FAR RESOURCES LTD.

Form 51-102F1

Management's Discussion and Analysis

This management discussion and analysis of financial position and results of operations ("MD&A") is prepared as at July 27, 2012 and should be read in conjunction with the audited financial statements for the year ended March 31, 2012 of Far Resources Ltd. ("Far" or the "Company") with the related notes thereto. Those audited financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). These are the Company's first annual IFRS financial statements. In the prior year, the Company reported in accordance with Canadian Generally Accepted Accounting Principles as issued by the Accounting Standards Board of the Canadian Institute of Chartered Accountants. All comparative figures in those audited financial statements have been restated to be in accordance with IFRS. All dollar amounts included therein and in the following MD&A are expressed in Canadian dollars except where noted. Readers may also want to refer to the March 31, 2011 audited financial statements and the accompanying notes.

Further information regarding the Company and its operations are filed electronically on the System for Electronic Document Analysis and Retrieval (SEDAR) in Canada and can be obtained from www.sedar.com.

Disclaimer

Except for statements of historical facts relating to the Company, this MD&A contains "forward-looking statements" within the meaning of applicable securities legislation. These forward-looking statements are made as of the date of this MD&A and the Company does not intend, and does not assume any obligation, to update these forward-looking statements, except as required by applicable securities laws.

Forward-looking statements may include, but are not limited to, statements with respect to the future price of metals, the estimation of mineral resources, the realization of mineral resource estimates, the timing and amount of future exploration programs, capital expenditures, success of exploration activities, permitting time lines, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage, the completion of transactions and future listings and regulatory approvals. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information in this MD&A includes, among other things, disclosure regarding: the Company's mineral properties as well as its future outlook, statements with respect to the success of exploration activities, permitting time lines, costs and expenditure requirements for additional capital, regulatory approvals, as well as the information under the headings "Overall Performance", "Liquidity" and "Capital Resources".

In making the forward looking statements in this MD&A, the Company has applied certain factors and assumptions that it believes are reasonable, including that there is no material deterioration in general business and economic conditions; that the timing, costs and results of the Company's recommended exploration programs on its Tchentlo Lake property are consistent with the Company's current expectations; that the Company receives regulatory and governmental approvals and permits for its properties on a timely basis; that the Company is able to obtain financing for its properties on reasonable terms and on a timely basis; that the Company is able to procure equipment and supplies in sufficient quantities and on a timely basis; that engineering and exploration timetables and capital costs for the Company's exploration plans are not incorrectly estimated or affected by unforeseen circumstances or adverse weather conditions; that any environmental and other proceedings or disputes are satisfactorily resolved.

However, 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 factors may include, among others, actual results of current and proposed exploration activities; actual results of reclamation activities; future metal prices; accidents, labor disputes, adverse weather conditions, unanticipated geological formations and other risks of the mining industry; delays in obtaining governmental or regulatory approvals or financing or in the completion of exploration activities, as well as those factors discussed in the section entitled "Risks and Uncertainties " in this MD&A. 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 not to be as anticipated, estimated or intended. 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. The Company does not undertake to update any forward-looking statements, except in accordance with applicable securities laws.

1.1 Date

This MD&A is dated as of July 27, 2012.

1.2 Overall Performance

Description and General Development of the Business

Although incorporated in 2005, the Company has carried out only limited and sporadic business and exploration activities to date.

From 2005 to 2007 the Company's activities were focused primarily on raising seed capital and investigating potential mineral resource properties for acquisition and exploration. See Item 1.7 "Capital Resources" below.

In late 2007, the Company staked the Tchentlo Lake property (the "**Tchentlo Lake Property**") approximately 25 kilometres south of a new discovery of porphyry copper-gold mineralization by Serengeti Resources Ltd.(TSXV - SIR) 130 kilometres northwest of Fort St. James, B.C. Initially, the Tchentlo Lake Property comprised five claim blocks totaling approximately 5,000 hectares and was acquired to cover various airborne magnetic highs interpreted to be possible intrusive centers localized along the Pinchi Fault Zone, a major northwest trending structure that forms the western boundary of the Quesnel Trough.

Between late 2007 and 2009, the Company funded a reconnaissance soil geochemical survey designed to evaluate the southern most claim blocks along the main Pinchi Fault Zone comprising approximately 2,500 hectares. The results of the initial survey were negative and in 2010 the Company allowed such blocks to lapse with a view to focusing exploration work on the two most northerly blocks (referred to as the North Block and the South Block). The North and South Block comprise approximately 2,500 hectares and cover possible extensions of the rocks that host the Indata property of Eastfield Resources Ltd. (TSXV – ETF) (the "**Indata Property**") and the former Placer Dome property (explored for gold in 1990) located approximately 20 kilometers to the southeast of Indata Property (formerly referred to as the "**Lo Property**").

During 2010, the Company's activities focused on reviewing published technical data for the Indata Property and compiling historic technical information available for the former Placer Dome Lo Property (now covered by the South Block). Although there is no detailed surface exploration data available for the North Block geological maps published by Eastfield Resources Ltd. and regional airborne magnetic data (available from the BC Ministry of Energy and Mines) suggests the rock units that host mineralization on the Indata Property extend into the North Block.

Currently, the Tchentlo Lake Property encompasses six mineral tenures totaling 2,507.94 hectares in two separate claim blocks expiring on July 30, 2015. The North Block consists of three contiguous mineral tenures (1,196.19 hectares) and the South Block consists of three contiguous mineral tenures (1,311.75 hectares). The Tchentlo Lake Property is 100% owned by the Company and was staked at a total cost of $28,260.

As of March 31, 2012, the Company had incurred geological consulting fees of $18,213 and maintenance cost of $1,000 on the Tchentlo Lake Property.

The Tchentlo Lake Property is an early stage gold/copper exploration prospect. The Company plans to carry out Stage 1 and, if warranted, Stage 2 of the recommended exploration program on the Tchentlo Lake Property. Stage 1 consists of widely spaced grid soil geochemical surveys on the North Block and a combined verification and grid based soil geochemical survey on the South Block designed to confirm previous gold in soil anomalies identified by Placer Dome on its Lo Property (now covered by the South Block) and determine if the anomalous zone continues to the southeast. The estimated cost of Stage 1 is $60,000. If Stage 1 confirms the presence of elevated gold, arsenic and antimony values in soils or identifies any significant copper anomalies, a follow up Stage 2 program of fill-in soil sampling and trenching would be warranted at an estimated cost of $220,000.

Additional information on the Tchentlo Lake Property can be obtained from the technical report of C. Von Einsiedel, P.Geo., dated effective July 30, 2011 and entitled "Review of Technical Information and Proposed Exploration Program for the Tchentlo Lake Property" (the "**Tchentlo Lake Report**") prepared in compliance with National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("**NI 43-101**"). The full text of the Tchentlo Lake Hill Report may be accessed on the SEDAR website at www.sedar.com.

There is no known body of ore of commercial grade or tonnage on the Tchentlo Lake Property. If the Company's exploration programs are successful, additional funds will be required for the development of an economic ore body and to place it in commercial production. There are no assurances that the Company will continue to be successful in raising additional funds or that other forms of equity capital or debt financing will be available to the Company in the future on satisfactory terms or at all. Any additional equity financing may be on terms that are dilutive, or potentially dilutive, to the Company's shareholders and debt financing, if available, may involve restrictive covenants with respect to the Company's ability to pay dividends, raise additional capital or execute various other financial and operational plans. See Item 1.6, "Liquidity", Item 1.7 "Capital Resources" and Item 1.14 "Other MD&A Requirements – Risks and Uncertainties".

1.3 Selected Annual Information

The following table sets forth selected financial information for the Company expressed in Canadian dollars for the three most recently completed financial years ended March 31, 2012, March 31, 2011 and March 31, 2010 and should be read in conjunction with the Company's financial statements and related notes for such periods.

	(IFRS) For the Fiscal Year ended March 31, 2012	(IFRS) For the Fiscal Year ended March 31, 2011	(CGAAP) For the Fiscal Year ended March 31, 2010
Revenue	$ -	$ -	$ -
Expenses	$ 364,681	$ 73,086	$ 30,179
Total comprehensive loss	$ 364,681	$ 73,086	$ 30,179
Loss per share – basic and diluted	$ (0.02)	$ (0.01)	$ (0.00)
Working capital (deficiency)	$ 626,933	$ (28,523)	$ 18,276
Exploration and evaluation assets	$ 47,473	$ 46,973	$ 28,260
Total assets	$ 772,897	$ 119,741	$ 67,114
Total long-term financial liabilities	$ -	$ -	$ -
Deficit	$ (912,231)	$ (547,550)	$ (474,464)
Weighted average number of shares outstanding	14,620,274	6,883,289	6,880,001

1.5 Summary of Quarterly Results

The Company was incorporated on July 7, 2005 and became a reporting issuer in the Provinces of British Columbia, Alberta and Ontario on December 8, 2011. Accordingly, the Company was not required to and did not prepare quarterly statements for any fiscal years prior to March 31, 2011. A summary of selected financial information for the three month periods ended June 30, 2011, September 30, 2011, December 31, 2011 and March 31, 2012 is set out below and should be read in conjunction with the Company's financial statements and related notes for such periods.

	(IFRS) Three Months Ended March 31, 2012	(IFRS) Three Months Ended December 31, 2011	(IFRS) Three Months Ended September 30, 2011	(IFRS) Three Months Ended June 30, 2011
Revenue	$ -	$ -	$ -	$ -
Expenses	$ 67,044	$ 46,845	$ 216,265	$ 34,527
Total comprehensive loss	$ 67,044	$ 46,845	$ 216,265	$ 34,527
Loss per share – basic and diluted (1)	$ (0.00)	$ (0.00)	$ (0.02)	$ (0.00)
Total assets	$ 772,897	$ 859,691	$ 285,410	$ 337,714
Total liabilities	$ 98,491	$ 118,241	$ 108,067	$ 88,791
Total shareholders' equity	$ 674,406	$ 741,450	$ 177,343	$ 248,923
Weighted average number of common shares outstanding	18,406,667	14,258,407	13,095,218	12,741,539

(1) Based on the weighted average number of shares outstanding during the period.

For the year ended March 31, 2012 the Company earned no revenue and incurred general and administrative expenses of $364,681 primarily as a result of increased activities on raising seed capital, preparing and filing of the Prospectus, implementing additional accounting and administrative systems and procedures in preparation of becoming a reporting issuer, and increased reporting and compliance requirements associated therewith. Save for maintenance fees of $500, the Company did not incur any exploration or other expenses on the Tchentlo Lake Property during such year.

During the year ended March 31, 2012, the Company incurred management fees of $3,000 per month, together with a one-time payment of $3,000 in respect of past services, to the Company's President and Chief Executive Officer and administrative fees of $2,500 per month to a director (and former Secretary of the Company). Effective August 1, 2011, such administrative fees payable to such director were reduced to $1,000 per month. In addition, the Company also began incurring management fees of $1,500 per quarter to directors of the Company effective August 2011. See Item 1.9 "Transactions with Related Parties".

The Company incurred consulting fees of $3,000 per month to an arm's length consultant engaged to assist the Company in organizing its affairs to go public. The Company also incurred stock based compensation expense of $139,685 in connection with the granting of incentive stock options to the Company's directors and officers. See Item 1.14 "Other MD&A Requirements – Disclosure of Outstanding Security Data".

Professional fees increased to $82,933 from $30,000 in the corresponding year ended March 31, 2011 due primarily to higher legal, accounting and other professional fees incurred in connection with the preparation of the Prospectus, the Company's application for listing on the Exchange and first time adoptions of IFRS.

As a result of the foregoing, the Company's comprehensive loss for the year ended March 31, 2012 was $364,681 or $0.02 per share (basic and diluted) compared to $73,086 or $0.01 per share (basic and diluted) for the preceding year ended March 31, 2011.

As at March 31, 2012, the Company had total assets of $772,897 consisting of cash of $700,515, HST receivable of $18,719, prepaid expenses of $6,190 and exploration and evaluation assets of $47,473.

The total liabilities of the Company as of March 31, 2012 were $98,491 and consisted of accounts payable and accrued liabilities of $58,491 and deferred premium on flow-through shares of $40,000.

1.6 Liquidity

The Company has not generated any revenue from operations and to date has relied entirely upon the sale, by way of private placement, of Common Shares and Seed Units to carry on its business. See Item 1.7 "Capital Resources" below.

The Company's financial statements have been prepared on a going concern basis and assume that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing.

	March 31, 2012	March 31, 2011
Working capital (deficiency)	$ 626,933	$ (28,523)
Deficit	$ (912,231)	$ (547,550)

Net cash used by operating activities for the year ending March 31, 2012 was $228,705 compared to of $40,586 during the year ending March 31, 2011 and consists primarily of the operating loss adjusted for share-based compensation and changes in non-cash working capital items.

Net cash used by investing activities for the year ending March 31, 2012 was $5,500 compared to of $10,500 during the year ending March 31, 2011, which consists of exploration and evaluation expenditures.

Net cash provided by financing activities for the year ending March 31, 2012 was $881,952 compared to $65,000 during the year ending March 31, 2011. The difference is attributable to increased financings during the year ending March 31, 2012.

As of March 31, 2012, the Company had a working capital surplus of $637,433 comprised of current assets of $725,424 and current liabilities of $98,491.

The Company anticipates that the net proceeds from financings, together with the Company's current working capital surplus, will be sufficient to enable the Company to carry out its proposed exploration programs on the Tchentlo Lake Property and satisfy its business and property commitments for the ensuing year.

1.7 Capital Resources

Between January 1, 2011 to May 31, 2011, the Company sold a total of 6,200,000 seed units (the "**Seed Units**") at a price of $0.05 per Seed Unit for gross proceeds of $310,000 to fund, inter alia, the costs of going public and the ongoing day to day operations of the Company. See Item 1.6 "Liquidity" above. Each Seed Unit consists of one common share (a "**Common Share**") and one share purchase warrant (a "**Seed Warrant**"). Each Seed Warrant entitles the holder thereof to purchase an additional common share (a "**Seed Warrant Share**") at a price of $0.15 on or before June 30, 2012.

On December 8, 2011 the Company completed its initial public offering (the "**IPO**") by issuing 4,000,000 common shares at $0.15 per share for gross proceeds of $600,000. In connection with the IPO, the Company paid cash payment of $135,448, issued 400,000 agent's options with a fair value of $37,586, and issued 100,000 shares at $0.15 per share as part of share issuance costs. The Company is now trading on the Canadian National Stock Exchange under the stock symbol FAT.

On December 29, 2011 the Company completed a non-brokered private placement, issuing 1,000,000 "flow-through" common shares at $0.18 per share for gross proceeds of $180,000. In connection with the private placement, the Company paid share issuance costs of $12,600 and issued 70,000 agent's options with a fair value of $4,432.

Contractual Obligations

In connection with the issuance of flow-through common shares in December 2011, the Company has a commitment to incur $180,000 of qualifying flow-through expenditures by December 2012. As at March 31, 2012, the Company had approximately $180,000 remaining on its commitment.

Other than miscellaneous stock option and consulting agreements, the Company does not presently have any other material contractual obligations. See Item 1.9 "Transactions with Related Parties".

As at March 31, 2012, the Company had no long-term debt and no agreements with respect to borrowings had been entered into by the Company.

1.8 Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

1.9 Transactions with Related Parties

During the year ended March 31, 2012 the Company paid a total of $39,000 in management fees to Keith C. Anderson in his capacity as the President and Chief Executive Officer of the Company.

During the same year, the Company paid a total of $18,000 in administrative fees to Leon F. Anderson, a director and former Secretary of the Company, and $28,700 in accounting fees to Davidson & Company LLP. Cyrus Driver, the Chief Financial Officer and a director of the Company, is a partner of Davidson & Company LLP.

A summary of the remuneration paid or accrued to the Company's directors and executive officers during the year ended March 31, 2012 and March 31, 2011 is set out below:

Paid or accrued to:	Nature of transaction	March 31, 2012	March 31, 2011
a Director	Management	$ 18,000	$ 30,000
Directors	Management	12,000	-
the CEO	Management	39,000	-
a firm of which the CFO is a partner	Accounting	28,700	-
Directors and Officers	Share-based compensation (i)	139,685	-
		$ 237,385	$ 30,000

(i) Share-based compensation is the fair value of options granted and vested to key management personnel. There were no post employment benefits, termination benefits, or other long-term employment benefits paid to key management in either 2012 or 2011.

The above transactions were in the normal course of operations.

The amounts due to related parties included in accounts payable and accrued liabilities are as follows:

	March 31, 2012	March 31, 2011	April 1, 2010
Due to a firm of which the CFO of the Company is a partner	$ 13,640	$ -	$ -
Due to a director of the Company	22,180	38,078	20,578
	$ 35,820	$ 38,078	$ 20,578

1.10 Proposed Transactions

Save as disclosed herein, there are no asset or business acquisitions or dispositions currently being proposed by the directors or senior management of the Company that will have a material affect on the financial condition, results of operations or cash flows of the Company.

1.11 Critical Accounting Estimates

The preparation of these financial statements in conformity with IFRS requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates.

The most significant estimates relate to the valuation of share-based payments; valuation of deferred income tax amounts; carrying value of exploration and evaluation assets; impairment testing; valuation of premium on flow-through shares; and accrued liabilities.

The most significant judgments relate to the recoverability of exploration and evaluation assets; accounting for flow-through shares; recognition of deferred financing costs; recognition of deferred tax assets and liabilities; and determination of the economic viability of a project.

1.12 Changes in Accounting Policies including Initial Adoption

The accounting policies set out below have been adopted by the Company for its fiscal year ending March 31, 2012 and have been applied consistently to all periods presented in the financial statements of the Company for the year ended March 31, 2012 including comparatives and in preparing the opening IFRS balance sheet at April 1, 2010 contained herein.

Cash and cash equivalents

Cash is comprised of cash on hand and cash equivalents. Cash equivalents are short-term, highly liquid holdings that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

Receivables

Receivables are recorded at face value less any provisions for uncollectible amounts considered necessary.

Mineral properties – exploration and evaluation assets

1. Pre-exploration costs

Pre-exploration costs are expensed in the period in which they are incurred.

2. Exploration and evaluation expenditures

Once the legal right to explore a property has been acquired, all costs related to the acquisition, exploration and evaluation of mineral properties are capitalized by property. These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to the statement of comprehensive loss/income.

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as “mines under construction.” Exploration and evaluation assets are also tested for impairment before the assets are transferred to development properties.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs.

Impairment of tangible and intangible assets

At the end of each reporting date, the Company’s assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm’s length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in statement of comprehensive loss for the period. For the purpose of impairment testing, exploration and evaluation assets are allocated to cash-generating units to which the exploration activity relates.

For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the statement of comprehensive loss.

Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for relating to goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that do not affect either accounting or taxable loss, or differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, it provides a valuation allowance against that excess.

Share-based payments

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is recognized over the vesting period. Consideration paid for the shares on the exercise of stock options is credited to capital stock. When vested options are forfeited or are not exercised at the expiry date the amount previously recognized in share-base compensation is transferred to accumulated losses (deficit). The corporation estimates a forfeiture rate and adjusts the corresponding expense each period based on an updated forfeiture estimate.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

Loss per share

The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method the dilutive effect on loss per share is recognized on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the year. For the current and prior period this calculation proved to be anti-dilutive.

Loss per share is calculated using the weighted average number of common shares outstanding during the year.

Share issue costs

Share issue costs are deferred and charged directly to capital stock on completion of the related financing. If the financing is not completed share issue costs are charged to operations. Costs directly identifiable with the raising of capital will be charged against the related capital stock.

Costs related to shares not yet issued are recorded as deferred financing costs. These costs will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related capital stock and operations pro-rata. If the shares are not issued, the costs will be charged to operations.

Flow-through shares

The Company finances a portion of its exploration activities through financings in which flow-through common shares are issued. These shares transfer the tax deductibility of qualifying resource expenditures to investors. At the time of closing a financing involving flow-through shares, the Company allocates the gross proceeds received as follows:

- Share capital
- Warrant reserve; and
- Flow-through share premium – recorded as a liability and equal to the estimated premium, if any, investors pay for the flow-through feature

Thereafter, as qualifying resource expenditures are incurred, these costs are capitalized to exploration and evaluation assets.

At the end of each reporting period, the Company reviews its tax position and records an adjustment to its deferred tax expense/liability accounts for taxable temporary differences, including those arising from the transfer of tax benefits to investors through flow-through shares. For this adjustment, the Company considers the tax benefits (of qualifying resource expenditures already incurred) to have been effectively transferred, if it has formally renounced those expenditures at any time (before or after the end of the reporting period). Additionally, the Company reverses the liability for the flow-through share premium to income as the expenses are incurred.

New standards not yet adopted

The following pronouncements and amendments are effective for annual periods beginning on or after January 1, 2013 unless otherwise stated. Adopting these standards is expected to have minimal or no impact on the consolidated financial statements.

- IFRS 9 - Financial Instruments is the result of the first phase of the IASB's project to replace IAS 39 - "Financial Instruments: Recognition and Measurement". The new standard replaces the current multiple classification and measurement models for financial assets and liabilities with a single model that has only two classification categories: amortized cost and fair value. The adoption of this standard should not have a material impact on the Company's consolidated financial statements.
- IFRS 10 - Consolidated Financial Statements replaces SIC-12 Consolidation - Special Purpose Entities and parts of IAS 27 - Consolidated and Separate Financial Statements and requires an entity to consolidate an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.
- IFRS 11 - Joint Arrangements requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas joint operations, the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. IFRS 11 supersedes IAS 31 Interests in Joint Ventures, and SIC-13 Jointly Controlled Entities - Non-monetary Contributions by Venturers.
- IFRS 12 - Disclosure of Interest in Other Entities establishes disclosure requirements for interests in other entities, such as joint arrangements, associates, and special purpose vehicles and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces additional disclosures addressing the nature of, and risks associated with, an entity's interests in other entities.
- IFRS 13 - Fair Value Measurement is a comprehensive standard that defines fair value, requires disclosure about fair value measurement and provides a framework for measuring fair value when it is required or permitted within the IFRS standards.
- IAS 1 - Presentation of Financial Statements amendment requires components of other comprehensive income (OCI) to be separately presented between those that may be reclassified to income and those that will not. The amendments are effective for annual periods beginning on or after July 1, 2012.
- IAS 28 - Investments in Associates and Joint Ventures has been amended to include joint ventures in its scope and to address the changes in IFRS 10 - 13.
- IAS 32 - Financial Instruments: Presentation amendment provides clarification on the application of offsetting rules.

1.13 Financial and Other Instruments

Financial instruments

Financial assets and liabilities are classified into one of the following categories based on the purpose for which the asset or liability was acquired. The Company's accounting policy for the categories is as follows:

1. Financial Assets

   Loans and receivables ("LAR") - Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are initially recognized at fair value plus any direct attributable transaction costs. Subsequent to initial recognition loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses.

Held-to-maturity (“HTM”) - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company’s management has the positive intention and ability to hold to maturity. These assets are measured at amortized costs using the effective interest method. If there is objective evidence that the asset is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in profit or loss.

Available-for-sale (“AFS”) - Non-derivative financial assets not included the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in profit or loss.

2. Financial liabilities

Fair value through profit or loss (“FVTPL”) – This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in profit or loss.

Other financial liabilities (“OFL”) - This category includes promissory notes, amounts due to related parties and accounts payable and accrued liabilities, all of which are recognized at amortized cost.

The Company’s financial assets and liabilities are classified as follows:

Financial Instrument	Classification
Cash and cash equivalents	LAR
Amounts receivable	LAR
Accounts payable and accrued liabilities	OFL

Capital and Financial Risk Management

1. Capital management

The Company’s objective when managing capital is to safeguard the entity’s ability to continue as a going concern.

In the management of capital, the Company monitors its adjusted capital which comprises all components of equity (i.e. share capital and deficit).

The Company sets the amount of capital in proportion to risk. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue Common Shares through private placements. The Company is not exposed to any externally imposed capital requirements.

The Company’s overall strategy remains unchanged from 2011.

2. Fair value

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The carrying value of cash and cash equivalents, receivables and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

Financial risk factors

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 counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash. The Company limits its exposure to credit loss by placing its cash with major Canadian financial institutions.

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 March 31, 2012, the Company had a cash balance of $700,515 (March 31, 2011 – $52,768; April 1, 2010 - $38,854) to settle current liabilities of $98,491 (March 31, 2011 – $81,291; April 1, 2010 – $20,578). 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
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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. The Company's cash does not have significant exposure to interest. As of March 31, 2012, March 31, 2011 and April 1, 2010, the Company did not have any investments.

(b) Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash, receivables and accounts payable and accrued liabilities that are denominated in a foreign currency. As at March 31, 2012, the Company did not have any accounts in foreign currencies and considers foreign currency risk insignificant.

Save and except as aforesaid, there were no significant changes in the Company's accounting policies during the year ended March 31, 2012.

1.14 Other MD&A Requirements

Disclosure of Outstanding Security Data

As at July 27, 2012, the following shares and options were issued and outstanding:

	Issued & Outstanding	Authorized
Share capital		
- Common	18,406,667	unlimited
- Preferred	Nil	unlimited
Options	1,100,000	
Agent's warrants	470,000	

Except as disclosed above, there are no options, warrants or other rights to acquire common shares of the Company outstanding.

Additional Disclosure for Venture Issuers Without Significant Revenue

The following is a breakdown of the capitalized exploration costs incurred by the Company during the year ended March 31, 2012 and the corresponding year ended March 31, 2011:

	For the Year Ended March 31, 2012	For the Year Ended March 31, 2011
Consulting	$ -	$ 18,213
Maintenance	500	500
TOTAL	**$ 500**	**$ 18,713**

A breakdown of the general and administrative expenses incurred by the Company for the year ended March 31, 2012 and the corresponding year ended March 31, 2011 is included in the Statements of Comprehensive Loss forming part of the Company's audited financial statements for the year ended March 31, 2012.

Additional Disclosure for Junior Issuers

The Company has allocated sufficient funds from the net proceeds of the financings to cover the estimated general and administrative expenses after which time the Company will require additional funds to satisfy its ongoing expenses.

There can be no assurance that financing, whether debt or equity, will always be available to the Company in the amount required at any particular time or for any particular period or, if available, that it can be obtained on terms satisfactory to the Company. See "Risks and Uncertainties" below.

Risks and Uncertainties

Mineral exploration is subject to a high degree of risk, which even a combination of experience, knowledge and careful evaluation may fail to overcome. These risks may be even greater in the Company's case given its formative stage of development.

Exploration activities are expensive and seldom result in the discovery of a commercially viable resource. There is no assurance that the Company's exploration will result in the discovery of an economically viable mineral deposit. The Company has generated losses to date and anticipates that it will have sufficient financial resources to undertake its planned exploration programs for the ensuing year, it will require additional funds to further explore its properties. There is no assurance such additional funding will be available to the Company on commercially reasonable terms or at all. Additional equity financing may result in substantial dilution thereby reducing the marketability of the Company's shares. The Company's activities are subject to the risks normally encountered in the mining exploration business. The economics of exploring, developing and operating resource properties are affected by many factors including the cost of exploration and development operations, variations of the grade of any ore mined and the rate of resource extraction and fluctuations in the price of resources produced, government regulations relating to royalties, taxes and environmental protection and title defects. The Company's mineral resource properties have not been surveyed and may be subject to prior unregistered agreements, interests or land claims and title may be affected by undetected defects. In addition, the Company may become subject to liability for hazards against which it is not insured. The mining industry is highly competitive in all its phases and the Company competes with other mining companies, many with greater financial and technical resources, in the search for, and the acquisition of, mineral resource properties and in the marketing of minerals. Additional risks include the current lack of any market for the Company's securities and the present intention of the Company not to pay dividends. Certain of the Company's directors and officers also serve as directors or officers of other public and private resource companies, and to the extent that such other companies may participate in ventures in which the Company may participate, such directors and officers of the Company may have a conflict of interest. Finally, the Company has no history of earnings, and there is no assurance that any of its current or future mineral properties will generate earnings, operate profitably or provide a return on investment in the future. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

For a more detailed discussion of the risk factors affecting the Company and its exploration activities, please refer to the Prospectus which can be assessed on the SEDAR website at **www.sedar.com**.

Internal Control over Financial Reporting Procedures

The management of the Company is responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. Management is also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the statements made in this MD&A and the Company's audited financial statements for the year ended March 31, 2012 (together the "**Annual Filings**").

The management of the Company has filed the Venture Issuer Basic Certificate with the Annual Filings on SEDAR at www.sedar.com.

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. 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.

Additional Information

Additional information relating to the Company is available on SEDAR at www.sedar.com.