

**DRUK CAPITAL PARTNERS INC.**  
**Form 51-102F1**  
**MANAGEMENT DISCUSSION AND ANALYSIS**  
**For the Three Months Ended December 31, 2011**

This Management Discussion and Analysis (“MD&A”) of DRUK Capital Partners Inc. (the “Company”) provides analysis of the Company’s financial results for the six months ended December 31, 2011. The following information should be read in conjunction with the Company’s unaudited condensed interim financial statements and the notes thereto for the six months ended December 31, 2011.

This MD&A is prepared as of March 12, 2012. All dollar figures stated herein are in Canadian dollars, unless otherwise specified.

**Nature of Business**

The Company was incorporated under the British Columbia Business Corporation Act on March 16, 2010. The Company is a Capital Pool Company (“CPC”) as defined in Policy 2.4 of the TSX Venture Exchange (“TSX-V or Exchange”). As a CPC, the Company’s principal business is to identify, evaluate and acquire assets, properties or businesses which would constitute a qualifying transaction in accordance with Policy 2.4 of the Exchange (“Qualifying Transaction”). Such a transaction will be subject to shareholder and regulatory approval.

On August 10, 2010 the Company filed a prospectus with the British Columbia and Alberta Securities Commissions offering 2,000,000 common shares at \$.10 per share as an initial public offering (“IPO”). The IPO was completed on August 30, 2010.

As of December 31, 2011, the Company had no business or assets other than cash, prepaid expenses, refundable deposits and short term loans.

**Overall Performance**

The Company continues to identify and evaluate businesses and assets with the view of completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the TSX-V and in the case of a Non-arms Length Qualifying Transactions also subject to Majority and Minority Approval in accordance with the CPC Policy. The Company has not conducted any commercial operation other than to enter into discussions for the purpose of identifying potential acquisitions or interests. The Company is not restricted to pursuing a company, asset or business in any specific business or industry sector, or in any geographical area, and the

Company has reviewed and anticipates it will continue to review companies, assets and businesses in a broad range of industry sectors and geographical areas.

Until completion of a Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of businesses and assets with a view to completing a potential Qualifying Transaction. With the consent of the TSX-V, this may include the raising of additional funds in order to finance an acquisition.

As announced on November 17, 2011, the Company has negotiated the terms and conditions of a formal Share Exchange Agreement (the "Agreement") whereby the Company may purchase all of the outstanding shares of TransAfrican Gold Inc. ("TGI"). The transaction is subject to TSX Venture and shareholder approval.

### Selected Financial Information

The financial statements have been prepared in accordance with Canadian generally accepted accounting principles and are expressed in Canadian dollars. A summary of selected financial information for the six months ended December 31, 2011 are as follows:

	Three Months Ended December 31, 2011	Three Months Ended September 30, 2011	Three Months Ended June 30, 2011	Three Months Ended March 31, 2011	Three Months Ended December 31, 2010	Three Months Ended September 30, 2010
Total Revenue	Nil	Nil	Nil	Nil	Nil	Nil
Net loss	\$81,789	\$83,829	\$37,388	\$41,377	\$14,125	\$27,846
Net loss per share	\$.010	\$.010	\$.015	\$.017	\$.005	\$.011
Total assets	\$1,711,758	\$2,967,537	\$1,828,261	\$1,843,646	\$293,444	\$302,589
Total liabilities	\$44,432	\$45,424	\$60,848	\$37,717	\$4,981	\$23,000

- Net loss from continuing operations is identical to the total net loss for the quarter.
- Fully diluted loss per share has been calculated from the completion of the IPO at August 30, 2010 and includes the shares issued in the Private Placement in March 2010 as the initial shares are subject to and not released from the escrow agreement as of March 31, 2010.

- The company has no history of declaring dividends.

For the period from incorporation to December 31, 2011, the Company reported no discontinued operations, no changes in accounting policy and declared no cash dividends.

## **Results of Operations**

### *Three months ended December 31, 2011*

The company had a net and comprehensive loss of \$81,789 for the three months ended December 31, 2011 compared to a net loss of \$14,125 for the three months ended December 31, 2010. The increase in loss is due to the fact that the company continues to be engaged in the search for a qualifying transaction.

Expenses consisted of \$5,055 of travel expenses (2010 – \$3,700), consulting of \$63,531 (2010 – nil), professional fees of nil (2010 – \$10,420), and office and filing fees of \$13,203 (2010 - \$5).

## **Liquidity and Capital Resources**

As at December 31, 2011 the Company had working capital of \$3,677,326 (2010 - \$288,463), an accumulated deficit of \$319,850 (2010 - \$75,465) and cash on hand of \$3,711,758 (2010 - \$293,444). During the three months ended December 31, 2011, operating activities provided cash of \$148,325 (2010 – used cash of \$59,990). Cash on hand in the amount of \$1,639,232 has been classified as restricted funds in accordance with the terms of the issuance of the Special Warrants.

From March 23, 2010 to April 29, 2010 the Company raised \$175,000 from a private issuance of 3,500,000 common shares. On August 30, 2010 the Company raised net proceeds of \$170,314 (net of share issue costs of \$29,686 paid to the brokers) from its IPO by issuing 2,000,000 common shares at \$.10 per share for gross proceeds of \$200,000. On March 2011 the Company raised \$1,557,716 (net of share issue costs of \$62,244 paid to certain arm's length finders) from a private placement of 2,699,934 common shares at \$0.60 per share for gross proceeds of \$1,619,960.

To date the Company's sole source of income has been the issuance of equity securities for cash. The Company has issued common shares pursuant to private placement financings with management and third parties as well as through an IPO. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity financing, or that such access will be timely and in the amounts necessary to fund the Company's

activities. There are many conditions beyond the Company's control which have a direct bearing on the level of investor interest in the purchase of the Company securities.

The financial statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence. The continuing operations of the Company are dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in or an interest in properties, assets or businesses and raise adequate financing to sustain such operations in the future. Management is also aware that material uncertainties exist, related to current economic conditions, which could cast significant doubt upon the entity's ability to finance current and future activities.

The Company does not have "standby" credit facilities, or off-balance sheet arrangements and it does not use hedges or other financial derivatives. Further, the Company has no lines of credit or other sources of financing which have been arranged but as yet unused.

The Company has sufficient capital resources to meet current operations and short term plans. Regardless, additional capital will be required in the longer term. The ability to raise additional funds may be impaired or such financing may not be available on favourable terms, due to conditions beyond the control of the Company, such as continued uncertainty in the capital markets and depressed commodity markets.

### **Critical Accounting Estimates and Accounting Policies**

The preparation of the Company's financial statements requires the Company to use estimates and assumptions that affect the reported amounts of assets and liabilities. The Company's accounting policies are described in Note 2 to the Companies unaudited Financial Statements.

### **Off-Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements that are likely to have or are reasonably likely to have a material current or future effect on the Company's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that have not been disclosed in the Company's financial statements.

### **Related Party Transactions**

On August 30, 2010 the Company granted options to the Company's directors and officers to purchase up to an aggregate of 250,000 common shares of the company at an exercise price of

\$.10 per share. The options vested on August 30, 2010, the date the common shares of the Company were listed for trading on the TSX Venture Exchange. The options are exercisable for five years from August 30, 2010, the closing date of the Company's initial public offering of securities. The value of the options is recorded as stock based compensation and determined at \$18,615 using the Black-Scholes option-pricing method. As at December 31, 2011, there have been no other related party transactions since the Company's inception.

### **Proposed Transactions**

On November 17, 2011, the Company announced it has entered into, subject to on-going due diligence, corporate and regulatory approvals, a formal Share Exchange Agreement (the "Agreement") whereby the Company may purchase all of the outstanding shares of TransAfrican Gold Inc. ("TGI"). TGI is a British Columbia based privately held mineral exploration and development company whose principal assets are located in the country of Tanzania. The acquisition of TGI and its assets remains subject to a number of terms and conditions but if completed would become the Company's qualifying transaction. Under the agreement, as at December 31, 2011, the Company would issue 11,042,614 common shares of the Company and rights to receive an additional 5,200,000 common shares. The rights are to be converted to common shares of the Company upon TGI completing the acquisition of certain concessions within 90 days of the execution of a definitive agreement with the Company. Upon closing \$760,501 in loans advanced by shareholders of TGI will become repayable by the Company.

In relation to the acquisition the Company has agreed to lend TGI up to \$500,000 for working capital purposes. The loan bears interest of 4.0% per annum compounded semi-annually, commencing from the date of each advance. The interest is to be repaid upon repayment of the loan. The loan amount is to be repaid upon closing of the Agreement (or any replacement definitive agreement). If the Agreement does not close the due date will be the earliest of 12 months following the date of the first advance or the date TGI completes a financing at least equal to the amount owing. TGI has also agreed to pay a bonus payment equal to 4.5% of the loaned amount upon maturity. The loan is secured by the assets of TGI.

### **Outstanding Share Data as at December 31, 2011**

- a) Authorized and issued share capital

<b>Class</b>	<b>Par Value</b>	<b>Authorized</b>	<b>Issued Number</b>
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Common	Without par value	Unlimited	8,199,934
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b) Summary of options outstanding

Security	Number	Number Exercisable	Exercise Price	Expiry Date
Options	250,000	250,000	\$0.10	August 30, 2015

c) Summary of warrants outstanding

Security	Number	Number Exercisable	Exercise Price	Expiry Date
Warrants	120,000	120,000	\$0.10	August 30, 2012
Warrants	58,997	58,997	\$0.70	September 17, 2012

- d) 3,500,000 shares issued in 2010 and outstanding at September 30, 2010 are subject to an escrow agreement, their release being subject to regulatory approval. Under the escrow agreement 10% of the escrowed common shares will be released from the escrow on the issuance of the Final Exchange Bulletin (the "Initial Release") and an additional 15% will be released every 6 months following the Initial Release.
- e) 2,000,000 shares were issued on August 30, 2010 for the Company's IPO at \$.10 per share.
- f) All 250,000 options granted to the directors and officers in 2010 vested on the date the common shares of the Company were listed for trading on August 30, 2010, and will be exercisable for five years from August 30, 2010.
- g) 2,699,934 shares were issued in March 2011 by a private placement at \$.60 per share.

### Special warrants

The Company completed a private placement of up to 4,545,454 special warrants at a price of \$0.55 per special warrant for gross proceeds of \$2,141,775. The Company closed the first tranche of 2,432,454 units for gross proceeds of \$1,337,850, the second tranche of 1,361,682 units for gross proceeds of \$748,925 and the third tranche of 100,000 units for gross proceeds of \$55,000. The special warrants are to be converted to common shares upon closing of the transaction with TGI. If closing does not occur prior to March 31, 2012, special warrant holders will receive a pro-rata interest in the Loan to TGI and remaining proceeds from the private placement held by the Company at that time. Upon assignment

of the TGI Loan and remaining proceeds to special warrant holders, obligations of the Company will be satisfied, and special warrant holders will have no right to receive common shares of the Company. Finders' fees of \$77,236 were paid in relation to the offering.

## **Financial Instruments**

See Note 5 to the financial statements for financial instrument disclosure.

## **International Financial reporting standards ("IFRS")**

The condensed interim financial statements have been prepared in accordance with IFRS as adopted by Canada on January 1, 2011, and by the Company on July 1, 2011. The Company's transition date is July 1, 2010. This represents the Company's first application of IFRS as at and for the six months ended December 31, 2011, including fiscal 2011 comparative periods. The financial statements have been prepared in accordance with IFRS 1, "First time Adoption of International Reporting Standards" and with International Accounting Standard ("IAS") 34, "Interim Financial Reporting", as issued by the international Accounting Standards Board ("IASB").

These policies have been applied retrospectively and consistently applied except where specific exemptions permitted an alternative treatment upon transition to IFRS in accordance with IFRS 1. Previously, the Company prepared its interim and annual consolidated financial statements in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"). These consolidated interim financial statements should be read in conjunction with the Company's annual financial statements for the year ended June 30, 2011, prepared in accordance in Canadian GAAP. Certain disclosures that are required for annual financial statements prepared in accordance with IFRS are not included in these interim financial statements nor in the Company's financial statements for the year ended June 30, 2011.

The interim consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The preparation of condensed interim financial statements in conformity with IAS 34 requires management to make judgments, estimates and assumptions that affect the application of

policies and reported amounts of assets and liabilities, income and expenses. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- i) The recoverability of refundable deposit which is included in the statements of financial position;
- ii) The inputs used in accounting for stock-based compensation expense, which are included in the consolidated statements of operations; and
- iii) The recognition of deferred income taxes.

These unaudited interim financial statements, including comparatives have been prepared using accounting policies consistent with IFRS. The financial statement has been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, this financial statement has been prepared using the accrual basis of accounting.

### **Internal Control Disclosure**

On November 23, 2007, the British Columbia Securities Commission exempted Venture Issuers such as the Company, from certifying disclosure controls and procedures, as well as internal controls over financial reporting as of December 31, 2007 and thereafter. The company is now required to file basic certificates, which will be done for fiscal 2011. The company makes no assessment relating to establishment and maintenance of disclosure controls and procedures as defined under Multilateral Instrument 52-109 as at December 31, 2010.

### **Subsequent Events**

Subsequent to December 31, 2011, the Company advanced an additional \$3,000 to TGI.

With respect to the Refundable Deposit and Loan to TGI, it is of the opinion of the Company that an event of default has occurred. In such an event of default, all loan amounts advanced to TGI become immediately due and payable. Druk will be exercising such legal recourse as it deems necessary to realize on this debt.

### **Additional Information**

Additional information relating to the Company has been filed on SEDAR and is available at [www.sedar.com](http://www.sedar.com).