

## **BRAVURA VENTURES CORP.**

### **Management Discussion and Analysis**

**For the year ended January 31, 2013**

The Management Discussion and Analysis (“MD&A”), prepared May 8, 2013 should be read in conjunction with the audited financial statements and notes thereto for the year ended January 31, 2013 and the notes thereto of Bravura Ventures Corp. (“Bravura” or the “Company”) which were prepared in accordance with International Financial Reporting Standards (“IFRS”). Unless otherwise noted, all currency amounts are in Canadian dollars.

This management discussion and analysis may contain forward-looking statements in respect of various matters including upcoming events and include without limitation, statements regarding discussions of the Company’s business strategy, future plans, projections, objectives, estimates and forecasts and statements as to management’s expectations with respect to, among other things, the development of the Company’s project,. These forward-looking statements involve numerous risks and uncertainties and actual results may vary. Important factors that may cause actual results to vary include without limitation, certain transactions, certain approvals, changes in commodity prices, risks inherent in exploration results, timing and success, inaccurate geological and metallurgical assumptions (including with respect to the size, grade and recoverability of mineral reserves and mineral resources), delays in the receipt of government approvals, and changes in general economic conditions or conditions in the financial markets. In making the forward-looking statements in this MD&A, the Company has applied several material assumptions, including without limitation, the assumptions that: (1) any additional financing needed will be available on reasonable terms.

Additional factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements include, among other factors: (1) weak commodity prices and general metal price volatility; (2) the state of the global economy and economic and political events, including the deterioration of the global capital markets, affecting supply and demand and economic and political events affecting supply and demand; and (3) securing and the nature of regulatory permits and approvals and the costs of complying with environmental, health and safety laws and regulations.

The Company cannot assure you that any of these assumptions will prove to be correct.

The words “expect,” “anticipate,” “estimate,” “may,” “will,” “should,” “intend,” “believe,” “target,” “budget,” “plan,” “projection” and similar expressions are intended to identify forward-looking statements. Information concerning mineral reserve and mineral resource estimates also may be considered forward-looking statements, as such information constitutes a prediction of what mineralization might be found to be present during operations or if and when an undeveloped project is actually developed.

These factors should be considered carefully, and readers should not place undue reliance on the Company’s forward-looking statements. The Company believes that the expectations reflected in the forward-looking statements, including future-oriented financial information, contained in this MD&A and any documents incorporated by reference are reasonable, but no assurance can be given that these expectations will prove to be correct. In addition, 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, including future-oriented financial information, there may be other factors that cause actions, events, or results not to be as anticipated, estimated, or intended. The Company undertakes no obligation to disclose publicly any future revisions to forward-looking statements, including future-oriented financial information, to reflect events or circumstances after the date of this MD&A or to reflect the occurrence of unanticipated events, except as expressly required by law. Additionally, the forward-looking statements, including future-oriented financial information,

contained herein are presented solely for the purpose of conveying our reasonable belief of the direction of the Company and may not be appropriate for other purposes.

The results or events predicted in these forward-looking statements may differ materially from the actual results or events. The Company disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

## DESCRIPTION OF BUSINESS

The Company was incorporated under the laws of the Province of British Columbia on August 6, 2010.

The Company is a junior mineral exploration company engaged in the business of acquiring, exploring and evaluating natural resource properties. The Company is currently focusing its financial resources on conducting an exploration program on the Greenhorn Property in British Columbia and three graphite properties in Quebec. The Company has not yet determined whether this property contains reserves that are economically recoverable. The recoverability of amounts shown for resource property 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.

## MINERAL PROPERTY

	2013		2012	
	\$	\$	\$	\$
	Quebec Property	Greenhorn Property	Total	Total
<b>Acquisition costs</b>				
Balance, beginning	-	54,555	54,555	15,555
Cash paid	20,000	7,500	27,500	20,000
Shares issued	25,000	6,000	31,000	19,000
Balance, ending	45,000	68,055	113,055	54,555
<b>Exploration costs</b>				
Balance, beginning	-	293,996	293,996	105,771
Surveying	-	-	-	171,286
Consulting	-	-	-	2,625
Other	-	9,377	9,377	14,314
Balance, ending	-	303,373	303,373	293,996
	45,000	371,428	416,428	348,551

## Greenhorn Property, British Columbia

Pursuant to an option agreement dated November 24, 2010, the Company was granted an option to acquire a 100% undivided interest in the Greenhorn Property comprised of 7 mineral claims located in the Slocan Mining Division, British Columbia. To earn the 100% interest, the Company agreed to pay \$120,555 and issue 200,000 common shares of the Company to the optionors as follows:

	Cash Payments	Number of Common Shares
	\$	
(i) By November 24, 2010 (paid)	15,555	-
(ii) On July 19, 2011 (paid and issued)	20,000	100,000
(iii) On or before July 4, 2012 (issued and paid \$7,500)	20,000	100,000
(iv) On or before July 4, 2013	30,000	-
(v) On or before July 4, 2014	35,000	-
	120,555	200,000

As at January 31, 2013, partial payment of \$7,500 was made to the optionors of the Greenhorn Property for the July 4, 2012 payment, with \$12,500 still outstanding. The company is currently renegotiating payment terms with the optionors.

The property is subject to a 2% net smelter return royalty ("NSR") which can be purchased by the Company at \$1,000,000 per percentage point during the five year period commencing from the date upon which the property is put into commercial production.

## Quebec Property

Pursuant to an option agreement dated June 11, 2012, the Company acquired a 100% interest in the three graphite properties located in southern Quebec, Canada, all within the Central Metasedimentary Belt of the Grenville region. The Company paid \$20,000 and issued 250,000 common shares with a fair value of \$25,000 to acquire the interest.

## SELECTED ANNUAL INFORMATION

(\$000's except loss per share)

	Jan. 31 <u>2013</u>	Jan. 31, <u>2012</u>
Revenue	\$ -	\$ -
Net Loss	\$ (239)	\$ (466)
Basic and Diluted Loss Per Share	\$ (0.02)	\$ (0.05)
Total Assets	\$ 428	\$ 636
Long-Term Debt	\$ -	\$ -
Dividends	\$ -	\$ -

## OPERATIONS

### Three month period ended January 31, 2013

During the three months ended January 31, 2013 the Company reported a net loss of \$45,222. Included in the determination of operating loss was \$21,700 on management fees, \$16,022 on office and miscellaneous, \$1,500 on travel and promotion, and \$6,000 on rent and property tax.

### Twelve month period ended January 31, 2013

During the twelve months ended January 31, 2013 the Company reported a net loss of \$239,455. Included in the determination of operating loss was \$9,750 spent on consulting, \$110,500 on management and administration, \$33,897 on professional fees, \$10,687 on investor communications, \$9,475 on travel and promotion, \$17,370 on transfer agent and filing fees, \$15,000 on rent and property tax, \$13,481 on property evaluation, and \$19,295 on office and miscellaneous expenses.

## SUMMARY OF QUARTERLY RESULTS

(\$000's except earnings per share)

	January 31, <u>2013</u> (IFRS)	October 31, <u>2012</u> (IFRS)	July 31, <u>2012</u> (IFRS)	April 30, <u>2012</u> (IFRS)
Revenue	\$ 0	\$ 0	\$ 0	\$ 0
NET LOSS	\$ (45)	\$ (36)	\$ (69)	\$ (89)
Basic and diluted Loss per share	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.02)

	January 31, <u>2012</u> (IFRS)	October 31, <u>2011</u> (IFRS)	July 31, <u>2011</u> (IFRS)	April 30, <u>2011</u> (IFRS)
Revenue	\$ 0	\$ 0	\$ 0	\$ 0
NET LOSS	\$ (199)	\$ (69)	\$ (71)	\$ (138)
Basic and diluted Loss per share	\$ (0.02)	\$ (0.01)	\$ (0.01)	\$ (0.03)

## LIQUIDITY AND CAPITAL RESOURCES

As at January 31, 2013, the Company had cheques in excess of deposits on hand of \$8,520, compared to a cash balance of \$220,357 at January 31, 2012.

## OFF-BALANCE SHEET ARRANGEMENTS

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

## **TRANSACTIONS WITH RELATED PARTIES**

During the years ended January 31, 2013 and 2012, the Company incurred the following related party transactions which were measured at exchange amounts, which were the amounts agreed upon by the transacting parties and are on terms and conditions similar to those for arms length transactions:

- a) The Company paid management fees of \$110,500 (2012 - \$120,130) to companies controlled by directors of the Company, of which \$15,000 (2012 - \$nil) was unpaid at January 31, 2013.
- b) The Company incurred consulting and accounting fees of \$nil (2012 - \$8,000) and \$7,900 (2012 - \$15,000) respectively from a company controlled by a director and officer of the Company, of which \$nil (2012 - \$4,032) was unpaid at January 31, 2013.
- c) The Company paid rental fees of \$15,000 (2012 - \$7,000) to a companies controlled by directors of the Company, of which \$3,000 (2012 - \$nil) remains in accounts payable at January 31, 2013.
- d) The Company paid management fees of \$28,850 (2012 - \$15,000) to the chief executive officer during the year.

The amounts included in accounts payable relating to the above noted fees are non-interest bearing, unsecured and with no stated payment terms.

## **COMMITMENTS**

The Company is obligated to make certain payments and issue shares in connection with the acquisition of its mineral property.

## **SUBSEQUENT EVENT**

On April 3, 2013, the Company entered into a letter of intent ("LOI") with RedLion Resources Corp. ("RedLion"), a British Columbia privately-held junior exploration company that holds, through its wholly-owned Colombian subsidiary RedLion Resources Colombia S.A.S, a 50% interest in a registered mining concession known as Quebrada Grande in Colombia. The LOI outlines the general terms and conditions pursuant to which the Company and RedLion would complete a transaction resulting in a reverse take-over of Bravura by the shareholders of RedLion. The LOI is to be superseded by a definitive agreement to be executed on or before June 30, 2013 (or such other date as may be mutually agreed between the parties). This transaction is subject to requisite regulatory approval.

## **CHANGES IN ACCOUNTING POLICIES**

See Note 2 "Significant Accounting Policies" and Note 3 "Application of New and Revised International Financial Reporting Standards" of the financial statements for the year ended January 31, 2013.

## **CRITICAL ACCOUNTING POLICIES**

### Financial Instruments

The Company classifies financial assets and liabilities as held-for-trading, available-for-sale, loans and receivables or other financial liabilities depending on their nature. Financial assets and financial liabilities are recognized at fair value on their initial recognition, except for those arising from certain

related party transactions which are accounted for at the transferor's carrying amount or exchange amount.

Financial assets and liabilities classified as held-for-trading are measured at fair value, with gains and losses recognized in net income. Financial assets classified as held-to-maturity, loans and receivables, and financial liabilities other than those classified as held-for-trading are measured at amortized cost, using the effective interest method of amortization. Financial assets classified as available-for-sale are measured at fair value, with unrealized gains and losses being recognized as other comprehensive income until realized, or if an unrealized loss is considered other than temporary, the unrealized loss is recorded in income. The Company has elected to account for transaction costs related to the issuance of financial instruments as a reduction of the carrying value of the related financial instruments.

Financial instruments included in the balance sheet are comprised of cash, accounts payable and due to directors. The Company is not exposed to any derivative instruments and currency exchange rate. The Company does not have foreign exchange hedges in place at this time. It is management's opinion that the Company is not exposed to significant interest rate or credit risks.

## **SHARE CAPITAL**

### Issued

The company has 11,218,751 shares issued and outstanding as at January 31, 2013 and May 8, 2013.

### Share Purchase Options

The Company has 920,000 stock options outstanding at January 31, 2013 and May 8, 2013.

### Warrants

The Company has 467,500 share purchase warrants outstanding at January 31, 2013 and May 8, 2013.

### Escrow Shares

The Company has 1,102,500 shares held in escrow as at January 31, 2013 and May 8, 2013.