Introduction

This Management's Discussion and Analysis ("MD&A") is dated June 27, 2013 unless otherwise indicated and should be read in conjunction with the financial statements of Oakmont Capital Corp. ("Oakmont", "the Company", "we", "our" or "us") for the year ended February 28, 2013 and the related notes. This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. Results are reported in Canadian dollars, unless otherwise noted. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. The results presented for the year ended February 28, 2013, are not necessarily indicative of the results that may be expected for any future period.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Oakmont common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations can be obtained from the offices of the Company or from **www.sedar.com**.

Cautionary Note Regarding Forward-Looking Information

Certain statements contained in the following MD&A 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.

Description of Business

Oakmont was incorporated on March 30, 2010, under the Business Corporations Act (British Columbia) under the name Oakmont Capital Corp. The authorized share capital of the Company consists of an unlimited number of common shares, without nominal or par value.

The Company is classified as a Capital Pool Company as defined in Policy 2.4 – Capital Pool Companies ("Policy 2.4") of the TSX Venture Exchange ("Exchange"). The Company has not commenced commercial operations and has no assets other than a minimum amount of cash. The Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a transaction where the Company acquires significant assets, other than cash, by way of purchase, amalgamation, merger or arrangement with another company or by other means (a "Qualifying Transaction"). Any proposed Qualifying Transaction must be accepted by the Exchange.

The Company has not conducted commercial operations and it is focused on the identification and evaluation of businesses or assets to acquire. Until Completion of the Qualifying Transaction (as such term is defined in Policy 2.4), the Company will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a Qualifying Transaction. Except as described in the Company's prospectus dated May 10, 2011, the funds raised pursuant to the Company's initial public offering (the "Offering") will be utilized only for the identification and evaluation of potential

Qualifying Transactions and, to the extent permitted by Policy 2.4, for general and administrative expenses.

Results of Operations

Year ended February 28, 2013

The Company's net loss totalled $60,175 for the year ended February 28, 2013, with basic and diluted loss per share of $0.01. Net loss principally related to administration costs, professional fees, and the write off of an advance payment made to Global Min-Metal Holdings SA ("Global") related to a letter of intent to purchase the Viento Frio Concession. The Company had a net loss of $104,412 for the year ended February 29, 2012, principally related to stock based compensation and listing expenses on completion of the IPO.

Selected Annual Information

The following is selected annual information:

	Year ended February 28, 2013	Year ended February 29, 2012	March 30, 2010 (date of incorporation) to February 28, 2011
Net revenues	n/a	n/a	n/a
Interest income	n/a	n/a	n/a
Net loss	$60,175	$104,412	$9,971
Total assets	$334,493	$374,227	$130,029
Long term liabilities	n/a	n/a	n/a
Loss per share	$0.01	$0.02	$0.00

Selected Quarterly Information

The quarterly results have been restated to reflect accounting policies consistent with IFRS. A summary of selected information for each of the quarters presented below is as follows:

Three months ended	Net revenues ($)	Net Loss ($)	Basic and Diluted Loss Per Share ($)
February 28, 2011	n/a	$4,259	$0.00
May 31, 2011	n/a	$3,012	$0.00
August 31, 2011	n/a	$81,820	$0.02
November 30, 2011	n/a	$2,570	$0.00
February 29, 2012	n/a	$17,010	$0.00
May 31, 2012	n/a	$5,035	$0.00
August 31, 2012	n/a	$5,620	$0.00
November 30, 2012	n/a	$29,993	$0.00
February 28, 2013	n/a	$19,587	$0.00

Liquidity

At February 28, 2013, the Company had working capital of $258,753 and a cash balance of $269,987. The Company manages its capital structure and makes adjustments to it, based on available funds to the Company.

Capital levels for capital pool companies are regulated pursuant to guidelines issued by the Exchange. These guidelines state that proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or $210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until Completion of the Qualifying Transaction by the Company. Management believes the Company's working capital is sufficient for the Company to meet its ongoing obligations and meet its objective of completing its Qualifying Transaction.

Capital Resources

The following financings have been completed by the Company:

Date	Gross Proceeds	Type of Transaction
March 31, 2010	$10,000	Private Placement
April 30, 2010	$95,000	Private Placement
February 28, 2011	$35,000	Private Placement
June 17, 2011 (1)	$400,000	Initial Public Offering

(1) On June 17, 2011 the Company completed the Offering by issuing 4,000,000 common shares at a price of $0.10 per common shares pursuant to Policy 2.4. After the reporting period, 400,000 broker warrants related to the Offering expired unexercised.

Off-Balance Sheet Arrangements

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

Qualifying Transaction

On October 25, 2012, the Company announced that it has signed a Share Exchange Agreement dated October 25, 2012 (the "SEA") with 0939181 B.C. Ltd. (the "Target"), a British Columbia company, and all the shareholders of the Target, pursuant to which Oakmont will acquire all the issued and outstanding shares of the Target (the "Transaction"). The Target's wholly-owned subsidiary, Utah Manganese, Inc. ("Utah Manganese"), a Utah company, holds 150 claims on four properties (the "Properties") located near Moab, Utah that are prospective for manganese. The Transaction is subject to the approval of the TSX Venture Exchange (the "Exchange") and is intended to constitute Oakmont's "qualifying transaction" as defined in Exchange Policy 2.4 concerning capital pool companies (the "CPC Policy").

Utah Manganese

Utah Manganese has staked claims on four properties near Moab, Utah including:

- Dubinky Well (50 claims)
- Duma Point (70 claims)
- Moab Fault (15 claims)
- Flat Iron (15 claims)

Utah Manganese evaluated numerous properties before staking these claims, which are believed to be the best prospects for manganese in the area. Utah Manganese completed the necessary surveys and submitted an exploration program, which was approved for the construction of travel routes, four drill pads (two each on Dubinky Well and Duma Point), mobilization of the drilling equipment and the reclamation work. Utah Manganese obtained the notice of acceptance for manganese exploration drilling by the U.S. Department of the Interior, which included site visits, surveys, and review of cultural and paleontological resources. Utah Manganese posted a bond and is permitted for exploration activities on Dubinky Well and Duma Point by the State of Utah until November 30, 2013.

A total of 19 holes covering more than 2,000 feet have been drilled on Dubinky Well and Duma Point under this program and Utah Manganese is in the process of submitting samples to an independent lab for testing.

Technical Report

Oakmont engaged Apex Geoscience Ltd. ("Apex") to provide independent professional geological services for Oakmont. Apex has done a site visit during the time that Utah Manganese was drilling the Dubinky property. Apex prepared a report in accordance with National Instrument 43-101 ("NI 43-101") with respect to the Properties, including a proposed work program and budget totaling $202,000 for the exploration and development of the Properties. It is anticipated that the Company will be able to cover the costs of this program with its existing resources and the funds obtained through a proposed private placement, as more particularly described below.

Summary of the Proposed Transaction

Pursuant to the terms of the SEA, as consideration for the purchase of 100% of the issued and outstanding shares of the Target, Oakmont has agreed to issue 3,352,000 common shares of the Company to the shareholders of the Target.

As Oakmont and the Target are non-arm's length parties, the proposed Transaction will be a Non-Arm's Length Qualifying Transaction, as defined in the policies of the Exchange. Accordingly, the Transaction was subject to approval of the shareholders of the Company and this was obtained after the reporting period. Each of Oakmont's current directors are shareholders of the Target. Fraser Atkinson, a British Columbia resident, is the controlling shareholder and sole director of the Target. Gavin Harrison is the Vice President of Operations and Bill Harrison is the Vice President of Exploration of the Target.

The proposed Transaction is subject to a number of conditions, including, but not limited to, the following: the satisfaction of the initial listing requirements of the Exchange; Exchange approval of the QT; receipt of a report with respect to the Properties completed in accordance with NI 43-101; entry into a sponsorship agreement or obtaining a waiver of sponsorship; and receipt of the approval of the board of directors of

Oakmont and the shareholders of the Oakmont. There can be no assurance that the Transaction will be completed as proposed or at all.

The Company's Shares will remain halted pending receipt by the Exchange of certain required materials from the Company.

The Concurrent Financing

In connection with the proposed Transaction, Oakmont also plans to complete a concurrent private placement of up to 3,000,000 Oakmont units for gross proceeds of up to $450,000. Each Oakmont unit will be comprised of one Oakmont Share and one half of one Oakmont Warrant to acquire one Oakmont Share for three years at an exercise price of $0.20 per Oakmont Share. The Company intends to use the proceeds of the private placement to fund the costs of the proposed Transaction, to finance the work program as detailed in the NI 43-101 report, and to finance the general working capital expenses of the resulting issuer upon completion of the Transaction. A finder's fee may be paid on the private placement on terms to be determined and in accordance with Exchange policies. Oakmont will issue a subsequent news release once the Company has finalized the proposed private placement.

The Resulting Issuer

Following completion of the Transaction, the resulting issuer will be classified as a mining issuer under the policies of the Exchange and will proceed to carry on business in the mining exploration sector. At the closing of the Transaction (the "Closing"), and subject to compliance with applicable corporate laws, Fraser Atkinson, Mark Achtemichuk, Malcolm Clay and Theo Sanidas, who are currently members of the Company's board of directors, will continue to serve as directors of the resulting issuer. Gavin Harrison is the Target's Vice President of Operations and Bill Harrison is the Target's Vice President of Exploration. Each will remain in such positions with the Target after completion of the Transaction. Gavin Harrison is the President of Harrison Land Services, a company that specializes in the acquisition, exploration and management of data for mineral properties. Bill Harrison is a co-founder of Harrison Land Services and has extensive knowledge and skills related to excavation; including drill site construction & access. Gavin Harrison and Bill Harrison have been actively involved in all aspects of the mining industry for several decades in the Mid-West of the United States including prospecting and exploration for oil and gas, uranium, potash, vanadium, copper, silver and gold. They have assembled a team of geologists and advisors for this project.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange Inc. (the "Exchange") has in no way passed on the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release.

After the reporting period, the Company's Qualifying Transaction, as defined in the policies of the Exchange, was approved by shareholders of the Company. Trading of the Company's common shares on

the Exchange will remain halted until the Qualifying Transaction is accepted by, or satisfactory documentation has been filed with, the Exchange.

Related Party Transactions

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties).

On June 21, 2011, the Company granted 500,000 incentive stock options to its directors and officers. The options are valued at $37,532 have an exercise price of $0.10 and will expire on June 21, 2016.

The Company's proposed Qualifying Transaction is a Non-Arm's Length Qualifying Transaction, as defined in the policies of the Exchange.

Critical Accounting Estimates

The preparation of the financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

The financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods. Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- the calculation of the fair value of stock options and warrants issued by the Company
- the $nil provision for income taxes which is included in the statements of comprehensive loss and recognition of deferred income tax assets and liabilities included in the statement of financial position at February 28, 2013

Financial Instruments

The Company's financial instruments, consisting of cash of $269,987 and accounts payable and accrued liabilities approximate fair values due to the relatively short term maturities of the instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

As at February 28, 2013, the Company had working capital of $258,753. As a result, the Company is not exposed to any liquidity risk, and has sufficient funds to meet its ongoing obligations and meet its objective of completing a Qualifying Transaction.

Capital Management

The capital structure of the Company consists of cash and equity attributable to the common shareholders, consisting of share capital and deficit.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund its activities relating to identifying and evaluating qualifying transactions. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity and completion of the Qualifying Transaction. The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or $210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company as defined under the policies of the Exchange.

There has been no change with respect to the overall capital risk management strategy during year ended February 28, 2013.

Outlook

For the immediate future, the Company intends to complete the proposed Transaction, and in connection with the proposed Transaction, the Company also plans to complete the concurrent private placement. The Company intends to use the proceeds of the private placement to fund the costs of the proposed Transaction, to finance the work program as detailed in the NI 43-101 report, and to finance the general working capital expenses of the resulting issuer upon completion of the Transaction.

Share Capital

As of the date of this MD&A, the Company had 6,800,000 issued and outstanding common shares. In addition the Company had 500,000 outstanding incentive stock options at $0.10 exercisable to June 21, 2016.

On June 17, 2011 the Company completed the Offering by issuing 4,000,000 common shares at a price of $0.10 per common share pursuant to Policy 2.4. The common shares were listed and posted for trading on the Exchange under the trading symbol "OMK.P". The proceeds of the Offering will be used to identify and evaluate assets or business for acquisition with a view to completing a Qualifying Transaction under the Capital Pool Company program of the Exchange. In connection with the Offering the agent was also granted non-transferable broker warrants to purchase 400,000 common shares at a price of $0.10 per common share until June 17, 2013, which expired unexercised.

An incentive stock option plan was established for the benefit of directors, officers, employees and consultants of the Company. Pursuant to the option plan options to purchase up to 500,000 common shares of the Company at an exercise price of $0.10 per common share, expiring 5 years from the date of grant, were issued on June 21, 2011.

Disclosure of Internal Controls

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to

make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements, and (ii) the financial statements fairly present in all material respects the financial condition, results of operations and cash flow of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
(ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP (IFRS).

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Risk Factors

Investing in the common shares of the Company involves risk. Prospective investors should carefully consider the risks described below, together with all of the other information included in this MD&A before making an investment decision. If any of the following risks actually occurs, the business, financial condition or results of operations of the Company could be harmed. In such an event, the trading price of the common shares could decline and prospective investors may lose part or all of their investment.

No Operating History

The Company was incorporated on March 30, 2010, has not commenced commercial operations and has no assets other than cash. The Company has neither a history of earnings nor has it paid any dividends and it is unlikely to produce earnings or pay dividends in the immediate or foreseeable future. Until Completion of the Qualifying Transaction, the Company is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions. The Company has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Company will be able to identify a suitable Qualifying Transaction. Even if a proposed Qualifying Transaction is identified, there can be no assurance that the Company will be able to successfully complete the transaction.

Possible Trading Suspension or Delisting

The Exchange will generally suspend trading in the Corporation's Common Shares or delist the Company in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months from the Listing Date. Suspension from trading of the common shares may, and delisting of the common shares will,

result in the regulatory securities authorities issuing an interim cease trade order against the Company. In addition, delisting of the common shares will result in the cancellation of all of the currently issued and outstanding common shares of the Company held by Insiders.

Halt of Trading

Upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Company will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The Common Shares of the Company will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Company completing the proposed Qualifying Transaction. Neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction.

Exchange May Not Approve a Qualifying Transaction

Completion of a Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and in the case of a Non-Arm's Length Qualifying Transaction, Majority of the Minority Approval as such terms are defined in Policy 2.4.

Notwithstanding that a transaction may meet the definition of a Qualifying Transaction; the Exchange may not approve a Qualifying Transaction:

(a) if the Company fails to meet the initial listing requirements prescribed by Policy 2.1 – Initial Listing Requirements of the Exchange upon Completion of the Qualifying Transaction;
(b) if, following Completion of the Qualifying Transaction, the Company will be a finance company or a mutual fund as defined under applicable securities laws;
(c) the consideration proposed to be paid by the Company in connection with the Qualifying Transaction is not acceptable to the Exchange; or
(d) for any other reason at the sole discretion of the Exchange.

Approval by the Majority of the Minority

Where Majority of the Minority Approval is required, unless the shareholder has the right to dissent and be paid fair value in accordance with the applicable corporate or other law, a shareholder who votes against a proposed Non-Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Company of fair value for the common shares.

Dilution

The Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Company and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Company.

Directors and Officers

The directors and officers of the Company will not be devoting all of their time to the affairs of the Company but will be devoting such time as required to effectively manage the Company. Some of the

directors and officers of the Company are engaged and will continue to be engaged in the search for assets or businesses on their own behalf or on behalf of others such that conflicts may arise from time to time. As a consequence of such conflicts, the Company may be exposed to liability and its ability to achieve its business objectives may be impaired. No salaries or fees have been paid to any directors and officers of the Company since incorporation.

Reliance on Management

The Company is relying solely on the past business success of its directors and officers to identify a Qualifying Transaction of merit. The success of the Company is dependent upon the efforts and abilities of its directors and officers. The loss of any of its directors or officers could have a material adverse effect upon the business and prospects of the Company.

Foreign Acquisition

In the event the Company identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts.

Loans or Advances

Subject to prior acceptance from the Exchange, the Company may be permitted to loan or advance up to an aggregate of $250,000 ($25,000 without prior Exchange approval) of its proceeds to a target business without requiring shareholder approval and there can be no assurance that the Company will be able to recover the loan or advance.

Additional Disclosure for Venture Issuers Without Significant Revenue

General and administrative expenses

	Three months ended February 28, 2013 ($)	Year ended February 28, 2013 ($)
Office and administration	3,144	10,481
Professional fees	16,443	20,376
Travel	-	3,434
Write off of advance	-	25,884
Total	**19,587**	**60,175**

Further information about the Company and its operations can be obtained from **www.sedar.com**.