DOT Resources Ltd.
Management's Discussion and Analysis of Financial Condition and Results of Operations
For the Year Ended December 31, 2011

This management's discussion and analysis ("MD&A") focuses on key items from the audited financial statements for DOT Resources Ltd. (also referred to as "DOT" or the "Corporation") for the year ended December 31, 2011 and the factors reasonably expected to impact future operations and results as prepared on April 26, 2012. This discussion should not be considered all-inclusive, as it excludes changes that may occur in general economic, political and environmental conditions. Additionally, other matters may occur which could affect the Corporation in the future. This discussion should be read in conjunction with the audited financial statements of the Corporation for the year ended December 31, 2011 and the related notes. The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS").

This MD&A was reviewed and approved by the Corporation's Audit Committee and Board of Directors and is effective as of April 26, 2012. Additional information on the Corporation is available under the Corporation's profile on SEDAR at www.sedar.com.

All dollar amounts are Canadian unless otherwise stated.

Forward-Looking Information

Except for the statements of historical fact contained herein, certain statements contained in this MD&A constitute "forward-looking statements" as such term is used in applicable Canadian and US laws. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management. In particular, any statements concerning the timing, content and future success of diamond drilling or geophysical surveying or the ability to obtain funding to sustain operation, the ability to complete strategic alternative transactions and other factors and events described in this MD&A should be viewed as forward-looking statements to the extent that they involve estimates thereof. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects" or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "estimates" or "intends", or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved) are not statements of historical fact and should be viewed as "forward-looking statements". Such forward-looking statements, including but not limited to, the amount of estimated mineralization, the timing and possible outcome of possible pending economic evaluations, the Corporation's liquidity and financial capacity, the Corporation's funding sources to meet various obligations and other factors and events described in this document, involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Corporation to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such risks and other factors include, among others, potential drilling targets, exploration results, the timing of future diamond drilling, geophysical survey results, the availability of capital to fund exploration activities and the resulting dilution caused by the raising of capital through the sale of shares, the effects of the recessionary economy and such other business risks as discussed herein and other publically filed disclosure documents. Although the Corporation 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 such statements will prove to be accurate as actual results and future events could vary or differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements contained in this MD&A.

Forward-looking statements are made based on management's beliefs, estimates and opinions on the date the statements are made and the Corporation undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable law.

This MD&A contains forward-looking statements based on assumptions, uncertainties and management's best estimates of future events. Investors are cautioned that such forward-looking statements involve risks and uncertainties. Actual results may differ materially from those currently anticipated. The forward-looking statements contained herein are expressly qualified by this cautionary statement.

Business overview

The Corporation was incorporated on May 17, 2007 under the Business Corporations Act (Alberta).

On June 25, 2007, the Corporation entered into an Arrangement Agreement (the "Arrangement") with Alhambra Resources Ltd. ("Alhambra"). Under the terms of the Arrangement, which became effective August 29, 2007, Alhambra transferred its 100% interest in its claim units located in the Province of British Columbia, together with related assets and obligations pertaining thereto (the "Properties"), in exchange for 30,000,000 common shares of the Corporation.

The cost of the Properties acquired by the Corporation was $933,424 which represents the amount recorded by Alhambra as at the date of sale.

The Corporation's common shares are listed for trading on the TSX Venture Exchange Inc. under the trading symbol of DOT. Trading of the common shares of the Corporation began on September 17, 2007.

Basis of Presentation

Statement of Compliance

The audited financial statements for the year ended December 31, 2011 are the Corporation's first annual audited financial statements prepared in accordance with IFRS and IFRS 1 'First-time Adoption of International Financial Reporting Standards' has been applied.

An explanation of how the transition to IFRS has affected the reported financial position, financial performance and cash flows of the Corporation is provided in note 3 to the December 31, 2011 audited financial statements. This note includes reconciliations of equity and total comprehensive loss for comparative periods and of equity at January 1, 2010, the date of transition under Generally Accepted Accounting Principles ("Canadian GAAP") to those reported for those periods and at the date of transition under IFRS.

Basis of measurement

The financial statements have been prepared on the historical cost basis except for the financial instruments at fair value through profit or loss which are measured at fair value.

Use of estimates and judgments

The preparation of the financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Estimates and underlying assumptions are reviewed on an ongoing basis. Changes to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes to the December 31, 2011 financial statements:

Note 6 – valuation of intangible assets;

Note 7 – measurement of share-based payments; and

Note 11 – valuation of financial instruments.

Going concern

For the year ended December 31, 2011, the Corporation incurred a net loss of $70,740, had a working capital deficiency of $821,859 at December 31, 2011 and had an accumulated deficit to December 31, 2011 of $1,318,311. DOT currently has no sources of revenue therefore its ability to continue to meet its obligations, conduct exploration activities and continue as a going concern is dependent upon its ability to raise additional capital to fund exploration activities and meet its obligations as well as its ability to develop economically recoverable reserves. There is no assurance at this time that the Corporation will be able to obtain the necessary financing nor is there assurance that if financing is obtained, that DOT will be able to find economically recoverable reserves. If DOT is unable to obtain suitable financing in the near future, it will be necessary for the Corporation to examine other strategic alternatives to continue operations and enhance shareholder value, including, but not limited to, seeking creditor protection, seeking a joint venture partner, the possible sale of some or all of the Corporation's assets or the merger, amalgamation or sale of the Corporation with or to a larger, better financed entity.

The financial statements have been prepared on a going concern basis in accordance with IFRS. The going concern basis assumes that the Corporation will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. If the going concern assumption was not appropriate for these financial statements, then material adjustments would be necessary to the carrying amounts of the assets and liabilities, the reported expenses and the balance sheet classifications used.

Operational review

With the completion of the drilling program conducted in late 2009 and early 2010, the Corporation commissioned Aurora Geosciences Limited ("Aurora") to update its independent National Instrument ("NI") 43-101 compliant mineral resource estimation ("Mineral Resource Estimate") for DOT's 100% owned copper porphyry property located 17 kilometers south of the Highland Valley copper porphyry district in Central British Columbia, Canada (the "Property").

The report entitled "Technical Report On A Diamond Drill Program And Mineral Resource Estimate For DOT Resources Ltd's Dot Property (the "Aurora Report"), dated November 30, 2010, was prepared by Aurora and complies with NI 43-101 and the Canadian Institute of Mining standards for reporting mineral resources. A full copy of the Aurora Report can be obtained directly from DOT, the Corporation's website at www.dotresourcesltd.com, or the Corporation's profile on SEDAR at www.sedar.com.

Following is a number of highlights reported in the Aurora Report:

1. At a 0.20% copper cut-off, the estimated indicated resource was 5.33 million tonnes grading 0.45% copper, 3.28 g/t silver, 0.05 g/t gold and 0.006% molybdenum representing a 19% increase relative to the previous NI 43-101 Mineral Resource Estimate dated June 22, 2009;
2. At a 0.20% copper cut-off, the estimated inferred resource was 4.28 million tonnes grading 0.46% copper, 1.99 g/t silver, 0.02 g/t gold and 0.004% molybdenum representing a 79% increase relative to the previous NI 43-101 Mineral Resource Estimate dated June 22, 2009; and
3. The five zones of mineralization included in the resource estimate are open along strike and down dip.

The Aurora Report makes various recommendations for further exploration of the Property, including trenching, metallurgical testing on the sulphide mineralization, geophysical surveying by Induced Polarization ("IP") of a large portion of the property and further diamond drilling to better understand the IP anomalies and to determine the extent of mineralized zones located to date.

These recommendations are currently being reviewed with the objective of incorporating them into a proposed 2012 exploration program. The extent and timing of this exploration program will depend on obtaining sufficient financing.

The claim units are in good standing until March 13, 2013.

Financial review

Selected financial information

	2011	2010	2009
Net loss and comprehensive loss (1)	$ (70,740)	$ (376,829)	$ (404,463)
Net loss per share – basic and diluted (1)	(0.00)	(0.01)	(0.01)
Total assets	3,528,054	3,567,432	3,407,922

(1) The net loss and comprehensive loss and net loss per share – basic and diluted for 2009 are based on Canadian Generally Accepted Accounting Principles effective in 2009.

Administrative expenses

Administrative expenses for the year ended December 31, 2011 decreased $349,172 to $70,740 from the $419,912 recorded in the comparable period in 2010. The breakdown of administrative expenses is as follows:

	2011	2010
Management fees	$ –	$ 240,000
Audit	28,080	33,031
Legal	9,217	26,779
Stock exchange fees	8,095	9,900
Share-based payments	8,009	88,046
Transfer agent fees	7,444	7,852
Annual general meeting	7,347	6,527
Investor relations and news releases	1,058	6,500
Other	1,492	1,277
	$ 70,740	$ 419,912

The decrease in administrative expenses is the result of the Corporation reducing or eliminating to the extent possible, all expenses while it investigates financing opportunities and other strategic alternatives.

Effective January 1, 2011, Alhambra, which provides administrative services pursuant to an administrative and corporate services contract agreed to suspend billing DOT for services provided until further notice. During the year ended December 31, 2010, Alhambra billed DOT $240,000 for such services.

Share-based payments expense for the year ended December 31, 2011 totaled $8,009 (2010 – $88,046). Both the 2011 and 2010 expense amounts related to the amortization of the value ascribed to stock options granted on October 7 and November 16, 2009. The grant date fair value of share-based payment awards granted to employees is recognized as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. In determining the fair value of the share options granted, the Black-Scholes model is used and assumptions are made regarding interest rates, underlying volatility of the Corporation's shares and expected life of the options. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service vesting conditions are met, such that the amount ultimately recognized as an expense is based on the number of awards that actually vest. Share-based payments to non-employees are accounted for by measuring the fair value of goods or services received directly on the date the Corporation receives the goods or services.

Due primarily to the high volatility of the Corporation's stock price, this calculation gives a significant value to stock options, which must be expensed during their vesting period. In addition, since share-based payments expense is calculated for each vesting period separately, it results in the expense being the largest during the earlier vesting term of each option. During the year ended December 31, 2011 and 2010 no stock options were issued and during the year ended December 31, 2010, 1,875,000 options granted in 2007 expired unexercised.

The decrease in the remaining administrative expenses was a result of the reduced activity.

Deferred income tax reduction 2010

On September 23, 2009, the Corporation completed a private placement of flow-through units. The terms and conditions of the private placement required that the Corporation spend the proceeds of the flow-through units on Canadian Exploration Expenditures as defined in section 66.1(6) of the Canadian tax act ("qualifying expenditures") and such expenditures be renounced to the purchasers of the flow-through units. Under IFRS the flow-through shares issued are recorded in share capital at the fair value of common shares on the date of issue with the premium received on issuing the flow-through shares initially recorded as a premium obligation on the balance sheet. As the Corporation fulfills its commitment to spend the proceeds on qualifying expenditures, the premium is recognized to income. The deferred income tax reduction of $43,083 for the year ended December 31, 2010 is the portion of the premium that related to the qualifying expenditures incurred in the first quarter of 2010. As of February 28, 2010, the Corporation had incurred all the eligible expenditures as was required under the flow-through share agreements.

Net loss and comprehensive loss and loss per share

Net loss and comprehensive loss for the year ended December 31, 2011 totaled $70,740 or $0.00 per common share (2010 – $376,829 or $0.01 per common share) based on a weighted average number of common shares outstanding for both years of 55,734,333. Outstanding options totaling 2,200,000 (2010 – 2,200,000), outstanding warrants totaling nil (2010 – 14,234,332) and nil (2010 -

863,333) broker options have been excluded in the calculation of net loss per share as their effect would have been anti-dilutive.

Summary of quarterly results

		Q4 2011		Q3 2011		Q2 2011		Q1 2011
Revenue	$	–	$	–	$	–	$	–
Income (loss)		(36,029)		(2,166)		(17,913)		(14,632)
Basic and diluted net loss per share		(0.00)		(0.00)		(0.00)		(0.00)
		Q4 2010		Q3 2010		Q2 2010		Q1 2010
Revenue	$	–	$	–	$	–	$	–
Income (loss)		(97,928)		(91,117)		(114,654)		(73,130)
Basic and diluted net income (loss) per share		(0.00)		(0.00)		(0.00)		(0.00)

Liquidity and capital resources

At this early stage of its development, the Corporation does not have sources of revenue and relies solely on raising capital though the public equity markets.

As of December 31, 2011, the Corporation had $6,464 in cash and a working capital deficiency of $821,859.

Capital expenditures

During the year ended December 31, 2011 the Corporation had $5,079 in capital expenditures for exploration work. Following is a breakdown of these capital expenditures:

	Inception to date	Year ended December 31, 2011	Year ended December 31, 2010
Balance, beginning of period	$ –	$ 3,516,241	$3,237,404
Acquisition costs	933,424	–	–
Drilling	1,983,638	–	275,235
Geology	229,703	–	–
Geophysics	272,286	–	–
Other	102,269	5,079	3,602
Balance, end of period	$ 3,521,320	$ 3,521,320	$3,516,241

Related party transactions

The Corporation has no employees and pays no cash remuneration to directors. During the year ended December 31, 2011 the Corporation incurred $8,009 (year ended December 31, 2010 - $88,046) in share based payments to directors and key members of management.

The Corporation and Alhambra are parties to an Administrative and Corporate Services Contract (the "Contract") whereby the Corporation agrees to engage Alhambra to provide management, administration and corporate services to the Corporation. The Contract provides for a monthly remuneration of $20,000 plus all reasonable out of pocket expenses and is for an indefinite term but may be terminated by either party upon providing thirty (30) days prior written notice. Effective January 1, 2011, Alhambra has agreed to suspend billing DOT for services provided under the Contract until further notice. During the year ended December 31, 2011, the Corporation incurred $nil under the Contract (year ended December 31, 2010 – $240,000). The amount owing under the

Contract as of December 31, 2011 was $359,433 (December 31, 2010 – $359,433). During 2010, Alhambra advanced DOT $400,000 to assist DOT with its outstanding obligations while DOT is contemplating various options regarding the financing of its exploration plans and working capital requirements and that amount remains outstanding at December 31, 2011.

These transactions are measured at their exchange amounts, which is the amount of consideration established and agreed to by the related parties.

Outstanding share data

At December 31, 2011 and August 23, 2011, there were 55,734,333 common shares issued and outstanding. In addition, there were options to purchase 2,200,000 common shares under the Corporation's stock option plan, all of which have vested. On September 23, 2011 warrants to purchase 14,234,332 common shares and Broker options to purchase 863,333 units expired unexercised.

Financial instruments

Overview

The Corporation has exposure to the following risks from its use of financial instruments:

(i) Credit risk

(ii) Liquidity risk

(iii) Market risk

The Board of Directors has overall responsibility for the establishment and oversight of the Corporation's risk management framework. These risks are discussed with Management and to the extent the Board determines that the risks are of such a nature that they need to be mitigated, procedures are put in place. To date, no specific risk management tools have been put in place to mitigate these risks.

Credit risk

Credit risk is the risk of financial loss to the Corporation if a customer or counterparty to a financial instrument fails to meet its obligation.

Cash and cash equivalents consist of bank balances and short-term deposits that are redeemable at any time at the option of the Corporation. The Corporation manages the credit exposure related to short-term investments by depositing the cash equivalents only with large banks within a particular region which management believes the risk of loss to be remote. Accounts receivable primarily relate to GST receivable from the government of Canada, the credit risk of which is considered to be very low.

The carrying amount of accounts receivable and cash and cash equivalents represents the maximum credit exposure. The Corporation does not have an allowance for doubtful accounts as at December 31, 2011 nor was it required to write-off any receivables during the year ended December 31, 2011. The Corporation does not consider any of its receivables to be past due at December 31 2011.

Liquidity risk

Liquidity risk is the risk that the Corporation will not be able to meet its obligations as they come due. Due to the fact that the Corporation has no operations that generate cash flow to meet such obligations, and is a development stage Corporation, the Corporation requires external financing to ensure all of its obligations are met on a timely basis. To date the Corporation has been successful in raising the funds necessary to meet its obligations and fund its capital program.

Market risk

Market risk is the risk that changes in market prices, such as foreign currency exchange rates, commodity prices and interest rates, will affect the Corporation's net earnings. The objective of market risk management is to manage and control market risk exposures.

Off balance sheet arrangements

The Corporation has no off balance sheet arrangements.

Business risks

As a pure exploration corporation, DOT's goal is to continue to find resources and reserves that can be developed economically. In attempting to accomplish this goal, the Corporation faces many risks that it must minimize.

World Economic Conditions

The continuing worldwide economic conditions, reflective in the stock market uncertainty and international credit crisis could adversely impact the Corporation's ability to raise sufficient working capital to sustain operations. The Corporation can neither predict the impact the current economic conditions will have on future results, nor predict when the economy will show meaningful improvement.

Exploration and development

The mining industry in general is inherently risky in nature. Mineral properties are often non-productive for reasons that cannot be anticipated in advance and the Corporation may be subject to risks from operations, mining law, environmental regulations, permits, licenses, land claims and financing.

The Corporation focuses exploration efforts in areas in which it has existing knowledge and expertise. Exploration activities rely on the exploration results collected at that time and on professional judgment of people involved in the exploration business. There can be no assurance that exploration programs will result in a discovery being made. In the event that a discovery is made, no assurance can be given that the discovery will result in either resources or reserves being established on the property. If reserves are established, it may take a number of years and substantial expenditures until production is achieved, during which the economic feasibility of the project may change.

The long-term profitability of the Corporation's operation will, in part, be directly related to the success of its exploration programs in finding additional reserves, which may be affected by a number of factors that are beyond the control of the Corporation.

Operations risk

Operations risk relates to the ability to recover metal from an established mineral reserve. Using skilled and experienced professional staff reduces this risk. Using the latest technologies and controlling costs to maximize profitability also assists in minimization of this risk. Other possible risks include changes in metal prices, unstable ground conditions, procurement of reagents, supplies and fuels and qualified operating personnel as well as severe weather conditions.

Regulations and mining law

DOT's mining operations and exploration activities are subject to the laws and regulations of the Province of British Columbia, Canada. There is no assurance that these laws will not change in the future.

Environmental factors

All phases of the Corporation's operations are subject to environmental regulation in British Columbia. Although DOT takes the steps necessary to protect the environment around its operations, there is no assurance that future changes in environmental regulation, if any, will not adversely affect DOT's operations or result in substantial costs and liabilities in the future.

Permits and licenses

The operations of the Corporation require permits from the Province of British Columbia. The Corporation has secured the necessary permits for its current exploration program. There can be no assurance that the Corporation will be able to obtain all necessary permits that may be required to carry out its operations in the future.

Financing risks

Continued exploration and development of the Properties, as well as the Corporation's ability to continue as a going concern are dependent on DOT's ability to obtain necessary financing. As the Corporation is not currently producing from its Properties, it will be necessary for the Corporation to seek additional equity to finance its programs. While the Corporation has been successful in the past in attracting equity financing required to carry out its planned exploration program, there can be no assurance that additional funding will be available in the future, particularly in light of the current state of the equity markets. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration plans, as well as the Corporation's ability to meet its obligations and continue as a going concern.

Significant Accounting Policies

The significant accounting policies used by the Corporation are disclosed in note 4 to the Corporation's December 31, 2011 audited financial statements. Certain accounting policies require that management make appropriate decisions with respect to the formulation of estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. The following discussion outlines such accounting policies and is included in the MD&A to aid the reader in assessing the significant accounting policies and practices of the Corporation and likelihood of materially different results being reported. The Corporation's management reviews its estimates regularly.

The following significant accounts policies outline the major policies involving critical estimates.

Mineral resources and reserves

A mineral resource is defined by the Canadian Institute of Mining, Metallurgy and Petroleum as a concentration or occurrence of natural, solid, inorganic or fossilized organic material in or on the earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospect for economic extraction. Mineral reserves are those parts of mineral resources which, after the application of all mining factors, estimated gold recovery and operating costs, are the estimated tonnage and grade which is the basis of an economically viable project. Proven and Probable mineral reserves differ by the degree of certainty of such reserves. By their nature, reserves are at best estimates and can only be determined once the reserves have been completely mined and the project abandoned. Changes in Proven and Probable mineral reserves impact the evaluation for impairment as discussed in note 4(f) of the financial statements.

Share-based payments

Compensation costs attributable to stock options granted by the Corporation are charged to earnings over the vesting periods of the options. The fair value calculation method adopted by the

Corporation is the Black-Scholes model, which requires management to estimate interest rates, the expected life of the options and the expected volatility of the Corporation's share price over the life of the options. These estimates may be different than the actual interest rates, life and volatility.

Accounting standards issued but not yet effective

The Corporation has not early-adopted these revised standards and it currently assessing the impact that these standards will have on the financial statements.

(i) New accounting standards impacting on or after January 1, 2012:

IFRS 7 Financial Instruments: Disclosures (Amendment)

The amendment, effective for annual periods beginning on or after July 1, 2011, with early application permitted, requires additional quantitative and qualitative disclosures relating to transfers of financial assets where: financial assets are derecognized in their entirety, but where the entity has a continuing involvement in them; financial assets that are not derecognized in their entirety.

International Accounting Standards ("IAS") 12 Income Taxes (Amendment)

IAS 12 amendments regarding Deferred Tax: Recovery of Underlying Assets introduces an exception to the existing principle for the measurement of deferred tax assets and liabilities arising on investment property measured at fair value, and the requirement that deferred tax on non-depreciable assets measured at fair value measured using the revaluation model in IAS 16 should always be measured on a sale basis. The amendment is effective for annual periods beginning on or after January 1, 2012.

(ii) New accounting standards impacting on or after July 1, 2012

IAS 1 Presentation of Financial Statements (Amendment)

The amendments to IAS 1 require companies preparing financial statements in accordance with IFRS to group together items within other comprehensive income ("OCI") that may be reclassified to the profit or loss section of the income statement. The amendments retain the "one or two statement" approach at the option of the entity and only revise the way OCI is presented: requiring separate subtotals for those elements that may be recycled (e.g., cash flow hedging, foreign currency translation), and those elements that will not (e.g., fair value through OCI items under IFRS 9). In addition, the tax associated with items presented before tax to be shown separately for each of the two groups of OCI items (without changing the option to present items of OCI either before tax or net of tax). The amendment is effective for annual periods beginning on or after July 1, 2012.

(iii) New accounting standards impacting on or after January 1, 2013

IFRS 7 Financial Instruments: Disclosures in Respect of Offsetting (Amendment)

At its meeting December 13 to 15, 2011, the International Accounting Standards Board ("IASB") approved amendments to IFRS 7 *Financial Instruments: Disclosures* with respect to offsetting financial assets and financial liabilities. The common disclosure requirements issued by the IASB and the Financial Accounting Standards Board in December 2011 are intended to help investors and other users to better assess the effect or potential effect of offsetting arrangements on a company's financial position. Companies and other entities are required to apply the amendments for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. The required disclosures should be provided retrospectively.

IFRS 10 Consolidated Financial Statements

IFRS 10 replaces the portion of IAS 27 *Consolidated and Separate Financial Statements* that addresses the accounting for consolidated financial statements and SIC 12 *Consolidation – Special Purpose Entities.* IFRS 10 establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more entities. This standard (i) requires a parent entity (an entity that controls on or more other entities) to present consolidated financial statements; (ii) defines the principle of control and establishes control as a basis for consolidation; (iii) sets out how to apply the principle of control whether an investor controls an investee and therefore must consolidate the investee; and (iv) sets out the accounting requirements for the preparation of consolidated financial statements.

IFRS 10 is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted. IFRS 10 may be adopted to an earlier accounting period, but in doing so, and entity must disclose that fact that it has early-adopted the standard and apply IFRS 11 *Joint Arrangements,* IFRS 12 *Disclosure of Interests in Other Entities,* IAS 27 *Separate Financial Statements (*as amended in 2011) and IAS 28 *Investments in Associates and Joint Ventures* (as amended in 2011).

IFRS 12 Disclosure of Interests in Other Entities

IFRS 12 combines the disclosure requirements for an entity's interest in subsidiaries, joint arrangements, associates and structured entities into one comprehensive disclosure standard. This standard requires the disclosure of information that enable users of financial statements to evaluate the nature of, and risks associated with, its interest in other entities and the effects of those interests on its financial position, financial performance and cash flows. This standard is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted, and entities are permitted to incorporate any of the new disclosures into their financial statements before that date.

IFRS 13 Fair Value Measurement

IFRS 13 provides guidance on how to measure fair value, but does not change when fair value is required or permitted under IFRS. IFRS 13 defines fair value, sets out a single IFRS framework for measuring fair value and requires disclosures about fair value measurements. IFRS 13 applies when another IFRS requires or permits fair value measurements or disclosures about fair value measurements (and measurements, such as fair value less costs to sell, based on fair value or disclosures about those measurements), expect for: share-based payment transactions within the scope of IFRS 2 *Share-based Payment:* leasing transactions with the scope of IAS 17 *Leases;* measurements that have some similarities to fair value that are not fair value, such as net realizable value in IAS 2 *Inventories;* or value in use IAS 36 *Impairment of Assets*. This standard is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted.

IAS 27 Separate Financial Statements

IAS 27 has the objective of setting standards to be applied in accounting for investments in subsidiaries, jointly controlled entities and associates when and entity elects, or is required by local regulations, to present separate (non-consolidated) financial statements. This standard is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted. This standard will not have an impact on the consolidated financial statements.

IAS 28 Investments in Associates and Joint Ventures

IAS 28 prescribes the accounting for investments in associates and to set the requirements for the application of the equity method when accounting for investments in associates and joint ventures. This standard is effective for annual periods beginning on or after January 1, 2013, with early adoption permitted.

(iv) New accounting standards impacting on or after January 1, 2014

IAS 32 Financial Instruments – Presentation in Respect of Offsetting (Amendment)

As its meeting December 13 to 15, 2011, the IASB approved amendments to IFRS 7 *Financial Instruments: Disclosures* with respect to offsetting financial assets and financial liabilities. As part of this project, the IASB also clarified aspects of IAS 32 *Financial Instruments: Presentation.* The amendments to IAS 32 address inconsistencies in current practice when applying the requirements. The amendments are effective for annual periods beginning on or after January 1, 2014 and are required to be applied retrospectively.

(v) New accounting standards impacting on or after January 1, 2015

IFRS 9 Financial Instruments (2009)

IFRS 9 introduces new requirements for classifying and measuring financial assets, as follows:

- Debt instruments meeting both a “business model” test and a “cash flow characteristics” test are measured at amortized cost (the use of fair value is optional in some limited circumstances).
- Investments in equity instruments can be designated as “fair value through other comprehensive income” with only dividends being recognized in profit or loss.
  - All other instruments (including all derivatives) are measured at fair value with changes recognized in the profit or loss.
- The concept of “embedded derivatives” does not apply to financial assets within the scope of the standard and the entire instrument must be classified and measured in accordance with the above guidelines.

This standard is only applicable if it is optionally adopted for annual periods beginning before January 1, 2015. For annual periods beginning on or after January 1, 2015, the Company must adopt IFRS 9 (2010).

IFRS 9 Financial Instruments (2010)

A revised version of IFRS 9 incorporating revised requirements for the classification and measurement of financial liabilities, and carrying over the existing de-recognition requirement from IAS 39 *Financial Instruments: Recognition and Measurement*.

The revised financial liability provisions maintain the existing amortized cost measurement basis for most liabilities. New requirements apply where an entity chooses to measure a liability at fair value through profit or loss – in these cases, the portion of the change in fair value related to changes in the entity’s own credit risk is presented in other comprehensive income rather than within profit or loss.

This standard applies to annual periods to annual periods beginning on or after January 1, 2015 and supersedes IFRS 9 (2009). However, for annual reporting periods beginning before January 1, 2015, the Company may early adopt IFRS 9 (2009) instead of applying this standard.

International Financial Reporting Standards

Reconciliation of Assets, Liabilities and Equity

The tables below provide a summary of the adjustments to the Corporation's statements of financial position from Canadian GAAP to IFRS at December 31, 2010 and January 1, 2010.

	December 31, 2010	January 1, 2010
Total assets per Canadian GAAP	$ 3,567,432	$3,407,922
Adjustments required on adoption of IFRS	–	–
Total assets per IFRS	$ 3,567,432	$3,407,922

	December 31, 2010	January 1, 2010
Total liabilities per Canadian GAAP	$ 805,240	$ 313,864
Adjustments required on adoption of IFRS	–	43,083
Total liabilities per IFRS	$ 805,240	$ 356,947

	December 31, 2010	January 1, 2010
Total shareholders' equity per Canadian GAAP	$ 2,762,192	$3,094,058
Adjustments required on adoption of IFRS	–	(43,083)
Total shareholders' equity per IFRS	$ 2,762,192	$3,050,975

Reconciliation of net loss

The table below provides a summary of the adjustments to net loss from Canadian GAAP to IFRS for the year ended December 31, 2010.

	Year ended December 31, 2010
Net loss and comprehensive loss per Canadian GAAP	$ (212,810)
Adjustments required on adoption of IFRS	(164,019)
Net loss and comprehensive loss per IFRS	$ (376,829)

Reconciliation of cash flows

The adoption of IFRS has had no impact on net cash flows of the Corporation.