zenyatta
Ventures Ltd.

Management's Discussion and Analysis

For the year ended
March 31, 2013

Dated: July 25, 2013

This Management Discussion and Analysis ("MD&A") is dated July 25, 2013 and is in respect of the year ended March 31, 2013. The following discussion of the financial condition and results of operations of Zenyatta Ventures Ltd. (the "Corporation") constitutes management's review of the factors that affected the Corporation's financial and operating performance for the year ended March 31, 2013.

This discussion should be read in conjunction with the Corporation's audited financial statements and corresponding notes to the audited financial statements for the year ended March 31, 2013. The Corporation's audited 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 which is the Corporation's functional and reporting currency.

Additional information relating to the Corporation can be found under the Corporation's profile on SEDAR at www.sedar.com.

Forward Looking Statements

This MD&A of the Corporation contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Corporation's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause actual results to differ materially from those anticipated, expressed or implied in such forward-looking statements.

Factors that could affect these statements include, without limitation, availability of financing and personnel, fluctuations in metal prices, future exploration and development programs, general business and economic conditions, social and political stability, security of title, timing and receipt of permits and licenses, the impact of changes in future legislation and regulations, changes in mining or environmental regulations, competition and currency fluctuations. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

Shareholders are cautioned not to place undue reliance on forward-looking information. 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.

These factors and other risks and uncertainties are detailed in the Corporation's reports and disclosure documents filed by the Corporation from time-to-time with Canadian securities regulatory authorities.

Overview

The Corporation is a junior mineral exploration company focused primarily on mineral deposits in Northern Ontario, Canada. The Corporation is actively engaged in exploring mining projects and holds an interest in exploration licences on properties in the "Arc of Fire" area in Northern Ontario, Canada. The properties, located north of Lake Superior and west of James Bay in north-western Ontario, Canada, are unpatented, non-contiguous, and consist of 28 groups of claims, 495 claims and 7757 claim units, totalling 1241.12 km^2 and 124,112 hectares (the "Claims"). The Corporation's current objective is to focus on the exploration of the Claims.

The Corporation was registered and incorporated in Ontario, Canada as a numbered company on July 29, 2008. Pursuant to Articles of Amendment dated November 24, 2009, the Corporation changed its name to Zenyatta Ventures Ltd. On December 23, 2010, the Corporation became a reporting issuer in Ontario, Alberta and British Columbia. The common shares of the Corporation commenced trading on the TSX Venture Exchange under the symbol ZEN.

Overall Performance

During the year ended March 31, 2013, the Corporation continued exploration activities on the Claims. Overall during the year ended March 31, 2013, the Corporation had expenditures of $5,392,593 consisting of deferred exploration costs, equipment purchase, and operating expenses.

As at March 31, 2013, the Corporation had $10,018,567 in deferred exploration costs as a result of its airborne survey, additional staking and exploration costs, drilling program, which includes $1,237,500 worth of cash, shares and warrants given to Cliffs Canada in connection with the Amended Albany Agreement.

Results of Operations

Net loss

The Corporation recorded a loss of $2,351,960 with basic and diluted loss per share of $0.06 for the year ended March 31, 2013 (2012 – loss of $1,039,298 and $0.03).

Revenue

The Corporation is in the development stage and therefore did not have revenues from operations. Interest income for the year ended March 31, 2013 was $19,468 (2012 – $51,387).

Expenses

Stock based compensation costs were $1,108,956 for the year ended March 31, 2013 (2012 – $446,773). Stock based compensation was based on the fair value of the options described in Note 7(c) of the audited financial statements as calculated using the Black-Scholes option pricing model. Stock based compensation is recognized over the vesting period of the underlying options.

General and administrative expenses were $1,174,032 for the year ended March 31, 2013 (2012 – $824,535). The most significant components of general and administrative expenses are wages and benefits.

Stock exchange and filing fees were $8,100 for the year ended March 31, 2013 (2012 – $8,745).

Professional fees were $175,054 for the year ended March 31, 2013 (2012 – $354,511). These fees consist primarily of the amounts charged for services provided by the Corporation's lawyers, auditors, and accountants.

Investor relations and promotion expenses were $115,669 for the year ended March 31, 2013 (2012 – $48,457). These expenses consist primarily of the costs of marketing trips and other costs such as attending industry conferences.

Consulting fees were $112,166 for the year ended March 31, 2013 (2012 – $12,000). These fees include the amounts charged for services provided by the Corporation's CFO as well as fees associated with the Corporation's listing on the OTCQX International stock exchange.

Amortization expense was $16,751 for the year ended March 31, 2013 (2012 – $18,779). Amortization is taken on the capitalized cost of the Corporation's computers and equipment.

The deferred tax recovery was $339,300 for the year ended March 31, 2013 (2012 – $623,115). The future income tax recovery relates to the excess of book values over tax values of the Corporation's share issue costs, the issuance of flow-through shares, and the Corporation's interest in mineral properties and deferred exploration costs.

Mineral Exploration Activities

Interest in mineral properties and exploration costs capitalized were $2,673,225 for the year ended March 31, 2013 (2012 – $4,474,343). All of these costs relate to the Albany Project. Costs capitalized relate to contracted geological services, general exploration costs, drilling costs, and geophysical survey costs.

Albany Project

During the year ended March 31, 2010, the Corporation signed an option agreement which was subsequently superseded and replaced effective November 2, 2010 (the "Albany Agreement"), to earn an interest in the Albany Property located in Northern Ontario. Under the terms of the Albany Agreement, the Corporation can acquire, upon exercise of the first option, a 25% interest in the Albany Property, and upon exercise of the second option, an additional 55% interest in the Albany Property. The first option was exercised after completion of a helicopter-borne geophysical survey on the property during the quarter ended June 30, 2010 and issuance of 1,000,000 Units to the optionor during the quarter ended September 30, 2010, each unit being comprised of one common share and one warrant to purchase one additional common share at a price of $1.50 any time before December 23, 2015.

The second option was exercised after making certain payments totaling $140,000 and incurring aggregate expenses on the property in excess of $10,000,000.

On November 21, 2012 the Company reached an agreement with the optionor to acquire the remaining 20% interest in the Albany Property bringing the Company's total interest in the property to 100%. Pursuant to the terms of the transaction, the Company and the optionor agree to the following with respect to this agreement:

a) The company will issue to the optionor a total of 1,250,000 shares as follows: (i) 500,000 shares upon signing the agreement; (ii) 250,000 shares to be issued upon completion of a pre-feasibility study; (iii) 500,000 share to be issued upon completion of a feasibility study; and
b) The Company will grant the optionor a net smelter return royalty of 0.75% on the block claim, of which 0.5% can be purchased at any time for $500,000.

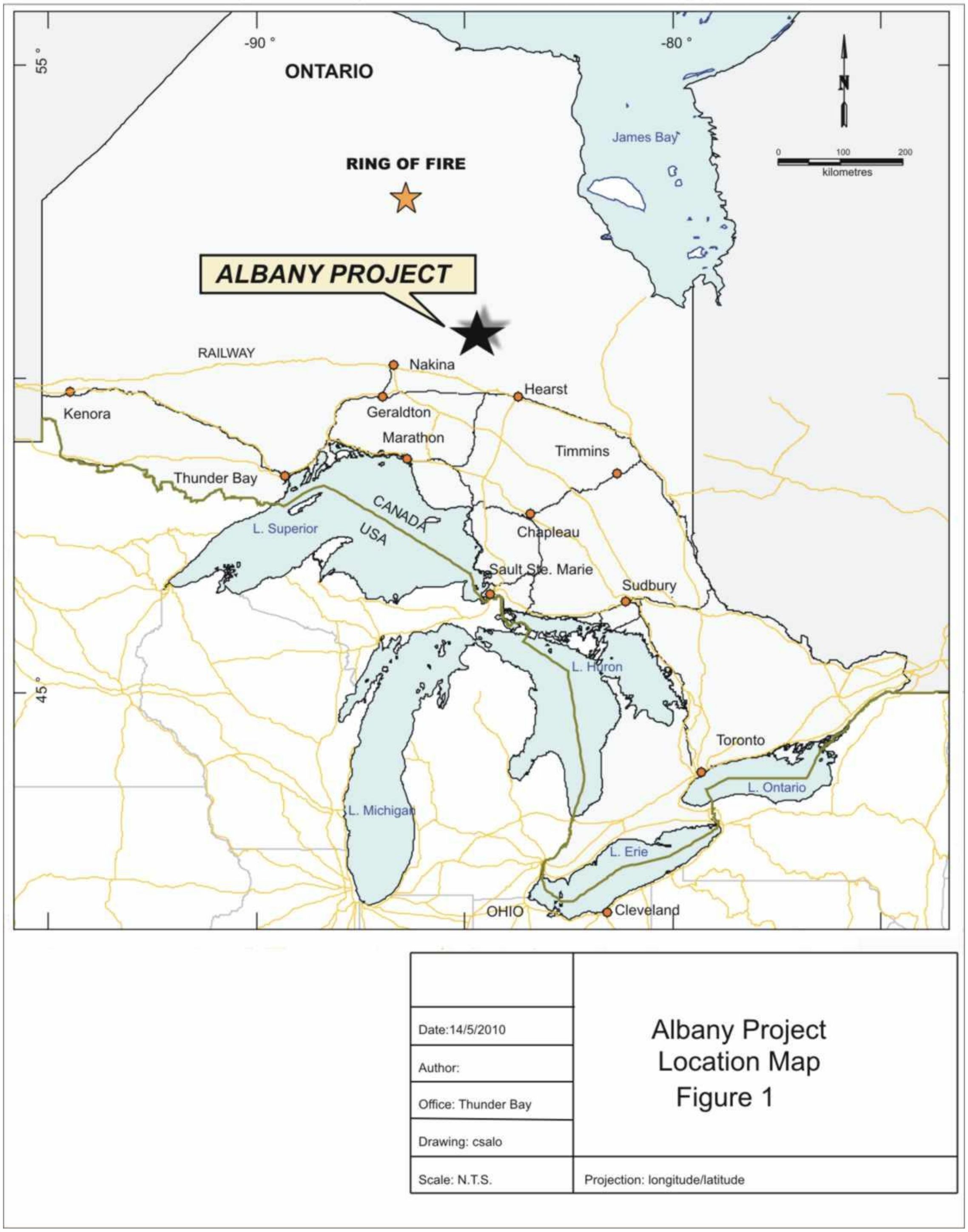
The following disclosure relating to the Albany Project has been derived from the report prepared for the Corporation by Jean M. Legault, M.Sc., P.Geo., of Geotech dated November 1, 2010, as amended on November 26, 2010, and entitled "*43-101 Technical Report on the Albany Project – Porcupine Mining District, Ontario NTS: 42K / 01, 02, 03, 07, 08, 09, 10, 14, 15, 16 - 42F / 15, 16 - 42N / 01, 02, 03, 04, 06 for Zenyatta Ventures Ltd.*" (the "Technical Report"). Mr. Legault, the author of the Technical Report, is a "qualified person" within the meaning of NI 43-101 and is independent of the Corporation. The Technical Report may also be reviewed under the Corporation's profile on the SEDAR website at www.sedar.com.

Project Description and Location

The Claims are located north of Lake Superior and west of James Bay in north-western Ontario, Canada. The southernmost claim block (4b) is approximately 86.5 km west of the town of Hearst, just north (0.46 km) of the Trans Canada Highway #11 (see Figures 1 and 2 below).

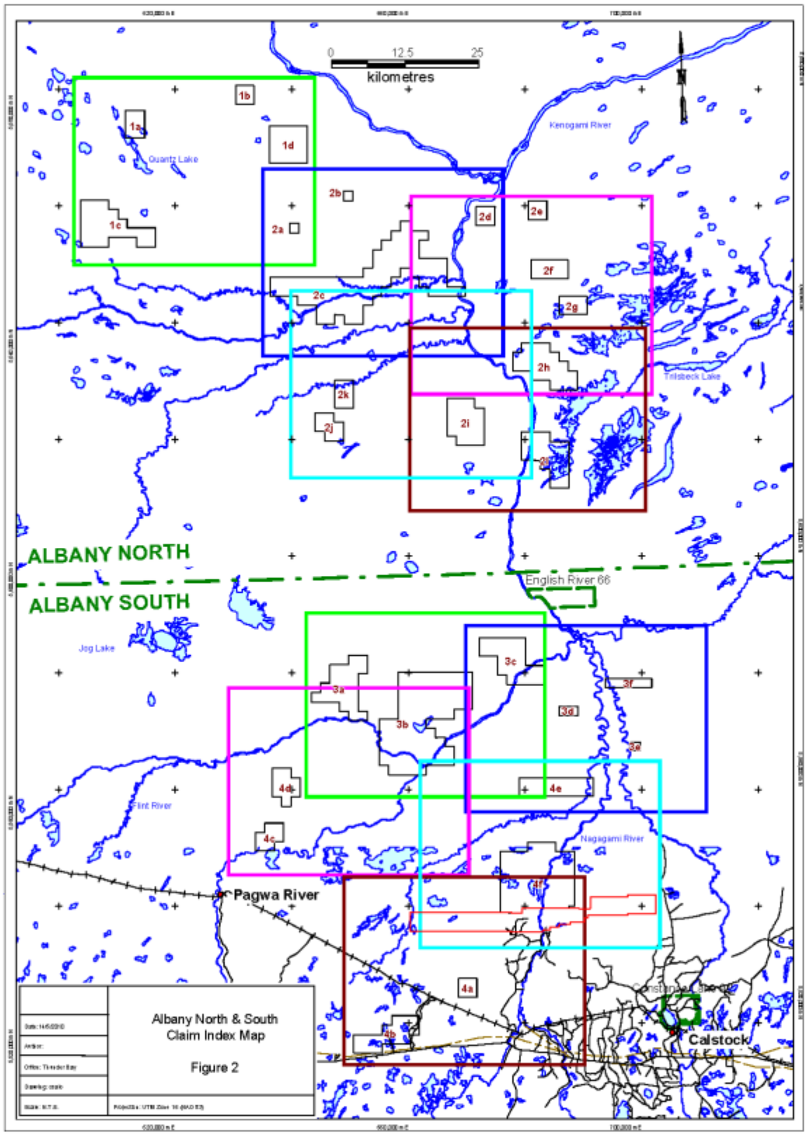
The majority of the Claims were staked during the late summer and fall of 2009, followed by additional staking in the winter and spring of 2010. The Claims are currently owned 25% by the Corporation and 75% by Cliffs Canada, and are registered in the name of Cliffs Canada.

A total of approximately $1,550,000 has been spent to date of the Technical Report on a Geotech airborne EM geophysical survey that began in the field on March 20, 2010 and ended on May 19, 2010. Data processing and interpretation was complete on June 30, 2010. This amount will be filed with the Ministry of Northern Development and Mines (the "MNDM"). The Claims have not been the subject of a cadastral survey. Currently, there are no pending challenges to the title of the claims, and surface rights are owned by the Crown.



Albany Project
Location Map
Figure 1

The Claims cover sections of ground that is reported to have been explored by eight exploration companies: Nagagami River Prospecting, Algoma Ore Properties, Satellite Metal Mines Limited, Keevil Mining, Cedam Limited, Shell Canada Explorations Limited, East-West Resource Corporation and Gowest Amalgamated Resources Limited. Presently, a numbered company "1518164 Ontario Incorporated" holds a group of claims adjacent to and south of the Claim block 4f.



There are no environmental liability issues related to previous exploration work on the Claims. The Corporation has not received from any government authority, any communication or notice concerning any actual or alleged breach of any environmental laws, regulations, policies or permits. There are no permits that must be acquired to conduct the proposed exploration work.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Claims (28 non-contiguous groups) are located over a large area of twenty townships, with all claims blocks located within the Porcupine Mining District of Northern Ontario. The Claims are all located north of Highway 11 and the town of Hearst is situated approximately 86 km to the east of the southernmost Claim block, 4b (see Figure 1).

The Claims are situated within the Hudson Bay-James Bay Lowlands area where the topography is essentially flat, low-lying and swampy. Overburden is very thick in places with little or no outcrop exposure. The Kenogami River flows north in the eastern section of the map area with several meandering tributaries flowing in from the west. There are many creeks flowing between peat bogs throughout the area. Vegetation is dominated by wetlands, with some areas of spruce and alder trees, and cedar swamps. Spruce and alder trees are also abundant along the banks of the Nagagami River and other smaller rivers.

The Claims are located in a remote area of Northern Ontario. Access to most of the Claims can only be gained using float plane, helicopter and All-Terrain-Vehicle. Claim blocks 4a and 4b, located in the southern area can be accessed from Highway 11. Some of the Claims located near the Kenogami River, or other rivers are accessible by boat or canoe. The town of Hearst, population of 5825, located 86 km east from claim block 4b, has many facilities to keep an exploration camp well supplied. Facilities include hotels, housing, hospitals, hardware stores, gas stations, and a local airport. Float plane and helicopter companies can also be found in Hearst.

The Claims are situated in Northern Ontario where there are different climates and weather extremes. Most of the region has a continental climate with warm to hot summers (June, July and August; 25^{o}C to 35^{o}C) and cold winters (December to March, 10 ^{o}C to -20 ^{o}C). Spring and autumn tend to be short seasons and have some of the weather of winter and summer. As a generalization, precipitation ranges from 600 mm to around 900 mm.

Surface exploration work can be carried out during the months of May to November, possibly later if there is no accumulation of snow. Additional exploration work (geophysical surveys and diamond drilling) can be conducted year-round.

History

The Claims cover large amounts of ground that has potential to host nickel, copper, and platinum group metal mineralization. The ground is underexplored and considered new frontier. The land staked by Cliffs Canada in 2009 and 2010 was selected based on geophysical information from Ontario Geological Survey airborne magnetic maps, the geological interpretation of those maps, and additional geological and geophysical data from the following historical exploration assessment reports:

Deposit Type

Mafic-ultramafic intrusion hosted Cu-Ni-PGM deposits range in age from Archean to Tertiary (mainly Archean and Proterozoic in Ontario), are stratabound, and host copper, nickel and/or platinum-group sulphides. These deposits generally occur in two types of cratonic settings: (1) as complexes related to flood basalts in an intracontinental rift environment; and (2) as large strataform complexes either sheet-like or dike-like. Host rocks include (commonly layered) norite, gabbro, quartz diorite, pyroxenite, amphibolite, diabase, peridotite, anorthosite, dunite, troctolite and harzburgite.

The principle mineralogy includes pentlandite, chalcopyrite, pyrrhotite, cubanite, and millerite. Other minerals may include pyrite, marcasite, valleriite, bornite, cobalt sulphides and sphalerite. PGMs may include sulphides, tellurides, arsenides, antimonides and alloys. Generally, the more mafic the composition, the higher the Ni/Cu ratio. The texture and style of the mineralization is disseminated, net textured, sulphide matrix breccia and massive sulphides that occur as stratabound to stratiform, tabular layers or lenses. The ore minerals are commonly located at or near the base of the host intrusion and sulphide veins and disseminations usually occur in the footwall rocks. PGM rich horizons generally occur at a significant distance above the base of the intrusion.

The Corporation is conducting exploration programs targeting nickel, copper, and platinum PGMs on the Claims. The Corporation has identified in the Claims a highly prospective ‘new frontier’ containing a vast underexplored area referred to as the Albany Project or “Arc of Fire” in the James Bay Lowlands. The area has been largely ignored in the past as a result of swamp and the younger Phanerozoic (460-360 Ma) cover rocks, up to 200m thick, overlying the prospective Archean rocks. Recent advances in airborne EM technology have allowed deeper penetration/resolution through the Fe-deficient shallow marine carbonate/clastic sediments to target favourable geological and structural settings within the underlying Archean.

The “Arc of Fire” consists of several large multi-phased mafic-ultramafic-alkalic complexes forming an arc line approximately 150km long. One of these complexes, called the Nagagami River Alkaline Ring Complex, shows similarities to the Mid-Continent Rift related Coldwell Complex on the north shore of Lake Superior. The “Arc of Fire” is believed to also represent a deep seated Proterozoic structure that may be related to the 1.1 billion year old Mid-Continent Rifting. The Mid-Continent Rift is a known deep seated structural environment that hosts a number of significant mineral deposits around Lake Superior, including the recently discovered Rio Tinto’s Eagle and Tamarack Cu-Ni deposits and Magma’s TBN PGM deposit. Rifting environments around the world are host to many large mineral deposits due to a tapping of the copper-nickel rich mantle by way of the structural conduits and traps for metal transport and deposit.

The Corporation will be targeting a Cu-Ni deposit at the Albany Project. The Proterozoic geological and geophysical setting is large enough to host and hide world class deposits of this model type. The “Arc of Fire” has considerable exploration potential with easy access and low-cost entry opportunities. Historical drilling documents favourable rock types such as picrite, gabbro, anorthosite and carbonatites.

Mineralization

The majority of the Claims have not been previously explored. Historical exploration on a very small number of the Claims has been minor. The rocks that underlie the Claims are covered with thick overburden with little to no outcrop exposure, therefore most of the mineralization observed has been from drill core. The following are the Ontario Geological Survey (“OGS”) occurrences located in the Claims:

1) Niobium – UTM’s: 688472.8 East, 5560979.6 North, NAD 83 – a sample of anorthosite assayed 0.1% Nb_2O_5 (MDI# 42K01NM00004) from Algoma drill hole #5-64. (Figure 2, Claim block 4e)

2) Niobium – UTM’s: 685545.8 East, 5551186.5 North, NAD 83 – a sample of amphibole pyroxene syenite assayed 0.3% Nb_2O_5 (MDI# 42K01SW00004) from Algoma drill hole #8-64. (Figure 2, Claim block 4f).

Additional mineral occurrences (observed in drill core) have been reported in historical exploration company assessment reports:

1) Mineralization in outcrop: trace pyrrhotite, pyrite and chalcopyrite - UTM`s: 652395E/5515600N, NAD 83 - observed in gabbro/norite. (Figure 2, claim block 4b)

2) DDH #4: UTM’s 652360E, 5515621N, NAD 83 - 2% pyrrhotite, pyrite, trace chalcopyrite within gabbro/norite. (Figure 2, claim block 4b)

3) DDH #4-64: UTM’s 690049E/5561066N, NAD 83 - 5-10% magnetite within syenite; at 755 feet – 20% magnetite until end of hole. (Figure 2, claim block 4e)

4) DDH#5-64: UTM’s 688452E/5561071, NAD 83 - 5% magnetite in diorite. (Figure 2, claim block 4e)

5) DDH #8-64: UTM’s 685792E, 5551132N, NAD 83 - trace amounts of REE’s in drill hole – 0.04% columbium, 0.1% lanthanum, 0.02% neodymium. (Figure 2, claim block 4f)

6) DDH #HS69-1: UTM’s 696226E, 5579982N, NAD 27 - at 1338 feet, thin seam of calcite and quartz, containing pyrrhotite and chalcopyrite. (Figure 2, claim block 3f)

7) DDH #HD69-1B: UTM’s 656977E, 5639148N, NAD 27 - at approximately 900 feet, intersected gabbro with minor sulphides. (Figure 2, claim block 2c)

8) DDH #HA69-1: (South of Lone Lake area) At 731 feet to 901 feet, drilling intersected magnetite carbonatite described as: “blue-grey granular quartz with magnetite in small disseminated grains interbedded with seams, stringers and veins of massive magnetite. Contains some massive magnetite beds, estimated at 30-40% soluble iron. (Exact location not found.)

Exploration
The Corporation is conducting staged exploration on the Claims. The preliminary exploration utilized a helicopter borne time domain EM geophysical VTEM35 survey flown by Geotech. Geotech's time-domain EM system utilizes modern advances in digital electronics and signal processing. The VTEM35 system has the highest signal to noise ratio of any airborne EM system resulting in the deepest possible depth of investigation.

A test survey conducted over two Claim blocks indicated that the VTEM35 system has excellent penetration in what is a moderately conductive environment. Geotech’s modeling suggests that the VTEM35 system is mapping a thickness of approximately 350-400 meters on average. Based on these results the VTEM35 system is expected to map a thickness with similar resistivity depths approaching 600 meters.

The field portion of the survey commenced on March 20, 2010 and ended May 19, 2010, with lines flown in a north-south direction using 150 metre line spacing. The survey totalled approximately 9450 line km over 28 Claim blocks. Results of this survey were used to identify several high priority geophysical electromagnetic targets for follow-up drilling under the recommended Phase I and II Drill Budgets.

Interpretation and Conclusions
The Claims are situated in a vast area of Northern Ontario that in the opinion of the author of the Technical Report is underexplored. The Claims cover ground that is considered new frontier in mineral exploration. The disclosure in the Technical Report summarizes the limited historical exploration work carried out by companies, reported results, interpretation of geophysical surveys and diamond drilling, and recommendations for future exploration work on the Claims.

The Claims cover ground that has potential to host Cu-Ni-PGM deposits. Most of the limited historical exploration has been reconnaissance geophysical surveys (airborne and ground magnetic, and electromagnetic projects), with a minor amount of follow-up diamond drilling. Past geophysical magnetic surveys have outlined several anomalies within the Precambrian rocks that underlie the Paleozoic limestone. A helicopter borne VTEM geophysical survey has been successfully completed over the Claims. Results have been presented as stacked profiles, and contour color images at a scale of 1:10,000 & 1:20,000. The survey results are supported by the EM anomaly picking, EM time-constant (Tau) and magnetic derivative analyses that were performed. The results of the Corporation's recently flown helicopter borne magnetic and EM survey outlined several high priority targets for diamond drill testing of possible Cu-Ni-PGM mineralization.

Recommendations and Budget

The Corporation has finished the preliminary exploration for Cu-Ni-PGE targets on the Claims and conducted a follow-up two-phase exploration program described below.

The preliminary exploration on the Claims, carried out in the winter and spring of 2010, consisted of a Geotech helicopter borne VTEM 35 survey. Results of this survey have been used to identify high priority airborne EM targets for diamond drilling. A total of 22 high priority geophysical anomalies (EM and magnetic) were identified for follow-up modeling and drill testing with a minimum of 1000 metres per target in 2011. Based on the geophysical results obtained, a number of other EM anomalies were identified on various Claim blocks and warranted drill testing. The magnetic results may also contain worthwhile information in support of exploration targets of interest. It was therefore recommended in the Technical Report that a detailed interpretation of the available geophysical data be conducted, in conjunction with the geology. It was recommended that this should include 2D - 3D inversion modeling analyses and magnetic derivative analysis prior to ground follow up and drill testing.

A two phase exploration program was conducted that included geophysical modeling and a minimum of 22,000 metres of diamond drilling to test airborne magnetic and EM anomalies. The two-phase exploration program on the Claims in 2011 & 2012 cost an estimated total of >$10 million and included the discovery of a rare form of graphite mineralization.

Outlook

The priority for the Corporation at this point is to continue the drilling exploration program on the 100% owned Albany 'vein –type' Graphite Deposit throughout the 2013 calendar year with a remaining budget of approximately $3.5 million. Additionally, drilling will be conducted on the other Claims held under agreement with Cliffs with a budget of $1 million.

Selected Financial Information

The following table sets forth selected financial information with respect to the Corporation as at and for the years ended March 31, 2013 and 2012. The selected financial information has been derived from the audited financial statements of the Corporation for the financial years indicated. The following should be read in conjunction with the said financial statements and related notes thereto.

	Year ended March 31, 2013 (Audited)	Year ended March 31, 2012 (Audited)
Total Revenue	$19,468	$51,387
Net Loss	$(2,351,960)	$(1,039,298)
# Shares Outstanding	48,369,862	39,570,313
Net Loss per Share (Basic)	$(0.06)	$(0.03)
Net Loss per Share (Diluted)	$(0.06)	$(0.03)
Total Assets	$16,947,928	$11,263,260
Total Financial Liabilities	$500,555	$1,036,212
Total Shareholder's Equity	$16,447,373	$10,227,048

Summary of Quarterly Results

The following table sets out selected quarterly information for the eight most recently completed quarters, from the date of incorporation to the most recent interim period for which financial statements are prepared.

	March 31, 2013	Dec. 31, 2012	Sept. 30, 2012	June 30, 2012	March 31, 2012	Dec. 31, 2011	Sept. 30, 2011	June 30, 2011
Revenue	$3,942	$3,904	$4,409	$7,213	$18,515	$5,024	$15,284	$12,564
Loss	$1,120,855	$554,102	$292,312	$384,691	$242,543	$307,240	$411,869	$77,646
Loss per Share (Basic)	$0.03	$0.01	$0.01	$0.01	$0.01	$0.01	$0.01	$0.00
Loss per Share (Diluted)	$0.03	$0.01	$0.01	$0.01	$0.01	$0.01	$0.01	$0.00

Liquidity and Capital Resources

The Corporation had estimated working capital of $6,361,801 (2012: $2,817,290) and cash of $5,316,645 (2012: $1,112,185) as at March 31, 2013. The Corporation funded operations during the year ended March 31, 2013 through the net proceeds of warrants exercised and existing cash and investments.

The Corporation remains in sound financial position to fund its currently planned and anticipated exploration programs, operating expenses and contractual commitments for calendar year 2013, as well as meet currently known contractual commitments beyond the 2013 work program.

The Corporation will need to raise additional funding to finance future exploration programs and development activity. The availability of equity capital, and the price at which additional equity could be issued, is dependent upon the success of the Corporation's exploration activities, and upon the state of the capital markets generally. Additional financing may not be available on terms favourable to the Corporation or at all. If the Corporation does not receive future financing, it may not be possible for the Corporation to advance the exploration and development of the Claims.

Off Balance Sheet Arrangements
There are currently no off balance sheet arrangements which could have an effect on current or future results or operations, or the financial condition of the Corporation.

Transactions with Related Parties
During the year ended March 31, 2013, a corporation controlled by a director and officer of the Corporation charged $nil (2012: $61,493) for equipment.

The remuneration of directors and other members of key management personnel during the years ended March 31, 2013 and 2012 were as follows:

a) Short-term benefits - $334,425 (2012: $259,500)
b) Share-based payments - $825,457 (2012: $274,939)

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Corporation directly or indirectly, including any directors (executive and non-executive) of the Corporation.

Current and Future Changes in Accounting Policy

Statement of Compliance

The financial statements, including comparatives for the year ended March 31, 2013, have been prepared using accounting policies in compliance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

Ongoing IFRS Conversion Monitoring

The Corporation 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 Corporation's operations. On an ongoing basis, the Corporation 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 Corporation'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 Corporation's financial reporting in future periods.

Future Accounting Changes

IFRS 9 *Financial Instruments*, issued in November 2009, effective for annual periods beginning on or after January 1, 2015 with early adoption permitted, introduces new requirements for the classification and measurement of financial instruments. The Corporation has not early adopted IFRS 9 and has not yet considered the impact on its financial statements.

In May 2011, the IASB issued the following standards, effective for annual periods beginning on or after January 1, 2013 with early adoption permitted, which have not yet been adopted by the Corporation: IFRS 10 *Consolidated Financial Statements*, IFRS 11 *Joint Arrangements*, IFRS 12 *Disclosure of Interests in Other Entities*, IRFS 13 *Fair Value Measurement*, IAS 27 *Separate Financial Statements*, and IAS 28 *Investments in Associates*.

In June 2011, the IASB issued IAS 1 Presentation of Financial Statements effective for annual periods beginning on or after July 1, 2012.

In December 2011, the IASB amended IAS 32 Financial Instruments: Presentation. The Corporation intends to adopt IAS 32 in its financial statements for the annual period beginning on April 1, 2013.

The Corporation is assessing the impact of these new standards, but does not expect them to have a significant impact on the financial statements.

Financial Instruments and Other Instruments

The Corporation’s financial instruments consist of cash, temporary investments, accounts and other receivables, and accounts payable and accrued liabilities. Unless otherwise noted, the Corporation does not expect to be exposed to significant interest, currency or credit risks arising from these financial instruments. The Corporation estimates that the fair value of these financial instruments approximate carrying values.

The Corporation has designated its temporary investments as held-for-trading, which are measured at fair value. Financial instruments as at March 31, 2013 included cash, and accounts and other receivables, which are classified as loans and receivables and is measured at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost. As at March 31, 2013, the carrying and fair value amounts of the Corporation's financial instruments are approximately the same.

At March 31, 2013, the Corporation’s financial instruments that are carried at fair value, consisting of temporary investments, have been classified as Level 1 within the fair value hierarchy.

Fair value estimates are made at the balance sheet date based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties in significant matters of judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect these estimates.

Disclosure of Outstanding Share Data

The Corporation is authorized to issue an unlimited number of shares, of which 48,369,862 (2012: 39,570,313) shares were issued and outstanding as fully paid and non-assessable as at March 31, 2013. Also, 7,810,000 (2012: 15,055,549) warrants were outstanding as at March 31, 2013.

Refer to Note 7(c) of the audited financial statements for details regarding stock options issues and exercisable as at March 31, 2013

9,225,000 common shares and 4,027,000 warrants of the Corporation held by Principals (as defined by the TSX-V) of the Corporation prior to the completion of the IPO were held in escrow. 10% of such securities were released upon completion of the IPO, and 15% will be released every six months thereafter, subject to acceleration provisions provided for in National Policy 46-201 – Escrow for Initial Public Offerings. In addition, 14,565,000 shares held by non-principals prior to the completion of the IPO are subject to resale restrictions imposed by the TSX-V. 150,000 of such shares are subject to the release schedule noted above; 4,175,000 of such shares are subject to a one-year hold period with 20% released every three months, the first release being the completion of the IPO; and 10,240,000 of such shares are subject to a four-month hold period with 20% released every month, the first release being the completion of the IPO. As at March 31, 2013, 2,812,500 shares and 1,208,100 warrants were held in escrow (March 31, 2012: 5,625,000 shares and 2,416,200 warrants).

Risks and Uncertainties

The Corporation's risk exposures and the impact on the Corporation's financial instruments are summarized below. As at March 31, 2013 there had been no changes in the risks, objectives, policies and procedures from the previous period.

Credit risk

As at March 31, 2013, the Corporation's credit risk was primarily attributable to cash, temporary investments, and accounts and other receivables. The Corporation has no significant concentration of credit risk arising from operations. Financial instruments included in accounts and other receivables consisted of harmonized sales tax due from the Federal Government of Canada. The Corporation's cash and temporary investments are held with reputable financial institutions. Management believes that the credit risk with respect to financial instruments included in accounts and other receivables is remote.

Liquidity risk

The Corporation's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As of March 31, 2013, the Corporation had a cash balance of $5,316,645 as well as $1,289,913 in temporary investments to settle current liabilities of $500,555. The Corporation's ability to continue operations and fund its exploration property expenditures is dependent on management's ability to secure additional financing. Management is continuing to pursue various financing initiatives in order to provide sufficient cash flow to finance operations as well as funding its exploration expenditures. All of the Corporation's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Interest rate risk

The Corporation has cash balances and temporary investments. The Corporation's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Corporation periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. The Corporation closely monitors interest rates to determine the appropriate course of action to be taken by the Corporation.

Price risk

The Corporation is exposed to price risk with respect to commodity prices. The Corporation closely monitors commodity prices to determine the appropriate course of action to be taken by the Corporation.

Exploration risk

Mineral exploration and development involve a high degree of risk and few projects are ultimately developed into producing mines. There is no assurance that the Corporation's future exploration and development activities will result in the definition of a body of commercial ore. Whether an ore body will be commercially viable depends on a number of factors including the particular attributes of the deposit such as size, grade and proximity to infrastructure, as well as mineral prices and government regulations, including environmental regulations.

Financial Capability and Additional Financing

If the Corporation's exploration programs are successful, additional funds will be required in order to complete the development of its properties. The only sources of future funds presently available to the Corporation are the sale of additional equity capital or the entering into of joint venture arrangements or other strategic alliances in which the funding sources could become entitled to an interest in the properties or the projects. The Corporation's capital resources are largely determined by the strength of the junior resource market and by the status of the Corporation's projects in relation to these markets, and its ability to compete for investor support of its projects.

There is no assurance that the Corporation will be successful in raising sufficient funds to meet its obligations or to complete all of the currently proposed exploration programs. If the Corporation does not raise the necessary capital to meet its obligations under current contractual obligations, the Corporation may have to forfeit its interest in properties or prospects earned or assumed under such contracts. In addition, if the Corporation does not raise the funds to complete the currently proposed exploration programs, the viability of the Corporation could be jeopardized.

Permits and Government Regulation

Although the Corporation believes it has all of the necessary permits to carry out the proposed exploration programs, the operations of the Corporation may require licenses and permits from time to time from various governmental authorities to carry out exploration and development at its projects. Obtaining permits can be a complex, time-consuming process. There can be no assurance that the Corporation will be able to obtain the necessary licences and permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the Corporation from continuing or proceeding with existing or future operations or projects. Any failure to comply with permits and applicable laws and regulations, even if inadvertent, could result in the interruption or closure of operations or material fines, penalties or other liabilities. In addition, the requirements applicable to sustain existing permits and licenses may change or become more stringent over time and there is no assurance that the Corporation will have the resources or expertise to meet its obligations under such licenses and permits.

The mineral exploration activities of the Corporation are subject to various laws governing prospecting, development, production, taxes, labour standards, occupational health, mine safety, waste disposal, toxic substances and other matters. Mining and exploration activities are also subject to various laws and regulations relating to the protection of the environment, historical and archaeological sites and endangered and protected species of plants and animals. Although the exploration activities of the Corporation are currently carried out in material compliance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration or development. New rules and regulations may be enacted or existing rules and regulations may be applied to the operations and activities of the Corporation and could have a substantial adverse impact on the Corporation.

Fluctuating Prices

The profitability of the Corporation’s operations will be dependent upon the market price of mineral commodities. Mineral prices fluctuate widely and are affected by numerous factors beyond the control of the Corporation. The level of interest rates, rate of inflation, world supply of mineral commodities, consumption patterns, sales of nickel and copper, forward sales by producers, production, industrial and consumer demand, speculative activities and stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The prices of mineral commodities have fluctuated widely in recent years. Current and future price declines could cause commercial production to be impracticable. The prices of commodities are affected by numerous factors beyond the Corporation’s control.

Environmental Regulation
The Corporation's activities are subject to environmental laws and regulations which may materially adversely affect its future operations. These laws and regulations control the exploration and development of the Albany Project and their effects on the environment, including air and water quality, waste handling and disposal, the protection of different species of plant and animal life, and the preservation of lands. These laws and regulations will require the Corporation to acquire permits and other authorizations for certain activities. There can be no assurance that the Corporation will be able to acquire such necessary permits or authorizations on a timely basis, if at all.

Further, environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Corporation's operations.

The Corporation is not currently insured against most environmental risks. Without such insurance, and if the Corporation becomes subject to environmental liabilities, the payment of such liabilities would reduce or eliminate its available funds or could exceed the funds the Corporation has to pay such liabilities and result in bankruptcy.

Proposed transactions
As is typical of the mineral exploration and development industry, the Corporation is continually reviewing potential merger, acquisition, investment and joint venture transactions and opportunities that could enhance shareholder value. At present there are no transactions being contemplated by management or the board that would affect the financial condition, results of operations and cash flows of any asset of the Corporation.

Commitments and contingencies

Leases
On January 10, 2013, the Corporation entered into three leases for vehicles. The lease terms are for a period of two years expiring January 9, 2015. The Corporation must pay an aggregate of $1,953 per month under the terms of the leases.

Minimum lease payments remaining in the Company's fiscal years to the expiration of the leases are as follows:

2014	$23,436
2015	$19,530

Employment Agreement
The Corporation's President and Chief Executive Officer is the only officer who currently has an employment agreement with the Corporation with a change of control provision. The agreement, dated August 1, 2010, provides that in the event that the employment is terminated by the Corporation other than for cause, or within six months of a change of control of the Corporation, then the officer is entitled to (i) a lump sum payment equal to the greater of 24 months' salary or six months' salary for each year or partial year of service, (ii) all outstanding and accrued regular and vacation pay and expenses and (iii) the immediate vesting of his options which shall continue to be available for exercise for a period of 30 days following the date of termination. The current salary level for this individual pursuant to the employment agreement is $225,000 per annum.

Exploration Agreement

The Corporation has entered into an agreement with Constance Lake First Nation ("CLFN") governing the relationship between them in regard to the Corporation's exploration on traditional lands of CLFN.

Cost of Implementation Committee

On a yearly basis, commencing on the date that the implementation committee is formed and continuing for the following twelve (12) months, the Corporation shall make a total contribution of $22,000, and in years following the year in which this agreement is executed, an additional amount equivalent to the increase in the Ontario consumer price index for the preceding year, to pay: the reasonable expenses of the Corporation's implementation committee members; the reasonable costs of an archaeologist for any archaeological assessments.

Cost of Annual Gathering

On an annual basis, $1,200, and in years following the year in which this agreement is executed, an additional amount equivalent to the increase in the Ontario consumer price index for the preceding year, for CLFN and the Corporation to have a community "feast" and conduct an information session with CLFN members about the exploration, this agreement and any issues pertaining to this agreement's implementation;

Eagles Earth Cree Commitment

The Corporation has entered into an agreement with Eagles Earth Cree and Ojibway Historical Centre to lease certain buildings, cabins and lands for the period commencing March 1, 2013 and ending July 31, 2013. The Corporation has committed to pay rent of $10,000 per month, except for the month of March 2013, for which a reduced rent of $5,000 was paid.

Subsequent Events

Subsequent to the year ended March 31, 2013, 6,690,000 share purchase warrants were exercised at a price of $1.00 per warrant for total proceeds of $6,690,000.

Subsequent to the year ended March 31, 2013, 120,000 share purchase warrants with an exercise price of $1.00 per warrant expired unexercised.

Critical accounting estimates

A detailed summary of all of the Corporation's significant accounting policies is included in Note 2 to the March 31, 2013 audited annual financial statements.

Internal Controls over Financial Reporting

Management is responsible for the design of internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements in accordance with accounting principles generally accepted in Canada. Based on regular reviews of its internal control procedures during and at the end of the period covered by this MD&A, management believes its internal controls and procedures are effective in providing reasonable assurance that financial information is recorded, processed, summarized and reported in a timely manner.

Changes to Internal Control over Financial Reporting

There have been no significant changes to the Corporation's internal controls over financial reporting that occurred during the year ended March 31, 2013 that have materially affected, or are reasonably likely to materially affect the Corporation's internal control over financial reporting.

Disclosure Controls

Management is also responsible for the design and effectiveness of disclosure controls and procedures to provide reasonable assurance that material information related to the Corporation is made known to the Corporation's certifying officers. The Corporation's Chief Executive Officer and Chief Financial Officer have each evaluated the effectiveness of the Corporation's disclosure controls and procedures as of March 31, 2013 and have concluded that these controls and procedures are effective in providing reasonable assurance that material information relating to the Corporation is made known to them by others within the Corporation.