MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

For the three months ended March 31, 2011

June 29, 2011

GENERAL

This Management Discussion and Analysis ("MD&A") is dated June 29, 2011 and is in respect of the three months ended March 31, 2011. The following discussion of the financial condition and results of operations of Metals Creek Resources Corp. (the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the three months ended March 31, 2011.

The discussion should be read in conjunction with the condensed interim financial statements and corresponding notes to the condensed interim financial statements for the three months ended March 31, 2011. The Company's condensed interim financial statements have been prepared in accordance with International financial reporting standards ("IFRS"). Unless otherwise stated, all amounts discussed herein are denominated in Canadian dollars.

Additional information relevant to the Company's activities can be found on SEDAR at www.sedar.com.

HISTORY OF THE COMPANY

The Company was incorporated on June 21, 2004 as The Endurance Fund Corporation, and classified as a Capital Pool Corporation ("CPC") as defined in Policy 2.4 of TSX Venture Exchange ("TSX-V" or the "Exchange") Corporate Finance Manual (the "Manual").

On December 21, 2007, the Company completed its Qualifying Transaction (as defined in the Manual) with NAUC pursuant to which the Company acquired all of the issued and outstanding common shares and common share purchase warrants of NAUC (the "Acquisition"). Pursuant to the Acquisition, the Company issued 9,859,286 common shares at a deemed price of $1 per share, and warrants to acquire 357,143 common shares at an exercise price of $0.50. The Exchange issued a Final Exchange Bulletin on January 25, 2008 approving the Acquisition. In addition, the Company completed a concurrent financing for 1,855,250 units of the Company at $1 per unit for gross proceeds of $1,855,250.

The Company changed its name to Metals Creek Resources Corp. on February 20, 2008. The Company is listed as a tier 2 Issuer by the Exchange.

GOING CONCERN

The condensed interim financial statements of the Company for the three month period ended March 31, 2011 have been prepared in accordance with International financial reporting standards ("IFRS") on the basis applicable to a going concern. The appropriateness of using the going concern basis is dependent upon, among other things, future profitable operations, and the ability of the Company to raise additional capital. Specifically, the recovery of the

Company's investment in mineral properties and deferred exploration expenditures is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to develop its properties and establish future profitable production from the properties, or from the proceeds of their disposition.

The Company is an exploration stage company has not earned any significant revenues to date, is in the process of exploring its resource properties and has not yet determined whether these properties contain ore reserves that are economically recoverable.

OVERVIEW OF BUSINESS

The focus of the Company is to seek out and explore mineral properties of potential economic significance and advance these projects through prospecting, sampling, geological mapping and geophysical surveying, trenching, and diamond drilling in order for management to determine if further work is justified. The Company's property portfolio consists of projects focusing on gold, base metals, uranium, and platinum group metals.

FINANCIAL AND OPERATIONAL PERFORMANCE

Financial Condition

The Company's cash balance which was entirely reserved for eligible flow through expenditures as at March 31, 2011 was $191,447 (December 31, 2010 - $276,793) as well as short term investments totaling $6,693,285 (December 31, 2010 - $960,873) of which $1,176,259 (December 31, 2010 - $210,149) was reserved for eligible flow through expenditures. All investments are held in fully liquid instruments with Canadian Financial Institutions.

Current assets of the Company as at March 31, 2011 were $7,172,977 compared to $1,418,380 as at December 31 2011. The increase was attributable to the completion of a private placement for gross proceeds of $7,083,320 during the current period which were invested in short term investments.

Total assets as at March 31, 2011 were $13,226,109 compared to $7,101,059 as at December 31, 2010, an increase resulting from the previously mentioned private placement that was completed in the current period.

Current liabilities as at March 31, 2011 were $303,205 compared to $393,769 at December 31, 2010. This decrease resulted from a greater decrease in accounts payable and accrued liabilities over the comparative periods than the increase in deferred premium on flow through shares.

Shareholders' equity increased to $13,226,109 from $7,101,059, due the private placement that was completed during the current period.

Results of Operations

The Company earned interest income of $21,062 during the three months ended March 31, 2011 (2010: $4,072) as a result of interest earned on short term investments during the period. The increase was attributable to fewer funds invested in interest bearing instruments in the comparative year compared to the current year. In addition, the company earned $NIL (March 31, 2010: $529) in administrative fees on mineral properties.

Total expenses for the three months ended March 31, 2011 were $388,760 compared to $393,494 for comparative period in the previous year. The decrease was generally attributable to the decreased expense related to lower share-based payments during the current period over the comparative period in the prior year. Comprehensive loss for the three months ended March 31, 2011 was $293,737 or $0.003 loss per share after a recovery of future income taxes of $126,208 versus a comprehensive loss of $462,191 or $0.01 per share for the three months ended March 31, 2010.
Expenses incurred during the three months ended March 31, 2011 consist of:

i) Business development of $69,458 (2010 - $36,673) (increased due to increased advertising and promotion activities)
ii) Amortization of capital assets $2,036 (2010 - $1,847) (increased due to purchases of capital assets during the current period that increased the amortization charged to expense)

iii) Professional fees of $13,830 (2010 - $4,621) – these amounts consist of professional fees include legal, audit, accounting and consulting and increased due to the timing of invoices received from consultants during the current period.

iv) Office and general of $86,602 (2010 - $48,921) representing office supplies, printing, and presentations, and occupancy costs (increased as a result of exchange filing fees associated with the private placement completed during the period)

v) Salaries and wages of $78,084 (2010 – $82,805) a marginal decrease.

vi) Part XII.6 tax expense of $402 (2010 – $9,319) (dependent upon unspent flow-through expenditure levels taxed at prescribed rates – balance of unspent flow-through funds was greater in 2010 due to greater flow-through financing activity in 2009 renounced in the 2010 period)

vii) Share-based payments of $138,348 (2010 – $209,308) (recorded upon vesting of stock options to employees, directors and officers and is dependent upon vesting levels in a given period).

The cumulative deficit from inception of the Corporation is $3,395,503.

Cash Flows

The Company used cash of $469,328 in operating activities during the three months ended March 31, 2011 versus cash provided by operating activities of $41,556 in the comparative period in the prior year. This increase in cash used operating activities was due primarily to a large decrease in accounts payable and accrued liabilities at March 31, 2011 compared to the same period in the prior year.

Cash from financing activities was $807,181 in the current period versus $497,385 cash from financing activities in the same period in the prior year. This increase was as a result of cash proceeds received from the above mentioned private placement over and above the reinvestment of those funds in short term investment instruments in the current year.

Cash used in investing activities was $337,853 for the three months ended March 31, 2011 versus cash used in investing activities in the amount of $538,941 for the comparative period in the 2010 year. The decrease in cash used was due to a lower level of expenditure activity on mineral properties in the current period over the comparative period in the prior year.

SUMMARY OF QUARTERLY RESULTS

The following table sets out selected quarterly information for the eight most recent completed quarters since incorporation.

	Period Ended Mar 31/11	Period Ended Dec 31/10	Period Ended Sep 30/10	Period Ended June 30/10	Period Ended Mar 31/10	Period Ended Dec 31/09	Period Ended Sep 30/09	Period Ended Jun 30/09
	Under IFRS					Under Canadian GAAP		
Revenue – Interest Income	**$21,062**	**$1,352**	**$2,876**	**$687**	**$4,072**	**$3,013**	**$-**	**$2**
Income (Loss) for the Period	**$(293,737)**	**$(649,167)**	**$(301,908)**	**$(164,861)**	**$(462,191)**	**$329, 958**	**$(322,603)**	**$(280,575)**
Income (Loss) Per Share	**$(0.003)**	**$(0.01)**	**$0.00**	**$0.00**	**$(0.01)**	**$(0.01)**	**$(0.01)**	**$0.01**

SELECTED ANNUAL FINANCIAL INFORMATION

Year Ended December 31		2010 (IFRS)		2009 (CDN GAAP)		2008 (CDN GAAP)
Revenue (Interest income)	$	8,987	$	3,015	$	9,673
Net loss and comprehensive loss	$	(1,578,127)	$	(596,992)	$	(592,827)
Loss per share – basic and diluted	$	(0.03)	$	(0.02)	$	(0.03)
Total assets	$	7,101,059	$	5,892,630	$	2,853,631
Future income tax expense (recovery)	$	293,459	$	(234,381)	$	(680,062)
Dividends	$	NIL	$	NIL	$	NIL

LIQUIDITY AND CAPITAL RESOURCES

As of March 31, 2011, the Company had $191,447 in cash reserved for flow-through expenditures (December 31, 2010 - $276,793) and held short term investments reserved for flow-through expenditures of $1,176,259 (December 31, 2010: $210,149). There were unrestricted short term investments held at March 31, 2011 of $5,517,026 (December 31, 2010 - $750,724). H.S.T from the Canada Revenue Agency, interest and other receivables were $246,767 (December 31, 2010 - $159,634) and prepaid expenses were $8,278 (December 31, 2010 - $13,930). Finally, staking security deposits were $33,200 at March 31, 2011 (December 31, 2010 - $7,150).

Accounts payable and accrued liabilities of $199,235 at March 31, 2011 (December 31, 2010 - $359,768) includes period end accruals for expenditures on mineral properties, legal fees, consultants and other amounts. These were incurred in the normal course of business and settled subsequently. At March 31, 2011, the deferred premium on flow through shares was $103,970 (December 31, 2010 - $34,001). These amounts are expensed in the periods in which the flow through expenditures to which they related are incurred.

Working capital at March 31, 2011 is $6,869,772 (December 31, 2010 - $1,024,611). During three month period ended March 31, 2011 the Company raised approximately $6,494,204 net of share issue costs through a private placement during the period (December 31, 2010 - $920,288) and received proceeds on the exercise of common share purchase warrants of $36,876 (December 31, 2010 - $829,169).

At this time the Company does not own or operate any revenue producing mineral properties, and accordingly, does not have cash flow from operations. The Company raises funds for exploration, development and general overhead and other expenses through the issuance of shares from treasury. This method of financing has been the principal source of funding for the Company since inception.

The Company also funds exploration at certain of its other properties through option agreements with other companies who have agreed to fund exploration in exchange for the right to earn an interest in the properties.

In addition to the funds in the Company's treasury, the Company intends to continue raising funds for future exploration and general overhead and other working capital through the continuation of issuances of shares from treasury and through earn-in or option agreements with other mineral exploration and mining companies.

During the three month period ended March 31, 2011, the Company issued 40,000 common shares valued at $11,600 in non-cash arm's length share transactions pursuant to property option agreements compared to 594,398 common shares valued at $100,144 in the December 31, 2010 year.

The Company applies the fair value method of accounting for share-based payments to directors, officers, employees and consultants and accordingly $138,348 (March 31, 2010 - $209,308) is recorded as stock-based compensation expense and under capital stock as contributed surplus for the 926,667 options vesting to directors, officers, employees and consultants during the period ended March 31, 2011.

The Company's success in funding its project expenditures is dependent upon its ability to raise adequate equity financing. If in the event that future private placement financings cannot be closed, the Company would have to review is budgeted project expenditures and revise where necessary including reviewing property option agreements to determine if continuance in such agreements on their anniversary dates is feasible. Management continues to seek out capital required to undertake its exploration work commitments and for working capital to meet project work commitments.

As at March 31, 2011, the Company is obligated to expend $155,706 (December 31, 2010 – $486,942) on qualified exploration and development expenditures, as a result of raising capital through the issuance of flow-through shares and to do so no later than December 31, 2011 and is obligated to spend $1,212,000 by no later than December 31, 2012 or else Canada Revenue Agency may disallow the flow-through renouncements previously made relating to the flow-through shares issued in 2010 and in the three months ended March 31, 2011. Cash on hand reserved for such expenditures is $191,447 (December 31, 2010 - $276,793) along with short term investments of $1,176,259 (December 31, 2010 - $210,149).

MINERAL PROPERTIES

Mineral property acquisition, exploration and development expenditures are deferred until the properties are placed into production, sold, impaired or abandoned. These deferred costs will be amortized over the estimated useful life of the properties following commencement of production or written-down if the properties are allowed to lapse, are impaired or are abandoned. The deferred costs associated with each property are as follows:

For the three months ended March 31, 2011	Opening Balance	Expenditures	Recoveries and write-downs	Ending Balance
Dog Paw Gold	$1,020,379	$ 5,658	$ -	$1,026,037
Wicks Lake and Panama Lake	79,296	2,651	-	81,947
Sheffield Lake	42,430	-	-	42,430
Sops Arm	-	-	-	-
Tilt Cove	516,666	30,585	-	547,251
Gabbro Lake	105,706	1,840	-	107,546
Currie Bowman/Tillex	539,109	385	-	539,494
Staghorn	1,241,805	13,778	-	1,255,583
Ogden	2,061,641	235,724	-	2,297,365
Other Properties	5,364	108,442	(26,260)	87,546
TOTAL	**$5,612,396**	**$399,063**	**$(26,260)**	**$5,985,199**

For the year ended December 31, 2010	Opening Balance	Expenditures	Recoveries and write-downs	Ending Balance
Dog Paw Gold	$750,189	$320,190	$(50,000)	$1,020,379
Wicks Lake and Panama Lake	48,259	31,037	-	79,296
Sheffield Lake	42,430	-	-	42,430
Sops Arm	5,502	-	(5,502)	-
Tilt Cove	417,013	99,653	-	516,666
Gabbro Lake	103,568	2,138	-	105,706
Currie Bowman/Tillex	697,965	2,574	(161,430)	539,109
Staghorn	611,646	730,159	(100,000)	1,241,805
Ogden	681,641	1,380,000	-	2,061,641
Other Properties	166,145	52,524	(213,305)	5,364
TOTAL	**$3,524,358**	**$2,618,275**	**$(530,237)**	**$5,612,396**

(a) Dog Paw Lake

The Company has acquired an option on the Dog Paw gold project which is located approximately 40 km east of Kenora, Ontario and consists of 23 claims totaling 269 units. The company has entered into an option agreement with Endurance Gold Corp (an unrelated company). whereby under the First Option, as defined in the agreement, the Company has earned a 70% interest in the property by making share payments totaling 400,000 shares and completing work commitments of $200,000 on the property. During 2010, the Company earned in for the Second Option, as defined in the agreement, gaining a further 5% in the property by issuing a 50,000 common shares and spending an additional $250,000 on the property. With the Company earning in on the Option and having earned a 75% interest in the Property, a joint venture has been formed on a 75% (the Company) and 25% (Endurance Gold

Corp.) basis. The Company recovered $33,909 from Endurance Gold Corp. during 2010 for their share of the joint venture expenditures. This recovery reduced the carrying value of the Dog Paw project.

The share payments were issued as follows:

First Option	400,000 common shares (issued March 30, 2007)
Second Option	50,000 common shares (issued June 9, 2008)

The Dog Paw Lake Property lies within the central portion of the east-trending Wabigoon Sub-province and is host to numerous gold occurrences which have seen little exploration. This western part of the Wabigoon greenstone belt is an emerging gold camp with exciting drill intercepts coming from both Houston Lake Mining (Dubenski Showing) and Rainy River Resources (17 Zone, and ODM Zone). The Cameron Lake Deposit is currently the subject of a buyout by Coventry Resources from Nuinsco Resources. This project will be the subject of a review and drill program in late 2010.

The Company has completed a ground geophysical Induced Polarization (IP) survey, as well as a magnetic survey, to better define the prospective Dogpaw showing with assays up to 23.42 g/t gold (Endurance Gold, EDG-TSX.V website). The zone is hosted within a sericite schist with associated pyrite mineralization (up to 15%) within the Pipestone-Cameron Deformation Zone.

During 2008, the company announced assay results from a prospecting/mapping program on the Dogpaw property. A total of 309 samples were collected with assays ranging from <5 ppb to 90,155 ppb gold. This program resulted in the discovery of 3 new gold showings on the Stephens Lake claim block, with assays up to 18.56 g/t gold within a broad zone of carbonate alteration and associated pyrite mineralization within what is interpreted to be North-South trending structures up to 50m in width. Very little historic work has been performed in the vicinity of the 3 newly discovered gold showings and thus the Company is excited about the potential for additional discoveries in the same area. Within the Stephens Lake claim block, a total of 127 samples were collected, with 40 samples (31.5%) assaying over one gram per tonne gold. It is difficult to determine the widths or exact orientations of the gold bearing structures as the structures are often confined to lowlands or valleys which have pervasive overburden cover. In one of the new discoveries, exposed mineralization is found to be approximately 10m in width on surface with assays ranging from 2.1 g/t Au to 18.56 gpt Au from 5 samples. Several historic occurrences were visited including the Jenson, Bag and New Dogpaw Occurrences, with assays up to 90.155 g/t Au being returned.

During 2009, the Company initiated a prospecting / mapping program in the vicinity of the historic Flint Lake Occurrence to follow up on historic gold assays and determine the lateral extent and orientation of the gold bearing structure. A total of 26 surface grab samples were submitted with assays ranging from 0.034 to 133.2 g/t Gold. Subsequent coarse metallic analysis of the Flint Lake Occurrence has returned spectacular results up to 720 g/t gold. The main Flint Lake Occurrence has been traced for over 100 meters of strike length and is open in both directions. Mineralization is hosted within a strongly carbonatized east west trending structure with associated quartz veining and local pyrite mineralization. Visible Gold has been noted within the carbonatized quartz veins.

During 2010, the Company has recently completed a prospecting and mapping program over several prospective areas within the Dogpaw property. Of particular interest is the D zone in the Stevens Lake stock, in which the corporation previously released gold values ranging from two g/t to 18 g/t from seven samples. Three grids were cut this past winter over the Flint Lake, Bag Lake and Stevens Lake areas and additional prospecting and detailed mapping was carried out this summer. Assays are pending. An induced polarization (IP) geophysical program is currently being conducted on the grids for the purpose of better defining known zones of mineralization and helping to advance this project to the drill stage.

(b) Panama Lake Gold Property and Wicks Lake

The Panama Lake Gold property is located in the southern portion of the Birch-Uchi Lake Greenstone belt in Northwestern Ontario and consists of 2 claims totaling 24 units. The Wicks Lake gold property is located in the Northwestern Ontario approximately 1.5 km south of the Dog Paw Gold property and consists of 1 claim totaling 11 units.

During the 2009 year the company announced completion of a first phase of prospecting and mapping that was initiated to determine the lateral extent of the historic Wicks Lake Occurrence. A total of 30 samples were collected across the property with assays ranging from 0.008 g/t to 46.06 g/t gold. The main Wicks Lake Occurrence was traced for over 550 meters of strike length, by Company personnel. Assay results included the previously mentioned high grade assay of 46.06 g/t Au, which was obtained from a carbonatized quartz vein with associated pyrite mineralization. A second quartz vein was located 90m to the south and is sub-parallel to the main Wicks Lake Occurrence. Three samples were collected from this second vein, returning assays ranging from 1.51 g/t to 4.5 g/t gold. This second vein has been traced for a minimum of 180m. A third zone located on the western portion of the property returned assays ranging from 0.359 g/t to 3.267 g/t gold within an intensely carbonatized felsic volcanic with associated pyrite mineralization.

The properties were purchased from Stares Contracting Corp., a company related by common directorship, subject to a 2% NSR royalty. Consideration for the acquisition was $20,000 cash and 150,000 shares.

During 2010, the Company completed a prospecting program on the Panama property. The prospecting program was targeted on historic gold assay results reported in 1988 (ref. 52K15NE0016 2.10185) with surface channel samples ranging from 0.005 gram per tonne Au to 14.4 g/t Au including 10.3 g/t Au over 1.1 m within a quartz-flooded zone of approximately 4.5 m in width and traced for over 450 m. This prospecting program returned assay results from surface grab samples ranging from 0.005 g/t to 13.33 g/t Au from within the previously mentioned quartz flooded zone.

(c) Ogden Township Property – Goldcorp Option

During 2008 the Company signed an option/joint agreement with Goldcorp Canada Ltd. ("Goldcorp") to jointly explore Goldcorp's mining claims located in Ogden and Deloro Townships, located six km south of Timmins city centre, Ontario. The package consists of 84 patented and unpatented claims totaling approximately 1184 hectares (the "Property") and covers eight kilometers of strike length along the east-west striking, highly prospective, Porcupine-Destor "Break". The Dome Mine complex and five large past producers are located between three and eight kilometers to the east of the Property along the gold trend. Past production of these mines include: the Delnite (920,000 oz), Aunor (2,502,000 oz), Buffalo-Ankerite (957,000 oz), Paymaster (1,192,000 oz), and Preston (1,539,000 oz). Goldcorp's current operation at the Dome Mine Complex is located 8 km from the Property, and has produced in excess of 16 million oz of gold to date. (Source: Government of Ontario, MNDM, Gold Production in the Timmins Regional Resident Geologist's District to the end of 2006). Recent discoveries in the district include Lake Shore Gold's Timmins West project, located 10 km to the west of the Property, along the same gold trend. This project is the focus of shaft sinking and underground development to access an Indicated Mineral Resource of 1,291,000 oz (Source: News Release, TSX:LSG, Nov. 20,2006).

Within the Property, the Porcupine-Destor Break is represented as a sheared and altered contact between ultramafic and mafic volcanics. A discontinuous Timiskaming-aged conglomerate and a variety of felsic porphyries are found proximal to the Break and carbonate and sericite alteration is widespread. The Property hosts the past producing Naybob Mine, which had historic gold production of 50,731 oz (source: Government of Ontario, MNDM, Gold Production in the Timmins Regional Resident Geologist's District to the end of 2006). Drilling in the past has been wide spaced and shallow with most of the drilling concentrated near the Naybob Mine and a cluster of shallow holes in the Thomas Ogden Zone, located 4 km to the west. Prior to 2000, claim ownership and gold exploration was disjointed and the Property had been comprised of at least six separate packages. Since then, the properties have been combined and a more systematic exploration approach has been made possible. Goldcorp recently completed several limited drill programs and a number of surveys including: a detailed high resolution magnetic survey, IP surveying, an airborne gravity survey and a variety of geological compilations on the Property..

The agreement allows for the Company to earn 50% of Goldcorp's interest in the Property by funding total expenditures on the Property of $3,100,000 over four years as follows:

- (i) $400,000 in year one;
- (ii) $700,000 in year two; and
- (iii) $1,000,000 in each of years three and four.

The Company will also make cash and share payments to Goldcorp as follows:

- (i) $40,000 cash and $25,000 worth of common shares on signing,
- (ii) $35,000 cash and $25,000 worth of common shares on the first anniversary,
- (iii) $35,000 cash and $50,000 worth of common shares on the second anniversary,
- (iv) $100,000 worth of common shares on the third anniversary, and

(iv) $150,000 worth of common shares on the fourth anniversary.

Work expenditures and cash and share payments are compulsory in the first year, but thereafter are at the option of the Company. The issuance price of the Company's common shares to be issued pursuant to the Agreement shall be calculated based on the volume weighted average of the common shares over the 20 trading days preceding the issuance, subject to a floor of $0.05 per share (in which case the Company is obligated to make a cash payment reflecting the difference between the volume weighted average calculation and $0.05 per share) and subject to compliance with the policies of the TSX Venture Exchange. For greater certainty, in no event will shares of the Company be issued at a price lower than the discounted market price on the date they are to be issued. The Corporation will issue 128,205 Common Shares at a deemed issuance price of $0.195 per share in order to satisfy the $25,000 worth of common shares required to be delivered upon signing of the Agreement.

Within six months of the Company's vesting at 50% interest in the Property, Goldcorp has the option to buy back a 20% interest from the Company for a cash payment of up to $310,000, expending $4,100,000 on the property within two years, and completing a feasibility study within three years. The Company will be the operator of the Property during the earn-in period and afterwards, provided it holds a 50% or greater interest in the Property. If either party becomes diluted to a 10% interest, that interest will be converted into a 2% Net Smelter Return Royalty.

The Company will be the operator of the Property during the earn-in period and afterwards, provided it holds a 50% or greater interest in the Property. Within six months of the Company's vesting at 50% interest in the Property, Goldcorp has the option to buy backing for an additional 20% interest from the Company for a cash payment of $310,000, expending $4,100,000 on the property within two years, and completing a feasibility study within three years. If either party becomes diluted to a 10% interest, that interest will be converted into a 2% Net Smelter Return Royalty.

During the year ended December 31, 2009, the Company announced the results of data compiled on the Property identifying 3 historic zones of gold mineralization, including the Thomas Ogden Zone, the Naybob South Zone and the Naybob North Zone. Both the Naybob South and Naybob North Zones have seen differing degrees of development and production which includes historic production of 50,731 oz of gold (Source: Government of Ontario, MNDM, Gold Production in the Timmins Regional Resident Geologist's District to the end of 2006).

The Naybob North Zone was the focus of underground development down to 411m, including 11 levels, with the majority of the production occurring within the upper 6 levels. The Naybob South Zone is located approximately 155m to the south and sub-parallel to Naybob North Zone and has seen substantially less development. The Thomas Ogden Zone is located 4 km west of the Naybob mine. Drilling in the past has been wide spaced and shallow with most of the drilling concentrated near the Naybob Mine and a cluster of shallow holes in the Thomas Ogden Zone. Outside of these two areas has seen very little exploration drilling. A linear 4km prospective IP (Induced Polarization) ground geophysical anomaly has been identified over a majority of the 4 km between the two zones and remains relatively untested and adds to the exploration potential for additional resource discovery on the property.

The Naybob South Zone provides an excellent exploration target with historic near surface results including down hole intercepts of 5.37m of 6.33 g/t Au and 1.83m of 11.85 g/t Au. Historically, 600m of mineralization has been defined down to a depth of approximately 200m vertically. Near surface high grade mineralization has been a focus over the last six months for the Corporation on the Naybob South Zone as well as targeting for possible mineralized zones at depth. The Naybob south Zone has a coincident IP (Induced Polarization) ground geophysical anomaly that is open to the east. Results from the Thomas Ogden Zone also include a historic down hole intercept of 2.4m of 5.7 g/t Au.

During the year ended December 31, 2009, the Company announced initial assays results from a 1977 meter, six hole diamond drill program. The results include 6.61 meters of 9.24 g/t gold, including 0.76 meters of 50.1 g/t gold from the Naybob South Zone.

Highlights:
• OG09-012 6.61m down hole intercept (45.24m to 51.85m) of 9.244 g/t Au including 0.76m (45.24m to 46.00m) of 50.132 g/t Au

• OG09-010 1.0m down hole intercept (482.50m to 483.50m) of 7.467 g/t Au. This high grade intercept is a part of a broader zone of mineralization with an 11.94m down hole intercept (473.0m to 484.94m) of 1.253 g/t Au

• OG09-009 4.97m down hole intercept (488.00m to 492.97m) of 1.052 g/t Au

• OG09-014 2.0m down hole intercept (45.00m to 47.00m) of 4.023 g/t Au and a 4.0m down hole intercept (66.0m to 70.0m) of 2.742 g/t Au

• OG09-011 0.80m down hole intercept (459.45m to 460.25m) of 3.949 g/t Au

• OG09-013 4.30m down hole intercept (89.00m to 93.3m) of 0.724 g/t Au and a 3.00m down hole intercept (103.00m to 106.00m) of 0.824 g/t Au

Note: True thicknesses of drill intercepts are approximately 60-80% of down hole intercepts.

The drill program, initially reported July 6, 2009, was designed to test the continuity and down plunge extension of the Naybob deposit as well as near surface mineralization on both the Naybob North and South Zones. Hole OG09-012 was drilled within the Naybob South Zone, within an area of limited drilling, to better define the near surface extent of the previously defined historic drilling. Historic drilling within the Naybob South Zone was carried out over a strike length of 600m and down to a vertical depth of 200m, Drill hole separations average approximately 35m and includes two deeper historic holes on the same section as hole OG09-012. The gold mineralization is hosted in a strongly albitized, brecciated mafic volcanic with associated arsenopyrite and pyrite. Visible gold was noted within the upper portion of this intercept. Holes OG09-009, 010, 011, 013 and 014 were drilled within the Naybob North Zone with holes 013 and 014 testing near surface mineralization.

During the year ended December 31, 2009, the Company completed a second diamond drill program totalling 2687 meters of diamond drilling on its Ogden Gold Property in Timmins Ontario. This drill program was designed to test the continuity and down plunge extension of the Naybob South and Thomas Ogden gold mineralization as well as several high priority drill targets including Porphyry Hill in which the Corporation previously announced June 20, 2009 the discovery of a surface gold showing within porphyry style mineralization assaying up to 64.4 g/t gold from surface grab samples collected by company personnel earlier in the summer. Drill results include 6.61m of 9.24 g/t gold within the Naybob South stratigraphy and 8.55 g/t Au over 2.0m within the Thomas Ogden Zone with visible gold being noted and further extending mineralization down plunge. Several holes were also drilled within Porphyry Hill with results including 6.76 g/t Au over 1m with associated pyrite mineralization and moderate carbonatization alteration. Further drilling will take place following up the 2009 drill results as well as additional line cutting and ground geophysics to better define known targets in the Thomas Ogden portion of the property.

The Corporation initially reported a 5 hole, 2111m diamond drill program February 10, 2010. This latest drill program was designed to test a number of mineralized areas including near surface mineralization within the Naybob South Zone, the down plunge extension of mineralization within the Naybob South Zone and the down plunge extension of the Thomas Ogden Zone. Results include 5.68 g/t gold over 7.0 meters from the near surface Naybob South Zone as well as the discovery of a new gold bearing structure located within the footwall of the Naybob South Zone.

The commencement of a phase II, 2200m diamond drill program was announced on May 4, 2010 to further test the down plunge extension of Thomas Ogden Mineralization as well as further define near surface mineralization within the Naybob South Stratigraphy. Results included 8.22 g/t over 4.4 meters within the Thomas Ogden Zone and a near surface intercept 4.89 g/t gold over 3.05m from the Naybob South Zone.

A phase III, 2500m drill program was initiated October 19, 2010 to follow-up on previously released results from the Thomas Ogden Zone including 8.22 g/t gold over 4.4m as well as test other high priority targets. Results include 1.08 g/t gold over 54.7m from Thomas Ogden Zone within porphyry style mineralization.

During the period ended March 31, 2011, the Corporation released additional results on January 11, 2011 which includes a near surface intercept of 4.37 g/t gold over 23.4m from Thomas Ogden and 13.23 g/t gold over 2.95m from a near surface intercept form Naybob South. Additional results were also released April 26, 2011 from Thomas Ogden Zone which includes 3.16 g/t gold over 13.4m.

(d) Sheffield Lake/Sops Arm

The Company has significantly reduced its land package in the Sheffield Lake/Sops Arm area. Currently the Corporation has no work planned for 2011.

(e) Gabbro Lake

The Gabbro Lake project consists of 211 claims located approximately 120 km Northeast of Labrador City, Labrador.

During the 2008 year, the Company entered into a formal joint venture agreement with Golden Dory Resources on the Gabbro Lake Project. Under the terms of the agreement the Company's 313 claim units and Golden Dory's 85 claim units will be combined into one contiguous block and a joint venture formed to explore the property on a 50:50 basis. The Company will be the operator.

During the 2009 year, the Company announced that it has completed an airborne radiometric, magnetic and EM survey on the Gabbro Lake Uranium property in the Sims Basin area of Western Labrador. The Sims Ridge Property area has been described by the Newfoundland and Labrador Department of Natural Resources as geologically analogous to the Athabasca Basin and therefore possibly prospective for unconformity type uranium deposits. The property is underlain by a sequence of Proterozoic sediments, the Sims Formation, which is comprised of conglomerate, arkose and quartzite, which overlies deformed metasedimentary rocks of the Paleoproterozoic Labrador Trough. Limited work in the early 1980s by Labrador Exploration and Mining identified a boulder train of radioactive float assaying up to 0.18 % U3O8 (historical in nature and not verified by Metals Creek). The source of the mineralized float has not been determined. The project is being funded 50% by Golden Dory Resources and 50% by Metals Creek Resources who are the project operator.

Follow-up mapping and prospecting of priority targets will take place during the summer of 2011.

(f) Tilt Cove

During the 2008 year, the Company acquired by staking and option agreement a land package totaling 56 claim units, in four separate blocks, covering portions of the Betts Cove Ophiolite Suite on the Baie Verte Peninsula, Newfoundland. Three of the blocks were recently staked by the Company, while rights to the fourth were obtained through the execution of an option agreement with a local arm's length prospector (the "Option Agreement"). Pursuant to the Option Agreement, the Company has the option to earn a 100% interest in the claims forming the fourth block by making staged cash payments totaling $67,500 and issuing 220,000 shares to the optionor over three years. On production, the optioned claim block is subject to a 2% net smelter return in favor of the optionor, subject in turn to a 1% buyback right for the Company at the cost of $1.25 million. The optioned block includes the past producing Tilt Cove Mine which had historic production of 8 million tonnes of copper ore with minor gold and nickel production from 1864 to 1917 and again from 1957 to 1967 (source: Government of Newfoundland and Labrador, Mineral Occurrence Data system, File 002E/13/Cu001). Existing resources of copper and gold are reported from the claims however these reports are not compliant with National Instrument 43-101 "Standards for Disclosure of Mineral Projects", have not been verified, and will be the focus of the company's initial evaluation program.

During 2008, surface sampling on the Tilt Cove Property has returned high grade gold (up to 69.39 g/t) and copper (up to 10.4%) assays from surface grab samples obtained during a recent prospecting program. This program was initiated to evaluate known mineralized areas in and around the past-producing Tilt Cove Mine site and test prospective areas for new mineralization. Historically the property has seen exploration targeting base metal mineralization with little or no assaying for gold. These gold assays indicate that there is strong potential to host gold mineralization throughout the Tilt cove property.

During 2009, a share option payment of 60,000 (2008 - 40,000) common shares of the Company were issued to the optionor pursuant to the signed option agreement.

During the period ended March 31, 2011, the Company announced that it had successfully negotiated an NSR agreement with Rambler Metals and Mining PLC ("Rambler", TSXV: RAB, AIM: RMM) to process surface material located at the East Mine Dump on the Tilt Cove property. The agreement will be such that the Company will be paid a Net Smelter Return, or NSR, on any gold produced from this material. Rambler have indicated that the material will be processed in the second quarter, 2011 however the timing will be at Rambler's discretion and it can discontinue the processing if problems are encountered. The agreement provides for payments of annual advanced royalties of $100,000 if the material has not been processed in the first year and Rambler wish to keep the agreement in good standing.

Highlights:

• Historic resource estimate between 50,000 and 80,000 tonnes of unconsolidated material grading from 2 to 4 g/t gold.
• The East Dump material will be loaded and trucked to Rambler's Nugget Pond mill, located 23 km from Tilt Cove, where it will be processed through its hydrometallurgical gold plant.
• Early metallurgical test results indicate a gold recovery of 96% after 24 hours leach residence time.
• Minimal operational costs with material already crushed and ready for transportation.
Additional mapping and prospecting will take place in 2010 to further advance the project to the drill stage.

(g) Staghorn

During 2009, the Company entered into an option agreement with local prospectors to earn a 100% interest in a group of 76 claim units spread over 1216 hectares in the Wood Lake area in west central Newfoundland. The Staghorn Gold Property covers a number of gold showings including the South Wood Lake Porphyry Zone. This showing was initially found by the prospectors in 2002 as the result of gold panning and geochemistry which resulted in subsequent trenching and a limited diamond drill program. This work defined the porphyry as an approximately 20 meter to 50 plus meter wide altered "dyke", highly anomalous in gold and open in all directions. Two drill holes, 50 meters apart were drilled into the dyke and produced composite values of 1.47 g/t Au over 22.5 meters and 0.23 g/t Au over 52.9 meters (source: 2004/05 Assessment Report on The Staghorn Property for Candente Corp., December 2005 and (Source: NR, TSX:V - DNT, May 30, 2005). No further exploration has since been carried out. A review by the Company's management of the earlier ground geophysics carried out in 2004 has defined a magnetic low which is associated with the altered porphyry. This magnetic low anomaly can be traced over a 500 meter strike length and has only been tested by the two previously mentioned drill holes and the original trenching. Company management has completed a program of line cutting, geological mapping, ground geophysics, and soil sampling.

Terms of the option agreement include making a series of staged option payments totaling $95,000 and issuing 250,000 shares to the vendors over three years. The vendors will retain a 2% Net Smelter Royalty, 50% of which can be purchased for $1,000,000.

Recent results from the property wide prospecting program include gold assays up to 213.8 g/t from angular quartz vein float containing pyrite and arsenopyrite mineralization. The float is located 7 km to the southwest of the porphyry zone and is a good indication of additional gold potential on the claim group. A total of 63 samples were collected with assays ranging from 5 ppb (parts per billion) to 213,800 ppb (parts per billion). As part of the Corporation's quality control protocol, the high grade sample was re-assayed using the coarse reject from the original sample. This sample re-assayed at 197.7 g/t (grams per tonne). The current prospecting program is following up on regional lake sediment arsenic anomalies serving as path finders for gold mineralization. A second phase of prospecting was performed to determine the source of the mineralized high grade float. A 15km grid was cut and soil sampling and geophysical surveying conducted as well.

During the year ended December 31, 2009, the Company announced the identification of a bulk tonnage gold target on its Staghorn gold property. The Company has recently completed a soil geochemical and ground magnetic survey over several prospective gold showings including the South Wood Lake Porphyry Zone. Gold is associated with a highly altered (silicified, albitized and sericitized) felsic intrusive, which is overprinted by a quartz stockwork system and pervasive arsenopyrite and pyrite mineralization. As previously mentioned,work by a previous operator included two drill holes, which defined the "porphyry" as an approximately 20 to 50 meter wide altered "dyke", highly anomalous in gold and open in all directions. The recently completed ground geophysics survey has defined the altered gold bearing porphyry as a magnetic low which can be traced over 1000 meters of strike length.

Analytical results, from the soil geochemistry survey, outlines a strong gold and arsenic anomaly, coincident with and down slope from the magnetic low.

During the year ended December 31, 2009, the Company announced the completion of a 13 hole diamond drill program on its Staghorn Property, approximately 50 Km NE of the former gold producing Hope Brook Mine, Newfoundland. Results include 2.15 g/t au over 12.6m and extending the mineralized system to 550m with mineralization still open in all directions. An airborne magnetics survey was also completed over the project area to further define the stratigraphy along strike.

The Company announced on May 22, 2010 results from a prospecting program in the Northeastern portion of the property with assay results up to 25.7 g/t Au.

In 2010, the Company completed a 1,600-metre drill program which will target the Woods Lake gold prospect which consists of a 20- to 60-metre-wide zone of highly altered (silica, albite and sericite) felsic intrusive with associated quartz stockwork and pervasive arsenopyrite and pyrite mineralization. Metals Creek would like to acknowledge the government of Newfoundland and Labrador for providing funding assistance under the JCEAP program which will subsidize approximately 50 per cent of the proposed program.

During the period ended March 31, 2011, the Corporation announced results of 1.01 g/t gold over 10.0m from its previous announced 16 hole, 2500m diamond drill program

(h) Currie/Bowman Property/Tillex

During 2008, the Company announced that it entered into an option agreement on March 6th, 2008 with Kinross Gold Corporation ("Kinross") on the Currie Bowman Property, located 54 kilometers east of Timmins, Ontario, whereby Metals Creek can acquire 100% of the 60% participating interest currently held by Kinross: the remaining 40% interest is held by Selkirk Metals Holdings Corp.. The option requires expenditures totaling $250,000 over 2 years, with the first $100,000 to be expended during the first year of the agreement and staged share payments totaling 750,000 shares of which 100,000 were due on signing. Kinross retains a 1% NSR, 50% (or 0.5%) of which can be purchased by Metals Creek for $500,000.

The property consists of 134 units in 30 claims located along an altered felsic fragmental horizon. The horizon hosts the Grindstone Creek Occurrence, a Au-Zn sulfide occurrence with a best intersection of 2.08 g/t Au over 18.9 meters including 3.95 g/t Au, 132 g/t Ag and 3% Zn over 2.1 meters(Source: MNDM Assessment files, file# 42A07NE2015). The altered rhyolite can be traced for 4 km on the claims, and a recently completed gravity survey has outlined a number of other targets. A 1000 meter drill program is planned for late fall/ early winter and will be focused on extending the Grindstone Creek mineralization and testing coincident EM and gravity anomalies.
The Currie Bowman property in contiguous to Metals Creek's Tillex Porperty copper deposit and is underlain by the same stratigraphy that hosts the Cu-Zn-Ag-Au mineralization of the Cross Lake Zone on the Selkirk Metals Sheraton Timmins Property 15 kilometers to the southwest.

The Tillex property is located in the Currie Township, 65 km east of Timmins, Ontario. The Tillex copper deposit was originally discovered in 1973 by Westmin Resources Ltd.. At the time, 17 drill holes were completed and the claims were taken to lease. A near-surface mineral resource of 1,338,000 tonnes grading 1.56% Cu was calculated in 1990 for the deposit (Pacifica Resources Ltd., 2005-6 Canadian Mines Handbook, page 318) however management notes that this calculation does not meet the standards as outlined in National Instrument 43-101, "Standards of Disclosure for Mineral Projects", has not been independently validated or verified by the Corporation, and should not be relied upon. Since acquiring the Tillex property, the available data has been compiled and an EM and magnetic survey was completed on a recently established grid. The mineralization targeted by the Corporation's drilling can be described as chalcopyrite and minor bornite within a mixed sequence of andesite, graphitic argillite, dacitic tuff and feldspar porphyry. The Currie Township land package controlled by the Corporation now totals 152 contiguous patented and unpatented claim units covering 2400 hectares along the volcanic horizon which hosts the deposit.

During 2008, the Company undertook a 2,000 meter drill program to test numerous conductive responses from the recently completed HLEM ground geophysical survey and further define known copper mineralization within the Tillex Deposit. The Company announced high grade copper assays, including 1.834% Cu over 81.13m.

Highlights:

- TX08-003 22.87m down hole intercept (50.63m to 73.50m) of 1.05 % Cu including 8.3m (54.00m to
- 62.30m) of 2.36% Cu.
- TX08-004 81.13m down hole intercept (42.00m to 123.13m) of 1.83% Cu including 27.00m (53.00 to
- 80.00m) of 2.73% Cu.
- TX08-015 14m down hole intercept (100.00m to 114.00m) of 1.11% Cu.
- TX08-005 71.49m down hole intercept (51.51m to 123.00m) of 1.29 % Cu
- including 34.29m (73.66m to 107.95m) of 2.16% Cu;
- TX08-006 21.0m down hole intercept (64.00m to 85.00m) of 1.06% Cu;
- TX08-007 14.37m down hole intercept (110.43m to 124.80m) of 0.87% Cu
- including 6.87m (110.43m to 117.30m) of 1.27% Cu;
- TX08-008 42m down hole intercept (48.00m to 90.00m) of 1.40% Cu including 23m (48.00m to 71.00m) of 2.14% Cu;
- TX08-009 3m down hole intercept (96.00m to 99.00m) of 0.60% Zn and a 2m down hole intercept (99.00m to 101.00m) of 1.00% Pb;
- TX08-010 21.60m down hole intercept (46.70m to 68.30m) of 0.83% Cu;
- TX08-011 15.64m down hole intercept (96.56m to 112.20m) of 0.83% Cu including 7.00m (101.00m to 108.00m) of 1.15% Cu;
- • TX08-012 17.00m down hole intercept (49.70m to 66.70m) of 0.51% Cu;
- • TX08-013 6.40m down hole intercept (112.60m to 119.00m) of 1.09% Cu;
- • TX08-014 0.77m down hole intercept (98.94 to 99.71m) of 0.30% Cu, 2.11% Pb and 0.538% Zn.

During 2010, the Corporation terminated its option with Kinross Gold on its Currie Bowman porperty.

In the subsequent period, the Corporation announced assay results from a completed 3-hole 588m diamond drill program on its Tillex property. Results from this program includes a 66.3-metre intercept of 1.43 per cent Cu (copper) and 6.78 g/t (grams per tonne) Ag (silver) including a higher-grade intercept of 2.952 per cent Cu and 14.995 g/t Ag over 14.8 m from hole TX11-01. Hole TX11-02 returned an intercept of 43.2 m of 1.27 per cent Cu and 5.454 g/t Ag, and hole TX11-03 returned an intercept of 10.14 m of 1.38 per cent Cu that encountered significant quartz feldspar porphyry dike material resulting in a significantly smaller intercept. Holes 1 and 2 both collared in mineralization. All three holes were designed to infill areas of limited drilling within the historic Tillex copper deposit, which was originally discovered in 1973 by Westmin Resources Ltd. as well as provide a better understanding of the geology within the central portion of the deposit. Mineralization consists of disseminated and stringer chalcopyrite within a mixed sequence of andesite, graphitic argillite, dacitic tuff and feldspar porphyry.

The Tillex copper deposit continues to demonstrate near-surface potential with the majority of the mineralization within 150 m of surface. Xstrata's Kidd Creek base metal mill is located 45 kilometres by road from the deposit.

Results from this latest round of drilling are tabulated.

Hole	From (m)	To (m)	Interval (m)	Grade Cu%	Grade g/t Ag
TX11-01	40.70	107.00	66.30	1.43	6.779
Including	87.20	102.00	14.80	2.95	14.995
TX11-02	39.30	85.50	43.20	1.27	5.454
TX11-03	86.84	96.88	10.14	1.38	8.810

Note: True thicknesses are approximately 65 to 75 per cent
of downhole intercepts.

(i) Other Properties

Included in Other Properties (Ontario, Newfoundland and Yukon) are the Sops Arm North property, Silver Pond property, Cape Ray property, Prospector's Pond property, Yukon property, and Tully property.

These projects are in early stage development and will be evaluated by management for further exploration in upcoming periods. The Company reviewed its capitalized deferred exploration expenditures at the three month period ended March 31, 2011 and determined that no further work would be performed on certain other properties and as a result recorded a write-down of $26,260 in the current period (March 31, 2010 – NIL).

OFF-BALANCE SHEET ARRANGEMENTS

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

RELATED PARTY TRANSACTIONS

The transactions entered into by the Company and related parties are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties and are detailed in note 10 of the Condensed Interim Financial Statements as at March 31, 2011.

The option on the Wicks Lake and Panama Lake mineral properties referred to in note 7(b) of the financial statements was acquired by the Company from Stares Contracting Corp. Michael Stares is the President of Stares Contracting Corp. and a director of the Company. Under the terms of the agreement, Stares Contracting Corp. received $20,000 and 150,000 common shares in the Company plus a royalty (in 2007). The transactions were recorded at the carrying amount.

During 2009, the Company sold its interest in the Cheeseman Lake property claims to Benton Resources Corp. (“Benton”) (a related party as a result of the common directorship of Michael Stares) for net proceeds of $22,520. The Company previously had a joint venture agreement with Benton on the property and now will hold a1% NSR on the project.

Key management personnel remuneration during the period included $92,188 (March 31, 2010 - $72,236) in salaries and benefits and $92,870 (March 31, 2010 - $127,902) in share-based payments.

CURRENT AND FUTURE CHANGES IN ACCOUNTING POLICY INCLUDING INITIAL ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (‘IFRS’)

Statement of Compliance

The Canadian Accounting Standards Board ("AcSB") confirmed in February 2008 that IFRS will replace Canadian generally accepted accounting principles ("GAAP") for publicly accountable enterprises for financial periods beginning on and after January 1, 2011, with the option available to early adopt IFRS from periods beginning on or after January 1, 2009 upon receipt of approval from the Canadian Securities regulatory authorities.

These condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34") using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These are the Company's first IFRS condensed interim financial statements for part of the period covered by the first IFRS annual financial statements to be presented in accordance with IFRS for the year ending December 31, 2011. Previously, the Company prepared its annual and interim financial statements in accordance with GAAP.

Initial Adoption of IFRS

IFRS 1 “First-time Adoption of International Financial Reporting Standards” sets forth guidance for the initial adoption of IFRS. Under IFRS1 the standards are applied retrospectively at the transitional balance sheet date with all adjustments to assets and liabilities taken to retained earnings unless certain exemptions are applied. Following the initial examination the Corporation plans to apply the following exemptions to its opening balance sheet dated January 1, 2010:

i. Business Combinations IFRS 1 indicates a first-time adopter may elect not to apply IFRS 3 Business Combinations retrospectively to business combinations that occurred before the date of transition to IFRS. The Corporation will take advantage of this election and will apply IFRS 3 to business combinations that occur on or after January 1, 2010. As the Corporation has not chosen to early adopt, these standards will affect the accounting for any business combinations completed after January 1, 2011.

ii. IFRS 2 - Share-based payment transactions IFRS 1 encourages, but does not require, first-time adopters to apply IFRS 2 Share-based Payments to equity instruments that were granted on or before November 7, 2002, or equity instruments that were granted subsequent to November 7, 2002 and vested before the later of the date of transition to IFRS and January 1, 2005. The Corporation has elected not to apply IFRS 2 to awards that vested or will vest prior to January 1, 2010.

In order to allow the users of the financial statements to better understand other changes between IFRS and GAAP that do not have any quantitative effect or adjustments to the Corporation’s financial statements, the following qualitative explanation of the differences between GAAP and IFRS is provided:

Property, plant and equipment GAAP and IFRS allow the use of original cost less depreciation as the cost base. IFRS requires separate depreciation rate for components that depreciate differently.

Exploration for and Evaluation of Mineral Resources GAAP and IFRS allow the capitalization of costs associated with the exploration for and evaluation of mineral resources.

As stated in note 2 of the condensed interim financial statements, these are the Corporation's first condensed interim financial statements for the period covered by the first annual financial statements prepared in accordance with FRS.

The accounting policies in note 2 of the condensed interim financial statements have been applied in preparing the condensed interim financial statements for the three months ended March 31, 2011, the comparative information for the three months ended March 31, 2010, the financial statements for the year ended December 31, 2010 and the preparation of an opening IFRS statement of financial position on the Transition Date, January 1, 2010.

In preparing its opening IFRS statement of financial position, comparative information for the three months ended March 31, 2010 and financial statements for the year ended December 31, 2010, the Corporation has adjusted amounts reported previously in financial statements prepared in accordance with GAAP.

The guidance for the first time adoption of IFRS is set out in IFRS 1. IFRS 1 provides for certain mandatory exceptions and optional exemption for first time adopters of IFRS. The Corporation elected to take the following IFRS 1 optional exemptions:

[a] Basis of Consolidation

In accordance with IFRS 1, if a company elects to apply IFRS 3 Business Combinations retrospectively, IAS 27Consolidated and Separate Financial Statements must also be applied retrospectively. As the Company elected to apply IFRS 3 prospectively, the Company has also elected to apply IAS 27 prospectively.

[b] Share-based payment

Under GAAP, the Company measured share-based compensation related to share purchase options at the fair value of the options granted using the Black-Scholes option pricing formula and recognized its expense over the vesting period for the options. For the purposes of accounting for share based payment transactions an individual is classified as an employee when he individual is consistently represented to be an employee under law. The fair value of the options granted to employees were measured on the date of grant. The fair value of options granted to contractors and consultants were measured on the date the services were completed. Forfeitures were recognized as they occurred.

IFRS 2 Share-based payment requires the Company to measure share-based compensation related to share purchase options granted to employees at the fair value of the options on the grant date and to recognize such expense over the vesting period of the options. However, under IFRS 2, the recognition of such expense must be done with a “graded vesting” methodology as opposed to the straight-line vesting method allowed under Canadian GAAP. In addition, under IFRS, forfeiture estimates are recognized in the period they are estimated, and are revised for actual forfeitures in subsequent periods, whereas under Canadian GAAP forfeitures are recognized as they occur. Furthermore, for options granted to non-employees, IFRS requires that share-based compensation be measured at the fair value of the services received unless the fair value cannot be reliably measured. For the purpose of accounting for share based payment transactions an individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. This definition of an employee is broader than that previously applied by the Company and resulted in certain contractors and consultants being classified as employees under IFRS.

The Company has elected to apply the requirements of IFRS 2, Share-based payments, only to equity instruments granted after November 7, 2002 which had not vested as of the Transition Date. As a result of the adoption of IFRS the Company was required to revalue any options that had not vested as of the transition date. The financial impact on the year ended December 31, 2010 was an increase in share-based payment expense of $64,317. Under GAAP, the Company measured share-based compensation related to share purchase options at the fair value of the options granted using the Black-Scholes option pricing formula and recognized its expense over the vesting period for the options. For the purposes of accounting for share based payment transactions an individual is classified as an employee when he individual is consistently represented to be an employee under law. The fair value of the options granted to employees is measured on the date of grant. The fair value of options granted to contractors and consultants are measured on the date the services are completed. Forfeitures are recognized as they occur. For the share purchase options granted to the individuals reclassified, change in fair value after the grant date previously recognized for GAAP purposes did not require any adjustment.

[c] Reclassification within equity section

IFRS requires an entity to present for each component of equity, a reconciliation between the carrying amount at the beginning and end of the period, separately disclosing each change. The Company reviewed its contributed surplus account and concluded that as at the Transition Date, the entire amount of $1,404,640 relates to "Equity settled employee benefit reserve". As a result, the Company believes a reclassification would be necessary in the equity section between "Contributed surplus" and the "Equity settled employee benefit reserve" account. For comparatives, as at March 31, 2010, the entire "Contributed surplus" account was reclassified into "Equity settle employee benefit reserve". Additionally, as at December 31, 2010,"Contributed surplus" account was reclassified as "Equity settled employee benefit reserve".

[d] Deferred flow through premium

Under GAAP, the Corporation, in accounting for flow through funds received, recorded the funds to share capital. IFRS requires that excess to market value upon issuance of flow through common shares be recorded in the statement of loss and comprehensive loss (deferred liability for flow through raised funds at time of issuance of flow through common shares and charged to the statement of loss and comprehensive loss as the necessary expenditures to be renounced under flow through common share agreements are spent).

Impact of Adopting IFRS on the Company's Business

The adoption of IFRS has resulted in some changes to the Company's accounting systems but largely the impact has been minimal from the perspective of the day to day operations. The greatest changes occurred in the manner and extent of disclosures contained in the Condensed Interim Financial Statements. The transition adjustments and related GAAP to IFRS reconciliations are detailed in note 17 of the corresponding Condensed Interim Financial Statements for the three months ended March 31, 2011.

The Company's staff and advisors involved in the preparation of financial statements have been appropriately trained on the relevant aspects of IFRS and the changes to accounting policies. In addition, the Board of Directors and Audit Committee have been updated regularly throughout the Company's IFRS transition process, and are aware of the key changes affecting the Company as a result of transition to IFRS.

Ongoing IFRS Conversion Monitoring

The Company has completed its IFRS conversion process, which included a scoping and planning phase, preparation of detailed assessments of IFRS standards and transition adjustments, and implementing the adjustments and changes within each of the Company's operations. On an ongoing basis, the Company will continue to monitor the preparation of financial information in accordance with IFRS, as well as continue to monitor ongoing changes in the IFRS standards which may impact the Company's reporting in future periods. The International Accounting Standards Board is currently working on several projects which could result in new or revised IFRS standards or IFRIC interpretations that could have an impact on the Company's financial reporting in future periods.

Note 17 to the Condensed Interim Financial Statements for the three months ended March 31, 2011 includes further details on the significant transition adjustments between Canadian accounting principles and IFRS, and details on the Company's decisions on first-time adoption exemptions and accounting policies under IFRS are included in note 2 of the Condensed Interim Financial Statements.

Future Accounting Changes

In May 2011, the IASB issued the following standards which have not yet been adopted by the Company but may have a future impact on the Company's operations: IFRS 9 - Financial Instruments, IFRS 11 – Joint Arrangements, and IFRS 13 – Fair Value Measurement. In addition the IASB made amendments to existing standards that may impact the Company's operations: IAS 28 – Investments in Associates and Joint Ventures has been amended to include joint ventures in its scope and to address the changes in IFRS 11 and IFRS 13.

The following is a brief summary of the new standards:

IFRS 9 – Financial instruments - classification and measurement

This is the first part of a new standard on classification and measurement of financial assets that will replace IAS 39, Financial Instruments: Recognition and Measurement. IFRS 9 has two measurement categories: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is at amortized cost only if the entity is holding it to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is at fair value through profit or loss. This standard is effective for years beginning on or after January 1, 2013.

IFRS 11 - Joint Arrangements

IFRS 11 requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures. IFRS 11 supersedes IAS 31, Interests in Joint Ventures, and SIC-13, Jointly Controlled Entities—Non-monetary Contributions by Venturers.

IFRS 13 - Fair Value Measurement

IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes disclosures about fair value measurement. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures.

RISK MANAGEMENT

The Company's financial instruments are exposed to certain risks, including credit risk, liquidity risk, interest rate risk and market risk.

Credit Risk

Counterparty credit risk is the risk that the financial benefits of contracts with a specific counterparty will be lost if a counterparty defaults on its obligations under the contract. This includes any cash amounts owed to the Company by those counterparties, less any amounts owed to the counterparty by the Company where a legal right of offset exists and also includes the fair values of contracts with individual counterparties which are recorded in the financial statements.

i) Trade credit risk

The Company is in the exploration stage and has not yet commenced commercial production or sales. Therefore, the Company is not exposed to significant credit risk and overall the Company's credit risk has not changed significantly from the prior period.

ii) Cash and cash equivalents

In order to manage credit and liquidity risk the Company's cash and short term investments are held through large Canadian Financial Institutions. Staking security deposits are held by the Government of Newfoundland.

iii) Derivative financial instruments

As at March 31, 2011, the Company has no derivative financial instruments.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure. The Company monitors and reviews current and future cash requirements and matches the maturity profile of financial assets and liabilities.

Accounts payable and accrued liabilities are due within the current operating period.

Interest Rate Risk

The Company's interest revenue earned on cash and or short-term investments is exposed to interest rate risk. The Company does not enter into derivative contracts to manage this risk. The Company's exposure to interest rate is very low as the Company's short term investments are either fully liquid or bear short staggered maturity dates to mitigate the risk of fluctuating interest rates.

The Company limits its exposure to interest rate risk as it invests only in short-term investments at major Canadian financial institutions.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices and is comprised of currency risk, interest rate risk, and other price risk. The Company currently does not have any financial instruments that would be impacted by changes in market prices.

OTHER MD&A REQUIREMENTS

Additional disclosure for Venture Issuers Without Significant Revenues:

As of March 31, 2011, there has been $5,985,199 incurred and capitalized as mineral properties and deferred exploration expenditures since inception of the Company net of write-downs and recoveries.

Outstanding Share Data and Convertible Securities as at June 29, 2011

As at June 29, 2011 the Company has 94,928,178 common shares issued and outstanding as well as: (a) stock options to purchase an aggregate of 4,315,000 common shares expiring at various dates between August 2014 and March 2016 and exercisable at various prices between $0.15 and $0.235 per share; and, (b) share purchase warrants to purchase an aggregate of 24,202,513 common shares expiring at various dates between November 20, 2010 and February 2013 and exercisable at various prices between $0.10 and $0.30 per share. For additional details of share data, please refer to note 8 of the March 31, 2011 condensed interim financial statements.

The Corporation is authorized to issue an unlimited number of voting shares and an unlimited number of preferred shares issuable in series.

During the period ended March 31, 2011, the Company granted 1,475,000 stock options to directors, officers, employees and consultants, with an exercise price of $0.235 and expire 5 years from the grant date.

During the three months ended March 31, 2011 the Company completed a private placement by issuing 3,787,500 flow through common shares at a price of $0.32 per flow through share and 20,969,000 units at a price of $0.28 per unit for aggregate gross proceeds of $7,083,320. Each unit is comprised of one common share and one half of one common share purchase warrant, with each whole warrant entitling the holder to acquire an additional common share of the Company at a price of $0.45 until February 4, 2013.

Arm's length parties assisting in the private placement received cash commission of $495,832 equal to 7% of gross proceeds of $7,083,320 and broker warrants to the agents entitling holders to acquire 1,900,520 common shares of the Company at a price of $0.28 until February 4, 2013. The warrants were valued at $362,675.

DIVIDEND POLICY

No dividends have been paid on any shares of the Corporation since the date of its incorporation, and it is not contemplated that any dividends will be paid in the immediate or foreseeable future.

LEGAL PROCEEDINGS

To the knowledge of the Corporation, there are no actual or pending legal proceedings to which the Corporation is or is likely to be a party or of which any of its assets are likely to be subject.

INDEBTEDNESS OF DIRECTORS, OFFICERS, PROMOTERS AND OTHERS

No director, officer, or promoter or other member of management of the Corporation, or any Associate or Affiliate of any such person, is or has been indebted to the Corporation.

CONFLICTS OF INTEREST

There are potential conflicts of interest to which the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Some of the directors and officers have been and will continue to be engaged in the identification and evaluation, with a view to potential acquisition of interests in businesses and corporations on their own behalf and on behalf of other corporations, and situations may arise where the directors and officers will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies under the Business Corporations Act (Ontario).

RISK FACTORS

Risks associated with exploration and mining operations

The exploration and development of mineral properties involves a high degree of risk which cannot be avoided despite the experience, knowledge and careful evaluation of prospective properties by management. There can be no assurance commercial quantities of ore will be discovered on the Corporation's mineral properties. Even if such commercial quantities are subsequently discovered by the Corporation's exploration efforts, there can be no assurance such properties can be brought in to commercial production.

Operations may be subject to disruption due to weather conditions, labour unrest or other causes beyond the control of the Corporation. Hazards such as unexpected formations, pressures, flooding, or other conditions over which the Corporation does not have control may be encountered and may adversely affect the Corporation's operations and financial results.

Environmental Risks

Environmental legislation is continuing to evolve such as will require strict standards and enforcement, increased fines and penalties for non-compliance, more stringent assessment of proposed projects and a greater degree of corporate responsibility. There can be no assurance that future changes to environmental legislation may not adversely affect the Corporation's operations.

Mineral Market

The market for minerals is subject to factors beyond the Corporation's control, such as market price fluctuation, currency fluctuation and government regulation. The effect of such factors cannot be accurately calculated. The existence of any or all such factors may restrict the access to a market, if same exists, for the sale of commercial ore which may be discovered.

Funding Requirements

In order to move forward with its exploration and development activities, the Corporation will likely require additional funding. There can be no guarantee that such funds will be available as and when required or, if available, be accessible on reasonable commercial terms.

Reliance on Management

The Corporation anticipates that it will be heavily reliant upon the experience and expertise of management with respect o the further development of the mineral properties. The loss of any one of their services or their inability to devote the time required to effectively manage the affairs of the Corporation could materially adversely affect the Corporation.

AUDITORS, TRANSFER AGENTS AND INVESTOR RELATIONS

The auditors of the Corporation are Wasserman Ramsay, Chartered Accountants of Markham, Ontario.

The Transfer Agent and Registrar for the Common Shares of the Corporation is Equity Transfer Services Inc. of Toronto, Ontario.

Investor Relations services are provided by Clair Calvert, based in Winnipeg Manitoba.

COMMITMENTS AND CONTINGENCIES

Except as otherwise discussed, the Company is in compliance with commitments required by contractual obligations in the normal course of business.

The Company raised gross proceeds of $1,212,000 during the three months ended March 31, 2011 and $494,512 during the year ended December 31, 2010 as a result of the issuance of flow-through shares. Under this arrangement, common shares are issued which transfer the tax deductibility of mineral property exploration expenditures to investors. Proceeds received on the issuance of these shares have been credit to capital stock and the related exploration costs will be charged to mineral properties and deferred exploration costs in the year in which they are incurred. Proceeds received from the issuance of flow-through are restricted to be used only for allowable Canadian resource property exploration expenditures within a two year period.

The Company intends to have incurred the required expenditures by December 31, 2011 for the flow-through funds raised in 2010 as well as fulfill the expenditure commitment by December 31, 2012 for the flow-through funds raised in the current period of 2011.

FORWARD LOOKING STATEMENTS

This management discussion and analysis contains certain forward-looking statements relating but not limited to the Corporation's expectations, intentions, plans and beliefs. Forward-looking information can often be identified by forward-looking words such as "anticipate", "believe", "expect", "goal", "plan", "intend", "estimate", "may" and "will" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. Forward-looking information may include reserve and resource estimates, estimates of future production, unit costs, costs of capital projects and timing of commencement of operations, and is based on current expectations that involve a number of business risks and uncertainties. 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 varying from estimates, capital and operating costs varying significantly from estimates, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects and other factors. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from expected results.

Potential shareholders and prospective investors should be aware that these statements are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking statements. Shareholders are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and various future events will not occur. The Corporation undertakes no obligation to update publicly or otherwise revise any forward-looking information whether as a result of new information, future events or other such factors which affect this information, except as required by law.