

ELY GOLD & MINERALS INC.

**MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2012**

Suite 680 – 789 West Pender St, Vancouver, BC V6C 1H2

1.1 INTRODUCTION

Set out below is a review of the activities, results of operations and financial condition of Ely Gold & Minerals Inc. (“Ely”, or the “Company”) and its subsidiaries for the three months ended March 31, 2012. The discussion below should be read in conjunction with the Company’s March 31, 2012 condensed interim consolidated financial statements and the December 31, 2011 audited consolidated financial statements and related notes. All dollar figures included in the following Management Discussion and Analysis (“MD&A”) are quoted in Canadian dollars unless otherwise indicated. This MD&A has been prepared as at May 30, 2012.

The Company is a reporting issuer in the provinces of British Columbia and Alberta in Canada and is listed on the TSX Venture Exchange (“Exchange”) under the symbol “ELY”.

Additional information related to the Company is available on SEDAR at www.sedar.com. The Company’s website is at <http://www.elygoldandminerals.com/s/Home.asp>

1.2 FORWARD LOOKING STATEMENTS

This MD&A contains “forward-looking statements” within the meaning of applicable Canadian securities legislation, which include all statements, other than statements of historical fact that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future. These include, without limitation:

- the Company’s anticipated results and developments in the Company’s operations in future periods
- planned exploration and development of its mineral properties
- planned expenditures and budgets
- evaluation of the potential impact of future accounting changes
- estimates concerning share-based payment and carrying value of properties; and
- other matters that may occur in the future.

These statements relate to analyses and other information that are based on expectations of future performance and planned work programs.

Statements concerning mineral resource estimates may also be deemed to constitute forward-looking statements to the extent that they involve estimates of the mineralization that will be encountered if the related property is developed.

With respect to forward-looking statements and information contained herein, the Company has made a number of assumptions with respect to, including among other things, the price of gold and other metals, economic and political conditions, and continuity of operations. Although the Company believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that forward-looking statements or information contained or incorporated by reference herein will prove to be accurate.

Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors which could cause actual events or results to differ materially from those expressed or implied by the forward-looking statements, including, without limitation:

- fluctuations in mineral prices;
- the Company's dependence on a limited number of mineral projects;
- the nature of mineral exploration and mining and the uncertain commercial viability of certain mineral deposits;
- the Company's lack of operating revenues;
- the Company's ability to obtain necessary financing to fund the development of its mineral properties or the completion of further exploration programs;
- jurisdiction operating risks which can over time include changes in political, economic, regulatory and taxation regimes;
- governmental regulations and specifically the ability to obtain necessary licenses and permits;
- risks related to the Company's mineral properties being subject to prior unregistered agreements, transfers, or claims and other defects in title;
- fluctuations in the currency markets;
- changes in environmental laws and regulations which may increase costs of doing business and restrict the Company's operations;
- risks related to the Company's dependence on key personnel; and
- estimates used in the Company's consolidated financial statements proving to be incorrect.

This is not an exhaustive list of the factors that may affect the Company's forward-looking statements. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in the forward-looking statements. The Company's forward-looking statements are based on beliefs, expectations and opinions of management on the date the statements are made. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

1.3 DESCRIPTION OF BUSINESS

The Company's registered office is Suite 680 – 789 West Pender St, Vancouver, British Columbia, Canada, V6C 1H2.

The Company is an exploration stage natural resource company engaged in the evaluation, acquisition, exploration and development of natural resource projects. The Company is currently focused on gold projects in North America.

The recoverability of costs capitalized to mineral properties and the Company's future financial success is dependent upon the extent to which economic gold mineralized bodies can develop to producing entities. Such development may take years to complete and the amount of resulting income, if any, is difficult to determine with any certainty. Many of the key factors for advancing the Company's projects to production are dependant on outside factors; such as, obtaining the necessary rights and permitting which need to be granted from certain local and governmental agencies located in the United States. Additional risk factors that may affect the financial success of the Company and it's consolidated financial statements and the risk factors related to mineral exploration and development are set out under the heading "Risks and Uncertainties" listed below.

The Company knows of no trends, demands, commitments, events or uncertainties outside of the normal course of business that may result in the Company's liquidity either materially increasing or decreasing at the present time or in the foreseeable future. Material increases or decreases in the Company's liquidity are substantially determined by the success or failure of the Company's exploration programs and overall market conditions for smaller resource companies. The Company is not aware of any seasonality in the business

that may have a material effect upon its financial condition, other than those normally encountered by public reporting junior resource companies. The Company is not aware of any changes in the results of its operations that are other than those normally encountered in its ongoing business.

1.4 HIGHLIGHTS

On February 22, 2012, MH-LLC completed a BFS and accordingly, Solitario has earned an additional 70% interest in MH-LLC, for a total interest of 80%, and can no longer opt out of any future required payments and will be obligated to make any unpaid payments of cash and common shares to DHI US, any unpaid payments to the Underlying Royalty Holders and any uncompleted additional subscriptions due to Ely by the due dates described in the original operating agreement.. As a result,, the Company has included all future cash and share payments (\$2,213,290) as accounts receivable as at March 31, 2012.

- Solitario's interest in MH-LLC increasing to 80% resulted in the Company no longer consolidating MH-LLC and removed its non-controlling interest as the Company now accounted for its investment in MH-LLC as an equity investment and will subsequently record its share of income and losses from MH-LLC while significant influence is maintained.
- In February 2012 the Company received US\$150,000 and 25,000 common shares in the capital stock of Solitario as part of the requirements under the MH-LLC agreement.
- In March 2012 the Company issued 2,400,000 common shares at a value of \$0.25 per common share to settle \$600,000 in debt owed to certain directors.
- As of March 31, 2012, the Company had a consolidated working capital of \$1,813,567.

1.5 PROJECT UPDATES AND ACQUISITION

i. Acquisition of DHI Minerals Ltd. ("DHI")

On February 28, 2008, as amended on November 16, 2009, the Company acquired 100% of the issued and outstanding common shares of DHI, which owns 100% of the shares of DHI Minerals (US) Ltd. ("DHI US"), pursuant to an agreement with Augusta Resources Ltd. ("Augusta"). As consideration for the acquisition, the Company agreed to pay US\$6,625,000 and issued 3,000,000 share purchase warrants with an exercise price of \$0.50 per share, exercisable for 18 months from the date of the agreement and a fair value of \$2,828,661. The amended payments for the acquisition are without interest and are to be made over a five-year period as follows:

Upon signing	US \$1,625,000 (Paid – \$1,592,175)
February 28, 2009	\$1,000,000 (Paid – \$1,247,520)
June 1, 2010	250,000 (Paid - \$266,353)
June 1, 2011	500,000 (Paid – \$488,043)
June 1, 2012	750,000
June 1, 2013	750,000
June 1, 2014	750,000
June 1, 2015	1,000,000
	<u>US \$6,625,000</u>

The amendment of the agreement on November 16, 2009, extended the loan repayments for which the Company issued 2,000,000 share purchase warrants to Augusta to purchase 2,000,000 common shares of the Company at the price of \$0.25 per share for a period of 18 months expiring May 16, 2011, which were exercised during the year ended December 31, 2011.

During the year ended December 31, 2010, the Company negotiated an extension of the June 1, 2010 installment payment to August 31, 2010 for consideration of US\$40,000 (paid - \$41,060).

The amount payable to Augusta is secured by the Company's shareholdings in DHI and all present and after acquired assets of DHI and DHI US. As at December 31, 2011, the remaining balance due is US\$3,250,000.

ii. Collaboration with Solitario

On December 22, 2010, the Company and Solitario incorporated MH-LLC pursuant to a LOI and an Operating Agreement to advance the Company's Mount Hamilton project located near Ely, Nevada, through to a bankable feasibility study ("BFS") and into production. The following summarizes the terms of the LOI and Operating Agreement:

- (a) Solitario to subscribe for \$500,000 in units comprising one common share and one-half share purchase warrant of Ely (issued);
- (b) Solitario to contribute its initial investment to MH-LLC by making a US\$300,000 advance royalty payment to the original owners of the Mount Hamilton property ("Underlying Royalty Holder") subject to the Mount Hamilton lease for a 10% interest in MH-LLC;
- (c) Ely to contribute its mineral properties (Mount Hamilton and Monte Cristo) with a value of \$2,738,340 (US\$2,700,00) for a 90% interest in MH-LLC;
- (d) Additional Subscriptions
Solitario to subscribe for three additional tranches of common shares of Ely:
 - (i) US\$750,000 of common shares at a price equal to the 20-day weighted moving average price on the TSX Venture Exchange (the "Exchange") (the "WMAP") on or before June 1, 2013,
 - (ii) US\$750,000 of common shares at a price equal to the WMAP on or before June 1, 2014; and
 - (iii) US\$1,000,000 of common shares at the WMAP on or before June 1, 2015.
- (e) Phase I Earn-in
To earn an additional 41% interest in MH-LLC, for a total of 51%, Solitario must:
 - (i) spend a minimum of US\$1,000,000 in exploration expenditures by August 23, 2011;
 - (ii) invest US\$300,000 into MH-LLC for an advance royalty payment to the Underlying Royalty Holder; and
 - (iii) make payments totaling US\$1,750,000 to DHI US and deliver 100,000 of Solitario's common shares to DHI US by August 23, 2012.
- (f) Phase II Earn-in
To earn an additional 19% interest in MH-LLC, for a total of 70%, Solitario is required to:

- (i) invest US\$300,000 into MH-LLC for an advance royalty payment to the Underlying Royalty Holder; and
 - (ii) make payments totaling US\$500,000 to DHI US and deliver 100,000 of Solitario's common shares to DHI US by August 23, 2013.
- (g) Phase III Earn-in
To earn an additional 10% interest in MH-LLC, for a total of 80%, Solitario is required to:
 - (i) invest US\$600,000 into MH-LLC for an advance royalty payment to the underlying royalty holder;
 - (ii) make payments totaling US\$500,000 to DHI US and deliver 100,000 of Solitario's common shares to DHI US by August 23, 2014; and
 - (iii) buy-down the existing 8% net smelter return royalty ("NSR") to a 3% NSR by paying the Underlying Royalty Holder US\$5,000,000 by November 19, 2014.
- (h) After the completion of Phase I Earn-in, Solitario may elect to cease earning an additional interest in MH-LLC at any time prior to the Phase II Earn-in or the Phase III Earn-in, in which case Solitario's interest in MH-LLC will be reduced to 49% and DHI US's interest will be increased to 51%.
- (i) Alternatively, Solitario may also earn an 80% interest in MH-LLC by completion of a BFS at any time prior to the completion of Phase III Earn-in. However, if Solitario completes a BFS and earns an 80% interest in MH-LLC, as of that date, it will no longer be able to opt out of any future required payments, and will be obligated to make any unpaid payments of cash and common shares to DHI US, any unpaid payments to the Underlying Royalty Holder and any uncompleted additional subscriptions due to Ely by the due dates described above. Solitario is required per the terms of the Operating Agreement to fund all expenditures until completion of a BFS.
- (j) Once Solitario has completed the BFS, all costs will be shared by Solitario and DHI US pro-rata based on equity interest owned.

In the event DHI US's share of such post-BFS expenditures are funded by Solitario, Solitario shall recover all expenditures made on DHI US's behalf, plus interest at a commercially competitive rate, exclusively from eighty percent of DHI US's share of distributions from MH-LLC.

For the period from December 22, 2010, the Company has consolidated the results of MH-LLC and recorded a non-controlling interest for the 10% equity interest held by Solitario. During the year ended December 31, 2011, Solitario has funded all costs of MH-LLC.

During the year ended December 31, 2011, the Company received US\$700,000 and 50,000 shares of Solitario as part of the Phase 1 earn in requirements under the MH LLC agreement. The proceeds (\$852,498) were allocated to mineral properties as recoveries on expenditures.

On February 22, 2012, MH-LLC completed a BFS and accordingly, Solitario has earned an additional 70% interest in MH-LLC, for a total interest of 80%. Solitario's interest increasing to 80% resulted in the Company no longer consolidating MH-LLC and removed its non-controlling interest as the Company now accounted for its investment in MH-LLC as an equity investment and will subsequently record its share of income and losses from MH-LLC while significant influence is maintained.

Since Solitario has earned its 80% interest in MH-LLC by completing a BFS, it can no longer opt out of any future required payments and will be obligated to make any unpaid payments of cash and common shares to DHI US, any unpaid payments to the Underlying Royalty Holders and any uncompleted additional subscriptions due to Ely by the due dates described in the original operating agreement. All amounts receivable (\$2,213,290) by DHI(US) for the remainder of the agreement have been netted against the Company's investment in MH-LLC, along with all other amounts previously received that had been included in mineral properties as recoveries.

iii. Mineral properties

Mount Hamilton Property

The Mount Hamilton property is a 525 acre property located at the southern end of the Battle Mountain Gold Trend, 65 kilometres west of the town of Ely, Nevada. The property contains both precious and base metal mineralization that occurs within a gently folded sequence of Cambrian aged sedimentary rocks. The property was developed by Rea Gold, a Vancouver based company that mined the Seligman gold deposit from 1995-1997.

The current focus on the property is the Centennial gold deposit, which is about one kilometer southwest of the Seligman deposit and contains mineralization that is localized along zones of retrograde alteration within skarn-altered Hamburg Dolomite.

The Centennial deposit was outlined by 303 reverse circulation and 11 HQ diameter core holes that were originally drilled in the late 1970's and early 1980's by Philips Petroleum Corporation, and by Rea Gold in 1997.

The Company performed a diamond drilling program in 2008 to confirm previous drill results from the Centennial deposit of the Mount Hamilton property. SRK Consulting US Inc. updated the Centennial Deposit resource estimate under NI 43-101, utilizing the historical resource database, including drill cuttings, drill core, assay and survey certificates, along with results from this most recent confirmatory drill program.

In Pit	tons	Au Grade (oz/t)	Au (oz)	Ag Grade (oz/t)	Ag (oz)
Measured	760,000	0.039	29,640	0.13	98,800
Indicated	11,857,000	0.030	355,710	0.145	1,719,265
Meas+Ind	12,617,000	0.031	385,350	0.144	1,818,065
Inferred	1,491,000	0.012	17,892	0.122	181,902

Cut-off grade: 0.009oz/t

A second mineralized zone was identified on the Mount Hamilton property during the Philips Petroleum Corporation exploration of the Mount Hamilton property. This zone lies above and adjacent to the gold zone described above and consists of molybdenum, tungsten and copper mineralization. A study completed by the Ralph Parsons Company (now Fluor Corp.) in June 1978 for Philips Petroleum Corporation estimated the following non 43-101 compliant historical resource:

Zone	Tons	MoS2 (%)	Tungsten (%)	Copper (%)
Westside	4,199,300	0.52	0.37	0.6
Eastside	2,024,800		0.28	

The Company has not done the work necessary to verify the classification of the resource and is not treating the resource estimates as a NI 43-101 defined resource verified by a Qualified Person and therefore should not be relied upon by investors.

The Mount Hamilton property is subject to minimum advance royalty payments of US\$100,000 per year until November 19, 2010 when the minimum royalty payments increase to US\$300,000 per annum. Upon commencement of commercial production, a base rate of 3% NSR is payable, subject to an increase whenever the price of gold is greater than US\$400 per ounce. The NSR shall increase by one-half of 1% for each US\$50 increment to a maximum of 8% NSR. Of the NSR, 1.5% can be bought down at any time prior to the date commercial production commences for US\$2,000,000 ("First Royalty Reduction Option").

On November 16, 2009, the Company negotiated an extension of the time permitted to make the US\$100,000 advanced royalty payment otherwise required to be made by November 19, 2009. As consideration for the extension, the Company agreed to increase the amount of the payment from US\$100,000 to US\$110,000 and to issue to the lessor warrants exercisable to purchase up to an aggregate of 50,000 common shares of the Company at the price of \$0.25 each until May 16, 2011. The extension warrants were exercised during the year ended December 31, 2011.

Pursuant to the extension, the Company paid the \$115,720 (US\$110,000) lease payment on March 1, 2010.

On February 22, 2010 and April 28, 2010, the Company further negotiated amendments to the Mount Hamilton lease to reduce the NSR under the original agreement. If the Company exercises the First Royalty Reduction Option (noted above) and reduces the NSR to 6.5%, it will have the option to purchase an additional 1.75% NSR for a further \$1,500,000 payment at any time prior to the date commercial production commences ("Second Royalty Reduction Option"), reducing the NSR to 4.75%. Upon exercise of the Second Royalty Reduction Option, the Company will have the option to purchase an additional 1.75% NSR for a further \$1,500,000 payment at any time prior to the date commercial production commences ("Third Royalty Reduction Option"), reducing the NSR to 3.0%.

In addition, the Company issued to the lessor share purchase warrants exercisable to purchase 4,000,000 common shares of the Company at a price of \$0.32 per share to February 28, 2013. If commercial production has not commenced before the sixtieth day (the "Trigger Date") before the expiry date, then within 10 days of the Trigger Date, the Company will apply to the Exchange to extend the time period within which they may be exercised to February 28, 2015.

The fair value of the NSR reduction warrants were valued at \$1,136,000 and was included as part of mineral property acquisition costs at December 31, 2010. The fair value of the extension warrants is estimated using the Black-Scholes option pricing model with the following assumptions:

Risk-free interest rate	1.21%
Expected dividend yield	0.00%
Expected stock price volatility	147.53%
Expected option life in years	3.0

Pursuant to the LOI, the Company and Solitario agreed that the fair value of the Mount Hamilton and Monte Cristo project was \$2,738,340 (US\$2,700,000) resulting in an impairment of \$6,538,217 to the Mount Hamilton property in December 2010.

On May 27, 2011, MH-LLC entered in to an agreement to buy-down the NSR on the Mount Hamilton project ("Purchase Agreement"). Pursuant to the Purchase Agreement, the 3% NSR base rate has been reduced to 1% and the maximum NSR has been reduced from 8% to 6%; the percentages and costs of the three royalty reduction options noted above remain unchanged. MH-LLC purchased the royalty buy-down for US\$2.52 million, (\$2.56 million).

Solitario contributed the entire purchase price of the royalty buy-down and loaned DHI US its 20%, US\$504,000, proportionate share. The loan payable by DHI US to Solitario will bear interest at 6% per annum and will be repaid from DHI US's future production proceeds. The entire purchase price of the royalty buy-down has been included in mineral properties as acquisition costs.

On February 22, 2012 Solitario announced positive Feasibility Study results on the Centennial Deposit. With the completion of this Feasibility Study, Solitario will hold an 80% interest in Mt. Hamilton LLC. The Feasibility Study was prepared SRK Consulting (U.S.) Inc. (SRK). Highlights from the Feasibility Study are as follows:

- Base Case: Gold Price-\$1,323; Silver Price- \$25.34
- Production Rate: 8,500 tons ore per day
- Mine Life: 8.0 years
- Average Gold Recovery: 79% (70% of recoverable gold in the first 30 days)
- Average Silver Recovery: 90% of soluble silver (~ 36% of total contained silver)
- Life of mine strip ratio: 2.4:1.0 (waste:ore)
- Initial Capital Cost: \$71.9 M (including \$6.3 M contingency)
- Sustaining Capital: \$35.3 M (including \$4.3 M contingency and \$10.3 M end-of-mine closure costs)
- Working Capital: \$7.1 M
- Underlying NSR-Royalty: 1%
- Cash Costs per Gold-Equivalent Ounce Recovered: \$535
- Average Annual Gold Production: 48,000 ounces
- Average Annual Silver Production: 330,000 ounces
- Average Annual Gold-Equivalent Production: 54,000 ounces (at a 52:1 silver to gold ratio)

The economic analysis in the Feasibility Study assumed a declining price curve for gold and silver. Realized gold/silver prices were set at \$1,600/\$35.45 per ounce for the first year of production, \$1,420/\$28.25 for the second year, and \$1,280/\$23.90 per ounce for all subsequent years. These prices are based on the 12-month, 24-month and 36-month trailing average of gold and silver prices, respectively. This declining gold price scenario results in an average life-of mine price of \$1,323 per ounce for gold and \$25.34 per ounce for silver.

Mineral Reserve Statement, Centennial Gold-Silver Deposit, SRK Consulting Inc.:

Reserve Category	Tons (000's)	Gold Grade		Silver Grade*		Contained Gold (oz.)	Contained Silver (oz.)
		Oz./Ton	g/Tonne	Oz./Ton	g/Tonne		
Proven	0.923	0.032	1.1	0.15	5.31	29,300	142,700
Probable	21.604	0.021	0.72	0.134	4.59	457,800	2,884,300
Prov. & Prob.	22.527	0.022	0.75	0.136	4.66	487,100	3,028,200

*Reported silver grade is cyanide soluble

The Feasibility Study resource and reserve estimations demonstrate a potential to increase the size of the existing Centennial deposit through step-out exploration drilling around the east and southeast margins of the current pit configuration. This mineralization falls entirely within a pit design based on \$1,600/oz. gold and \$40/oz. silver and is situated immediately adjacent to the reserve pit. Approximately 2.6 million tons of Indicated Resources grading 0.017 oz/t gold (45.3 koz of gold) and 0.153 oz/t silver (397.6 koz of silver) and 2.8 million tons of Inferred Resource grading 0.018 oz/t gold (50.2 koz of gold) and 0.080 oz/t silver (223.5 oz of silver) above a 0.006 oz/t gold cut-off have been identified outside of the reserve pit, but within the resource envelope (Whittle™ shell). Drilling is planned in these areas with the objective to upgrade the mineralization to Measured and Indicated Resources.

Solitario is also planning a drilling program to upgrade mineralization around the nearby historic Seligman pit area; previous development of Seligman was abandoned due to low gold prices. Solitario believes these two resource expansion programs may have the potential to extend mining for three to four years.

Shell/Monte Cristo Properties

The Shell and Monte Cristo properties are located southwest of the Mount Hamilton project, on claims that are contiguous with the Mount Hamilton property. The Shell property was originally explored in the late 1970's and early 1980's by Union Carbide Corporation for its gold, molybdenum, and tungsten potential. Mineralization is localized in a brecciated fault contact between shaley limestones above, and underlying calcareous shales of Cambrian age, near the intrusive Monte Cristo stock.

Drilling by Union Carbide identified mineralization from two separate zones that are separated by between 20 to 40 feet and remain open in all directions. A molybdenum rich zone lies above a gold rich zone. Union Carbide estimated resources in 1981 for these two zones as follows:

Zone	Tons	MoS2 (%)	Au (ozs/ton)	Tungsten (%)
Molybdenum	1,151,774	1.20	0.01	0.12
Gold	499,919	0.17	0.24	0.17

This resource estimate is a non 43-101 compliant historical resource; the Company has not done the work necessary to verify the classification of the resource and is not treating the resource estimates as a NI 43-101 defined resource verified by a Qualified Person and therefore should not be relied upon by investors.

The Shell deposit is located near the Mount Hamilton property and is subject to minimum advance royalty payments starting with US\$80,000 payable on June 6, 2006 and increasing by US\$20,000 per annum until production commences (\$156,789 paid in 2009).

As at December 31, 2010, the Company had not made its 2010 advance royalty payments and subsequent to December 31, 2010, the Company and Solitario agreed to transfer the Shell property into MH-LLC at a fair value of \$39,784 (US\$40,000). MH-LLC will assume all liabilities related to the Shell property. The Company wrote down its carrying amount as at December 31, 2010 to reflect the revised recoverable amounts.

During the year ended December 31 2011, the Company and Solitario amended their agreement to reflect a fair value of \$nil for the Shell property. Accordingly, the Company wrote-down the carrying amount to \$nil. During the year ended December 31, 2011, the Company amended the agreement and made a US\$160,000 payment which was recorded as an acquisition cost.

The Monte Cristo property was included as part of the Company's initial contribution into MH-LLC.

Great American, Nevada

During the year ended December 31, 2011, MH-LLC entered into an option agreement with Great American Minerals, Inc. to acquire 100% of the Great American claims for a total payment of US\$525,000, payable as follows:

- On signing the agreement - US\$50,000 (paid)
- On or before September 8, 2012 – US\$50,000
- On or before September 8, 2013 – US\$75,000
- On or before September 8, 2014 – US\$150,000
- On or before September 8, 2015 – US\$200,000

The Great American property is subject to:

- an annual advanced minimum royalty payment, of the greater of US\$30,000 or the cash value of 33 ounces of gold, commencing on September 8, 2016 and ending when production commences; and
- a 3% NSR from all gold or silver productions and 2% NSR from all other products produced or sold.

Gold Range Property

During the year ended December 31, 2008, the Company entered into a lease agreement with Gold Range Company ("Gold Range") of Carson, Nevada, for certain mineral claims located in White Pine County, Nevada.

During the year ended December 30, 2010, the Company abandoned the property and as a result wrote-down the carrying value of \$149,446 to \$nil.

1.6 RESULTS OF OPERATIONS

Three months ended March 31, 2012, compared to the three months ended March 31, 2011.

The Company recorded a net loss of \$238,420 (\$0.01 loss per common share) for the three months ended March 31, 2012 (the "current quarter") compared to a net loss of \$375,092 (\$0.01 loss per common share) during the three months ended March 31, 2011 (the "comparative quarter"), an decrease of \$136,672, as explained in the following paragraphs.

- Consulting fees were higher in the current quarter (\$199,106) when compared to the comparative quarter (\$101,373) reflecting an increase in contracts entered into with consultants..
- Stock-based compensation was lower in the current quarter (\$nil) when compared to the comparative quarter (\$206,043) reflecting a decrease in the number of stock options that were issued in the current quarter compared to the comparative quarter.
- Professional fees were lower in the current quarter (\$16,007) when compared to the comparative quarter (\$47,385) reflecting a decrease in the level of involvement from outside legal counsel.
- Transfer agent fees were lower in the current quarter (\$11,445) when compared to the comparative quarter (\$24,432) reflecting a decrease in the number of exchange related filing fees
- Office and administration expenses were lower in the current quarter (\$9,711) when compared to the comparative quarter (\$22,403) reflecting a decrease in the use office and administrative consumables.
- Travel and promotion were lower in the current quarter (\$17,080) when compared to the comparative quarter (\$25,336) reflecting an decrease in the level of travel by the Company's management and consultants .

1.7 SUMMARY OF QUARTERLY RESULTS (unaudited)

The following table summarizes selected information from the Company's unaudited financial statements, prepared in accordance with International Financial Reporting Standards, for the last eight quarters.

For the quarters ended

	Mar 31 2012	Dec 31 2011	Sept 30 2011	June 30 2011
Total revenues (Interest & other income)	\$3,454	-	-	-
Loss for the quarter	(\$238,420)	(\$342,715)	(\$769,525)	(\$353,448)
Loss per share	(\$0.01)	(\$0.01)	(\$0.01)	(\$0.005)

For the quarters ended

	Mar 31 2011	Dec 31 2010	Sept 30 2010	June 30 2010
Total revenues (Interest & other income)	-	-	-	-
Loss for the quarter	(\$375,092)	(\$8,766,998)	(\$350,309)	(\$444,362)
Loss per share	(\$0.01)	(\$0.20)	(\$0.01)	(\$0.01)

The Company only earns interest income from its cash and cash equivalents, which will vary from period to period depending on their relative balances.

1.8 LIQUIDITY AND CAPITAL RESOURCES

As at March 31, 2012, the Company had working capital of \$1,813,567 (2011 – \$857,963), which is sufficient working capital to fund its operations for the next twelve months.

The Company's cash and cash equivalents are highly liquid and held at a major Canadian financial institution.

The Company currently has no income from operations and relies on financing through the issuance of additional shares of its common stock. Management has been successful in accessing the equity markets in prior years, but there is no assurance that such sources will be available, on acceptable terms, or at all in the future. Factors which could impact management's ability to access the equity markets include the state of capital markets, market prices for natural resources and the non-viability of the projects.

1.09 TRANSACTIONS WITH RELATED PARTIES

Key management comprises directors and executive officers. The Company incurred no post-employment benefits and no long-term benefits.

	March 31, 2012	March 31, 2011
Short-term employment benefits	\$ 167,729	\$ 101,373
Share-based payments	-	206,043
Total	\$ 167,729	\$ 374,904

As at March 31, 2012, \$404,234(December 31, 2011 - \$949,068) owing to related parties for consulting fees and a performance bonus to certain directors of \$Nil (December 31, 2011 - \$600,000) is included in accounts payable and accrued liabilities.

All amounts due to related parties are payable on demand. Interest is not charged on outstanding balances.

The Company and one of its subsidiary's have each entered into a termination clause agreement with two of directors whereby each director is entitled to receive a cumulative amount of:

- \$480,000 in the event they are terminated without cause; or
- \$860,000 in the event there is a change of control.

1.10 SHARE CAPITAL AND DISCLOSURE OF OUTSTANDING SHARE DATA

At March 31, 2012 the authorized share capital was an unlimited number of common shares and there were 61,610,245 common shares issued and outstanding. As at the date of this MD&A the Company had 61,610,245 common shares issued and outstanding.

Stock Options and Warrants

The following summarizes information on the number of stock options outstanding at March 31, 2012:

Expiry Date	Exercise Price	Number of options
May 8, 2012	\$ 0.50	50,000
May 25, 2012	\$ 0.50	150,000
February 26, 2015	\$ 0.50	600,000
June 4, 2015	\$ 0.20	750,000
July 7, 2015	\$ 0.15	1,000,000
September 1, 2015	\$ 0.15	1,000,000
January 4, 2016	\$ 0.25	800,000
September 22, 2016	\$ 0.20	1,500,000
Total		5,850,000

The following summarizes information on the number of warrants outstanding at March 31, 2012:

Expiry Date	Exercise Price	Number of warrants
August 4, 2012	\$ 0.25	992,000
August 30, 2012	\$ 0.25	833,333
August 31, 2012	\$ 0.25	159,500
October 19, 2012	\$ 0.25	833,333
February 28, 2013	\$ 0.32	4,000,000
March 29, 2013	\$ 0.40	5,124,000
		11,942,866

Outstanding share data

As at the date of this report, the Company's fully diluted shares outstanding is as follows:

Common shares	61,610,245
Options	5,850,000
Warrants	11,942,866
Fully diluted shares outstanding	79,403,111

1.11 OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

1.12 PROPOSED TRANSACTIONS

The Company has no proposed transactions other than what is disclosed in the Contingency note in the consolidated financial statements, in particular the options agreements with the NSM senior secured note holders.

1.13 CONTRACTUAL OBLIGATIONS

On February 22, 2012, MH-LLC completed a BFS and accordingly Solitario has earned an 80% interest in MH-LLC. Per the Operating Agreement, once Solitario has completed the BFS, all costs will be shared by Solitario and DHI US pro-rata based on equity interest owned.

In the event DHI US's share of such post-BFS expenditures are funded by Solitario, Solitario shall recover all expenditures made on DHI US's behalf, plus interest at a commercially competitive rate, exclusively from eighty percent of DHI US's share of distributions from MH-LLC.

The Company has no commitments, material capital lease agreements and no material long term obligations other than the above.

1.14 RISKS AND UNCERTAINTIES

The Company is in the mineral exploration and development business and has not commenced commercial operations and has no assets other than cash and mineral property agreements under option. It has no history of earnings, and it is not expected to generate earnings or pay dividends in the foreseeable future.

Precious and Base Metal Price Fluctuations

The profitability of the precious and base metal operations in which the Company has an interest will be significantly affected by changes in the market prices of precious and base metals. Prices for precious and base metals fluctuate on a daily basis, have historically been subject to wide fluctuations and are affected by numerous factors beyond the control of the Company such as the level of interest rates, the rate of inflation, central bank transactions, world supply of the precious and base metals, foreign currency exchange rates, international investments, monetary systems, speculative activities, international economic conditions and political developments. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving adequate returns on invested capital or the investments retaining their respective values. Declining market prices for these metals could materially adversely affect the Company's operations and profitability.

Fluctuations in the Price of Consumed Commodities

Prices and availability of commodities consumed or used in connection with exploration, development and mining, such as natural gas, diesel, oil, electricity, cyanide and other reagents fluctuate affecting the costs of exploration in our operational areas. These fluctuations can be unpredictable, can occur over short periods of time and may have a materially adverse impact on our operating costs or the timing and costs of various projects.

Foreign Exchange Rate Fluctuations

Operations may be subject to foreign currency exchange fluctuations. The Company to-date has raised its funds through equity issuances which are priced in Canadian dollars. DHI US and MH-LLC operate in the United States and incur exploration and administration expenditures denominated in United States dollars. As a result, the Company may suffer losses due to adverse foreign currency fluctuations.

Competitive Conditions

Significant competition exists for natural resource acquisition opportunities. As a result of this competition, some of which is with large, well established mining companies with substantial capabilities and significant financial and technical resources, the Company may be unable to either compete for or acquire rights to exploit additional attractive mining properties on terms it considers acceptable. Accordingly, there can be no assurance that the Company will be able to acquire any interest in additional projects that would yield reserves or results for commercial mining operations.

Operating Hazards and Risks

Exploration activities may generally involve a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. These risks include, but are not limited to, the following: environmental hazards, industrial accidents, third party accidents, unusual or unexpected geological structures or formations, fires, power outages, labour disruptions, floods, explosions, cave-ins, land-slides, acts of God, periodic interruptions due to inclement or hazardous weather conditions, earthquakes, war, rebellion, revolution, delays in transportation, inaccessibility to property, restrictions of courts and/or government authorities, other restrictive matters beyond the reasonable control of the Company, and the inability to obtain suitable or adequate machinery, equipment or labour and other risks involved in the normal course of exploration activities.

Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of precious and base metals, any of which could result in work stoppages, delayed production and resultant losses, increased production costs, asset write downs, damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damages. The Company may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. Any compensation for such liabilities may have a material, adverse effect on the Company's financial position.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. The lack of availability of acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploitation or development of the Company's projects. If adequate infrastructure is not available in a timely manner, there can be no assurance that the exploitation or development of the Company's projects will be commenced or completed on a timely basis, if at all.

Exploration and Development

There is no assurance given by the Company that its exploration and development programs and properties will result in the discovery, development or production of a commercially viable ore body or yield new reserves to replace or expand current reserves.

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. At this time, none of the Company's properties have any defined ore-bodies with proven reserves.

The economics of developing silver, gold and other mineral properties are affected by many factors including capital and operating costs, variations of the tonnage and grade of ore mined, fluctuating mineral markets, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. Depending on the prices of silver, gold or other minerals produced, the Company may determine that it is impractical to commence or continue commercial production. Substantial expenditures are required to discover an ore-body, to establish reserves, to identify the appropriate metallurgical processes to extract metal from ore, and to develop the mining and processing facilities and infrastructure. The marketability of any minerals acquired or discovered may be affected by numerous factors which are beyond the Company's control and which cannot

be accurately foreseen or predicted, such as market fluctuations, conditions for precious and base metals, the proximity and capacity of milling and smelting facilities, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting minerals and environmental protection. In order to commence exploitation of certain properties presently held under exploration concessions, it is necessary for the Company to apply for an exploitation concession. There can be no guarantee that such a concession will be granted. Unsuccessful exploration or development programs could have a material adverse impact on the Company's operations and profitability.

Business Strategy

As part of the Company's business strategy, it has sought and will continue to seek new exploration and development opportunities in the mining industry. In pursuit of such opportunities, it may fail to select appropriate acquisition candidates, negotiate appropriate acquisition terms, conduct sufficient due diligence to determine all related liabilities or to negotiate favourable financing terms. The Company may encounter difficulties in transitioning the business, including issues with the integration of the acquired businesses or its personnel into the Company. The Company cannot assure that it can complete any acquisition or business arrangement that it pursues, or is pursuing, on favourable terms, or that any acquisitions or business arrangements completed will ultimately benefit its business.

Environmental Factors

All phases of the Company's operations are subject to environmental regulation in the various jurisdictions in which it operates. 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. There is no assurance that any future changes in environmental regulation, will not adversely affect the Company's operations. The costs of compliance with changes in government regulations have the potential to reduce the profitability of future operations. Environmental hazards that may have been caused by previous or existing owners or operators may exist on the Company's mineral properties, but are unknown to the Company at the present.

Title to Assets

Although the Company has or will receive title opinions for any properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. The Company has not conducted surveys of the claims in which it holds direct or indirect interests and, therefore, the precise area and location of such

claims may be in doubt. The Company's claims may be subject to prior unregistered agreements or transfers, or native land claims, and title may be affected by unidentified or unknown defects. The Company has conducted as thorough an investigation as possible on the title of properties that it has acquired or will be acquiring to be certain that there are no other claims or agreements that could affect its title to the concessions or claims. If title to the Company's properties is disputed, it may result in the Company paying substantial costs to settle the dispute or clear title and could result in the loss of the property, which events may affect the economic viability of the Company.

Uncertainty of Funding

The Company has limited financial resources, and the mineral claims in which the Company has an interest or an option to acquire an interest require financial expenditures to be made by the Company. There can be no assurance that adequate funding will be available to the Company so as to exercise its option or to maintain its interests once those options have been exercised. Further exploration work and development of the properties in which the Company has an interest or option to acquire depend upon the Company's ability to obtain financing through joint venturing of projects, debt financing or equity financing or other means. Failure to obtain financing on a timely basis could cause the Company to forfeit all or parts of its interests in mineral properties or reduce or terminate its operations.

Agreements with Other Parties

The Company has entered into agreements with other parties relating to the exploration, development and production of its properties. The Company may in the future, be unable to meet its share of costs incurred under agreements to which it is a party, and the Company may have its interest in the properties subject to such agreements reduced as a result. Furthermore, if other parties to such agreements do not meet their share of such costs, the Company may be unable to finance the costs required to complete recommended programs.

Potential Conflicts of Interest

The directors and officers of the Company may serve as directors and/or officers of other public and private companies, and may devote a portion of their time to manage other business interests. This may result in certain conflicts of interest. To the extent that such other companies may participate in ventures in which the Company is also participating, such directors and officers of the Company may have a conflict of interest in negotiating and reaching an agreement with respect to the extent of each company's participation. The laws of British Columbia, Canada, require the directors and officers to act honestly, in good faith, and in the best interests of the Company and its shareholders. However, in conflict of interest situations, directors and officers of the Company may owe the same duty to another company and will need to balance the competing obligations and liabilities of their actions.

There is no assurance that the needs of the Company will receive priority in all cases. From time to time, several companies may participate together in the acquisition, exploration and development of natural resource properties, thereby allowing these companies to: (i) participate in larger properties and programs; (ii) acquire an interest in a greater number of properties and programs; and (iii) reduce their financial exposure to any one property or program. A particular company may assign, at its cost, all or a portion of its interests in a particular program to another affiliated company due to the financial position of the company making the assignment. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, it is expected that the directors and officers of the Company will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Third Party Reliance

The Company's rights to acquire interests in certain mineral properties may have been granted by third parties who themselves may hold only an option to acquire such properties. As a result, the Company may have no direct contractual relationship with the underlying property holder.

Assurance on Financial Statements

We prepare our financial reports in accordance with accounting policies and methods prescribed by IFRS and previously under pre-changeover Canadian GAAP. In the preparation of financial reports, management may need to rely upon assumptions, make estimates or use their best judgment in determining the financial condition of the Company. Significant accounting policies and practices are described in more detail in the notes to our consolidated financial statements for the year ended December 31, 2011. In order to have a reasonable level of assurance that financial transactions are properly authorized, assets are safeguarded against unauthorized or improper use and transactions are properly recorded and reported, we have implemented and continue to analyze our internal control systems for financial reporting. Although we believe our financial reporting and financial statements are prepared with reasonable safeguards to ensure reliability, we cannot provide absolute assurance in that regard.

General Economic Conditions

The unprecedented events in global financial markets during the last few years have had a profound effect on the global economy. Many industries, including the gold and silver mining industry, are affected by these market conditions. Some of the key effects of the current financial market turmoil include contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global equity, commodity, foreign exchange and precious metal markets, and a lack of market liquidity. A continued or worsened slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates, and tax rates may adversely affect the Company's growth and profitability.

Substantial Volatility of Share Price

In recent years, the securities markets have experienced a high level of price and volume volatility, and the securities of many mineral exploration companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. The price of the Company's common shares is also likely to be significantly affected by short-term changes in mineral prices or in the Company's financial condition or results of operations as reflected in its quarterly financial reports.

Potential dilution of present and prospective shareholdings

In order to finance future operations and development efforts, the Company may raise funds through the issue of common shares or the issue of securities convertible into common shares. The Company cannot predict the size of future issues of common shares or the issue of securities convertible into common shares or the effect, if any, that future issues and sales of the Company's common shares will have on the market price of its common shares. Any transaction involving the issue of shares, or securities convertible into shares, could result in dilution, possibly substantial, to present and prospective holders of shares.

FMS Lawsuit

On May 20, 2002, the Company was named as a defendant in a lawsuit in the Superior Court of King County, State of Washington. This lawsuit was filed by certain shareholders of Financial Market Solution ("FMS") for themselves and on behalf of FMS.

FMS was an insolvent corporation, which had filed for protection under the United States Bankruptcy Code in the Western District of Washington. The complaint alleged that certain assets of FMS were wrongfully transferred to the Company. The lawsuit was removed from the Superior Court of Washington to the Bankruptcy Court under applicable bankruptcy law and an adversary proceeding was commenced in the FMS bankruptcy. The assets subject to the complaint were eventually purchased by the Company out of the FMS bankruptcy pursuant to a court-approved sale, and effectively voided the original transaction under which the plaintiffs based their claims.

The plaintiffs agreed to dismiss the lawsuit and have signed a Stipulation and Order of Dismissal, dismissing the lawsuit, with prejudice, and without liability or cost to the Company. The Company has attempted to have the Stipulation and Order entered by the Superior Court, but this was rejected by the court based on the fact the plaintiff is not represented by counsel, which is required in Washington for corporations. The Company contacted the plaintiffs and requested that they retain counsel for purposes of entering the order but have yet to hear from them. The Company received from a party to the lawsuit a copy of a Bankruptcy Order dismissing the lawsuit in the Bankruptcy Court. Management believes that the Company has no exposure under the claims brought by the plaintiffs. If nothing is done further, local rules require that the lawsuit be dismissed by the Superior Court on its own motion.

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described on any forward-looking statements.

1.15 CRITICAL ACCOUNTING POLICIES AND MANAGEMENT ESTIMATES

The preparation of consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reported periods.

Significant estimates and assumptions are used in determining the application of the going concern concept, recoverability of mining interests, provision for restoration, rehabilitation and environmental costs, the balance of accrued liabilities, assumptions used to determine the fair value of share-based payments and the determination of deferred income taxes. The Company evaluates its estimates on an ongoing basis and bases them on various assumptions that are believed to be reasonable under the circumstances. The Company's estimates form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

The Company believes the policies for going concern, share-based payments, and deferred income taxes are critical accounting policies which involve significant judgments and estimates used in the preparation of the Company's consolidated financial statements.

Changes in circumstances in the future, many of which are outside of management's control, will impact the Company's estimates of future recoverability of net amounts to be realized from their assets. Such factors include, but are not limited to, the availability of financing, the identification of economically recoverable reserves, co-venturer decisions and developments, market prices of minerals, the Company's plans and intentions with respect to its assets and other industry and competitor developments.

The Company uses the Black-Scholes option pricing method to determine the fair value of share-based payments recognized. Estimates and assumptions are required under the model, including those related to the Company's stock volatility, expected life of options granted, and the risk free interest rate. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore, the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options granted/vested.

1.16 FUTURE ACCOUNTING STANDARDS

The Company has not applied the following new and revised amended IFRSs that have been issued but are not yet effective:

- IFRS 9 'Financial Instruments' (effective for years beginning on or after January 1, 2015): IFRS 9 introduces new requirements for classifying and measuring financial assets and provides additional guidance on the fair value option for liabilities to address the entity's own credit risk.
- IFRS 10 'Consolidated Financial Statements' (effective for years beginning on or after January 1, 2013): IFRS 10 outlines the principles for the presentation and preparation of consolidated financial statements.
- IFRS 11 'Joint Arrangements' (effective for years beginning on or after January 1, 2013): IFRS 11 defines the two types of joint arrangements (joint operations and joint ventures) and outlines how to determine the type of joint arrangement entered into and the principles for accounting for each type of joint arrangement.
- IFRS 12 'Disclosure of Interests in Other Entities' (effective for years beginning on or after January 1, 2013): IFRS 12 outlines the disclosures required in order to provide users of financial statements with the information necessary to evaluate an entity's interest in other entities, the corresponding risks related to those interests and the effects of those interests on the entity's financial position, financial performance and cash flows.
- IFRS 13 'Fair Value Measurement' (effective for years beginning on or after January 1, 2013): IFRS 13 defines fair value, summarizes the methods of determining fair value and outlines the required fair value disclosures. IFRS 13 is utilized when another IFRS standard requires or allows fair value measurements or disclosures about fair value measurements.

Accounting standards that have been amended but are not yet effective include:

- IFRS 7 'Financial Instruments: Disclosures' (effective for years beginning on or after January 1, 2013): IFRS 7 was amended to provide new disclosure requirements for financial instruments that have been offset in the statement of financial position. As part of this amendment, IAS 32 'Financial Instruments: Presentation' was also amended to clarify the meaning of "currently has a legally enforceable right of set-off."

- IAS 1 'Presentation of Financial Statements' (effective for years beginning on or after July 1, 2012): The amendments to IAS 1 improve how components of other comprehensive income are presented.
- IAS 27 'Separate Financial Statements' (effective for years beginning on or after January 1, 2013): IAS 27 outlines the accounting principles to be applied with regards to investments in subsidiaries, joint ventures and associates when an entity elects or is required by local regulations to present separate, non-consolidated, financial statements.
- IAS 28 'Investments in Associates and Joint Ventures' (effective for years beginning on or after January 1, 2013): IAS 28 outlines the accounting treatment and corresponding application of the equity method of accounting for investments in associates and joint ventures.

1.17 FINANCIAL INSTRUMENTS

As disclosed in its audited financial statements for the year ended December 31, 2011, the Company has identified several financial instruments that it utilizes in its day-to-day operations. It is management's opinion that there has been no significant change to the identified financial instruments as disclosed in the audited financial statements for the year ended December 31, 2011.

Additional information related to the Company is found on SEDAR at www.sedar.com.