MKANGO RESOURCES LTD

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the years ended December 31, 2013 and 2012

Management's Discussion and Analysis ("MD&A") of Mkango Resources Ltd. ("Mkango" or the "Company") should be read in conjunction with the consolidated financial statements and accompanying notes for the year ended December 31, 2013. 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 30, 2014.

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. 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 fact 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 is a wholly owned subsidiary of Mkango.

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

Mkango is a rare earth and associated minerals exploration and development company with a portfolio of properties in the Republic of 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. The Company incurred a net loss of $1,897,893 for the year ended December 31, 2013 (2012 - $2,858,643) and has a deficit of $9,153,573 (2012 - $7,255,680). The Company is in the process of acquiring, exploring and developing its mineral interests.

The operations of the Company for the next 12 months will be funded by a non-brokered private placement ("Financing"), which closed April 3, 2014 (Note 13).

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.

HIGHLIGHTS

As of December 31,	2013	2012
Cash used by operations	$ (1,999,115)	$ (3,414,636)
Cash from financing activities	2,114,650	-
Total comprehensive loss attributable to common shareholders	(1,897,893)	(2,858,643)
Loss per share - basic and diluted	$ (0.04)	$ (0.08)
Weighted average common shares outstanding	47,415,063	37,442,855
Evaluation and exploration spending:		
Malawi	773,446	2,248,336
Current assets	502,036	441,214
Current liabilities, excluding revaluation of warrants	191,652	142,807
Working capital	$ 310,384	$ 298,407

SUMMARY OF QUARTERLY RESULTS

	2013				2012			
Total Operations	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**
Revenue	$ 15	$ -	$ -	$ -	$ (13)	$ (500)	$ (418)	$ 3,304
Expenses	765,081	368,331	657,872	424,494	524,263	465,617	832,006	1,877,932
Warrant fair value loss (gain)	(563,069)	93,039	158,078	(5,918)	180	(147,313)	(398,881)	(277,445)
Gain on loan forgiven	-	-	-	-	15,343	-	-	-
Net revenue (loss) for period	(202,012)	(461,370)	(815,950)	(418,576)	(509,113)	(318,804)	(433,543)	(1,597,183)
Loss per share - basic and diluted	$ (0.00)	$ (0.01)	$ (0.02)	$ (0.01)	$ (0.01)	$ (0.01)	$ (0.01)	$ (0.04)
Total assets	507,087	1,133,729	1,506,789	1,070,915	447,527	720,299	1,350,961	2,481,849

Total expenses for the three months ended December 31, 2013 were $765,081 (2012 - $524,263). The expenses were incurred as a result of returning drilling equipment to a vendor, completing the environmental impact studies in relation to the Songwe project and ongoing mineralogical studies and metallurgical test work. During the three months ended December 31, 2013, general and administrative costs of $299,205 (2012 - $211,063) were recognized. The Company recognized a stock based compensation expense of $81,370 (2012 - $9,206), a $563,069 gain on the revaluation of warrants (2012 loss of $180 gain), depreciation expense of $615 (2012 - $616) and a foreign exchange loss of $71,202 (2012 gain of $52,034). Cash consumption during the three months ended December 31, 2013 was due to two key activities. First, cash was consumed through work required to complete the pre-feasibility environmental and social impact study for the Songwe Hill project. Secondly, costs were incurred as a result of marketing and administering the issuance of equity, which closed in two tranches. The first tranche closed March

24, 2014 and the second tranche closed on April 3, 2014. Cash consumption during the comparative period 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".

Total expenses for the three months ended September 30, 2013 were $368,331 (2012 - $465,617). During the three months ended September 30, 2013, costs were incurred as a result of undertaking regional exploration in the Thambani and Phalombe licenses, completing the environmental studies in relation to the Songwe project and ongoing mineralogical studies and metallurgical test work. The Company recognized a stock based compensation expense of $9,786 (2012 - $24,641). The warrants issued as part of the Financing, created a fair value loss of $93,039 (2012 gain of $147,313) when they were fair valued at September 30, 2013. During the three months ended September 30, 2012, the majority of the expenses were incurred by general and administrative activities.

Total expenses for the three months ended June 30, 2013 were $657,872 (2012 - $832,006). During the three months ended June 30, 2013, costs were incurred as a result of marketing and administering the issuance of equity, undertaking regional exploration in the Thambani and Phalombe licenses, progressing environmental studies in relation to the Songwe project and ongoing mineralogical studies and metallurgical test work. The Company recognized a stock based compensation expense of $12,188 (2012 - $67,443). The warrants issued as part of the Financing, created a fair value loss of $158,078 (2012 gain of $398,881) when they were fair valued at June 30, 2013. During the three months ended June 30, 2012, the majority of the expenses were incurred by the Stage 2 drilling program activities.

Total expenses for the three months ended March 31, 2013 were $424,494 (2012 - $1,877,932). During the three months ended March 31, 2013, costs were incurred as a result of marketing and administering the issuance of equity. The first tranche closed March 1, 2013 and the second tranche closed April 11, 2013. The Company recognized a stock based compensation expense of $9,332 (2012 - $90,157). The warrants issued in conjunction with the March 1, 2013 close created a fair value gain of $5,918 (2012 gain of $277,445) when they were revalued at March 31, 2013. During the three months ended March 31, 2012, the majority of the expenses were incurred by the Stage 2 drilling program activities.

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.

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, 2013, the Company holds a 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 Lancaster was granted the rights to the Thambani license. The Thambani license is at an early stage of exploration, whereas the Songwe Hill rare earth project, located in the Phalombe license, has a 43-101 compliant mineral resource estimate.

The Company incurred a net operating loss of $1,897,893 and $2,858,643 for the years ended December 31, 2013 and December 31, 2012, respectively. The expenditures for the year ended December 31, 2013 were due primarily to the activities required to administer the Financing, initiate the environment impact studies program and to conduct further metallurgical test work. The expenditures for the year ended December 31, 2012, were due primarily to the activities required to undertake the Stage 2 drilling program.

Total assets increased from $447,527 to $507,087 for the year ended December 31, 2013, due to the equity raised through the issuance of common shares. The Company raised $2,114,650, net of share issue costs, through a financing which closed March and April, 2013. These funds were used to fund exploration programs, metallurgical scoping and the environmental impact 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.

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 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 km2 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 on January 21, 2013.

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 drilling programs completed in 2011 and 2012, 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 the 2012 Stage 2 program for a total of approximately 4,860 metres to a maximum vertical depth of approximately 350 metres. The Stage 2 program was designed to complement the 13 hole, 2,000 meter Stage 1 drilling program and systematic channel sampling completed in 2011.

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, PGeo and Michael Hall, Pr.Sci.Nat., MAusIMM. 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.

Cut-off grade	***In-situ* Indicated Mineral Resource estimate**	***In-situ* Inferred Mineral 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. In-situ - no geological losses applied. mt - million tonnes

On July 10, 2013, the Company announced a base case metallurgical flow sheet for the Songwe Hill rare earth project and that proof of concept test work on a bench scale had demonstrated that the flow sheet has potential to produce a high grade mixed rare earth carbonate or hydroxide product.

On September 16, 2013, the Company announced the appointment of SNC-Lavalin (Pty) Ltd to complete various aspects of the pre-feasibility study, including the beneficiation and hydrometallurgical process plants and project infrastructure.

During the year ending December 31, 2013, the Company was focused on scoping metallurgical test work, environmental studies and commencement of the pre-feasibility study, in addition to regional exploration.

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 outlook in relation to these factors 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^2 in Thambani, Mwanza District, Malawi. Exploration has identified a number of areas with potential for uranium, zircon, corundum and niobium.

The exploration activities to date have included acquisition of Landsat7 and ASTER satellite imagery for the license area, systematic ground radiometric surveys to confirm and detail previously-known airborne anomalies, reconnaissance geological mapping and litho-geochemical sampling programs. The work has identified a number of potential uranium targets over the Thambani Massif, which is mainly composed of nepheline syenite gneiss, forming two prominent ridges known as Thambani East Ridge and West Ridge. Historical airborne radiometric surveys and ground radiometric survey programs carried out by Mkango have revealed two distinct uranium anomalies occurring along the two ridges: A strong uranium anomaly, measuring approximately 3 kilometre ("km") by 1.5 km, occurs along the length of the Thambani East ridge with a north-south trend and a second uranium anomaly, measuring approximately 1.5 km by 0.4 km occurs on the West Ridge along the western contact of the nepheline syenite body with the eastern biotite-hornblende gneisses.

Initial results from follow up reconnaissance geochemical sampling returned locally anomalous uranium values, ranging up to 1,545 ppm U_3O_8, on both Thambani East and West ridges.

The Thambani 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 on September 10, 2013.

EXPENDITURES

	For the year ended December 31,	
	2013	2012
Administrative expenses	$ 649,868	$ 700,629
Investor communication expenses	189,090	122,051
Malawi field office expenses	285,630	356,204
Legal fees	86,091	85,457
Audit fees	46,513	45,265
Stock option expense	112,676	191,447
Depreciation	1,262	2,462
Mineral exploration expenditures		
Environmental studies	195,896	-
Ground rental fee	46,068	-
Drilling	-	1,134,975
Camp equipment and travel	73,077	483,875
Technical review and analysis	433,513	415,250
Consulting fees	24,892	214,237
Total	$ 2,144,576	$ 3,751,852

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.

Total expenditures of $2,144,576 and $3,751,852 were recognized for the years ended December 31, 2013, and 2012, respectively. During year ended December 31, 2013, costs were incurred as a result of marketing and administering the Financing, undertaking regional exploration in the Thambani and Phalombe licenses, progressing the environment impact studies in relation to the Songwe project and ongoing mineralogical studies and metallurgical test work. In comparison, expenditures incurred during the year ended December 31, 2012, were due to activities related to the Stage 2 drilling program.

General and administrative expenses of $1,257,192 and $1,309,607 were recognized for the years ended December 31, 2013 and 2012, respectively. The general and administrative costs are associated with administering the Financing, managing a publically traded company and operating the local office and exploration camp in Malawi. General and administrative costs include salaries, consulting fees, travel, public disclosure expenses, investor relations expenses and directors' and officers' insurance. Expenses were $52,415 lower for the year ended December 31, 2013 as compared to the same period ended December 31, 2012, as a result of a decrease in activity on the Songwe Hill project.

PROPERTY AND EQUIPMENT

	Cost	Accumulated Depreciation	Net Book Value
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
Less Depreciation	-	(1,262)	(1,262)
Balance at December 31, 2013	$ 10,020	$ (4,969)	$ 5,051

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, 2013, the Company had a working capital surplus of $310,384 (December 31, 2012 - $298,407). The Company completed its Qualifying Transaction on December 20, 2010 and raised gross proceeds of C$7,625,026. The Company has raised a further US$2,114,649, net of share issue costs, as of December 31, 2013 through a second equity issue. At December 31, 2013, the Company had a cash balance of $440,319, which included restricted cash of $2,941. The original funding was used to fund the exploration programs in Malawi. Funding provided by the second equity issue was used to fund 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 and general corporate purposes. A third equity issue, which closed during March and April, 2014, will fund the next 12 to 18 months of expenditures. Management believes that the funds available will generate sufficient cash flow 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 has 73,439,813 Common Shares and 24,019,905 warrants issued. The Company has 4,922,500 stock options issued, of which, 3,437,500 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, 2013.

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, such as the Company's news releases, which are on file with Canadian securities regulatory authorities and may be accessed through the SEDAR website (www.sedar.com).

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
The majority of the Company's cash and cash equivalents are held by one major Canadian bank. 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 on January 20, 2013 was renewed for an additional two years. The future spending commitments for the exploration rights with the Government of Malawi are 150,000,000 Kwacha, annually (foreign exchange rate MWK442):

Exploration commitments	$	339,367
Ground rent		29,027
Total commitment	$	368,394

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 km2 in Thambani, Mwanza District, Malawi. The license was issued by the Malawi Government on a three-year basis, originally, and was renewed on September 10, 2013, for an additional two years. The future spending commitments for exploration expenses with the Government of Malawi are 250,000,000 Kwacha, annually (foreign exchange rate MWK442):

Exploration commitments	$	565,611
Ground rent		10,588
Total commitment	$	576,199

The Company expects to use the funds received from the private placement equity financings to meet these commitments.

RELATED PARTY TRANSACTIONS

a) As of December 31, 2013 Lancaster had a payable to Leo Mining in the amount of $6,540 (2012 – nil). The amount is unsecured and due on demand. Interest of 2% may be incurred on the outstanding amount annually; however this has been waived. Leo Mining is considered related by virtue of common directors and officers who have an ownership in and exercise significant influence over both companies. The Company and Leo Mining have formalized their relationship with respect to services provided by Leo Mining. A written agreement sets out the types of services, which may be provided and the costs associated with such services. Generally the Company repays the disbursements made by Leo Mining on its behalf.

b) Digby Wells Environmental ("Digby"), by virtue of a common director, is considered a related party. During the year ended December 31, 2013, the company paid Digby $169,127 (2012 – nil). There were no amounts due as of December 31, 2013.

c) Included in accounts payable and accrued liabilities at December 31, 2013, was $8,077 (2012 - $3,870) due to directors and officers. The amounts owed are unsecured, due on demand and non-interest bearing.

d) Key management remuneration to directors and executives

	2013	2012
Salary	$ 410,000	$ 353,158
Share based awards	56,672	132,238
Total compensation	$ 466,672	$ 485,396

SUBSEQUENT EVENTS

Private Placement

On February 24, 2014, the Company announced that it had entered into a non-binding term sheet with certain affiliates of Sprott Inc. (the "Finders") to act as finders for the Corporation under its proposed non-brokered private placement (the "Private Placement").

On March 24, 2014, the Company closed the first tranche of the non-brokered private placement ("Private Placement"), with, amongst others, the Finders. Under the Private Placement, 16,262,603 Units of the Corporation were issued at a price of C$0.10 per Unit for gross cash proceeds of C$1,626,260.

Each Unit consisted of one common share (a "Common Share") and one Common Share purchase warrant (a "Warrant") of Mkango. Each Warrant entitles the holder to acquire one Common Share for C$0.20 until March 24, 2019.

The Corporation paid cash finders' fees totaling C$85,628.22 and issued 24,500 Units and 880,782 finders' warrants in connection with the Private Placement. Each finders' warrant entitles the holder to acquire one Common Share for C$0.10 until March 24, 2016.

The securities issued under the first tranche of the Private Placement, including any Common Shares issued on the exercise of the Warrants, have a hold period expiring on July 25, 2014.

An insider of the Corporation participated in the Private Placement, thereby making the Private Placement a "related party transaction" as defined under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The transaction, however, was exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of any securities issued to or the consideration paid by the insider exceed 25% of the Corporation's market capitalization. Derek Linfield, a director of the Corporation, subscribed for 1,500,000 Units. Following the closing of the Private Placement, Mr. Linfield now beneficially owns or controls 1,561,500 Common Shares, representing approximately 2.13% of the issued and outstanding Common Shares on an undiluted basis. Mr. Linfield also owns and controls a total of 1,500,000 Warrants.

On April 3, 2014, the second tranche of the Private Placement closed. The Company issued an additional 6,445,250 Units at a price of C$0.10 per Unit for gross cash proceeds of C$644,525 under the same terms as the first tranche of the Private Placement which closed on March 24, 2014.

The Corporation paid cash finders' fees totaling C$40,677 and issued 406,770 finders' warrants in connection with the Second Tranche. Each finders' warrant entitles the holder to acquire one Common Share for C$0.10 until April 3, 2016.

The securities issued under the Second Tranche, including any Common Shares issued on the exercise of the Warrants and the finders' warrants, have a hold period expiring on August 4, 2014.

If, after four months from the closing date of the Private Placement, the closing price (or the average of the 'bid' and the 'ask', if not traded) of the Common Shares on the TSX Venture Exchange exceeds C$0.30 for a period of 20 consecutive trading days, the Corporation may, within three trading days thereof, accelerate the expiry of the Warrants to 20 trading days after the issuance of a news release announcing the new expiry date.

In total, 22,707,853 Units of the Corporation were issued in connection with the Private Placement for gross cash proceeds of C$2,270,785.

The Private Placement remains subject to final acceptance of the TSX Venture Exchange.

The use of proceeds from the Private Placement will be to finalize the pre-feasibility study for the Songwe project and to facilitate a smooth transition to the feasibility stage, in addition to general corporate purposes.

DIRECTORS AND OFFICERS AS AT DECEMBER 31, 2013

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