LYNNWOOD CAPITAL INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the Year Ended February 29, 2012

Management's Discussion and Analysis
For the year ended February 29, 2012

Dated as of May 31, 2012

The purpose of this Management's Discussion and Analysis ("MD&A") is to explain management's point of view on Lynnwood Capital Inc.'s ("Lynnwood" or the "Company") past performance and future outlook. This report should be read in conjunction with the audited financial statements and the related notes for the year ended February 29, 2012 which were prepared in accordance with International Financial Reporting Standards ("IFRS"). Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results presented for the year ended February 29, 2012, are not necessarily indicative of the results that may be expected for any future periods.

On March 1, 2011, the Company adopted IFRS. The financial statements for the year ended February 29, 2012 have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The Company's financial statements are expressed in Canadian (CDN) dollars. Readers of this MD&A should refer to "Change in Accounting Policies" below for a discussion of IFRS and its effect on the Company's financial presentation. Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com

The comparative financial information for 2011 in this MD&A has been restated to conform to IFRS, unless otherwise stated.

Forward-looking statements
Certain sections of this Management Discussion and Analysis may contain forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from actual future results. The risks, uncertainties and other factors that could influence actual results are described in the "Risks and Uncertainties" section of this report. The forward-looking statements contained herein are based on information available as of May 31, 2012.

Description of Business and Overview
Lynnwood is a Capital Pool Company ("CPC") as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4. The principal business of the Company is the identification and evaluation of assets or business and once identified or evaluated, to negotiate an acquisition of or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities with a view to completing a Qualifying Transaction. The Company has not commenced commercial operations and has no assets other than cash. Until such time as the Company completes a Qualifying Transaction as required by the Exchange, corporate expenditures will be restricted to costs of raising equity financing, administrative costs to maintain the Company in good standing and costs to identify and evaluate potential business opportunities. The Company entered into an agreement on May 9, 2012 to complete a transaction that will qualify as the Company's Qualifying Transaction, refer to "Subsequent Events" section of this report.

On May 3, 2010, the Company received final receipts for its initial public offering ("IPO") to issue 2,000,000 common shares at a price of $0.10 per share for total gross proceeds $200,000. The Company completed the IPO on June 30, 2010 and commenced trading on the TSX Venture Exchange ("TSX-V") on July 6, 2010 under the symbol LCI.P.

Critical Accounting Estimates
The preparation of these financial statements requires management to make estimate and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The

impacts of such estimates are pervasive throughout these financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- the $nil provision for income taxes which is included in the statements of operations, comprehensive loss and the valuation allowance on the deferred income tax assets and liabilities at February 29, 2012.

Change in Accounting Policies

Statement of compliance
These are the Company's first annual financial statements prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"). Previously, the Company prepared its financial statements in accordance with Canadian Generally Accepted Accounting Principles ("Canadian GAAP"). The disclosures required by the provisions of IFRS 1, "First-time adoption of International Financial Reporting Standards", explaining how the transition to IFRS has affected the reported financial position, cash flows and financial performance of the Company are presented in Note 9 to the audited financial statements for the year ended February 29, 2012.

The accounting policies described below have been applied consistently and have also been applied in preparing an opening IFRS balance sheet as at March 1, 2010 for the purposes of the transition to IFRS as required by IFRS 1.

Recent Accounting Pronouncements
Certain pronouncements were issued by the IASB or the IFRIC but are not yet effective. Many are not applicable or do not have a significant impact to the Company and have been excluded from the list below. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

(a) IFRS 9 Financial instruments ("IFRS 9") was issued by the IASB in October 2010 and will replace IAS 39 Financial Instruments: Recognition and Measurement ("IAS 39"). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2015, with early adoption permitted.

(b) IFRS 10 'Consolidated Financial Statements' – effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities.

(c) IFRS 11 Joint arrangements ("IFRS 11") was issued by the IASB in May 2011 and will replace IAS 31 Interests in Joint ventures and SIC 13 – Jointly Controlled Entities – Non-Monetary Contributions by Venturers. IFRS 11 is effective for annual periods beginning on or after January 1, 2013.

(d) IFRS 12 'Disclosure of Interests in Other Entities' - effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, requires the disclosure of information that enables users of financial statements to evaluate the nature of, and risks associated with its interests in other entities and the effects of those interests on its financial position, financial performance and cash flows.

(e) IFRS 13 ‘Fair Value Measurement’ - effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, provides the guidance on the measurement of fair value and related disclosures through a fair value hierarchy.

(f) IAS 27 ‘Consolidated and Separate Financial Statements’ - as amended in May 2011, provides guidance on the accounting and disclosure requirements for subsidiaries, jointly controlled entities, and associates in separate, or unconsolidated, financial statements. It will have no impact on consolidated financial statements and is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted.

(g) IAS 28 ‘Investments in Associates’ - as amended in May 2011, provides detailed guidance on the application of the equity method to associates, subsidiaries and joint ventures (previously excluded from this standard), and is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted.

Selected Annual Financial Information
The following selected financial data is derived from the audited financial statements of the Company at February 29, 2012 and February 28, 2011.

	Year Ended February 29, 2012 $	Year Ended February 28, 2011 $	From incorporation on September 28, 2009 to February 28, 2010 $
Total Revenues (Interest)	-	-	-
Income before other items	(70,568)	(182,739)	(16,033)
Net Loss and comprehensive loss	(70,568)	(182,739)	(16,033)
Loss and fully diluted loss per share	(0.03)	(0.14)	(0.00)
Total assets	343,139	408,639	349,967
Total long term debt	-	-	-
Dividend	-	-	-

Results of Operations
The Company was incorporated on September 28, 2009. The Company does not have any operations and will not conduct any business other than the identification and evaluation of business and assets for potential acquisition.

During the year ended February 29, 2012, the company recorded a net loss of $70,568 compared to $182,739 for the year ended February 28, 2011. The loss in 2012 was primarily attributable to accounting and audit of $19,650 compared to $15,600 in 2011; business evaluation costs of $Nil compared to $25,000 in 2011; filing and transfer agent fees of $15,346 compared to $31,584 (due to the Company completing its IPO during the 2011) in 2011; legal of $12,260 compared to $20,957 in 2011; rent of $15,000 compared to $11,083 in 2011 and stock-based compensation of $Nil compared to $70,837 (due to approval of directors and management stock options) in 2011.

Fourth Quarter
During the three-month ended February 29, 2012 the Company recorded a net loss of $24,453 compared to $53,890 for the same period in 2011. The major expenses for the current quarter were accounting and

audit in the amount of $13,300 compared to $11,000 for the last quarter; filing and transfer agent fees in the amount of $6,152 compared to $6,837 for last quarter; legal in the amount of $Nil compared to $5,074 for the last quarter; and rent in the amount of $3,514 compared to $3,750 for the last quarter.

Summary of Quarterly Results

	4th Quarter	**3rd Quarter**	**2nd Quarter**	**1st Quarter**
Three Months Ended	**February 29, 2012 $**	**November 30, 2011 $**	**August 31, 2011 $**	**May 31, 2011 $**
Total Revenue (Interest)	-	-	-	-
Net Loss	(24,453)	(24,969)	(16,430)	(4,716)
Basic and diluted earnings (loss) per share	(0.01)	(0.01)	(0.01)	(0.00)
Total assets	343,139	355,980	376,431	402,641
Total long term debt	-	-	-	-
Dividend	-	-	-	-
	4th Quarter	**3rd Quarter**	**2nd Quarter**	**1st Quarter**
Three Months Ended	**February 28, 2011 $**	**November 30, 2010 $**	**August 31, 2010 $**	**May 31, 2010 $**
Total Revenue (Interest)	-	-	-	-
Net Loss	(53,890)	(9,345)	(111,263)	(8,241)
Basic and diluted earnings (loss) per share	(0.04)	(0.00)	(0.08)	(0.00)
Total assets	408,639	447,047	456,392	349,726
Total long term debt	-	-	-	-
Dividend	-	-	-	

All of the above quarterly results presented are prepared in accordance with IFRS.

Liquidity and Capital Resources

The Company does not have any operations and will not conduct any business other than the identification and evaluation of business and assets for potential acquisition. As at February 29, 2012 the Company had cash and receivables of $343,139 compared with $408,639 at February 28, 2011. The working capital as at February 29, 2012 was $325,789. As at February 29, 2012, the Company had $343,139 in total assets and $17,350 in accounts payables and accrued liabilities. The Company has no long term debt.

Since inception, the Company's capital resources have been limited to amounts raised from the private sale of common shares in the Company and the recently completed IPO (see "Description of Business and Overview"). The Company has not commenced operations and as at February 29, 2012 has no assets other than cash and HST receivable. The proceeds from the private sale of common shares and the IPO are expected to provide the Company with minimum funds with which to identify and evaluate businesses or assets with a view to complete a Qualifying Transaction. However, if the Company identifies a target business, asset or property as its Qualifying Transaction, the Company may have to seek additional financing. There is no assurance that the Company will be able to identify a suitable Qualifying Transaction. Furthermore, even if a Qualifying Transaction is identified, there can be no assurance that the Company will be able to complete the transaction.

The Company is not exposed to any externally imposed capital requirement. There were no changes in the Company's approach to capital management during the year.

The Company's issued and outstanding shares were 9,250,000 at February 29, 2012 and 9,250,000 at March 31, 2012.

The Company has established a stock option plan for its directors, officers and technical consultants under which the Company may grant options to acquire a maximum number of common shares equal to 10% of the total issued and outstanding common shares of the Company. As of the date of this report, 900,000 directors and officers options are outstanding and 150,000 agent's options are outstanding.

Off-Balance Sheet Arrangements
There are no off-balance sheet arrangements.

Transactions with Related Parties
During the year ended February 29, 2012, the Company paid or accrued accounting fees of $15,000 (2011 - $7,600) to an accounting firm of which an Officer of the Company is a partner. As of February 29, 2012, $3,000 (2011 - $3,000 and March 1, 2010 - $Nil) in accounts payable and accrued liabilities was due to the accounting firm. The transaction was in the normal course of operations and measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Contractual Commitments
There are no contractual commitments.

Impact of Adopting IFRS on the Company's Business:
As management had anticipated, given the business of the Company as a Capital Pool Company and given the limited number of transactions that the Company has entered into since incorporation, the impact on the adoption of IFRS had no impact on the Company's financial position, financial performance and cash flows. Specifically, the main areas of accounting focus for the Company to date have been, and will continue to be prior to the consummation of a Qualifying Transaction, the issuance of share capital, the recording of share based payments and the recording of cash transactions for which there are very few or no significant differences between IFRS and Canadian GAAP.

The adoption of IFRS has resulted in some changes to the Company's accounting systems and business processes; however the impact has been minimal. The Company has not identified any contractual arrangements that are significantly impacted by the adoption of IFRS.

The Company's staff and advisers involved in the preparation of financial statements have been appropriately trained on the relevant aspects of IFRS and the changes to accounting policies.

The Board of Directors and Audit Committee have been regularly updated through the Company's IFRS transition process, and are aware of the key aspects of IFRS affecting the Company.

Financial Instruments and Risk
The Company's financial instruments consist of cash, accounts payable and accrued liabilities. The fair value of these financial instruments approximates their carrying values, unless otherwise noted.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk
Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk.

Liquidity risk
The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at February 29, 2012, the Company had a cash balance of $332,874 to settle current liabilities of $17,350. All of the Company's financial liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms.

Market risk
Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

(a) Interest rate risk
The Company has cash balances and no interest-bearing debt. As of February 29, 2012, the Company has no interest bearing term deposits.

(b) Foreign currency risk
The Company does not have any assets or liabilities in a foreign currency.

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

Subsequent Events
On May 9, 2012, the Company entered into an agreement (the "Letter Agreement") with Tantalex Corporation, a private corporation existing under the laws of Canada ("Tantalex"). Pursuant to the terms of the Letter Agreement and subject to completion of satisfactory due diligence and receipt of all necessary regulatory, shareholder and TSX-V approvals, the Company and Tantalex will complete a triangular amalgamation or similar type of transaction (the "Transaction") by a federally incorporated wholly-owned subsidiary of the Company amalgamating with Tantalex to form a newly amalgamated entity which will become a wholly owned subsidiary of the Company (the "Subsidiary"). It is expected that the Transaction will qualify as the Company's "qualifying transaction" as defined in TSX-V Policy 2.4.

Tantalex is a mining exploration corporation active in central Africa which owns the Tantalum and Niobium properties in the Republic of Congo.

Risks and Uncertainties
The Company's financial performance is likely to be subject to the following risks:

1. The Company has not commenced commercial operations, and has no assets other than cash and HST receivable, has no history of earnings and shall not generate earnings to pay dividends until at least after the completion of the Qualifying Transaction;

2. Until the completion of the Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification of and evaluation of potential Qualifying Transactions; and

3. The Company only has limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Company will be able to identify or complete a suitable Qualifying Transaction.

Disclosure of Internal Controls
Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the audited financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the audited financial statements, and (ii) the audited financial statements fairly present in all material respects the financial condition, results of operations and cash flow of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i. Controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii. Process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Management's responsibility for financial statements
The information provided in this report, including the financial statements is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgements and have been properly reflected in the accompanying financial statements.

Approval
The Board of Directors of the Company has approved the disclosure contained in this MD&A.

May 31, 2012

On behalf of Management and the Board of Directors,

"Robert Lipsett"

President and Chief Executive Officer, Director