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RT MINERALS CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED NOVEMBER 30, 2012

This report provides a discussion and analysis of the financial condition and results of operations ("Management's Discussion and Analysis") to enable a reader to assess material changes in financial condition between November 30, 2012 and November 30, 2011 and results of operations for the years ended November 30, 2012 and November 30, 2011, as well as forward-looking statements relating to the potential future performance. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks as set forth below. This Management's Discussion and Analysis has been prepared as of **April 1, 2013** ("Report Date"). This Management's Discussion and Analysis is intended to supplement and complement the audited financial statements and notes thereto for the year ended November 30, 2012 (collectively the "Financial Statements"). You are encouraged to review the Financial Statements in conjunction with your review of this Management's Discussion and Analysis. Certain notes to the Financial Statements are specifically referred to in this Management's Discussion and Analysis and such notes are incorporated by reference herein.

Additional information relating to the Company may be found on SEDAR at www.sedar.com.

1. CORE BUSINESS

RT Minerals Corp. is a junior resource company engaged in the acquisition, exploration and evaluation of mineral properties in Canada for hosting gold and base metal deposits. The Company holds interests in a number of mineral resource properties, either directly or through option agreements, in the Rouyn Noranda area in the Province of Quebec and near Timmins, Ontario. As at the date hereof, the Company holds the following mineral resource properties:

- **Bazooka Gold Property** – gold property located near Rouyn Noranda, Quebec in which the Company owns a 100% interest;
- **McWatters Gold Property** – gold property located near Rouyn Noranda, Quebec in which the Company owns a 100% interest; and
- **Meunier-144 Joint Venture Gold Property** – gold property located in Timmins, Ontario in which the Company owns a 25% interest. The Company, Lake Shore Gold Corp. ("Lake Shore Gold" or "LSG") and Adventure Gold Inc. ("AGE") have formed a joint venture partnership that consists of AGE (50%), LSG (25%) and RTM (25%).

The Company was incorporated on March 9, 2007 under the Business Corporations Act of British Columbia and is currently a reporting issuer in British Columbia, Alberta and Ontario. On August 22, 2008, the Company completed its initial public offering of units. The Company's common shares were approved for listing on the Canadian National Stock Exchange ("CNSX") and commenced trading on August 26, 2008 under the symbol "RTMC", later changed to "RTM". The Company's common shares were approved for listing on the TSX Venture Exchange ("TSXV") and commenced trading on August 5, 2011 under the symbol "RTM". The Company voluntarily delisted from the CNSX effective the close of market on September 26, 2011, and continues to trade on the TSXV.

Lake Shore Gold Corp. is a major shareholder of the Company, currently owning 19,000,000 Common Shares of the Company representing a 27.1% ownership, or 24.7% on a fully diluted basis.

2. OVERALL PERFORMANCE

2.1 Financial Condition

At November 30, 2012, the Company had not yet achieved profitable operations, has accumulated losses of $7,691,317 since inception and expects to incur further losses in the development of its business. The Company's ability to continue as a going concern is dependent upon its ability to raise financing and generate future profitable operations. Industry and economic factors continue to affect the Company's performance. Generally weak capital market conditions make it a challenge to raise equity financing to fund the Company's acquisition and exploration activities. These conditions are expected to continue over the next twelve months.

The Company had a working capital deficit of $465,734 at November 30, 2012 compared to a surplus of $638,369 at November 30, 2011.

Cash and cash equivalents were $109,447 at November 30, 2012 compared to $1,071,151 at November 30, 2011. The Company's sources and uses of cash are discussed in section 2.3 "*Cash Flows*" below.

Short term investments consist of securities in Adventure Gold Inc. with whom the Company participated in a property option and financing agreement in May 2010. In March 2012, the Company exercised warrants to purchase 500,000 common shares of AGE at $0.27 per share. During the year ended November 30, 2012, the Company sold 1,000,000 shares of AGE for net proceeds of $390,950 and realized a gain on disposal of shares of $30,950. At November 30, 2012, the Company held nil shares of AGE (November 30, 2011 – 500,000 shares with a fair market value of $225,000 based on the closing share price of $0.45 on November 30, 2011).

Amounts receivable of $38,576 at November 30, 2012 (November 30, 2011 - $182,055) consist of HST input tax credits and other miscellaneous receivables. Amounts receivable also include $5,600 receivable from Lake Shore Gold for acquisition costs related to the Meunier JV property incurred on their behalf.

Prepaid expenses of $8,888 at November 30, 2012 (November 30, 2011 - $25,156) relate to ordinary operating expenses.

Exploration and evaluation assets of $3,021,477 at November 30, 2012 (November 30, 2011 - $2,769,262) consist of acquisition and exploration expenditures on the Company's Bazooka, McWatters, and Meunier JV properties. During the year ended November 30, 2012, the Company made exploration expenditures of $209,839 on Bazooka, $42,376 on McWatters, and $244,133 on Meunier JV prior to write-off (see section 4.0 "*Discussion of Operations*" below).

Equipment of $7,846 at November 30, 2012 (November 30, 2011 - $10,142) consists of office furniture.

Trade and other payables were $239,389 at November 30, 2012 (November 30, 2011 - $263,092). Trade payable amounts are unsecured and are usually paid within 30 days of recognition. Included in trade and other payables is a provision of $180,266 for liability to indemnified FT shareholders.

Due to related parties was $261,835 at November 30, 2012 (November 30, 2011 - $359,159). Due to related parties represents amounts owing to directors, officers, companies with a common director, and shareholders who hold greater than a 10% interest in the Company for unpaid project management services, expenses and salaries, which are unsecured, non interest bearing and payable on demand. Due to related party at November 30, 2012 also includes $246,831 payable to Lake Shore Gold for exploration expenditures on the Bazooka and Meunier JV properties incurred by Lake Shore Gold on the Company's behalf (November 30, 2011 - $322,612).

Other liabilities of $121,421 at November 30, 2012 (November 30, 2011 - $242,742) represent the liability portion of flow-through shares issued. Flow-through common shares require the Company to spend an amount equivalent to the proceeds of the issued flow-through common shares on Canadian (flow-though) qualifying exploration expenditures. The Company has indemnified the holders of such shares for any tax and other costs payable by them in the event the Company has not made the required exploration expenditures. On December 30, 2010, the Company raised aggregate proceeds of $3,269,250 from the sale of flow-through common shares. The Company is committed to spending the flow-through proceeds on exploration activities and to renouncing $3,267,814 of eligible Canadian Exploration Expenditures to the subscribers of the flow-through units by December 31, 2011 under the look-back rule. The Company has completed the following exploration expenditures: $2,808,109 at December 31, 2011; $2,984,599 at November 30, 2012; and $2,987,349 at December 31, 2012. At December 31, 2012, the Company had not made $280,465 in exploration expenditures and the estimated tax liability to indemnified flow-through investors is $178,516.

2.2 Financial Performance

The Company is organized into one business unit being that of acquisition and exploration and evaluation activities in Canada.

Because the Company is in the exploration stage, it did not earn any significant revenue and its expenses relate to the costs of operating a public company of its size. Net loss for the year ended November 30, 2012 was $990,821 or $0.01 per share, compared to net loss of $4,778,249 for the year ended November 30, 2011 or $0.07 per share. Net loss for the three months ended November 30, 2012 was $135,218 or $0.00 per share, compared to net loss of $1,724,742 for the three months ended November 30, 2011 or $0.02 per share.

2.21 Interest and Other Income (Expense)

Interest and other income (expense) totalled $156,625 for the year ended November 30, 2012 compared to $736,739 recorded for the 2011 comparative year. Interest and other income (expense) for the three months ended November 30, 2012 was $148,219 compared to $158,341 for the 2011 comparative period. The following is a breakdown of the material components of interest and other income (expenses) for the three months and year ended November 30, 2012 and 2011.

	Three months Ended Nov 30, 2012	Three months Ended Nov 30, 2011	Year Ended Nov 30, 2012	Year Ended Nov 30, 2011
Unrealized loss on short term investments	$ -	$ (111,000)	$ -	$ (105,000)
Flow-through share premium	147,928	179,713	121,321	734,170
Gain on disposal of investments	-	86,000	30,950	86,000
Interest income	291	3,628	4,354	21,569
	$ 148,219	$ 158,341	$ 156,625	$ 736,739

Unrealized loss on short term investments was $nil for the year ended November 30, 2012 compared to a loss of $105,000 recorded for the 2011 comparative year, and consists of changes in the market value of the Company's investment in Adventure Gold Inc. Unrealized loss on short term investments was $nil for the three months ended November 30, 2012 and $111,000 for the three months ended November 30, 2011.

Flow-through share premiums totalled $121,321 for the year ended November 30, 2012 compared to $734,170 recorded for the 2011 comparative year. Flow-through share premiums was $147,928 for the three months ended November 30, 2012 and $179,713 for the three months ended November 30, 2011.

The Company sold 1,000,000 shares of AGE during the year ended November 30, 2012 for net proceeds of $390,950 and realized a gain of $30,950 on the sale of the shares. During the year ended November 30, 2011, the Company realized a gain of $86,000 on the exercise of its compensation warrants in AGE.

The Company earned interest income of $4,354 during the year ended November 30, 2012 compared to interest income of $21,569 for the 2011 comparative year. Interest income was $291 for the three months ended November 30, 2012 and $3,628 for the three months ended November 30, 2011. The Company's interest income is derived from its cash and term deposits held with BMO Bank of Montreal.

2.22 Total Expenses for the year ended November 30, 2012

Total expenses for the year ended November 30, 2012 were $1,147,446 compared to $5,474,988 recorded for the 2011 comparative year.

Depreciation expense was $2,296 for the year ended November 30, 2012 compared to $1,339 recorded in the 2011 comparative year. The Company made initial acquisitions of office furniture and equipment in April 2011.

Employee costs were $453,983 for the year ended November 30, 2012 compared to $520,356 recorded for the 2011 comparative year. Employee costs include administrative and consulting fees, management salaries, and share-based payments of which $126,637 was recorded for the grant or re-pricing of 6,800,000 stock options during the year ended November 30, 2012 (year ended November 30, 2011 - $300,000 recorded for the grant of 1,875,000 stock options). The following is a breakdown of the material components of employee costs for the years ended November 30, 2012 and 2011.

	Year ended November 30, 2012	Year ended November 30, 2011
Administrative and consulting fees	$ 253,632	$ 119,000
Management salaries	73,714	101,356
Share-based payments	126,637	300,000
	$ 453,983	$ 520,356

Finance expense consists of $180,266 in estimated flow-through commitment to investors and Part XII.6 tax of $47,448 for the year ended November 30, 2012; compared to $12,268 in Part XII.6 tax recorded in the 2011 comparative year. Part XII.6 tax relates to Canadian Exploration Expenditures incurred under the look-back rule (see section 2.3 "*Cash Flows*" below).

The following is a breakdown of the material components of the Company's general and administrative expenses for the years ended November 30, 2012 and 2011.

	Year ended November 30, 2012	Year ended November 30, 2011
Accounting and audit fees	$ 56,014	$ 83,486
Filing fees	9,678	47,799
Investor communications	2,898	44,670
Legal fees	10,759	66,744
Office expenses	86,422	74,935
Transfer agent	5,581	10,007
Travel and automobile	42,870	48,069
	$ 214,222	$ 375,710

Accounting and audit fees were $56,014 for the year ended November 30, 2012 compared to $83,486 recorded in the 2011 comparative year. The 2011 comparative year includes fees of $19,011 related to review of the interim financial statements for the Company's TSXV listing application.

Filing fees were $9,678 for the year ended November 30, 2012 compared to $47,799 recorded in the 2011 comparative year. The 2011 comparative year includes fees of $40,000 paid to the TSXV for the Company's TSXV listing application.

Investor communications expenses were $2,898 for the year ended November 30, 2012 compared to $44,670 recorded in the 2011 comparative year. Investor communications expenses include transfer agent fees, shareholder meetings and mailings, attendance at industry shows, and participation in investor relations programs undertaken to raise the profile of the Company. The Company curtailed its investor relations activities during the current fiscal year.

Legal fees were $10,759 for the year ended November 30, 2012 compared to $66,744 recorded in the 2011 comparative year. Legal fees incurred during the year ended November 30, 2011 include expenditures related to the Company's TSX-V listing application.

Office expenses were $86,422 for the year ended November 30, 2012 compared to $74,935 recorded in the 2011 comparative year. Office expenses include rent, telephone, office supplies, and other expenditures incurred during the ordinary course of business.

Transfer agent fees were $5,581 for the year ended November 30, 2012 compared to $10,007 recorded in the 2011 comparative year.

Travel and automobile expenses were $42,870 for the year ended November 30, 2012 compared to $48,069 recorded in the 2011 comparative year.

Loss on disposal of exploration and evaluation assets was $nil for the year ended November 30, 2012 compared to $2,803,601 for the year ended November 30, 2011 realized on the sale of the Golden and Meunier properties to Lake Shore Gold. (See section 4 "*Discussion of Operations – Acquisition, Exploration and Evaluation*" below).

Impairment of exploration and evaluation assets of $249,231 for the year ended November 30, 2012 relate to the Meunier JV property. Impairment of exploration and evaluation assets of $1,761,714 for the year ended November 30, 2011 relate to $1,756,305 for the Meunier property and $5,409 for the Golden property. (See section 4 "*Discussion of Operations – Acquisition, Exploration and Evaluation*" below).

2.23 Total Expenses for the three months ended November 30, 2012

Total expenses for the three months ended November 30, 2012 were $283,437 compared to $1,883,083 recorded for the 2011 comparative period.

Depreciation expense was $574 for the three months ended November 30, 2012 compared to $574 recorded in the 2011 comparative period. The Company made initial acquisitions of office furniture and equipment in April 2011.

Employee costs were $32,061 for the three months ended November 30, 2012 compared to $51,035 recorded for the 2011 comparative period. Employee costs include administrative and consulting fees, management salaries, and share-based payments. The following is a breakdown of the material components of employee costs for the three months ended November 30, 2012 and 2011.

	Three months ended November 30, 2012	Three months ended November 30, 2011
Administrative and consulting fees	$ 13,325	$ 33,000
Management salaries	18,736	18,035

Share-based payments		-		-
	$	32,061	$	51,035

Finance expense consists of $180,266 in estimated flow-through commitment to investors for the three months ended November 30, 2012 compared to $941 recorded for Part XII.6 tax in the 2011 comparative period. Part XII.6 tax relates to Canadian Exploration Expenditures incurred under the look-back rule (see section 2.3 "*Cash Flows*" below).

The following is a breakdown of the material components of the Company's general and administrative expenses for the three months ended November 30, 2012 and 2011.

		Three months ended November 30, 2012		Three months ended November 30, 2011
Accounting and audit fees	$	40,097	$	40,000
Filing fees		1,875		855
Investor communications		195		5,582
Legal fees		2,516		1,845
Office expenses		19,627		18,366
Transfer agent		990		1,086
Travel and automobile		5,236		5,887
	$	70,536	$	73,621

Accounting and audit fees were $40,097 for the three months ended November 30, 2012 compared to $40,000 recorded in the 2011 comparative period. Each period includes a provision of $40,000 for the annual audit.

Filing fees were $1,875 for the three months ended November 30, 2012 compared to $855 recorded in the 2011 comparative period.

Investor communications expenses were $195 for the three months ended November 30, 2012 compared to $5,582 recorded in the 2011 comparative period. Investor communications expenses include transfer agent fees, shareholder meetings and mailings, attendance at industry shows, and participation in investor relations programs undertaken to raise the profile of the Company. The Company curtailed its investor relations activities during the current fiscal year.

Legal fees were $2,516 for the three months ended November 30, 2012 compared to $1,845 recorded in the 2011 comparative period.

Office expenses were $19,627 for the three months ended November 30, 2012 compared to $18,366 recorded in the 2011 comparative period. Office expenses include rent, telephone, office supplies, and other expenditures incurred during the ordinary course of business.

Transfer agent fees were $990 for the three months ended November 30, 2012 compared to $1,086 recorded in the 2011 comparative period.

Travel and automobile expenses were $5,236 for the three months ended November 30, 2012 compared to $5,887 recorded in the 2011 comparative period.

Impairment of exploration and evaluation assets of $1,756,912 for the three months ended November 30, 2011 relate to the Meunier property.

2.24 Deferred Tax Expense

Deferred tax expense was $nil for the year ended November 30, 2012 compared to deferred tax expense of $40,000 recorded in the 2011 comparative year and relates to flow-through share renunciations.

2.3 Cash Flows

The Company is still in the exploration and development stage and as such does not earn any significant revenue. Total cash outflow from operating activities was $629,336 for the year ended November 30, 2012 compared to an outflow of $650,290 for the 2011 comparative year.

Cash from investing activities was $20,448 for the year ended November 30, 2012 compared to an outflow of $1,859,083 for the 2011 comparative year. Mineral property expenditures were $235,502 during the year ended November 30, 2012 compared to $2,247,602 recorded during the 2011 comparative year. During the year under review, the Company paid $135,000 cash for the exercise of 500,000 AGE warrants at $0.27 per share, and sold 1,000,000 shares of AGE for net proceeds of $390,950. During the year ended November 30, 2011, the Company paid $100,000 cash for the exercise of 500,000 AGE warrants at $0.20 per share. The Company paid $11,481 for the acquisition of office furniture and equipment during the 2011 comparative year. The Company received $500,000 from the sale of 12.5% interest in the Meunier property to Lake Shore Gold. Investing and financing activities that do not have a direct impact on current cash flows are excluded from the statement of cash flows and are comprised of $452 in resource property costs included in trade and other payables; and $255,492 in resource property costs included in due to related parties.

Flow-through common shares require the Company to spend an amount equivalent to the proceeds of the issued flow-through common shares on Canadian (flow-though) qualifying exploration expenditures. The Company has indemnified the holders of such shares for any tax and other costs payable by them in the event the Company has not made the required exploration expenditures.

The Company is committed to spending the flow-through unit proceeds on exploration activities and to renouncing eligible Canadian Exploration Expenditures to the subscribers of the flow-through shares. This amount will not be available to the Company for future deduction from taxable income.

As a result of the $1,878,000 flow-through share proceeds raised in December 2010, the Company is required to incur $1,877,061 in qualifying exploration expenses before December 31, 2011 under the look-back rule. As at December 31, 2011, the Company had incurred $1,841,428 in qualifying exploration expenses. The Company paid $8,681 in Part XII.6 tax with respect to the renunciation, and incurred the $35,633 remainder of qualifying exploration expenditures during the year ended November 30, 2012.

As a result of the $1,391,250 flow-through share proceeds raised in December 2010, the Company is required to incur $1,390,753 in qualifying exploration expenses before December 31, 2011 under the look-back rule. As at December 31, 2011, the Company had incurred $966,682 in qualifying exploration expenses. The Company paid $51,115 in Part XII.6 tax with respect to the renunciation, and has incurred a further $140,857 of qualifying exploration expenditures during the year ended November 30, 2012. As at November 30, 2012, there was a remainder of $283,215 in expenditures not incurred, for which the company recorded a provision of $180,266 owing to indemnified flow-through investors. Subsequent to year end, a further $2,750 in exploration expenditures was incurred and the estimated flow-through investor liability was decreased to $178,516.

Cash outflow from financing activities was $352,816 for the year ended November 30, 2012 and consists of amounts paid to related parties. Cash inflow from financing activities of $3,445,746 for the year ended November 30, 2011 consist of $4,081,370 proceeds from share issuance less $298,431 in share issue costs and less $337,193 in payments made to related parties.

3. SELECTED ANNUAL INFORMATION

The table below presents selected financial data for the Company's annual financial statements for each of the three most recently completed financial years. The financial data provided is prepared in accordance with IFRS and is presented in Canadian dollars.

	November 30, 2012	November 30, 2011	November 30, 2010
Total revenue	$ -	$ -	$ -
Net loss and comprehensive loss for the year	$ (990,821)	$ (4,778,249)	$ (1,226,196)
Loss per share, basic and diluted	$ (0.01)	$ (0.07)	$ (0.04)
Total assets	$ 3,186,234	$ 4,282,766	$ 3,992,798
Total long term liabilities	$ -	$ -	$ 48,000
Cash dividends declared per share	$ -	$ -	$ -

Various factors contribute to the year to year variations in financial position and financial performance.

The fiscal 2010 net loss of $1,226,196 includes $437,000 in share-based payments for the issuance of incentive stock options; an impairment loss of $307,481 on the Godbout property; and deferred tax expense of $48,000 related to flow-through renunciations. Gain on sale of short term investments was $128,123 and unrealized gain on short term investments was $99,000.

The fiscal 2011 net loss of $4,778,249 includes $300,000 in share-based payments for the issuance of incentive stock options; $2,803,601 in loss on disposal of the Golden and Meunier (12.5%) properties to LSG; an impairment loss of $1,761,714 on the Golden and Meunier properties; and a deferred tax expense of $40,000 related to flow-through renunciations. Gain on sale of short term investments was $86,000 and unrealized loss on short term investments was $105,000.

The fiscal 2012 net loss of $990,821 includes $126,637 in share-based payments for the issuance of incentive stock options; and an impairment loss of $249,231 on the Meunier property. Gain on sale of short term investments was $30,950.

Long term liabilities consist of deferred tax liabilities related to flow-through renunciations.

4. DISCUSSION OF OPERATIONS – PROPERTY ACQUISITION, EXPLORATION AND EVALUATION

The Company is in the mineral exploration business and has no revenues. Mineral interests in the form of exploration and acquisition costs totalled $3,021,477 as at November 30, 2012 (November 30, 2011 - $2,769,262).

The following is a breakdown of material components of exploration and evaluation asset expenditures on a property-by-property basis for the years ended November 30, 2012 and 2011.

	Bazooka	McWatters	Meunier	Golden	Total
Balance at December 1, 2010	$ 26,886	$ 5,696	$ 1,492,331	$ 2,037,873	$ 3,562,786
Exploration costs					
Administration	9,426	3,649	59,795	250	73,120
Assaying & development	68,749	-	-	607	69,356
Core logging, sampling	67,637	-	-	-	67,637
Data, drafting, reporting	51,466	3,105	660	5,136	60,367
Drilling	632,229	-	1,367,254	-	1,999,483
Facility rental	15,135	-	-	1,300	16,435
Field crew expenses	4,601	9	5,402	-	10,012

General geology	9,552	8,993	-	-	18,545
Geophysics	32,615	9,320	-	-	41,935
Mineral claims	-	506	-	-	506
Permitting	6,808	2,067	-	-	8,875
Project management	145,902	59,530	86,420	6,200	298,052
Property taxes	-	-	1,659	-	1,659
Site meals, lodging, travel	21,144	3,890	428	-	25,462
Surface sampling recon	11,098	61,249	-	-	72,347
	1,076,362	152,318	1,521,618	13,493	2,763,791
Acquisition of property	1,485,380	22,620	-	-	1,508,000
Sale of property	-	-	(1,257,644)	(2,045,957)	(3,303,601)
Impairment	-	-	(1,756,305)	(5,409)	(1,761,714)
Balance at November 30, 2011	$ 2,588,628	$ 180,634	$ -	$ -	$ 2,769,262

	Bazooka	McWatters	Meunier	Golden	Total
Balance at November 30, 2011	$ 2,588,628	$ 180,634	$ -	$ -	$ 2,769,262
Exploration costs					
Administration	5,100	1,569	1,748	-	8,417
Assaying & development	24,370	-	-	-	24,370
Core logging, sampling	16,429	-	-	-	16,429
Data, drafting, reporting	9,751	1,895	-	-	11,646
Drilling	74,329	-	227,049	-	301,378
Facility rental	15,600	-	-	-	15,600
Field crew expenses	187	-	824	-	1,011
General geology	432	216	-	-	648
Mineral Claims	270	-	-	-	270
Permitting	64	64	-	-	128
Project management	60,446	37,043	14,512	-	112,001
Site meals, lodging, travel	2,861	589	-	-	3,450
Surface sampling recon	-	1,000	-	-	1,000
	209,839	42,376	244,133	-	496,348
Acquisition of property	-	-	5,098	-	5,098
Impairment	-	-	(249,231)	-	(249,231)
Balance at November 30, 2012	$ 2,798,467	$ 223,010	$ -	$ -	$ 3,021,477

4.1 Bazooka Property – Rouyn Noranda, Quebec

By a property acquisition agreement dated December 10, 2010 and approved by the Company's shareholders on December 30, 2010, the Company acquired the Bazooka and McWatters gold properties near Rouyn Noranda, Quebec, from Lake Shore Gold for consideration of 10,000,000 common shares of the Company and the transfer of its interest in the Golden Property near Timmins, Ontario and up to 50% of the Company's earned interest in the Meunier JV property to Lake Shore Gold. As further compensation to the Company, Lake Shore Gold paid $500,000 cash to the Company upon the Company's exercise of the First Option to earn an initial 25% interest on the Meunier JV property.

The 10,000,000 common shares of the Company issued to acquire the Bazooka and McWatters properties were valued at $0.1508 per share, based on the closing stock price of $0.25 per share, less a Black Scholes calculated put value of $0.0992 to reflect the functional hold period of the shares.

During the year ended November 30, 2012, the Company expended $209,839 (year ended November 30, 2011 - $1,076,362) in exploration expenditures on the Bazooka Property. In March 2011, the Company commenced the first phase of a diamond drill program on the Bazooka property that will consist of at least 2000 meters of drilling. On June 21, 2011, September 16, 2011, November 10, 2011, and March 2, 2012, the Company announced drill hole results from 18 holes now completed (see below). The current phase of drilling has now been completed at Bazooka and the Company will review the results to consider future work on its own or pursue a joint venture partner.

- ***Bazooka Property – Description and Work Performed***

The Bazooka property is a great acquisition for the Company as it provides a 100% vested title interest in an advanced staged property that hosts known gold zones in the Noranda-Val D'Or mining region.

The Bazooka property is an advanced gold prospect consisting of 15 mining claims in Beauchastel Township, 7 km southwest of Rouyn Noranda, Quebec and contiguous to the west boundary of properties owned and being actively explored by Yorbeau Resources Inc. (TSX: YRB.A). The property is situated about 45 km southwest of Agnico Eagles Laronde mine and about 40 km west of Osisko's Malartic project.

Geologically, the property overlies 1.8 km of the Cadillac-Larder Lake Deformation Zone (CLDZ), a major structural zone near the south margin of the Abitibi Greenstone Belt hosting numerous gold occurrences and deposits including the Val d'Or, Cadillac, Kirkland Lake, Larder Lake and Matachewan gold camps. Most significant gold mineralization identified to date at Bazooka is located near the east boundary with Yorbeau and hosted by strongly altered sedimentary and volcanic rocks surrounding a distinct northeast trending flexure in the CLDZ. This mineralization is in the direct westward extension of the CLDZ from Augmitto and Cinderella Blocks of the Yorbeau Property, where past mining has been conducted to a depth of 250 m from surface and recent drilling has yielded results such as 3.35 gpt Au over 33.0 m, including 9.59 gpt Au over 7.0 m and 74.67 gpt Au over 10.35 m (Yorbeau releases, May 26, 2010 and September 23, 2009, respectively). Yorbeau Resources has also recently announced the commencement of a NI 43-101 study to evaluate the resource potential at the Augmitto deposit.

The first significant exploration at the Bazooka property was conducted by Siscoe Mines in 1946 and included completion of 26 holes and development from an exploration shaft at 120 m below surface to evaluate the main mineralized showing. Significant historic drill intersections from this program include 8.8 gpt Au over 9.1 m, 3.8 gpt Au over 5.4 m, 10.7 gpt Au over 3.0 m, and 4.1 gpt Au over 3.0 m.

Soquem evaluated the property in 1981 and 1982, drilling 16 holes. The program identified four distinct mineralized zones (A,B,C and D) and obtained significant intercepts of 42.5 gpt Au over 4.5 m, 2.9 gpt Au over 9.0 m, 12.3 gpt Au over 7.5 m, and 21.1 gpt Au over 2.05 m. The above historic intercepts are from a 250 m long portion of the (CLDZ) surrounding the Siscoe Shaft and at depths less than 220 m below surface.

Recent historical work at the property includes drilling by Lake Shore Gold in 2003 and 2004, which tested gaps in previous drilling by Soquem as well as areas up to 250 m west of the Siscoe shaft with good success.

In total, 23 holes and 7,676 m were drilled and obtained several significant gold intersections at shallow depths from surface including:

Hole	Section	From (metres)	To (metres)	Length (metres)	Au gpt
BA-03-01	2220	80.0	82.0	2.0	11.7
BA-03-01	2220	159.0	161.3	2.3	6.5
BA-03-02A	2220	260.0	261.0	1.0	316.2

BA-03-02A	2220	274.9	277.1	2.3	10.8
BA-03-02A	2220	304.7	305.7	1.0	13.8
BA-03-04	1980	146.0	147.3	1.3	94.1
BA-03-08	2040	175.4	176.5	1.1	21.3
BA-04-21	1740	201.4	203.5	2.1	9.1

The best results from the Lake Shore drilling are closely associated with strongly deformed and altered sections of the CLDZ near the northeast trending flexure containing quartz and tourmaline veins with disseminated arsenopyrite, pyrite, chalcopyrite and arsenopyrite. The drill results indicate excellent potential to extend the known deposit along strike and to depth, as well as to define new deposits surrounding other northeast trending flexures west of the shaft. Further drilling from the 2004 work and 2010 field work was recommended, consisting of a $750,000 field program.

- ***Bazooka 2011 Drill Program***

In March 2011, the Company commenced the first phase of a diamond drill program that consisted of 14 holes and 4,027 meters of drilling on the property. The main focus of drilling was in the east central part of the property in close proximity to a major flexure of the Cadillac deformation zone and near past development on mineralization from underground by previous operators. Between 2003-2005 Lake Shore Gold conducted 10,804 meters of drilling on the Bazooka property yielding numerous significant intersections including 2.0m of 11.7 g/t, 1.0m of 316.2 g/t, 2.3m of 10.8 g/t, 3.0m of 5.0 g/t and 1.3m of 94.1 g/t Au. This drilling increased the known strike length of the zone from 250m to 560m and the zone remains open to the west and to depth on the RTM property.

On June 21, 2011, the Company announced drill hole results from 4 of 14 holes completed on the property.

Assay Results Received For RT Minerals 2011 Drilling — Bazooka Property

Hole No.	Section	Zone		From (m)	To (m)	Interval (m)	Au g/t
BRT-11-01	2225E	Bazooka Main		174.33	176.07	1.74	5.11
			Including	174.33	175.00	0.67	7.92
				227.50	255.00	27.50	0.68
			Including	234.88	235.30	0.42	12.48
			And	250.00	253.70	3.70	2.04
			Including	252.82	253.70	0.88	7.49
BRT-11-02	2225E	Bazooka Main		35.60	42.85	7.25	1.01
			Including	36.30	37.00	0.70	1.58
			And	38.45	39.40	0.95	2.54
			And	40.85	42.20	1.35	2.04
				56.00	57.54	1.54	1.81
				71.50	72.50	1.00	2.26
BRT-11-03	1980E	Bazooka Main		138.00	145.92	7.92	1.20
			Including	142.28	144.95	2.67	2.04
			Including	143.15	144.09	0.94	3.14
BRT-11-04	1978E	Bazooka Main		119.00	136.00	17.00	7.86

Hole No.	Section	Zone		From (m)	To (m)	Interval (m)	Au g/t
			Including	124.80	132.00	7.20	16.77
			Including	125.13	126.00	0.87	100.48
			And	130.10	130.73	0.63	35.16

The intervals reported in the table above represent core lengths with true widths presently estimated at approximately 85% to 93% of the reported core lengths. The above results are fire assays completed by Swastika Laboratories of Kirkland Lake, Ontario. In addition, assays for gold, silver and copper are pending on a further 7 holes from the current drill program.

BRT-11-01 and BRT-11-02 were drilled on the eastern side of the Bazooka Property within 100m of the boundary of Yorbeau Resources Rouyn Property which is east of and adjoins RT Minerals Bazooka Property. BRT-11-03 and BRT-11-04 were drilled about 250 meters west of the above two holes. The four holes were drilled to test the east-west striking, north dipping Main zone within the Cadillac-Larder Lake Deformation Zone. The Main zone is a 50 to 75m wide alteration zone containing quartz and carbonate quartz veining, developed within carbonated ultramafic rocks, and to a lesser extent in some of the sedimentary rocks above and below the ultramafics. These rocks are variably altered with silica, carbonate, sericite and fuschite with variable amounts of fine grained pyrite, arsenopyrite and chalcopyrite. Three of the four above drill holes intersected the entire width of the Main zone, hole BRT-11-02 began coring in the Main zone and continued through the zone, thus intersecting about 75% of the Main zone.

BRT-11-01 intersected the Main zone about 28m above historic Soquem drill hole BZ82-5 which returned 2.48 g/t Au over a core length of 6.2m and 4.97 g/t Au over a core length of 3.0m, and about 77m above historic Lake Shore Gold Corp (LSG) drill hole BA-03-02A which returned 3.62 g/t Au over a core length of 17.1m.

BRT-11-02 partially intersected the Main zone about 38m above historic Soquem drill hole BZ81-3 which returned 4.22 g/t Au over a core length of 54.0m including 63.39 g/t Au over 3.0m, and about 53m above historic LSG drill hole BA-03-01 which returned 11.73 g/t Au over a core length of 2.0m and 6.55 g/t Au over a core length of 2.34m.

BRT-11-03 intersected the Main zone about 10m below historic LSG drill hole BA-03-04 which returned 94.11 g/t Au over a core length of 1.25m. BRT-11-04 intersected the Main zone approximately 20m west of drill hole BRT-11-03.

On September 16, 2011, the Company announced drill hole results from a further seven holes completed on the property. The first four holes (BRT-11-01 to 04) of the first phase 14 hole program at Bazooka were previously announced on June 21, 2011 and remain as stated following full metallics analysis.

Assay Results Received For RT Minerals 2011 Drilling — Bazooka Property

Hole No.	Section	Zone		From (m)	To (m)	Interval (m)	Au g/t
BRT-11-01	2225E	Bazooka Main		174.33	176.07	1.74	5.11
			Including	174.33	175.00	0.67	7.92
				227.50	255.00	27.50	0.68
			Including	234.88	235.30	0.42	12.48
			And	250.00	253.70	3.70	2.04
			Including	252.82	253.70	0.88	7.49
BRT-11-02	2225E	Bazooka Main		35.60	42.85	7.25	1.01
			Including	36.30	37.00	0.70	1.58

Hole No.	Section	Zone		From (m)	To (m)	Interval (m)	Au g/t
			And	38.45	39.40	0.95	2.54
			And	40.85	42.20	1.35	2.04
				56.00	57.54	1.54	1.81
				71.50	72.50	1.00	2.26
BRT-11-03	1980E	Bazooka Main		138.00	145.92	7.92	1.20
			Including	142.28	144.95	2.67	2.04
			Including	143.15	144.09	0.94	3.14
BRT-11-04	1978E	Bazooka Main		119.00	136.00	17.00	7.86
			Including	124.80	132.00	7.20	16.77
			Including	125.13	126.00	0.87	100.48
			And	130.10	130.73	0.63	35.16
BRT-11-05	2195E	Bazooka Main		122.04	123.90	1.86	29.43
			Including	122.04	122.75	0.71	76.64
			Including	122.26	122.75	0.49	110.24
				167.38	169.00	1.62	1.18
				187.33	192.00	4.67	0.80
BRT-11-06	2170E	Bazooka Main		73.80	74.35	0.55	3.53
				125.48	126.36	0.88	1.88
				130.83	133.47	2.64	6.12
			Including	130.83	131.60	0.77	17.76
				156.50	157.50	1.00	2.42
				170.00	177.00	7.00	0.86
			Including	173.50	174.00	0.50	5.91
BRT-11-07	2000E	Bazooka Main	NSV				
BRT-11-08	1980E	Bazooka Main		106.62	107.33	0.71	5.62
				121.80	130.68	8.88	4.67
			Including	121.80	125.00	3.20	12.49
			Including	121.80	122.54	0.74	12.38
			And	124.34	125.00	0.66	43.78
BRT-11-09	2000E	Bazooka Main		154.20	154.85	0.65	0.93
				159.98	161.00	1.02	2.09
				167.00	168.00	1.00	4.18
				170.00	171.00	1.00	2.09
BRT-11-10	1234E	Bazooka Main		263.00	265.00	2.00	0.42
BRT-11-11	1865E	Bazooka Main		146.65	155.40	8.75	0.77
				153.50	155.40	1.90	1.57

Hole No.	Section	Zone		From (m)	To (m)	Interval (m)	Au g/t
			Including	154.20	154.80	0.60	3.05
				177.95	180.00	2.05	13.97
			Including	177.95	178.19	0.24	117.42

The intervals reported in the table above represent core lengths. The true width is presently approximated at about 85 to 95% of core lengths based on the dip of the rock formations and mineralized corridor. It is possible that the widths could be somewhat different due to the structural complexity (folding and shearing) in the Cadillac-Larder Lake Deformation Zone.

The above drill hole results are fire assays completed by Swastika Laboratories of Kirkland Lake, Ontario as to holes BRT-11-01 to 06. Holes BRT-11-07 to 11 are fire assays completed by Laboratoire Expert of Noranda, Quebec.

On November 10, 2011, the Company announced the following drill hole results.

Assay Results Received For RT Minerals 2011 Drilling — Bazooka Property

Hole No.	Section	Zone		From (m)	To (m)	Interval (m)	Au g/t
BRT-11-13A	2000E	Bazooka Main		132.10	137.69	5.59	0.86
			including	132.10	135.00	2.90	1.47
			including	133.10	134.03	0.93	3.50
				220.43	242.00	21.57	0.23
			including	235.51	240.00	4.49	0.44
				297.00	298.00	1.00	1.44
				302.70	303.35	0.65	1.82
				397.00	398.00	1.00	1.61
BRT-11-14	2225E	Bazooka Main		29.72	30.70	0.98	0.78
				156.00	178.00	22.00	1.01
			including	160.00	161.00	1.00	1.92
			And	167.00	171.73	4.73	2.64
			including	170.74	171.73	0.99	6.88
			including	171.40	171.73	0.33	17.49
			Also	175.60	176.89	1.29	4.11
			including	176.36	176.89	0.53	7.65

The intervals reported in the table above represent core lengths. The true width can be approximated as approximately 85% of core lengths based on the dip of the rock formations and mineralized corridor but could be somewhat different because of structural complexity (folding and shearing) in the Cadillac-Larder Lake Deformation Zone.

As part of the current work program at Bazooka a preliminary 3-D model of the Bazooka mineralization using past and current diamond drill data was completed to increase the understanding of the property geology in support of a second phase of diamond drilling.

In November 2011, the drilling of nine further holes under Phase 2 of the drill program was proposed at Bazooka (of which four were actually completed, for a total of 18 holes drilled under both phases). The Phase 2 holes are designed to extend the mineralization to depth below current significant intercepts, add information to untested areas within the interpreted Main Zone, test the potential easterly plunge of the Main Zone, and explore deformed and altered rocks near the Cadillac Larder Lake Break at a deeper level below the -200m elevation.

All of the Phase 2 holes are targeting the interpreted Main Zone which generally hosts the best gold values and widths, and has the best continuity both along strike and down dip. The total drill program was scheduled to consist of 3450 meters in drilling (of which 1530 meters were actually completed). This drilling commenced in mid-November and concluded in December 2011.

Assaying for the Bazooka property was carried out by Laboratoire Expert of Noranda, Quebec.

On March 2, 2012, the Company announced the following drill hole results.

Assay Results Received For RT Minerals 2011 Drilling — Bazooka Property

Hole No.	Section	Zone		From (m)	To (m)	Interval (m)	Au g/t
BRT-11-15A	1890E	Bazooka Main		356.58	366.05	9.47	1.03
			including	358.80	360.40	1.60	4.29
			including	359.64	360.40	0.76	6.27
BRT-11-16	1810E	Bazooka Main		26.60	30.00	3.40	0.24
				172.27	176.62	4.35	0.42
			including	172.27	174.00	1.73	0.78
				273.70	276.41	2.71	0.53
			including	275.90	276.41	0.51	1.23
BRT-11-17	1930E	Bazooka Main		83.68	85.09	1.41	0.65
				94.25	96.00	1.75	1.55
			including	94.25	95.00	0.75	3.02
				127.00	153.00	26.00	0.23
			including	137.00	138.00	1.00	2.19
BRT-11-18	2030E	Bazooka Main		208.00	209.40	1.40	1.54
			including	208.80	209.40	0.60	2.85
				282.00	297.00	15.00	0.21
			including	285.80	286.42	0.62	1.17

The intervals reported in the table above represent core lengths. The true width can be approximated as about 85% of core lengths based on the dip of the rock formations and mineralized corridor but could be somewhat different because of structural complexity (folding and shearing) in the Cadillac-Larder Lake Deformation Zone.

Assaying for the Bazooka property was carried out by Laboratoire Expert of Noranda, Quebec.

The current phase of drilling has now been completed at Bazooka and the Company will review the results to consider future work on its own or pursue a joint venture partner.

For complete disclosure for the Bazooka gold property, an NI 43-101 report dated November 26, 2010 may be viewed at www.sedar.com.

4.2 McWatters Property – Rouyn Noranda, Quebec

By a property acquisition agreement dated December 10, 2010 and approved by the Company's shareholders on December 30, 2010, the Company acquired the Bazooka and McWatters gold properties near Rouyn Noranda, Quebec, from Lake Shore Gold for consideration of 10,000,000 common shares of the Company and the transfer of its interest in the Golden Property near Timmins, Ontario and up to 50% of the Company's earned interest in the Meunier JV property to Lake Shore Gold. As further compensation to the Company, Lake Shore Gold paid $500,000 cash to the Company upon the Company's exercise of the First Option to earn an initial 25% interest on the Meunier JV property.

The 10,000,000 common shares of the Company issued to acquire the Bazooka and McWatters properties were valued at $0.1508 per share, based on the closing stock price of $0.25 per share, less a Black Scholes calculated put value of $0.0992 to reflect the functional hold period of the shares.

During the year ended November 30, 2012, the Company expended $42,376 (year ended November 30, 2011 - $152,318) in exploration expenditures on the Bazooka Property. The Company has completed line cutting, a magnetometer survey, soil sampling and trenching. The Company will now review the results to determine further work on its own or pursue a joint venture partner.

- ***McWatters Property - Description***

The McWatters property consists of 12 claims (404 Ha) located 8 km southeast of the town of Rouyn-Noranda. The property is just north of the Cadillac Larder Lake Fault Zone.

The McWatters property is located on the east extension of the CDLZ and contiguous with the east boundary of the Yourbeau Astoria Property where past mining has extended a shaft to 515 meters below surface and Yourbeau has been evaluating the potential for open pit mining. The McWatters property is also adjacent to land holdings owned by Threegold Resources Inc. (TSX.V: THG) and Gold Bullion Development Corporation Inc. (TSX.V: GBB). The McWatters property has seen limited past exploration but several gold showings have been identified both within and in the surrounding area.

The mineralization at McWatters consists of gold, pyrite and arsenopyrite. A showing known as the Lac La Bruere-Bischoff showing is located by past drilling (Lake Shore Gold 2003), which crosscut quartz veins with pyrite and arsenopyrite in a silicified wacke. These historic results returned up to 1.02 gpt Au over 0.91 meters and 7.79 gpt Au over 3 meters.

As different parts of the property remain covered by overburden, mineralized zones could be present at such locations. A compilation of past geophysical work and newly proposed geophysics has been undertaken on the property.

4.3 Meunier-144 JV Property – Timmins, Ontario

By an option agreement dated May 5, 2010, further subject to an agreement with Lake Shore Gold dated December 10, 2010, the Company has acquired a 25% interest in a gold property ("the Meunier-144 Property") located in the district of Timmins, Ontario from Adventure Gold Inc., and has formed a joint venture partnership that consists of AGE (50%), LSG (25%) and RTM (25%).

The Company exercised the First Option and acquired its initial 25% interest (of which 12.5% was assigned to LSG) in the property during the year ended November 30, 2011. The Company exercised the Second Option and acquired its additional 25% interest (of which 12.5% was assigned to LSG) in the property during the period ended August 31, 2012 by issuing 250,000 common shares to AGE and incurring a further $1,500,000 in work expenditures on the property jointly with LSG.

During February 2012, the Joint Venture made the decision to discontinue its current drilling program on the Meunier JV property due to technical difficulties encountered at depth; lack of significant gold mineralization; and budget analysis outlining drilling costs that in the opinion of the Joint Venture participants are too high to warrant further drilling at this time. Accordingly, $1,756,305 in acquisition costs and exploration expenditures relating to the property was written off at November 30, 2011 and $249,231 was written off during the year ended November 30, 2012.

The Meunier-144 Property – description and work performed

The Meunier-144 Property primarily covers a sequence of volcanic rocks located on the north side of the West Timmins sedimentary basin and along the west extension of the Bristol fault from the Timmins Mine and Thunder Creek properties where Lake Shore Gold Corp is currently developing a potential large scale mining operation. The key initial target for exploration on the Property includes the down plunge extension of gold zones located at the Timmins mine and Thunder Creek deposits including a pronounced “Fold nose” structure thought to control the bulk of gold mineralization at the Timmins mine and where LSG recently announced discovery of a second fold nose and significant new gold intersections approximately 600 meters east of the boundary with the property (see LSG press release dated February 18, 2010). Additional targets intended to be tested at the time included the projected down plunge extension of the Rusk horizon as well as new targets to be defined by surface exploration along the west extension of the Bristol fault. Coincident with this, some work was intended to be undertaken to evaluate programs for surface mapping, sampling and geophysics. LSG will manage and supervise the above programs.

In July 2010, Lake Shore Gold, acting as field operator, commenced a deep diamond drilling program at the Meunier-144 Property. The initial drill program attempted to complete approximately 4850m of drilling in an initial deep master hole (the “Deep Hole”) and one wedge cut with drilling was expected to be completed by the end of October 2011. The initial master hole was planned to be 3300m in core length (approximately 2400m vertical depth) and the first wedge cut was planned to be 700m in core length (approximately 1800m vertical depth). A total of 850m was allotted in the drill program to re-drill portions of the holes if required.

The main objective of the initial deep master drill hole was to intersect the down plunge projection of the Timmins Mine at up to 2400m vertically below surface and the Thunder Creek Rusk Zone below 2400m.

In November 2010, the Company announced that the Deep Hole (M-10-05b) has intersected Ultramafic and Footwall style gold mineralization 2,380 metres below surface and has confirmed the geologic model of the favourable Timmins Mine fold nose structure. Within this zone is a second broad interval of alteration, deformation and quartz veining, estimated to be 37 metres wide. This has been identified from recently received drill core which is currently being logged and sampled.

In November 2010, the Deep Hole was at 3,061 metre in core length and continued to test for Timmins Mine and Thunder Creek mineralization at depth.

The Deep Hole targeted the Timmins Mine Fold Nose (TMFN), a folded mineralized structure which hosts the Ultramafic and Footwall zones and accounts for the bulk of existing resources above the 1,200 metre level on LSG ground. The Ultramafic Zone, the highest grade area of the Timmins deposit, typically occurs as a series of lenses hosted by pyroxenite situated in the core of the TMFN, while the Footwall Zone occurs within volcanic rocks, immediately north of the pyroxenite. The Deep Hole successfully intersected the pyroxenite, accompanied by typical Ultramafic and Footwall style mineralization, including carbonate alteration, quartz tourmaline veining, pyrite and elevated gold values at the 2,380 metre level (2,925 metres down hole), approximately 1.9 kilometre down plunge from the bottom of the current LSG reserve assuming the same 53 degree plunge observed near surface. Given that the Ultramafic Zone at the Timmins Mine starts at about the 525 metre level, and assuming the same plunge, the intersection at 2,380 metres represents a potential quadrupling of the plunge length of the Ultramafic Zone. The best assay value obtained to date is 1.98 grams per tonne gold over 1.10 metres from a zone located at a down hole depth of 2,925 metres to the north and below the nose of the TMFN structure.

The Joint Venture was encouraged by the results of the Deep Hole. It was a significant accomplishment by the LSG exploration team that, through their analysis and calculations, they were able to model the extension of the LSG Ultramafic structure almost two kilometres away and intersected the structure with the first hole on the Meunier JV property. Based on the interpretations of the Joint Venture, the results clearly validate the exploration model, potentially quadrupling the plunge length of the Ultramafic Zone and demonstrating a significant down plunge continuity of the Timmins Mine gold system, which is a classic characteristic of the historic, long-life Timmins gold producers.

All design and management of drilling for the program was conducted by Lake Shore Gold.

Based on current interpretations, the Deep Hole intersects the north limb of the TMFN structure slightly north of the boundary between the LSG – RTM – AGE Meunier JV property and 100% owned Lake Shore Gold property. The hole crosses the boundary onto the LSG – RTM - AGE JV property at 2,985 metres down hole. The limb is identified on the basis of a prominent contact between pyroxenite and mafic volcanic rocks, which occurs at approximately 2,862 metres down hole. Based on LSG's projections, the nose of the TMFN structure may lie slightly to the south and near the 2,100 metre elevation on the current section line.

Observations from drill core also indicate moderate to strong alteration and between 2,828 metres and 2,928 metres (i.e. approximately 100 metres wide) with several narrow syenite dikes, local quartz veinlets with tourmaline and sections containing between 1-8% pyrite. Results from this interval indicates anomalous gold values and a best assay value of 1.98 grams per tonne gold over 1.10 metres, from a down hole depth of 2,925 metres.

A second broad zone of alteration and deformation has been identified from recently received core, which also contains quartz veining, with tourmaline and locally elevated pyrite. This lower zone occurs between 3,024 and 3,061 metres (i.e., approximately 37 metres wide) and is still open to depth. No significant gold was intersected from assaying of this section.

On March 2, 2012, the Company announced the conclusion of the Deep Hole at the Meunier JV Property in the West Timmins gold region, Ontario. Drilling of the hole was discontinued at a 3444m core length due to technical difficulties encountered at this depth in the hole.

Further to the Company's press release dated November 10, 2011 concerning the Meunier JV property, the Company was advised by the Operator that no other significant gold mineralization was encountered in the Deep Hole on the Meunier JV property (representing approximately the last 462 metres of the full 3,444 metre core length). Despite the above, the hole intersected a thick section of pyroxenite and several zones of alteration and deformation, including a broad zone containing local quartz veining, elevated pyrite and tourmaline between 3,023 and 3,052 meters (2,475 meters vertically below surface) with similarities to mineralization found within the Timmins West Mine Fold Nose Structure. The potential to extend or encounter other similar zones which could have higher grades in areas above, below and on strike of the above zone and on the Meunier JV or adjacent Lake Shore Gold property are considered excellent.

In addition, budget analysis has outlined drilling costs that in the opinion of the Joint Venture participants are too high to warrant further drilling at this time. Therefore no further drilling in the parent hole or by wedge cuts from the parent hole are planned at this time on the JV property. The Deep Hole will be preserved so that future drilling or wedge cuts may be considered at a later date.

Quality Control

The Qualified Person ("QP") for the Meunier Deep Hole drill program is Jacques Samson, P. Geo. As QP, he has prepared or supervised the preparation of the scientific or technical information for the property. Mr. Samson is an employee of Lake Shore Gold.

4.4 Golden Property – Timmins, Ontario

By an option agreement dated July 31, 2009, the Company acquired a 100% interest in a gold property ("the Golden Property") located in the district of Timmins, Ontario, in consideration for the payment of $1,030,000, the issuance of 500,000 common shares of the Company, and the expenditure of an aggregate of $2,100,000 in exploration expenditures over four years. The Company's interest in the Timmins Property was subject to a 3% net smelter return royalty, one half of which may be repurchased at any time for $1,000,000.

By an agreement dated December 10, 2010, the Company sold its interest in the Golden Property to Lake Shore Gold in a transaction that closed on December 30, 2010 and recorded a loss on disposal of the property of $2,045,957. A further $5,409 in expenditures was incurred on the property subsequent to the sale and was written off during the year ended November 30, 2011.

5. SUMMARY OF QUARTERLY RESULTS

The table below presents selected financial data for the Company's eight most recently completed fiscal quarters as presented in the unaudited condensed interim financial statements. The financial data provided is prepared in accordance with IFRS and is presented in Canadian dollars.

	Q4 Nov 30, 2012	**Q3 Aug 31, 2012**	**Q2 May 31, 2012**	**Q1 Feb 29, 2012**
Total revenue	$-	$-	$-	$-
Earnings (loss) from continuing operations for the period	($135,218)	($502,846)	($105,738)	($247,019)
Earnings (loss) for the period	($135,218)	($502,846)	($105,738)	($247,019)
Earnings (loss) per share, basic and diluted	($0.00)	($0.01)	($0.00)	($0.00)

	Q4 Nov 30, 2011	**Q3 Aug 31, 2011**	**Q2 May 31, 2011**	**Q1 Feb 28, 2011**
Total revenue	$-	$-	$-	$-
Earnings (loss) from continuing operations for the period	($1,724,742)	($684,207)	($342,406)	($2,026,895)
Earnings (loss) for the period	($1,724,742)	($684,207)	($342,406)	($2,026,895)
Earnings (loss) per share, basic and diluted	($0.02)	($0.01)	($0.00)	($0.03)

5.1 Total Revenue

Because the Company is in the exploration stage, it did not earn any significant revenue.

5.2 Earnings (Loss) for the Period

The following table presents selected financial data for the Company's eight most recently completed fiscal quarters as presented in the unaudited condensed interim financial statements that helps to explain significant contributions to the variance in earnings (loss) across each period.

	Q4 Nov 30, 2012	**Q3 Aug 31, 2012**	**Q2 May 31, 2012**	**Q1 Feb 29, 2012**
Expenses				
Depreciation	$574	$574	$574	$574
Employee costs	32,061	316,256	52,859	52,807
Finance expense	180,266	-	-	47,448
General and administrative expenses	70,536	44,106	59,793	39,787
Loss on disposal of exploration and evaluation asset	-	-	-	-
Impairment of exploration and evaluation asset	-	-	21,170	228,061
Total expenses	(283,437)	(360,936)	(134,396)	(368,677)
Interest and other income (expenses)	148,219	(141,910)	28,658	121,658
Earnings (loss) before income tax	(135,218)	(502,846)	(105,738)	(247,019)
Deferred tax expense	-	-	-	-
Total earnings (loss) for the period	($135,218)	($502,846)	($105,738)	($247,019)

	Q4 Nov 30, 2011	**Q3 Aug 31, 2011**	**Q2 May 31, 2011**	**Q1 Feb 28, 2011**
Expenses				
Depreciation	$574	$574	$191	$-
Employee costs	51,035	50,950	354,266	64,105
Finance expense	941	3,507	5,536	2,284
General and administrative expenses	73,621	98,868	128,859	74,362
Loss on disposal of exploration and evaluation asset	-	757,644	-	2,045,957
Impairment of exploration and evaluation asset	1,756,912	-	970	3,832
Total expenses	(1,883,083)	(911,543)	(489,822)	(2,190,540)
Interest and other income (expenses)	158,341	227,336	147,416	203,645
Earnings (loss) before income tax	(1,724,742)	(684,207)	(342,406)	(1,986,895)
Deferred tax expense	-	-	-	(40,000)
Total earnings (loss) for the period	($1,724,742)	($684,207)	($342,406)	($2,026,895)

5.3 Total Expenses

Depreciation expense on office furniture has been consistent since its purchase in the quarter ended May 31, 2011.

Employee costs include share-based payments consisting of stock options, which are recorded at fair value on the date of grant, using the Black-Scholes option pricing model to estimate the fair value of stock options. This is a non-cash item. The fair value of stock options granted is $300,000 recorded in the quarter ended May 31, 2011 and $126,637 recorded in the quarter ended August 31, 2012. Consulting fees during the quarter ended August 31, 2012 also includes $127,000 in severance and termination paid to the former President and CEO upon his resignation effective August 3, 2012, pursuant to his management contract with the Company. The former President and CEO remains a consultant of the Company.

Finance expense consists of Part XII.6 tax related to flow-through renunciation expenditures. Finance expense for the quarter ended November 30, 2012 includes a charge of $180,266 for flow-through commitment to investors.

General and administrative expenses are fairly consistent across the eight most recently completed fiscal quarters. The quarters ended May 31, 2011 and August 31, 2011 recorded increased accounting, legal and filing fees related to the Company's TSXV listing application.

Loss on disposal of exploration and evaluation asset of $2,045,957 from the sale of the Golden property to Lake Shore Gold was recorded in the quarter ended February 28, 2011 and a loss of $757,644 was realized from the sale of 50% interest in the Meunier property to Lake Shore Gold in the quarter ended August 31, 2011.

Impairment of exploration and evaluation asset of the Golden property was $3,832 in the quarter ended February 28, 2011; $970 in the quarter ended May 31, 2011; and $607 in the quarter ended November 30, 2011. Impairment of exploration and evaluation asset of the Meunier property was $1,756,305 in the quarter ended November 30, 2011; $228,061 in the quarter ended February 29, 2012; and $21,170 in the quarter ended May 31, 2012.

Deferred tax expense is related to flow-through renunciation expenditures.

5.4 Interest and Other Income (Expenses)

Interest and other income (expenses) consists of unrealized loss on short term investments; flow-through share premiums; gain on disposal of short term investments; and interest income.

The following table presents selected financial data for the Company's eight most recently completed fiscal quarters as presented in the unaudited condensed interim financial statements that helps to explain significant contributions to the variance in interest and other income (expenses) across each period.

	Q4 Nov 30, 2012	**Q3 Aug 31, 2012**	**Q2 May 31, 2012**	**Q1 Feb 29, 2012**
Unrealized loss on short term investments	$-	$9,000	($39,000)	$30,000
Flow-through share premiums	147,928	(138,836)	22,792	89,437
Gain on disposal of short term investments	-	(12,760)	43,710	-
Interest income	291	686	1,156	2,221
	$148,219	($141,910)	28,658	$121,658

	Q4 Nov 30, 2011	**Q3 Aug 31, 2011**	**Q2 May 31, 2011**	**Q1 Feb 28, 2011**
Unrealized loss on short term investments	($111,000)	($20,000)	($81,000)	$107,000
Flow-through share premiums	179,713	242,423	221,523	90,511
Gain on disposal of short term investments	86,000	-	-	-
Interest income	3,628	4,913	6,893	6,134
	$158,341	$227,336	$147,416	$203,645

Unrealized loss on short term investments measures the changes in fair value of the Company's investment in AGE.

Under IFRS, on issuance of flow-through shares, the Company bifurcates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability and; ii) share capital. Upon expenses being incurred, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

On May 25, 2010, the Company completed a private placement, consisting of the issue and sale of 4,000,000 flow-through units at a price of $0.20 per flow-through unit, for gross proceeds of $800,000. The premium paid by investors for the flow-through component of these shares was recorded as other liability of $48,000. As expenditures have been incurred, the Company has derecognized the liability and recognized flow-through share premium income as presented in the above table.

On December 30, 2010, the Company completed a private placement, consisting of the issue and sale of 9,390,000 flow-through units at a price of $0.20 per flow-through unit, for gross proceeds of $1,878,000. The premium paid by investors for the flow-through component of these shares was recorded as other liability of $375,600. As expenditures have been incurred, the Company has derecognized the liability and recognized flow-through share premium income as presented in the above table.

On December 30, 2010, the Company completed a private placement, consisting of the issue and sale of 4,968,750 flow-through units at a price of $0.28 per flow-through unit, for gross proceeds of $1,391,250. The premium paid by investors for the flow-through component of these shares was recorded as other liability of $596,250. As expenditures have been incurred, the Company has derecognized the liability and recognized flow-through share premium income as presented in the above table.

Gain on disposal of short term investments relates to sale of AGE.

The Company's interest income is derived from its cash and term deposits held with BMO Bank of Montreal.

6. LIQUIDITY

The Company's financial statements have been prepared on a going concern basis, which contemplates that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The Company's ability to continue as a going concern is dependent on the ability of the Company to raise equity financing and the attainment of profitable operations. Management is uncertain that the Company will be able to meet its liabilities as they become payable in the coming twelve months, due to the Company's working capital deficit position. In order for the Company to continue as a going concern and meet its financial obligations, the Company will have to complete the sale of one or more of its properties or conclude an equity and/or debt financing, or combination of the aforementioned.

Cash and cash equivalents as at November 30, 2012 were $109,447 compared to $1,071,151 as at November 30, 2011. Working capital deficit was $465,734 at November 30, 2012 compared to a surplus of $638,369 at November 30, 2011. Factors that could impact on the Company's liquidity are monitored regularly and include market changes, gold price changes, and economic downturns that affect the market price of the Company's trading securities for the purposes of raising financing. The current state of equity markets presents a challenge to raise financing and Management believes that this condition will continue over the next twelve months.

To help fund the Company's working capital requirements during the 2012 fiscal year, the Company sold 1,000,000 shares of AGE for net proceeds of $390,950 during the year under review.

As at November 30, 2012, the Company had amounts receivable of $38,576 that includes HST input tax credits and QST input tax returns receivable that have low liquidity risk.

The Company has total current liabilities of $622,645 at November 30, 2012. Trade and other payables of $239,389 are generally paid within 30 days but included in trade and other payables is a provision of $180,266 for the financial obligation to indemnified shareholders for flow-through exploration expenditures not made by November 30, 2012, which was reduced to $178,516 subsequent to year end at December 31, 2012. This amount is an estimate and the timing of payment is uncertain at this point and dependent upon settlement with each affected investor. Due to related parties of $261,835 includes an amount of $246,831 payable to Lake Shore Gold, the Company's largest shareholder holding a 27.1% interest in the Company, for expenditures on the Meunier JV property made on the Company's behalf. Other liabilities of $121,421 include the liability portion of flow-through share issuances that will be extinguished upon settlement of the indemnified shareholder obligation and filing the appropriate returns with the CRA. The Company has no debt or debt arrangements.

Based on the above financial condition at the 2012 year end, the Company may not be in a position to meet its financial obligations for the current year ended November 30, 2013.

Subsequent to the year ended November 30, 2012, the Company is in the process of trying to settle all of its trade payables and liabilities with its major related party creditor and six arm's length indemnified flow-through share investors. The negotiations are at the advanced stage of settlement that as part of such settlements, to eliminate substantially all of the Company's liabilities, the Company will have to dispose of its minority interest in one of its mineral properties and pay up to an estimated $178,516 in indemnification costs. In addition, for the Company to continue as a going concern, it must complete aggregate private placement financings of $500,000 in order to secure adequate working capital, and incur a minimum of $125,000 in exploration expenditures on one or more of its mineral properties.

During 2013, the Company plans to complete two separate private placements consisting of up to a $200,000 flow-through financing and a $300,000 non flow-through financing. The above placements will be subject to the settlement of all indebtedness of the Company as well as all requisite regulatory approvals.

7. CAPITAL RESOURCES

The Company currently has no commitments for capital expenditures. The Company holds a 100% interest in its Bazooka and McWatters properties and as such, does not have any option commitments to maintain these properties in good standing. The Company holds a 25% interest in the Meunier JV property and does not have any option commitments to maintain this property in good standing.

8. OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

9. TRANSACTIONS BETWEEN RELATED PARTIES

Exploration expenditures of $242,731 (2011: $1,536,181) were incurred on the Meunier-144 and Bazooka properties on the Company's behalf by Lake Shore Gold and are included in resource property costs. Lake Shore Gold holds a 27.1% interest in the Company. At November 30, 2012, $246,831 (December 1, 2010: $320,264, November 30, 2011: $322,612) owing to Lake Shore Gold was included in due to related parties.

During the year, the Company incurred $5,000 in acquisition expenditures on the Meunier-144 property on behalf of Lake Shore Gold. At November 30, 2012, $5,600 receivable from Lake Shore Gold was included in amounts receivable.

Office expenses of $3,857 (2011: $4,828) were paid to a company with common directors that is co-tenant to the Company's office premises lease. At November 30, 2012, $109 (December 1, 2010: $nil, November 30, 2011: $1,467) owing was included in due to related parties.

Key management personnel are persons responsible for planning, directing and controlling the activities of an entity, and include directors and officers including the chief executive officer and chief financial officer. Key management personnel compensation comprised:

		2012		2011
Short term employee benefits and director fees	$	400,898	$	478,972
Share-based payments		120,439		288,000
	$	521,337	$	766,972

Effective April 1, 2011 and as amended on August 17, 2011, the Company signed a Consulting, Management and Key Personnel Agreement to pay $12,000 per month to a company of which Donald (Dan) M. Clark, the former President and Chief Executive Officer, is a director for the term of the contract expiring December 31, 2012. This agreement replaces the agreement dated January 1, 2011 to pay Mr. Clark a salary of $4,000 per month; and the agreement dated January 1, 2011 to pay $10,000 per month to a company of which Mr. Clark is a director. Mr. Clark resigned as an Officer and Director of the Company on August 3, 2012. Pursuant to the agreement, Mr. Clark was paid $60,000 for the balance of the term of his contract and $67,000 in severance. Mr. Clark remains an unpaid consultant of the Company until December 31, 2012.

Prepaid expenses at November 30, 2012 include $nil (December 1, 2010: $8,960, November 30, 2011: $13,440) in consulting fees paid to a company with a common director, and $500 (2011: $nil) in expense advances paid to a director.

Due to related parties at November 30, 2012 include $14,895 (December 1, 2010: $19,354, November 30, 2011: $35,080) in amounts owing to directors and companies with common directors for unpaid project management services and expenses.

10. FOURTH QUARTER

N/A

11. PROPOSED TRANSACTIONS

The Company is engaged in the search for potential joint venture partners, mineral property acquisitions and financings, but there are currently no proposed asset or business acquisitions or dispositions.

12. CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

The financial statements of the Company have been prepared in accordance 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 financial statements for the year ended November 30, 2012 are the first annual financial statements presented in accordance with IFRS. Previously, the Company prepared its annual financial statements in accordance with Canadian Generally Accepted Accounting Principles ("Canadian GAAP").

Reconciliations between the Company's previously reported statement of financial position, statement of comprehensive loss, and statement of cash flow under Canadian GAAP and those reported under IFRS are presented in Note 19 of the financial statements.

The financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value as described in Note 3(e) of the financial statements. The accounting policies applied in these financial statements as described in the Notes to the financial statements have been applied consistently to all periods presented as if the policies have always been in effect, subject to certain IFRS transition elections mentioned in Note 19 of the financial statements. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The comparative figures presented in these financial statements are in accordance with IFRS.

The Company's financial statements for the year ended November 30, 2012 are the first annual financial statements prepared in accordance with IFRS. IFRS 1, First Time Adoption of International Financial Reporting Standards ("IFRS 1"), requires that comparative financial information be provided. As a result, the first date at which the Company has applied IFRS was December 1, 2010 (the "Transition Date"). IFRS 1 requires first-time adopters to retrospectively apply all effective IFRS standards at the transition statement of financial position date, which for the Company will be December 1, 2010. Therefore, the financial statements for the year ended November 30, 2012, the comparative information presented in these financial statements for the year ended November 30, 2011 and the opening IFRS statement of financial position at December 1, 2010 are prepared in accordance with IFRS standards. However, IFRS 1 also provides for certain optional exemptions and certain mandatory exceptions for first time IFRS adopters. Prior to transition to IFRS, the Company prepared its financial statements in accordance with pre-changeover Canadian Generally Accepted Accounting Principles ("Canadian GAAP").

In preparing the Company's opening IFRS financial statements, the Company has adjusted amounts reported previously in the financial statements prepared in accordance with Canadian GAAP.

IFRS OPTIONAL EXEMPTIONS

Share-based Payment Transactions

Share-based payments – IFRS 2, Share-based payment, encourages application of its provisions to equity instruments granted on or before November 7, 2002, but permits the application only to equity instruments granted after November 7, 2002 that had not vested by the transition date. The Company has chosen to apply the exemption under IFRS 1 and applied IFRS 2 for all equity instruments granted after November 7, 2002 that had not vested by the transition date.

IFRS MANDATORY EXCEPTIONS

Derecognition of Financial Assets and Liabilities

The Company has applied the derecognition requirements in IAS 39 Financial Instruments: Recognition and Measurement prospectively from the Transition Date. As a result any non-derivative financial assets or non-derivative financial liabilities derecognized prior to the Transition Date in accordance with pre-changeover Canadian GAAP have not been reviewed for compliance with IAS 39.

Estimates

The estimates previously made by the Company under pre-changeover Canadian GAAP were not revised for the application of IFRS except where necessary to reflect any difference in accounting policy or where there was objective evidence that those estimates were in error. As a result the Company has not used hindsight to revise estimates.

NEW ACCOUNTING STANDARDS, INTERPRETATIONS AND AMENDMENTS TO EXISTING STANDARDS

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended November 30, 2012, and have not been applied in preparing these financial statements.

i) Effective for annual periods beginning on or after July 1, 2013:

New Standard IFRS 10, "Consolidated Financial Statements"

In May 2011, the IASB issued IFRS 10 to replace portions of IAS 27, "Consolidated and Separate Financial Statements" and interpretation SIC-12, "Consolidated - Special Purpose Entities". IFRS 10 incorporates a single model for consolidating all entities that are controlled and revises the definition of control to be "An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the current ability to affect those returns through its power over the investee". Along with control, the new standard also focuses on the concept of power, both of which will include a use of judgment and a continuous reassessment as facts and circumstances change.

New standard IFRS 11, "Joint Arrangements"

In May 2011, the IASB issued IFRS 11 to replace IAS 31, "Interest in Joint Ventures". The new standard will apply to the accounting for interest in joint arrangements where there is joint control. Joint arrangements will be separated into joint ventures and joint operations. The structure of the joint arrangement will no longer be the most significant factor on classifying a joint arrangement as either a joint operation or a joint venture. Proportionate consolidations will be removed and replaced with equity accounting.

New standard IFRS 12, "Disclosure of Interest in Other Entities"

In May 2011, the IASB issued IFRS 12. The new standard includes disclosure requirements about subsidiaries, joint ventures and associates, as well as unconsolidated structured entities and replaces existing disclosure requirements.

New standard IFRS 13, "Fair Value Measurement"

In May 2011, the IASB issued IFRS. The new standard converges IFRS and US GAAP on how to measure fair value and the related fair value disclosures. The new standard creates a single source of guidance for fair value measurements, where fair value is required or permitted under IFRS, by not changing how fair value is used but how it is measured. The focus will be on an exit price.

ii) Effective for annual periods beginning on or after July 1, 2015:

New standard IFRS 9, "Financial Instruments"

Partial replacement of IAS 39, "Financial Instruments: Recognition and Measurement". IFRS 9 introduces new requirements for how an entity should classify and measure financial assets that are in the scope of IAS 39. The standard requires all financial assets to be classified on the basis of the entity's business model for managing the financial assets, and the contractual cash flow characteristics of the financial asset. A financial asset is measured at amortized cost if two criteria are met: (a) the objective of the business model is to hold the financial asset for the collection of the contractual cash flows, and (b) the contractual cash flows under the instrument solely represent payments of principal and interest. If a financial asset meets the criteria to be measured at amortized cost, it can be designated at fair value through profit or loss under the fair value option, if doing so would significantly reduce or eliminate an accounting mismatch. If a financial asset does not meet the business model and contractual terms criteria to be measured at amortized cost, then it is subsequently measured at fair value. In October 2010, the IASB issued additions to IFRS 9 relating to accounting for financial liabilities. Under the new requirements, an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss.

The Company has not early adopted these revised standards and is currently assessing the impact they will have on the financial statements.

13. FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Fair values

The Company's financial instruments includes cash and cash equivalents, short term investment in AGE, amounts receivable, trade and other payables and amounts due to related parties. The fair value of these financial instruments approximates their carrying values due to the relative short-term maturity of these instruments.

The following table summarizes the carrying values of the Company's financial instruments:

		Nov 30, 2012
Held for trading (i)	$	109,447
Loans and receivables (ii)	$	6,533
Other financial liabilities (iii)	$	501,224

(i) Cash and cash equivalents, investment in AGE

(ii) Amounts receivable

(iii) Trade and other payables and amounts due to related parties

The Company classifies its fair value measurements in accordance with the three level fair value hierarchy as follows:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly (i.e. as prices) or indirectly (i.e. derived from prices), and

Level 3 – Inputs that are not based on observable market date

All of the Company's financial assets are measured at fair value level 1.

Interest Rate and Credit Risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. Management evaluates credit risk on an ongoing basis and monitors activities related to amounts receivable including the amounts of counterparty concentrations. The primary sources of credit risk for the Company arise from its financial assets consisting of cash and cash equivalents and amounts receivable. The carrying value of these financial assets represents the Company's maximum exposure to credit risk. To minimize credit risk the Company only holds its cash and cash equivalents with high credit chartered Canadian financial institutions. As at November 30, 2012, the Company has no financial assets that are past due or impaired due to credit risk defaults.

The following table provides information regarding the aging of amounts receivables at November 30, 2012:

	Neither past due nor impaired	**31-90 days**	**91-180 days**	**181+ days**	**Carrying Value**
Amounts receivable	$6,533	$nil	$nil	$nil	$6,471

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations with respect to financial liabilities as they fall due. The Company's financial liabilities consist of its trade and other payables and amounts due to related parties. The Company handles its liquidity risk through the management of its capital structure as described in the condensed interim financial statements. All of the Company's financial liabilities are due on demand, do not generally bear interest and are subject to normal trade terms.

The following are the contractual maturities of financial liabilities as at November 30, 2012:

	Carrying Amount	Contractual Cash Flows	Within 1 year	Within 2 years	Within 3 years	Over 3 years
	$	$	$	$	$	$
Trade and other payables	239,389	239,389	239,389	-	-	-
Due to related parties	261,835	261,835	261,835	-	-	-
Total	501,224	501,224	501,224	-	-	-

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, investment fluctuations, and commodity and equity prices. Market conditions will cause fluctuations in the fair values of financial assets classified as held-for-trading, available-for-sale and cause fluctuations in the fair value of future cash flows for assets or liabilities classified as held-to-maturity, loans or receivables and other financial liabilities. The Company is not exposed to significant interest rate risk as the Company has no interest bearing debt. The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in gold and metal prices. Management closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the foreign currency exchange rates. The Company's functional currency is the Canadian dollar. All of the Company's financial instruments are denominated in Canadian dollars and all current exploration occurs within Canada. In management's opinion there is no significant foreign exchange risk to the Company.

14. DISCLOSURE OF OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of common shares. The holders of common shares are entitled to receive dividends and are entitled to one vote per share at meetings of the Company. All shares are ranked equally with regards to the Company's residual assets. As at April 1, 2013, the Company has 70,065,750 common shares issued and outstanding.

As at April 1, 2013, the Company had no outstanding warrants to purchase common shares.

As at April 1, 2013, the Company had outstanding options to purchase common shares as follows:

Number of options	Exercise price	Expiry
1,050,000	$0.10	June 22, 2014
5,750,000	$0.10	July 27, 2014

15. BOARD OF DIRECTORS AND OFFICERS

In May 2012, Eric Kallio and Mario Stifano resigned as directors of the Company due to work commitments with Lake Shore Gold. The Company wishes to thank Messrs. Kallio and Stifano for their service to the Company. Alexander (Sandy) Bain and Steve Clippingdale agreed to join the Board of Directors to fill the vacancies caused by the resignations of Messrs. Kallio and Stifano.

In August 2012, Donald (Dan) M. Clark resigned as President, CEO and director of the Company. The Company thanks Mr. Clark for all of his contributions from incorporation of the Company in 2007 to the present. Mr. Clark remains a consultant to the Company.

Replacing Mr. Clark as President and CEO is Mr. Paul Antoniazzi who is a current director of the Company and has been a director of the Company since the Company's incorporation in 2007.

The directors of the Company are Paul Antoniazzi (President and CEO), Fred Kiernicki, Alexander (Sandy) Bain, and Steve Clippingdale. Sandra Wong is Chief Financial Officer and Corporate Secretary.

16. CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

These statements are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks as set forth below.

This Management's Discussion and Analysis contains "forward-looking statements, within the meaning of applicable Canadian Securities legislation", that involve a number of risks and uncertainties. Forward-looking statements include, but are not limited to, statements with respect to the future price of gold and copper, the estimation of mineral reserves and resources, the realization of mineral estimates, the timing and amount of estimated future production, costs of production, capital expenditures, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, currency exchange rate fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage and timing and possible outcome of pending litigation. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", or "might" be taken, occur or be achieved. Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made, and they involve known and unknown risks, uncertainties and other factors which may cause the actual results, level of activity, performance or achievements of the Company to be materially different from any other future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others: risks relating to the integration of acquisitions, risk relating to international operations, the actual results of current exploration activities; actual results of current reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of gold and copper; possible variations in ore reserves, grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; fluctuations in metal prices; as well as those risk factors discussed or referred to in the Company's Management's Discussion and Analysis for the year ended November 30, 2012 filed with the securities regulatory authorities in Canada and available at www.sedar.com. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. The Company undertakes no obligation to update forward-looking statements if circumstances or management's estimates or opinions should change. Accordingly, readers are cautioned not to place undue reliance on forward-looking statements.

17. MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying financial statements of the Company and all the information in this Management's Discussion and Analysis are the responsibility of management and have been approved by the Board of Directors.

The financial statements have been prepared by management in accordance with International Financial Reporting Standards. When alternative accounting methods exist, management has chosen those it deems most appropriate in the circumstances. Financial statements are not precise since they include certain amounts based on estimates and judgments. Management has determined such amounts on a reasonable basis in order to ensure that the financial statements are presented fairly, in all material respects. Management has prepared the financial information presented elsewhere in the Management's Discussion and Analysis and has ensured that it is consistent with that in the financial statements.

The Company maintains systems of internal accounting and administrative controls in order to provide, on a reasonable basis, assurance that the financial information is relevant, reliable and accurate and that the Company's assets are appropriately accounted for and adequately safeguarded.

The Board of Directors is responsible for ensuring that management fulfills its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the financial statements. The Board carries out this responsibility principally through its Audit Committee.

The Audit Committee is appointed by the Board, and the minority of its members are independent directors. The Committee meets at least once a year with management, as well as the external auditors, to discuss internal controls over the financial reporting process, auditing matters and financial reporting issues, to satisfy itself that each party is properly discharging its responsibilities, and to review the financial statements and the external auditors' report. The Committee reports its findings to the Board for consideration when approving the financial statements for issuance to the shareholders. The Committee also considers, for review by the Board and approval by the shareholders, the engagement or reappointment of the external auditors. The Company's auditors have full and free access to the Audit Committee.

On behalf of the Board,

RT MINERALS CORP.

Paul Antoniazzi,
President and CEO