

JAYDEN RESOURCES INC.
(formerly Pinnacle Mines Ltd.)
**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND
RESULTS OF OPERATIONS
FOR THE SIX MONTHS ENDED JUNE, 2010**

The following Management's Discussion and Analysis ("MD&A") is intended to assist the reader to assess material changes in financial condition and results of operations of Jayden Resources Inc. ("Jayden" or the "Company") as at June 30, 2010 and for the six months then ended in comparison to the same period in 2009.

In August 2010, the applicable provincial securities commissions granted the Company exemptive relief to adopt International Financial Reporting Standards ("IFRS") with an adoption date of January 1, 2010 and a transition date of January 1, 2007.

This MD&A should be read in conjunction with the condensed consolidated financial statements for the six months ended June 30, 2010 and supporting notes. These condensed financial statements have been prepared using accounting policies consistent with IFRS and in accordance with International Accounting Standard 34 ("IAS 34") – Interim Financial Reporting. A reconciliation of the previously disclosed comparative periods' financial statements prepared in accordance with Canadian generally accepted accounting principles to IFRS is set out in Note 13 to these condensed financial statements.

All monetary amounts are in Canadian dollars unless otherwise specified. The effective date of this MD&A is November 26, 2010. Additional information relating to the Company is available on SEDAR at www.sedar.com.

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1. Overview

Jayden is a mining exploration company engaged in resource exploration and project development. In this regard, the Company's plan is to acquire properties of merit and take them through the exploration phase and hopefully through feasibility and on to construction and operations.

Jayden is in the advanced stage of exploration on its 70% owned Silver Coin Property. Since 2004, the Company, along with its joint venture partner Mountain Boy Minerals Ltd. ("Mountain Boy") has conducted extensive exploration as well as environmental, metallurgical and resource studies on its Silver Coin Property. In April 2007, Minefill Services calculated a NI 43-101 compliant resource on the Silver Coin Property. Subsequently, the Company conducted aggressive drill campaigns in 2007 and 2008. In December of 2009 Tetra Tech Inc completed a NI 43-101 compliant Preliminary Economic Assessment, incorporating the new drill holes and issued an update to this report on March 12, 2010.

The Company is currently in the process of refining its resource estimates, development timeline and cost estimates and plans to issue a new NI 43-101 compliant Technical Report prepared by Minarco Mineconsult (issued September 2010).

Jayden has conducted the majority of its exploration on its properties using third party geological consultants while using subcontractors for specialized aspects of exploration.

The Company is taking additional steps to advance the Silver Coin Property toward production. These include contracting AMEC Earth and Environmental to continue environmental baseline studies begun in 2009 by Cambria Gordon Ltd. This baseline environmental study will be part of the Company's future effort to complete an environment assessment and obtain permits to build and operate the project.

Metallurgical test work, including comminution testing, continues to support the Company's belief that the Silver Coin mineralization can be effectively treated using standard milling practices.

The Company completed a drill program in September of 2010 with the objectives of confirming historical drill results, filling in undrilled portions of the mineralization, extending the mineralization to the north of the existing resource and obtaining fresh core for continued metallurgical testing.

2. Highlights for the quarter ended June 30, 2010

- Jayden received the NI 43-101 Preliminary Economic Assessment Report for its Silver Coin gold project prepared by Tetra Tech, Inc., a Colorado engineering firm.
- Jayden filed the final short form prospectus in each of Canada's provinces and territories in respect of the rights offering for gross proceeds of \$4,578,807.
- At March 31, 2010, the Company had a cash position (including cash, cash equivalents, and short-term investments) of \$370,226 (December 31, 2009 - \$841,850).
- In May 2010, Jayden completed its rights offering raising gross proceeds of \$4,578,807 and increasing its outstanding shares to 183,152,268.
- In May 2010, Jayden entered into a financial services advisory agreement with Baron Capital Limited of Hong Kong ("Baron"). Baron will provide various consulting services, including general corporate and financial advice as to strategies, structures and alternatives to provide the Company with exposure to potential new markets and funding opportunities, including potential acquisitions or divestitures, merger or partnership opportunities or alternative listings for the Company's securities.

- In May 2010, the Company entered into an option agreement with Great Bear Resources (“Great Bear”) whereby Great Bear can earn a 100% interest in the Company’s Surprise Creek property in return for \$150,000 and 700,000 shares issued in stages over 2 years. The Company will retain a 1% Net Smelter Return on the property which Great Bear can purchase for \$1,000,000.
- in May 2010, at the Company’s AGM, the shareholders elected David Eaton, Robert Perry and Letty Wan as new directors. Subsequent to the AGM, David Eaton was appointed CEO, Robert Perry VP of Exploration and Letty Wan Chairman of the Board.
- In June 2010, the Company changed its name to Jayden Resources Inc.
- In June 2010, the Company engaged AMEC America’s Ltd. to conduct second phase environmental studies on its Silver Coin Project.

2.1 Highlights subsequent to the quarter ended June 30, 2010

- In September 2010, the Company appointed Robert Felder as President of the Company.
- In September and October 2010, the Company completed a 2800 metre drilling program on the Silver Coin Project.
- In September 2010, the Company issued its new NI 43-101 Technical Report for its Silver Coin Project completed by the engineering firm Minarco MineConsult based in Beijing, China.
- In November 2010, the Company received conditional approval to list on the Toronto Stock Exchange, where it will continue to trade under the symbol “JDN”.

3. Results of operation for the six months ended June 30, 2010

The following table sets forth selected consolidated information for the six months ended June 30, 2010 and 2009:

For the six months ended June 30,	2010	2009
Financial results:		
Net (loss) for the period	\$ (3,047,693)	\$ (518,905)
Basic and diluted gain (loss) per share	(0.02)	(0.00)
Balance sheet data:		
Cash and cash equivalents	3,371,328	1,872,524
Mineral properties	9,216,628	8,979,555
Total assets	13,145,806	11,123,420
Shareholders' equity	12,665,500	11,312,988
Cash flow data:		
Exploration expenditures	(422,221)	(291,845)
Common share proceeds (gross)	4,578,807	-

Because the Company is an exploration company, it has no revenue from mining operations. During the quarter ended June 30, 2010, revenue consisted of interest income and income from renting its Stewart building to the Company's joint venture partner in the Silver Coin Project.

The table below sets forth selected results of operations for the Company's eight most recently completed quarters.

	Jun 30, 2010	Mar 30, 2010	Dec 31, 2009	Sep 30, 2009	Jun 30, 2009	Mar 30, 2009	Dec 31, 2008	Sep 30, 2008
Net gain (loss)	(2,745,086)	(302,607)	(20,712)	(960,269)	(341,865)	(177,087)	(2,715,792)	(185,023)
Basic and diluted gain (loss) per share	(0.02)	(0.00)	(0.00)	(0.01)	(0.00)	(0.00)	(0.00)	(0.01)
Write-down of interests in mineral properties	-	-	(6,697)	(684,292)	(136,457)	-	(2,582,819)	-
Share-based payments	1,631,018	701	-	64,489	-	268	(11,365)	48,028
Total assets	13,145,806	9,623,470	9,837,789	10,085,725	10,668,151	11,123,420	11,629,837	11,721,789
Working capital	3,302,186	375,101	765,629	1,275,259	1,599,900	1,846,829	2,024,021	479,316

Quarter ended June 30, 2010 compared to quarter ended June 30, 2009

For the three-month period ended June 30, 2010, the Company recorded a net loss of \$2,745,086 compared to \$341,046 in the comparable period in the prior year. The large increase in net loss is attributable, in part, to the higher professional and regulatory fees, due to the rights offering and in part to the share-based payment of \$1,630,317 in the current quarter. Management fees and investor relations were also higher than the comparable period in the prior year reflecting a company that has reorganized and is committed to moving forward in the current economic climate.

The Company started 2010 with a working capital of \$765,629 and by the end of the three-month period this position had decreased to \$375,101, a net decrease of \$390,528 which is primarily accounted for in exploration expenditures and professional and regulatory fees but with the completion of the rights offering in May, the working capital increased to \$3,302,186.

3.1 Exploration projects

3.1.1 Silver Coin Property:

The Silver Coin Property is located approximately 25 kilometers by road north of Stewart, British Columbia in the Skeena Mining Division of British Columbia. The Property includes 26 mineral claims with a net area of approximately 1,255 hectares (approximately 12.55 million sq.m), made up of the Core Claims and the INDI Claims. Jayden owns a 70% interest in the Core Claims and unrecorded beneficial interest of 28.05% in the INDI Claims. The majority of the known gold resource of the Silver Coin Property is located within the Core Claims. Jayden has an option to acquire an additional 10% interest in the Core Claims from Mountain Boy by increasing its contribution towards exploration and development expenses on the Silver Coin Property by C\$4,000,000 on or before 31 July 2014. The four INDI Claims are peripheral to the majority of the currently delineated mineral resources, and are beneficially owned as to 28.05% by Jayden, 26.95% by Mountain Boy and 45% by Nanika Resources Inc.

The Core Claims held between the Company and Mountain Boy are the subject of a joint venture agreement that was signed in June of 2006. On 6 July 2009, the Company entered into a further agreement with Mountain Boy to acquire an additional 19% interest in the Core Claims, bringing its ownership in the Core Claims to 70% and converting Mountain Boy's interest to a carried interest. Mountain Boy was granted a first right to negotiate contracts to provide services in connection with exploration and development work on the Silver Coin Property. Since June 2006,

the Company has been the operator of the Silver Coin Property, with Mountain Boy serving in advisory and contractor capacities only.

Extensive exploration and drilling has been completed on the Silver Coin Property site. Initial environmental studies and basic metallurgical and processing test work completed on the project reveal no major obstacles to advance the project to development stage. The Company is currently in the process of refining its resource estimates, development timeline and cost estimates and plans to issue a new NI 43-101 compliant technical report in the near future.

The property covers an area of Lower-Jurassic age, intensely altered intermediate volcanic rocks. Detailed regional and property scale geologic mapping conducted by government and company-contracted geologists indicates that the area was a regional paleotopographic high with a stratovolcano centered on the nearby Mount Dilworth. The rocks are cut by a variety of intrusive rocks of both Early Jurassic and Eocene age. In 1991, 102,539 tonnes at an average grade of 8.9 g/t Au and 55.50 g/t Ag was produced from the property from the high-grade Facecut Zone, located on the Big Missouri claim. This ore was mined from underground drifts and processed at the nearby Silbak Premier Mill.

The location of Silver Coin is ideal for the construction of a potential open pit mining operation. The Granduc Road passes through the property, linking Silver Coin with the deep water port at Stewart, B.C. The deposit is 5 kilometres north of the Silbak Premier Mine, which produced approximately 1.8-2.0M ounces of gold.

Prior to the Company's participation in the Silver Coin Property, a total of 422 holes were drilled with an aggregate depth of approximately 37,401 meters. This historic drilling included 293 underground drill holes with an aggregate depth of approximately 17,500 meters during the period from 1988 to 1994.

In 2004, Mountain Boy resumed active exploration on the Silver Coin Property. The Company became involved in the project in 2005 and during the period from 2004 to 2008, the Company and Mountain Boy drilled a total of 324 surface core holes with an aggregate depth of approximately 50,305 meters. There was no drilling completed on the Silver Coin Property during 2009.

In 2009, the Company contracted Cambria Gordon Ltd. to conduct preliminary environmental baseline studies including characterization of water quality, a search for the potential presence of endangered and threatened plants and animals, a survey of critical habitat for such plants and animals assessment of stream flow measures and determination of the fish bearing status of the No Name Lake. Most importantly, they determined that to RIC standards, No Name Lake, a potential site for tailings placement, is devoid of fish and thus remains a potentially viable option for design and operation of the project. Using floating/sinking gill nets and minnow traps, no fish were captured. Additionally, Cambria Gordon completed a preliminary vegetation inventory looking for rare and/or endangered plant species and ecological communities. They determined that such species were not present within the representative plots sampled. They also completed a preliminary wildlife and wildlife habitat assessment. Rare and/or endangered wildlife species were not observed within the representative sites assessed. Grizzly bear foraging habitat was present but was not identified as critical habitat within the representative sites assessed. Cambria Gordon also addressed the permitting and environmental implications of using cyanide in a closed circuit to recover gold from the Silver Coin mineralized material. They concluded that beyond normal permitting issues, there are no prohibitions to the use of cyanide on the site and indeed the nearby Silbak Premier Mine was a historical user of cyanide.

In April of 2010, the Company contracted AMEC Earth and Environmental to continue environmental baseline studies on the Silver Coin Property. AMEC is focusing on surface hydrology studies to characterize flow rates in several critical streams on the property, surface water quality of these streams and confirmation studies of the status fish-bearing status of No

Name Lake. AMEC has also installed a continuously monitoring weather station on the property to establish baseline air quality and climate data for the project. To date, hydrology studies are continuing and AMEC has completed its survey of No Name Lake and confirmed the conclusions of the 2009 Cambria Gordon studies that the lake is not fish bearing.

During 2009, the Company also collected bulk samples from trenches for comminution testing to determine what type of crushing and grinding equipment would be appropriate and to assess power consumption. The preliminary results of this testing indicate that the mineralized material can be crushed and ground using normal equipment and it does not represent any unusual challenge in modeling the metallurgical characteristics of the deposits.

Metallurgical testing was conducted on selected drill core from the Silver Coin during the period of 2005 to 2009. Several different process routes were investigated for the recovery of the contained gold, including:

- Flotation
- Whole-ore cyanidation
- Cyanidation of flotation concentrates

Rougher flotation results show the gold is very amenable to recovery into a bulk sulfide concentrate, and that gold recovery from the low-sulfur composite was about 94%.

Selected flotation concentrates produced from the composites were reground and subjected to CIL cyanidation for 96 hours. Gold extractions ranged between 90-96%.

In summary, metallurgical testing shows flotation recoveries of 95% of the gold and 88% of the silver. The total metal recovery after cyanidation is 88% for gold and 60% for silver.

In November 2009 the Company contracted with Tetra Tech Inc of Golden Colorado to complete a full NI 43-101 compliant Preliminary Economic Assessment (the "Tetra Tech Report") on Silver Coin. Additional information, as required under NI 43-101, is contained in the Company's Annual Information Form dated December 30, 2009 and filed on SEDAR. The Tetra Tech Report can be reviewed on SEDAR under the Company's profile.

Since the Tetra Tech report was written, the Company has continued to refine the geological understanding of the controls on mineralization. The Company has also continued its effort to compile historical data and understand the past work on the property.

Jayden's future plans include a new 43-101 technical report and resource calculation, additional drilling scheduled to start in September 2010 (completed), additional metallurgical test work, continued geological studies and environmental studies and initiating mine planning. These items are required for the project to proceed toward feasibility.

3.1.2 Surprise Creek Property

Located 32 km northeast of Stewart, BC, in the Bear River pass near Surprise Creek, the Company acquired 24 claims in 2003 and subsequently staked more claims adjacent to the property. The property has had very little exploration in the last 30 years and only sporadic work efforts since the early 1900s. The Company evaluated and dropped some of its claims and presently has 19 claims covering roughly 7,500 hectares. The property follows the contact zone between the Mt. Dilworth rhyolite and overlying Salmon River sedimentary formations, the same stratigraphic sequence that is host to numerous gold deposits including Eskay Creek, Snip and Premier and Big Missouri Mines. The rhyolite horizon was traced along the entire north-south length of the Surprise Creek claim group.

In July of 2006 some surface reconnaissance was carried out on the property by Company geologists. Two drill holes were planned to confirm the rock types at depth. Unfortunately, before the holes were drilled, the weather turned and further work at the site was not possible. The drill program was rescheduled for 2007.

In July 2007 the Company completed a four-hole drilling program of approximately 2000 meters. The results helped the Company to understand the general geology and serve as a guide to future drilling. No work was carried out on the Surprise Creek Property in 2008 or 2009.

In May 2010, the Company optioned the Surprise Creek Property to Great Bear Resources Ltd. for consideration of \$150,000 and 700,000 shares (200,000 shares received) to be issued over 2 years. The Company has reserved a 1.0% net smelter returns royalty of the claims.

3.1.3 Oaxaca State Properties

In September 2006, the Company announced that it had reached an agreement with Chesapeake Gold Corp. ("Chesapeake") to purchase up to a 70% interest in its wholly-owned La Calavera and Rio Minas copper-silver-gold properties in Oaxaca, Mexico. Both the La Calavera and Rio Minas properties occur within a hundred kilometre long NW trending structural belt which host several skarn prospects and other advanced exploration projects.

The Company commenced work on the La Calavera property in the Sierra Madre Sur, 52 kilometres southeast of Oaxaca City near the community of San Baltazar Guelavila.

By the end of February 2008 the Company had completed an IP survey and drilled five core holes before the program was halted due to disappointing assay results. The combination of poor drill results and legal/social complications on the property led the Company to cease work and return the property to Chesapeake and focus on Rio Minas.

The Company commenced work on the Rio Minas property in late 2007 which is located approximately 37 km southeast of the La Calavera property. The target was a silver-rich, polymetallic skarn adjacent to a granodiorite intrusive.

A geochemical survey was conducted covering an area that measures approximately 4 kilometres by 2.5 kilometres.

In 2009, no work was carried out in the field in Mexico. By late 2009, the Company made the decision to stop its operations in Mexico.

4. Liquidity and Capital Resources

The following table summarizes the Company's cash on hand, working capital and cash flow

As at	<u>June 30, 2010</u> <u>December 31, 2009</u>	
Cash and equivalents	\$ 3,371,328	\$ 814,228
Working capital	3,302,186	765,629
Period ended	<u>June 30, 2010</u> <u>December 31, 2009</u>	
Cash used in operating activities	(1,373,198)	(718,341)
Cash used in investing activities	(413,517)	(863,194)
Cash provided by financing activities	4,343,815	-
Change in cash	<u>\$ 2,557,100</u>	<u>\$ (1,581,535)</u>

The Company is dependent on the sale of treasury shares to finance its exploration activities, property acquisition payments and general and administrative costs. The Company required additional funds in 2010 to continue its exploration program and during the current quarter completed its rights offering raising gross proceeds of \$4,578,807 meeting the Company's current requirements.

To maintain the Silver Coin Property in good standing no work or payments are required until 2017 with the exception of the Kansas claim which requires an annual payment of \$24. The Silver Coin, likewise, is in good standing until September 2011.

Jayden's future plans include reducing drillhole spacing, preliminary metallurgical testwork, initiating mine planning and baseline environmental studies, continued surface geologic mapping, and securing adequate supplies of water and power. These items are required for the project to proceed toward feasibility. The total overall budget for this work is estimated at approximately \$2,500,000.

At March 31, 2010, the Company had no loans payable.

As noted above the Company raised additional funds during 2010 by way equity financing. The Company has a commitment to explore Silver Coin but has decided to withdraw from its Mexican properties. During the second quarter ended June 30, 2010, the Company optioned its Surprise Creek property reducing its draw on capital resources.

4.1.1. Share Capital

The Company has an authorized share capital of an unlimited number of common shares of which 183,152,238 shares were issued and outstanding at the end of June 30, 2010.

In May 2010, the Company completed a rights offering in which one right was issued for each share held, where each right entitled the holder to acquire an additional common share for \$0.05. A total of 91,576,134 shares were issued raising gross proceeds of \$4,578,807. Share issue costs of \$2,619,774 were incurred. Progress Advanced Holdings Ltd. ("Progress Advanced") agreed to provide a standby commitment under which it would purchase any common shares that were not otherwise subscribed for under the rights offering prior to the expiry time. In consideration, Progress Advanced was granted 22,894,033 warrants where each warrant entitled the company to purchase an additional common share at \$0.05 for a period of six months from the closing. Subsequent to September 30, 2010, the Company was granted permission to extend the term of the warrants. The fair value of these warrants was \$2,387,782 which was accounted for as part of the total share issue costs.

The Company has outstanding a total of 67,894,033 full share equivalent warrants outstanding as of June 30, 2010 (December 31, 2009 – 45,000,000) of which 45,000,000 will expire on December 18, 2010 and the remaining 22,894,033 will expire on December 31, 2010.

The Company has no shares remaining in escrow at March 31, 2010.

The Company has a stock option plan in place and on June 2, 2010, the Company granted 12,250,000 stock options to certain directors, officers and consultants of the Company. The options are exercisable for 5 years at an exercise price of \$0.20 per share.

At the end of the six-month period June 30, 2010, a total of 13,115,000 options were outstanding and exercisable at prices ranging from \$0.15 to \$0.95 per share. The weighted average exercise price is \$0.27 per share. The maximum number of shares subject to the plan, in the aggregate may not exceed 10% of the Company's issued shares. The Company uses the Black-Scholes option pricing model to estimate the fair value of the options.

During the six-month period ended June 30, 2010 the Company recognized \$1,631,018 (2009 - \$64,757) of stock-based compensation expense. The Company used the Black-Scholes option pricing model to estimate the fair value of the options at the grant date using the following weighted average assumptions:

	<u>2010</u>	<u>2009</u>
Risk-free interest rate	2.65%	1.28%
Dividend yield	Nil	Nil
Expected volatility	111%	187%
Expected option life	5.0 years	2.0 years

Option pricing models require the input of highly subjective assumptions regarding the expected volatility. Changes in assumptions can materially affect the fair value estimate, and therefore, the existing models do not necessarily provide a realistic measure of fair value of the Company's stock options and warrants at the date of the grant or thereafter

4.1.2. Contractual commitments

- (a) During 2005, the Company entered into a Cooperation Agreement with Gold Mountain (H.K.) International Mining Co. Ltd. ("Gold Mountain") a Hong Kong based subsidiary of Zijin Mining Group Co. Ltd. ("Zijin"), a gold and copper producer in China. This Cooperation Agreement was entered as part of Gold Mountain's 2005 investment of \$1,950,000 in the Company.

Under the Cooperation Agreement, Gold Mountain and Zijin agree to offer and select as yet undetermined projects in China to the Company for joint venture. Also under the Cooperation Agreement, the Company agrees to offer Zijin a right of first refusal to participate in any projects located in China held at the time of the Cooperation Agreement. Zijin may also arrange to have suitable professionals join the Company's project team at the Company's cost.

- (b) In August 2009, the Company entered into a service agreement with the former president, whereby the Company agreed to pay a monthly fee of \$6,125 for a term of 2 years in return for transitional consulting.

(c) The Company entered into consulting contracts providing the following services:

	Monthly Fee \$	Service Provided
Baron Global Financial Canada Ltd. (June 2010)	10,000	Corporate advisor
James Andrew & Company (June 2010)	6,000	Consultant
Lacroix & Associates (June 2010)	10,000	Geotechnical services
Lawrence A. Dick Consulting Ltd. (June 2010)	3,000	Consultant
Robert Felder (September 2010)	US\$13,000	Management
Robert Perry Consulting LLP (June 2010)	US\$10,000	Geological services
TransMax Investing (June 2010)	10,000	Management

5. Related Parties

The Company incurred the following expenses with these companies controlled by directors for management consulting services and geological consulting services. During the year ended December 31, 2009, renewed June 2010, pursuant to a management and advisory agreement with Baron Global Financial Canada Ltd. ("Baron"), Baron agreed to act as corporate advisor and one of Baron's employees will act as Chief Financial Officer in return for a monthly fee of \$10,000. The Company has recorded in the year ended December 31, 2009 \$90,000 in consulting fees, \$19,500 in management fees, \$9,000 in rent and \$1,500 in office expense to Baron. The Company recorded \$60,000 in consulting fees for the period ended June 30, 2009 and for the six months ended June 30, 2010 \$39,000 in management fees, \$18,000 in rent and \$3,000 in office expense.

Related party expenses for the six months ended June 30, 2010	Management Services \$	Consulting and Advisory Services \$	Capitalized Technical Services Fees \$	Share-based Payments \$
Lawrence A. Dick Consulting Ltd. (1)	18,000	-	18,000	-
TransMax Investing (2)	10,000	-	-	-
Robert Perry Consulting LLC (3)	-	-	50,449	-
Baron Global Financial Canada Ltd. (5)	39,000	21,000	-	239,580
Baron Capital Ltd.	-	411,000	-	-
Progress Advanced Holdings Ltd. (6)	-	-	-	2,384,782
Letty Wan	-	-	-	239,580
David Eaton	-	-	-	239,580
Ringo Hui	-	-	-	239,580
Herrick Lau	-	-	-	66,550
Robert Perry	-	-	-	66,550
William Ng	-	-	-	33,275
Andrew Cheng	-	-	-	33,275
Robert Wolfe	-	-	-	33,275
Lawrence Dick	-	-	-	79,860
<hr/>				
Six months ended June 30, 2009				
Lawrence A. Dick Consulting Ltd. (1)	-	3,450	41,055	-
Bromley Resources Ltd. (7)	35,000	-	-	-

(1) Lawrence A. Dick Consulting Ltd., a private company controlled by Lawrence Dick, a former CEO and director of the Company

- (2) TransMax Investing, a private company controlled by David Eaton, CEO and director of the Company
- (3) Robert Perry Consulting LLC, a private company controlled by Robert Perry, an officer and director of the Company
- (4) Robert Felder, president of the Company
- (5) Baron Global Financial Canada Ltd. employs the CFO of the Company
- (6) Progress Advanced Holdings Ltd. is controlled by the Chairman and director of the Company
- (7) Bromley Resources Ltd., a private company controlled by Paul Saxton, a former CEO and director of the Company.

Included in payables is an amount of \$14,147 at June 30, 2010 (December 31, 2009 - \$220) owed to directors and officers of the Company.

All related party transactions have been recorded at the exchange amount, which is the amount of consideration established and agreed to between the related parties.

6. Adoption of Accounting Standards and Pronouncements under IFRS

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

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

These are the Company's first IFRS condensed consolidated interim financial statements for part of the period covered by the first IFRS consolidated annual financial statements to be presented in accordance with IFRS for the year ending December 31, 2010. Previously, the Company prepared its consolidated annual and consolidated interim financial statements in accordance with GAAP.

Transition to IFRS

The accounting policies in Note 2 of the condensed consolidated financial statements have been applied as follows:

- in preparing the condensed consolidated interim financial statements for the six months ended June 30, 2010;
- the comparative information for the six months ended June 30, 2009;
- the statement of financial position as at December 31, 2009; and
- the preparation of an opening IFRS statement of financial position on the Transition Date, January 1, 2007.

In preparing the opening IFRS statement of financial position, comparative information for the six months ended June 30, 2009 and the financial statements for the year ended December 31, 2009, the Company has adjusted amounts reported previously in financial statements prepared in accordance with Canadian GAAP ("CAGAAP").

6.1 Significant differences between IFRS and Canadian GAAP in the Company's financial statements

The consolidated financial information prepared under IFRS and that prepared under Canadian GAAP for periods beginning on January 1, 2007 have the following major differences:

- (i) As disclosed in Note 5 of the condensed consolidated financial statements the Company purchased Tenajon's wholly-owned subsidiary, 0781639 B.C. Ltd. which holds an undivided 40% ownership in the Kansas Property and a 100% ownership interest in the Summit Lake property. Under IFRS, the deferred income tax liability that arose from this transaction, which was not a business combination, should not be recognized. Canadian GAAP requires the recognition of the deferred income tax liability and an adjustment to the carrying value of the asset purchased by the same amount.
- (ii) Under IFRS, all financial instruments categorized as available for sale are re-valued to fair value. Canadian GAAP implemented a requirement of fair valuation which was only effective for the financial years beginning after October 1, 2006.
- (iii) Under IFRS, share-based payment transactions which are subject to graded vesting should have the separate tranches valued and amortized over the respective vesting periods separately as if each tranche was a separate award. Canadian GAAP allows the entire award to be valued together and to be amortized on a straight-line basis over the vesting time of the entire award.
- (iv) Under IFRS, flow-through instruments are accounted for as combined instruments comprising a liability component and an equity instrument upon issuance of the flow-through instruments. Upon renunciation of the expenditures for Canadian income tax purposes, the liability is reversed and a taxable temporary difference is recorded. Under Canadian GAAP flow-through instruments are accounted for as equity instruments only. Upon renunciation of the expenditures for Canadian tax purposes, a taxable temporary difference effected at the issuer's applicable tax rate is recorded and charged to equity as cost of issuance of flow-through instruments.

Future accounting standards and interpretations

Certain new accounting standards and interpretations have been published that are not mandatory for the June 30, 2010 reporting period. The following standards are assessed not to have any impact on the Company's financial statements:

- IAS 24, *Related Party Disclosure*: effective for accounting periods commencing on or after January 1, 2011;
- IFRS 9, *Financial Instruments*: effective for accounting periods commencing on or after January 1, 2013; and

7. Financial Instruments

(a) Categories of financial instruments

The Company's financial instruments are classified as follows:

	As at June 30, 2010	December 31, 2009
	\$	\$
Available-for-sale	138,156	37,622
Loans and receivables	3,411,328	854,228
Financial liabilities not at fair value through profit and loss	480,306	122,963

(b) Fair value

Except for available-for-sale financial assets, the fair value of all the financial instruments of the Company approximates their carrying value because of the demand nature or short-term maturity of these instruments.

The fair value of available-for-sale financial assets is determined by prices from observable current market transactions.

(c) Financial risk management objectives and policies

The Company's financial instruments include cash, investments, trade and other receivables, and payables and accruals. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(i) Currency risk

Cash held in foreign currencies other than the Canadian dollar is subject to currency risk. The Company's operations in Mexico exposed the Group to exchange rate fluctuations. The Company is in the process of withdrawing from Mexico and has significantly reduced its operations as at December 31, 2009 and September 30, 2010. The Company does not enter into derivative financial instruments to mitigate this risk but the Company does not believe its net exposure to foreign exchange risk is significant.

The carrying amounts of the Company's foreign currency denominated monetary assets as at December 31, 2009 and June 30, 2010 were \$9,950 and \$306,437.

The following table details the Company's sensitivity to a 10% increase or decrease in the Canadian dollar against the foreign currency denominated monetary items above. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the end of the period for a 10% change in foreign currency rates. A positive number indicates a decrease in loss for the year where the foreign currencies strengthen against the Canadian dollar. The opposite number will result if the foreign currencies depreciated against the Canadian dollar.

	Six Months Ended	
	June 30,	
	2010	2009
Loss for the period	\$ 2,416	\$ (7,943)

(ii) Credit risk

The Company's cash is held in large Canadian and Hong Kong financial institutions. The Company does not have any asset-backed commercial paper. At June 30, 2010 the Company's receivables consist mainly of GST receivable due from the Federal Government of Canada. Management believes that the credit risk concentration with respect to its financial instruments is minimal.

(iii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. There is a very limited interest rate risk as the Company holds no interest bearing financial obligations or assets.

(iv) Liquidity risk

The Company has net current assets amounted to \$3,302,186 at June 30, 2010 and is exposed to liquidity risk of being able to raise sufficient funds to meet its financial obligations when they fall due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

(v) Price risk

The ability of the Company to explore its mineral properties and the future profitability of the Company are directly related to the market price of precious metals. The Company monitors precious metal prices to determine the appropriate course of action to be taken by the Company.

The Company's investments are subject to ongoing fair value fluctuations from changes in equity and commodity markets.

8. Internal Control over Financial Reporting

The Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") of the Company, together with the Company's management, are responsible for the information disclosed in this MD&A and in the Company's other external disclosure documents. For the six months ended June 30, 2010 and June 30, 2009, the CEO and the CFO have designed, or caused to be designed under their supervision, the Company's disclosure controls and procedures ("DCP") to provide reasonable assurance that material information relating to the Company and its consolidated subsidiaries has been disclosed in accordance with regulatory requirements and good business practices and that the Company's DCP will enable the Company to meet its ongoing disclosure requirements.

The CEO and CFO have evaluated the effectiveness of the Company's disclosure controls and procedures and have concluded that the design and operation of the Company's DCP were effective as of June 30, 2010 and that the Company has the appropriate DCP to ensure that information used internally by management and disclosed externally is, in all material respects, complete and reliable.

The CEO and the CFO are also responsible for the design of the internal controls over financial reporting (“ICFR”) within the Company in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards (“IFRS”). During 2010, the Company engaged an international business advisory firm to assess the effectiveness of the Company’s ICFR.

During the design and evaluation of the Company’s ICFR, management identified certain non-material deficiencies, a number of which have been addressed or are in the process of being addressed in order to enhance the Company’s processes and controls. The Company employs entity level and compensating controls to mitigate any deficiencies that may exist in its process controls. Management intends to continue to further enhance the Company’s ICFR.

The Company’s management, including its CEO and CFO, believe that any DCP and ICFR, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override to the future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

There have been no changes in the Company’s ICFR during the quarter ended June 30, 2010 that have materially affected, or are reasonably likely to materially affect, the Company’s ICFR.

9. Cautionary Statement on Forward-Looking Information

This MD&A, which contains certain forward-looking statements, are intended to provide readers with a reasonable basis for assessing the financial performance of the Company. All statements, other than statements of historical fact, are forward-looking statements. The words “believe”, “expect”, “anticipate”, “contemplate”, “target”, “plan”, “intends”, “continue”, “budget”, “estimate”, “may”, “will”, “schedule” and similar expressions identify forward looking statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic and competitive uncertainties and contingencies.

Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements. Such factors include, but are not limited to, fluctuations in the currency markets such as Canadian dollar, and U.S. dollar, fluctuations in the prices of commodities, changes in government legislation, taxation, controls, regulations and political or economic developments in Canada, the United States, or other countries in which the Company carries or may carry on business in the future, risks associated with mining or development activities, the speculative nature of exploration and development, including the risk of obtaining necessary licenses and permits, and quantities or grades of reserves. Many of these uncertainties and contingencies can affect the Company’s actual results and could cause actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, the Company.

Readers are cautioned that forward-looking statements are not guarantees of future performance. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those acknowledged in such statements. Specific

reference is made to the Company's most recent Annual Information Form on file with Canadian provincial securities regulatory authorities for a discussion of some of the factors underlying forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except to the extent required by applicable laws.