



Northern Lights Resources Corp.
Management Discussion and Analysis
For the Nine Months Ended January 31, 2012

April 5, 2012

The following discussion and analysis should be read in conjunction with the unaudited interim condensed financial statements, prepared in accordance with International Financial Reporting Standards (“IFRS”) for the periods ended January 31, 2012 and 2011 and related notes included therein. The reader should also refer to the audited financial statements for the year ended April 30, 2011, prepared in accordance with Canadian General accepted accounting policies (“cGAAP”). All monetary amounts, unless otherwise indicated, are expressed in Canadian dollars. Additional regulatory filings for the Company can be found on the SEDAR website at www.sedar.com. The Company’s website can be found at www.northernlightsresources.com.

Forward-Looking Statements

Certain statements contained in this document constitute “forward-looking statements”. When used in this document, the words “may”, “would”, “could”, “will”, “intend”, “plan”, “propose”, “anticipate”, “believe”, “forecast”, “estimate”, “expect” and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. Such statements reflect the Company’s current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Company’s actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

Forward-looking statements herein include, but is not limited to, statements relating to the timing, availability and amount of financings; expected use of proceeds; business objectives; the costs and timing relating to the potential acquisition of interests in mineral properties; the timing and costs of future exploration activities on the Company’s properties; success of exploration activities; permitting time lines and requirements for additional capital. In making forward-looking statements herein, the Company has applied several material assumptions, including, but not limited to, the assumption that its proposed initial public prospectus offering will be completed for at least the minimum amount and that any additional financing needed will be available on reasonable terms, that the current exploration and other objectives concerning the Misty Basin Project can be achieved, that general business and economic conditions will not change in a materially adverse manner, and that all necessary governmental approvals for the planned exploration on the Misty Basin Project will be obtained in a timely manner and on acceptable terms. Forward-looking statements involve 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 any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and other factors include, among others, risks related to the completion of financings and the use of proceeds; operations and contractual obligations; changes in exploration programs based upon results of exploration; future prices of metals; availability of third party contractors; availability of equipment; failure of equipment to operate as anticipated; accidents, effects of weather and other natural phenomena and other risks of the mineral exploration industry; environmental risks; community relations; and delays in obtaining governmental approvals or financing.

Overview

The Company was incorporated on March 28, 2007 pursuant to the *Business Corporation Act* (British Columbia) under the name Northern Lights Uranium Corp. On April 22, 2008, the Company changed its name to Northern Lights Resources Corp. The Company is registered as an extra-territorial corporation under the Business Corporations Acts of the Yukon Territory and the Northwest Territories.

As a junior mineral exploration company, the Company's core assets are the exploration rights to its mineral properties. The Company's principal business to date has been the acquisition and exploration of the Misty Basin project, the financing of the initial exploration thereon, and the pursuit of a listing of its Shares on the Canadian National Stock Exchange (“CNSX”).

The Company is in the process of completing an initial public offering (“IPO”) by way of prospectus, and a listing on the CNSX. The Company recently obtained a final receipt to a prospectus dated January 5, 2012, and became a reporting issuer at that time. The prospectus pertained to a proposed initial public offering of a minimum of 3,500,000 Units to a maximum of 4,500,000 Units at a price of \$0.10 per Unit for total gross proceeds of a minimum of \$350,000 to a maximum of \$450,000. Each Unit will consist of one common share and one common share purchase warrant exercisable at \$0.15 for two years from the date of closing the IPO (subject to an acceleration clause whereby, if the stock price closes at or over \$0.30 for a period of 20 consecutive days, the exercise period of the warrants will be shortened to 30 days after giving notice to the warrant holders). The Company has been unable to complete its initial public offering with the 90 days allowed for distribution (ending April 5, 2012); and is in the process of filing an amended and restated prospectus for an IPO of Units on the same terms as stated above.

The Company currently has no producing properties, and consequently no operating income or cash flow. The Company is dependent on the equities markets to finance all of its activities and it is anticipated that it will continue to rely on this source of funding for its exploration expenditures and to meet its ongoing working capital requirements.

Mineral Properties

Pursuant to an agreement dated March 2007, as amended, the Company acquired an option to purchase a 100% interest in 2,180 mineral claims, comprising 43 claim blocks in the Northwest Territories in exchange for (i) reimbursement of \$992,720 of staking costs (of which \$403,494 was paid or credited); (ii) issuing 460,000 units per claim block retained by the Company (each unit consisting of one common share and one-half share purchase warrant); and (iii) paying \$28,750 per claim block retained, per year for three years, payable quarterly in 12 equal installments.

During the year ended April 30, 2009, the Company agreed with the property vendor to retain an option to acquire only one of the 43 claim blocks, and for that would issue 460,000 units and would pay \$28,750 per year for three years. In addition, the Company agreed with the property vendor to settle the \$589,226 owing by the Company to the vendor by paying \$354,226 over three years and issuing 2,350,000 shares at \$0.10 per share. All payments and issuance of securities to the vendor would occur on the date the Company gains a listing on a stock exchange.

In January 2010, a new agreement was entered into replacing earlier agreements whereby the Company has the option to acquire certain claims (the “Misty Basin Project”) by paying \$157,500 at \$7,500 per month for 21 months commencing July 2010.

In June 2010, this agreement was amended whereby:

- i) certain camp equipment held by the Company be sold to the vendor for \$30,000 which will be offset against amounts owing to the vendor; and
- ii) the remaining \$127,500 owing will be paid over 30 months commencing on completion of the IPO at \$3,000 per month for 12 months and \$5,083 per month for 18 months thereafter.

To date, the Company has incurred an aggregate of \$393,806 toward costs of acquiring the Misty Basin Project, and an aggregate of \$1,673,750 of exploration costs thereon. Most of these costs were incurred more than 24 months prior January 31, 2012. In the three months ended January 31, 2012 the Company incurred only \$300 toward acquisition costs and \$315 of geological expenses on the project, representing only maintenance costs.

Results of Operations

The results of operations reflect the overhead costs incurred for mineral property acquisitions and exploration expenses incurred by the Company to maintain good standing with the various regulatory authorities and to provide an administrative infrastructure to manage the acquisition, exploration, and financing activities of the Company. General and administrative costs can be expected to increase or decrease in relation to the changes in activity required as property acquisitions and exploration continues. The Company has not recorded, since the date of its incorporation, any revenues from its mineral exploration and development activities. The Company's Misty Basin Project is in the exploration stage and is without a known body of commercial ore. The Company's proposed exploration programs are for exploratory searches for ore.

Revenues

Due to the Company's status as an exploration and development stage mineral resource company, and a lack of commercial production from its properties, the Company currently does not have any revenues from its operations.

General and Administrative Expenses

The Company incurred general and administrative expenses before other items of \$21,505 for the nine months ended January 31, 2012 compared with \$46,303 in the nine months ended January 31, 2011.

A brief explanation of the significant changes in expense categories is provided below:

- i) Professional fees increased to \$16,014 (2011 - \$12,371) due to increased accounting expenses for IFRS transition and the timing of accounting accruals.
- ii) Rent decreased to \$2,204 (2011 - \$29,817) due to the Company subleasing its office space in the current period.

The Company incurred general and administrative expenses before other items of \$2,913 for the three months ended January 31, 2012 compared with \$14,660 in the three months ended January 31, 2011.

A brief explanation of the significant changes in expense categories is provided below:

- i) Professional fees decreased to \$1,514 (2011 - \$11,120). The decrease is a result of a decrease in the amount of time required by accountants and lawyers on the prospectus.
- iii) Rent decreased to \$522 (2011 - \$3,262) due to the Company subleasing its office space in the current period.

Summary of Quarterly Results

The following table sets out selected consolidated quarterly information for the last eight quarters.

Three Months Ended	January 31, 2012 (IFRS)	October 31, 2011 (IFRS)	July 31, 2011 (IFRS)	April 30, 2011 (IFRS)
Interest Income	\$ -	\$ -	\$ -	\$ -
Exploration and evaluation assets	2,067,871	2,067,871	2,067,556	2,067,256
Deficit	704,720	701,807	695,894	683,215
Net Income (Loss)	(2,913)	(5,913)	(12,679)	(20,976)
Basic and Diluted Income (Loss) Per Share	(0.00)	(0.00)	(0.00)	(0.00)

Three Months Ended	January 31, 2011 (IFRS)	October 31, 2010 (IFRS)	July 31, 2010 (IFRS)	April 30, 2010 (cGAAP)
Interest Income	\$ -	\$ -	\$ -	\$ -
Exploration and evaluation assets	2,066,681	2,066,681	2,065,089	2,064,751
Deficit	662,239	647,579	635,143	615,936
Net Loss	(14,660)	(12,436)	(19,207)	(40,487)
Basic and Diluted Loss Per Share	(0.00)	(0.00)	(0.00)	(0.00)

April 30, 2010 net loss was higher than other quarterly losses above due to professional fees related to the Company seeking a public listing of its common shares. Less work was done in that regard in subsequent quarters.

Quarterly net losses for July 31, 2011, October 31, 2011 and January 31, 2012 decreased due to the Company sub-leasing its office space.

Liquidity and Capital Resources

During the period ended January 31, 2012, the Company did not raise any funds by issuing common shares.

At January 31, 2012, the Company's cash position was \$229 (April 30, 2011 - \$2,597).

At January 31, 2012, the Company had a working capital deficiency of \$142,872 (April 30, 2011 - \$129,889). The Company is currently unable to meet its financial obligations as they become due. The Company intends to satisfy its working capital deficit by completing its initial public offering, and pursuant to agreements in place with three creditors owed an aggregate \$58,560 that provide upon the Company obtaining a listing on the CNSX, their debts will be paid as follows:

- (i) \$13,200 payable within the first 12 months following the closing of the Company's initial public offering as to 12 equal monthly payments aggregating \$1,100 per month; and

- (ii) \$45,360 payable in the 24 months thereafter, as to 23 equal monthly payments aggregating \$1,931.67 per month, and a final payment of \$931.67 in the 36th month.

At January 31, 2012, the Company had loans payable of \$212,450 (April 30, 2011 - \$196,500). These loans are owed to Rick Timcke, the Company's CEO; are non-interest bearing; and no amounts are payable toward settlement of such loans until 12 months following closing of the Company's proposed initial public offering.

The Company's only commitments under its agreement to acquire the Misty Basin Project is \$127,500 payable over 30 months commencing on completion of the IPO at \$3,000 per month for 12 months and \$5,083 per month for 18 months thereafter. The Company does not have any other commitments for future payments, except that upon closing of the IPO the Company has agreed to pay Rick Timcke, in his capacity as CEO, the sum of \$1,500 per month for three years.

Financial risk factors

The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities, and loans payables. The fair value of these financial instruments, other than cash, approximates their carrying values due to the short-term nature of these instruments. The fair value of the loan payable to a related party has not been determined as no relevant information is available for this type of financial instrument and it is not practicable to do so. Cash is measured at fair value using level 1 inputs.

The Company is exposed to a variety of financial risks by virtue of its activities including currency, credit, interest rate, liquidity and commodity price risk.

a) Currency risk

The Company operates in Canada and is not subject to significant currency risk.

b) Credit risk

Credit risk is risk of financial loss to the Company if the counterparty to a financial statement fails to meet its contractual obligations. The Company's cash is held in large Canadian financial institutions and is not exposed to significant credit risk.

c) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to limited interest rate risk as it only holds non-interest bearing debt.

d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they come due. At January 31, 2012, the Company had cash of \$5,974 to settle current liabilities of \$148,846 and long-term liabilities of \$212,450. This emphasizes that the Company's ability to continue as a going concern is dependent on management's ability to raise the required capital through future equity or debt issuances. See "Liquidity and Capital Resources" above. There is no assurance the Company will be able to complete its IPO financing as outlined above, or that alternative sources of financing will be identified. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the directors are actively involved in the review, planning, and approval of significant expenditures and commitments.

e) Price risk

The ability of the Company to explore and develop its exploration and evaluation assets and the future profitability of the Company are directly related to the price of commodities. The Company monitors these prices to determine the appropriate course of action to be taken.

Related Party Transactions

During the period ended January 31, 2012, the Company:

- a) recorded professional fees of \$6,014 (2011 - \$Nil) to an accounting firm in which David Cross (an officer and director of the Company) is a partner. As at January 31, 2012, the officer and director was owed \$12,835 (April 30, 2011 - \$4,419) which is included in accounts payable and accrued liabilities.
- b) received non-interest bearing loans for \$36,100 from Albert (Rick) Timcke (an officer and director of the Company), and repaid \$20,150 of the loans. At January 31, 2012, the loans payable total was \$212,450 (April 30, 2011 - \$196,500; May 1, 2010 - \$232,000). The Company entered into a debt settlement agreement where the Company will start to settle the loans beginning one year after completion of the Company's IPO on the CNSX.

Off Balance Sheet Arrangements

The Company is not a party to any off balance sheet arrangements or transactions.

Transition to International Financial Reporting Standards (“IFRS”)

Please refer to the January 31, 2012 Condensed Interim Financial Statements on www.sedar.com for a detailed description of the transition to IFRS, including newly adopted accounting policies and recent accounting pronouncements.

Contingencies

There are no contingent liabilities.

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 financial statements.

Other MD&A Requirements

As at April 5, 2012, the Company had the following outstanding:

- 22,934,652 common shares
- Stock options:

During the year ended April 30, 2011, the Company granted 1,175,000 options that will be exercisable at \$0.10 per share for five years, commencing and only becoming effective upon the date the Company is listed on the CNSX.

- Warrants:

Number of Warrants	Exercise Price	Expiry Date
1,187,785	\$ 0.15	30-Nov-12
1,187,785		

CORPORATE DATA

HEAD OFFICE

Suite 1450, 409 Granville Street
 Vancouver, BC, V6C 1T2
 Tel: (604) 602-7166
 Fax: (604) 602-4936
 Email: rtimke@shaw.ca
 Website: <http://www.northernlightsresources.com>

SOLICITORS

**Maitland & Company,
 Barristers and Solicitors**
 Suite 700, 625 Howe Street
 Vancouver, BC
 V6C 2T6
 Phone: (604) 800-4318
 Fax: (604) 681-3896

REGISTRAR & TRANSFER AGENT

Olympia Trust Company
 Suite 1003, 750 West Pender Street,
 Vancouver, BC V6C 2T8
 Phone: (604) 484-8637
 Fax: (604) 484-8638

AUDITORS

Davidson and Company
 1200-609 Granville Street
 Vancouver, BC
 V7Y 1G6
 Phone: (604) 687-0947
 Fax: (604) 687-6172

DIRECTORS AND OFFICERS

Albert (Rick) Timcke, CEO, President and Director
 David Cross, CFO and Director
 Dennis Espadilla, Director
 James Kermeen, Director
 Jason Leikam, Director