TARTISAN RESOURCES CORP.
MANAGEMENT DISCUSSION AND ANALYSIS
Nine Month Period Ended December 31, 2011

General

The following Management's Discussion and Analysis ("**MD&A**") of the financial condition and results of the operations of Tartisan Resources Corp. (the "**Company**" or "**Tartisan**") constitutes management's review of the factors that affected the Company's financial and operating performance for the nine months ended December 31, 2011. This discussion should be read in conjunction with the unaudited condensed interim consolidated financial statements for the nine months ended December 31, 2011 and the audited consolidated financial statements for the year ended March 31, 2011, and the related notes. Additional information can be found on SEDAR at www.sedar.com. This MD&A is dated February 29, 2012.

The audited consolidated financial statements for the year ended March 31, 2011 were prepared in accordance with Canadian generally accepted accounting principles as set out in the CICA Handbook prior to the Company's adoption of International Financial Reporting Standards ("IFRS"). In 2010, the CICA Handbook was revised to incorporate IFRS, requiring publicly accountable enterprises to apply such standards effective for financial years beginning on or after January 1, 2011. Accordingly, the unaudited condensed interim consolidated financial statements for the nine months ended December 31, 2011 have been prepared in accordance with IFRS.

IFRS are premised on a conceptual framework similar to Canadian generally accepted accounting principles; however, significant differences exist in certain matters of recognition, measurement and disclosure. Refer to Note 4 of the unaudited condensed interim consolidated financial statements for the nine months ended December 31, 2011 for discussion of the impact of the transition to IFRS has had on the Company's consolidated financial statements.

Forward Looking Statements

This discussion may contain forward-looking statements that involve a number of risks and uncertainties including statements regarding the outlook for the Company's business and operational results. By nature, these risks and uncertainties could cause actual results to differ materially from what has been indicated. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, failure to establish estimated resources and reserves, the grade and recovery of ore which is mined from estimates, capital and operating costs varying significantly from estimates, delays in or failure to obtain governmental, environmental or other project approvals and other factors including those risks and uncertainties identified above. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking information as a result of new information, future results or other such factors which affect this information, except as required by law.

Description of Business

The Company is a mineral exploration company involved in the acquisition and assessment of mineral properties in Peru. The Company filed its final amended and restated prospectus dated February 13, 2012, and intends to be trading on the Canadian National Stock Exchange under the stock sysmbol "TTC", subject to regulatory approval.

The Company is a junior mineral exploration company focused primarily on the exploration, discovery and development of mineral deposits in Perú. The Company is actively engaged through its subsidiary, Minera Tartisan, in the identification, acquisition, evaluation and exploration of mineral properties, and holds a 100% interest in ten (10) mining concessions and has an option to acquire a 100% interest in two (2) more claims from Mr. Abdon Apolinar Paredes Brun and his estate covering a surface area of an aggregate of 7,461 hectares. The Company s current objective is to focus on the Victoria Project by exploring and developing its mineral deposits and more specifically by focusing on the San Markito anomaly. The Victoria Project covers an aggregate area of 4,460 hectares in the District of Huandoval, Province of Pallasca in the Department of Ancash, in the Republic of Perú and consists of six (6) mining concessions and two (2) mining concessions under option.

Overall Performance

The Company's cash position decreased to $447 at December 31, 2011 from $194,996 at March 31, 2011. The decrease to December 31, 2011 was the result of $289,750 raised through a number of private placements during the period, offset by continued exploration on the Victoria Property and corporate overhead expenses incurred during the nine months ended December 31, 2011.

The Company's main focus during the nine months ended December 31, 2011 concerned the continued exploration of its properties in North-Central Perú and the filing of its preliminary, final and amended and restated prospectuses in connection with its Initial Public Offering.

Highlights

Highlights of the Company's activities for the nine months ended December 31, 2011, and subsequent to period-end, are as follows:

- On November 24, 2011, the Company was receipted by the Ontario Securities Commission for its Final Prospectus dated November 23, 2011. The initial terms of the Initial Public Offering reflected a minimum offering of 5,555,556 units and a maximum offering of up to 7,777,778 units at a price of $0.45 per unit; however, on January 9, 2012, the Company and the agent amended the agency agreement to change the price of the offering and the number of units. Under the proposed terms of the amended offering, the Company is now offering a minimum of 4,500,000 units and a maximum of up to 5,175,000 units at a price of $0.35 per unit for minimum gross proceeds of $1,575,000 and maximum gross proceeds of $1,811,250. Each unit is comprised of one common share and one common share purchase warrant, which are exercisable at $0.50 for a period of 18 months following the listing of the Company's common shares on a recognized Canadian stock exchange. Once listed, if the closing price of the Company's shares on a prescribed stock exchange is greater than $0.70 per share for a period of twenty consecutive trading days following the issuance of the warrants, the Company may accelerate the expiry date of these warrants to a period that is 30 days after written notice is given by the Company.
- The Company has also received "Conditional Listing Approval" from the Canadian National Stock Exchange. The Company will trade on the CNSX under the symbol "TTC", subject to regulatory approval.

- On August 13, 2011 and February 13, 2012, made the fourth and fifth option payments of US $40,000, in aggregate, required to acquire a 100% interest in certain concessions comprising the Victoria Property;
- On June 2, 2011, delivered an initial NI 43-101 technical report for the Victoria Property;
- Raised aggregate gross proceeds of $289,750 from private placements during the nine months ended December 31, 2011;
- Raised aggregate gross proceeds of $50,000 from exercise of warrants during the nine months ended December 31, 2011;
- The Company contracted and a third party to build an access road to the Victoria Property which was completed during the nine months ended December 31, 2011.

Results of Operations for the Nine Months Ended December 31, 2011

For the nine months ended December 31, 2011, the Company incurred a net loss before comprehensive loss of $624,903 (Nine months ended December 31, 2010- $868,081). The comprehensive loss for the period was increased to $667,104 (Nine months ended December 31, 2010- $886,576), after taking into consideration of an unrealized foreign exchange translation loss of $42,201 (Nine months ended December 31, 2010- $18,495). Total general and administrative expenses for the nine months ended December 31, 2011 were lower than the previous nine months ended December 31, 2010 primarily due to the following reasons:

- Management and consulting expense decreased to $146,000 (2010- $193,000) which reflects management's initiatives to reduce the overall ongoing costs of administration of the Company given the current turbulent capital markets.

- Exploration costs decreased to $236,263 from the prior comparative nine months ended December 31, 2010 of $315,981 due to reduced geophysical work being completed on the Victoria Property in order to focus on the Company Initial Public Offering;

- Professional fees increased to $100,233 (2010- $53,795) as a result of increased administrative and corporate activity of the Company with respect to the preparing and filing of the Company's preliminary and final prospectuses in connection with the Company's Initials Public Offering;

- Office, general and administration decreased to $164,949 (2010- $208,167) due to a reduced administration costs associated with the prior period work program and managements initiatives to reduce the overall ongoing costs of administration of the Company; and

- Foreign exchange gain of $46,608 (2010- gain of $2,040) resulted from the fluctuation of foreign currencies and the variances of the financial position of the Company's wholly-owned Peruvian subsidiary year over year.

For the nine months ended December 31, 2011, Tartisan had a net loss before comprehensive loss of $624,903 (2010- $868,081). Details of the expenditures comprised principally of general and administration costs, property evaluation and pre-acquisition costs, and exploration costs, contributing to the loss, are outlined below (accounting standards used in the following table are in accordance with IFRS):

	For the nine months ended December 31, 2011 (Unaudited)		For the nine months ended December 31, 2010 (Unaudited)	
Management and consulting fees	$	146,000	$	193,000
Depreciation		1,027		889
Exploration costs		236,263		315,981
Foreign exchange gain		(46,608)		(2,040)
Interest and bank charges		2,252		3,181
Office, general and administration		164,949		208,167
Professional fees		100,233		53,795
Property evaluation and pre-acquisition costs		-		50,848
Salaries and benefits		16,662		40,583
Rent		4,125		3,677
Total costs	$	624,903	$	868,081

Exploration activities

The Company is focused on exploring and developing its properties located in Perú.

Victoria Property

The Victoria Property owned and optioned by Minera Tartisan is situated in the District of Huandoval, Province of Pallasca in the Department of Ancash, the Republic of Perú. The Claims are centered on Universal Transverse Mercator coordinate system, Provisional South American Datum 1956, zone 18L, 174202 meters East and 9081240 meters North. The eight (8) contiguous subject Claims (of which six (6) Mining Claims are 100% owned and two (2) are optioned) cover a geographic area of 4460 hectares and are named: Rufina Nº 2, Victoria-APB, Ccori Orcco I, San Markito, San Felipe 1, San Felipe 2, Santa Ana 1 and Santa Ana 2. The Rufina Nº 2 and Victoria-APB Claims are owned by Mr. Abdon Apolinar Paredes Brun and his Estate while Ccori Orcco I, San Markito, San Felipe 1, San Felipe 2, Santa Ana 1 and Santa Ana 2 are 100%-held by Minera Tartisan. Minera Tartisan has signed a Claim Transfer Option on July 30, 2009 and filed February 12, 2010 with Mr. Abdon Apolinar Paredes Brun and his Estate. To gain 100% ownership Minera Tartisan needs to pay the Claim owners a total of USD 202,101 over a 3 year period according to a set schedule. To date, all the necessary payments and fees applicable to the Property have been paid and the Claims are currently in good standing.

The following chart outlines the Company’s Victoria Property concessions:

Code	Claim	Owner	Date	Area Hectare	Registration State	Location		
						Depart.	Prov.	District
09009415X01	RUFINA Nº 2	Paredes Brun Abdon Apolinar	1976-05-25	160	Derecho Minero Titulado Vigente	Ancash	Pallasca	Huandoval
09009609X01	VICTORIA-APB	Paredes Brun Abdon Apolinar	1977-10-10	600	Derecho Minero Titulado Vigente	Ancash	Pallasca	Huandoval
010060709	CCORI ORCCO 1	Minera Tartisan Peru S.A.C.	2009-09-07	900	Derecho Minero Titulado Vigente	Ancash	Pallasca	Huandoval
010289609	SAN MARKITO	Minera Tartisan Peru S.A.C.	2009-11-24	100	Derecho Minero Titulado Vigente	Ancash	Pallasca	Pallasca
010342010	SAN FELIPE 1	Minera Tartisan Peru S.A.C.	2010-09-30	500	Derecho Minero Titulado Vigente	Ancash	Pallasca	Huandoval
010342110	SAN FELIPE 2	Minera Tartisan Peru S.A.C.	2010-09-28	600	Derecho Minero Titulado Vigente	Ancash	Pallasca	Huandoval
010134911	SANTA ANA 1	Minera Tartisan Peru S.A.C.	2011-02-01	800	Derecho Minero en Tramite	Ancash	Pallasca	Huandoval
010134811	SANTA ANA 2	Minera Tartisan Peru S.A.C.	2011-02-01	800	Derecho Minero en Tramite	Ancash	Pallasca	Huandoval

Table 6.2. The details of the Claims forming the Property.

Property evaluation and exploration expenditures on Minera Tartisan's individual mining concessions are expensed as incurred. Property evaluation and pre-acquisition costs amounted to $nil for the nine months ended December 31, 2011 (2010-$50,848) reflecting the Company's reduced focus in fiscal 2012 on finding new properties of merit and instead opted to further explore its Victoria Property and other related concessions accumulated through the years. Exploration expenses having decreased from $315,981 during the nine months ended December 31, 2010 to $236,263 during the nine months ended December 31, 2011. Included in the nine months ended December 31, 2011 exploration expense is certain wages and benefits of $49,984 (2010-$121,749) that were paid by Minera Tartisan to Perúvian residents for services rendered with respect to the exploration of its mineral properties in Perú.

Refer to the Company's recently filed final prospectus and amended and restated prospectus for further details regarding its exploration properties. The final prospectus and the amended and restated prospectus can be found on SEDAR at www.sedar.com.

Other Properties
The Company will continue to assess other potential properties for acquisition.

Acquisition costs and commitments

Acquisition costs for the Victoria Property and other properties are capitalized. The Company entered into an option agreement with respect to certain concessions comprising the Victoria Property during a prior period. During the nine months ended December 31, 2011 the required option payment of US$20,000 was made pursuant to the agreement.

Under Peruvian law, the concessions acquired from the government remain in good standing as long as the annual registration payments ($3.00 per hectare) are received by June of each year. One grace year is added in the event of a delinquent payment.

In addition, concession holders must reach an annual production of a least US $100 per hectare in gross sales within six years from January 1st of the year following the date the title was granted. If there is no production on the claim within that period, the concession holder must pay a penalty of US $6 per hectare under the general regime, of US $1 for small scale miners, and US $0.50 for artisan miners, during the 7th through the 11th years following the granting of the concession. From the 12th year onwards the penalty is equal to US $20 per hectare under the general regime, US $5 per hectare for small scale miners and US $3 for artisan miners. The concession holder is exempt from the penalty if exploration expenditures incurred during the previous year were ten times the amount of the applicable penalty.

Failure to pay the licence fees or the penalty for two consecutive years will result in the forfeiture of the concession.

The fees applicable to the Company's mineral concessions have been paid through the period ended December 31, 2011.

Tax and concession payments amount to approximately $22,000 per annum.

As at December 31, 2011, the Company had the following commitments:

- The Company has a lease for office space in Perú. The lease is month to month. Cash payments total US $420 per month.

- During the year ended March 31, 2011, the Company entered into an agreement with the rural community of Pallasca, Perú, which holds the surface rights on certain concessions held by the Company. Pursuant to the agreement, the Company paid 2,000 Peruvian New Soles, which allows the Company to build access roads, a camp, and conduct exploration on the property.

- During the year ended March 31, 2011, the Company contracted a company to build an access road to the Victoria Property. Pursuant to the agreement, the Company must make aggregate payments of US $95,000 of which US $30,000 (paid) was due on signing. The US $30,000 deposit on signing was included in prepaid expenses and deposits as of March 31, 2011. During the nine month period ended December 31, 2011, the access road was completed and the remaining balance of US $65,000 was paid. Theses costs were expensed to exploration during the nine month period ended December 31, 2011.

- During the nine month period ended December 31, 2011, the Company contracted a company to perform geophysical work on its Victoria Property for US$44,870, in aggregate.

Revenue

None of the Company's properties have advanced to the point where a production decision can be made. As a consequence, the Company has no producing properties and no sales or revenues. From time to time the Company will earn interest from funds on deposit.

Summary of Quarterly Results

The Company was previously not a reporting issuer and has not prepared quarterly financial statements apart from the June 30, 2011, September 30, 2011 and December 31, 2011 unaudited condensed interim consolidated financial statements. Please refer to these unaudited condensed interim consolidated financial statements on SEDAR at www.sedar.com.

Financial Condition

Liquidity and Capital Resources **–**

The Company's main source of cash is the money received from the issuance of common shares. The Company currently has no producing mineral properties and anticipates that it will require further funding in the near future primarily through advances from related parties and equity financings. There can be no assurance that the Company will succeed in obtaining additional financing, now or in the future. Failure to raise additional financing on a timely basis could cause the Company to suspend its operations and to eventually forfeit or sell its interests in its properties.

As of December 31, 2011, as a result of its exploration and corporate operational activities, the Company had a negative working capital position of $176,168 (March 31, 2011- positive working capital position of $204,924). In particular, the Company had current assets of $5,879 (March 31, 2011- $248,251), of which $447 (March 31, 2011- $194,996) was cash balances with banks. In addition, current liabilities totaling $182,047 (March 31, 2011- $43,327) were comprised of trade and other payables and amounts advanced to the Company from certain officers and directors of the Company.

Other than the normal-course-of-business trade payables and its advances from officers and directors, the Company has no other significant financial commitments or obligations. There are no significant contingent liabilities of which the Company is aware of at this time. The Company has no long-term debt.

Management of the Company reviews its operational expenditures and exploration activities vis-à-vis its remaining cash resources and is actively engaged in sourcing capital from new sources and from existing sources know to them. As the Company has not begun production on any of its properties, the Company does not have any cash flow from operations. The Company's main source of cash is the money received from the issuance of common shares. The Company will require additional equity financing in fiscal 2012 and in the coming years in order to fund its working capital requirements and to maintain and explore its mineral properties. If the Company is not successful in raising sufficient capital, the Company will have to curtail or otherwise limit its operations and exploration activities.

The Company intends to satisfy the required annual commitments set out for its mineral concessions and intends to complete the recommended work program set out in the Amended and Restated Victoria Property Technical Report. The Company intends to raise these funds through the proceeds of the Initial Public Offering of its common shares. Based on the net proceeds estimated to be raised from the Initial Public Offering, management believes the Company is sufficiently capitalized to fund the capital expenditures as budgeted for the Victoria Property. The Company recognizes the cyclical nature of the mining exploration business and actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities. The Company is committed to raising the adequate funds when required.

Refer to the "Acquisition costs and commitments**"** section of this MD&A for further discussion regarding commitments.

Total assets -

Total assets decreased during the nine months ended December 31, 2011 from $315,677 to $110,275 primarily as a result of the $236,263 expended on exploration and evaluation of the Company's mineral concessions through the nine month quarter ending December 31, 2011.

Working Capital -

As of December 31, 2011, the Company had a working capital deficiency of $176,168 (March 31, 2011- working capital surplus of $204,924). The $381,092 decrease in the Company's working capital is mainly due to funds being expended on continued exploration of the Company's mineral concessions, the building of an access road to the Victoria Property, the preparation of the preliminary and final prospectus for the Company's Initial Public Offering, among other things.

Cash used in Investing Activities -

Total cash used in investing activities during the nine months ended December 31, 2011 was $30,057 (nine months ended December 31, 2010- $21,651) and consisted of cash costs associated with the acquisition of its mineral concessions and the purchase of equipment.

Cash provided by Financing Activities -

During the nine months ended December 31, 2011, the Company financed its operations through its existing working capital and through the issuance of 827,857 shares (nine months ended December 31, 2010- 8,725,000 shares) for gross proceeds of $289,750 (nine months ended December 31, 2010- $1,082,750). Cash share issue costs associated with the aforementioned private placements amounted to $16,768 (nine months ended December 31, 2010- $60,940) for the nine months ended December 31, 2011. In addition, 200,000 warrants (2010- nil) were exercised through the nine months ended December 31, 2011 which provided gross proceeds to the Company of $50,000 (2010- $nil).

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

Transactions with Related Parties

A total of $118,500 (2010- $164,000) was paid to related parties during the nine months ended December 31, 2011 for financial management and corporate consulting services. Of the aforementioned $118,500 management and consulting fees, $35,000 (2010-$10,000) was paid to Atlantis Bancorp Inc. a company controlled by D. Mark Appleby, Chief Executive Officer of the Company, for corporate administrative services; $nil (2010-$56,000) was paid to D. Mark Appleby, a shareholder of the Company and Atlantis Bancorp Inc., a company controlled by D. Mark Appleby at the time of the transactions; $35,000 (2010-$53,000) was paid to Philip Yeandle and Moretti Investments Ltd., a company controlled by Philip Yeandle, a former Chief Executive Officer of the Company for corporate administration services; $35,000 (2010-$45,000) was paid to Paul Ankcorn, Chief Financial Officer of the Company for financial management services. In addition, $13,500 (2010- $nil) was paid to individuals related to the Chief Executive Officer of the Company for corporate administrative services in preparing and filing the Company's preliminary prospectus, among other things.

During the nine months ended December 31, 2011, aggregate legal fees were paid to the Corporate Secretary of the Company for legal services amounting to $37,427 (2010- $17,887).

During the nine months ended December 31, 2011, occupancy costs were charged by a company with a common director amounting to $1,500 (2010- $nil).

Accounts payable and accrued liabilities includes $28,468 (March 31, 2011-$10,064) owing to related parties as at December 31, 2011.

The following table sets out a summary of the related party transactions that occurred through the nine months ended December 31, 2011 and 2010:

Related individual or entity	**Relationship**	**Business purpose of the transactions**	**Recognition in the consolidated financial statements**	**Nine months ended December 31, 2011**	**Nine months ended December 31, 2010**
Atlantis Bancorp Inc. or D. Mark Appleby	Chief Executive Officer and a company controlled by the individual	Corporate administrative services	Management and consulting fees expense	$ 35,000	$ 10,000

Related individual or entity	Relationship	Business purpose of the transactions	Recognition in the consolidated financial statements	Nine months ended December 31, 2011	Nine months ended December 31, 2010
Paul Ankcorn	Chief Financial Officer	Financial management and accounting services	Management and consulting fees expense	$ 35,000	$ 45,000
Philip Yeandle or Moretti Investments Ltd.	Former Chief Executive Officer and a company controlled by the individual	Corporate administrative services	Management and consulting fees expense	$ 35,000	$ 53,000
Atlantis Bancorp Inc. or D. Mark Appleby	Shareholder of the Company and a company controlled by the individual	Corporate administrative and investor relations services	Management and consulting fees expense	$ -	$ 56,000
Individuals related to the D. Mark Appleby	Individuals related to the Chief Executive Officer of the Company	Corporate administrative services	Management and consulting fees expense	$ 13,500	$ -
John Siriunas	Officer of the Company	Geologists services	Exploration expense	$ -	$ 2,000
Blaney McMurtry	Corporate secretary	Legal services	Professional fees expense	$ 39,946	$ 17,887
Champion Minerals Inc.	A company with a common director	Occupancy costs	Office, general and administration	$ 1,500	$ -
Atlantis Bancorp Inc. and an individual related to a director of the Company	A company controlled by a shareholder at the time of the transactions and a individual related to a director of the Company	Commissions on private placements	Share issue costs	$ 1,050	$ 27,200

Change in Accounting Policies including Initial Adoption of IFRS

The Canadian Accounting Standards Board has confirmed that IFRS will replace current Canadian GAAP for publicly accountable enterprises, including the Issuer, for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011.

These IFRS consolidated interim financial statements have been prepared in accordance with IAS 34 using accounting policies consistent with IFRS. Previously, the Issuer prepared its interim and annual consolidated financial statements in accordance with Canadian GAAP. The accounting policies described in note 3 have been selected to be consistent with IFRS as is expected to be effective on March 31, 2012, the Company's first annual IFRS reporting date.

As this is the Company's first year of consolidated financial statements under IFRS, the Company has applied retrospectively new standards and interpretations which are effective for annual periods commencing on or after April 1, 2010. IFRS 1 - First Time Adoption of International Financial Reporting Standards provides optional exemptions from other IFRSs, at the discretion of first time IFRS adopters. There are also four mandatory exceptions where retrospective application of IFRS is not permitted. An explanation of how the IFRS 1 optional exemptions have been applied follows:

• Business combinations

Under this exemption a first time adopter may elect to account for business combinations that closed prior to the IFRS transition date in one of three ways: (1) Retrospectively restate all business combinations prior to the IFRS date of transition in accordance with IFRS 3 Business Combinations; (2) Retrospectively restate all business combinations after a particular date in accordance with IFRS 3; or (3) Not to retrospectively restate any business combinations.

The Company has elected not to restate business combinations that took place prior to the IFRS transition date. As a result, the classification and accounting treatment of transactions that took place prior to the IFRS transition date is unchanged from previous Canadian GAAP.

• Exploration expenses and evaluation of resource properties

For exploration and evaluation of resource properties the Issuer may elect to: (1) Use Canadian GAAP cost as cost for IFRS; (2) Use fair value at the date of transition to IFRS as deemed cost, or (3) Use a revaluation previously carried out under Canadian GAAP, if applicable, as deemed cost.

The Company has elected to continue measuring exploration resource properties at Canadian GAAP cost for IFRS as at transition date.

• Use of Estimates

A company's estimates under IFRS at the date of transition to IFRS must be consistent with estimates made for the same date under Canadian GAAP, unless there is objective evidence that those estimates were in error.

IFRS 1 requires an entity to reconcile equity, comprehensive loss and cash flows for prior periods. The changes made to the statements of financial position and statements of comprehensive loss have resulted in no material adjustments to the statement of cash flows. Therefore, no reconciliations of cash flows have been provided. Reconciliations required under IFRS 1 for the first interim consolidated financial statements are provided as follows:

• Functional Currency

Under Canadian GAAP, an entity applies criteria to determine whether a foreign subsidiary's operation is integrated or self-sustaining.

Where a subsidiary is integrated with the parent company, it will share the same measurement currency. As the Company viewed its operations in Peru as being integrated with the parent, the measurement currency of both the parent and the subsidiary was then determined to be the Canadian dollar.

Under IFRS, the functional currency (measurement currency) of the reporting entity and its foreign operations must be assessed independently giving consideration to the primary economic environment in which it operates.

Although IFRS provides similar guidance as Canadian GAAP on the facts to determine an entity's functional currency, the IFRS guidance distinguishes between primary and secondary factors in making such an assessment. Based on the evaluation of these primary and secondary factors under IFRS, management has concluded that the functional currency of the Peruvian subsidiary is the Peruvian New Soles. Accordingly, the change in the functional currency has been reflected in reporting the Company's financial position and results of operations under IFRS.

As a result of the change in the functional currency, a cumulative translation adjustment was identified in the statement of financial position.

Impact of the Transition to IFRS on the Company's Operating Results

Reconciliations of Consolidated Statements of Financial Position and Equity as at December 31, 2010, and reconciliations of Consolidated Statements of Comprehensive Loss for the three and nine months ended December 31, 2010 are provided in Note 4 of the unaudited interim condensed consolidated financial statements for the nine month period ended December 31, 2011 as well as in this MD&A.

Refer to the Company's final prospectus on SEDAR at www.sedar.com for the impact of the adoption of IFRS on the Company's opening statement of financial position, April 1, 2010, and for the fiscal year ended March 31, 2011 and the three months ended June 30, 2010.

For the three and nine months ended December 31, 2010, the only difference between the IFRS reporting standards adopted and the Canadian GAAP reporting standards previously used is the application of the foreign currency translations on the statements of comprehensive loss for the periods. Under IFRS, the functional currency (measurement currency) of the reporting entity and its foreign operation must be assessed independently giving consideration to the primary economic environment in which it operates.

Although IFRS provides similar guidance as Canadian GAAP on the facts to determine an entity's functional currency, the IFRS guidance distinguishes between primary and secondary factors in making such an assessment. Based on the evaluation of these primary and secondary factors under IFRS, management has concluded that the functional currency of the Peruvian subsidiary is the Peruvian New Sole. Accordingly, the change in the functional currency has been reflected in reporting the Company's financial positions and the statements of comprehensive loss under IFRS.

As a result of the change in the functional currency, a cumulative translation adjustment was identified in the statement of financial positions. The resulting effect after the adoption of IFRS is that the net loss before comprehensive loss for the three months ended December 31, 2010 is increased by foreign exchange loss of $3,012 from a loss of $2,593 to a loss of $5,605. For the nine months ended December 31, 2010, the net loss before comprehensive loss decreased by a foreign exchange gain of $2,040 from a loss of $4,034 to a gain of $2,040. With an unrealized foreign currency translation loss of $18,495 for the nine months ended December 31, 2011, the comprehensive loss for the period is changed from $874,155 to $886,576. For the three months ended December 31, 2010, the unrealized foreign currency translation gain of $967 changed the comprehensive loss from $310,248 to $312,293. The deficit for the period ended December 31, 2010 is adjusted to $1,814,489 as opposed to $1,820,563 reported under Canadian GAAP reporting standards. The unrealized foreign currency translation of $18,495 for the period ended December 31, 2010 is added to the accumulated foreign currency translation reserve under shareholders' equity. For the three months ended December 31, 2010, the unrealized foreign currency translation gain of $967 is deducted from the accumulated foreign currency translation reserve under shareholders' equity.

Proposed Transactions

The Company intends on completing its initial public offering following having been receipted from the Ontario Securities Commission in connection with the filing of its amended and restated prospectus dated February 13, 2012.

Disclosure of Outstanding Share Data

The Company can issue an unlimited number of common shares. As of the date hereof 25,010,258 common shares are outstanding and 3,752,207 warrants are exercisable at $0.25 - $0.45 per share and expiring at the first anniversary of the future public offering to be made by the Company. As of the date hereof, the Company has not granted any stock options.

Critical Accounting Estimates

The preparation of interim condensed consolidated financial statements in conformity with IFRS requires that management make estimates and assumptions about future events that affect the amounts reported in the interim condensed consolidated financial statements and related notes to the interim condensed consolidated financial statements. Actual results may differ from those estimates.

In preparing these interim condensed consolidated financial statements, the significant judgments made by management in applying the Company's accounting policies and the key sources of estimation uncertainty are expected to be the same as those to be applied in the first annual IFRS consolidated financial statements.

Significant estimates used in the preparation of these interim condensed consolidated financial statements include, but are not limited to, the recoverability of mineral properties, warrant valuations, title to mineral property interests, deferred income tax valuation reserves, the recoverability of accounts receivable, the useful life of property, plant and equipment, the amounts recorded for related party transactions, the recording of liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of income and expenditures during the reporting period. Actual results could differ from management's best estimates.

Significant Accounting Policies

A detailed summary of all of the Company's significant accounting policies is included in Note 3 to the consolidated financial statements included in the unaudited condensed consolidated financial statements for the nine months ended December 31, 2011.

Accounting Policy Changes

The IASB issued a number of new and revised International Accounting Standards, International Financial Reporting Standards, amendments and related interpretations which are effective for the Company's financial year beginning on or after January 1, 2011.

At the date of authorization of these financial statements, the IASB and IFRIC has issued the following new and revised standards and interpretations which are not yet effective for the relevant reporting periods.

- IFRS 9 *'Financial Instruments: Classification and Measurement'* – effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, introduces new requirements for the classification and measurement of financial instruments.

- 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.

- IFRS 11 '*Joint Arrangements'* - effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, provides for a more realistic reflection of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form.

- 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.

- 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.

Financial Instrument and Other Instruments

See "Financial instruments" note to the consolidated financial statements.

Additional Disclosure for Issuers without Significant Revenue

Additional disclosure concerning Tartisan's general administrative expenses and mineral property costs is provided in the Company's Statement of Comprehensive Loss contained in its interim condensed unaudited Consolidated Financial Statements for the nine months ended December 31, 2011.

Environmental

The Company does not believe that there are any significant environmental obligations requiring material capital outlays in the immediate future and anticipates that such obligations will only arise when full-scale development commences. As the Company's projects are still in the exploration stage and no significant environmental impact has occurred to date, the Company does not currently consider that expenditures required to meet any ongoing environmental obligations at the projects are material to its results or to the financial condition of the Company at this time. However, these costs may become material in the future and will be reported in the Company's filings at that time.

Disclosure of internal controls

Management has established processes which are in place to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the consolidated 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 consolidated financial statements; and (ii) the consolidated financial statements fairly present all material respects the financial condition, results of the operations and cash flows of the Company, as of the date of and for the periods presented by the consolidated financial statements.

In contrast to the certificate required under Multilateral Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings (MI 52-109), the Company utilizes the Venture Issuer Basic Certificate which does not include representations relating to the establishment and 19 maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in MI 52-109. In particular, the certifying officers filing the 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 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) a 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 Company'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 this 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 MI 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.

Events after the reporting date

Subsequent to period-end:

a) The Company's final prospectus was receipted in all the proposed jurisdictions (including British Columbia, Alberta and Ontario). The initial terms of the initial public offering reflected a minimum offering of 5,555,556 units and a maximum offering of up to 7,777,778 units at a price of $0.45 per unit; however, on January 9, 2012, the Company and the agent amended the agency agreement to change the price of the offering and the number of units. Under the proposed terms of the amended offering, the Company is now offering a minimum of 4,500,000 units and a maximum of up to 5,175,000 units at a price of $0.35 per unit for minimum gross proceeds of $1,575,000 and maximum gross proceeds of $1,811,250. Each unit is comprised of one common share and one common share purchase warrant, which are exercisable at $0.50 for a period of 18 months following the listing of the Company's common shares on a recognized Canadian stock exchange. Once listed, if the closing price of the Company's shares on a prescribed stock exchange is greater than $0.70 per share for a period of twenty consecutive trading days following the issuance of the warrants, the Company may accelerate the expiry date of these warrants to a period that is 30 days after written notice is given by the Company.

   The agent will receive a commission equal to 8% of the gross proceeds raised pursuant to the offering as well as agent's warrants equal to 8% of the aggregate number of units sold in the offering. Each agent's warrant entitle the holder to purchase one unit at $0.35 for a period of 18 months following the Company's common shares being listed on a Canadian stock exchange. Each unit consists of one common share and one warrant. Each warrant is exercisable into one common share at an exercise price of $0.50 for a period of 18 months from the Company's shares being listed on a Canadian stock exchange. In addition, the Company may submit a president's list to the agent which will entitle the agent to a cash commission of 3% of the gross proceeds raised and agent's warrants equal to 3% of the units sold through such sales.

   The above noted transactions are subject to regulatory approval.

b) A former consultant of the Company filed a Statement of Claim (the "Claim") claiming compensation for breach of contract. The Company is of the opinion that the Claim is without merit and will vigorously contest the Claim. However, if defence against the Claim is unsuccessful, damages could amount to approximately $40,848, as well as costs of the proceedings, plus the issuance of 200,000 common shares of the Company, and the issuance of 96,266 broker warrants exercisable into one common share of the Company. Neither the possible outcome nor the amount of possible settlement can be foreseen at this time.

c) In February 2011, the Company made its fifth option payment of US$20,000 in connection with the 100% acquisition of certain concession comprising a portion of the Victoria Property.

Officers and directors

As of the date hereof the current officers and directors of the Company are:

D. Mark Appleby – Director, President and CEO
Paul Ankcorn – Director and CFO
Harry Burgess, P. Eng. – Director
Brian Cloney, C.A., A.C.C. – Director
Douglas Flett, J.D. – Director
John Siriunas, P. Eng. – Vice-President of Exploration and Director
Nadim Wakeam – Secretary

John Siriunas, P. Eng., is the Qualified Person for Tartisan Resources Corp.

Risk Factors and Uncertainties

Investment in a natural resource company involves a significant degree of risk. The degree of risk increases substantially where the Company's properties are in the exploration, as opposed to the development or production stage. All of the Company's properties are in the exploration stage.

There are a number of risks inherent to the Company's business. These risks include:

Limited Business of the Corporation: Other than the Company's exploration stage properties in Perú, the Company has no material non-cash assets. There is no assurance the Company will be able to finance the acquisition of properties or the exploration or development thereof.

Exploration and Development: All of the resource properties in which the Company has an interest or the right to acquire an interest are in the exploration stage and without a known body of commercial minerals. Development of any resource property held or acquired by the Company will only follow obtaining satisfactory exploration results. Exploration for and the development of natural resources involve a high degree of risk and few properties which are explored are ultimately developed into producing properties. There is no assurance that the Company's exploration activities will result in any discovery of commercial minerals.

Substantial expenditures are required to establish reserves through drilling, to develop processes to extract reserves and to develop the extraction and processing facilities and infrastructure at any site chosen for extraction. Although substantial benefits may be derived from the discovery of a major deposit, no assurance can be given that resources will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis. Few properties that are explored are ultimately developed into producing mines.

Environmental and Government Legislation: Existing and possible future environmental legislation, regulations, and actions could cause significant expense, capital expenditures, restrictions, and/or delays in the activities of the Company, the extent of which cannot be predicted and which may well be beyond the capacity of the Company to fund. The Company's right to exploit any mining properties is subject to various reporting requirements and to obtaining certain governmental approvals and there is no assurance that such approvals, including environmental approvals, will be obtained without delay or at all.

Any exploration program executed by the Company will be subject to government legislation, policies and controls relating to prospecting, development, production, environmental protection, mining taxes and labour standards. In addition, the profitability of any mining project is affected both by production costs and by markets for the project's metals which in turn may be influenced by factors including the supply and demand for such metals, the rate of inflation, the inventories of larger producers, the political environment and changes in international investment patterns.

Environmental Factors: All phases of the Company's future operations are subject to environmental regulation in the various jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's business.

Financing: The Company does not presently have sufficient financial resources to complete, by itself, the exploration required to develop its properties to an advanced stage. The exploration and development of the Company's properties will therefore depend upon the Company's ability to obtain financing through the joint venturing of projects, private placement financing, public financing or other means. There is no assurance that the Company will be successful in obtaining the required financing.

Limited Operating History and Lack of Cash Flow: The Company has a limited business history. The Company has no history of earnings or cash flow from its present operations. The only present source of funds available to the Company is through the sale of equity or debt securities or borrowing. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct further exploration that may be necessary to determine whether or not a commercially mineable deposit exists on any property it has or it acquires and the Company may not realize a return on its investment. While the Company may generate additional working capital through equity offerings, borrowing, sale or the joint venture development of its properties and/or a combination thereof, there is no assurance that any such funds will be available. Failure to obtain such additional capital, if needed, would have a material adverse effect on the Company.

The Company has neither declared nor paid dividends since its incorporation and does not anticipate doing so in the foreseeable future.

Conflicts of Interest: Certain of the directors and officers of the Company are also directors, officers or shareholders of other companies that are engaged in the business of acquiring, exploring and developing natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company, to disclose any material interest which they may have in any project or opportunity of the Company, and to abstain from voting on such matter.

Operating Hazards and Risks: Future operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of resources, any of which could result in work stoppages, damage to persons or property and possible environmental damage. The nature of the risks associated with the Company's business are such that liabilities might exceed insurance policy limits, the liabilities and hazards might not be insurable, or the Company may elect not to insure itself against such liabilities due to high premium costs or other reasons, in which event the Company could incur significant costs that could have a material adverse effect upon its financial condition.

The Company may become subject to liability for personal injury, property, or environmental damage, and other hazards of mineral exploration against which it cannot insure or against which it may elect not to insure due to high premium costs or other reasons. Payment of such liabilities could have a material adverse effect on the financial position of the Company.

Permits and Licenses: Upon acquisition of a property interest, the operations of the Company will require licenses and permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

Fluctuating Prices: The Company's future revenues, if any, are expected to be in large part derived from the extraction and sale of minerals. The price of those commodities fluctuates widely and is affected by numerous factors beyond the Company's control including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, speculative activities and increased production due to new extraction developments and improved extraction and production methods. The effect of these factors on the price of minerals, and therefore the economic viability of any of the Company's exploration projects, cannot be predicted accurately.

The Company's business of exploring and developing mineral properties is highly uncertain and risky by its very nature. In addition, the ability to raise funding in the future to maintain the Company's exploration and development activities is dependent on financial markets that often fail to provide necessary capital.

Regulatory standards continue to change making the review process longer, more complex and more costly. Even if an apparently mineable deposit is developed, there is no assurance that it will ever reach production or be profitable, as its potential economics are influenced by many key factors such as commodity prices, foreign exchange rates, equity markets and political interference, which cannot be controlled by management.

Additional Information

Additional information about the Company including financial statements, press releases and other filings are available on SEDAR at www.sedar.com. The Company's website is www.tartisanresources.com.