

**Form 51-102F1**  
**Management Discussion and Analysis**  
**For**  
**New Dimension Resources Ltd.**  
**(“NDR” or the “Company”)**

The following management’s discussion and analysis (MD&A) of the Company has been prepared as of September 20, 2011 and is intended to supplement and complement the Company’s audited annual consolidated financial statements for the year ended May 31, 2011. All financial information has been prepared in accordance with Canadian Generally Accepted Accounting Principles (“GAAP”) and all amounts disclosed are Canadian dollars unless otherwise stated.

**NATURE OF BUSINESS**

The Company is engaged primarily in the acquisition, exploration and development of mineral resource properties throughout the Americas. The Company’s exploration activities are currently focused on mineral properties situated in Peru and the Yukon. The Company also maintains mineral properties in Manitoba, Newfoundland and Labrador, and Argentina. The Company is listed on the TSX Venture Exchange (“TSXV”) and trades under the symbol “NDR”.

**HIGHLIGHTS FOR THE YEAR ENDED MAY 31, 2011**

- The Company completed a non-brokered private placement of 6,045,000 units at a price of \$0.20 per unit for gross proceeds of \$1,209,000. Each unit is comprised of one common share and one common share purchase warrant. Each warrant entitles the holder to acquire one common share of the Company at a price of \$0.30 for a period of 12 months immediately following the closing date. The warrants are subject to an accelerated exercise provision if the share price of the Company trades at or above \$0.50 for 10 or more consecutive trading days. The Company paid a finders’ fee in shares in respect of purchasers of securities introduced to the Company by the Finder. The finders’ fee equaled 5% of the aggregate amount paid by purchasers (which totaled \$1,002,000) and was paid in shares of the Company. The finder also received 237,500 finders’ warrants equal to 5% of the units placed by the finder. The warrants have the same terms as the warrants issued under the units.
- The Company has executed a binding option agreement with Strategic Metals Ltd. (“Strategic Metals”) to earn up to a 100% interest in Strategic Metals’ Lansing Property (the “Lansing Property”) located within the prospective Tombstone Gold Belt in central Yukon. The Company can earn an initial 50% property interest by spending \$1,800,000 in exploration expenditures and making payments totaling \$450,000 in cash or shares to Strategic Metals over a three year period. The Company can also earn an additional 50% (aggregate 100% property interest), by paying Strategic Metals \$3,000,000 over the following 3 years. Upon the Company earning 100%, Strategic Metals would retain a 2% net smelter returns (NSR) production royalty on precious metals and a 1% NSR production royalty on non-precious metals.
- The Company granted 310,000 stock options at \$0.21 to directors, officers, and employees which are exercisable for a period of 5 years from the date of grant.
- The Company closed a non-brokered private placement (closed in two tranches) with the issuance of 2,505,167 flow-through units at a price of \$0.24 per unit and 833,666 flow-through units at a price of \$0.24 per unit for gross proceeds of \$801,320. Each unit is comprised of one flow-through common share and one half of one non-flow-through common share purchase warrant. Each full warrant entitles the holder to acquire one common share of the Company at a price of \$0.40 for a period of 12 months

immediately following the closing date. The warrants will be subjected to an accelerated exercise provision if the share price of the Company trades at or above \$0.75 for 10 or more consecutive trading days. The finders' fee was paid through the issuance of 189,164, common shares equal in value to 7% of the Units sold under the offering by the Finder.

- The Company granted 480,000 stock options at \$0.21 to directors, officers, and employees which are exercisable for a period of 5 years from the date of grant.
- The Company had 890,100 warrants exercised for total proceeds of \$89,010.
- The Company announced sampling results at the Amador Canyon property in Nevada confirming gold mineralization.
- The Company announced that prospecting program completed by Minera NDR Peru S.A.C. on its Cenepa concessions in northern Peru has returned positive gold values from stream sediment sampling and that title confirmation was received for the final four concessions.
- The Company executed a binding option agreement with Strategic Metals to earn up to a 100% interest in Strategic Metals' Gild gold property (the "Gild Property") located in the Yukon. The Company can earn an initial 50% property interest by spending \$3.5 million in exploration expenditures and making payments totaling \$600,000 to Strategic Metals over a four year period. Of the \$600,000, up to \$250,000 in value can be issued in the Company's stock at the election of the Company. The Company can also elect to earn an additional 15% (aggregate 65% property interest), by spending \$15 million (total exploration to date), by issuing to Strategic Metals 19.9% of the outstanding shares of the Company, and by completing a pre-feasibility study. The Company can then elect to earn a further 35% (aggregate 100% interest) by making a decision to commence the construction of a mine within 12 years from the signing of the agreement and by maintaining Strategic Metals' equity interest in the Company. Upon the Company earning 100%, Strategic Metals would retain a 2.5% NSR production royalty and receive certain minimum advance royalties prior to production commencing.
- The Company completed an assessment program at its Voisey's Bay nickel property in the province of Newfoundland and Labrador, Canada.

## **HIGHLIGHTS SUBSEQUENT TO THE YEAR ENDED MAY 31, 2011**

- The Company commenced initial exploration programs for both the Lansing and Gild properties in northern Canada, which focused on geological mapping, prospecting, rock, soil and stream sediment sampling. The programs are designed to provide additional geological information essential for prioritizing target areas and planning follow-up activities that are expected to include drilling;
- The Company announced that D. Bruce McLeod tendered his resignation as a Director in order to devote more time to his new role as President and CEO of Mercator Minerals Ltd.;
- The Company announced the results of its Phase I field evaluation on the Gild Project and the 11 properties that comprise the Lansing Project. Highlights of the Phase I evaluation include two strongly anomalous soil samples which returned 8.32 g/t gold and 2.50 g/t gold from the Lance Property within the Lansing Project. To further investigate these positive results, field crews have completed a follow up Phase II exploration program with focus on the Lance and Liam properties. Additional follow up prospecting and contour soil sampling has also been completed on five other properties within the Lansing Project. Results from the Phase II results are pending and will be released when available;
- The Company executed a binding option agreement with Strategic Metals to earn up to a 100% interest in Strategic Metals' Mars copper-gold property (the "Mars Property") located in south central Yukon.

The Company can earn an initial 50% property interest by spending \$3.5 million in exploration expenditures and making payments totaling \$600,000 to Strategic Metals over a four year period. Of the \$600,000, up to \$250,000 in value can be issued in the Company's stock at the election of the Company. The Company can also elect to earn an additional 15% (aggregate 65% property interest), by spending \$15 million (total exploration to date), by issuing to Strategic Metals 19.9% of the outstanding shares of NDR, and by completing a pre-feasibility study. The Company can then elect to earn a further 35% (aggregate 100% interest) by making a decision to commence the construction of a mine within 12 years from the signing of the agreement and by maintaining Strategic Metals' equity interest in the Company. Upon NDR earning 100%, Strategic Metals and the original vendors would retain a 2.5% net smelter return (NSR) production royalty.

- The Company announced that the exploration results on the Gild Project were disappointing. Therefore, the Company and Strategic Metals have mutually agreed that no further exploration will be carried out on the Gild property, and all Company expenditures on the property to date will be attributed to the Mars property;
- The Company began a Phase I drill program at the Mars Project totaling approximately 1,000 metres length;
- The Company elected to return its option on 16 claims in Amador Canyon Area located in Nevada;
- The Company did not renew the mineral claims comprising the Hannapah Project located in Nevada;

#### SELECTED ANNUAL INFORMATION

The following table summarizes selected financial data for the Company for each of the three most recently completed financial years. The information set forth below should be read in conjunction with the consolidated audited financial statements, prepared in accordance with Canadian generally accepted accounting principles, and related notes.

	Years Ended May 31, (audited)		
	2011	2010	2009
Total Revenues	\$ NIL	\$ NIL	\$ NIL
General and administrative expenses	490,381	379,318	269,190
Resource costs written off, net of recoveries	171,513	974,826	1,071,975
Loss for the year	490,171	1,066,833	1,135,926
Basic and diluted loss per share	0.02	0.03	0.05
Total Assets	3,400,314	1,741,227	1,749,507
Total long term liabilities	15,905	40,433	292,411
Cash dividends declared	\$ NIL	\$ NIL	\$ NIL

## RESULTS OF OPERATIONS

### *Three Months Ended May 31, 2011*

The Company's loss for the three month period ended May 31, 2011 (the "Current Quarter") was \$159,651 or \$0.00 per share as compared with a loss of \$500,218 or \$0.01 per share for the three month period ended May 31, 2010 (the "Comparative Quarter") which is a decrease of \$340,567. This decrease is primarily due to a reduction in write-off of exploration costs.

General and administrative expenses were \$12,375 lower in the Current Quarter at \$141,124 compared with \$153,499 in the Comparative Quarter. This decrease was mainly due to lower salaries and benefits (\$29,277 versus \$38,484), lower regulatory and transfer agent fees (\$3,685 compared to \$7,766), lower shareholder information and meetings (\$14,035 compared to \$17,176) offset by higher professional fees (\$23,030 compared to \$14,542).

The Company capitalizes all acquisition and exploration costs until the property to which those costs relate is placed into production, sold or abandoned. The decision to abandon a property is largely determined from exploration results and the amount and timing of the Company's write-offs of capitalized mineral property costs will vary from one year to the next and typically cannot be predicted in advance. Write-off of exploration costs were \$176,582 in the Current Quarter compared to the write-off in the Comparative Quarter at \$510,036.

### *Year Ended May 31, 2011*

The Company's loss for the year ended May 31, 2011 (the "Current Year") was \$490,171 or \$0.02 per share as compared with a loss of \$1,066,833 or \$0.03 per share for the year ended May 31, 2010 (the "Comparative Year").

General and administrative expenses were \$111,063 higher in the Current Year at \$490,381 compared with \$379,318 in the Comparative Year. This increase was mainly due to higher stock-based compensation (\$153,376 versus \$68,802) due to the amortized vesting of the 480,000 options granted in the current year, higher shareholder information (\$71,082 versus \$64,439) mainly due to an increase in investor relations salaries and wages due to increased promotion of the Company, and higher professional fees (\$71,082 versus \$64,439) relating to the new property agreement.

During the Current Year, the shares in Rolling Rock Resources Corporation ("Rolling Rock") were sold for gross proceeds of \$33,763 with a gain of \$20,922. There was no comparable item in the Comparative Year.

Write-off of exploration costs were \$171,513 in the Current Year compared to the write-off in the Comparative Year of \$974,826.

The Company's business consists of mineral exploration and development. Details on a geographic basis are as follows:

	May 31, 2011	May 31, 2010
<b>Total Assets</b>		
South America	\$ 458,616	\$ 266,403
United States	21,769	155,098
Canada	2,919,929	1,319,726
<b>Total</b>	<b>\$ 3,400,314</b>	<b>\$ 1,741,227</b>
<b>Mineral Properties</b>		
South America	\$ 448,194	\$ 263,157
United States	-	155,098
Canada	646,834	362,837
<b>Total</b>	<b>\$ 1,095,028</b>	<b>\$ 781,092</b>
<b>Net Loss (Income)</b>		
South America	\$ 178	\$ 209,309
United States	180,254	736,203
Canada	309,739	121,321
<b>Total</b>	<b>\$ 490,171</b>	<b>\$ 1,066,833</b>

## EXPLORATION OVERVIEW

New Dimension Resources Ltd. (NDR) has, until recently, concentrated the majority of its exploration activities in Nevada and Peru with property specific reviews conducted in other regions of North and South America.

The Company's active projects are outlined as follows:

### PERU

#### Peru Exploration Program

##### *Cenepa Project, Department of Amazonas*

In June of 2006, Minera NDR Peru S.A.C. filed petitions with the Peruvian Ministry of Mines for ten mining concessions situated along the Ecuador border. The Company has an irrevocable right to acquire this Peruvian corporation. The concessions total approximately 9,000 hectares and cover the projection into Peru of a 20 kilometre long, north-south trending mineral belt that includes Kinross Resources Fruta del Norte gold deposit. This is a significant gold deposit with reported drill results including intercepts of 189 metres grading 24 grams per tonne of gold. Fruta del Norte is one of several known gold-silver vein occurrences identified along this north-south trend. The closest occurrence to the Company's land block is the Aguas Mesas Sur prospect with an announced drill intercept of 51.06 grams per tonne gold over 9.2 metres. This prospect is only five kilometres from Minera NDR's land block and the southernmost drilled gold occurrence on this emerging gold belt.

In May 2010 the Company announced that its initial reconnaissance sampling program had returned anomalous gold values from stream sediment samples. Twelve stream sediment samples were collected from four main drainages, with the highest value of 59 ppb gold occurring in drainage #4. In late August, Minera NDR Peru initiated a further sampling and prospecting program on the concessions. Results from

the program were positive and identified three gold anomalies from stream sediment sampling. Values ranged from 1 ppb to 540 ppb gold. Geological mapping identified andesite volcanic rocks and an overlying conglomerate that appear to be similar to the host rocks of the FDN deposit owned by Kinross Resources and located 10 kilometres to the north of Cenepa along a north northwest trending structure.

The Company has received final approval by the Ministry of Mines for the 10 original concessions, with the last title received in December 2010.

#### Cori Puncho Project, Department of Puno

The Cori Puncho gold project is owned by the Company and is operated through a wholly-owned Peruvian subsidiary. The property is situated in southern Peru, and approximately 60 kilometres by road from the large community of Juliaca. The land position consists of an 800 hectare mining concession that covers the CP Hill target area where structurally controlled gold mineralization is variably exposed over a strike length of 300 metres. This target zone called the Main Shear was the focus of a 2006 drilling program, where seven of 10 RVC angled drill holes were completed to cross the structural target. This drilling reported expected thicknesses of anomalous gold with the best hole reporting 26 metres of 2.14 grams per tonne gold. The other six holes reported highly anomalous to low grade gold. This work, combined with surface evaluations, indicate that the Main Shear and much of the hanging wall are pervasively anomalous in gold with higher gold concentrations contained within fracture and breccia zones. The Company feels that tighter spaced drilling on this occurrence could potentially define multiple higher-grade zones of gold mineralization. The Company is currently seeking a potential joint venture partner to take the project forward.

## **UNITED STATES**

### **Nevada Exploration Program**

#### Hannapah Project, Nye County, Nevada

The Hannapah property was identified during a generative exploration program and was staked due to its geologic similarities to the significant Midway deposit located 30 kilometres to the northwest on the same mineralized regional structure.

Subsequent to the year-end, the Company has decided not to renew its claims comprising the Hannapah gold property and therefore has written off all capitalized costs related to the Hannapah project in the 2011 year-end financial statements.

#### Reese River Project, Lander County, Nevada

Through lease/option agreements and staking the Company until recently controlled a large portion of the historic Reese River Mining District in north-central Nevada. The project land position included 166 unpatented mining claims and 26 patented mining claims. This land block covered the New York Canyon and Amador Canyon mineralized zones and surrounding areas considered to have potential.

The Reese River drilling program was funded by International Minerals Corporation ("IMZ") under the terms of Letter Agreement whereby IMZ could earn an initial 60% interest in the Reese River Project by undertaking an aggregate of US\$1.0 million in exploration expenditures and maintaining the underlying property obligations over a four year period. This agreement has been terminated and reclamation work on the property has been completed. The Company (solely) retained an option on 16 claims in the Amador Canyon area of the project, to cover a prospective gold bearing zone. Sampling in September of 2010 confirmed the gold zone and the Company felt further exploration was warranted.

Subsequent to the year-end, the Company has elected to return the option on 16 claims in Amador Canyon Area and therefore has written off all capitalized costs related to the Reese River project in the 2011 year-end financial statements.

## **CANADA**

### *Gild Project, N.W.T.*

Initial exploration results of the Gild property were disappointing, therefore the Company and Strategic Metals have mutually agreed that no further exploration will be carried out on the property, and all Company expenditures on the Gild to date will be attributed to the Mars property.

### *Mars Project, Yukon*

The 19.4 square kilometre Mars Property is located approximately 65 kilometres northeast of Whitehorse in south central Yukon. The Property features a gold-copper porphyry target defined by a 1 x 3 kilometre northwest oriented zone of potassic alteration with associated chalcopyrite and magnetite bearing veins and stockworks. This large target is also defined by an airborne magnetic anomaly and copper, gold, and molybdenum soil anomalies.

Mineralization on the Property is believed to be related to a silica-saturated alkalic intrusion similar to the Mount Milligan, Mount Polly and Copper Mountain deposits in British Columbia. These deposits typically have elevated gold and silver values and decreased molybdenum when compared to more classic porphyry copper deposits.

Exploration has been carried out intermittently in this area since copper mineralization was first discovered in 1971. Work to date has been restricted by thick overburden coverage and has included geological mapping, hand trenching, soil geochemical surveys, ground and airborne geophysics, and seven (7) short diamond drill holes.

The geochemical soil surveys reveal a significant northwest trend with the majority of the samples containing greater than 100 ppm copper, to a maximum of 2594 ppm copper. Gold values show a high of 485 ppb and locally overlap the areas of anomalous copper values. The drill holes tested only a small portion of the property with the main geophysical and geochemical anomalies still untested by drilling. Although the previous diamond drilling was outside the main area of interest, one hole did identify a significant gold interval (4.37 metres of 6.43 g/t) that coincides with a moderately high magnetic anomaly.

In 2008, Strategic Metals consolidated the property ownership and in 2010 conducted a helicopter-borne VTEM/magnetic geophysical survey. This survey identified a number of magnetic highs that are coincident with anomalous soil geochemical values. These strong magnetic responses overlay areas of high resistivity that may coincide with potassic alteration. This geophysically attractive target continues into areas of high gold-in-soil values that have not been drilled. The Company will be testing these features with its initial drill holes.

### *Lansing Project, Yukon*

The 12 properties that comprise the Lansing Project are located within the prospective Tombstone Gold Belt in central Yukon. The project area lies 30 to 110 kilometres south of ATAC Resources Ltd.'s large Rau property (which is within the Rackla Gold Belt), and cover areas anomalous in any or all gold, silver, copper, lead, zinc, antimony, bismuth and arsenic as defined by regional Geological Survey of Canada stream sediment surveys. In summer of 2011, field crews led by consultants, Archer, Cathro & Associates conducted Phase I reconnaissance programs on each of the 12 properties. During the initial program, 526

samples were collected with encouraging results obtained from 7 of the 12 properties. Based on these initial results an additional 360 claims have been staked, increasing the total size of the project to 770 claims covering more than 150 square kilometers. To further investigate these positive results, field crews have now completed a follow up Phase II exploration program with focus on the **Lance** and **Liam Properties**. Results from the Phase II program are pending and will be released when available.

#### Domain Project, Manitoba

The Domain project is located approximately 150 kilometres southeast of Thompson, Manitoba. The property was staked by the Company and is presently a Joint Venture with Mega Precious Metals Inc. ("Mega Precious"), who has earned a 65% interest. Work to date on the property by the Company and others has defined a favorable Archaean greenstone belt with the potential of hosting economic banded iron formation related gold deposits.

In 2005, the property was optioned by the Company to Rolling Rock, who has become a wholly owned subsidiary of Mega Precious. Rolling Rock earned its initial 51 percent interest by the issuance of 400,000 common shares to the Company and by spending \$300,000 in a Phase I drilling program in early 2006.

In early 2008 Rolling Rock elected to increase their interest to 65 percent with additional expenditures and conducted a Phase II drill program on the property. The Phase II drill program consisted of 17 diamond drill holes totaling 2,654 metres. Eight holes were completed on a target called the B Zone with several of these holes reporting noteworthy results including 4.61 grams per tonne gold over 15.25 metres (including 7.29 grams per tonne gold over 9.0 metres or 9.96 grams per tonne gold over 6.00 metres) in drill hole RR-08-20; and 4.61 grams per tonne gold over 18.05 metres (including 17.44 grams per tonne gold over 2.65 metres) in drill hole RR-08-23. Drill results suggested that gold mineralization in the B Zone is increasing in width and grade to the northwest as the better gold values were discovered within the westernmost 220 metres of the drilled area.

To follow-up the very positive Phase II drill program, in August of 2008, the Joint Venture, completed a third phase of drilling on the project consisting of 2,420 metres of diamond drilling in 13 holes. This work confirmed the continuity of gold mineralization within the B-Zone and also extended its strike length by 150 metres to 850 metres. Five of the holes were positioned northwest of previous drilling with the northwesterly most hole reporting 5.5 g/t over 1.0 metre.

Mineralization at Domain is associated with northwest trending, steeply southwest dipping, siliceous, sulphide-bearing, shear zones with some holes identifying two to three separate intervals of mineralization. Drill holes within the shears commonly contain visible gold. Results of the exploration programs to date have established that the elevated gold values of the B Zone continue up and down dip from previously known intercepts and the target structures continue on strike to the northeast.

The B-Zone is the current highest priority target on the Domain property but multiple geophysical targets remain that have seen little or no drilling. The potential at Domain is comparable to Mega Precious' Monument Bay deposit which lies within the same belt of favorable rocks to the northeast.

#### Voisey's Bay Project, Labrador

The Voisey's Bay Property, held under a joint venture with North Group Finance Ltd. wherein the Company holds a 63% interest, is located approximately 44 kilometres southwest of the community of Nain. The Company continues to maintain this land position, consisting of 10 contiguous claims, along with its joint venture partner. Assessment work was conducted in the fall of 2010.

### Donner Properties, Labrador

The Company holds an aggregate of 837,119 shares of SVB Nickel Company Ltd. (“SVBN”) representing a 6.56% interest. Future exploration of the Donner properties in Labrador, held by SVBN, will be funded by the various shareholders of SVBN. Non-contributions, dilution of interest and third party contributions are governed by a shareholders’ agreement. Mineral property costs associated with this project are \$nil.

### **EXPLORATION PHILOSOPHY**

The Company is directing its efforts on areas that are considered to have significant opportunity for mineral discovery. For those prospects that come under review, the Company has developed quality control criteria to better assure that exploration dollars are directed at opportunities with the greatest possibility for success. The Company is seeking both advanced opportunities and early stage prospects that have clear economic potential. Many prospects that are reviewed emerge from a broad network of Industry contacts that is continuously growing. To give support to this network the Company has in place prospecting agreements and as warranted, offers the promise of finder’s fees.

During the first quarter, the Company’s Vice President of Exploration resigned to take another position within the industry; but remains a Director of the Company. Exploration and project generation will continue with well qualified consultants.

### **RISKS AND UNCERTAINTIES**

NDR has no history of profitable operations and is an exploration stage company. As such, it is subject to many risks common to such enterprises, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources and lack of revenues.

Some of the Company’s property interests are located in remote, undeveloped areas and the availability of infrastructure such as surface access, skilled labour, fuel and power at an economic cost, cannot be assured. These are integral requirements for exploration, development and production facilities on mineral properties. Power may need to be generated on site.

Resource acquisition, exploration, development, and operation is a highly speculative business that involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of precious metals and other minerals may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish economically viable mineral deposits, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the acquisition, exploration or development programs planned by the Company will result in a profitable commercial mining operation. The potential for any project to eventually become an economically viable operation depends on numerous factors including: the quantity and quality of the minerals discovered if any, the proximity to infrastructure, metal and mineral prices (which vary considerably over time) and government regulations. The exact effect these factors can have on any given exploration property can not accurately be predicted but the effect can be materially adverse.

## **Risk Factors**

### ***Exploration Stage Company***

The Company is engaged in the business of acquiring and exploring mineral properties to locate economic deposits of minerals. All of its properties are in the early stages of exploration and are without defined mineral bodies. Advancement of the Company's properties will only occur after obtaining satisfactory exploration results. There can be no assurance that the Company's existing or future exploration programs will result in the discovery of economically recoverable mineral deposits. Further, there can be no assurance that even if an economic deposit of minerals is located, it can be commercially mined.

### ***No Source of Operating Revenue***

At present, the Company's operations do not generate cash inflows and the Company's continued existence depends on management's ability to raise additional equity financing, discover recoverable mineral deposits and sell or otherwise participate in the development of those projects. Many factors influence the Company's ability to raise funds, including the health of the commodity resource market, the climate for mineral exploration investment, the Company's track record, and the experience and calibre of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities. Management believes it will be able to raise equity capital as required over time, but recognizes there are risks involved that may be beyond its control. If those risks fully materialize, the Company may not be able to raise adequate funds to continue its operations.

### ***Political or economic instability in countries where the Company operates***

Certain of the Company's properties are located in countries, provinces and states which may be subject to political and economic instability, or unexpected legislative change which may delay or prevent exploration of our properties. Exploration of our properties could be adversely affected by:

- political instability and violence;
- war and civil disturbance;
- labour unrest or community relation issues;
- permitting issues
- expropriation or nationalization;
- changing fiscal regimes and uncertain regulatory environments;
- changes to royalty and tax regimes;
- underdeveloped industrial and economic infrastructure; and
- the unenforceability of contractual rights and judgments.

### ***Competition***

The mineral exploration and mining business is competitive in all of its phases. The Company competes with numerous other companies in the search for and the acquisition of attractive mineral properties and individuals, including competitors with greater financial, technical and other resources, in the search for and the acquisition of attractive mineral properties. The Company's ability to acquire properties in the future will depend not only on its ability to advance its present properties, but also on its ability to select and acquire suitable prospects for mineral exploration or advancement. There is no assurance that the Company will be able to compete successfully with others in acquiring such prospects. In addition, there is a limited supply of good geological talent and drilling crews and equipment. There is no assurance that the Company will be able to acquire the supply of geological talent or drillers, executives or other employees or contractors that are required to complete our exploration work in planned time frames.

### ***Title to Property***

The Company has taken precautions to ensure that legal titles to its property interests are properly recorded. There can be no assurance that the Company will be able to secure the grant or the renewal of exploration permits or other tenures on terms satisfactory to it, or that governments in the jurisdictions in which the properties are situated will not revoke or significantly alter such permits or other tenures or that such permits and tenures will not be challenged or impugned. In addition, some of the Company's properties are held in the names of others. Third parties may have valid claims underlying portions of the Company's interests and the permits or tenures may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. If a title defect exists, it is possible that the Company may lose all or part of its interest in the properties to which such defects relate. In addition, the Company may fail, due to error, omission, or technological issues to renew its claims in a timely manner, potentially resulting in the loss of valuable claims to property.

### ***Personnel***

NDR is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of NDR could result, and other persons would be required to manage and operate the Company.

### ***Commodity Price Risk***

The market price of precious metals and other minerals is volatile and cannot be controlled.

## **SUMMARY OF QUARTERLY RESULTS**

The following table sets out selected unaudited quarterly financial information of NDR and is derived from unaudited quarterly financial statements prepared by management. NDR's interim financial statements are prepared in accordance with Canadian generally accepted accounting principles and expressed in Canadian dollars.

Period	Revenues	Net loss for the period	Net loss per share for the period
Three months ended May 31, 2011	\$ Nil	\$ 159,651	\$ 0.00
Three months ended February 28, 2011	\$ Nil	\$ 165,457	\$ 0.00
Three months ended November 30, 2010	\$ Nil	\$ 88,461	\$ 0.00
Three months ended August 31, 2010	\$ Nil	\$ 76,602	\$ 0.00
Three months ended May 31, 2010	\$ Nil	\$ 500,218	\$ 0.01
Three months ended February 28, 2010	\$ Nil	\$ 311,855	\$ 0.01
Three months ended November 30, 2009	\$ Nil	\$ 159,625	\$ 0.01
Three months ended August 31, 2009	\$ Nil	\$ 95,135	\$ 0.00

Quarterly results will vary in accordance with the Company's exploration and financing activities. Mineral exploration is typically a seasonal business, and accordingly, the Company's administrative expenses and cash requirements will fluctuate depending upon the season. The Company's primary source of funding is through the issuance of share capital. When the capital markets are depressed, the Company's activity level normally declines accordingly. As capital markets strengthen and the Company is able to secure equity financing with favorable terms, the Company's activity levels and the size and scope of planned exploration projects will increase.

Another factor that affects the Company's reported quarterly results are write-downs or write-offs of capitalized resource property costs. The Company will write-down or write-off capitalized resource property costs when exploration results indicate that no further work is warranted. The size and timing of these write-offs cannot typically be predicted and affect the Company's quarterly results. The Company

regularly reviews its resource properties to determine whether or not a write-down or write-off of capitalized resource property costs is required. Stock-based compensation, a non-cash expense, also affects the size of the Company's quarterly loss.

## LIQUIDITY

The Company's working capital at May 31, 2011 was \$2,083,889 (May 31, 2010 - \$847,232) consisting mainly of cash and restricted cash.

Cash used in operating activities during the year ended May 31, 2011 totaled \$351,683 (including non-cash working capital changes), related to the ongoing general and administrative expenses of the Company.

Net cash used in investing activities during the year ended May 31, 2011 totaled \$1,240,589 which includes \$740,168 of restricted cash which has not yet been spent but which has been committed to Canadian properties. The Company spent \$422,753 on the acquisition and exploration of the Company's mineral properties in Canada, Nevada and Peru. The Company recovered \$32,712 in joint venture partner contributions in accordance with the terms of the joint venture mineral property agreements. The Company also received proceeds of \$33,763 upon the sale of its short-term investments.

During the year ended May 31, 2011, the Company received \$2,085,830 from financing activities. This includes net proceeds of \$1,996,820 (including \$13,500 of cash share issuance costs) from the completion of two non-brokered private placements with the issuance of 2,505,167 flow-through units and 833,666 flow-through units both at a price of \$0.24. The Company also received \$89,010 proceeds from the exercise of 890,100 warrants.

## OUTSTANDING SHARE DATA

The table below presents the Company's common share data as of September 20, 2011.

	Price	Expiry date	Number of common shares
Common shares, issued and outstanding			49,687,000
Securities convertible into common shares			
Warrants	\$0.40	December 24, 2011	1,252,584
	\$0.40	January 24, 2012	416,833
	\$0.30	March 22, 2012	6,282,500
Options	\$0.46	September 26, 2011	150,000
	\$0.31	January 24, 2012	50,000
	\$0.21	February 28, 2013	15,000
	\$0.14	June 13, 2013	105,000
	\$0.15	April 2, 2014	100,000
	\$0.15	October 30, 2014	15,000
	\$0.25	February 1, 2015	50,000
	\$0.20	March 12, 2015	400,000
	\$0.25	March 12, 2015	50,000
	\$0.21	February 25, 2016	455,000
	\$0.21	March 10, 2016	285,000
	\$0.19	July 18, 2016	200,000
			<b>59,513,917</b>

## **CAPITAL RESOURCES**

The Company has no operations that generate cash flow and its long term financial success is dependant on management's ability to discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control.

In order to finance the Company's exploration programs and to cover administrative and overhead expenses, the Company raises money through equity sales and from the exercise of convertible securities. 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. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record and the experience and caliber of its management.

The Company currently has sufficient financial resources to meet its administrative overhead expenses for the next twelve months and maintain basic exploration activities. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activity and the state of the financial markets. The Company intends to continue to use various strategies to minimize its dependence on equity capital, including the securing of joint venture partners where appropriate.

## **OFF-BALANCE SHEET ARRANGEMENTS**

The Company has no off-balance sheet arrangements.

## **TRANSACTIONS WITH RELATED PARTIES**

The Company shares office premises with International Northair Mines Ltd. ("Northair"), a company with certain officers and directors in common, and paid \$14,383 (2010 – \$12,500) as its share of the ongoing occupancy and office costs during the year ended May 31, 2011. This was paid under the terms of a January 1, 1998 management and cost sharing agreement and the agreement is automatically renewed from year to year. Either party can terminate the agreement by giving three months written notice prior to the anniversary date.

During the year ended May 31, 2011, the Company incurred \$112,732 (2010 – \$112,128) for salary expenses related to management, administrative and investor relations activities provided by Northair. Included in accounts payable and accrued liabilities balance of \$55,354 as at May 31, 2011 is \$14,341 (May 31, 2010 – \$16,042) due to Northair.

During the year ended May 31, 2011, the Company paid or accrued \$35,200 (2010 - \$36,650) in accounting fees to a firm in which an officer of the Company is a partner. Included in the accounts payable and accrued liabilities balance of \$55,354 as at May 31, 2011 is \$8,000 (2010 - \$8,000) due to a firm in which an officer of the Company is a partner.

The above transactions, occurring in the normal course of operations, are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. The amounts are non-interest bearing, unsecured and are payable on demand, therefore, have been classified as current.

## **CHANGES IN ACCOUNTING POLICIES**

### *Accounting policies implemented effective June 1, 2010*

#### *Business Combinations*

In October 2008, the CICA issued Handbook section 1582, “Business Combinations”, which establishes new standards for accounting for business combinations. This is effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011. Early adoption is permitted. The Company has elected to early adopt this standard effective June 1, 2010. The adoption of this standard did not have an impact on the Company’s financial position, earnings or cash flows.

#### *Non-controlling Interest*

In October 2008, the CICA issued Handbook section 1602, “Non-controlling Interests”, to provide guidance on accounting for non-controlling interests subsequent to a business combination. The section is effective for fiscal years beginning on or after January 2011. Early adoption is permitted. The Company has elected to early adopt this standard effective June 1, 2010. The adoption of this standard did not have an impact on the Company’s financial position, earnings or cash flows.

#### *Interim Consolidated Financial Statements*

In January 2009, the CICA issued Handbook section 1601, “Interim Consolidated Financial Statements”, to provide guidance on the preparation of interim consolidated financial statements. The section is effective for fiscal years beginning on or after January 1, 2011. Early adoption is permitted. The Company has elected to early adopt this standard effective June 1, 2010. The adoption of this standard did not have an impact on the Company’s financial position, earnings or cash flows.

## **RECENT ACCOUNTING PROUNOUCEMENTS NOT YET ADOPTED**

### *International Financial Reporting Standards*

The Canadian Accounting Standards Board (AcSB) has announced its decision to replace Canadian generally accepted accounting principles (“GAAP”) with International Financial Reporting Standards (IFRS) for all Canadian Publicly Accountable Enterprises (PAEs). The effective changeover date is June 1, 2011, at which time Canadian GAAP will cease to apply for New Dimension Resources Ltd. and will be replaced by IFRS. Following this timeline, the Company will issue its first set of interim financial statements prepared under IFRS for the quarter ending August 31, 2011 including comparative IFRS financial results and an opening balance sheet as at June 1, 2010. The first annual IFRS consolidated financial statements will be prepared for the year ended May 31, 2012 with restated comparatives for the year ended May 31, 2011.

Management has developed a project plan for the conversion to IFRS based on the current nature of operations. The conversion plan is comprised of three phases: 1) Scoping phase which will assess the overall impact and effort required by the Company in order to transition to IFRS; 2) Planning phase which will include a detailed analysis of the conversion process and implementation plan required for disclosure for the Company’s first quarter; 3) Transition phase which will include the preparation of an IFRS compliant opening balance sheet as at June 1, 2010, any necessary conversion adjustments and reconciliations, preparation of fully compliant pro forma financial statements including all note disclosures and disclosures required for the MD&A.

Management has completed phase one, the IFRS Scoping phase and phase two, the Planning phase, and is now advancing through phase three, the Transition stage. Management prepared a component evaluation of its existing financial statement line items, comparing Canadian GAAP to the corresponding IFRS guidelines, and has identified a number of differences. Many of the differences identified are not expected to have a material impact on the reported results and financial position. Most adjustments required on transition to IFRS will be made, retrospectively, against opening retained earnings as of the date of the first comparative balance sheet presented based on standards applicable at that time.

IFRS 1, “First-Time Adoption of International Financial Reporting Standards”, provides entities adopting IFRS for the first time with a number of optional exemptions and mandatory exceptions, in certain areas, to the general requirement for full retrospective application of IFRS.

Set out below are the most significant areas, identified to date by management, where changes in accounting policies may have the highest potential impact on the Company’s consolidated financial statements based on the accounting policy choices approved by the Audit Committee and Board of Directors.

In the period leading up to the changeover in 2011, the AcSB has ongoing projects and intends to issue new accounting standards during the conversion period. As a result, the final impact of IFRS on the Company’s consolidated financial statements can only be measured once all the IFRS accounting standards at the conversion date are known. Management will continue to review new standards, as well as the impact of the new accounting standards, between now and the conversion date to ensure all relevant changes are addressed.

### ***Share Based Payments***

#### Canadian GAAP

- The fair value of share based payments with graded vesting are calculated as one grant and the resulting fair value is recognized on an accelerated or straight line basis over the vesting period.
- Forfeitures of awards are recognized as they occur.

#### IFRS

- Each tranche of a grant with different vesting dates is considered a separate grant for the calculation of fair value and the resulting fair value is amortized over the vesting period of the respective tranches.
- Forfeiture estimates are recognized in the period they are estimated, and are revised for actual forfeitures in subsequent periods.

All options granted by the Company which vest in the comparative year for IFRS have been valued in compliance with IFRS. A forfeiture rate will need to be applied in the comparative year to make the Company fully compliant with IFRS 2. Based on historical information, the calculated forfeiture rate which will be applied for the comparative 2011 fiscal year will be 31%. This will result in a lower share-based payment expense at the beginning of the vesting period with an adjustment to reflect the actual forfeiture in subsequent periods

The Company will be using the IFRS 1 exemption which allows application of IFRS 2 only to those share-based payments granted after November 7, 2002 and that had not vested by the date of transition.

### ***Exploration and Evaluation Assets***

Under the Company’s current accounting policy, acquisition costs of mineral properties, together with direct exploration and development expenses incurred thereon are capitalized. Upon adoption of IFRS, the Company has to determine the accounting policy for exploration and evaluation (E&E) assets which are the exploration expenses incurred subsequent to obtaining the right to explore the resource property.

The comments on the Extractive Industries Discussion Paper published April 2010 indicate that the consensus is to capitalize E&E assets. Based on this, management will most likely decide to continue with its current accounting policy of capitalizing all E&E expenditures.

The classification of the E&E assets will need to be determined to be either tangible or intangible. The latter will most likely be chosen as expenditures reflect an increased knowledge of the property rather than a tangible asset.

There are no IFRS 1 exemptions for this category.

### ***Asset Impairment***

Canadian GAAP generally uses a two-step approach to impairment testing: first comparing asset carrying values with undiscounted future cash flows to determine whether impairment exists; and then measuring any impairment by comparing asset carrying values with discounted cash flows. International Accounting Standard (IAS) 36, "Impairment of Assets" uses a one-step approach for both testing and measurement of impairment, with asset carrying values compared directly with the higher of fair value less costs to sell and value in use (which uses discounted future cash flows). This may potentially result in write downs where the carrying value of assets were previously supported under Canadian GAAP on an undiscounted cash flow basis, but could not be supported on a discounted cash flow basis.

Currently the Company has significant Exploration and Evaluation assets for which impairment testing is required.

### ***Foreign Currency***

IFRS requires that the functional currency of each entity in the consolidated group be determined separately in accordance with IAS 21 and the entity's financial results and position should be measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The financial information for each Company is then translated into the presentation currency of the Company's financial statements. Currently, this is the Canadian dollar ("CAD").

Based on a detailed analysis, considering the primary and secondary indicators, as described in IAS 21, the functional currency has been determined to be the Canadian dollar for New Dimension Resources Ltd., and also for its subsidiaries, Dimension Resources (USA) Inc., Camino Ventures, S.A.C. and Minera NDR Peru S.A.C. The conversion to IAS 21 will have an effect on the Company's financial statements as there will most likely be an amount in accumulated other comprehensive income relating to a cumulative translation adjustment.

As events and conditions relevant to the Company change, management will need to re-consider the primary and secondary indicators, as described in IAS 21, in determining the functional currency for each entity. Going forward under IFRS, management will assess the appropriate functional currency based on existing circumstances, which may have a significant impact on the Company's consolidated financial statements prepared under IFRS.

### ***Property, Plant and Equipment***

Under IFRS, Property, Plant and Equipment ("PP&E") can be measured at fair value or at cost while under Canadian GAAP, the Company has to carry PP&E on a cost basis and the revaluation is prohibited.

Upon adoption of IFRS, the Company has determined that it will elect a cost model rather than the revaluation model. Currently, the Company has no assets capitalized as property, plant and equipment and

as a result, there will be no impact on the adoption of either IFRS model on the Company's financial statements.

In accordance with IAS 16 "Property, Plant and Equipment", upon acquisition of significant assets, the Company will need to allocate an amount initially recognized in respect of an asset to its component parts and account for each component separately when the components have different useful lives or the components provide benefits to the entity in a different pattern.

### ***Decommissioning and Reclamation Liabilities***

Unlike Canadian GAAP, IFRS does not have a specific standard with guidance on accounting for site restoration and rehabilitation liabilities. Instead, the IFRS guidance on restoration provisions exists in the general provisions standard.

The key difference is that IFRS recognizes restoration provisions for legal or constructive obligations while Canadian GAAP only recognizes provisions for legal obligations. In addition, IFRS requires the obligation to be measured with a pre-tax discount rate at each reporting date. Conversely, Canadian GAAP uses a credit-adjusted, risk-free interest rate and only re-measures the liability if there are changes in the amount or timing of the cash flows.

The Company's asset retirement obligations are expected to be settled in the year ending May 31, 2011 and, therefore, there will be only a minimal impact on the financial statements. The Company will be using the IFRS 1 exemption which allows valuation on the date of transition.

### ***Income Taxes***

Like Canadian GAAP, deferred income taxes under IFRS are determined using the liability method for temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, and by generally applying tax rates applicable to the Company to such temporary differences. Deferred income taxes relating to temporary differences that are in equity are recognized in equity and under IFRS subsequent adjustments thereto are backward traced to equity.

IFRS prohibits recognition where deferred income taxes arise from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither accounting nor taxable net earnings. The Company expects the impact of implementing IAS 12, Income Taxes will not have a significant impact on the financial statements. However, as events and circumstances of the Company's operations change that give rise to future income taxes, IAS 12 will be applied.

### ***Conclusion***

As the Company elects and approves the IFRS accounting policy for each of the areas above, management will determine and disclose the potential impact of the IFRS adoption at the transition date on its financial statements. The International Accounting Standards Board will also continue to issue new accounting standards during the conversion period and, as a result, the final impact of IFRS on the Company's consolidated financial statements will only be measured once all the IFRS applicable accounting standards at the conversion date are known.

Based on management's assessment of the information system currently used by the Company, all information required to be reported under IFRS is expected to be available with minimal system changes. In addition, based upon the Company's current operations, it is management's opinion that the adoption of IFRS is not expected to have a significant impact on internal controls and reporting procedures.

One of the more significant impacts identified to date of adopting IFRS is the expanded presentation and disclosure requirements. Disclosure requirements under IFRS generally contain more breadth and depth than those required under Canadian GAAP and, therefore, will result in more extensive note references. The Company is continuing to assess the level of presentation and disclosures required for its consolidated financial statements.

The Company currently does not have any debt covenants, capital requirements, compensation arrangements, or material contracts that impact its current business activities that would affect the conversion to IFRS.

Management, members of the board of directors and audit committee have the required financial reporting expertise to ensure the adequate organization and transition to IFRS.

## **FINANCIAL INSTRUMENTS**

### a) ***Fair value***

The Company's financial instruments consist of cash, restricted cash, short-term investments, receivables, reclamation deposits, and accounts payable and accrued liabilities. Cash, restricted cash, short-term investments and reclamation deposits are carried at fair value using a level 1 fair value measurement. The carrying values of the receivables and accounts payable and accrued liabilities approximate their fair value because of the short term nature of these instruments. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, price or credit risks arising from its financial instruments.

### b) ***Management of financial risk***

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments are summarized below.

#### *Foreign exchange risk*

The Company is primarily exposed to currency fluctuations relative to the Canadian dollar through expenditures that are denominated in US dollars and Peruvian Soles. Also, the Company is exposed to the impact of currency fluctuations on its monetary assets and liabilities.

The operating results and the financial position of the Company are reported in Canadian dollars. Fluctuations in exchange rates will, consequently, have an impact upon the reported operations of the Company and may affect the value of the Company's assets and liabilities. The Company currently does not enter into financial instruments to manage foreign exchange risk.

The Company is exposed to foreign currency risk through the following financial assets and liabilities denominated in currencies other than Canadian dollars:

May 31, 2011	Cash	Receivables	Accounts payable and accrued liabilities
US dollars	\$ 84,422	\$ 2,954	\$ (3,497)
Peruvian Soles	S/. 719	S/. -	S/. -

May 31, 2010	Cash	Receivables	Accounts payable and accrued liabilities
US dollars	\$ 217,165	\$ 2,837	\$ (8,789)
Peruvian Soles	S/. 1,630	S/. -	S/. (1,500)

At May 31, 2010 with other variables unchanged, a +/-10% change in exchange rates would decrease/increase pre-tax loss by \$8,151.

#### *Interest rate and credit risk*

The Company has significant cash balances and no interest-bearing debt. The Company has no significant concentrations of credit risk arising from operations. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by reputable financial institutions with which it keeps its bank accounts and management believes the risk of loss to be remote. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

Receivables consist of goods and services tax due from the Federal Government of Canada and accrued interest on the reclamation deposits. Management believes that the credit risk concentration with respect to receivables is remote.

#### *Liquidity Risk*

The Company manages liquidity risk by maintaining sufficient cash balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short term obligations. As at May 31, 2011, the Company had a cash balance of \$1,361,917 (2010 - \$868,359) to settle current liabilities of \$55,485 (2010 - \$62,570).

#### *Commodity Price risk*

The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in the market prices of gold and silver. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

#### *Sensitivity analysis*

The Company has designated its cash and restricted cash as held-for-trading, which are measured at fair value and short term investments as available for sale, which are also measured at fair value. Accounts receivable are classified as loans and receivables, which are measured at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost. As at May 31, 2011, the carrying amount of accounts receivable and payable equals fair market value. Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible" over a three month period:

- Cash and short-term investments include deposits which are at variable interest rates. Sensitivity to a plus or minus 1% change in rates would affect net loss by \$13,619.
- Price risk is remote since the Company is currently not a producing entity.

## **CAPITAL MANAGEMENT**

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure for its projects for the benefit of its stakeholders. As the Company is in the exploration stage, its principal source of funds is from the issuance of common shares.

In the management of capital, the Company includes the components of shareholders' equity as well as cash, receivables, and short term investments balances.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, enter into joint venture property arrangements, acquire or dispose of assets or adjust the amount of cash and short-term investments.

The Company's investment policy is to invest its cash in highly liquid short-term interest-bearing investments selected with regards to the expected timing of expenditures from continuing operations.

The Company expects its current capital resources will be sufficient to carry its exploration and development plans and operations through its current operating period.

## **ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE**

Additional disclosure concerning NDR's general and administrative expenses and mineral property costs is provided in the Company's Consolidated Statement of Loss and the Consolidated Schedule of Mineral Property Costs contained in its Annual Consolidated Financial Statements for the year ended May 31, 2011. These statements are available on NDR's website at [www.newdimensionresources.com](http://www.newdimensionresources.com) or on its SEDAR Page Site accessed through [www.sedar.com](http://www.sedar.com).

## **APPROVAL**

The Board of Directors of NDR has approved the disclosure contained in this annual MD&A. A copy of this annual MD&A will be provided to anyone who requests it.

## **ADDITIONAL INFORMATION**

Additional information relating to NDR is on SEDAR at [www.sedar.com](http://www.sedar.com).

## **FORWARD LOOKING INFORMATION**

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, statements with respect to the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of mining operations, environmental risks, permitting 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" or the negative of these terms or comparable terminology. By their very nature 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 actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of resources; possible variations in ore reserves, 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; as well as those factors detailed from time to time in the Company's interim and annual financial statements which are filed and available for review on SEDAR at [www.sedar.com](http://www.sedar.com). 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. 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.