

# WESCAN GOLDFIELDS INC.



## **Management's Discussion and Analysis** **September 30, 2010**

*(A Development Stage Entity)*

## MANAGEMENT'S DISCUSSION & ANALYSIS

The following Management's Discussion and Analysis ("MD&A") is prepared as of November 19, 2010 and should be read in conjunction with the unaudited consolidated financial statements for the quarter ended September 30, 2010, as well as the audited consolidated financial statements and annual MD&A for the year ended December 31, 2009 available on SEDAR at [www.sedar.com](http://www.sedar.com). Wescan Goldfields Inc. ("Wescan" or "the Company") prepares its financial statements in accordance with Canadian generally accepted accounting principles ("GAAP"). All amounts are reported in Canadian dollars unless otherwise indicated.

### Overview

During the nine-month period ended September 30, 2010, Wescan announced the completion of Phase 1 drilling on its Hudson Bay and Pinehouse Lake coal properties in east central Saskatchewan (see Wescan News Release dated January 18, 2010) and also announced the completion of a National Instrument 43-101 ("NI 43-101") compliant gold resource for the Company's Jojay Gold Project in northern Saskatchewan (see Wescan News Release dated February 4, 2010). Exploration results to date suggest that both the Company's coal and gold properties hold further potential given their early stage of development combined with their strategic locations.

However, plans to further advance the knowledge of the potential of these properties in 2010 has been disrupted due to a working capital deficiency resulting from unanticipated higher expenditures associated with earlier exploration programs as well as to an overhang of a litigation process and a general softening of interest by markets in junior mining companies that started subsequent to the economic downturn seen commencing in 2008. These factors have impacted the Company's ability to raise additional capital which led to a retrenching with efforts focused on restructuring the organization through minimizing cash outlays as well as through reducing personnel and through minimizing corporate overhead costs.

These efforts have resulted in the resolution of the litigation issue as well as to a reduction in the working capital deficiency as of November 19, 2010 (See Note 9 – "Subsequent Events" to the September 30, 2010 interim consolidated financial statements). Further efforts are being expended with the expectation that the working capital deficiency will in fact be eliminated by year end at which time it is anticipated that the Company will be in a positive working capital position to readdress exploration priorities and plans for 2011.

### Hudson Bay and Pinehouse Lake Coal Projects

During the nine-month period ended September 30, 2010, Wescan was pleased to announce the completion of Phase 1 drilling on the Company's Hudson Bay Coal Project. Results from this drilling found intersections of coal in 21 of 40 drill holes, with the largest carbonaceous zone intersected being 12.9 metres in thickness. Eight holes contained coal zones greater than 5 metres thick. Several drill holes also contained more than one intersection of coal, suggesting the presence of multiple coal horizons. These



discoveries establish a new high priority focus for Wescan on four main areas of interest moving forward: The Red Deer Property, Bonus Property, Rice Property and Man River Property (see Wescan News Release January 18, 2010 for a map of the property).

Wescan also announced the completion of an 8 hole drill program on its property near Pinehouse Lake, Saskatchewan. Coal was intersected in 6 of 8 drill holes, with the largest carbonaceous zone intersected being 14.8 metres in thickness. Four holes contained coal zones greater than 5 metres thick. This initial drill program at the Pinehouse Lake Coal Project aimed to confirm the historical coal intersections on the property and obtain geological stratigraphic data that will be used in developing a stratigraphic and structural model for targeting a second phase of drilling on thicker, near-surface coal seams (see Wescan News Release January 18, 2010 for a map of the property).

Wescan plans to perform follow up drill programs on both of these properties beginning in 2010 or 2011 subject to available financing.

### **Jojay Gold Project**

In February 2010, the Company announced the completion of an independent NI 43-101 Mineral Resource Estimate for the Jojay Gold Project. The Mineral Resource Estimate was completed by A.C.A. Howe International Limited (“Howe”) in accordance with NI 43-101 and Canadian Institute of Mining, Metallurgy and Petroleum (“CIM”) Standards on Mineral Resources and Reserves.

The Mineral Resource Estimate of the Jojay Gold Project includes a non-diluted Indicated Mineral Resource of 420,000 tonnes with an average grade of 3.7 g/tonne Au, for 50,000 ounces of gold and a non-diluted Inferred Mineral Resource, amounting to 630,000 tonnes with an average grade of 4.3 g/tonne Au, for 87,000 ounces of gold. No Measured Resources or Reserves of any category were identified. The Technical Report that documents the Mineral Resource Estimate on the Jojay Gold Project can be viewed on the Company’s website ([www.wescangoldfields.com](http://www.wescangoldfields.com)) or on SEDAR ([www.sedar.com](http://www.sedar.com)).

The completion of the Mineral Resource Estimate is a major milestone for the Jojay Gold Project. The Jojay Deposit, as defined by the Mineral Resource Estimate, represents only a small portion of the greater than 2.5 kilometre long volcanic-sedimentary contact and coincident Jojay structural zone in the Jojay Gold Project area. The Jojay structural zone is highly prospective and the model completed by Howe indicates mineralization is open down plunge to the north-northeast and that there is potential for additional mineralization along strike. The Jojay Deposit is located near a licensed gold mill and is situated in the LaRonge Gold Belt which hosts numerous gold discoveries including four past producing gold mines.

Mineral Resources are not Mineral Reserves and by definition do not demonstrate economic viability. There is no certainty that all or any part of the Mineral Resource will be converted into a Mineral Reserve.

The Company may commence a follow up program on the Jojay Gold Project based on the recommendations in the Technical Report. This program will be dependent on the availability of technical and financial resources that are currently being dedicated toward the Company's coal projects.

### Financial Highlights

Selected financial information of the Company for the quarters ended September 30, 2010 and 2009 as well as for the nine-month periods ended September 30, 2010 and 2009 is as follows:

|                                   | Three Months<br>Ended September<br>30, 2010<br>\$ | Three Months<br>Ended September<br>30, 2009<br>\$ | Nine Months<br>Ended September<br>30, 2010<br>\$ | Nine Months<br>Ended September<br>30, 2009<br>\$ |
|-----------------------------------|---|---|--|--|
| Interest and other                | 9,809   | 9,677   | 29,630   | 19,052   |
| Net loss                          | 106,449   | 131,846   | 598,028  | 502,405  |
| Net loss per share <sup>(1)</sup> | 0.00  | 0.00  | 0.01   | 0.01   |
| Working capital (deficiency)      | (305,983)   | 1,320,806   | (305,983)  | 1,320,806  |

(1) Basic and diluted.

### Results of Operations for the Quarter

For the quarter ended September 30, 2010, the Company recorded a net loss of \$106,449 (\$0.00 per share) compared to a net loss of \$131,846 (\$0.00 per share) for the same period in 2009. The difference between the quarter ended September 30, 2010 and 2009 is primarily the result of reduced operating costs during 2010.

#### Revenues

For the quarter ending September 30, 2010, the Company reported interest and other income of \$9,809 as compared to \$9,677 for the quarter ending September 30, 2009. Interest and other income remained relatively unchanged and was predominately the result of receiving rental fees for certain of the Company's assets.

#### Expenses

Total operating costs for the quarter ended September 30, 2010 were \$116,258 compared to \$185,205 for the quarter ended September 30, 2009. Administration expense decreased from \$137,348 in the third quarter of 2009 to \$88,278 for the quarter ended September 30, 2010. The \$49,070 decrease in administration expense is predominately related to a reduction in employees. Finally, professional fees decreased from \$23,886 for the third quarter of 2009 to \$7,646 for the corresponding quarter in 2010. The expense in 2009 primarily related to legal services of defending a claim filed against the Company.



## ***Investing***

Mineral properties cash additions totaled \$282 during the quarter ended September 30, 2010 compared to \$1,053,495 for the same period ended September 30, 2009. The majority of the costs in 2009 related to predominately drilling activity at the Company's coal properties near Pinehouse Lake, and Hudson Bay, Saskatchewan.

## ***Financing***

No financing activities occurred during the third quarter of 2010.

During the third quarter of 2009, the Company completed two private placement financings consisting of 2,749,756 common shares of the Corporation issued on a flow-through basis at a price of \$0.22 per flow-through share for gross proceeds of \$604,946 and 1,741,499 units of the Corporation at a price of \$0.18 per unit, for gross proceeds of \$313,470. Each unit consisted of one common share issued on a non flow-through basis, and one half of one common share purchase warrant.

## **Year to Date**

### ***Results of Operations***

For the nine-month period ended September 30, 2010, the Company recorded a net loss of \$598,028 (\$0.01 per share) compared to a net loss of \$502,405 (\$0.01 per share) for the same period in 2009. The difference from 2010 to 2009 is primarily the result of future income tax recoveries recorded during 2009.

### ***Revenues***

For the nine-month period ended September 30, 2010 the Company reported interest and other income of \$29,630 as compared to \$19,052 for the nine-month period ended September 30, 2009. The increase in interest and other income is predominately the result of receiving rental fees for certain of the Company's assets that first began in May of 2009.

### ***Expenses***

Total operating costs for the nine-month period ended September 30, 2010 were \$627,658 compared to \$731,430 for the same period of 2009. Administration expense decreased \$123,034 from \$636,038 in the first nine months of 2009 to \$513,004 for the first nine months of 2010. The decrease is predominately related to a reduction in employees and a reduction in rent as the Company has focused on reducing costs where possible. Finally, professional fees increased from \$27,186 for the period ended September 30, 2009 to \$53,350 for the corresponding period in 2010. The higher expense in the first three quarters of 2010 versus 2009 was primarily related to legal services defending a claim against the Company and certain corporate restructuring.



## Investing

Mineral properties cash additions totaled \$62,487 for the first three quarters of 2010 compared to \$1,502,946 for the first three quarters of 2009. The expenditures for the period ended September 30, 2010 related to the completion of Phase 1 drilling and the planning of additional exploration programs on the Company's 100 percent owned coal properties near Pinehouse Lake and Hudson Bay, Saskatchewan. The additions for the period ended September 30, 2009 related to the commencement of the Phase 1 exploration program on the properties near Pinehouse Lake and Hudson Bay, Saskatchewan as well as an airborne geophysical survey over the Hudson Bay coal permits.

## Financing

For the nine-month period ended September 30, 2010 the Company issued 3,461,539 units for \$0.13 per unit for gross proceeds of \$450,000. Each unit consisted of one common share and one-half of one common share purchase warrant. Each common share purchase warrant entitles the holder to acquire one common share at an exercise price of \$0.22 and expire in May 2011.

During the nine-month period ended September 30, 2009, the Company completed two private placement financings consisting of 2,749,756 common shares of the Corporation issued on a flow-through basis at a price of \$0.22 per flow-through share for gross proceeds of \$604,946 and 1,741,499 units of the Corporation at a price of \$0.18 per unit, for gross proceeds of \$313,470. Each unit consisted of one common share issued on a non flow-through basis, and one half of one common share purchase warrant.

## Summary of Quarterly Results

|                                   | 2010        |             |             | 2009        |             |             |             | 2008        |
|-----------------------------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|
|                                   | Qtr 3<br>\$ | Qtr 2<br>\$ | Qtr 1<br>\$ | Qtr 4<br>\$ | Qtr 3<br>\$ | Qtr 2<br>\$ | Qtr 1<br>\$ | Qtr 4<br>\$ |
| Revenues <sup>(1)</sup>           | 9,809       | 9,934       | 9,887       | 10,493      | 9,677       | 6,840       | 2,535       | 27,839      |
| Net loss <sup>(2)</sup>           | (106,449)   | (306,018)   | (185,561)   | (5,008,653) | (131,846)   | (215,244)   | (155,315)   | (1,363,768) |
| Net loss/share <sup>(3)</sup>     | (0.00)      | (0.01)      | (0.00)      | (0.06)      | (0.00)      | (0.01)      | (0.00)      | (0.02)      |
| Shares outstanding <sup>(4)</sup> | 83,577,022  | 83,577,022  | 80,115,483  | 80,115,483  | 79,612,645  | 75,121,390  | 75,121,390  | 75,121,390  |

- (1) The Company's revenues are comprised of interest earned on cash balances, camp rental fees as well as equipment leasing. The fourth quarter revenues of 2008 were predominately the result of fees earned on the rental of the Company's Fork Lake camp. The Company ceased renting the Fork Lake Camp in the first quarter of 2009 and began leasing other equipment in the second quarter of that year which is expected to continue until the end of 2011.
- (2) The significant net losses in the fourth quarter of 2009 and 2008 primarily related to write-downs of certain of the Company's mineral properties as a result of the Company either electing not to fund exploration programs or changing its strategic focus. The net losses in the second quarters of 2010 and 2009 were higher due to the fair value of stock-based compensation being expensed during these quarters. The remaining quarters reflect normal operations of the Company.
- (3) Basic and diluted.
- (4) The increase in shares during the second quarter of 2010 and the third quarter of 2009 were the result of the Company completing private placements during these timeframes. The increase in shares outstanding in the fourth quarter of 2009 was the result of the Company issuing shares pursuant to a shares-for-debt settlement agreement with a service provider.



## **Related Party Transactions**

During the three-month period ended September 30, 2010, Mr. Kenneth E. MacNeill (Chief Executive Officer) and Mr. Harvey J. Bay (Chief Financial Officer) through their consulting companies charged management fees of \$18,000 (2009 – \$18,000) and \$7,500 (2009 – nil), respectively. These fees were recorded as administrative expense.

During the nine-month period ended September 30, 2010 management and consulting fees of \$71,500 (2009 – \$54,000) were paid or payable to companies controlled by Messrs. MacNeill and Bay and were included as administration expense. As at September 30, 2010, accounts payable includes \$92,400 (2009 – \$56,700) due to these companies.

During the nine-month period ended September 30, 2010, the Company was charged \$28,029 (2009 – \$31,703) by Shore Gold Inc. for administration services and rent. Accounts payable includes \$30,844 (2009 – \$8,394) due to Shore Gold Inc.

As at September 30, 2010 Shore Gold Inc. holds 12,955,567 common shares of the Company representing a 15.5% (2009 – 16.3%) interest in the Company.

The above transactions were in the normal course of operations and are measured at an amount agreed to by the related parties.

## **Liquidity**

The Company does not currently operate any producing properties and, as such, is dependent upon the issuance of new equity to finance its ongoing obligations and advance its exploration properties. Although the Company has been successful in the past in obtaining financing, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain additional financing could result in delay or indefinite postponement of further exploration and development of its projects with the possible loss of such properties. The Company anticipates it will have sufficient access to financial markets to fund its financial liabilities through future equity contributions.

As at September 30, 2010, the Company had a working capital deficiency of \$305,983 as compared to a working capital deficiency of \$321,926 at December 31, 2009. The Company is currently in the process of resolving this deficiency by arranging additional financing. Subsequent to the quarter ended September 30, 2010, the Company announced the completion of a private placement financing for gross proceeds of \$300,000 (see Wescan News Release dated October 29, 2010). Management is confident the Company will have sufficient access to financial markets to fund its working capital deficiency and to continue its planned activities in 2010 and the beginning of 2011.



As at September 30, 2010, the Company had incurred all necessary exploration expenditures required to fulfill its obligations under its flow-through commitments.

### **Capital Resources and Outstanding Share Data**

As at September 30, 2010, the Company had a working capital deficiency of \$305,983 as compared to a working capital deficiency of \$321,926 at December 31, 2009. Subsequent to the quarter ended September 30, 2010, the Company raised \$300,000 to reduce its working capital deficiency and anticipates it will have future success raising additional capital to fund the Company's planned exploration in 2010 and the beginning of 2011.

At September 30, 2010, the Company had 83,577,022 shares issued and outstanding compared to 80,115,483 at December 31, 2009. At November 19, 2010, the Company had a total of 92,577,022 common shares issued and outstanding as well as 4,730,770 warrants and 7,200,000 options with weighted average exercise prices of \$0.14 and \$0.30, respectively. In the event all warrants and options were exercised, the Company would be required to issue a further 11,930,770 common shares for gross cash proceeds of \$2.9 million.

### **Financial Instruments**

The Company's financial instruments are initially recorded at fair value. The fair values as at September 30, 2010 of the Company's financial instruments, which include cash and cash equivalents, receivables and payables, approximate their recorded amounts due to their short-term nature. Certain financial instruments are exposed to the following risks:

#### Credit risk

Credit risk is the risk of an unexpected loss by the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company does not have any significant exposure to credit risk.

#### Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due.

The Company does not currently operate any producing properties and as such, is dependent upon the issuance of new equity to advance its exploration properties. Although the Company has been successful in the past in obtaining financing, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain additional financing on a timely basis may cause the Company to postpone development plans, forfeit rights to its properties or reduce or terminate its operations. Reduced liquidity or difficulty in obtaining future financing could have an adverse impact on Wescan's future cash flows, earnings, results of operations and financial position.



The ability of the Company to continue as a going concern, fund exploration expenditures and provide funds for on-going general and administrative costs is anticipated to require further equity issues in 2010. The Company anticipates it will have continued success with future equity financings to fund its working capital deficiency and its planned 2010 and early 2011 exploration activities.

#### Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company does not have any significant exposure to interest rate risk.

### **Critical Accounting Estimates**

Wescan's consolidated financial statements are prepared in conformity with Canadian GAAP. The Company's accounting policies are described in note 2 and note 3 to the annual audited consolidated financial statements. Certain of these policies involve critical accounting estimates because they require management to make particularly subjective or complex judgments about matters that are inherently uncertain and because of the likelihood that materially different amounts could be reported under different conditions or using different assumptions. The uncertainties related to these areas could significantly impact the Company's results of operations, financial condition and cash flows.

A critical accounting estimate in determining the Company's financial results relates to the recoverability of the carried amounts of mineral properties. Management assesses carrying values of non-producing properties each time it issues financial statements and if management determines that the carrying values cannot be recovered or the carrying values are related to properties that are allowed to lapse, the unrecoverable amounts are expensed. The recoverability of the carried amounts of mineral properties is dependent on the existence of economically recoverable reserves, the ability to obtain the necessary financing to establish the existence of reserves and to complete the development of such reserves and the success of future operations. As at September 30, 2010, the Company has not yet determined whether any of its mineral properties contain economically recoverable reserves.

### **Future Accounting Changes**

#### ***International Financial Reporting Standards ("IFRS")***

In February 2008, the Accounting Standards Board ("AcSB") confirmed that Canadian GAAP for publicly accountable enterprises will be converged with IFRS effective in calendar year 2011. The Company's first financial statements presented in accordance with IFRS will therefore be the three-month period ended March 31, 2011. Though IFRS uses a conceptual framework similar to Canadian GAAP, there are some significant differences on recognition, measurement and disclosure requirements. The International Accounting Standard Board ("IASB") has several projects currently underway to change standards; however, no significant changes are expected to be mandatory earlier than 2012.



As a result of this convergence, the Company has developed a plan to convert its financial statements to IFRS. Regular reporting to the Company's Audit Committee on the status of the IFRS implementation project has been established to ensure proper oversight.

The Company's implementation project consists of three primary phases:

- **Phase 1: Initial Scoping and Diagnostic Phase.** This phase included the identification of key differences, important dates, development of milestones, and potential training issues.
- **Phase 2: Detailed Evaluation Phase.** In this phase, further evaluations of the financial statement areas impacted by IFRS were completed. This involved a detailed gap analysis of accounting and disclosure differences between Canadian GAAP and IFRS. This detailed assessment facilitates final decisions around accounting policies and an overall conversion strategy. This phase also involved specification of changes required to existing business processes.
- **Phase 3: Implementation and Review Phase.** This phase includes the final policy selection (including an assessment regarding choices under *IFRS-1, First Time Adoption of International Financial Reporting Standards* and potential changes to IFRS in 2012 that may impact the Company's policy selection) with the culmination of the necessary information systems and data required to prepare IFRS compliant financial statements and disclosures and any necessary adjustments to other business processes that may be impacted. Also included in this phase is the delivery of the necessary training to Wescan's Audit Committee, Board of Directors and staff.

During the initial scoping exercise completed in 2008 and the detailed evaluation phase completed during 2009, the Company identified the accounting related to the carrying value of the Company's mineral properties to be the area of the most significant potential difference. The carrying value of the Company's mineral properties may be impacted by several standards in IFRS, including the treatment of exploration expenditures, and how potential impairments are analyzed. Other areas of less significance that will require minimal adjustments relate to share-based payments and property and equipment.

Currently, Canadian GAAP and IFRS both allow a Company to establish an accounting policy that either capitalizes or expenses exploration expenditures incurred. IFRS policies related to exploration costs, however, are currently under review and are anticipated to change after January 1, 2011. The full extent of the changes are not yet known and, as a result, the Company may change its current policy of capitalizing exploration expenditures retroactively on the date of transition in order to minimize the impact future IFRS changes may have on the Company's financial statements. The Company has determined it will adopt the choices allowed under IFRS-1 that have the least impact to the Company's current Canadian GAAP financial statements on areas of lesser



significance. For example, the Company is planning to use historical cost under Canadian GAAP on transition for property and equipment instead of fair value, as allowed under IFRS-1.

An analysis of the effects to share-based payments has also been performed, which indicates that adoption will not have a significant impact as IFRS and Canadian GAAP are largely converged with only a few differences. Canadian GAAP allows either accelerated or straight line method of amortization for the fair value of stock options under graded vesting. Currently, the Company is using the straight line amortization method. IFRS, conversely, allows only the accelerated method. Under IFRS, the estimate for forfeitures must be made when determining the number of equity instruments expected to vest and must be adjusted to actual by the vesting date, while under Canadian GAAP forfeitures can be recognized as they occur. Upon adoption of IFRS, the Company will change both the method of amortization, which would give rise to an accelerated compensation expense, and the method of forfeiture recognition. However, both of these changes are expected to have only minor impacts to amounts expensed in the Company's financial statements. The Company does not intend to utilize the election in IFRS-1 to apply IFRS retrospectively to all equity instruments granted and vested at the January 1, 2010 transition date. As a result, options that were granted and that vested prior to the transition date will not be retrospectively restated.

Throughout the detailed evaluation phase management confirmed that the conversion to IFRS will have minimal impact to its business processes. Members of the conversion team have been provided training regarding IFRS to allow for a successful implementation. The Company's external auditors will be required to validate management's assessments of the differences between Canadian GAAP and IFRS. Even though management has not yet completed its quantification of the effects of adopting IFRS, it is anticipated that the conversion will have limited impact on the Company's accounting. The Company does however anticipate a significant increase in disclosure requirements when adopting IFRS. The Company has made progress on drafting its financial statement presentation and note disclosures required for the conversion to IFRS.

Throughout the remainder of 2010, the Company plans to complete the drafting of financial statements and note disclosures required for the conversion to IFRS, finalize accounting policy and transition elections and prepare the opening balance sheet as of January 1, 2010.

## **Outlook**

Wescan's focus for the remainder of 2010 and into 2011 will be the continued exploration on the Hudson Bay and Pinehouse Lake coal projects. The Company is currently evaluating financing options to allow it to pursue exploration programs on these highly prospective coal properties as well as to continue exploration on its portfolio of gold properties. The Company will also continue to evaluate the potential for the acquisition of other mineral properties that fit its strategic direction. Management is confident the Company will have sufficient access to financial markets to continue its planned activities in 2010 and the beginning of 2011.



## **Risks and Uncertainties**

The Company attempts to mitigate risks by identifying, assessing, reporting and managing risks of significance. The following are risks relating to the business of the Company. This information is only a summary of risks currently facing the Company based on its stage of development. Additional risks and uncertainties not presently known may also impact the Company's operations. Management's view on risks facing the Company will evolve as the Company's stage of development progresses.

### ***Risks Associated With an Exploration Stage Company***

The principal risks faced by the Company during the exploration stage involve: Wescan's ability to obtain financing to further the exploration and development of mineral properties in which Wescan holds interests; obtaining the required permits from various federal, provincial and local governmental authorities; and the ultimate economic feasibility of any future development projects.

The further development and exploration of mineral properties in which Wescan holds interests or which Wescan acquires may depend upon Wescan's ability to obtain financing through debt financing, equity financing or other means. The Company does not have sufficient funds to put any of its property interests into production from its own financial resources. There is no assurance that Wescan will be successful in obtaining required financing as and when needed. Failure to obtain additional financing on a timely basis may cause the Company to postpone development plans, forfeit rights in its properties or reduce or terminate its operations. Reduced liquidity or difficulty in obtaining future financing could have an adverse impact on Wescan's future cash flows, earnings, results of operations and financial condition. The relative prices of applicable commodities and future expectations for such prices have a significant impact on the market sentiment for investment in mining and exploration companies.

The future operations of the Company, including development activities and commencement of production on its properties, require permits from various federal, provincial and local governmental authorities. Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. To the best of the Company's knowledge, it is operating in compliance with all applicable rules and regulations. The Company utilizes qualified individuals, service providers and external consultants and maintains communications with governmental authorities to ensure that the Company is in compliance with all applicable rules and regulations.

All of Wescan's property interests are currently in the exploration stage and are without a known body of commercial ore. The exploration, development and production of coal and precious metals are capital-intensive, subject to the normal risks and capital expenditure requirements associated with mining operations. While the rewards can be substantial if commercial quantities of coal and precious metals are found, there can be no assurance that Wescan's past or future exploration efforts will be successful, that any production



there from will be obtained or continued, or that any such production which is attempted will be profitable. To ensure that exploration procedures are being performed effectively and those results are interpreted and reported in a proper manner, management ensures that qualified individuals, service providers and external consultants are utilized in the verification and quality assurance of analytical results.

### **Technical Information**

All technical information in this report has been prepared under the supervision of Kirsten Marcia, Professional Geoscientist in the Province of Saskatchewan, as the Company's "Qualified Person" under the definition of National Instrument 43-101.

### **Caution Regarding Forward-looking Information**

This MD&A contains forward-looking statements within the meaning of certain securities laws, including the "safe harbour" provisions of Canadian Securities legislation and the United States Private Securities Litigation Reform Act of 1995. The words "may," "could," "should," "would," "suspect," "outlook," "believe," "plan," "anticipate," "estimate," "expect," "intend," and words and expressions of similar import are intended to identify forward-looking statements, and, in particular, statements regarding Wescan's future operations, future exploration and development activities or other development plans contain forward-looking statements. Forward-looking statements in this MD&A include, but are not limited to, the ability to raise funds to pursue exploration activities, the use of such funds, the acquisition and exploration of additional properties and the plans and expectations concerning the transition to IFRS.

These forward-looking statements are based on Wescan's current beliefs as well as assumptions made by and information currently available to it and involve inherent risks and uncertainties, both general and specific. Risks exist that forward-looking statements will not be achieved due to a number of factors including, but not limited to, developments in world coal and gold markets, risks relating to fluctuations in the Canadian dollar and other currencies relative to the US dollar, changes in exploration, development or mining plans due to exploration results and changing budget priorities of Wescan, the effects of competition in the markets in which Wescan operates, the impact of changes in the laws and regulations regulating mining exploration and development, judicial or regulatory judgments and legal proceedings and operational risks and the additional risks described in Wescan's most recently filed annual and interim MD&A, news releases and technical reports. Wescan's anticipation of and success in managing the foregoing risks could cause actual results to differ materially from what is anticipated in such forward-looking statements.

Although management considers the assumptions contained in forward-looking statements to be reasonable based on information currently available to it, those assumptions may prove to be incorrect. When making decisions with respect to Wescan, investors and others should not place undue reliance on these statements and should carefully consider the foregoing factors and other uncertainties and potential events. Unless required by applicable securities law, Wescan does not undertake to update any forward-looking statement that may be made.

Further information relating to the Company has been filed on SEDAR and may be viewed at [www.sedar.com](http://www.sedar.com).

