

**MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED JANUARY 31, 2011**

INTRODUCTION

The following discussion and analysis of financial position and results of operations is prepared as at March 14, 2011 and should be read in conjunction with Redzone Resources Ltd.'s ("Redzone" or the "Company") interim unaudited financial statements for the three and nine months ended January 31, 2011, and the audited annual consolidated financial statements for the year ended April 30, 2010 and the related notes attached thereto. These financial statements have been prepared in accordance with Canadian generally accepted accounting principles. All dollar figures included therein and in the following Management Discussion and Analysis ("MD&A") are expressed in Canadian dollars, unless otherwise stated.

Additional information relevant to the Company's activities, including the Company's Annual Information Form, can be found on SEDAR at www.sedar.com.

The Company's principle business activities include the acquisition and exploration of mineral properties, with its head office located in Vancouver, British Columbia, Canada. It is a reporting issuer in British Columbia, Alberta and Ontario. On June 22, 2010, Redzone commenced trading its common shares on the Toronto Stock Exchange ("TSX"), under the symbol REZ. The common shares of the Company were delisted from the Canadian National Stock Exchange ("CNSX") at the close of market on June 22, 2010.

The following discussion, analysis and financial review are comprised of the following sections:

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1. HIGHLIGHTS

Overall Performance

The net loss for the three and nine months ended January 31, 2011 was \$313,767 and \$908,022 respectively, compared to \$587,431 and \$812,525 for the comparative periods. The increase in expenses in comparative periods represents an increase in activities relating to the Company's listing on the TSX, business investigation, investor relations, and administration. Additionally, the issuance of stock options in the three and nine months ended January 31, 2011 resulted in the recognition of stock-based compensation expense.

At January 31, 2011, the Company had working capital of \$4,205,973, compared to \$5,260,395 at April 30, 2010. The Company had cash and cash equivalents of \$4,428,104 at January 31, 2011, compared to \$5,353,944 at April 30, 2010.

Las Palmas Property

As of January 31, 2011, the Company has not been able to successfully enter into a land access agreement with local communities. At this time, there are no assurances that the Company will be able to successfully enter into commercially reasonable land access agreements for the Property. Management continues to assess how this development will impact the Las Palmas project over the long-term.

For the three and nine months ended January 31, 2011, \$33,927 was expensed for outstanding mineral rights obligations. For the comparative periods, \$14,187 was spent on consulting fees relating to property access and general tax planning.

Lara and Tingo Este Properties

In July 2010, an updated NI 43-101 technical report was filed on SEDAR for the Lara Property. The updated technical report on the Lara Porphyry Copper-Molybdenum Deposit, Peru, was authored by Simon J. Meldrum, Consulting Geologist, and dated March 1st, 2010. In preparation of the new technical report, Mr. Meldrum re-logged all of the diamond drill core, re-compiled and re-coded the RC drill logs and collated the geological database including 251 drill hole log records and 61 field samples. He concluded that the overall mineralizing system is larger than the current mineral resource estimate indicates, with the secondarily enriched portion of the deposit open to the east and west and the primary mineralization open in all directions. Most notably, a large portion of the core of the deposit and the Socos copper target remain untested by drilling.

A 1,997 metre diamond drill program commenced on November 15, 2010 and concluded on January 18, 2011. A total of 11 diamond drill holes were completed over a 600-300 metre area.

A second phase of exploration comprising a geophysical survey followed by additional drilling is planned. The permitting process for an expanded drill program is underway. Redzone is diligently dealing with the local community and government authorities in addressing any potential environmental or archaeological impact. Because the Lara Project is located within an archaeological reserve as declared by the Peruvian government, Redzone retains a government archaeologist to ensure the safety of any discovered artifact. To date, there are no signs of archaeological sites on the property. However, if archaeological ruins of historical value are uncovered, this could lead to delays in the exploration and development of the Lara Project.

To date, no work has been completed on the Tingo Este property by Redzone.

Appointment of Director

On November 4, 2010, Mr. Matthew Watson was appointed to the Board of Directors. Mr. Watson has over two decades of diverse business experience and currently manages a private investment fund. Mr. Watson began his career as a lawyer in the Vancouver office of a leading national law firm, focusing on corporate transactions in the resource and technology sectors. Mr. Watson's business experience in Canada and the United States includes acting as senior officers and directors of several successful public companies, including COO of Carmanah Technologies, Inc. (TSX:CMH) from 2003 to 2006. Mr. Watson has a BA in Economics and Juris Doctor from the University of British Columbia.

2. MINERAL PROPERTIES

Las Palmas Property

In October 2009, the Company entered into an agreement (the "Agreement") with Minera Teck, S.A. de C.V., a wholly owned subsidiary of Teck Resources Limited to acquire an initial 50% interest in the Las Palmas property ("Las Palmas" or the "Property") located in Mexico's Oaxaca and Veracruz states.

Las Palmas is largely pediment covered, 26,400 hectare in area, and lies in a structural belt in southern Mexico that has the potential to host intrusive-related, epithermal gold mineralization possibly associated to alkaline magmatism. Las Palmas was staked by Teck in 2005/2006 on the back of regional work completed by the Mexican Geological Survey ("MGS") and has never been drill tested.

Under the terms of the Agreement, the Company's wholly owned subsidiary, Compania Minera Oyamel, S.A. de C.V. ("RZ Mexico") entered into an option agreement with Teck whereby RZ Mexico can initially acquire a 50% interest in the Property by making US\$1,000,000 in property expenditures by August 31, 2010 and thereafter an additional US\$2,000,000 in optional expenditures by August 31, 2012 ("Qualifying Expenditures").

Once RZ Mexico has earned its 50% interest, Teck will have 60 days to elect one of the following:

- Make expenditures of US\$3,000,000 over two years thereby increasing its interest to 60% and reducing RZ Mexico to 40%.
- Elect RZ Mexico to solely fund an additional US\$3,000,000 in Property expenditures at which time RZ Mexico will have earned a 100% interest in the Property subject to a 2% NSR payable to Teck. If Teck makes this election, Teck will have the right to earn back a 51% interest exercisable at any time up to 60 days after RZ Mexico earns its 100% interest by making Property expenditures 1.5 times RZ Mexico's total expenditures up to a maximum of \$9 million within four years. If Teck earns back 51%, it can earn an additional 9% by making an additional US \$6,000,000 in Property expenditures over two years.

After all the Teck elections have been exercised or expired, Teck and RZ Mexico will form a corporate joint venture and contribute to expenditures on the Property in proportion to their respective interests in the Property. In the event that the interest of either RZ Mexico or Teck in the Property is reduced below 10% at any time, such interest shall be converted to a 5% net profits royalty.

The NI 43-101 compliant technical report on the Property has been put on hold indefinitely, pending approvals from the local community to complete a site visit. Due to the uncertainty in obtaining land access agreements, the Company and Teck modified the October 30, 2009 agreement to include two new clauses that extend the time frame for the initial US\$1,000,000 property expenditure by August 31, 2010 to August 31, 2010 plus that number of days from January 30, 2010 to when the access agreements are officially entered into. All subsequent property expenditure timelines are also moved forward to reflect the extension granted. As of January 31, 2011, the Company remains unsuccessful in entering into a commercially reasonable land access agreement.

The foregoing property disclosures are based on exploration data and geological reports supplied by Teck that have been reviewed and compiled by Richard A. Graham, P. Geol. Mr. Graham is a director of Redzone and a qualified person as defined by National Instrument 43-101 of the Canadian Securities Administrators, and has reviewed the contents of this document. The data disclosed has not been verified by Mr. Graham, as such data was prepared and provided to Redzone by a third party (Teck).

Lara and Tingo Este Properties

In February 2010, the Company acquired the right to earn up to 75% interest in two copper properties ("Lara" and "Tingo Este") from Lara Exploration Ltd. ("Lara Exploration") via earning into Minas Dixon BVI ("Minas"), a wholly owned subsidiary of Lara Exploration.

The first option to earn 55% of all the securities of Minas requires the Company to allot and issue to Lara Exploration:

- 100,000 common shares within seven days after the acceptance of the agreement by the Toronto Stock Exchange; (issued on June 2, 2010, and valued at \$65,000)
- a further 250,000 common shares on or before February 12, 2011 (issued on February 11, 2011, and valued at \$142,500);
- a further 250,000 common shares on or before February 12, 2012;
- a further 250,000 common shares on or before February 12, 2013;

and funding Minas:

- US\$500,000 on or before the first anniversary of the date upon which all drilling permits required to conduct the proposed exploration on Lara and Tingo Este are obtained;
- A further US\$1,000,000 on or before the second anniversary of the Permit Date;
- A further US\$1,000,000 on or before the third anniversary of the Permit Date.

Initial permits were obtained on October 26, 2010 (the “Permit Date”), and the Company is in compliance with its payment obligations as at January 31, 2011. (US\$391,500 has been paid and an additional US\$222,402 was payable as of January 31, 2011. US\$82,000 was paid as of April 30, 2010.)

If the first option is exercised, the Company may elect within 60 days of exercising to elect to exercise a second option to earn a further 20% of all the securities of Minas by funding a bankable feasibility study to completion and paying US\$1,500,000 to Lara Exploration on or before December 31, 2014. Additionally, Tinka Resources retains a 1% net smelter royalty on all production on the Tingo Este property.

A summary of deferred acquisition costs incurred during the three and nine months ended January 31, 2011 includes the following:

	Three months ended January 31		Nine months ended January 31	
	2011	2010	2011	2010
	\$	\$	\$	\$
Deferred acquisition costs, beginning of period	470,516	-	85,214	-
Exploration costs incurred during period	222,737	-	543,039	-
Fair value of common shares issued during period	-	-	65,000	-
Deferred acquisition costs, end of period	693,253	-	693,253	-

Additionally, for the three and nine months ended January 31, 2011, \$15,500 was paid to a company, with a director in common, for services rendered relating to the review of results received from the Lara Property drilling program. This cost is expensed as mineral property exploration costs as part of the Company's Statement of Operations.

Lara Property

Peruvian Gold Ltd. discovered porphyry style copper and molybdenum mineralization at Lara in the mid-1990's. Two porphyry centers known Lara and Socos have been delineated with a corridor of hydrothermal alteration extending over several kilometers. Preliminary metallurgical test work completed in the late 1990's indicates that the enriched zone of the Lara deposit is amenable to low cost solvent extraction and electro-winning processing.

In 2007, two holes were drilled into the core of the Lara deposit and returned 20 metres of 1.2% copper and 13.7 metres of 0.93% copper in the enriched zone, followed by 13.7 metres grading 0.33% copper and 220.4 metres grading 0.25% copper, respectively, in the sulphide zone. Both holes ended in mineralization. The Socos target has never been drill tested.

In total, 27 drill holes representing 3,290 metres have tested a roughly 500 metre by 500 metre portion of the Lara copper-molybdenum porphyry centre. In 2005, an estimated inferred mineral resource of 18.6 million tonnes grading 0.53% copper using a 0.2% copper cut-off and a simple polygonal resource model for the Lara deposit was documented in the independent National Instrument 43-101 ("NI 43-101") technical report on the property entitled "Summary of Exploration, Metallurgy and Scoping Studies on the Lara Porphyry Copper Property and Proposed 2005 Exploration Program, Rio Viscus, Palpa, Peru" authored by John Nebocat, P. Eng. Dated February 9, 2004 and revised March 31, 2005. Within this inventory are higher-grade blocks estimated at 6.5 million tonnes grading 0.91% copper using a 0.5% cut-off and 4.8 million tonnes grading 1.04% copper using a 0.6% copper cut off. The technical report is available for viewing under the corporate profile of Lara Exploration Ltd. on SEDAR.

In July 2010, an updated NI 43-101 technical report was filed on SEDAR for the Lara Property. The updated technical report was authored by Simon J. Meldrum, Consulting Geologist, and dated March 1st, 2010. In preparation of the new technical report, Mr. Meldrum re-logged all of the diamond drill core, re-compiled and re-coded the RC drill logs and collated the geological database including 251 drill hole log records and 61 field samples. He concluded that the overall mineralizing system is larger than the current mineral resource estimate indicates, with the secondarily enriched portion of the deposit open to the east and west and the primary mineralization open in all directions. Most notably, a large portion of the core of the deposit and the Socos copper target remain untested by drilling.

Redzone completed an 11 hole diamond drill program totaling 1,997 metres in late 2010 and early 2011. The goal of the program was to build on the 1990s reverse circulation/diamond drill holes to determine the potential for higher copper grades and increased tonnage. The drill program has led to some key findings for both the supergene and hypogene mineral potential of the property.

Hypogene

The 1990s reverse circulation drill holes focused on the Lara Hill area of the system because of the identification of higher grade supergene material. The supergene mineralization is well developed over this area because of the predominance of pyrite in the sulphides, which is acid generating when weathered. The pyrite/chalcopyrite ratio in the core area is in the order of 6:1. Rez step-out holes 35 (east) and 38 (west) and from the RC chips from the old LRC-3 to the south, all have lower overall sulphide contents (3-4%, compared to 5-6% in the core of the system), but much higher chalcopyrite contents of 1:3 (pyrite/chalcopyrite ratio). This suggests that with regards to the hypogene, the historical resource area may represent the low-grade core to a larger system that is still mostly untested. The discovery of coarse molybdenum in several of the holes during the drill program suggests the prospects of adding a significant credit to any concentrate.

Although the general hypogene grade to date is low, discrete areas of higher-grade hypogene material was encountered in holes 35, 32 and to some degree 38. This appears to be associated with faulting as a later influx of copper-rich solutions into these fault zones and/or fault intersections is manifested primarily by an increase in the abundance of chalcopyrite-molybdenum bearing veins.

Supergene

The supergene-enriched zone, is characterized by chalcocite and like the hypogene-enriched zones, is better developed in, and proximal to, the main fault zones. The wide supergene zone of >1% Cu in hole 32 is encouraging with regard the average grade of the potentially leachable material and holes 34 and 35 enhanced the resource prospects of the material to the east.

2010 Lara Copper-Molybdenum Drill Results

Drill Hole #	From (m)	To (m)	Length (m)	Copper (%)	Molybdenum (%)	CuEq	Comments
LA10-32	54.00	162.00	108.00	0.81	0.015	0.90	0.2% Cu Cut-off
Including	58.00	98.00	40.00	1.39	0.012	1.46	
LA10-33	0.00	90.60*	90.60	0.33	NSV	0.33	0.14% Cu cut-off, End in Mineralization 0.26% Cu
Including	2.00	50.00	48.00	0.39	NSV	0.39	
LA10-34	52.00	90.00	38.00	0.61	NSV	0.61	0.2% Cu cut-off
Including	56.00	86.00	30.00	0.71	NSV	0.71	0.3% Cu cut-off

Drill Hole #	From (m)	To (m)	Length (m)	Copper (%)	Molybdenum (%)	CuEq	Comments
LA10-36	24.00	30.00	6.00	2.14	NSV	2.14	0.2% Cu cut-off
Including	26.00	28.00	2.00	5.88	NSV	5.88	
And	36.00	130.00*	94.00	0.38	0.016	0.48	0.2% Cu cut-off, End in Mineralization 0.30% Cu
LA10-37	48.00	362.00	314.00	0.21	0.012	0.28	No Cu cut-off
Including	222.00	344.00	122.00	0.23	0.017	0.33	
Including	280.00	344.00	64.00	0.25	0.021	0.38	
LA10-38	30.00	220.00	190.00	0.28	0.011	0.35	0.14% Cu cut-off
Including	118.00	178.00	60.00	0.33	0.016	0.43	
Including	150.00	178.00	28.00	0.39	0.018	0.50	

A second phase of exploration comprising a geophysical survey followed by additional drilling is planned. The permitting process for an expanded drill program is underway. Redzone is diligently dealing with the local community and government authorities in addressing any potential environmental or archaeological impact. Because the Lara Project is located within an archaeological reserve as declared by the Peruvian government, Redzone retains a government archaeologist to ensure the safety of any discovered artifact. To date, there are no signs of archaeological sites on the property. However, if archaeological ruins of historical value are uncovered, this could lead to delays in the exploration and development of the Lara Project.

Tingo Este Property

The second property is the 3,700 hectare Tingo Este property located in Coastal Peru, east of the city of Ica. According to Tinka Resources Ltd., press release dated January 24, 2007, mapping and prospecting has outlined a 1,000 by 800 metre area hosted by granodiorite and quartz monzonite of the Coastal Batholith with intruded Jurassic and Cretaceous sediments and volcanic. The early staged property has never been drill tested and surface values ranged from 0.012% to 0.9% copper. The Company plans on initiating a site evaluation of the property prior to implementing a detailed exploration program. Potential quantity and grade is conceptual in nature. There has been insufficient exploration to define a mineral resource on the Tingo Este property and it is uncertain if further exploration will result in the target being delineated as a mineral resource.

Richard Graham P. Geol., a director of Redzone and a Qualified Person as defined by National Instrument 43-101 Standards of Disclosure for Mineral Projects, is responsible for the preparation and verification of the technical information on Lara and Tingo Este.

3. RESULTS OF OPERATIONS

The following table sets forth selected data for the periods indicated:

	Three months ended		Nine months ended	
	January 31		January 31	
	2011	2010	2011	2010
	\$	\$		
Mineral property exploration costs	49,427	14,187	49,427	14,187
Expenses				
Amortization	293	-	880	-
Audit, legal and other professional fees	24,155	11,880	106,430	24,464
Business investigation costs ⁽¹⁾	-	10,417	60,803	131,768
Investor relations	16,836	18,629	88,008	24,204
Management and consulting fees	-	7,500	-	22,500
Management salaries and benefits	111,783	-	201,045	21,301
Office facilities and administration	37,817	18,199	123,621	52,308
Stock-based compensation	77,631	500,264	215,221	500,264
Transfer agent, listing and filing fees and shareholders' information	6,881	6,355	89,104	22,170
	275,396	573,244	885,112	798,979
Loss before other items	324,823	587,431	934,539	813,166
Other items				
Interest income	11,462	-	27,213	641
Foreign exchange loss	(406)	-	(696)	-
	11,056	587,431	26,517	641
Net Loss	313,767	587,431	908,022	812,525

⁽¹⁾ Business investigation costs relate to expenses incurred, primarily for geological consulting fees, to investigate potential investments in various mineral properties.

Three months ended January 31, 2011, compared with three months ended January 31, 2010

Mineral property explorations costs for the three month period ending January 31, 2011 were \$49,427; \$15,500 of which relate to geological consulting fees for the Lara Property and \$33,927 relate to mineral rights obligations for the Las Palmas Property. Expenses during the comparative period ending January 31, 2010 consist of \$14,187 in consulting fees for the Las Palmas Property.

Comparative quarters include the following:

- Legal expenses of approximately \$11,000 were incurred in the three months ended January 31, 2011 due to the preparation and review of various corporate documents, and providing assistance with materials relating to the Company's November 2010 annual general meeting. For the comparative quarter, legal expenses of \$11,800 pertained to various corporate matters and the commencement of the Company's TSX listing application.
- Other professional fees of \$9,000 were incurred during the quarter ended January 31, 2011 relating to substantially to IFRS consulting services. There are no comparable expenses for the quarter ended January 31, 2010.
- There were no business investigation expenses for the quarter ended January 31, 2011. For the comparative quarter, business investigation expenses totaled \$10,000, consisting of \$22,000 in executive travel and a \$12,000 reversal for an over-accrual of legal expenses.
- For the three months ended January 31, 2011, investor relations expenses comprised \$14,000 in corporate communication services, and \$3,000 in advertising and website support. \$19,000 was spent for investor relations expenses in the comparative quarter, \$13,000 of which relates to executive travel and \$5,000 to advertising.
- During the quarter ended January 31, 2011, management salaries and benefits represent compensation for the CEO and CFO, the only two employees of the Company, and a December 31, 2010 year-end bonus of \$50,000, paid to the CEO. In the comparative period, there were no employee salaries and benefits, as the CEO's employment contract came into effect after January 31, 2010.
- The office and administration expenses have increased when comparing the quarter ended January 31, 2011 to the same period last year due to an overall increase in business operations.

Of the \$38,000 in office and administrative expenses for the quarter ended January 31, 2011, \$15,000 represents office rent, \$12,000 relates to administrative services, \$4,000 represents telephone expenses, \$1,000 was incurred in meals and entertainment, with the remaining expenditures consisting of various office supplies and sundry charges.

In the comparative quarter, office and administrative expenses consist of \$6,000 in office rent, \$12,000 in administrative services, and the remaining expenses in office supplies and miscellaneous items.

- Stock options were issued to a Director during the quarter ended January 31, 2011, resulting in the recognition of \$77,631 in stock-based compensation expense. Stock-based compensation expense represents the fair value of options granted and is a non-cash expense. Stock options granted in the comparative period resulted in the recognition of \$500,264 in stock-based compensation expense.
- Transfer agent, listing and filing fees incurred during the quarter ended January 31, 2011, relates to various regulatory filing fees. For the comparative

quarter, transfer agent, listing and filing fees comprise various general maintenance and administrative expenses.

- Interest income is earned at a rate of 2% per annum on cash held in the Company's operating bank account.

Nine months ended January 31, 2011, compared with nine months ended January 31, 2010

Mineral exploration costs during the nine months ended January 31, 2011 and the comparative period is the same for the three months ended January 31, 2011 and the comparative quarter.

Operational expenses increased by approximately \$95,000 for the nine months ended January 31, 2011, compared to the nine months ended January 31, 2010. Increases in the comparative periods include:

- \$9,000 in audit fees were recorded for the nine months ended January 31, 2011 due to an under accrual of audit fees at the year ended April 30, 2010. Also, \$9,000 in other professional fees has been expensed relating to IFRS consulting fees.
- Legal expenses of \$85,000 were incurred in the nine months ended January 31, 2011 due to the Company's application process to list on the TSX, and other various commercial matters as described for the three months January 31, 2011.

For the comparative period ended January 31, 2010, legal expenses pertained to the establishment of the Company's Mexican subsidiary, correspondence relating to the Las Palmas Property, and the commencement of the Company's TSX listing application.

- Business investigation expenses of \$61,000 for the nine months ended January 31, 2011 consist of \$52,000 in geological consulting services, relating to the review various mineral properties, and \$9,000 in associated travel expenses.

For the comparative period, business investigation expenses totaled \$132,000, consisting of \$33,000 in consulting services, \$45,000 in legal counsel fees, and \$54,000 in travel expenses.

- Investor relations expenses of \$88,000 for the nine months ended January 31, 2011, are comprised as follows: \$44,000 in corporate communication services, \$14,000 in advertising and website support, and \$30,000 in executive travel.

There was \$24,000 in investor relations expenses for the comparative period, \$11,000 of which relates to advertising and \$13,000 to executive travel.

- For the nine months ended January 31, 2011, management salaries and benefits represents compensation paid to the CEO and CFO. For the comparative period, \$21,301 represents an executive bonus.
- The office and administration expenses have increased by approximately \$71,000 when comparing the nine month period ended January 31, 2011 to the same period last year. This increase is due to an overall increase in business operations.

Of the \$124,000 in office and administrative expenses for the nine months ended January 31, 2011, \$40,000 represents office rent, \$36,000 relates to administrative and office support services, \$15,000 represents telephone expenses, \$10,000 was incurred in meals and entertainment, with the remaining expenditures consisting of various office supplies and sundry charges.

In the comparative quarter, office and administrative expenses consist of \$36,000 in administrative services, \$10,000 in office rent, and \$3,000 in meals and entertainment, with the remaining amount in office supplies and miscellaneous expenses.

- Stock options were issued to two consultants, an officer and two directors of the Company during the nine months ended January 31, 2011, resulting in the recognition of \$215,221 in stock-based compensation expense. Stock-based compensation expense represents the fair value of options granted and is a non-cash expense. Stock options granted in the comparative period resulted in the recognition of \$500,264 in stock-based compensation expense for the three months ended January 31, 2010.
- Of the transfer agent, listing and filing fees incurred during the nine months ended January 31, 2011, \$65,000 pertains to the Company's original TSX listing and sustaining fees, with the remaining expenses relating to maintenance and filing fees.
- Interest income is earned at a rate of 2% per annum on cash held in the Company's operating bank account.

4. QUARTERLY INFORMATION

A summary of selected information for each of the eight most recent quarters is as follows:

	Interest Income ⁽¹⁾	Operating Costs	Exploration Expenditures (Recovery)	Stock-Based Compensation	Net Income (Loss)	Basic & diluted loss per share
	\$	\$	\$	\$	\$	\$
Q3 – January 31, 2011 ⁽⁸⁾	11,462	198,171	49,427	77,631	(313,767)	(0.01)
Q2 – Oct. 31, 2010 ⁽⁷⁾	11,095	165,909	-	72,353	(227,457)	(0.01)
Q1 – July 31, 2010 ⁽⁶⁾	4,656	306,218	-	65,236	(366,798)	(0.01)
Q4 – April 30, 2010 ⁽⁵⁾	-	277,276	116,004	-	(393,280)	(0.01)
Q3 – January 31, 2010	-	72,980	14,187	500,264	(587,431)	(0.02)
Q2 – Oct. 31, 2009 ⁽²⁾	641	105,599	8,000	-	(112,958)	-
Q1 – July 31, 2009 ⁽³⁾	-	112,136	-	-	(112,136)	-
Q4 – April 30, 2009 ⁽⁴⁾	32	30,706	(44,475)	-	(13,801)	-

⁽¹⁾ The Company is a mineral exploration company and has no operating revenue. The Company receives interest income from funds on deposit.

⁽²⁾ The Company incurred \$44,797 of costs to investigate potential investments, classified as business investigation costs.

⁽³⁾ The Company incurred \$76,554 of costs to investigate potential investments, classified as business investigation costs.

⁽⁴⁾ The Company accrued year-end audit fees during the period and applied for a mining exploration tax credit.

⁽⁵⁾ The Company incurred \$80,351 of costs in investor relations activities, and \$68,164 in total legal fees.

- (6) The Company incurred \$60,803 of costs to investigate potential investments, classified as business investigation costs; \$47,569 of costs in investor relations activities; and a total of \$110,297 in legal and filing fees relating primarily to the Company's initial listing on the TSX.
- (7) The Company incurred \$23,604 of expenses in investor relations activities, and \$20,884 in legal fees relating to various property and corporate matters. The remaining \$121,241 of operational costs pertain to office rent and maintenance, administration, and salaries.
- (8) The Company incurred \$16,836 of expenses in investor relations activities and \$24,155 in professional fees relating substantially to IFRS consulting services and various legal expenses for corporate matters. The remaining \$157,180 consists of office rent, administration expenses, salaries, and an executive bonus.

5. LIQUIDITY AND CAPITAL RESOURCES

Statement of Cash Flow Information

As at January 31, 2011, the Company had cash of \$4,428,104 compared to \$5,353,944 as at April 30, 2010. The net decrease of cash of \$925,840, for the nine month period ended January 31, 2011, is due to primarily to various operating expenditures and deferred acquisition costs.

Three months ended January 31, 2011

Cash used in operations, including changes in non-cash working capital, was \$211,741 for the quarter ended January 31, 2011. For the three months ended January 31, 2011, \$13,500 was paid for directors and officers liability insurance; \$27,000 was paid in legal fees relating to the Company's Annual General Meeting of November 2010 and other corporate matters; and \$50,000 was paid as a December 31, 2010 year-end executive bonus. All other cash payments for the quarter relate to operating matters – primarily investor relations, advertising, office facilities and administration, and salaries. Cash receipts for the quarter ended January 31, 2011 include a HST refund of \$10,222, and \$11,462 in interest earned on the Company's cash balance held on deposit with a Canadian financial institution.

Cash provided from financing activities for the quarter ended January 31, 2011 consists of \$7,500 received on the exercise of stock options in December 2010.

Nine months ended January 31, 2011

Cash used in operations, including changes in non-cash working capital, was \$786,076 for the nine months ended January 31, 2011. For the nine months ended January 31, 2011, approximately \$191,000 was spent on TSX original listing fees, related legal expenses and other filing fees. All other expenses for the period relate to operating matters including business investigation, investor relations, office facilities and administration. Cash receipts for the nine-month period consist primarily of interest earned on cash held on deposit and HST refunds.

For cash used in investing activities for the nine months ended January 31, 2011, \$320,302 represents deferred acquisition costs relating to the Lara Property. Additionally, \$962 was spent on the purchase of office equipment.

Cash received from financing activities for the nine months ended January 31, 2011 include \$174,000 from the exercise of warrants related to the July 2009 private placement financing, and \$7,500 received on the exercise of stock options in December 2010.

Capital Resources

At January 31, 2011, the Company had accumulated losses of \$2,508,946 (January 31, 2010 - \$1,207,644), had working capital of \$4,205,973 (April 30, 2010 - \$5,260,395) and expects to incur further losses in the development of its business. Having raised \$6,332,650 in gross proceeds during the 2010 fiscal year, the Company should have adequate resources to pay for its anticipated administrative costs and work commitments on its projects for the next twelve months, based on known current requirements. However, additional financing will be required to fund long-term work commitments on its projects and the acquisition of any additional properties.

Management intends to monitor spending and assess results on a go-forward basis by continuing to develop a formalized budgeting process.

Commitments

The Company entered a sublease on office space for the period of February 1, 2010 to November 29, 2011. The estimated liability for rent and expenses are as follows:

February 1, 2011 to April 30, 2011	\$15,000
May 1, 2011 to November 29, 2011	\$35,000

6. FINANCIAL INSTRUMENTS

Financial instruments must be classified at one of three levels within a fair value hierarchy according to the relative reliability of the inputs used to estimate their values. The three levels of hierarchy are as follows:

- Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2: Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3: Inputs that are not based on observable market data.

Financial instruments measured at fair value on the balance sheet are summarized under the three levels of fair value hierarchy as follows:

As at January 31, 2011:

Assets	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Cash	4,428,104	-	-	4,428,104

As at April 30, 2010:

Assets	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Cash	5,353,944	-	-	5,353,944

Risk Exposures

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

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

Credit risk

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash and receivables. The Company's receivables are primarily from government agencies and are subject to certain risks that would be considered normal in this environment. The Company limits its exposure to credit loss by placing its cash with major 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 January 31, 2011, the Company had a cash balance of \$4,428,104 to settle current liabilities of \$291,588. All of the Company's normal financial liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms.

The Company entered into an agreement to acquire interests in two copper properties which requires it to spend US\$2,500,000 over three years (first year US\$500,000). As of the end of January 2011, the Company has incurred property expenditures in excess of US\$500,000 and continues to operate under the agreement's terms.

As at January 31, 2011, the Company has adequate capital to meet its anticipated operating expenditures for the next 12 months. The Company will need additional financing to acquire its interests in these properties and to bring the assets into production.

Market risk

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

a) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. The Company's cash is in a chequing account with a major Canadian bank and therefore there is currently minimal interest rate risk.

b) Foreign currency risk

As at January 31, 2010, the Company has approximate US\$4,900,000 of option expense obligations relating to the acquisition of interests in mineral properties and therefore is exposed to foreign currency risk. An increase or decrease of \$0.01 in exchange rates will increase or decrease the purchase price by approximately \$49,000.

Upon the acquisition of the Company's interests in the mineral properties, the Company will have exposure to foreign currency risk since the properties are located in Mexico and Peru.

c) Price risk

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

7. TRANSACTIONS WITH RELATED PARTIES

During the three months ended January 31, 2011, the Company paid or accrued \$12,000 in administrative fees (January 31, 2010 - \$12,000) and \$15,500 in geological consulting fees (January 31, 2010 - \$Nil) to a company with a Director in common. For the three months ended January 31, 2010, a consulting fee of \$7,500 was paid to a corporation controlled by an officer of the Company.

During the nine months ended January 31, 2011, administrative fees paid or accrued to a company with a Director in common were \$36,000 (January 31, 2010 - \$36,000). Geological consulting fees paid or accrued to a company with a Director in common were \$15,500 (January 31, 2010 - \$4,000). \$761 was paid to a Director of the Company for property investigation services (January 31, 2010 - \$Nil).

Other related party transactions for the nine months ended January 31, 2010 include private placement support services of \$15,000 paid to company with a Director in common and consulting fees of \$22,500 paid to a corporation controlled by an officer of the Company.

Included in accounts payable and accrued liabilities at January 31, 2011 is \$1,499 (April 30, 2010 - \$36,725) due to related parties.

The above transactions were in the normal course of business and were measured at the exchange amount which is the amount agreed to by the related parties.

8. CRITICAL ACCOUNTING ESTIMATES

Income taxes

Future income tax assets and liabilities are computed based on differences between the carrying amounts of assets and liabilities on the balance sheet and their corresponding tax values using substantively enacted income tax rates at each balance sheet date. Future income tax assets also result from unused loss carry-forwards and other deductions. The valuation of future income tax assets is reviewed quarterly and adjusted, if necessary, by use of a valuation allowance to reflect the estimated realizable amount.

Fair value of stock-based compensation and warrants issued

The fair value of stock-based compensation and warrants issued are subject to the limitation of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share price, changes in subjective input assumptions can materially affect the fair value estimate.

9. NEW ACCOUNTING POLICIES

Business Combinations

In October 2008, the CICA issued Handbook Section 1582, "Business Combinations", which establishes new standards for accounting for business combinations. This is effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011. Should the Company engage in a future business combination, it would consider early adoption to coincide with the adoption of International Financial Reporting Standards.

Consolidated Financial Statements and Non-controlling Interests

Section 1601, Consolidated Financial Statements and Section 1602, Non-Controlling Interests, together replace Section 1600, Consolidated Financial Statements. Section 1601 establishes standards for the preparation of consolidated financial statements. Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in

consolidated financial statements subsequent to a business combination. It is equivalent to the corresponding provisions of IFRS standard, IAS27 (revised), Consolidated and Separate Financial Statements. The sections apply to interim and annual consolidated financial statements relating to fiscal years beginning on or after October 1, 2011. Earlier adoption is permitted as of the beginning of a fiscal year. The Company is currently evaluating the impact of these new Sections.

10. INTERNATIONAL FINANCIAL REPORTING STANDARDS CONVERSION PLAN

While IFRS uses a conceptual framework similar to Canadian GAAP, there are significant differences in recognition, measurement and disclosures. The Company plans to implement a comprehensive IFRS conversion framework, which takes into account matters such as changes in accounting policies, restatement of comparative periods, organizational and internal controls and any required changes to business processes.

The key dates for the Company's IFRS conversion process include the following:

- May 1, 2010 (transition date): An opening statement of financial position according to IFRS will be prepared as at this date to facilitate the changeover to IFRS in 2011. The Company will continue to report its fiscal 2011, 2010 and comparative 2009 results according to Canadian GAAP.
- May 1, 2011 (changeover date): This is the date after which the Company will prepare and report interim and annual 2012 financial statements with 2011 comparatives according to IFRS. The date of the Company's first interim financial statements in accordance with IFRS will be for the three months ended July 31, 2011 and the first annual financial statements under IFRS will be for the year ended April 30, 2012.

The Company's conversion plan will involve the following phases: 1- scoping and planning, 2- detailed assessment and evaluation, and 3- implementation.

Scoping and Planning

In the scoping and planning phase, the Company commenced its review of accounting policies and the changes that may be required on conversion to IFRS. The following discussion highlights the conclusions of this phase:

IFRS 1, "First Time Adoption of International Financial Reporting Standards", provides entities adopting IFRS for the first time with a number of optional exemptions and mandatory exceptions in certain areas, relating to the general requirement for full retrospective application of IFRS. The various accounting policy choices available have been assessed through the compilation of "white papers", prepared by management. The audit committee approved all key accounting policy choices proposed by management at an audit committee meeting held on February 8, 2011.

The following are the significant financial reporting areas identified for analysis and any impact on adoption of IFRS:

Standard	Difference from Canadian GAAP	Impact Identified
Presentation and disclosure	IFRS requires significantly more disclosure than Canadian GAAP for certain standards.	The increased disclosure requirements will cause the Company to change various financial reporting processes to ensure the appropriate data is collected.
Stock-based compensation	Under Canadian GAAP, vesting of employee stock options can be recognized on a straight-line basis whereas IFRS requires that each tranche of stock option vesting is treated as having a separate fair value.	The amount of the expense recognized under IFRS may be different to that under Canadian GAAP and is recognized more upfront. There is an exemption under IFRS 1 “First time Adoption of International Financial Reporting Standards” relating to share-based payments, which permits fully vested options not to be restated in accordance with IFRS. There is no exemption required or adjustment on adoption of IFRS as the Company has granted options to employees with no vesting periods and has granted options to a consultant that remain unvested to-date.
Exploration and Evaluation Expenditures	Subject to certain conditions, IFRS currently allows an entity to determine an accounting policy that specifies the treatment of costs related to the exploration for and the evaluation of mineral properties. Costs that are capitalized are subject to impairment tests on an on-going basis.	The Company’s current policy is to capitalize the costs directly relating to mineral property acquisitions, and to expense, as incurred, all costs relating to exploration and evaluation until such time as it has determined that a property has economically recoverable reserves. Capitalized costs will be subject to impairment tests in accordance with IFRS 6, which is comparable to current GAAP standards. Therefore, there will be no impact on IFRS transition as the Company intends to maintain its current mineral property accounting policy on transition.

Detailed Assessment and Evaluation

Phase 2, the detailed assessment phase, involves further technical analysis of the potential impacts, quantification of alternatives where there are accounting policy choices, detailed analysis, and conclusions regarding IFRS 1 (“First Time Adoption of IFRS”) exemptions and exceptions available to the Company.

This phase has been completed, with the following conclusions approved by the audit committee on February 8, 2011:

- The Company will not be applying any exemptions on the adoption of IFRS, as they do not apply to the Company’s current circumstances.
- The adoption of IFRS will not have a retroactive impact of a quantitative nature on the financial statements; nor will internal controls over financial reporting and information technology systems be significantly impacted due to the simple structure of operations and limited number of transactions per quarter.
- The adoption of IFRS will require significantly more disclosure in the presentation of the financial statements. Management is presently drafting financial statements under IFRS, with IFRS accounting policies, as designated under “Phase 3, Implementation”.

Implementation

In Phase 3, the implementation phase, the Company will apply management’s accounting choices under IFRS, prepare reconciliations, calculate the opening statement of financial position at the transition date of May 1, 2010, develop disclosure requirements and develop sample financial statements.

Timeline

During the quarter ended January 31, 2011, the Company engaged a third-party advisor to assist with the planning and implementation of its transition to IFRS. The following summarizes the Company’s expectations with respect to its IFRS plan to the fiscal year ended April 30, 2011, which represents the requirements of the three IFRS transition phases noted above.

Key Activity	Objectives	Due Date
Final determination of changes to accounting policies and selection of first-time adoption alternatives	<ul style="list-style-type: none"> • Identify applicable differences between Canadian GAAP and IFRS accounting policies • Select IFRS policies to be adopted • Select IFRS 1 choices 	Reviewed and approved by the Audit Committee on February 8, 2011

Key Activity	Objectives	Due Date
Determination of the accounting policy change implications on information technology; entity-level and business-level processes	<ul style="list-style-type: none"> • Review data collection to determine its use under both Canadian GAAP and IFRS • Determine any impact on control environment, including Internal Control over Financial Reporting (“ICFR”) and Disclosure Controls and Procedures (“DC&P”) • Determine any impact on business processes 	Reviewed and approved by the Audit Committee on February 8, 2011
Quantification of the financial statement impact of changes in accounting policies	<ul style="list-style-type: none"> • Develop skeleton financial statements under the IFRS format • Quantify effects of changes in initial IFRS 1 disclosures and 2010 financial statements 	To be completed by April 30, 2011
Implement any changes to information technology, entity-level and business-level processes	<ul style="list-style-type: none"> • Finalize and implement any change requirements – determined to be insignificant as at January 31, 2011 	To be completed by April 30, 2011
Training: The Company considers that the following personnel should possess sufficient understanding of IFRS: CFO, CEO, and members of the Audit Committee	<ul style="list-style-type: none"> • Appropriate levels of expertise are required throughout the IFRS conversion project with on-going training provided as needed 	On-going throughout the transition process

Summary

It should be noted that at this time, the above list and related comments should not be regarded as a complete list of changes that will (or could) result from the Company’s transition to IFRS. It is intended to highlight areas that management believes may be most significant; however, the Company’s assessment of the impacts of certain differences is still in progress. The standard-setting bodies of Canadian GAAP and IFRS have significant ongoing projects that could affect the ultimate differences between Canadian GAAP and these changes may have a material impact on the Company’s financial statements. As a result, the final impact on the Company’s financial statements will only be measurable once all of the applicable IFRS standards at the final changeover are known.

11. OFF BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

12. OUTSTANDING SHARE DATA

The Company has authorized share capital consisting of common shares without par value and preferred shares issuable in series. The number of shares authorized is unlimited. The Company has issued warrants for the purchase of common shares and also has a stock option plan.

As at March 14, 2011, the following securities were outstanding:

	Number
Common shares	42,843,137
Warrants	5,091,614
Options	3,625,000

13. RISKS AND UNCERTAINTIES

In October 2009, the Company entered into an option agreement to acquire an initial 50% interest in the Las Palmas property located in Mexico. There is no certainty that the Company will acquire the property interest which is conditional upon several items including the attainment of land access and the expenditure of US\$1,000,000 once land access is achieved.

In February 2010, the Company entered into an agreement to acquire up to 75% indirect interests in two properties in Peru. There is no certainty that the Company will acquire the properties interests which is conditional upon several items including the incurrence of US\$2,500,000 in property expenditures over three years.

The Company must overcome many risks associated with exploration properties. Outstanding items to be completed include, but are not limited to, further identification and quantification of a commercially viable ore body, confirmation of the Company's interest in the underlying claims and leases, completion of a feasibility study, funding of all costs related to a commercial operating venture, completion of the permitting process, detailed engineering and the procurement of a processing plant, and constructing a facility to support the property. Construction and operational risks including, but not limited to, equipment and plant performance, metallurgical, environmental, cost estimation accuracy, and workforce performance and dependability will all affect the profitability of an operating property.

External financing, primarily through the issuance of common shares will be required to fund its activities. Although the Company has been successful in raising the necessary funds in the past, there can be no assurance that it will be able to do so in the future.

For a more detailed list of risk factors, refer to the Company's Annual Information Form for the year ended April 30, 2010, which is filed on SEDAR.

14. DISCLOSURE CONTROLS AND PROCEDURES, AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

Disclosure Controls and Procedures

The Company's disclosure controls and procedures are designed to provide reasonable assurance that: (i) material information relating to the Company is made known to management by others on a timely basis, particularly during the period in which interim filings are being prepared; and (ii) information required to be disclosed by the Company under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified under those laws.

As of the nine months ended January 31, 2011, the Company has evaluated the design and effectiveness of the Company's disclosure controls and procedures, as managed through a Disclosure Committee established by Board of Directors on July 8, 2010. The Company has not identified any material weakness in such disclosure controls and procedures as at January 31, 2011. The processes of the Disclosure Committee were formally documented in a Disclosure and Trading Policy which was approved by the Board of Directors on November 4, 2010.

It should be noted that, while the Company believes that its disclosure controls and procedures as of January 31, 2011 provide a reasonable level of assurance and are effective, the disclosure controls and procedures cannot prevent all errors or mistakes. A control system no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Internal Controls over Financial Reporting

Management is responsible for designing, establishing, and maintaining a system of internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements by the Company for external purposes is reliable and has been recorded, processed and reported in an accurate and timely manner in accordance with GAAP.

The Board of Directors is responsible for ensuring that management fulfills its responsibilities. The Audit Committee fulfills its role of ensuring the integrity of the reported information through its review of the interim and annual financial statements.

Any internal controls over financial reporting, including those systems determined to be effective, well conceived and operated, have inherent limitations and can provide only reasonable, not absolute assurance that the objectives of the control system are met with respect to financial statement preparation and presentation. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all

potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

During the quarter ended January 31, 2011, the Company continues to implement internal controls over financial reporting as originally set out in the previous quarter. The following procedures were introduced:

- formal working papers, schedules and documented analysis were completed to support the compilation of the quarter-end financial statements and MD&A disclosures;
- segregation of duties has been introduced as a part of the Company's accounting and financial reporting procedures, including a review process to be performed by the CFO, other member of management, and the Audit Committee Chairperson; and
- external consultants have been engaged to assist management in areas of the financial reporting process where internal resources do not exist.

Additionally, management has taken initiatives to perform the following:

- to meet on a regular basis to discuss operational matters to assist with accurate and timely disclosures; and
- to prepare monthly management reports to the Board of Directors, as required under the Board Mandate of November 2010, Appendix A: "Mandate for the Chief Executive Officer".

With reference to the framework *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"), the CEO and CFO have reviewed the Company's internal controls over financial reporting, with consideration given to the internal controls introduced in the quarter ended October 31, 2010. Based on this review, with additional consideration given to the simple nature of operations at this time and the limited number of transactions per quarter, as at January 31, 2011, the CEO and CFO believe that the Company's internal controls over financial reporting are designed and operating effectively to provide reasonable, but not absolute, assurance that the objectives of the control system are met. The Company has not identified any material weaknesses in such internal controls as of January 31, 2011. This assessment is subject to further process documentation and independent testing which is to occur during the upcoming quarter ended April 30, 2011.

As at January 31, 2011, management continues the documentation process of its internal control policies and procedures for testing purposes. A third-party consultant has been engaged to assist in this process and to independently test, on behalf of management, the on-going effectiveness of the internal controls established.

15. RESTATEMENT

The comparative quarter ended January 31, 2010 has been restated due to a decrease in stock-based compensation expense of \$218,966. The impact of this adjustment results in a reduction to net loss and comprehensive loss for the three month period ending January 31, 2010 by \$218,966. Restated net loss and comprehensive loss for the period is \$587,431. There is no change to shareholder's equity as at January 31, 2010.

The restatement relates to changes in management's assumptions used to value the options granted during the quarter ended January 31, 2010. This adjustment is reflected in the April 30, 2010 year-end financial statements and all subsequent quarters thereafter; therefore, no restatement of any other periods is required.

16. SUBSEQUENT EVENTS

On February 3, 2011, the Company paid \$361,530 (US\$361,603) to Minas Dixon BVI for property expenditures related to the Lara Property. The amount paid represents property expenditures accrued as at January 31, 2011 and property expenditures budgeted for February 2011.

On February 11, 2011, the Company issued 250,000 shares to Lara Exploration in accordance with terms of the earn-in agreement. The fair value of the shares on issuance was \$142,500.

On March 1, 2011, the Company entered into an agreement for advisory services with a third party. Pursuant to the terms of the agreement, payment for services rendered includes the grant of 500,000 stock options at the exercise price of \$0.72 per common share for a period of five years from the date of grant. The options vest and become exercisable on the day following the successful completion of specific deliverables, as set out in the agreement.

17. FORWARD LOOKING STATEMENTS

Certain statements contained in this document constitute forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements.