EAGLE MOUNTAIN GOLD CORP.
(Formerly Stronghold Metals Inc.)
Management's Discussion and Analysis
Three Months Ended November 30, 2012

GENERAL

The following discussion of performance, financial condition and prospects should be read in conjunction with the audited consolidated financial statements of the Company for the year ended August 31, 2012 and the unaudited condensed interim consolidated financial statements for the three months ended November 30, 2012 presented in accordance with International Financial Reporting Standards. The Company's reporting currency is Canadian dollars, unless otherwise indicated.

Effective July 26, 2012, the Company changed its name to Eagle Mountain Gold Corp. and consolidated its common shares on a one-new-for-five-old basis. Unless otherwise stated, all common shares numbers, stock options and warrants in the Management's Discussion and Analysis had been retroactively restated to present the post-consolidated amounts. The Company continues to trade on the TSX Venture Exchange (the "Exchange") under the symbol "Z".

The date of this Management's Discussion and Analysis is January 29, 2013. Additional information on the Company is available on SEDAR at www.sedar.com and at www.eaglemountaingoldcorp.com

FORWARD-LOOKING INFORMATION

This Management's Discussion and Analysis contains certain statements that may constitute "forward-looking statements". All statements, other than statements of historical fact, included herein, including but not limited to, statements regarding future anticipated property acquisitions, the nature of future anticipated exploration programs and the results thereof, discovery and delineation of mineral resources/reserves, business and financing plans and business trends, are forward-looking statements. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct.

Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward looking statements as a result of various factors, including, but not limited to, variations in the nature, quality and quantity of any mineral deposits that may be located, variations in the market for, and pricing of, any mineral products the Company may produce or plan to produce, the Company's inability to obtain any necessary permits, consents or authorizations required for its activities, the Company's inability to produce minerals from its properties successfully or profitably, to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies, and other risks and uncertainties identified herein under "Risks and uncertainties".

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in any of those forward-looking statements. For this reason, investors should not attribute undue certainty to or place undue reliance on forward-looking statements.

Historical results of operations and trends that may be inferred from the following discussion and analysis may not necessarily indicate future results from operations. In particular, the current state of the global securities markets may cause significant fluctuations in the price of the Company's securities and render it difficult or impossible for the Company to raise the funds necessary to develop any of its present or future mineral properties.

DESCRIPTION OF BUSINESS

The Company is a natural resource company engaged in the business of acquiring, exploring and developing properties in South America and Canada with a focus on South America.

Guyana

Eagle Mountain Property

On March 29, 2012, the Company has effectively earned 50% interest in the Eagle Mountain property.

The Eagle Mountain property is a gold exploration project in Guyana and is one of the two main projects of the Company. Pursuant to a definitive Earn-In and Joint Venture Agreement with a subsidiary of IAMGOLD Corporation ("IAMGOLD") dated September 15, 2010, and subsequently amended in January 2012, the Company has been granted the right to acquire in stages up to 100% in the Eagle Mountain property, located in Guyana, South America, by paying an aggregate US$1,600,000, issuing an aggregate 2,300,000 common shares of the Company, and expending US$3,500,000 in exploration expenditures. Of the total cash payment, US$1,000,000 may be paid in common shares of the Company at the option of the Company. The Eagle Mountain property is owned by Omai Gold Mines Ltd. ("OGML"), a 95% owned subsidiary of IAMGOLD, with the Republic of Guyana holding the remaining 5%.

To acquire a 50% interest, the Company agreed to pay OGML $600,000 (paid), issue 800,000 common shares (issued) of the Company and fund total exploration expenditures of US$3,500,000 (completed).

In March 2012, the Company has effectively earned 50% interest in the Eagle Mountain property by issuing 1,500,000 shares to Iamgold Corporation as the TSX Venture Exchange had accepted the filing for Amended and Restated Joint Venture and Earn-In Agreement. The Company also issued 127,021 shares to Guiana Shields Resources Inc. for finder's fee in connection with the acquisition of the property

The Company may earn a further 50% (100% in aggregate) by paying an additional US$1,000,000 by April 30, 2013. Once the Company has satisfied the above requirements, the Company will either be issued, or have assigned, transferred or conveyed to it, such number of shares in the capital of OMGL as will constitute it the registered and beneficial owner of 95% of OMGL's entire issued capital stock, once such shares have been issued.

In addition, upon the grant of a mining or exploration licence by the Government of Guyana, the Company has agreed to pay an additional US$3,500,000 for which the Company may, at its sole option, elect to issue shares to OGML at a deemed value of US$3,500,000. The number of common shares is determined by 95% of the Company's share prices during the 20 trading days before the date the Company notifies OGML of its intention to issue such shares, provided such shares does not result in OGML controlling in excess of 19.99% of the Company. After the commencement of commercial production of gold from the property, the Company has agreed to pay a further US$5,000,000 to OGML.

The terms of the agreement as amended are summarized in the table below:

		Cash Payments US$	Common Shares		Expenditures US$
On signing the Agreement	$	500,000 (paid)	400,000 (issued)	$	400,000 (incurred)
Obligations completed prior to the amending agreement dated Jan.12, 2012		100,000 (paid)	400,000 (issued)		3,100,000 (incurred)
		600,000	800,000		3,500,000
Additional consideration to earn the first 50% interest		-	1,500,000 (issued)		-
		600,000	2,300,000		3,500,000
To earn remaining 45% interest (net of 5% held by Republic of Guyana)		1,000,000 (by April 30, 2013)	-		-
Total	$	1,600,000	2,300,000	$	3,500,000

The Company has the option to issue common shares in lieu of cash payment provided such issue of shares does not result in OGML controlling in excess of 19.99% of the Company.

The Company has agreed to pay a finder's fee of up to 300,000 common shares in stages over the term of the agreement, as follows:

(1) 85,745 common shares in the first year of the options (issued);
(2) 41,276 common shares in the second year of the options (issued);
(3) 21,277 common shares in the third year of the options; and
(4) 151,702 when the Government of Guyana grants a mining license for the property.

The Company pledged a US$100,000 reclamation site deposit to the Guyana Geology and Mines Commission for exploration permits on the Eagle Mountain Property. The deposit was secured by a non-interest-bearing bond.

Mowasi Mineral Interest

On October 7, 2011, the Company entered into a definitive option agreement with Mowasi Gold Corp. ("Mowasi") whereby the Company can earn a 95% interest in Mowasi's exclusive interest in 23 prospecting permits and eight mining permits by agreeing to pay an aggregate of US$1,500,000 cash, issue 500,000 common shares and incur US$1,000,000 exploration expenditures subject to regulatory approval. The concessions are adjacent to the Company's Eagle Mountain property in Guyana.

Under the terms of the agreement, the Company can earn a 49% undivided interest as follows:

- Pay Mowasi US$100,000 (paid);
- Issue to Mowasi 50,000 common shares (issued) of the Company;
- Expend exploration expenditures of no less than US$1,000,000 in the first 18 months, and
- Pay Mowasi US$300,000 14 days after the above 18-month term has been completed.

The Company can earn a further 46% undivided interest in the concessions within 90 days after making the exploration expenditures as follows:

- Pay Mowasi US$1,000,000; and
- Issue to Mowasi 400,000 common shares of the Company.

Mowasi's remaining 5% interest in the concessions will be carried until such time as the Company completes a feasibility study on the concessions. The Company will be the operator on the concessions.

Brazil

Tucumã Project

On May 25, 2010, the Company entered into agreements with Stronghold Brasil Mineraçäo Ltda. ("Stronghold Brazil") and the shareholders of Stronghold Brazil, whereby the Company agreed to acquire all of the issued and outstanding shares of Stronghold Brazil. Stronghold Brazil controls on a 100% basis, 6 mineral concessions, ("The Tucumã Project or Property") located in the State of Para, Brazil. In exchange for the Stronghold Brazil shares, the Company issued 300,000 common shares in the capital of the Company and 150,000 non-transferable share purchase warrants to the holders of the Stronghold Brazil Shares. Each warrant will entitle the warrant holder to acquire an additional common share in the capital of the Company at a price of $3.75 per share expiring June 9, 2012. On the commencement of commercial production for primary ore (excluding alluvial minerals) from the Tucumã Property, the Company will pay a sum of US$3,000,000 and a 1% net smelter return royalty to the former Stronghold Brazil shareholders.

The aggregate purchase price of $941,753 consisted of 300,000 common shares valued at $540,000, 150,000 share purchase warrants valued at $124,725, and $41,590 of transaction costs. The value of the common shares issued was based on the market price of the Company's common shares on the share issuance date. The value of the share purchase warrants was estimated using the Black-Scholes option pricing model. The acquisition has been accounted for as a purchase of an asset, as Stronghold Brazil did not meet the definition of a business and the excess purchase price over the net asset acquired was allocated to mineral properties.

The Tucumã Project is a gold and copper/gold exploration project. The Company holds six exploration licenses for an aggregate 11,456 hectares. These exploration licenses are located in the City of Tucumã, State of Pará, Brazil. One of the exploration licenses expires in May 2012 and five expire in April 2013.

TRANSACTIONS WITH KENSINGTON

On August 3, 2011, the Company entered into a letter of intent (the "LOI") with Kensington Court Ventures Inc. ("Kensington"), a capital pool company listed on the TSX Venture Exchange (the "Exchange"), pursuant to which Kensington agreed to acquire all of the issued and outstanding shares of Stronghold's Brazilian subsidiary, Stronghold Brasil Mineraçäo Ltda ("Stronghold Brazil") in exchange for $25,000 cash, the issuance to Stronghold of 16,300,000 common shares of Kensington ("Shares"), plus the grant to Stronghold of a 2% net smelter returns royalty (the "NSR Royalty") on production from the Tucumã Property (the "Transaction"). Kensington has the right to purchase the NSR Royalty from the Company for $1,500,000, which right is exercisable by Kensington at any time. The Shares are considered as "value securities" in accordance with the policies of the Exchange and deposited in escrow with 10% of the shares released immediately and 15% releasable every six months for the balance of the 36 month escrow term.

On January 20, 2012, Kensington agreed to advance to the Company refundable deposits in the aggregate amount of up to $75,000 payable in installments which are not refundable if the Transaction is completed.

Effective April 30, 2012, the Company had completed the sale of its Brazilian subsidiary Stronghold Brasil Mineração Ltda to Kensington Court Ventures Inc. ("Kensington). The Company had also received $34,467 from Kensington for reimbursement of the cost of a technical report relating to the Tucumã Property.

Effective April 30, 2012 and as of November 30, 2012, the Company had 58.09% of all the outstanding common shares of Kensington and consequently has the effective control of Kensington.

The fair value of Kensington's net assets at the date of acquisition were as follows:

Cash	$	571,665
Prepaid expenses		116,421
HST receivable		37,730
Accounts payable and accrued liabilities		(172,012)
Net assets	$	553,804

Pursuant to an agreement dated October 2, 2012 and subsequently amended on December 12, 2012, the Company has agreed to sell 14,670,000 common shares of Kensington to a private company controlled by a director subject to regulatory approval. As a result of this transaction, the Company's interest in Kensington will be reduced from 58.1% to 5.3%.

The carrying value of the non-controlling interest at November 30, 2012 is as follows:

Proportionate share of identifiable net assets of Kensington on acquisition	$	553,804
Share of post-acquisition loss for period		(737,660)
Share of Kensington share-based payment		75,829
Share of cumulative translation adjustment		6,665
Balance at August 31, 2012		(101,362)
Share of post-acquisition loss for period		(61,388)
Share of cumulative translation adjustment		5,358
Balance at November 30, 2012	$	(157,392)

Chile

The Combarbala property is located in the IV Region of Chile, 35 km NE of the city of Illapel. On August 31, 2009, the Company entered into a Royalty Agreement with BHP Billiton whereby the Company acquired a 100% undivided interest in 33 mineral claims in the Combarbala Property by agreeing to pay BHP Billiton a 2% net smelter return royalty in any future production. The transfer of the claims was completed in October 2009. On November 20, 2009, the title transfer from BHP Billiton to the Company for the claims forming the Combarbala property was completed when the public deed of transfer was executed by the Government of Chile.

During the year ended August 31, 2012, the Company had abandoned in this property and written off all the costs incurred in this property.

Canada

The Seneca Property is a poly-metallic VMS exploration project and belongs 100% to the Company. It consists of 8 mineral claims covering approximately 4,071 hectares located approximately 120 km east of Vancouver and 35 km northeast of Mission in the New Westminster Mining Division, British Columbia. The claims are subject to a Net Smelter Return Royalty of 1% which the Company has the option to purchase for $250,000 at any time before the property is put into commercial production. As part of the project, the Company controls two more mineral claims situated in the New Westminster Mining Division, B.C The claims are subject to a 2% Net Smelter Royalty, which can be purchased by the Company for $1.25 million at any time.

During the years ended August 31, 2009 and 2012, the Company had written-off all the costs incurred in this property. The Company currently does not have any exploration program planned on this property.

OPERATIONS AND EXPENDITURES

Eagle Mountain Property, Guyana

The Company's current focus is to accelerate the development of this property. The project consists of an area of approximately 5,050 hectares (12,480 acres) in central Guyana, 200 kilometers southwest of the capital Georgetown and 45 kilometers from the historical Omai gold mine, which was in production from 1993 to 2005.

In November 2010, the Company filed an NI 43-101 reporting an Inferred Mineral Resources of 18Mt @ 1.27 g/t gold, containing 733,500 ounces of gold (using a 0.5 g/t Au cut-off grade). More than 250,000 ounces of contained gold in this inferred mineral resource is hosted by oxide material (saprolite). The Project is on track to produce a preliminary economic assessment report or scoping study. The primary goal at Eagle Mountain is to enhance this NI43-101 compliant mineral resource with advanced exploration drilling and mineral resource definition drilling.

On March 23, 2011, the Company announced a 15,000 meters drilling. The program started in mid-April 2011 and is expected to take 6 to 8 months to complete. One drilling contract with Orbit Garant Drilling Services Inc. of Quebec, Canada has already been executed. As the program ramps up, the Company expects a second man-portable diamond rig to be mobilized to the site to allow access to the proposed drill locations in higher ground terrain.

73 drill holes totalling 10,338 meters had been completed. Analytical results from 46 complete holes had been received to date from ACME Analytical Laboratories Ltd. and that most holes have gold intersections of favourable grade that correspond well with historical data from the project. The Company intends to continue its infill and step-out drilling program in order to increase the confidence of the mineral resource and to further expand the know mineralized zone.

On November 21, 2012, the Company announced the results of an updated mineral resource estimate for its Eagle Mountain Gold project (“Project”) in Guyana, South America. The resource estimate has been completed in accordance with Canadian Securities Administration National Instrument 43-101 (“NI 43-101”) and CIM Standards on Mineral Resources and Mineral Reserves by A.C.A. Howe International Limited of Toronto, Ontario, Canada (“ACA Howe”) using the Company’s 2011/2012 diamond drilling results, the historical diamond drilling results from IAMGOLD, as well as other current and historical geological data that met QA/QC requirements. In November 2010, the Company announced an Inferred Resource estimate, using a block cut-off grade of 0.5 g/t gold of 17.96 million tonnes with an average gold grade of 1.27 g/tonne gold for 733,500 ounces of gold.

The updated classified mineral resource estimate of the Eagle Mountain gold deposit at 0.5 g/t Au cut-off consists of:

- Indicated resource of 3,921,000 tonnes, averaging 1.49 grams per tonne Au for 188,000 ounces.
- Inferred resource of 20,635,000 tonnes, averaging 1.19 grams per tonne Au for 792,000 ounces.

Therefore, the November 2012 updated resource estimate represents approximately a 34% increase from the November 2010 resource outline. The updated resource estimate is based on a comprehensive database consisting of 281 drill holes, totaling 35,993 meters and 21,235 assay samples, which were drilled by British Anaconda Mining, the Government of Guyana, Golden Star Resources, Cambior, IAMGOLD and Eagle Mountain. The database also contains 14,624 assays from 4,873 augers, 124 continuous channel sample segments from nine adits, and 1,318 assays from 199 continuous channel sample segments from trench localities. Mineral resource estimation was carried out using only the diamond drill and trench sample results.

The November 2012 classified NI 43-101 updated resource estimate for gold at Eagle Mountain is summarized by material zone in the following table:

November 2012 Updated Eagle Mountain Resource Estimate by Category, Zone and Type Material (using Block Model Cut-off 0.5g/t Au)							
Category	**Zone**	**Material**	**Density (t/m3)**	**Volume (m3)**	**Tonnes**	**Au_g/t**	**Ounces**
Indicated	**Zion**	**Saprolite**	1.60	538,000	860,000	1.42	39,000
		Fresh	2.60	436,000	1,134,000	1.40	51,000
		Total	2.03	974,000	1,994,000	1.41	90,000
	Kilroy	**Saprolite**	1.60	456,000	730,000	1.49	35,000
		Fresh	2.60	461,000	1,197,000	1.63	63,000
		Total	2.08	917,000	1,927,000	1.58	98,000
	All	**Saprolite**	1.60	994,000	1,590,000	1.45	74,000
		Fresh	2.60	897,000	2,331,000	1.52	114,000
		Total	2.05	1,890,000	3,921,000	1.49	188,000
Inferred	**Zion**	**Saprolite**	1.60	2,671,000	4,274,000	1.31	180,000
		Fresh	2.60	3,035,000	7,891,000	1.13	286,000
		Total	2.16	5,706,000	12,165,000	1.19	466,000
	Kilroy	**Saprolite**	1.60	1,831,000	2,929,000	1.33	126,000
		Fresh	2.60	2,132,000	5,542,000	1.12	200,000
		Total	2.25	3,962,000	8,471,000	1.20	326,000
	All	**Saprolite**	1.60	4,502,000	7,202,000	1.32	306,000
		Fresh	2.60	5,167,000	13,433,000	1.13	486,000
		Total	2.19	9,668,000	20,635,000	1.19	792,000

Notes for mineral resource estimate:

1. A block cut-off value of 0.5 g/t Au was applied to all resource blocks.
2. Tonnes and ounces have been rounded to reflect the relative accuracy of the mineral resource estimate; therefore numbers may not total correctly.
3. A notional cut-off gold grade for mineralized domain interpretation was 0.2 g/tonne Au.
4. A top cut of 20 g/tonne Au was applied to raw assay values.
5. Composited Diamond drill hole and trench samples are assigned to 30 layered and fault bound resource domains that encompass the Zion and Kilroy portions of the deposit.
6. Corresponding domain blocks and composite samples are projected to a horizontal plane for grade estimation by Ordinary Kriging.
7. The block model is constrained by topography and saprolite and fresh weathering domains with bulk density values of 1.6 t/m3 and 2.6 t/m3 respectively were defined.
8. Mineral Resource tonnes quoted are not diluted.
9. Mineral resources are not mineral reserves and by definition do not demonstrate economic viability. This mineral resource estimate includes inferred mineral resources that are normally considered too speculative geologically to have economic considerations applied to them that would enable them to be categorized as mineral reserves. There is also no certainty that these inferred mineral resources will be converted to the measured and indicated resource

categories through further drilling, or into mineral reserves, once economic considerations are applied.

10. This estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing or other relevant issues.

ACA Howe considers that gold mineralization identified at Eagle Mountain may be amenable to open-pit extraction and that mineral resources are reported at an appropriate cut-off grade taking into account possible extraction scenarios and processing recoveries. The Eagle Mountain deposit is located within the Eagle Mountain Prospecting License ("EMPL") which covers an area of 50.50 km2 (5050ha) in west-central Guyana, South America approximately 200 kilometres south-southwest of Guyana's capital, Georgetown. The property can be accessed by road from Georgetown in five to six hours, or by air to the Mahdia airstrip located five km north of the property.

Most of the gold mineralization at Eagle Mountain is related to low-angle (20-40o), southwest dipping brittle-ductile composite shear zones hosted in a composite granodiorite pluton that intrudes all older rocks. The updated geological model refers to two distinct mineralized shear zones that host the current mineral resource estimate: the Zion and Kilroy zones. Each zone can be distinguished based on visual geological and mineralogical characteristics. Very fine-grained gold is associated with chloritic ±pyritic micro-fractures and in some cases within or adjacent to discrete chlorite – pyrite ±potassic altered mylonitic shear zones. The mineral resource is located in both oxidized rock (referred to as "saprolite") and non-oxidised rock (referred to as "fresh" or "hard rock").

Qualified person

The resource estimate was prepared by Leon McGarry, B.Sc., Geologist, ACA Howe and supervised by Ian Trinder, M.Sc., P.Geo., Senior Geologist, ACA Howe. Technical information related to the 2012 Eagle Mountain Resource Estimate contained in this news release has been reviewed and approved by Mr. Trinder, who is an independent Qualified Person as defined by NI 43-101, with the ability and authority to verify the authenticity and validity of this data.

The effective date of this mineral resource estimate is November 21, 2012 and a NI 43-101 technical report had been filed at SEDAR on January 14, 2013.

The drilling plan as well as the analytical results is available to be viewed at the Company's corporate web site at www.eaglemountaingoldcorp.com

The Company is scheduling to commence mineralogical and metallurgical tests, the Environmental Impact Assessment work and relevant studies, and the Scoping Study (PEA) in early 2013. Further drilling is scheduled, as is the commencement of feasibility studies work, subject to successful Scoping Study results.

The following table summaries all the costs incurred in the mineral properties during the periods:

	Seneca Canada	Combarbala Chile	Tucumã Brazil	Eagle Mountain Guyana	Mowasi Guyana	Total
Balance, August 31, 2011	$ 1	$ 1	$ 2,056,177	$ 3,837,658	$ 8,620	$ 5,902,457
Additions - acquisition costs						
Acquisition – cash	-	-	-	100,000	128,334	228,334
Option payments – shares	-	-	-	1,906,894	68,750	1,975,644
Other acquisition expenses	-	-	-	19,200	10,256	29,456
Impairment	(1)	(1)	-	-	-	(2)
Total acquisition costs for year	(1)	(1)	-	2,026,094	207,340	2,233,432
Additions-deferred exploration costs						
Analytical	-	-	35,461	123,137	-	158,598
Amortization	-	-		20,877	-	20,877
Drilling	-	-	53,876	625,158	-	679,034
Equipment rental	-	-	10,203	170,520	-	180,723
report	-	-	94,205	-	-	94,205
Labour	-	-	-	540,594	-	540,594
Professional fees	-	25,675	-	-	-	25,675
Repairs and maintenance	-	-	-	50,561	-	50,561
Travel and field expenses	-	12,678	106,355	125,343	-	244,376
Others	-	5,445	102,764	338,949	-	447,158
Taxes	-	-	228,555	-	-	228,555
Total expenditures for year	-	43,798	631,419	1,995,139	-	2,670,356
Impairment	-	(43,798)	(2,620,503)	-	-	(2,664,301)
Balance, August 31, 2012	-	-	67,093	7,858,891	215,960	8,141,944
Additions-deferred exploration costs						
Amortization	-	-	-	4,028	-	4,028
Drilling	-	-	-	9,000	-	9,000
Labour	-	-	-	134,293	-	134,293
Professional fees	-	-	-	10,986	-	10,986
Repairs and maintenance	-	-	-	3,334	-	3,334
Travel and field expenses	-	-	258	30,203	-	30,461
Others	-	-	19,060	68,219	-	87,279
Total expenditures for period	-	-	19,318	260,063	-	279,381
Impairment	-	-	-	-	-	-
Balance, November 30, 2012	$ -	$ -	$ 86,411	$ 8,118,954	$ 215,960	$ 8,421,325

SUMMARY OF QUARTERLY RESULTS

	Three Months Ended							
	30-Nov 2012	31-Aug 2012	31-May 2012	29-Feb 2012	30-Nov 2011	31-Aug 2011	31-May 2011	28-Feb 2010
Income Statement Data								
Total revenue	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Income (loss)	$ (284,618)	$ (2,384,318)	$ (808,052)	$ (783,306)	$ (723,373)	$ (494,244)	$ (363,788)	$ (505,703)
Net loss per share	$ (0.01)	$ (0.16)	$ (0.05)	$ (0.06)	$ (0.06)	$ (0.04)	$ (0.04)	$ (0.05)

As the Company is still in the exploration and development stage, the Company will continue to incur losses in the near term until the Company accomplishes commercial production and profitable operations.

RESULT OF OPERATIONS

Quarter Ended November 30, 2012

The Company recorded a quarterly loss of $284,618 compared to a loss of $723,373 for the same quarter of last year. The decrease in loss of $438,755 was primarily due to the following:

(1) Share-based payments decreased by $243,646 due to fewer stock options granted and vested during the quarter;
(2) Travel and promotion decreased by $94,420; in the previous quarter the Company increased its promotion and publicity activities on the Guyana properties;
(3) Office and miscellaneous expenses decreased by $88,033; there was an increase in office rent and expenses related to change of corporate office and other corporate activities during the same quarter of 2011;
(4) Investor relations increased by $20,508 due mainly due to agreement with Primoris Group Inc. to provide media relations and investor relations activities;

LIQUIDITY AND CAPITAL RESOURCES

The Company had a working capital of $226,142 as of November 30, 2012, compared to working capital deficit of $1,555,010 as at November 30, 2011. The increase in working capital of $1,781,152 was attributable mainly to funds in the amount of $2,392,031, net of issuance costs, from private placements. As the Company is still in exploration stage, the Company does not generate any revenue. The Company continues to raise equity financing.

During the first two months of the current quarter ended November 30, 2012, the Company completed two tranches of financing for total gross proceeds of $2,025,000 by the issuance of altogether 15,000,000 units at a price of $0.135 per unit. Each unit consists of one common share and one share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of $0.18 for a five year period. The Company paid a finder's fee of altogether $162,000 to Weiser Capital Limited.

On November 27, 2012, the Company closed a non-brokered private placement for total gross proceeds of $541,500 by the issuance of 3,800,000 units at a price of $0.1425 per unit. Each unit consists of one common share and one transferable share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of $0.19 for a period of five years. No finder's fees were paid.

The continued operations of the Company are dependant upon its ability to raise adequate financing in the future for its exploration projects and to cover general and administrative expenses.

As of November 30, 2012, the Company had $436,626 (August 31, 2012 - $37,482) in cash and cash equivalents. The Company had fully repaid the loans and accrued interest totalling $708,544 during the period ended November 30, 2012.

OFF BALANCE SHEET TRANSACTIONS

The Company has no off-balance sheet arrangements.

COMMITMENTS

The Company has entered into two lease agreements with future minimum lease payments relating to office premise as follows:-

2013	$	110,565
2014		178,500
2015		184,716
2016		153,930
	$	627,711

As a condition of the office premises lease agreements, the Company placed a deposit of $108,992 as of November 30, 2012 to be applied against future years.

ACCOUNTING POLICIES

Accounting standards issued but not yet applied

IFRS 9, Financial Instruments

The standard was issued in November 2009, and amended in October 2010, as the first step to replace IAS 29: Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized costs and fair value. The basis of classification depends on an entity's business model and the contractual cash flow of the financial asset. Classification is made at the time the financial asset is initially recognized, namely when the entity becomes a party to the contractual provisions of the instrument.

IFRS 9 also amends some of the requirements of IFRS 7: Financial Instruments: Disclosures, including added disclosures about investments in equity instruments measured at fair value in other comprehensive income/loss and guidance on financial liabilities and de-recognition of financial instruments. The effective date for the Company of IFRS 9 is July 1, 2015, with early adoption permitted. The Company has not yet assessed the impact of this standard.

IFRS 10, Consolidated financial statements

The standard provides additional guidance to assist the determination of control and whether an entity should be included within the consolidated financial statements of the parent company. This new standard is applicable for periods beginning on or after January 1, 2013, with early application permitted. The Company has not yet assessed the impact of this standard.

IFRS 11, Joint arrangements

The standard provides for accounting of joint arrangements by focusing on the rights and obligations of the arrangement, rather than its legal form. The standard also eliminates the option to account for jointly controlled entities using the proportionate consolidation method. The new standard is effective for periods beginning on or after January 1, 2013, with early application permitted. The Company has not yet assessed the impact of this standard.

IFRS 12, Disclosure of Interests in Other Entities

The standard was issued in May 2011 to create a comprehensive disclosure standard to address the requirements for subsidiaries, joint arrangements and associates including the reporting entity's involvement with other entities. It also includes the requirements for unconsolidated structured entities (i.e. special purpose entities). IFRS 12 is effective commencing July 1, 2013, with early adoption permitted.

IFRS 13, Fair value measurement

The standard sets out in a single IFRS a framework for measurement of fair value and related disclosures. The definition of fair value emphasizes that fair value is a market-based measurement, not an entity-specific measurement. This new standard is applicable for periods beginning on or after January 1, 2013, with early application permitted. The Company has not yet assessed the impact of this standard.

IAS 28, Investments in associates

IAS 28 was amended in 2011 which prescribes the accounting for investments in associates and sets out the requirements for the application of the equity method when accounting for investments in associates and joint ventures. The standard is effective for annual periods beginning on or after January 1, 2013, with early application permitted, and is not expected to significantly impact the Company.

RELATED PARTY TRANSACTIONS

During the periods ended November 30, 2012 and 2011, the Company had the following related party transactions:

a) Key management personal compensation

	2012	2011
Short-term employee benefits	$ 114,285	$ 106,521
Share-based payments	-	151,374
	$ 114,285	$ 257,895

Key management personnel were not paid post-retirement benefits, termination benefits or other long-term benefits during the periods ended November 30, 2012 and 2011.

b) During the period ended November 30, 2012, $2,500 (2011 - $nil) was paid for secretarial services to a private company controlled by a director.

c) As of November 30, 2012, $52,222 (August 31, 2012 - $44,956) was due to a company controlled by an officer.

d) As of November 30, 2012, $54,204 (August 31, 2012 - $65,500) was due to directors and companies controlled by directors.

e) The Company has agreed to sell 14,670,000 common shares of Kensington to a private company controlled by a director subject to regulatory approval. (See Transaction with Kensington above)

During the quarter, the Company obtained loans totalling $15,500 from a director and a company controlled by him.

The amounts due to and from related parties are non-interest-bearing, unsecured and are without fixed terms of repayment.

On January 2, 2008 the Company entered into an Employment Agreement with Ioannis (Yannis) Tsitos whereby Mr. Tsitos agreed to act as the President and CEO of the Company. In consideration, the Company agreed to pay Mr.Tsitos $120,000 per year. In addition, Mr. Tsitos is entitled to receive $120,000 if Mr. Tsitos' employment is terminated without just cause. Mr. Tsitos is entitled to receive $360,000 if Mr. Tsitos' employment is terminated without just cause in a twelve month period following the date of any change of control. If Mr. Tsitos terminates his employment with the Company at any time within twelve months of a change of control, he would be entitled to a lump sum payment of $120,000. Effective July 1, 2011, the directors have agreed to pay Mr. Tsitos $180,000 per year.

On April 16, 2011 the Company entered into a Consultancy and Advisory Agreement with Hampson Equities Ltd. ("HEL") a private company controlled by Mr. Geoffrey Hampson, a director of the Company, whereby HEL will provide financing and business development services to the Company. In consideration, the Company agreed to pay HEL $10,000 per month for a period of six months effective May 1, 2011. The agreement had since been extended.

FINANCIAL INSTRUMENTS

The Company classifies its cash and cash equivalents as held-for-trading; and accounts payable, loans payable and due to related parties as other financial liabilities. Instruments classified as held-for-trading are measured at fair value with realized gains and losses recognized in profit or loss.

The Company's risk exposure and the impact on the Company's financial instruments are summarized below.

(a) Fair value

The carrying values of cash and cash equivalents, restricted cash and accounts payable approximate their fair values due to the short-term nature of these financial instruments.

(b) Credit risk

Credit risk is the risk that a counterparty to a financial instrument fails to meet its financial obligations. The Company's exposure to credit risk is principally its cash and cash equivalents. The Company mitigates this risk by placing its cash and cash equivalents in major Canadian banks and subsidiaries of Canadian banks located in Guyana and Chile. The Company's exposure to credit risk is not considered significant.

(c) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows required by operations and anticipated investing and financing activities. At November 30, 2012, the Company had accounts payable totalling $527,141 (August 31, 2012 - $1,256,405), due within three months of period-end, amounts due to related parties of $106,426 (August 31, 2012 - $78,613), with no stated terms of repayment, and loans payable of $15,500 repayable within the next three months (August 31, 2012 - $708,544),

(d) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk is comprised of three types of risk: interest rate risk, foreign currency risk and other price risk.

(i) Interest rate risk

The Company's cash and cash equivalents consists of cash held in bank accounts and a guaranteed investment certificate ("GIC") that earns interest at variable interest rates. Due to the short-term nature of these financial instruments, fluctuations in interest rates will not have a significant impact on the fair value or future cash flows of the cash and cash equivalents of the Company.

(ii) Foreign currency risk

The Company is exposed to foreign currency fluctuations to the extent financial instruments are not denominated in Canadian dollars. The Company has operations in Chile, Brazil and Guyana. As at November 30, 2012 and August 31, 2012, the Company had monetary net assets and net liabilities in foreign currency (expressed in Canadian dollars) as follows:

	November 30, 2012		August 31, 2012	
	Monetary Net Assets	Monetary Net Liabilities	Monetary Net Assets	Monetary Net Liabilities
Chilean pesos	$ -	$ -	$ -	$ -
Guyana dollars	172,096	46,634	166,158	677
Brazil real	-	-	-	-
US dollars	-	-	-	-
	$ 172,096	$ 46,634	$ 166,158	$ 677

Based on the above net foreign currency exposure as at November 30, 2012, a 10% increase (decrease) in the value of the foreign currencies against the Canadian dollar would increase or decrease the Company's net loss and comprehensive loss by $12,546 for the period ended November 30, 2012 (August 31, 2012 - $16,548). The Company has not entered into any foreign currency contracts to mitigate this risk.

(iii) Other price risk

The Company is not exposed to significant other price risk.

PERSONNEL

Directors and Officers:

Ioannis (Yannis) Tsitos, Director, President and Chief Executive Officer
Christopher G. Hampson, Chairman and Director
Demetreus (Jim) Heras, Chairman Emeritus and Director
Art Freeze, Director
Tim Crowhurst, Director (Appointed August 31, 2012)
Geoff Watson, Director (Appointed September 13, 2012)
Dr. Luiz Bizzi, Director
Albert Wu, Chief Financial Officer

DISCLOSURE OF OUTSTANDING SHARE DATA

Information as of the date of this MD&A:

Common shares issued and outstanding	-	33,847,280
Stock options	-	1,040,000
Warrants	-	19,638,250

INVESTOR RELATIONS ACTIVITIES

The Company entered into an agreement with Black Swan Management ("Black Swan") which will provide investor relations services to the Company. In consideration for the services, the Company has agreed to pay Black Swan a fee of $3,500 per month.

On September 21, 2012, the Company entered into an agreement with Primoris Group Inc. ("Primoris Group") to provide media relations and investor relations services to the Company for a one-year period. Under the terms of the agreement, Primoris Group will execute a comprehensive communications program to support the Company's growth strategy, for which it will be paid a fee of $8,000 per month. Primoris Group had also been granted options to purchase 300,000 common shares at $0.25 per share, exercisable for a period of five years and which vest in one year.

The agreement between the Company and Primoris Group is renewable and can be terminated after three months by either party with 30 days' written notice.

RISKS AND UNCERTAINTIES

Resource Exploration and Development is generally a Speculative Business. Please refer to any previous quarter of the MD&A for a detailed discussion of the various risks and uncertainties.

CRITICAL ACCOUNTING ESTIMATES

Critical accounting estimates were used in the preparation of the financial statements. These estimates involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control.

The Company's recorded value of the Company's mineral properties is in all cases, based on historical costs that are to be recovered in the future. The Company's recoverability evaluation is based on market conditions for minerals, underlying mineral resources associated with the properties and future costs that may be required for ultimate realization through mining operations or by sale. The Company is in an industry that is exposed to a number of risks and uncertainties, including exploration risk, development risk, commodity price risk, operating risk, ownership and political risk, funding and currency risk as well as environmental risk. The Company's financial statements have been prepared with these risks in mind. All of the assumptions set out herein are potentially subject to significant change and out of the Company's control. These changes are not determinable at this time.

EVENT SUBSEQUENT TO November 30, 2012

180,000 stock options at $2 per share expired on January 2, 2013 unexercised.