



## **MKANGO RESOURCES LTD**

### **MANAGEMENT'S DISCUSSION AND ANALYSIS**

**For the years ended December 31, 2012 and 2011**

Management's Discussion and Analysis ("MD&A") of Mkango Resources Ltd., formerly named Alloy Capital Corp. ("Mkango" or the "Company") should be read in conjunction with the consolidated financial statements and accompanying notes for the years ended December 31, 2012 and 2011. The results reported herein have been prepared in accordance with International Financial Reporting Standards ("IFRS") and are prepared in United States dollars unless otherwise stated. This document is dated April 29, 2012.

Additional information relating to the Company, including the Company's Filing Statement, can be found on the Canadian System for Electronic Document Analysis and Retrieval ("SEDAR") at [www.sedar.com](http://www.sedar.com). The Company is listed on the TSX Venture Exchange under the symbol MKA.

## **FORWARD LOOKING STATEMENTS**

Certain disclosures set forth in this MD&A constitute forward-looking statements. Any statements contained herein that are not statements of historical facts may be deemed to be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "anticipate", "believes", "budget", "continue", "could", "estimate", "forecast", "intends", "may", "plan", "predicts", "projects", "should", "will" and other similar expressions. All estimates and statements that describe the Company's future, goals, or objectives, including management's assessment of future plans and operations, may constitute forward-looking information under securities laws. By their nature, forward-looking statements are subject to numerous risks and uncertainties, some of which are beyond Mkango's control, including the impact of general economic conditions, industry conditions, volatility of commodity prices, currency fluctuations, accuracy of current drill and other exploration results, environmental risks, changes in environmental, tax and royalty legislation, 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 imprecise and, as such, undue reliance should not be placed on forward-looking statements. Mkango's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements or if any of them do so, what benefits that Mkango will derive there from. Mkango 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 law.

## **COMPANY OVERVIEW**

Mkango was originally incorporated under the name Alloy Capital Corp. under the laws of the Province of Alberta, Canada. Mkango completed its initial public offering on August 27, 2008 as a Capital Pool Corporation as defined by Policy 2.4 of the TSX Venture Exchange ("Policy 2.4"). On December 20, 2010 Mkango completed its Qualifying Transaction, as defined in Policy 2.4, by acquiring all of the issued and outstanding shares of Lancaster Exploration ("Lancaster") through a reverse-takeover which closed on December 20, 2010.

Lancaster was incorporated August 3, 2007 by Memorandum and Articles of Association issued pursuant to the provisions of the BVI Companies Act. Lancaster's registered office is located at 56 Administration Drive, Wickhams Cay 1, Road Town, Tortola, British Virgin Islands.

Lancaster Exploration Limited, a wholly owned subsidiary, was incorporated under the laws of Blantyre, Malawi on May 19, 2011.

Mkango is a mineral exploration company with a portfolio of properties in Malawi, Africa. The Company's headquarters are in Calgary, Alberta, Canada.

## **GOING CONCERN**

These consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the payment of liabilities in the ordinary course of business. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as

they become due. These consolidated financial statements do not reflect the adjustments or reclassification of assets and liabilities which would be necessary if the Company were unable to continue its operations.

The Company is in the process of exploring and developing its mineral interests and has not yet determined whether the interests contain a commercially viable mineral resource. The recoverability of the amounts shown for mineral interests are dependent upon the existence of an economically recoverable mineral resource, the ability of the Company to obtain necessary financing to complete the development of such mineral resources, and upon future profitable production. The operations of the Company for the next 12 months will be funded by the equity raised during the Financings which closed subsequent to December 31, 2012 (refer to Subsequent Events).

## HIGHLIGHTS

As of December 31,	2012	2011
Cash used by operations	(3,447,078)	(3,746,179)
Cash used by financing activities	-	(364,047)
Total comprehensive loss attributable to common shareholders	(2,858,643)	(3,407,339)
Loss per share - basic and diluted	\$ (0.08)	\$ (0.09)
Weighted average common shares outstanding	37,442,855	37,398,471
Evaluation and exploration spending:		
Malawi	2,248,336	2,071,961
Current assets	441,214	3,954,385
Current liabilities	142,807	991,244
Working capital	298,407	2,963,141

## SUMMARY OF QUARTERLY RESULTS

Total Operations	2012				2011			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
Revenue	\$ (13)	\$ (500)	\$ (418)	\$ 3,304	\$ 5,289	\$ 1,273	\$ 249	\$ 7,340
Expenses	524,263	465,617	832,006	1,877,932	320,517	1,507,771	1,394,269	936,784
Warrant fair value loss (gain)	180	(147,313)	(398,881)	(277,445)	(555,098)	(179,633)	(1,270,574)	1,267,454
Gain on loan forgiven	15,343	-	-	-	-	-	-	-
Net revenue (loss) for period	(509,113)	(318,804)	(433,543)	(1,597,183)	239,870	(1,326,865)	(123,446)	(2,196,898)
Loss per share - basic and diluted	\$ (0.02)	\$ (0.01)	\$ (0.01)	\$ (0.04)	\$ 0.01	\$ (0.04)	\$ (0.00)	\$ (0.06)
Total assets	447,527	720,299	1,350,961	2,481,849	3,963,160	4,319,642	5,544,392	6,891,196

Total expenses for the three months ended December 31, 2012 were \$524,263 (2011 - \$320,517). During the three months ended December 31, 2012, exploration and evaluation expenses of \$370,315 (2011 - \$9,274) were recognized. The significant increase during the period was primarily due to the restatement of the December 31, 2011 financial statements for a deposit paid to a vendor in 2011 which was recorded as an expense. The reclassification resulted in a \$209,680 reduction of exploration and evaluation expenses for the period ended December 31, 2011 as a result of the reclassification of the expense to prepaid and deposits. The reclassification resulted in an increase of exploration and evaluation expenses of \$139,324 for the period ended December 31, 2012 compared to the period ended December 31, 2011. During the three months ended December 31, 2012, general and administrative costs of \$211,063 (2011 - \$344,267) were recognized. The Company recognized a stock based

compensation expense of \$9,206 (2011 - \$76,123 reduction), \$180 gain on the revaluation of Warrants (2011- \$737,851 gain), depreciation expense of \$616 (2011 - \$302) and a foreign exchange gain on translation of \$52,034 (2011 - \$22,430). Cash consumption during the three months ended December 31, 2012 was due to the activities required to complete the laboratory analysis of core samples from the Stage two drilling program and to complete the Company's National Instrument 43-101, the "Technical Report". Cash consumption during the comparative period ended December 31, 2011 was due primarily to activities associated with initiating the Stage 2 drilling program.

Total expenses for the three months ended September 30, 2012 were \$465,617 (2011 - \$1,507,771). During the three months ended September 30, 2012, exploration and evaluation expenses of \$96,046 (2011 - \$918,725) were recognized. During the three months ended September 30, 2012, general and administrative costs of \$246,475 (2011 - \$166,706) were recognized. The Company recognized a stock based compensation expense of \$24,641 (2011 - \$280,521), \$147,313 gain on the revaluation of Warrants (2011- \$184,131 loss), depreciation expense of \$615 (2011 - nil) and a foreign exchange gain on translation of \$80,983 (2011 - \$325,007). Expenditures during the three months ended September 30, 2012 were due primarily to the Stage 2 drilling program which was completed in July, 2012. Expenditures during the comparative period ended September 30, 2011 was due primarily to the Stage 1 drilling program which was active during the entire third quarter.

Total expenses for the three months ended June 30, 2012 were \$832,006 (2011 - \$1,394,269). During the three months ended June 30, 2012, exploration and evaluation expenses of \$449,565 (2011 - \$728,636) were recognized. During the three months ended June 30, 2012, general and administrative costs of \$341,399 (2011 - \$223,244) were recognized. The Company recognized a stock based compensation expense of \$67,443 (2011 - \$481,384), \$398,881 gain on the revaluation of Warrants (2011- \$1,267,454 loss), depreciation expense of \$616 (2011 - nil) and a foreign exchange gain on translation of \$28,791 (2011 - \$37,634). Expenditures during the three months ended June 30, 2012 was due primarily to the Stage 2 drilling program. Expenditures during the comparative period ended June 30, 2011 was due primarily to the Stage 1 drilling program

Total expenses for the three months ended March 31, 2012 were \$1,877,932 (2011 - \$936,784). During the three months ended March 31, 2012, exploration and evaluation expenses of \$1,332,411 (2011 - \$415,326) were recognized. During the three months ended March 31, 2012, general and administrative costs of \$366,321 (2011 - \$90,860) were recognized. These costs were also significantly higher for the three months ended March 31, 2012, as a result of the administrative support and supplies required for the drilling program. For the same period ended March 31, 2011, the costs were lower as the Company was initiating the start-up phase of the first diamond drilling program. The Company recognized a stock based compensation expense of \$90,157 (2011 - \$593,594), \$277,445 gain on the revaluation of Warrants (2011 - \$1,267,454 loss), depreciation expense of \$615 (2011 nil) and a foreign exchange loss on translation of \$88,428 (2011 - \$157,771 gain). Expenditures during the three months ended March 31, 2012 was due primarily to the Stage 2 drilling program.

Total expenses for the three months ended December 31, 2011 were \$320,517 (2010 - \$320,478). During the three months ended December 31, 2011, exploration and evaluation expenses of \$9,274 (2010 - \$147,727) were recognized which included costs associated with initiation of the Company's second diamond drilling program. The significant decrease during the period was primarily due to the restatement of the December 31, 2011 financial statements for a deposit paid to a vendor in 2011 which was recorded as an expense. The reclassification resulted in a \$209,680 reduction of exploration and evaluation expenses for the period ended December 31, 2011 as a result of the reclassification of the expense to prepaid and deposits. During the three months ended December 31, 2011, general and administrative costs of \$344,267 (2010 - \$214,475) were recognized. For the three months ended December 31, 2011, these expenditures were the result of increased exploration activities in Malawi. For the same period ended December 31, 2010, the costs were incurred as a result of closing the reverse takeover transaction. The Company recognized a reduction of its stock based compensation of \$76,123 (2010 - nil), \$737,851 (2010 - nil) gain on the revaluation of Warrants, depreciation expense of \$302 (2010 - nil) and a foreign exchange loss on translation of \$22,430 (2010 - nil).

Total expenses for the three months ended September 30, 2011 were \$1,507,771 (2010 - \$112,917). During the three months ended September 30, 2011, exploration and evaluation expenses of \$918,725 (2010 - \$84,062) were recognized which included costs associated with completion of the Company's first diamond drilling program, assaying costs and other exploration related expenses. During the three months ended September 30, 2011, general

and administrative costs of \$166,706 (2010 - \$28,855) were recognized and were the result of increased exploration activities in Malawi. In addition, the Company recognized \$280,521 of stock based compensation, \$184,131 gain on the revaluation of Warrants, depreciation expense of \$943 and a foreign exchange gain on translation of \$325,007.

The expenses for the three months ended June 30, 2011 were \$1,394,269 (2010 - \$67,007). During the three months ended June 30, 2011, the Company completed its stage one diamond-drilling program on the Songwe Hill property in Malawi. Exploration and evaluation expenses of \$728,636 (2010 - nil) were recognized. General and administrative costs increased by \$223,244 (2010 - \$67,007) for the period as a result of the increased activities in Malawi. In addition, the Company recognized \$481,384 of stock based compensation and a foreign exchange gain of \$38,995.

The expenses for the three months ended March 31, 2011 were \$936,784 (2010 \$60,384). Exploration and evaluation costs for the period were \$415,326 (2010 \$nil). During this period, the Company completed preparation work for the stage one drilling program, which commenced in April 2011. General and administrative costs were \$90,860 (2010 \$60,384) which included \$43,920 of audit fees. In addition, the Company recognized \$593,594 of share based compensation expense and a foreign exchange gain of \$162,996 (2010 \$nil).

## **DISCUSSION OF OPERATIONS**

The Company's corporate strategy is to further delineate the rare earth mineralization at Songwe Hill and secure additional rare earth element and other mineral opportunities in Malawi and elsewhere.

As at December 31, 2012, the Company holds 100% interest in two exploration licenses in Malawi through its ownership of Lancaster. On January 21, 2010 Lancaster was granted the rights to the Phalombe license and on September 10, 2010 the Thambani license was also granted. Each of the Company's mineral properties are at the early stage of exploration.

The Company incurred a net operating loss of \$2,858,643 and \$3,407,399 for the years ended December 31, 2012 and 2011 respectively. The expenditures for the year ended December 31, 2012 were due primarily to the activities required to complete the Stage 2 drilling program and to complete the Technical Report. The expenditures for the year ended December 31, 2011, were due primarily to the activities required to complete the Stage 1 drilling program.

Total assets decreased from \$3,963,160 to \$447,527 for the year ended December 31, 2012, due to the consumption of cash by the Company's second exploration drilling program. The decrease in cash was slightly offset by an increase in prepaid and deposits whereby a payment to a vendor was reclassified from expenses during the period. The payment represents a deposit which will be returned once the Stage 2 drilling program is finalized and the drilling equipment is returned to the vendor. The Company raised total gross proceeds of C\$7,625,026 through the Financings which closed on December 20, 2010 in conjunction with the completion of the Qualifying Transaction. The Company plans to raise additional funds through a private placement in 2013 which will be used to fund exploration programs, metallurgical scoping and pre feasibility studies on the Songwe Hill property.

The Company's expenditures are primarily denominated in the United States dollar ("USD"). In order to mitigate the negative impact of foreign exchange rates on converting its equity raised in Canadian dollars to the USD, the Company will convert a significant portion of the funds to USD when foreign exchange rates are favorable. Surplus funds are held in short term, interest bearing investment vehicles until such time as the funds are required to settle liabilities.

## **EXPLORATION LICENSES**

The Company is a mineral exploration company whose primary business is to conduct exploration activities for rare earth elements and associated minerals. Initially, Lancaster has established the Republic of Malawi as its platform country, focusing primarily on the Phalombe district, where past exploration has indicated strong geological potential for rare earths ("REE's") and other minerals.

## 1. SONGWE HILL

Through its ownership of Lancaster, the Company holds a 100% interest in an exclusive prospecting license over an area of 1,283 km<sup>2</sup> in southeast Malawi (the "Phalombe License"). Its main exploration target is the Songwe Hill deposit, which features carbonatite hosted rare earth mineralization and was subject to previous exploration programs in the late 1980s and in 2010, the latter managed by Lancaster. Lancaster was awarded the license on January 21, 2010.

The Phalombe License runs for a period of three years and is renewable for further periods of two years and two years thereafter if the terms and conditions of the Phalombe License have been met. The license was renewed for a further two years in January 2013 (refer to Subsequent Events).

Management believes that all necessary permits for Lancaster's current phase of the exploration program have been obtained.

Songwe is accessible by road from Zomba, the former capital, and Blantyre, the principal commercial town of Malawi. Total travel time from Zomba is approximately 2 hours, which will reduce as infrastructure continues to be upgraded in the area. Songwe is a volcanic vent that is expressed as a steep-sided hill rising some 230m above the surrounding plain.

The Company's corporate strategy with respect to Songwe Hill is to carry out further metallurgical test work, mine planning, environmental studies and other aspects required to move the Songwe Hill project through the pre-feasibility stage, in addition to regional exploration.

During the year ending December 31, 2012, the Company was focused on completion of its Stage 2 drilling program. This was designed to complement the 13 hole, 2,000 meter Stage 1 drilling program and systematic channel sampling completed in 2011. Drilling focused on an area measuring approximately 350 by 100 metres comprising rare earth enriched carbonatite, carbonatite breccia and fenite lithologies, largely exposed at surface. A total of 25 holes were completed in Stage 2 for a total of approximately 4,860 metres to a maximum vertical depth of approximately 350 metres.

On November 22, 2012, Mkango filed a Technical Report (the "Report") for its maiden NI 43-101 mineral resource estimate entitled, *NI 43-101 Technical Report and Mineral Resource Estimate for the Songwe Hill rare Earth Element (REE) Project, Phalombe District, Republic of Malawi*, authored by Scott Swinden, PhD Geologist and Michael Hall, Professional Natural Scientist registered as a member of the South African Council for Natural Scientific professionals and the Australian Institute of Mining and Metallurgy. The Report's mineral resource estimates, as previously announced, are summarized below. For further details of the mineral resource estimates including breakdowns thereof, please refer to the Report, which is available at [www.sedar.com](http://www.sedar.com).

Cut-off grade	<i>In-situ</i> Indicated Mineral	<i>In-situ</i> Inferred Mineral
	Resource estimate	Resource estimate
1.0% TREO	13.2 mt grading 1.62% TREO	18.6 mt grading 1.38% TREO
1.5% TREO	6.2 mt grading 2.05% TREO	5.1 mt grading 1.83% TREO

TREO – total rare earth oxides including yttrium

Mt – million tonnes

In-situ – no geological losses applied

Mkango engaged the MSA Group to complete the Technical Report compliant resource estimate for the Songwe project to commence on receipt of all the assay results. The Technical Report was published on Sedar on November 22, 2012.

The Company's long term continuing operations are dependent on its ability to secure equity and/or debt financing with which it intends to maintain its proposed mineral exploration programs on the Songwe Hill property. The circumstances that could affect the company's ability to secure equity and/or debt financing that are reasonably likely to occur are, without limitation, the state of the capital markets and the prevailing market prices for commodities, in particular the prevailing market prices for REE. The current trends relating to these factors are relatively favorable for the Company but could change at any time and negatively affect the Company's operations and business. Other than as disclosed herein, the Company is not aware of any trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect on the Company's business, financial condition or results of operations.

## 2. THAMBANI MWANZA DISTRICT

Lancaster was granted an additional exploration license by the Malawi Minister of Natural Resources, Energy and Environment on September 10, 2010 in respect of an area of 468 km<sup>2</sup> in Thambani, Mwanza District, Malawi. During the year ended December 31, 2011, the Company completed initial reconnaissance exploration in the license area. Reconnaissance work completed to date has identified a number of areas containing several existing and partially worked alluvial (and possibly elluvial) occurrences of zircon, which have become the initial exploration focus.

### EXPENDITURES

The Company's principal activities require expenditures which include both exploration and general and administrative expenses. The following discussion describes the general and administrative expenditures in greater detail.

	For the year ended December 31,	
	2012	2011
Administrative expenses	\$ 700,629	\$ 314,271
Investor communication expenses	122,051	53,203
Malawi field office expenses	356,204	317,915
Legal fees	85,457	48,472
Audit fees	45,265	92,136
Share based payments	191,447	1,279,376
Depreciation	2,462	1,245
Mineral exploration expenditures		
Drilling	1,134,975	1,179,487
Camp equipment and travel	483,875	286,782
Technical review and analysis	415,250	173,349
Consulting fees	214,237	432,343
<b>Total</b>	<b>\$ 3,751,852</b>	<b>\$ 4,178,579</b>

Expenditures of \$3,751,852 and \$4,178,579 were recognized for the years ended December 31, 2012, and 2011, respectively. Exploration expenses totaling \$2,248,336 and \$2,071,961 for the years ended December 31, 2012 and 2011, respectively. Two exploration programs were undertaken during the comparative periods on the Songwe Hill property and within the broader Phalombe License. The financial results for the year ended December 31, 2011 were restated to account for a deposit paid to a vendor in 2011. The deposit was originally expensed and then

subsequently recognized as a prepaid. The reclassification resulted in a reduction in the exploration expenses by \$209,680 for the year ended December 31, 2011.

Stock based compensation of \$191,447 (2011 \$1,279,376) for the year ended December 31, 2012, was recognized as a result of stocks options granted to officers, directors and an investment relation firm during 2011. An additional 200,000 stock options were issued on December 11, 2012.

General and administrative expenses of \$1,309,607 (2011 \$825,997) were recognized for the year ended December 31, 2012. The general and administrative costs are associated with managing a publically traded company and operating an exploration camp in Malawi. General and administrative costs include salaries, consulting fees, travel, public disclosure expenses and directors' and officers' insurance.

## PROPERTY AND EQUIPMENT

	Cost	Accumulated Amortization	Net Book Value
Balance at December 31, 2010	\$ 288	\$ -	\$ 288
Additions	9,732	-	9,732
Less Depreciation	-	(1,245)	(1,245)
Balance at December 31, 2011	10,020	(1,245)	8,775
Less Depreciation	-	(2,462)	(2,462)
Balance at December 31, 2012	\$ 10,020	\$ (3,707)	\$ 6,313

Property and equipment include computer and office equipment and a vehicle that was purchased in Malawi for use in the camp.

## LIQUIDITY AND CAPITAL RESOURCES

At December 31, 2012, the Company had a working capital surplus of \$298,407 (2011 - \$2,963,141). The Company completed its Qualifying Transaction on December 20, 2010 and raised gross proceeds of C\$7,625,026. At December 31, 2012, the Company had a cash balance of \$324,784, which includes restricted cash of \$4,018. The funds have been used to fund the exploration programs in Malawi. Management plans to raise additional funds during 2013 (refer to Subsequent Events). Management believes that the Financing will generate sufficient funds to maintain the Company's ability to meet its short and medium term objectives and milestones.

Since the Company does not expect to generate any revenue in the near future, it must continue to rely upon the sale of its equity and/or debt securities to raise capital. There can be no assurance that financing, whether debt or equity, will be available to the Company in the amount required at any particular time or for any period or, if available, it can be obtained on terms satisfactory to the Company.

## ISSUED AND OUTSTANDING SHARE INFORMATION

As at the date of this report, the Company had 50,564,603 Common Shares and 6,992,140 warrants issued. The warrants are subject to a four-month holding period. The Company has 3,075,833 stock options issued, of which, 2,875,833 stock options are outstanding.

## OFF BALANCE SHEET ARRANGEMENTS

The Company is not party to any off balance sheet arrangements or transactions.



## **ACCOUNTING POLICIES AND ESTIMATES**

Management is required to make judgments, assumptions and estimates in the application of IFRS that have a significant impact on the financial results of the Company. Details outlining Mkango's accounting policies are contained in the notes to the consolidated financial statements for the year ended December 31, 2012.

## **BUSINESS RISKS**

Readers are cautioned that the following is a summary only of certain risk factors and is not exhaustive and is qualified in its entirety by reference to, and must be read in conjunction with the additional information on these and other factors that could affect Mkango's operations and financial results that are included in reports on file with Canadian securities regulatory authorities and may be accessed through the SEDAR website ([www.sedar.com](http://www.sedar.com)).

The Company is presently pursuing direct investments in international mining projects. There is no assurance that exploration prospects will be granted in foreign jurisdictions where the Company is making applications, nor is there assurance the exploration efforts will be successful. If the Company is successful in obtaining exploration prospects in foreign jurisdictions, additional capital will be required to execute the exploration programs.

Rare earth element and related mineralogy exploration, development, production and marketing operations inherently have a number of business risks and uncertainties, including the uncertainty of finding new reserves, the volatility of commodity prices, operational risks, the cost of capital available to fund exploration and development programs, regulatory issues and taxation, and the requirements of new environmental laws and regulations.

The Company manages these risks by contracting competent professional staff, following sound operating practices and the prudent issuance of equity to fund capital expenditures so that debt does not become a burden. Extensive geological, geophysical, engineering and environmental analyses are performed before committing to the drilling of new prospects. These analyses are used to ensure a suitable balance between risk and reward. The Company conducts its operations in a manner consistent with environmental regulations as stipulated applicable local legislation. Mkango is committed to meeting its responsibilities to protect the environment wherever it may operate and anticipates making increased capital and operating expenditures as a result of the increasingly stringent laws relating to the protection of the environment. Mkango's operations are subject to the risks normally associated with the mining industry. The Company is committed to respecting the safety of its personnel, the environment and the communities where it has operations.

The mining industry has been subject to considerable price volatility, over which companies have little control, and a material decline in the price of rare earth elements could result in a significant decrease in the Company's future anticipated revenues. The mining industry has inherent business risks and there is no assurance that products can continue to be produced at economical rates or that produced reserves will be replaced. Fluctuations in currency and exchange rates and changes in production are daily risks in the mining industry.

## **FINANCIAL INVESTMENTS AND RISK MANAGEMENT**

All financial instruments are initially recognized at fair value on initial recognition of the instrument. Measurement in subsequent periods depends on whether the financial instrument has been classified as fair value through profit or loss ("FVTPL"), held for- trading, loans and receivables, financial assets available-for-sale, financial assets held-to-maturity, and other financial liabilities.

Financial assets and financial liabilities classified as FVTPL are measured at fair value with changes in fair value recognized in net earnings or loss. Financial assets available-for-sale are measured at fair value, with changes in fair value recognized in other comprehensive income. Financial assets held-to-maturity, loans and receivables and other financial liabilities are measured at amortized cost using the effective interest method of amortization.

Cash including short-term deposits are designated as FVTPL and are measured at carrying value which approximates fair value due to the short-term nature of these instruments. Accounts receivable are designated as loans and receivables. Accounts payable and accrued liabilities are designated as other financial liabilities.

The fair value of cash and cash equivalents, accounts receivable, accounts payable and amounts due to related party approximates the carrying value. The Company does not hold any other financial instruments. The main financial risks affecting the Company are discussed below:

#### Fair values

The Company's cash and cash equivalents and accounts receivable and current liabilities are approximated by their carrying values due to the short-term nature of the items.

#### Concentration risk

A majority of the Company's cash and cash equivalents are held by one major Canadian banking institution. Deposits held with this bank may exceed the amount of insurance provided on such deposits. Generally these deposits may be redeemed upon demand and bear minimal risk.

#### Credit risk

The Company has negligible accounts receivable.

#### Commodity price risk

The Company's operations and financial results may be affected by fluctuations in commodity prices and exchange rates.

#### Liquidity Risk

Liquidity risk includes the risk that, as a result of the Company's operational liquidity requirements:

- The Company will not have sufficient funds to settle a transaction on the due date;
- The Company will be forced to sell financial assets at a value which is less than what they are worth; or
- The Company may be unable to settle or recover a financial asset at all.

The Company's operating cash requirements, including amounts projected to complete the Company's existing capital expenditure program are continuously monitored and adjusted as input variables change. As these variables change, liquidity risks may necessitate the Company to conduct equity issues or obtain project debt financing.

#### Capital Risk

The Company's objective when managing capital is to maintain a flexible capital structure which will allow it to execute its capital expenditure program, which includes expenditures in mining activities which may or may not be successful. Therefore, the Company monitors the level of risk incurred in its capital expenditures to balance the proportion of debt and equity in its capital structure. The Company has no externally imposed capital requirements.

## **COMMITMENTS**

The Company was granted the Phalombe Licence for the Songwe property on January 21, 2010. The license was issued by the Malawi Government on a three-year basis, originally, and as of January 2013 will be renewed on a two year rolling basis, henceforth. The future spending commitments for the exploration rights with the Government of Malawi based on a foreign exchange rate for the local currency to US dollars of MK324 are as follows:

Exploration commitments	\$ 134,259
Ground rent	39,599
Total commitment	\$ 173,858

On September 10, 2010, the Company was granted an additional exploration licence by the Malawi Minister of Natural Resources, Energy and Environment in respect of an area of 468 km<sup>2</sup> in Thambani, Mwanza District, Malawi. The license was issued by the Malawi Government on a three-year basis, originally, and as of September 2013 will be renewed on a two year rolling basis, henceforth. The Company has not undertaken any activity on such

licence area to date. The future spending commitments for exploration expenses up to 2013 with the Government of Malawi are as follows:

Exploration commitments	\$ 153,391
Ground rent	14,445
<b>Total commitment</b>	<b>\$ 167,836</b>

The ground rental fee is based on a charge of 100 Kwacha (\$0.37 USD) per square kilometer to 10,000 Kwacha (\$36.90 USD) per square kilometer of licensed area.

## RELATED PARTY TRANSACTIONS

- a) The Company is related to Leo Mining and Exploration Ltd. ("Leo Mining") by virtue of common directors and officers who have an ownership in and exercise significant influence over both companies. All expenses of Lancaster from incorporation to December 20, 2010, were paid by Leo Mining on behalf of Lancaster in an effort to help fund operations prior to the Company going public. As of December 31, 2012 Lancaster has a payable to Leo Mining in the amount of \$nil (2011 - \$15,343). The amount is unsecured and due on demand. During the year ended December 31, 2012, the remaining balance of \$15,343 was forgiven by Leo Mining.
- b) For the year ended December 31, 2012, the Company recorded \$351,923 (2011 - \$74,180) for directors fees, legal fees and key management fees and related costs. Included in accounts payable and accrued liabilities at December 31, 2012, was \$3,870 (2011 - \$39,107) due to directors and officers. The amounts owed are unsecured, due on demand and non-interest bearing.

The transactions were conducted in the normal course of operations and measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

- c) Key management remuneration to directors and executives

	2012	2011
Salary	\$ 350,027	\$ 320,622
Share based payments	57,863	721,172
<b>Total compensation</b>	<b>\$ 407,890</b>	<b>\$ 1,041,794</b>

## SUBSEQUENT EVENTS

- a) Financing

On February 25, 2013, the Company announced a Financing of up to 11,430,000 units ("Unit") at a price of C\$0.175 per Unit for gross cash proceeds of up to \$2,000,250 Canadian dollars.

On March 1, 2012, 4,285,715 Units were issued to Leo Mining and Exploration Limited at a price of C\$0.175 per Unit for gross cash proceeds of C\$750,000. On April 11, 2013, 8,836,033 Units of the Company were issued at a price of C\$0.175 per Unit for gross cash proceeds of C\$1,546,306. In total, 13,121,748 Units were issued in connection with the private placement for gross cash proceeds of C\$2,296,306.

Each Unit consists of one common share and one-half common share purchase warrant ("Warrant"). Each whole Warrant entitles the holder to acquire one common Share for C\$0.35 for a period of 12 months following the closing date of the Financing. Where the closing price of the common shares on the TSX Venture Exchange equals or exceeds C\$0.40 for 20 consecutive trading days following the date that is four months and one day after the date of issuance of the Warrants, the Company shall have the right to require conversion of the Warrants at the exercise price upon 30 days' notice.

The Company paid cash finders' fees totalling C\$75,471.37 and issued 431,266 finders' warrants in connection with the Financing. Each finders' warrant entitles the holder to acquire one Unit for C\$0.175 for a period of 12 months following the closing date of the financing. Where the closing price of the common shares of the Company on the TSX Venture Exchange equals or exceeds C\$0.40 for 20 consecutive trading days following the date that is four months and one day after the date of issuance of the finders' warrants, the Company shall have the right to require conversion of the finders' warrants at the exercise price upon 30 days' notice.

The securities issued under the private placement have a hold period of four months and one day from the closing date.

The funds raised through the Financings will be used for general corporate purposes and to conduct further metallurgical test work, mine planning, environmental studies as well as other aspects required to move the project through the pre-feasibility stage.

b) License Renewal

On January 20, 2013 the Phalombe License for the Songwe property was renewed. The license was issued by the Malawi Government and will be renewed on a two year rolling basis, henceforth. The future spending commitments for exploration with the Government of Malawi have changed to (MK348.4):

Exploration commitments	\$ 430,500
Ground rent	36,825
<u>Total commitment</u>	<u>\$ 467,325</u>

## **DIRECTORS AND OFFICERS AS AT DECEMBER 31, 2012**

William Dawes, Director and Chief Executive Officer  
Alexander Lemon, Director and President  
David Berg, Director and Corporate Secretary  
Adrian Reynolds, Director  
Eugene Chen, Director  
Sandra Beaulieu, Chief Financial Officer