



(Formerly Mega Silver Inc.)

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE YEAR ENDED DECEMBER 31, 2010 and 2009

Date of Report: April 28, 2011

General

The following Management's Discussion and Analysis ("MD&A") of Mega Precious Metals Inc. (the "Corporation" or "Mega") should be read in conjunction with the audited consolidated financial statements for year ended December 31, 2010 with a comparative period for year ended December 31, 2009. The Corporation's consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). Unless otherwise stated, all amounts discussed herein are denominated in Canadian dollars. This MD&A was prepared as of April 28, 2011, and all information is current as of such date. Readers are encouraged to read the Corporation's public information filings on SEDAR at www.sedar.com.

This discussion provides management's analysis of Mega's historical financial and operating results and provides estimates of Mega's future financial and operating performance based on information currently available. Actual results will vary from estimates and the variances may be significant. Readers should be aware that historical results are not necessarily indicative of future performance.

Certain information set forth in this MD&A, including management's assessment of the Corporation's future plans and operations, contains forward-looking statements. By their nature, forward-looking statements are subject to numerous risks and uncertainties, some of which are beyond the Corporation's control, including the impact of general economic conditions, industry conditions, volatility of commodity prices, currency fluctuations, imprecision of reserve estimates, environmental risks, competition from other industry participants, the lack of availability of qualified personnel or management, stock market volatility and ability to access sufficient capital from internal and external sources. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be inaccurate and, as such, reliance should not be placed on forward-looking statements. Mega's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits, if any, that Mega will derive there from. Mega disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise except as required by applicable law.

Corporate Overview

Mega Precious Metals Inc. is a Canadian-based junior exploration and development company with exploration projects throughout Canada. The principal business of the Corporation is the acquisition, exploration and development of high value mineral properties. Mega is considered a development stage company, as defined by Accounting Guideline 11 of the Canadian Institute of Chartered Accountants' ("CICA") Handbook.



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Highlights

Throughout 2010 Mega executed on its corporate strategy to focus on, acquire and aggressively evaluate high value exploration opportunities. The Red Lake Headway and North Madsen Projects, Mega's main exploration focus throughout 2010, both continued to deliver promising results that support optimism for deep high grade zones and open pit potential on the Headway and North Madsen projects respectfully.

The Headway drill results confirm Mega's geological model by locating the unconformity and confirming altered Balmer volcanic rocks that include andalucite altered mafic volcanics ("Rhyolitic Andesite"), increasing presence of "black line faults", biotite and silica altered mafic inter-beds and sporadic quartz-tourmaline ± ankerite (iron carbonate) veins containing arsenopyrite and pyrite that are typical of those directly in the hanging wall of the "Red Lake High Grade Zone". The North Madsen project focused on continuing to expand and explore for near surface potential for bulk mineable low to medium grade resources on both the "Lavery Corridor" and the My-Ritt Buffalo West extension. Highlights from the Lavery Zone 2010 drilling include 4.93 g/t over 10.0m (ML1046), and 1.87 g/t over 16.4m (ML1048) and from My-Ritt Buffalo West Zone include 1.94 g/t over 33.5m (MM1017), 2.56 g/t over 13.3m (MM1016) and 1.58 g/t over 61.2m (MM1031). Overall, management is very excited for the prospect of a positive winter/spring 2011 drilling program.

On December 14, 2010, Mega finalized the merger with "Rolling Rock Resources" and thereby acquired 100% of the Monument Bay Project. Our management team recognized that Monument Bay was an asset that was undervalued and was a good fit with Mega's vision and strategic business plan. Mega believes that there is huge upside potential beyond the preliminary economic assessment (PEA). Our plan is to work closely with the Manitoba Government, the Red Sucker Lake First Nations and stake holders to fast track this project to a mine. We will start drilling on the ice in January to expand and upgrade the resource, but at the same time our focus is the planning and permitting to get underground. The priority moving forward is to get the right people and develop the team(s) to make it happen.

OPERATIONAL HIGHLIGHTS Q4 2010

ONTARIO PROJECTS – RED LAKE AREA

Headway Property

The Headway Project was acquired by Mega in October, 2009. Located at the southern border of Goldcorp's Red Lake Gold Mine property, the Headway Project lies at the intersection of the Madsen, East Bay and NW Mine Trends, the same three trends that have hosted many of Red Lakes most significant past discoveries. Given its proximity to the Red Lake Gold Mine, the Headway Project is viewed by Mega as a strategic play on Goldcorp's existing underground infrastructure. The geological model to date has been proven almost 100% and the next step is to push these drills a little deeper and prove up the economic model.

Mega believes that the potential for a high grade gold discovery at Headway is high if continuity in geology can be established in the vicinity of this existing infrastructure. Mega's plan for the Headway property therefore is to demonstrate continuity in the geological structures that define the Red Lake Gold Mine. The current exploration program, which is comprised of two, 3000 metre diamond drill holes, is testing at depth for Balmer-series mafic and ultramafic volcanic rocks, the same host rocks that are associated with the High Grade Zones within Goldcorp's Red Lake Gold Mine. The first of the two drill holes, which Mega began drilling in November, 2009, has progressed on budget and to 2603 metres. To date, drilling has confirmed the continuity of Confederation (McNeely Sequence) volcanics to 655 metres depth and Huston Assemblage sedimentary rocks, including basal cobble conglomerate to 2121 metres depth. The unconformity between this basal conglomerate and the underlying Balmer Series Volcanics was intercepted on June 17 at a depth of 2121m. This is very significant as mafic and ultramafic rocks of the Balmer Series are host to the High Grade Zones within the Red Lake Gold Mine. Within the Balmer Assemblage thus far, rocks analogous to the Red Lake Gold Mine Geology have been encountered, and excitement is building as drilling progresses. A fairly large (>240m) aluminosilicate altered interval of mafic and felsic-intermediate volcanics was encountered and is still being drilled through, an alteration package that is commonly found in the hanging wall of high grade ore in Red Lake. Meterage drilled in 2010 on this hole was from 613m to 2603m.



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A second 3,000m diamond drill hole was collared on the Headway property on July 9th, and finished the year at a depth of 1970m. The unconformity was confirmed at a 1958m, and we are now coring into Balmer Series Volcanics. Meterage drilled on this hole in 2010 was from 0m to 1970m. While the Headway drill program is slow and complicated, focusing on targeted drilling, management is extremely pleased with its progress and the success to date has only increased management's optimism that Mega will enjoy continued success with the program. .

Drill sections and maps can be viewed in Mega's photo gallery http://www.megapmi.com/headway_gallery

North Madsen Project

The North Madsen Project, comprised of the Laverty (6 patented mining claims), East My-Ritt (eight patented mining claims) and Skookum properties, is another product of management's aggressive consolidation effort throughout 2009. The properties that comprise the North Madsen Project are believed to be part of a much larger gold system that encompasses the adjacent Howey, Hasaga and Gold Shore mine properties which produced approximately 640,000 ounces of gold within host rock units similar to those located on the North Madsen Project. Previous diamond drilling results on these properties include 7.74 g/t gold over 11.2m to 18.2 g/t gold over 3.65m. While the Red Lake Gold district is famous for its high grade gold discoveries, it is a relatively young gold camp and management believes that the future of this district includes not only the potential for new high grade gold discoveries, but also the potential to consolidate low to medium grade resources which can be mined and then processed at a large, centralized milling facility.

In 2009, Mega initiated exploration on a 1.5km portion of a promising northeast-trending structure traversing the entire North Madsen Project. Mega compiled historic geological and geophysical work on the East My-Ritt and Laverty properties and has completed geological mapping, outcrop stripping, channel sampling and INSIGHT Induced Polarization geophysical surveys. Diamond drilling in 2010 continued to include confirmation and extension of other historic drill intercepts as well as new areas where there is interpreted potential for litho-structural traps that may host economic mineralization. A NI 43-101 resource was released in June, 2010, which outlined a Laverty Dyke Zone indicated resource of 32,500 oz Au at 2.56 g/t, and 3,400 oz Au at 3.32 g/t inferred.

2010 included phase 3 anaphase 4 exploration drilling on the Laverty and My-Ritt properties, as well as a channel sampling and a 6 hole drill program on the Skookum property. 45 diamond drill holes were completed on the Laverty property during in 2010, for a total of 10891.8m. The majority of these holes were drilling off the Main Zone corridor, a roughly 800m long by 225m wide east-west striking anomalous gold zone. A total of 21 holes were drilled on the East My-Ritt property for a total meterage of 5352.7m in 2010, from this drilling came the discovery of the Buffalo Extension Zone.

Highlights of 2010 drilling in the Laverty Main Zone corridor include 4.9 g/t Au over 10 metres (dh ML1046), and 1.87 g/t Au over 16.4 metres (dh ML1048), (press release dated March 29, 2010). Highlights of 2010 drilling in the East My-Ritt property include 2.56 g/t over 13.3m (MM1016) and 1.94 g/t over 33.5m (MM1017).

Late in 2009, Mega acquired the Skookum properties (9 unpatented mining claims), located within the Dome Stock and along the NE striking Madsen Mine trend approximately 1.5 kilometres west of the Town of Red Lake. The acquisition of these claims is part of Mega's strategy to expand and consolidate the North Madsen Project.

A mapping and channel sampling program was completed on the Skookum property in August of 2010, and a small drill program was completed during the months of August and September. A total of 77.9m of channels were cut and sampled, predominantly from previously stripped areas, targeting sheared zones within the granodiorite and qtz veins hosting py+/-ccp mineralization. Highlights include 4.823 g/t over 1.5m, and 3.49g/t over 90cm.

In 2010, 6 holes totalling 1528m were drilled on the Skookum property, targeting geophysical anomalies and following up on historical drill results. Several anomalous results were obtained, but overall, significant intercepts were not encountered.

An airborne DIGHEM geophysical survey totaling 138 line kilometers was performed over the consolidated North Madsen properties in December of 2010, to gain insight to larger-scale magnetic and EM anomalies.

The 2009-2010 drill map can be viewed in Mega's photo gallery http://www.megapmi.com/north_madsen_gallery.



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Monument Bay Project

Mega completed the acquisition of Rolling Rock Resources on Dec. 14, 2010 and the Monument Bay property is now Mega's most advanced project and a key component of Mega's value creation strategy. The property consists of 35 contiguous claims totaling 6,692 hectares and is located 570 km northeast of Winnipeg and 340 km east southeast of Thompson, Manitoba. The project is approximately 25 kilometres long by 15 kilometers wide and hosts high-grade gold mineralization within the Stull Lake greenstone belt, similar to the Red Lake district in northern Ontario. The nearest communities are Red Sucker Lake, 60 km to the southwest, and Gods Lake Narrows, 100 km to the west. Hydro power lines currently run as far as Red Sucker Lake. Mega Precious Metals Inc. has a full 100% interest in the project.

February 17, 2009 Rolling Rock Resources reported the results from the preliminary economic assessment study (the "Study" and "PEA") of the Monument Bay gold property. The assessment was completed by Beacon Hill Consultants (1988) Ltd. ("Beacon Hill") of Vancouver, B.C. to the standards of NI-43-101. "The Study includes over 95,000 metres of diamond drilling and some \$28 million of expenditures since 2000 and comprises an inferred resource estimate and a conceptual mining plan. Highlights from this preliminary assessment are outlined below. All dollar figures are in Canadian dollars unless otherwise indicated:

- Project Capital Cost of \$140 million
- 11 year mine life
- Underground mine plan processing 1000 tonnes per day with average life of mine grade 6.33 gAu/t (gram per tonne) averaging 64,000 ounces per year
- Operating cost of \$106/tonne processed
- An economic base case using a US\$750/oz gold price gives an after tax IRR (Internal Rate of Return) of 8.14% and an undiscounted NPV (Net Present Value) of \$45 million, \$7.4 million discounted at 5%
- Based on a gold price of US\$950/oz the undiscounted NPV is estimated as \$167 million with an after tax IRR of 22.48% and an NPV of \$96 million with a 5% discount rate
- The preliminary study recommends an 11,175 metre diamond drill program targeting 8 of the existing zones with 21 drill holes designed to further increase the inferred resource at the Monument Bay project.

Mega recognizes that in order to truly realize the potential of this high grade Archean vein complex resource that an underground advanced exploration program is needed. Mega's strategy is to continue to expand and upgrade the resource with surface diamond drilling and to advance permitting in order to commence an advanced underground exploration program by early 2012. The deposit is open on strike and open to depth and there are numerous untested target areas outside the main zones that have never been tested. The ice drill program commenced late January 2011 and consists of 12,000m in 28 holes. Summer drilling is planned to test the deposit on strike and at depth.

NUNAVUT PROJECT

The Blue Caribou Project is one of several projects acquired by Skybridge Development Corp. prior to the reorganization. In May 2009, independent consulting geologist, G. Harron and Associates on behalf of Mega, completed a NI 43-101 compliant inferred resource estimate of 2.77 million tonnes averaging 2.82% Copper, 0.06% Molybdenum, 31.26 g/t Silver and 0.20 g/t Gold based on the drill results of 2008 drill program (reported in Press Release dated June 9, 2009).

In June 2009, Mega set out to determine the most cost effective way of establishing the potential for growth in the Blue Caribou resource, and thus the future potential of the Project. Two diamond drill holes, (BC09-series), 400 meters apart, intersected the down dip extension of the inferred resource.

Mega is very encouraged by the results of its 2009 exploration program which establishes continuity in the deposit from the current resource bottom at 90 metres to Mega's recent drill intercept at 225 metres. These results are consistent with Mega's exploration model, and demonstrate the potential to increase the deposit significantly at depth. Mega sees great potential associated with the Blue Caribou deposit and views the project as a strategic option on both the price of copper and future infrastructure development within the region.

Mega has engaged SGS - Lakefield Research of Lakefield, Ontario to complete geometallurgical testing on the Copper Zone drill core in preparation for project scoping studies to establish the economic potential of the deposit.



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The 2009-2010 drill map can be viewed in Mega's photo gallery, http://www.megapmi.com/nunavut_gallery.

OTHER ONTARIO PROJECTS

Sunshine Lake Project

In October 2009, Mega acquired a 12 claim block 101 unit, in the Upper Manitou Lake area, 66km south of the town of Dryden Ontario under an option agreement with P. English. The area hosts historic gold occurrences with assay results ranging to 20.54 g/t (0.599 ounces gold per ton) (Giant Prospect – Glatz Property) and 6.51 g/t (0.19 ounces gold per ton) on the north shore of Sunshine Lake. Prospectors were sent to explore the property before the snows in November. Selected grab samples were taken of the best exposed geological units, a strongly sericite and pyritic altered, quartz feldspar porphyry unit on strike of the Giant Prospect. No significant gold values were returned. As at June 30, 2010, the Corporation decided to relinquish its interest in the Sunshine Lake property, and as such, the property was returned to the vendor.

Mink Lake Project

In October 2009, Mega acquired a nine (9) claim block comprising 143 unit, in the Cassummit Lake - Mink Lake area, 68km by air northeast of Red Lake, Ontario an option agreement with P. English. The area has been explored by Bralorne Can-Fer Resources, Dome Exploration, Noranda Exploration, Esso Minerals, Murgor and Fronteer Development Group between 1974 and 2004. The area hosts up to thirteen historic gold occurrences with assay results range up to 30 g/t over 1.14m at the Finn Showing to the shore of Mink Lake. Prospectors visited the property before the snow in late October. Selected grab samples were taken from the veins and wallrock from five of the more significant occurrences (Moly, Wet Boot, Finn, Hatch, Bent Birch) and a critical assessment made to evaluate the regional geological environment and to provide recommendations. The best grab sample returned 9.038 g/t Au of highly schistose wallrock from the Hatch Occurrence. It appears the Hatch, Finn and Peninsula showings may be associated with a regional structure that hosts the Argosy Mine, a historic past producer (100K oz) situated 5 km to the northeast of the property. As at June 30, 2010, the Corporation decided to relinquish its interest in the Mink Lake property, and as such, the property was returned to the vendor.

YUKON

Based on a thorough assessment of the Yukon Project's continued exploration potential the Corporation did not budget for exploration in the region in 2010. Work performed during Q1 2010 to fulfill the Corporation's withdrawal obligations resulted in \$23,684 in expenses which were charged against earnings during the period.

As of April 28, 2011, the Corporation's only remaining interests in the Yukon are the Spidermann Properties.

Quality Control & Assurance

On all projects, channel sampling and diamond drill core sampling was conducted under NI 43-101 quality assurance and quality control reporting standards. QA/QC procedures include the insertion of two blind independent gold standards and blank samples into the sample stream by Mega project geologists. Duplicate analytical determinations on sample pulps are conducted on every 10th sample, and replicate analysis of reject samples are completed on each 50th sample. Gravimetric check analysis is undertaken on all original assays with greater than 3 grams per tonne. Analytical values greater than 15 grams are usually subjected to a Pulp Metallic analytical technique. Assay results are completed at Accurassay Laboratories, a commercial mineral analysis laboratory in Thunder Bay, Ontario, accredited for preparation and mineral analysis utilizing both fire assay and screen metallic methods. Independent analytical check sampling is completed by Activation Laboratories of Ancaster, Ontario with accredited analytical facilities in Thunder Bay, Ontario. The Yukon project utilized Acme Analytical Laboratories in Vancouver, BC, accredited for preparation and mineral analysis. A Chain of Custody protocol for the handling of samples from all projects to the laboratories and between laboratories was rigorously followed.



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Results of Operations

The following table provides selected financial information and should be read in conjunction with the Corporation's audited consolidated financial statements for the periods below.

	Year ended December 31,	Year ended December 31,	Year ended December 31,
	2010	2009	2008
	\$	\$	\$
Operations			
Total revenue	39,496	118,105	465,958
Loss for the year	159,261	2,594,562	6,505,037
Basic and diluted loss per share	-	0.08	0.25
Balance Sheet			
Working capital	4,059,331	11,713,985	11,546,634
Total assets	37,412,692	24,802,884	12,147,725
Total liabilities	2,267,386	1,425,876	120,558

The year ended December 31, 2010 was a period of steady advancement toward the Corporation's strategic growth objectives. While the Corporation continued to advance its organic growth platform through exploration programs in Red Lake, it also began to pursue an acquisitive growth strategy and on November 1st 2010 announced that it had entered into a business combination agreement with Rolling Rock Resources Corporation. This move was in response to upward trending commodity prices and what the Corporation believes has become a more competitive operating environment where reasonably valued assets are becoming increasingly scarce.

The Corporation's exploration expenditures during the year ended December 31, 2010 were up 55% over the prior year with \$7,213,249 in net exploration expenditures incurred during the period in comparison to \$4,643,840 during the prior year. Despite increased exploration and corporate development activities during the period, the Corporation has had success with reducing operating overhead during the period. Cash overhead costs incurred during the year ended December 31, 2010 were \$1,038,804 in comparison to \$1,357,906 during the year ended December 31, 2009; a 23% reduction year over year.



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Summary of Quarterly Results

The following table sets out selected quarterly financial data for the most recently completed interim quarters:

	2010	2010	2010	2010	2009	2009	2009	2009
Quarter	Fourth	Third	Second	First	Fourth	Third	Second	First
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Revenue	13,781	11,333	11,339	3,043	2,357	-	54,971	60,777
Operating Expenses	558,006	645,665	749,422	639,638	719,527	733,806	798,552	728,033
Net Operating Loss	(544,225)	(634,332)	(738,083)	(636,595)	(717,170)	(733,806)	(743,581)	(667,256)
Net Earnings (Loss)	475,191	91,780	(1,618,391)	892,159	1,053,010	(2,417,157)	(444,976)	(684,977)
Net Earnings (loss) per common share (basic and diluted)	0.02	0.00	(0.04)	0.02	0.05	(0.08)	(0.02)	(0.03)

Overall Performance

Net loss for the year ended December 31, 2010 was \$159,261 as compared to a net loss of \$2,594,562 in the same period of the previous year. The change in net loss was due to a couple of factors: in the previous year, there was a mineral property write-down of \$1,982,387, and operating expenditures were \$404,908 higher in the previous year as well. These items were offset in the current year by a realized gain on investments \$1,775,340. This gain was due to the price of Rolling Rock Resources Corp. climbing higher in the current period. It should be noted that the 2009 comparative figures have been restated to reflect a correction in recording the future income taxes related to share issue costs. The future income tax expense recovery related to share issue costs was initially recorded as a future income tax recovery, whereas it should have been recorded as a credit to share capital. The effect of the restatement has been to increase the 2009 opening deficit and 2009 opening common share value by \$382,817, decrease the 2009 future income tax recovery by \$155,383, and increase 2009 common share value by \$155,383. The cumulative effect of the restatement has been to increase the opening 2010 deficit by \$538,200.

The Corporation recorded \$39,496 in interest revenue during the year ended December 31, 2010 compared to \$118,105 during the same period in the previous year. This year over year decrease in revenue was anticipated as the Corporation continued the policy it adopted in the third quarter of 2009 to hold its cash in guaranteed type investment vehicles.



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Operating expenses were \$404,908 lower during the year ended December 31, 2010 compared to the same period in the previous year. The most significant drop was in general and administrative expenses, which decreased from \$1,357,906 to \$1,038,804, or 23%. This decrease can be attributed primarily to a significant reduction in consulting costs which, during the previous year, included costs related to the acquisition of Skybridge Development Corp. Of the \$2,592,731 in operating expenses incurred during year ended December 31, 2010, more than half related to non-cash charges. Of the \$1,329,585 in non-cash charges incurred, \$28,998 related to amortization and \$1,369,437 to stock based compensation. The remaining \$1,197,383 in operating expenses includes \$1,041,891 in general and administrative expenses, \$100,784 in professional fees, and \$53,408 in flow through interest expense. The major components of general and administrative costs include listing fees of \$36,200, transfer agent fees of \$24,755, corporate accounting fees of \$91,319, consulting fees of \$95,152, insurance costs of \$34,716, investor relations costs of \$211,026, lease expenses of \$77,975, and salaries and wages of \$272,723.

At December 31, 2010 the Corporation had mineral property assets of \$32,144,493, with the breakdown as follows:

<i>Mineral Property Exploration and Development Expenditures</i>	<i>At December 31, 2010</i>
<i>Ontario</i>	
North Madsen property	\$4,546,420
Headway property	2,922,829
<i>Manitoba</i>	
Monument Bay	13,274,148
Domain	1,678,866
<i>Nunavut</i>	
Blue Caribou property	9,722,230
Total	32,144,493

Exploration and development programs during the year ended December 31, 2010 resulted in \$7,213,249 in net related expenditures compared to \$4,643,840 during the same period in the prior year. Of the \$7,213,249 in total expenditures during the period, over 28% or \$2,076,099 was in relation to surface diamond drilling on the North Madsen project which is comprised of the East My-Ritt and Lavery properties. Direct cost associated with diamond drilling, which include drilling contractors and direct geological support. Support costs for supervision, transportation, core cutting and logistics totaled \$362,426. Other significant exploration expenditures incurred during the period were include surface diamond drilling on the Corporation's Headway project where \$1,899,304 in direct drilling costs and \$228,146 in related support costs were incurred. During the period the Corporation reclassified certain expenditures relating to its Blue Caribou property from acquisition costs to exploration costs. The expenditures in question relate to exploration expenditures incurred on the project up to the date of acquisition of Skybridge Development Corp. Exploration activity during the period is representative of the Corporations change in focus and the aggressive execution strategy that management initiated during the third quarter of 2009 and has continued during this current year. A summary of the year to date mineral property expenditures is as follows:



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Summary of Mineral Properties			
	Balance at	2010	Balance at
Projects	31/12/2009	Expenditures	31/12/2010
Blue Caribou, Nunavut, Canada			
Options payments/Acquisition costs	\$ 8,569,738	\$ 3,318	\$ 8,573,056
Operational Support	\$ 546,842	\$ 18,335	\$ 565,177
Geological costs & Exploratory Drilling	\$ 460,761	\$ 121,231	\$ 581,992
Transportation/Accommodation	\$ 2,005	\$ -	\$ 2,005
Total Expenditures	\$ 9,579,346	\$ 142,884	\$ 9,722,230
Write-off/Write-downs	\$ -		\$ -
Closing Balance	\$ 9,579,346		\$ 9,722,230
North Madsen, Ontario, Canada			
Options payments/Acquisition costs	\$ 619,258	\$ 284,920	\$ 904,178
Operational Support	\$ 212,891	\$ 281,627	\$ 494,518
Geological costs & Exploratory Drilling	\$ 911,223	\$ 2,076,099	\$ 2,987,322
Transportation/Accommodation	\$ 79,603	\$ 80,799	\$ 160,402
Total Expenditures	\$ 1,822,975	\$ 2,723,445	\$ 4,546,420
Write-off/Write-downs	\$ -		\$ -
Closing Balance	\$ 1,822,975		\$ 4,546,420
Headway, Ontario, Canada			
Options payments/Acquisition costs	\$ 466,000	\$ 86,500	\$ 552,500
Operational Support	\$ 36,868	\$ 207,759	\$ 244,627
Geological costs & Exploratory Drilling	\$ 197,717	\$ 1,899,304	\$ 2,097,021
Transportation/Accommodation	\$ 8,295	\$ 20,387	\$ 28,682
Total Expenditures	\$ 708,879	\$ 2,213,950	\$ 2,922,829
Write-off/Write-downs	\$ -		\$ -
Closing Balance	\$ 708,879		\$ 2,922,829
Monument Bay, Manitoba, Canada			
Options payments/Acquisition costs	\$ -	\$ 13,201,326	\$ 13,201,326
Operational Support	\$ -	\$ 4,436	\$ 4,436
Geological costs & Exploratory Drilling	\$ -	\$ 62,433	\$ 62,433
Transportation/Accommodation	\$ -	\$ 5,953	\$ 5,953
Total Expenditures	\$ -	\$ -	\$ 13,274,148
Write-off/Write-downs	\$ -		\$ -
Closing Balance	\$ -		\$ 13,274,148
Domain (JV), Manitoba, Canada			
Options payments/Acquisition costs	\$ -	\$ 1,678,866	\$ 1,678,866
Operational Support	\$ -	\$ -	\$ -
Geological costs & Exploratory Drilling	\$ -	\$ -	\$ -
Transportation/Accommodation	\$ -	\$ -	\$ -
Total Expenditures	\$ -	\$ -	\$ 1,678,866
Write-off/Write-downs	\$ -		\$ -
Closing Balance	\$ -		\$ 1,678,866
Other areas (Mink Lake, Sunshine Lake, Skookum)			
Options payments/Acquisition costs	\$ 56,120	\$ -	\$ 56,120
Operational Support	\$ 543	\$ 61,271	\$ 61,814
Geological costs & Exploratory Drilling	\$ 49,027	\$ -	\$ 49,027
Transportation/Accommodation	\$ 62	\$ -	\$ 62
Total Expenditures	\$ 105,752	\$ -	\$ 167,023
Write-off/Write-downs	\$ -		\$ (167,023)



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Mineral property write-downs

During the period the Corporation decided to relinquish its interest in the Mink Lake property, located in Red Lake, Ontario. As such, the carrying value of \$121,843 was charged against earnings in the first quarter of 2010.

Subsequent to period end the Corporation decided to relinquish its interest in the Sunshine Lake property, located in Dryden, Ontario. As such, the carrying value of \$45,180 was charged against earnings in the current period.

Liquidity and Capital Resources

The Corporation's cash and cash equivalents balance was \$4,299,877 at December 31, 2010 compared to \$10,387,322 at December 31, 2009. Current assets at December 31, 2010 were \$4,970,674 compared to \$12,483,455 at December 31, 2009 and total assets at December 31, 2010 were \$37,207,372 compared to \$24,802,884 at December 31, 2009.

Operating Activities

In the year ended December 31, 2010, the Corporation used \$1,761,131 in cash related to operating activities. During the previous year, the Corporation used \$678,619 in cash related to operating activities. The reason for the change year to year is simply the change in non-cash working capital balances. At the end of the year of 2009, the Corporation carried a larger accounts payable balance relative to the current year. For the year ended December 31, 2010, the majority of the cash used in operating activities can be attributed to funding of day to day operations.

Investment Activities

Cash used in investment activities for the year ended December 31, 2010 was \$4,348,814. During the same period of the previous year the Corporation generated cash of \$5,167,849 from its investment activities. This change is a result of the Corporation moving funds out of investments and into cash during the 3rd quarter of previous year. All of the cash used for investment activities for the year ended December 31, 2010 was related to mineral exploration and development expenditures, which were \$2,569,409 higher than during the year ended December 31, 2009. The Corporation does not believe it is exposed to any material liquidity risks in relation to its investment activities.

Financing Activities

In the year ended December 31, 2010, the Corporation generated cash of \$22,500; this was attributed to proceeds from the exercise of options. This was less than the same period for the previous year, as there were fewer options and warrants exercised during the year ended December 31, 2010.

Financial Instruments

Financial instruments consist of cash and cash equivalents, investments, accounts receivable and accounts payable and accrued liabilities. The fair value of these financial instruments approximates their carrying value due to the short term to maturity, unless otherwise noted.



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Outstanding share data

Common Shares

The Corporation's shares are listed on the TSX Venture Exchange under the symbol "MGP". Authorized share capital consists of an unlimited number of common shares without par value. As at April 28, 2011, 76,156,980 common shares were issued and outstanding.

Warrants

The following table reflects the share purchase warrants outstanding as at April 28, 2011:

Expiry Date	Exercise Price	Warrants Outstanding
October 20, 2011	1.15	8,050,000
October 20, 2011	0.75	805,000
		8,855,000

Stock Options

The following table reflects stock options that have vested as at April 28, 2011:

Expiry Date	Exercise Price	Options Granted	Options Vested
January 2, 2011	1.25	100,000	100,000
June 14, 2011	0.30	400,000	400,000
June 14, 2011	0.40	210,000	210,000
June 14, 2011	0.65	126,000	126,000
June 14, 2011	0.88	260,000	260,000
June 14, 2011	1.88	310,000	310,000
February 27, 2013	1.79	500,000	500,000
June 11, 2014	1.15	1,450,000	1,450,000
October 22, 2014	0.75	160,000	106,667
October 22, 2014*	0.75	25,000	25,000
May 27, 2015	0.33	1,150,000	600,000
November 24, 2015	0.72	75,000	75,000
		4,766,000	4,162,667

(*) Options vest equally over four consecutive quarters (12 months).



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Related Party Transactions

The following are the related party transactions, recorded at the exchange amount as agreed to by the parties:

[a] Included in general and administrative expenses are amounts totaling \$17,316 (2009 - \$19,607) for corporate secretarial services provided to the Corporation by companies related to the Corporation through the Corporate Secretary.

[b] Included in general and administrative expenses are amounts totaling \$269,446, and included in the mineral property expenditures are amounts totalling \$101,093 (2009 - \$134,934 and \$50,626) for rent, facilities related charges, and accounting and management services provided by a company related to the Corporation through the Chief Financial Officer, and a common director.

[c] Included in mineral property expenditures are amounts totalling \$22,950 (2009 - \$22,950) for the rental of a core shack provided by a company related to the Corporation through a common director and the Chief Financial Officer.

[d] Included in general and administrative expenses are amounts totaling \$nil (2009 - \$50,000) for management fees paid to a former director and officer of the Corporation.

[e] Included in general and administrative expenses are amounts totaling \$nil (2009 - \$28,500) for administrative and accounting fees paid to a company owned by a former officer of the Corporation.

[f] Included in project costs are amounts totaling \$nil (2009 - \$1,464) for geological supplies purchased from a company related to the Corporation through a common director.

[g] Included in mineral property expenditures are amounts totalling \$nil (2009 - \$22,950) for the rental of a core shack provided by a company related to the Corporation through a common director and officer.

Subsequent events

On February 24, 2011 the Corporation successfully completed a bought deal public offering of flow-through common shares (the "Flow-Through Shares"). Mega issued 14,375,000 Flow-Through Shares at a price of \$0.80 per share for aggregate gross proceeds of \$11,500,000 before expenses of the offering. The offering was completed through a syndicate of underwriters led by Stonecap Securities Inc. and including Octagon Capital Corporation.

Commitments

The Corporation has operating commitments relating to a contract for rent, facilities related charges, and management and accounting services expiring June 2011. The Corporation does not have any commitments relating to capital expenditures as of the date of the financial statements. The following is a summary of the remaining commitments of the Corporation as at December 31, 2010:

	2011
Contracts	191,415



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Obligation to issue shares

Pursuant to the agreement with Skybridge Development Corp., the Corporation has committed to issuing up to 1,390,000 common shares in relation to Skybridge options and warrants granted prior to the date of the agreement. The fair value in the amount of \$722,138 for the stock options and warrants was determined using the Black-Scholes option pricing model using the following assumptions: no dividends to be paid, risk free interest rate of 1.19%, expected volatility of 132%, expected life of 1.88 years. The obligation has been reduced to \$169,260 at December 31, 2010 due to the exercise and expiry of stock options valued at \$73,780, and exercise and expiry of share purchase warrants valued at \$479,098.

Pursuant to the agreement with Rolling Rock Resources Corp., the Corporation has committed to issuing up to 3,946,000 common shares in relation to Rolling Rock options and warrants granted prior to the date of the agreement. The fair value in the amount of \$1,577,451 for the stock options and warrants was determined using the Black-Scholes option pricing model using the following assumptions: no dividends to be paid, risk free interest rate of 1.16%, expected volatility of 139%, expected life of 1.15 years.

Critical Accounting Estimates

The Corporation's consolidated financial statements have been prepared in accordance with Canadian GAAP. A discussion of the Corporation's significant accounting policies is contained in the notes to the audited consolidated financial statements for the year ended December 31, 2009. The Corporation's significant accounting policies are subject to estimates and key judgments about future events, many of which are beyond management's control. The key areas within the financial statements where management estimates are present are as follows:

- Property, Plant and Equipment
- Mineral properties
- Future income taxes
- Stock compensation and Share purchase warrants

Significant Accounting Policies

The Corporation's consolidated financial statements have been prepared in accordance with Canadian GAAP. A discussion of the Corporation's significant accounting policies is contained in Note 3 to the audited consolidated financial statements for the year ended December 31, 2009. The Corporation's significant accounting policies are subject to estimates and key judgments about future events, many of which are beyond management's control.

Recent Accounting Pronouncements

Business Combinations / Consolidated Financial Statements / Non-Controlling Interests

In January 2009, the CICA adopted sections 1582, "Business Combinations", 1601, "Consolidated Financial Statements", and 1602, "Non-Controlling Interests" which superseded current sections 1581, "Business Combinations" and 1600, "Consolidated Financial Statements". These sections will be applied prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011. Earlier adoption is permitted. If an entity applies these sections before January 1, 2011, it is required to disclose that fact and apply each of the new sections concurrently. These new sections were chosen to converge Canadian GAAP to IFRS. As the Corporation has not chosen to early adopt, these standards will affect the accounting for any business combinations completed after January 1, 2011.



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Fair Value Hierarchy

In January 2009, the CICA adopted amendments to sections 3862 "Financial Instruments Disclosures". These amendments require the Corporation to present certain information about financial instruments measured at fair value in the Consolidated Balance Sheets. This hierarchy groups financial assets and liabilities into three levels based on the significance of inputs used in measuring the fair value of the financial assets and liabilities. The fair value hierarchy has the following levels:

- Level 1: quoted prices (unadjusted in active markets for identical assets or liabilities);
- Level 2: inputs other than quoted prices included within Level 1 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 for the asset or liability that are not based on observable market data (unobservable inputs).

The level within which the financial asset or liability is classified is determined based on the lowest level of significant input to the fair value measurement.

Future accounting changes

IFRS Conversion Plan

During 2009, the Corporation put in place a comprehensive IFRS conversion plan which addresses changes in accounting policies, restatement of comparative periods, organization, internal controls and any required changes to business processes. To ensure the full impact of the conversion was understood, personnel responsible for the IFRS conversion project attended training courses on the adoption and implementation of IFRS. Through in-depth training, and thorough review of transitional statements prepared by comparative companies, the Corporation believes the finance personnel are prepared for the transition.

During Q3 2009, the Corporation reviewed its existing accounting system along with internal and disclosure processes and concluded that they would not need significant modification as a result of the Corporation's conversion to IFRS. Included in this review was an assessment of existing reporting templates and checklists, rationalization of the existing chart of accounts, and review of the efficiency of period-end close procedures.

As a part of the Corporation's transition to International Financial Reporting Standards, an initial review of the impact on internal control over financial reporting has been completed. The Corporation believes that the current controls, policies and procedures included in ICFR design are sufficient to meet the requirements of the upcoming transition.

Management expects that the transition to IFRS will not have a material impact on the Corporation's internal control over financial reporting due to the limited complexity of its business.

Initial Adoption of IFRS

IFRS 1 "First-time Adoption of International Financial Reporting Standards" sets forth guidance for the initial adoption of IFRS. Under IFRS1 the standards are applied retrospectively at the transitional balance sheet date with all adjustments to assets and liabilities taken to retained earnings unless certain exemptions are applied. Following the initial examination the Corporation plans to apply the following exemptions to its opening balance sheet dated January 1, 2010:

- (i) Business Combinations

IFRS 1 indicates a first-time adopter may elect not to apply IFRS 3 *Business Combinations* retrospectively to business combinations that occurred before the date of transition to IFRS. The Corporation will take advantage of this election and will apply IFRS 3 to business combinations that occur on or after January 1, 2010. As the Corporation has not chosen to early adopt, these standards will affect the accounting for any business combinations completed after January 1, 2011.



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(ii) IFRS 2 - Share-based payment transactions

IFRS 1 encourages, but does not require, first-time adopters to apply IFRS 2 *Share-based Payments* to equity instruments that were granted on or before November 7, 2002, or equity instruments that were granted subsequent to November 7, 2002 and vested before the later of the date of transition to IFRS and January 1, 2005. The Corporation has elected not to apply IFRS 2 to awards that vested or will vest prior to January 1, 2010.

IFRS employs a conceptual framework that is similar to Canadian GAAP. The adoption of IFRS will not have any material impact on the financial information previously disclosed under Canadian GAAP. The Corporation identified the following adjustments as a result of the adoption of IFRS:

- (i) Income tax Income tax expense is calculated in a similar manner in accordance with GAAP and IFRS. Future income tax assets / liabilities are also calculated in a similar manner in accordance with GAAP and IFRS. However, the treatment of future incomes taxes with respect to asset purchases will differ and, consequently, the purchase price allocation for the Skybridge and Rolling Rock acquisitions will change.

In order to allow the users of the financial statements to better understand other changes between IFRS and GAAP that do not have any quantitative effect or adjustments to the Corporation's financial statements, the following qualitative explanation of the differences between GAAP and IFRS is provided:

- (i) Property, plant and equipment GAAP and IFRS allow the use of original cost less depreciation as the cost base. IFRS requires separate depreciation rate for components that depreciate differently.
- (ii) Exploration for and Evaluation of Mineral Resources under GAAP and IFRS allow the capitalization of costs associated with the exploration for and evaluation of mineral resources. Although there are differences in categorization of expenses under IFRS (distinguishing between property, plant and equipment and intangibles) and timing of the commencement of capitalization, it is not anticipated that they will have a quantitative effect in the Corporation's financial statements. for and Evaluation of Mineral Resources GAAP and IFRS allow the capitalization of costs associated with the exploration for and evaluation of mineral resources.

The eventual changeover to IFRS represents a change due to new accounting standards and is a significant undertaking that may materially affect the Corporation's reported financial position and results of operations. Throughout the period leading up to the transition, The Corporation has continually assessed the impact of the conversion, and below is a table outlining some of the key milestones, timing, and current status of the Corporation's changeover:



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Key Activity	Timing	Current Status
<p>Financial Reporting</p> <ul style="list-style-type: none"> Identify differences in Canadian GAAP and IFRS and effect on accounting policies 	Overall assessment completed and updated to Q4 2010	Differences identified and analysis of impact and disclosures ongoing
<ul style="list-style-type: none"> Determine applicable IFRS 1 exemptions 	Assessment finalized Q4 2010	Exemptions identified and assessment is ongoing
<ul style="list-style-type: none"> Develop financial statements in accordance with IFRS 	First financial statements to be filed for Q1 2011.	Accounting policy development initiated, review of comparative adopters in other jurisdictions reviewed.
<ul style="list-style-type: none"> Quantify effects of change in initial IFRS disclosure and 2010 comparative statements 	Initial quantification completed Q4 2010	The quantitative impact will be finalized upon completion of transition
<p>Business activities</p> <ul style="list-style-type: none"> Assess effect on budgeting and planning processes 	Completed Q4 2010	Budgeting and planning not impacted by conversion
<ul style="list-style-type: none"> Assess need for IFRS training 	Training completed by Q4 2009 to facilitate parallel processing by Q3 2010	Training is completed and analysis of the impact on all finance staff is underway
<p>Information technology infrastructure</p> <ul style="list-style-type: none"> Determine that software and business processes are IFRS compliant 	Completed Q4 2009 to facilitate parallel processing of 2010 general ledger	Initial assessment completed in conjunction with analysis of accounting policies
<ul style="list-style-type: none"> Assess needs for program upgrades and changes to general ledger 	Initial assessment completed and to be an ongoing process throughout conversion	Assessment is completed in conjunction with analysis of accounting policies
<p>Control Environment</p> <ul style="list-style-type: none"> For accounting policies changes, assess control framework and effectiveness implications 	Control and design effectiveness are continually being monitored throughout the conversion process.	Assessment is completed in conjunction with analysis of accounting policies.



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Off-Balance Sheet Arrangements

The Corporation has not participated in any off-balance sheet or income statement arrangements.

Risk Factors

An investment in the Corporation involves a number of risks. You should carefully consider the following risks and uncertainties in addition to other information in this report in evaluating the Corporation and its business before making any investment decision in regards to the common shares of the Corporation. The Corporation's business, operating and financial condition could be harmed due to any of the following risks. The risks described below are not the only ones facing the Corporation. Additional risks not presently known to us may also impair business operations.

Exploration and Mining Risks

The Corporation is engaged in mineral exploration and development activities. Mineral exploration and development involves a high degree of risk and few properties which are explored are ultimately developed into producing mines. The long-term profitability of our operations will be in part directly related to the cost and success of our exploration programs, which may be affected by a number of factors beyond our control.

Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Corporation has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of mineral resources, any of which could result in work stoppages, damage to property, and possible environmental damage.

Hazards such as unusual or unexpected formations and other conditions such as formation pressures, fire, power outages, labour disruptions, flooding, explorations, cave-ins, landslides and the inability to obtain suitable machinery, equipment or labour are involved in mineral exploration, development and operation. We may become subject to liability for pollution, cave-ins or hazards against which we cannot insure or against which we may elect not to insure. The payment of such liabilities may have a material, adverse effect on our financial position.

The Corporation relies upon consultants and others for exploration and development expertise. Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, allowable production, importing and exporting of minerals and environmental protection.



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Financing Risks

The Corporation is limited in financial resources, and as a mineral exploration company has no source of operating cash flow. The Corporation has no assurance that additional funding will be available to us for further exploration and development of our projects or to fulfill our obligations under any applicable agreements. There can be no assurance that we will be able to obtain adequate financing in the future, or that the terms of such financing will be favourable. Failure to obtain additional financing could result in delay or indefinite postponement of further exploration and development of our projects with the possible loss of such properties.

Regulatory Requirements

Even if our mineral properties are proven to host economic reserves of mineral resources, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits or repatriation of profits. The Corporation may acquire other properties in other jurisdictions or countries. Any changes in regulations or shifts in political conditions are beyond the control of the Corporation and may adversely affect our business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, and expropriation of property, environmental legislation and mine safety.

Uninsurable Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and the Corporation may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Corporation.

No Assurance of Titles

It is possible that any of our properties may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects.

Permits and Licenses

The operations of the Corporation may require licenses and permits from various governmental authorities. There can be no assurance that such licenses and permits as may be required to carry out exploration, development and mining operations at our projects will be granted.

Competition

The mineral industry is intensely competitive in all its phases. We compete with many companies possessing greater financial resources and technical facilities than the Corporation for the acquisition of mineral concessions, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees.

In addition, there is no assurance that a ready market will exist for the sale of commercial quantities of ore. Factors beyond the control of the Corporation may affect the marketability of any substances discovered. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Corporation not receiving an adequate return on invested capital or losing our investment capital.

Environmental Regulations

Our operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. There is no assurance that future changes in environmental regulation, if any, will not adversely affect our operations.



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Stage of Development

The Corporation is in the business of exploring for, with the ultimate goal of producing, mineral resources from our mineral exploration properties. None of our properties have commenced commercial production and we have no history or earnings or cash flow from our operations. As a result of the foregoing, there can be no assurance that we will be able to develop any of our properties profitably or that our activities will generate positive cash flow. We are unlikely to enjoy earnings or pay dividends in the immediate or foreseeable future. A prospective investor in the Corporation must be prepared to rely solely upon the ability, expertise, judgment, discretion, integrity and good faith of our management in all aspects of the development and implementation of our business activities.

Markets for Securities

There can be no assurance that an active trading market in our securities will be established and sustained. The market price for our securities could be subject to wide fluctuations. Factors such as commodity prices, government regulation, interest rates, share price movements of our peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the securities of the Corporation. The stock market has from time to time experienced extreme price and volume fluctuations, particularly in the mining sector, which have often been unrelated to the operating performance of particular companies.

Reliance on Key Individuals

Our success depends to a certain degree upon certain key members of the management. It is expected that these individuals will be a significant factor in our growth and success. The loss of the service of members of the management and certain key employees could have a material adverse effect on the Corporation.

Geopolitical risks

The Corporation may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on future exploitation and production, price controls, export controls, currency availability, income taxes, delays in obtaining or the inability to obtain necessary permits, opposition to mining from environmental and other non-governmental organizations, expropriation of property, ownership of assets, environmental legislation, labour relations, limitations on mineral exports, increased financing costs, and site safety. In addition, legislative enactments may be delayed or announced without being enacted and future political action that may adversely affect the Corporation cannot be predicted. Any changes in regulations or shifts in political attitudes that may result, among other things, in significant changes to mining laws or any other national legal body of regulations or policies are beyond the control of the Corporation and may adversely affect its business. The possibility that future governments may adopt substantially different policies, which might extend to the expropriation of assets, cannot be ruled out.

Additional Information

Additional information relating to the Corporation can be found on SEDAR at www.sedar.com, or on the Corporation's web-site at www.MegaPMI.com.

Mr. Jim Rogers, P.Geol., President and CEO of Mega Precious Metals Inc. is the Qualified Person for the information contained in this MD&A and is a Qualified Person defined by National Instrument 43-101.

(Signed) Steve Filipovic, CA
Chief Financial Officer

Thunder Bay, Canada
April 28, 2011