES	RECORDING DATE	DUE DATE
4212529	12	192	Oct. 11, 2006	Oct. 11, 2014
4211013	16	256	June 19, 2006	June 19, 2014
4213856	4	64	Feb. 7, 2007	Feb. 7, 2014
4202663	16	256	Oct. 10, 2006	Oct. 10, 2014
4210999	4	64	Oct. 16, 2006	Oct. 16, 2014
4204384	14	224	Aug. 11, 2006	Aug. 11, 2014
3019638	6	96	May 7, 2007	May 7, 2014
4202665	4	64	Oct. 11, 2006	Oct. 11, 2014
4213854	5	80	Feb. 7, 2007	Feb. 7, 2014
4213855	9	144	Feb. 7, 2007	Feb. 7, 2014
Total 10 Claims	90 Units	1440 Hectares		

All of the above claims are registered in the names of Larry Noel Gervais, John Derweduwen and 1571925 Ontario Ltd., and are currently under option to the Company.

THE GUNTHER LAKE PROPERTY

The Gunther Lake Property consists of a single claim of 12 units or 192 hectares in the central part of Carscallen Township to the west of Big Marsh Lake. The Gunther Lake Property forms a rectangular block 1.6 kilometres from north to south and 1.2 kilometres from east to west which is detached from the claim block of the Big Marsh Property by 800 metres and touches the eastern edge of Gunther Lake.

Claim Status

CLAIM#	UNITS	HECTARES	RECORDING DATE	DUE DATE
4213799	12	192	Feb. 20, 2007	Feb. 20, 2014

The above claim is registered in the names of Larry Noel Gervais and John Derweduwen and currently under option to the Company.

SGX Resources Inc. Management Discussion & Analysis

THE BRISTOL WEST PROPERTY

The Bristol West Property contains four claims consisting of 25 units (400 hectares) along the western edge of Bristol Township. It is contiguous with the Big Marsh Property to the west but has been given a different name to facilitate reference and description. The Bristol West Property's dimensions are 3.0 kilometres from north to south and 1.6 kilometres from east to west.

Claim Status

CLAIM#	UNITS	HECTARES	RECORDING DATE	DUE DATE
3019639	11	176	May 7, 2007	May 7, 2014
3019640	2	32	May 7, 2007	May 7, 2014
4202662	9	144	Oct. 10, 2006	Oct. 10, 2014
4212522	3	48	Oct. 16, 2006	Oct. 16, 2014
Total 4 Claims	25 Units	400 Hectares		

The above claims are registered in the names of 1571925 Ontario Ltd., Larry Noel Gervais, and are under option to the Company.

THE WEST OGDEN PROPERTY – Own Outright

The West Ogden Property consists of two large irregular claims containing 24 units or 384 hectares in the northwest corner of Ogden Township. The aforesaid claims are contiguous forming a rough square approximately 2.5 kilometres across interrupted in the west and center by patented claims which are not part of the West Ogden Property. The West Ogden Property is located approximately 10km southwest of Timmins, Ontario.

Claim Status

CLAIM#	UNITS	HECTARES	RECORDING DATE	DUE DATE
4218023	13	208	June 15, 2007	June 15, 2014
4218028	11	176	June 15, 2007	June 15, 2014
Total 2 Claims	24 Units	384 Hectares		

The above claims are registered in the name of Odyssey Explorations Ltd., and are under option to the Company.

THE ODYSSEY PROPERTY – Own Outright

The Odyssey Property consists of a single claim of six units or 96 hectares in Shaw Township along its western boundary with Deloro Township. It is rectangular in shape with its long axis north-south. Its dimensions are approximately 1.5 kilometres by an average of 600 metres. The Odyssey Property is located approximately 10km to the southeast of the core of Timmins, Ontario.

Claim Status

CLAIM#	UNITS	HECTARES	RECORDING DATE	DUE DATE
4240031	6	96	April 2, 2008	April 2, 2015
Total 1 Claims	6 Units	96 Hectares		

The above claim is registered in the name of Odyssey Explorations Ltd., and is under option to the Company.

SGX Resources Inc. Management Discussion & Analysis

THE SHOREACRES PROPERTY

The Shoreacres Property consists of one (1) leased claim comprising of 14 units located in Sothman Township in the Timmins, Ontario area.

Claim Status

CLAIM#	UNITS	HECTARES	RECORDING DATE	DUE DATE
114	14	224	Patent	n/a
Total 1 Claims	14 Units	224 Hectares		

THE TIMMINS SOUTH PROPERTY (Croxtall)

The Timmins South Property consists of 36 claims comprised of 333 units located in Sothman, Semple Halliday, and Nursey Township in Ontario.

Claim Status

CLAIM#	UNITS	RECORDING DATE	DUE DATE	TOWNSHIP/AREA
30001053	9	Feb. 18, 2003	Feb. 18, 2014	Semple
1191895	16	Feb. 18, 2002	Feb. 18, 2014	Semple
4212409	6	Feb. 23, 2007	Feb. 23, 2014	Nursey
4212411	16	Feb. 23, 2007	Feb. 23, 2014	Sothman
4212410	1	Feb. 23, 2007	Feb. 23, 2014	Sothman
4202189	9	Mar. 2, 2009	Mar. 2, 2014	Halliday
4210938	6	Mar. 2, 2009	Mar. 2, 2014	Halliday
3005882	6	Mar. 4, 2004	Mar. 4, 2014	Semple
3005884	16	Mar. 4, 2004	Mar. 4, 2014	Sothman
3005885	6	Mar. 4, 2004	Mar. 4, 2014	Sothman
3005886	3	Mar. 4, 2004	Mar. 4, 2014	Sothman
3005887	11	Mar. 4, 2004	Mar. 4, 2014	Sothman
3005888	1	Mar. 4, 2004	Mar. 4, 2014	Sothman
1247541	9	Apr. 15, 2003	Apr. 15, 2014	Sothman
1247542	8	Apr. 15, 2003	Apr. 15, 2014	Sothman
1247543	2	Apr. 15, 2003	Apr. 15, 2014	Sothman
4250777	8	Apr. 29, 2010	Apr. 29, 2017	Sothman
1149937	16	May 7, 2003	May 7, 2014	Sothman
1149938	10	May 7, 2003	May 7, 2014	Sothman
4255343	12	May 14, 2010	May 14, 2014	Halliday
4255350	13	May 14, 2010	May 14, 2014	Halliday
1149936	4	May 20, 2003	May 20, 2014	Sothman
1149939	2	May 20, 2003	May 20, 2014	Sothman
1149934	9	May 30, 2003	May 30, 2014	Sothman
1227898	15	May 31, 2005	May 31, 2014	Semple
3016396	8	July 3, 2003	July 3, 2014	Sothman
3016397	8	July 3, 2003	July 3, 2014	Sothman
4203285	8	July 4, 2005	July 4, 2014	Semple
1149935	8	July 9, 2003	July 9, 2014	Semple
4224481	16	Aug. 28, 2007	Aug. 28, 2014	Sothman
4224482	12	Aug. 28, 2007	Aug. 28, 2014	Sothman
4224483	16	Aug. 28, 2007	Aug. 28, 2014	Sothman
4224484	4	Aug. 28, 2007	Aug. 28, 2014	Sothman
4224485	16	Aug. 28, 2007	Aug. 28, 2014	Sothman

SGX Resources Inc. Management Discussion & Analysis

4224486	13	Aug. 28, 2007	Aug. 28, 2014	Sothman
4224487	10	Aug. 28, 2007	Aug. 28, 2014	Halliday
Total 36 Claims	333 Units			

During the quarter ended December 31, 2012, the Company completed 7114 metres of diamond drilling in 17 holes at the Croxall Property. The total cost of these expenditures was approximately \$1,520,000

The above claims are registered in the names of Croxall, Kangas, Miller, Bryant and SGX Resources Inc. and are under option with the company

THE TULLY PROPERTY (Tully Central)

The Tully Property consists of 3 claims designated as P4243871; P4243872; P4243873 in the Tully Township. This project will hence forth be referred to as the Timmins North Project in Company documents and reports and in press releases.

Claim Status

CLAIM#	UNITS	RECORDING DATE	DUE DATE	TOWNSHIP/AREA
4243871	12	Jan. 29, 2009	Jan. 29, 2015	Tully
4243872	6	Jan. 29, 2009	Jan. 29, 2015	Tully
4243873	5	Jan. 29, 2009	Jan. 29, 2015	Tully
Total 3 Claims	23 Units			

The above claims are registered in the name of SGX Resources Inc. located in Tully Township, Porcupine Mining Division, and District of Cochrane, Ontario.

THE NIGHTHAWK PROPERTY – Own Outright

The Nighthawk Property consists of 2 claims comprising of 8 units located in the Township of German and 4 units in the Township of Matheson.

Claim Status

CLAIM#	UNITS	RECORDING DATE	DUE DATE	TOWNSHIP/AREA
4251588	4	Jan. 11, 2010	Jan. 11, 2016	German
4255976	4	Sept. 14, 2010	Sept. 14, 2018	Matheson
Total 2 Claims	8 Units			

The above claims are registered in the names of Robert and Allaire and SGX Resources Inc.

THE NIGHTHAWK EAST PROPERTY

The Rousseau/Rochon property consists of 1 claims comprising of 12 units located in the Thomas Township.

Claim Status

CLAIM#	UNITS	RECORDING DATE	DUE DATE	TOWNSHIP/AREA
4257661	12	Oct. 25, 2010	Oct. 25, 2014	Thomas
Total 1 Claims	12 Units			

The above claim is registered in the name SGX Resources Inc.

SGX Resources Inc. Management Discussion & Analysis

THE NORTHWEST TISDALE PROPERTY

The Northwest Tisdale Property consists of 2 claims comprising of 12 units located in the Tisdale Township.

Claim Status

CLAIM#	UNITS	RECORDING DATE	DUE DATE	TOWNSHIP/AREA
1182655	4	July 4, 1991	July 4, 2016	Tisdale
1182654	8	July 4, 1991	July 4, 2016	Tisdale
Total 2 Claims	12 Units			

The above claims are registered in the name of Pyke and under option to the Company.

THE CANADA LITHIUM PROPERTY/TIMMINS NORTH

The Tully Mineral Claims consists of 50% interest in 18 claims in the Tully Township area located in Tully Township, Porcupine Mining Division, and District of Cochrane, Ontario.

Claim Status

CLAIM#	UNITS	RECORDING DATE	DUE DATE	TOWNSHIP/AREA
57468	1	Patent	Not Applicable	Tully
57463	1	Patent	Not Applicable	Tully
57464	1	Patent	Not Applicable	Tully
57467	1	Patent	Not Applicable	Tully
57471	1	Patent	Not Applicable	Tully
57472	1	Patent	Not Applicable	Tully
57473	1	Patent	Not Applicable	Tully
57474	1	Patent	Not Applicable	Tully
57475	1	Patent	Not Applicable	Tully
57476	1	Patent	Not Applicable	Tully
57479	1	Patent	Not Applicable	Tully
57480	1	Patent	Not Applicable	Tully
57485	1	Patent	Not Applicable	Tully
57486	1	Patent	Not Applicable	Tully
102250	1	Patent	Not Applicable	Tully
102251	1	Patent	Not Applicable	Tully
3010236	4	June 14, 2003	June 14, 2013	Tully
3010237	2	June 14, 2003	June 14, 2013	Tully
Total 50% of 18 Claims	22			

The above claims are registered in the names of SGX Resources Inc. and San Gold Corporation each holding a 50% share in the claims.

THE MANDERSON PROPERTY – Own Outright

The Manderson Property consists of 2 Claims of 4 units located in Deloro Township area.

Claim Status

CLAIM#	UNITS	RECORDING DATE	DUE DATE	TOWNSHIP/AREA
4216014	1	August 15, 2007	August 15, 2014	Deloro
4246027	3	August 26, 2008	August 26, 2015	Deloro
Total 2 Claims	4 Units			

The above claims are registered in the names of Kornik, Robert, and Odyssey and are under option to the Company.

SGX Resources Inc. Management Discussion & Analysis

THE CREIGHTON PROPERTY

The Creighton Property consists of 1 Claim comprising of 4 units located in the Tully Township area.

Claim Status

CLAIM#	UNITS	RECORDING DATE	DUE DATE	TOWNSHIP/AREA
8685	4	Patent	Not Applicable	Tully
Total 1 Claims	4 Units			

The above claims are registered in the name of Caroline and Charles Creighton and are under option to the Company.

THE SALO PROPERTY

The Salo Property consists of 5 Claims comprising of 60 units located in the Township area of Semple, Hutt.

Claim Status

CLAIM#	UNITS	RECORDING DATE	DUE DATE	TOWNSHIP/AREA
4260491	12	November 29, 2011	November 29, 2013	Hutt
4260492	12	November 29, 2011	November 29, 2013	Semple
4260493	12	November 29, 2011	November 29, 2013	Hutt
4260494	8	November 29, 2011	November 29, 2013	Semple
4260495	16	November 29, 2011	November 29, 2013	Hutt
Total 5 Claims	60 Units			

The above claims are registered in the name of SGX Resources Inc. and are under option to the Company.

THE BREMNER PROPERTY – Owned Outright

The Bremner Property consists of 4 Claims consisting of 55 units located in the Sothman Township area.

Claim Status

CLAIM#	UNITS	RECORDING DATE	DUE DATE	TOWNSHIP/AREA
4269669	9	November 14, 2011	November 14, 2013	Sothman
4269670	14	November 14, 2011	November 14, 2013	Sothman
4269295	16	November 14, 2011	November 14, 2013	Sothman
4269296	16	November 14, 2011	November 14, 2013	Sothman
Total 4 Claims	55 Units			

The above claims are registered in the name of SGX Resources Inc. and are under option to the Company.

THE VERRONEAU PROPERTY – Owned Outright

This Property is located in Hutt Township and Halliday Township in the Porcupine Mining Division, District of Cochrane, Ontario.

Claim Status

CLAIM#	UNITS	RECORDING DATE	DUE DATE	TOWNSHIP/AREA
4268831	12	Dec. 07,2011	Dec. 07, 2013	Halliday
4268832	16	Dec. 07,2011	Dec. 07, 2013	Hutt
4268833	9	Dec. 07,2011	Dec. 07, 2013	Hutt
Total 3 Claims	37 Units			

The above claims are registered in the name of SGX Resources Inc. and are under option to the Company.

SGX Resources Inc. Management Discussion & Analysis

THE LAURION PROPERTY

This Property consist of a 31.5% ownership in 12 mineral claims known as the “Davidson-Tisdale Property” and a 100% interest in 16 mineral claims known as the “North Tisdale Property” as well as certain surface rights (collectively, the “Properties”). The remaining 68.5% of the Davidson-Tisdale Property is owned by Lexam VG Gold Inc. Laurion Mineral Exploration Inc. retains a 2% net smelter returns royalty on the North Tisdale Property, which is now an obligation of SGX.

Claim Status

CLAIM#	UNITS	RECORDING DATE	DUE DATE	TOWNSHIP/AREA
4259821	1	Dec. 2, 2010	Dec. 2, 2012	Tisdale
Parcel 3852	4	Leased	Leased	Tisdale
6239	1	Leased	Leased	Tisdale
6270	1	Leased	Leased	Tisdale
6285	1	Leased	Leased	Tisdale
6287	1	Leased	Leased	Tisdale
6454	1	Leased	Leased	Tisdale
6577	1	Leased	Leased	Tisdale
12761	1	Leased	Leased	Tisdale
12762	1	Leased	Leased	Tisdale
12753	1	Leased	Leased	Tisdale
12764	1	Leased	Leased	Tisdale
12811	1	Leased	Leased	Tisdale
12812	1	Leased	Leased	Tisdale
12886	1	Leased	Leased	Tisdale
12887	1	Leased	Leased	Tisdale
12888	1	Leased	Leased	Tisdale
12889	1	Leased	Leased	Tisdale
12890	1	Leased	Leased	Tisdale
12906	1	Leased	Leased	Tisdale
12959	1	Leased	Leased	Tisdale
12969	1	Leased	Leased	Tisdale
12970	1	Leased	Leased	Tisdale
12972	1	Leased	Leased	Tisdale
14215 ½	1	Leased	Leased	Tisdale
Total 25 claims	28 Units			

The above claims are registered in the name of is owned by Lexam VG Gold Inc. Laurion Mineral Exploration Inc., SGX Resources Inc. and are under option to the Company.

SGX Resources Inc. Management Discussion & Analysis

THE CROXALL PROPERTY

This Property consists of 10 Claims and is located in Zavitz Township, Porcupine Mining District in the Timmins, Ontario area.

Claim Status

CLAIM#	UNITS	RECORDING DATE	DUE DATE	TOWNSHIP/AREA
4254619	10	Jan. 20, 2012	Jan. 20, 2014	Zavitz
4254620	16	Jan. 20, 2012	Jan. 20, 2014	Zavitz
4269585	10	Dec. 14, 2011	Dec. 14, 2013	Zavitz
4269586	10	Dec. 14, 2011	Dec. 14, 2013	Zavitz
4269587	10	Dec. 14, 2011	Dec. 14, 2013	Zavitz
4269588	8	Dec. 14, 2011	Dec. 14, 2013	Zavitz
4269589	14	Dec. 14, 2011	Dec. 14, 2013	Zavitz
4271813	16	May 28, 2012	May 28, 2014	Zavitz
4271815	16	May 28, 2012	May 28, 2014	Zavitz
4271823	16	May 28, 2012	May 28, 2014	Zavitz
Total 10 Claims	126 Units			

The above claims are registered in the names of James E. Croxall and SGX Resources Inc. are under option to the Company.

THE GRENFELL PROPERTY

The Larder Lake Property consists of 8 Leased mineral claims located in the Grenfell Township in Larder Lake Mining District in the Kirkland Lake, Ontario Area..

Claim Status

CLAIM#	UNITS	RECORDING DATE	DUE DATE	TOWNSHIP/AREA
L512579		Leased	2033	Grenfell
L522687		Leased	2033	Grenfell
L522688		Leased	2033	Grenfell
L522689		Leased	2033	Grenfell
L522690		Leased	2033	Grenfell
L522691		Leased	2033	Grenfell
L522692		Leased	2033	Grenfell
L522693		Leased	2033	Grenfell
Total 8 Claims				

The above claims are registered in the names of Shoreacres Explorations Ltd., 2090720 Ontario Inc. and 2229667 Ontario Inc. and are under option with the Company. During the year ending December 31, 2012, the Company completed 20.8 KM of live cutting and miscellaneous work on this property. The total expenditures were approximately \$100,000.

SGX Resources Inc. Management Discussion & Analysis

THE ZAVITZ PROPERTY

Claim Status

CLAIM#	UNITS	RECORDING DATE	DUE DATE	TOWNSHIP/AREA
4252988	10	April 7,2010	April 7, 2014	Zavitz
4255206	12	April 7,2010	April 7, 2014	Zavitz
4251918	14	April 7,2010	April 7, 2015	Zavitz
4250036	5	April 7,2010	April 7, 2014	Zavitz
4251919	15	April 8,2010	April 8, 2014	Hincks
4255208	12	April 8,2010	April 8, 2014	Hincks
4268778	14	Dec.22, 2011	Dec. 22, 2013	Zavitz
4257772	10	May 24,2012	May 24,2014	Hincks
Total 8 Claims	92 Units			

The above claims are registered in the names of Randall Salo, and Jacques Robert and are under option with the Company. During the year ending December 31, 2012, the Company completed 776M of diamond drilling in 5 holes at the Zavitz Property as well as 21.2M of line cutting. The total cost of these expenditures was approximately \$160,000.

RESULTS OF OPERATIONS FOR THE QUARTER ENDED DECEMBER 31, 2012

It is the intention of the Company to continue the substantial exploration program on certain of its mineral properties in 2012, as set forth in the technical report with respect to the Properties entitled "Technical Report on the Timmins Area Properties for SGX Resources Inc." Dated January 15, 2010 prepared by John R. Boissoneault, B.SC, P.Eng. available on SEDAR at www.sedar.com. The Company will also undertake exploration of its other properties not covered by this report. The Company also intends to acquire additional mineral properties in the Timmins, Ontario area.

The Company undertook significant exploration activities during the quarter ended December 31, 2012. As the Company is in the exploration phase and its properties are in the early stage of exploration, none of its properties are in production. Therefore, mineral exploration expenditures are not capitalized and losses are incurred as a result of exploration expenditures and administrative expenses relating to the operation of the Company's business. Consequently the Company's net income is not a meaning full indicator of its performance of potential. The key performance driver for the Company is the acquisition, exploration, and development of prospective mineral properties. By acquiring and exploring projects of superior technical merit, the Company increases the probability of finding and developing economic mineral deposits.

At this time the Company is not anticipating profit from operations in the near future. Until such time as the Company is able to realize profits from the production and marketing of commodities from its properties, the Company will report a deficit and will rely on its ability to obtain equity or debt financing to fund ongoing operations. Additional financing is required for new exploration and promotional initiatives. Due to the nature of the junior mineral exploration industry, the Company will have a continuous need to secure additional funds through the issuance of equity or debt in order to support its corporate and exploration activities, as well as its obligations relating to its properties.

During the three months ending December 31, 2012, the Company incurred exploration expenditures of \$1,883,630 on its properties. A summary of the exploration activities of the Company is set forth above under "Overall Performance".

SGX Resources Inc. Management Discussion & Analysis

During the three months ended December 31, 2012, the Company incurred general and administrative expenditures of \$314,188. The general and administrative expenses incurred by the Company primarily related to share based compensation, professional fees, fees to the Exchange and general office and administration expenses. The Company had no income from business operations for the quarter ended for December 31, 2012.

SUMMARY OF RESULTS

The following are the results for the Year ended December 31, 2012 , 2011 and 2010;

	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010
Exploration Expenses	\$7,858,110	\$4,745,664	\$4,405,316
General & Admin. Expenses	\$1,570,142	\$943,055	\$785,610
Mining claims	\$82,000	\$286,000	\$822,930

	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010
Net income (loss)	(\$9,566,617)	(\$6,939,357)	(\$3,863,943)
Basic income (loss) per share	(0.09)	(0.11)	(0.07)
Diluted income (loss) per share	(0.09)	(0.11)	(0.07)

The loss incurred by the Company in the three months ended December 31, 2012 is primarily due to the Company incurring exploration expenditures on its properties and general and administrative expenses.

The financial data of the Company has been prepared in accordance with International Financial Reporting Standards and is stated in Canadian dollars.

LIQUIDITY AND SOLVENCY

The Company is in the exploration stage and therefore has no regular cash inflows. As at December 31, 2012, the Company had working capital of \$5,708,199.

The pace of development of its properties will determine how quickly the Company expends its working capital and how long it will take before the Company requires additional working capital. The ability of the Company to access new working capital through additional financings could be adversely affected by many factors including a downturn in mineral prices, a general economic downturn, poor results from exploration programs on its properties and a variety of other factors.

RISK FACTORS

The business of the Company is subject to a number of risks and uncertainties that may impact the business of the Company. A summary of the risk factors that may affect the Company is set forth below.

COMPETITION FOR MINERAL DEPOSITS

The mineral exploration and mining industry is competitive in all phases of exploration, development and production. The Company competes with a number of other entities and individuals in the exploration of search for and the acquisition of attractive mineral properties. As a result of this competition, much of which is with entities with greater financial resources than the Company, the Company may not be able to obtain funding for its exploration projects, obtain and maintain the necessary resources to carry out such exploration or acquire attractive properties in the future on terms it considers acceptable. The Company competes with other resource companies, many of whom have greater financial resources and/or more advanced properties that are better able to attract equity investment and other capital.

RESOURCE EXPLORATION AND DEVELOPMENT INVOLVES A HIGH DEGREE OF RISK

Resource exploration and development is a speculative business and involves a high degree of risk. There is no known body of commercial ore on any of the properties of the Company. There is no certainty that any expenditure made by the Company in the exploration of any of its properties or otherwise will result in discoveries of commercial quantities of minerals. The marketability of natural resources which may be acquired or discovered by the Company will be affected by numerous factors beyond the control of the Company.

LAG TIME BETWEEN DISCOVERY AND PRODUCTION OF MINERAL RESOURCES

The Company is unable to predict the amount of time which may elapse between the date when any new mineral resource may be discovered and the date when production, if any, will commence from any such discovery.

INFRASTRUCTURE REQUIREMENTS

Exploration and development of mineral properties depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants which affect capital and operating costs. Unusual or infrequent weather phenomena, terrorism, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial conditions and results of operations.

TITLE TO THE COMPANY'S PROPERTIES OR INTEREST MAY BE DISPUTED

Title to and the area of resource concessions may be disputed. There is no guarantee of title to any of the Company's properties. The properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects.

SURFACE ACCESS RIGHTS

The Company does not have surface access rights to all of its mineral properties and will be required to obtain all necessary permits prior to carrying out any exploration activities on certain of its properties. According, the Company may be unable to access certain of its properties and related mineral exploration claims to carry out its proposed exploration activities.

ABORIGINAL LAND CLAIMS AND ABORIGINAL RIGHTS

The mineral properties of the Company may in the future be the subject of aboriginal peoples' land claims or aboriginal rights claims. The legal basis of an aboriginal land claim and aboriginal rights is a matter of considerable legal complexity and the impact of the assertion of such a claim, or the possible effect of a settlement of such claim upon the Company cannot be predicted with any degree of certainty at this time.

ADDITIONAL FUNDS FOR FUTURE EXPLORATION AND DEVELOPMENT, DILUTION

As a mineral exploration company, the Company does not generate cash flow from its activities and it must rely primarily on issuances of its securities or the borrowing of funds to finance its operations. The exploration and development of its properties will require substantial funds beyond those it has and there is no assurance that such additional funds will be available to the Company on commercially reasonable terms or in sufficient amounts to allow the Company to continue to pursue its objectives. The inability of the Company to raise further funds whether through additional equity issuances or by other means, could result in delays or the indefinite postponement of planned exploration and/or development activities or, in certain circumstances, the loss of some or all of its property interests or cessation of all mineral exploration and/or development activities.

RISKS ASSOCIATED WITH THE COMPANY'S ACTIVITIES MAY NOT BE INSURABLE

The Company's business is subject to a number of risks and hazards and no assurance can be given that insurance will cover the risks to which the Company's activities will be subject or will be available at all or at commercially reasonable premiums.

THE COMPANY HAS NO HISTORY OF OPERATIONS, EARNINGS OR DIVIDENDS

The Company was incorporated on December 5, 2008 and has no history of earnings or of a return on investment, and there is no assurance that it will generate earnings, operate profitably or provide a return on investment in the future. The Company has no plans to pay dividends.

STATUTORY AND REGULATORY COMPLIANCE IS COMPLEX AND MAY RESULT IN DELAY OR CURTAILMENT OF THE COMPANY'S OPERATIONS

The current and future operations of the Company and any parties which may carry out exploration, development and mining activities on properties in which the Company holds an interest will be governed by laws and regulations governing mineral concession acquisition, prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Companies engaged in exploration activities often experience increased costs and delays in production and other schedules as a result of the need to comply with applicable

laws, regulations and permits. The Company will apply for all necessary permits for the exploration work it intends to conduct, however such permits are, as a practical matter, subject to the discretion of government authorities and there can be no assurance that the Company will be successful in obtaining or maintaining such permits.

THE COMPANY DEPENDS ON KEY MANAGEMENT AND EMPLOYEES

Recruiting and retaining qualified personnel is critical to the Company's success. The number of persons skilled in acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Company's business activity grows, the Company will require additional key financial, administrative and mining personnel as well as additional operations staff. There can be no assurance that the Company will be successful in attracting, training and retaining qualified personnel.

SHORTAGE OF SUPPLIES

The Company may be adversely affected by shortages of critical supplies or equipment required to operate the business of the Company. Any shortage of critical supplies or equipment will affect the timeliness of the development of the Company and its business.

ESTIMATES OF MINERAL RESOURCES

There are numerous uncertainties inherent in estimating ore reserves and mineral resources. The accuracy of any reserve or resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. Fluctuations in precious or base metal prices, results of drilling or metallurgical testing, subsequent to the date of any estimate may require revision of such estimate. In addition, there can be no assurance that precious or base metal recoveries in small scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production.

ENVIRONMENTAL FACTORS

All phases of the Company's operations are subject to environmental regulation in the jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. The Company's operations are subject to environmental regulations promulgated by various government agencies from time to time. Violation of existing or future environmental rules may result in various fines and penalties.

CONFLICT OF INTEREST

Certain directors and officers of the Company are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing, and exploiting natural resource properties. In particular, many of the directors and officers of the Company are also directors and/or officers of San Gold. Such associations may give rise to conflicts of interest from time to time, including with respect to the obligations of the Company and San Gold pursuant to the Option Purchase Agreement. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project or opportunity of the Company.

SGX Resources Inc. Management Discussion & Analysis

CAPITAL RESOURCES

As at December 31, 2012, the Company had the following planned for capital expenditures:

CAPITAL EXPENDITURE	AMOUNT	TIME FRAME
To pay for the planned Phase 2 Exploration Program on certain Properties	\$6,000,000	12 months
To make the cash payments pursuant to its option agreements	\$772,000	1-4 Years
TOTAL	\$6,772,000	

OFF BALANCE SHEET ARRANGEMENTS

There is no off-balance sheet arrangements to which the Company is committed.

TRANSACTIONS WITH RELATED PARTIES

Included in accounts payable is \$217,550 (2011 - \$90,158) payable to San Gold Corporation for the issue of share capital by San Gold Corporation to meet certain mining claim commitments net of costs incurred by the Company on behalf of San Gold Corporation.

During the year ended December 31, 2012 the Company issued nil common shares (2011 - 1,636,256) for payment of \$nil (2011 - \$483,350) owed to San Gold Corporation. During the year ended December 31, 2012 the Company purchased mining claims from San Gold Corporation for consideration of 8,060,000 common shares (2011 - nil) at \$0.50 per common share. During the year ended December 31, 2012 San Gold Corporation subscribed for 2,000,000 common shares (2011 - nil) for consideration of \$1,000,000. San Gold Corporation owns approximately 29% (2011 - 34%) of the common shares of the Company and exerts significant influence over the Company.

Included in share subscriptions receivable is \$300,000 (2011 - \$nil) owed from a director of the Company. Subsequently this has been paid.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the group, directly and indirectly, include any director (whether executive or otherwise) of the Company. Total salaries and other short-term compensation expense for the year ended December 31, 2012 is \$765,536 (2011 - \$612,878). During the year ended December 31, 2012 2,150,000 (2011 - 2,075,000) options representing \$505,740 (2011 - \$389,940) of share based compensation were granted to directors and management of the Company.

The Company paid \$34,267 to a spouse of a member of key management for services during the year ended December 31, 2012 (2011 - \$nil).

The Company purchased \$10,505 of promotional merchandise from IceTime Sports Inc. during the year ended December 31, 2012 (2011 - \$nil). IceTime Sports Inc. is a related party as a director of the Company exerts significant influence over IceTime Sports Inc.

RECENT ACCOUNTING PRONOUNCEMENTS

The following standards are effective for annual periods beginning on or after January 1, 2013 with earlier application permitted. The new standards are not expected to have an impact on shareholders' equity, net income or comprehensive income, but may have a presentation impact on the financial statements.

- IFRS 10 – Consolidated Financial Statements – replaces IAS 27 Consolidated and Separate Financial Statements and SIC-12 Consolidation - Special Purpose Entities, provides a single consolidation model that identifies control as the basis for consolidation for all types of entities.
- IFRS 11 – Joint Arrangements - supersedes IAS 31 Interests in Joint Ventures and SIC-13— Jointly Controlled Entities–Non-monetary Contributions by Venturers, established principles for the financial reporting by parties to a joint arrangement.
- IFRS 12 – Disclosure of Interests in Other Entities - combines, enhances and replaces the disclosure requirements for subsidiaries, joint arrangement, associates and unconsolidated structured entities.
- In conjunction with IFRS 10, IFRS 11 and IFRS 12, the IASB also issued amended and retitled IAS 27 - Separate Financial Statements and IAS 28 - Investments in Associates and Joint Ventures.
- IFRS 13 – Fair Value Measurement - defines fair value, sets out in a single IFRS a framework for measuring fair value and requires disclosures about fair value measurements.

IFRS 9 - replaces IAS 39 – Financial Instruments: Recognition and Measurement, retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value, effective for annual periods beginning on or after January 1, 2015 with earlier application permitted. The Company is currently evaluating the impact of this standard on its consolidated financial statements.

FINANCIAL INSTRUMENTS

Financial instruments of the Company consist mainly of cash, short term investments, GST/HST receivable, and accounts payable. It is management's option that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments and that the fair value of these financial instruments approximates their carrying values.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

As the Company has had no significant revenue from operations since inception (December 5, 2008), the following is a breakdown of the material costs incurred by the Company:

	Year Ended December 31, 2012	Year Ended December 31, 2011	Year Ended December 31, 2010
Exploration and Development Costs	\$7,858,110	\$4,745,664	\$4,405,316
General and Administrative Expenses	\$1,570,142	\$943,055	\$785,610
Share based compensation (included in general and administrative)	\$ 823,300	\$507,727	\$393,973
Flow through Shares indemnification	\$ 0.00	\$790,966	\$ 0.00

SGX Resources Inc. Management Discussion & Analysis

DISCLOSURE OF OUTSTANDING SHARE DATE

Authorized:

Unlimited number of common shares

Issued: 126,459,169 common shares
(December 31, 2011 – 79,439,736)

	December 31, 2012		December 31, 2011	
	Number of shares	Amount	Number of shares	Amount
Share capital, beginning of period	79,439,736	\$11,875,720	60,797,621	\$7,460,792
Private placement	37,294,250	17,086,598	11,500,000	2,675,000
Proceeds allocated to warrants issued	-	(3,483,831)	-	(92,683)
Proceeds allocated to flow through process	-	(1,290,466)	-	-
Issued for flow-through indemnification	-	-	3,163,864	727,689
Issued to San Gold Corporation	-	-	1,636,256	483,350
Issued for mining claims	8,499,778	4,162,985	502,000	134,980
Exercise of warrants	125,405	63,538	1,839,995	630,723
Extension of warrant exploration	1,100,000	437,758	-	-
Exercise of options	-	(196,041)	-	-
Share issue costs	-	(1,540,454)	-	(144,131)
Share capital, end of period	<u>126,459,169</u>	<u>\$27,115,807</u>	<u>79,439,736</u>	<u>\$11,875,720</u>

SUBSEQUENT EVENTS:

Subsequent to December 31, 2012 the Company issued 100,000 shares pursuant to a mining claim commitment.

Subsequent to December 31, 2012 the Company received approval from the TSX Venture Exchange to extend the maturity date of certain outstanding common share purchase warrants. The TSX Venture Exchange has approved the extension of the maturity date of 1,500,000 warrants exercisable at \$0.35 from April 27, 2013 to April 27, 2014. No other terms of the warrants have changed.

OTHER REQUIREMENTS:

Additional information relating to the Company is available on SEDAR at www.sedar.com or by contacting the Company as follows:

SGX Resources Inc.
646 Erin Street
Winnipeg, Manitoba
R3G 2V9

Attention:

Hugh Wynne, Executive Chairman
Dale Ginn, President & C.E.O.
Gary McDonald, C.F.O. & Corporate Secretary
Phone: 204-774-6771
Fax: 204-774-6795
Website: www.sgresources.com