

**SPUR VENTURES INC.
MANAGEMENT DISCUSSION & ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2012**

Dated: April 4, 2013

TABLE of CONTENTS

This Management Discussion & Analysis (“MD&A”) is comprised of the following sections:

1. **Introduction** – Provides information on accounting principles, reporting currency and other background factors to facilitate the understanding of this document... (PAGE 3)
2. **Company Profile and Update**– Provides an executive summary of the business of Spur Ventures Inc. and an update of its operations...(PAGE 4)
3. **Financial Results** – Provides an analysis of the Company’s financial performance during the quarter and year ended December 31, 2012 compared to the Company’s performance during the quarter and year ended December 31, 2011...(PAGE 5)
4. **Liquidity and Capital Resources** – Reviews the Company’s cash flow during Q4-2012 and the year ended December 31, 2012 and provides an analysis of liquidity and financial position as at December 31, 2012...(PAGE 7)
5. **Outlook** – Provides an update of the Company’s activities and management’s view of the Company’s outlook ...(PAGE 8)
6. **Other** –Includes disclosure of related party transactions, accounting pronouncements adopted during 2012 and other MD&A requirements...(PAGE 8)

INTRODUCTION

This MD&A has been prepared as of April 4, 2013, and should be read in conjunction with the Company's audited consolidated financial statements with accompanying notes for the year ended December 31, 2012, which have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

The objective of this MD&A is to help the reader understand the factors affecting the Company's past and future financial performance. All amounts are reported in U.S. dollars and rounded to the nearest thousand where appropriate, unless otherwise stated. Additional information on the Company can be found in the filings with Canadian security commissions on SEDAR at www.sedar.com.

Cautionary Statement Regarding Forward-Looking Statements

This MD&A contains "forward-looking statements". Forward-looking statements include, but are not limited to, statements with respect to the estimation of mineral resources, the timing and content of upcoming programs, the realization of mineral resource estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to international operations; actual results of planned expansion activities; changes in project parameters as plans continue to be refined; future prices of resources; exchange rates for Canadian and U.S. currencies; possible variations in grade or recovery rates, accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. In making the forward-looking statements in this MD&A, the Company has made certain key assumptions, including, but not limited to, the assumptions that merited mineral assets or projects can be acquired and financings are available. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update or revise any forward-looking statements or information made in this MD&A, except as required under applicable securities legislation.

COMPANY PROFILE

Spur Ventures Inc. ("Spur" or the "Company") is a company listed on the TSX Venture Exchange ("TSX-V") with a registered office at Suite 3083, Three Bentall Centre, 595 Burrard Street, Vancouver, B.C. Canada.

Until the completion of the sale of its 100% owned subsidiary, Spur Chemicals (BVI) Inc. ("Spur BVI") on February 13, 2012, the Company held interests in the fertilizer industry in China. Spur BVI held its fertilizer interests through two sino-foreign joint ventures ("JV") in China, Yichang Maple Leaf Chemicals Ltd. ("YMC") and Yichang Spur Chemicals Ltd. ("YSC"). Spur's Chinese partner in both JVs was Hubei Yichang Phosphorus Chemical Co. Ltd ("YPCC"), a state owned enterprise of Yichang City, Hubei Province, China.

Following the sale of Spur BVI, the Company is now focused on potential acquisitions or other corporate transactions in gold, base metals or other mineral-related assets or businesses.

As disclosed in Note 6 of the consolidated financial statements for the year ended December 31, 2012, the Company now operates entirely in Canada but may consider future business opportunities in other countries. Previously it operated in one operating segment, the fertilizer industry, and had two geographic locations, China and Canada. The discontinued operations reflect the Chinese operations and the continuing operations reflect the Canadian operations. Subsequent to the sale of the Chinese operations, the Company is no longer in the Chinese fertilizer industry.

COMPANY UPDATE

Sale of Spur BVI

On January 10, 2012 the Company announced that it had entered into a share purchase agreement ("Share Purchase Agreement") to sell Spur BVI to Hong Tang Vision Ltd ("HTVL"), a limited liability company registered in the Cayman Islands, for cash consideration of CDN \$9.25 million. The Share Purchase Agreement also provided that, if at any time in the future the relevant Chinese authorities approved a change to YMC's current corporate charter to eliminate its obligation to produce phosphate fertilizers and thus licensing YMC to solely be a phosphate mining company, the Company will receive an additional payment of CDN \$4.75 million from Hong Tang. To date, to the best of our knowledge, no such approvals have been granted by relevant Chinese authorities.

On February 7, 2012 shareholders of the Company approved the sale of Spur BVI to Hong Tang and on February 13, 2012 the Company closed the transaction and received CDN \$9.25 million. An accounting gain of approximately \$3.8 million from the sale of Spur BVI was recorded. Management have assessed the probabilities of the relevant Chinese authorities approving an amended corporate charter of YMC and of such an action being reported to the Company and have placed only a nominal value on the CDN \$4.75 million Canadian dollars. The sale of Spur BVI reflected the Company's strategic decision to exit its operations in China and represented a key milestone in implementing the Company's strategy announced in October 2008 to focus on acquiring interests in mineral projects in lower risk jurisdictions and in businesses where the Company's skills and knowledge could enhance the success of the venture.

Company Strategy

With the completion of the sale of Spur BVI on February 13, 2012, the Company has approximately CDN \$29.7 million (approximately CDN \$0.49 cash per share) to pursue its previously announced strategy to focus on the acquisition of mineral assets in lower risk jurisdictions.

Until the sale of its Chinese interests the Company needed to maintain significant cash reserves to protect the value of its joint venture rights in China. The sale of the Company's Chinese interests eliminates the related contingent liabilities, removes the need to allocate capital in China to protect the Company's rights there and clears the path to fully embrace the Company's current business plan. The Company believes that the current volatile capital markets combined with the strong underlying fundamentals of certain mineral commodities will provide the Company with the capacity to generate positive returns to its shareholders.

The Company has reviewed opportunities in gold and base metal projects in North American and Latin American countries where the focus has been on the acquisition of privately held projects, and public companies where the Company could add value through financing and management support, as well as the acquisition of or participation in existing and new royalty opportunities. The Company has also been using its extensive contact base in the resource community to identify non-core gold, base metal and silver projects of mid and large sized listed mining companies which could be targets for acquisition.

At the Annual General Meeting on June 21, 2012, the Company received shareholder approval allowing the Company to purchase securities of other reporting issuers for cash either in the secondary market or as a private placement from treasury. This change will provide additional flexibility for the Company to meet its business objectives.

The Company continues to examine potential opportunities and, led by the new CEO, John Morgan, the Company has undertaken detailed due diligence reviews (under signed confidentiality agreement) of a number of opportunities, primarily in the precious metal sector, which have included extensive site visits, technical reviews, economic analysis, structuring and meetings with management. The Company incurred approximately \$230,000 for the year ended December 31, 2012 (2011: \$83,000) in consulting fees, travel expenses and legal fees directly related to this strategic initiative, in addition to a considerable amount of management time and Company resources. Discussions on certain opportunities are ongoing. Each potential opportunity is being assessed on its technical merits and its potential to deliver value to shareholders.

FINANCIAL RESULTS

Selected Annual Information

Selected annual information from the Company's three most recently completed financial years is summarized as follows:

	2012	2011	2010
Net Income (Loss) for the year	\$ 2,356,528	(1,756,947)	(1,744,219)
-loss from continuing operations	\$ (1,376,874)	(852,909)	(864,809)
-income (loss) from discontinued operations	\$ 3,733,402	(904,038)	(879,410)
Earnings (Loss) per share	\$ 0.04	(0.03)	(0.03)
-loss per share from continuing operations	\$ (0.02)	(0.01)	(0.01)
-earnings (loss) per share from discontinued operations	\$ 0.06	(0.02)	(0.02)
Total assets	\$ 30,386,825	33,912,505	35,887,940
Cash, short-term investments and marketable securities	\$ 30,249,036	21,695,744	23,349,522
Net Assets of China operations held for resale	\$ -	5,188,163	-
Total long-term liabilities	\$ Nil	Nil	Nil
Cash dividends declared	\$ Nil	Nil	Nil

Spur Consolidated Results

2012 net income of \$2,356,000 (2011 loss: \$1,757,000) comprised of \$1,377,000 loss related to continuing operations (2011 loss: \$853,000) and \$3,733,000 earnings related to the discontinued

operations in China (2011 loss: \$904,000), and in particular a gain of \$3,873,000 related to the disposal of Spur BVI in February 2012. 2012 earnings per share was \$0.04 compared to a loss per share of \$0.03 in 2011.

Further details in regards to 2012 results are set out below.

Continuing operations

2012 loss from continuing operations increased \$524,000 from \$853,000 in 2011 to \$1,377,000, and loss per share was \$0.02 (2011 loss per share: \$0.01). The increase was primarily attributable to a \$632,000 increase in operating expenses partially offset by a \$106,000 increase in interest income.

Total operating expenses in the current year increased approximately \$632,000 from \$1,150,000 mainly because of:

- a \$277,000 increases in non-cash stock-based compensation expenses related to the issuance of 2,350,000 stock options granted during the year;
- a \$153,000 increase in consulting fees related primarily to former CEO, Robert J. Rennie, which provides for his retention as an advisor to the Company for a period of 12 months following his retirement as CEO on April 10, 2012 as well as \$86,000 consulting fees for the Company's engineering and technical team to help evaluate investment opportunities;
- a \$50,000 reclassification of wages related to Beijing office to discontinued operations loss in 2011 as well as a \$23,000 increase in director fees, salaries and benefits in 2012; and
- a \$42,000 one-time increase in listing fees when the Company was listed on the TSX-V in March 2012.

Interest income increased \$106,000 from \$301,000 to \$407,000 in the current year mainly due to an increase in general interest rate levels and due to interest earned on the CDN \$9.25 million cash disposal proceeds from the sale of Spur BVI.

Discontinued operations in China

The 2012 earnings from discontinued operations was primarily attributable to a \$3,873,000 gain from the sale of Spur BVI, a company holding the interests of the discontinued China operation. The gain was partially offset by \$140,000 loss from the discontinued operations in 2012 (2011 loss: \$904,000) mainly resulting from the payment of severance to former staff in China. Earnings per share from discontinued operations was \$0.06 (2011 loss per share: \$0.02).

Balance sheet

Net current assets of \$30.3 million have increased approximately \$3.4 million over the net current assets balance at December 31, 2011 largely attributable to the Company's gain from the sale of Spur BVI during the year ending December 31, 2012.

The Company continues to maintain a solid cash position with cash and cash equivalents, short-term investments in GICs at the end of 2012 amounting to \$30.24 million compared to \$21.96 million at the end of 2011.

Capital Management

Capital includes all components of shareholders' equity. The Company's objective in managing capital is to safeguard the Company's ability to continue as a going concern, to maintain a flexible capital structure

which optimizes cost of capital at acceptable risk, and to provide reasonable returns to shareholders. The Company invests its funds in deposits and GICs with major financial institutions and monitors capital by gauging cash and short-term investments available for use. The Company manages the capital structure and makes adjustments in light of changes in economic conditions, foreign exchange rates and the risk characteristics of the Company's assets. In order to maintain or adjust the capital structure, the Company may issue new shares, or sell assets to improve working capital. The Company has no asset backed commercial paper exposure.

Foreign Exchange Gain or Loss

There was no material realized foreign exchange gain or loss in 2012 and 2011 because there were no significant transactions denominated in currencies other than the functional currencies. All unrealized foreign exchange gain or loss from translation of functional currencies to U.S. dollar presentational currency are recorded as accumulated other comprehensive income ("AOCI") in the equity section of the balance sheet. As the U.S. dollar depreciated against the RMB and Canadian dollar, the AOCI at December 31, 2011 increased from \$0.86 million to \$1.38 million at December 31, 2012.

The Company does not use derivatives to hedge against exposures to foreign currency arising from the Company's balance sheet liabilities; therefore the AOCI is expected to increase or decrease against decrease or increase in the strength of U.S. currency.

Summary of Quarterly Results

	Qtr ended Dec. 31, 2012	Qtr ended Sep. 30, 2012	Qtr ended Jun. 30, 2012	Qtr ended Mar. 31, 2012	Qtr ended Dec. 31, 2011	Qtr ended Sep. 30, 2011	Qtr ended Jun. 30, 2011	Qtr ended Mar. 31, 2011
Earnings (Loss) (\$)	(314,607)	(267,862)	(376,080)	3,315,077	(490,523)	(476,495)	(499,905)	(290,024)
-from continuing operations (\$)	(314,607)	(267,862)	(370,586)	(423,819)	(177,069)	(241,199)	(247,647)	(186,994)
-from discontinued operations (\$)	-	-	(5,494)	3,738,896	(313,454)	(235,296)	(252,258)	(103,030)
Earnings (Loss) per share (\$) *	(0.00)	(0.00)	(0.01)	0.05	(0.01)	(0.01)	(0.01)	(0.00)
-from continuing operations (\$)	(0.00)	(0.00)	(0.01)	(0.01)	(0.00)	(0.00)	(0.01)	(0.00)
-from discontinued operations (\$)	0.00	0.00	(0.00)	0.06	(0.01)	(0.00)	(0.01)	(0.00)
Dividends per share (\$)	-	-	-	-	-	-	-	-
Weighted average number of shares outstanding *	60,707,187	60,707,187	60,607,187	60,607,187	60,407,187	60,407,187	60,407,187	60,407,187

* on a fully diluted basis where applicable

For continuing operations, the loss in Q1 and Q2 2012 was higher than prior periods primarily due to non-cash stock-based compensation charges (\$170,000 and \$85,000 respectively), and professional fees related to the sale of Spur BVI and the Company's listing on the TSX-V.

For discontinued operations, the loss after Q1 2012 was close to \$nil following the sale of the Company's Chinese operations in Q1 2012 when a \$3.87 million gain was recognized on the sale. The loss in Q1 2011 was lower than other periods mainly due to sales of obsolete inventories and parts (\$67,000).

Fourth quarter results description

The Q4 2012 loss of \$315,000 was approximately \$176,000 lower than the Q4 2011 loss of \$491,000. This is primarily due to the fact that the Q4 2011 loss included \$313,000 loss from operations in China whereas Q4 2012 does not. Offsetting this impact is higher consulting fees incurred in Q4 2012 (\$84,000) to support the Company's current strategic initiatives as well as an additional \$45,000 incurred in relation to stock-based compensation on the issuance of options.

LIQUIDITY and CAPITAL RESOURCES

At the end of 2012, the Company maintained a balance of \$30.3 million in cash deposits and short-term GICs with major Canadian financial institutions.

The Company had a five-year office lease agreement commencing October 1, 2010 and shares office space and related costs with three related companies. A summary of the Company's commitments is set out below:

	<u>Office lease</u>	
2013	\$	90,369
2014	\$	90,369
2015	\$	67,777

The Company does not have any off-balance sheet arrangements.

The Company believes that it has sufficient funding to meet its obligations and to maintain administrative and operational expenditures for the next 12 months.

OUTLOOK

With the completion of the sale of Spur BVI on February 13, 2012, the Company has approximately \$30 million with which to pursue its previously announced strategy to acquire advanced development or operating mineral assets in lower risk jurisdictions.

The Company is focused on potential acquisitions in gold, base metals or other mineral-related assets or businesses that are in more advanced stages of development where the balance of technical and geopolitical risk will result in increased value to shareholders within a short time frame.

OTHER MD&A REQUIREMENTS

Related party transactions and key management compensation

The Company shares office lease and administrative expenditures with three related companies with directors and officers in common. During the year ended December 31, 2012, office lease and administrative expenditures billed to related parties amounted to \$209,492 (2011: \$158,806).

Amounts due from related parties at December 31, 2012 were \$51,668 (2011: \$63,106). Amounts due from related parties are unsecured, non-interest bearing and due on demand. There were no unpaid amounts to related parties at December 31, 2012 and 2011.

Key management includes the Company's Chairman and Directors, Chief Executive Officer and Chief Financial Officer, and compensation for key management compensation is as follows:

	Year ended December 31, 2012	Year ended December 31, 2011
	\$	\$
Salaries and benefits	289,658	290,806
Consulting fees	299,822	147,115
Stock-based compensation	375,302	126,572
	964,782	564,493

Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires management to establish accounting policies and to make estimates that affect both the amount and timing of the recording of assets, liabilities, revenues and expenses. Some of these estimates require judgments about matters that are inherently uncertain. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities include: no gain is recorded for the CDN \$4.75 million Canadian dollars contingent payment from the sale of Spur BVI as there is a significant amount of uncertainty that the conditions required to receive the contingent payment will be met.

Please refer to Note 2 and Note 3 of the audited annual consolidated financial statements for the year ended December 31, 2012 for a summary of the Company's significant accounting policies including new accounting standards and critical accounting estimates and judgements.

Outstanding Share Data

As of the date of this report, the Company had the following shares and options outstanding:

Outstanding	Number	Exercise Price CAD	Expiry Date
Shares	60,407,187	N/A	N/A
Stock options	830,000	0.90	June 26, 2013
Stock options	300,000	0.28	July 28, 2014
Stock options	1,750,000	0.37	August 12, 2016
Stock options	1,000,000	0.40	April 10, 2017
Stock options	100,000	0.37	May 10, 2017
Stock options	1,250,000	0.40	November 1, 2017
Total	65,637,187		

The weighted average exercise price at December 31, 2012 was CDN\$0.46 (2011 – CDN\$0.51). The weighted average grant date fair value per option for option granted in 2012 was CDN\$ 0.09 (2011: CDN\$ 0.21).

Options granted prior to 2011 vest over a three-year period, with one-third of the options vesting one year after the date of grant, one-third two years after the date of grant, and the remaining one-third three years after the date of grant. The vesting period for options granted after 2011 is 12.5% immediately with 12.5% each quarter over the next two years.

During the year ended December 31, 2012, compensation expense of \$413,196 was recognized (2011: \$135,718).

The fair value of each option granted is estimated on the date of grant using the Black-Scholes option pricing model with assumptions for the grants as follows:

	2012	2011
Risk free interest rate	1.33% - 1.45%	2.07% - 2.85%
Expected life of options in years	5 years	5 years
Expected volatility	32% - 48%	64% - 91%
Dividend per share	\$0.00	\$0.00

Disclosure Controls and Procedures

The Company's disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is communicated to senior management, to allow timely decisions regarding required disclosure.

An evaluation of the effectiveness of the Company's disclosure controls and procedures, as defined under the rules of the Canadian Securities Administration, was conducted as of December 31, 2012 under the supervision of the Company's Audit Committee and with the participation of management. Based on the results of that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective at December 31, 2012.

Internal Controls over Financial Reporting

Internal controls over financial reporting are designed to provide reasonable assurance regarding the reliability of the Company's financial reporting and the preparation of financial statements in compliance with IFRS. The Company's internal control over financial reporting includes policies and procedures that:

- pertain to the maintenance of records that accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS and the Company's receipts and expenditures are made only in accordance with authorization of management and the Company's directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the annual or interim financial statements.

An evaluation of the design effectiveness of the Company's internal controls over financial reporting was conducted as of December 31, 2012 by the Company's management, including the Chief Executive Officer and Chief Financial Officer. Based on this evaluation, management has concluded that the design of the Company's internal controls over financial reporting was effective.

Limitations of Controls and Procedures

The Company's management, including the Chief Executive Officer and the Chief Financial Officer, believe that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any systems of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

Financial instruments and risks

The Company classifies its financial instruments in the following categories: at fair value through profit and loss, loans and receivables, available-for-sale and other financial liabilities. The classification

depends on the purpose for which the financial assets or liabilities were acquired. Management determines the classification of financial assets and liabilities at initial recognition. Where the Company expects to realize the asset or discharge the liability within twelve months, it is recorded as a current asset or liability; otherwise, it is recorded as a long-term asset or liability.

Financial assets and liabilities at fair value through profit and loss are considered to be held for trading. A financial asset or liability is classified in this category is acquired principally for the purpose of selling or redeeming in the short-term. Derivatives are included in this category unless they are designated as hedges.

Financial assets and liabilities carried at fair value through profit and loss are initially recognized at fair value and are subsequently re-measured to their fair value at each statement of financial position date. Realized and unrealized gains and losses arising from changes in the fair value of these financial assets or liabilities are included in the statement of income in the period in which they arise.

Available-for-sale financial assets are non-derivatives that are either designated as available for sale or not classified in any of the other categories. Available-for-sale assets are initially recorded at fair value plus transaction costs and are subsequently carried at fair value. Unrealized gains and losses arising from changes in the fair value of non-monetary assets classified as available-for-sale are recognized in other comprehensive income.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are classified as current assets or non-current assets based on their maturity date. The Company classifies its other receivables and cash and cash equivalents in the consolidated balance sheets, as loans and receivables. Loans and receivables are initially recognized at fair value and subsequently carried at amortized cost less any impairment.

Other financial liabilities are recognized initially at fair value, net of transaction costs incurred, and are subsequently stated at amortized cost. Any difference between the amounts originally received (net of transaction costs) and the redemption value is recognized in the statement of income over the period to maturity using the effective interest method.

Financial instruments of the Company are summarized as follows:

December 31, 2012	Loans and Receivables \$	Other financial liabilities \$	Total Carrying Amount \$	Total Fair Value \$
<u>Financial Assets</u>				
Cash and deposits	10,924,296	-	10,924,296	10,924,296
Guaranteed investment certificates (GICs)	19,324,740	-	19,324,740	19,324,740
Receivables	72,353	-	72,353	72,353
<u>Financial Liabilities</u>				
Accounts payable and accrued liabilities	-	91,784	91,784	91,784

December 31, 2011	Loans and Receivables \$	Other financial liabilities \$	Total Carrying Amount \$	Total Fair Value \$
<u>Financial Assets</u>				
Cash and deposits	96,220	-	96,220	96,220
Guaranteed investment certificates (GICs)	21,599,524	-	21,599,524	21,599,524
Receivables	75,688	-	75,688	75,688
<u>Financial Liabilities</u>				
Accounts payable and accrued liabilities	-	171,847	171,847	171,847

The carrying amount of accounts receivable, accounts payable and accrued liabilities approximates fair value due to their short term nature.

Management has determined that there are no embedded derivatives.

Credit risk

The Company maintains a substantial portion of its cash and cash equivalents and short term fixed interest investments with major financial institutions in Canada.

The carrying amount of financial assets recorded in the financial statements, net of any allowances for losses, represents the Company's maximum exposure to credit risk.

Foreign currency risk

The Company does not anticipate significant impact of foreign currency translation on earnings unless significant transactions denominated in currencies other than functional currencies take place.

Interest rate risk

The Company's interest rate risk mainly arises from the interest rate impact on its interest income derived from Canadian Dollar cash and deposits. The Company's policy is to receive interest based on market rates, and, where necessary, to borrow at fixed rates although as at December 31, 2012, the Company had no outstanding debt. Based on the balances of cash and cash equivalent and short-term investments as at December 31, 2012, other things being equal, a 1% increase (decrease) in the interest rate on that day would have resulted in an increase (decrease) of approximately \$302,000 in earnings before income taxes.

Liquidity Risk

Liquidity risk is the risk that the Company cannot meet its obligations as they fall due, The Company maintains sufficient cash and short term investments to covers its obligations. The Company has been keeping its cash resources in highly liquid short term investment such as guarantee investment certificates offered by major Canadian financial institutions and monitors its cash spending not to exceed available cash resources.

- End -