DPH DUNCAN PARK
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Management's Discussion and Analysis

For the Year Ended

November 30, 2017

Dated March 29, 2018

NOTE

The dating of this version of the Management Discussion and Analysis has been updated by one day from March 28, 2018 to March 29, 2018 to correspond with the date of the auditors' report on the annual financial statements.

There have been no other changes to the previous document.

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Introduction

The following is management's discussion and analysis ("MD&A") of the results of operations and financial condition of Duncan Park Holdings Corporation ("Duncan Park" or "the Corporation") as at and for the year ended November 30, 2017. It is provided and should be read in conjunction with the Corporation's audited financial statements and notes thereto for the same period which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Readers should also refer to the Corporation's annual audited financial statements and notes thereto for the year ended November 30, 2016, which have comparative figures for 2015. Readers are further encouraged to visit the Corporation's website at www.duncanpark.com and to view the public information filings at www.sedar.com.

This MD&A also covers the subsequent period up to March 29, 2018, the date of the directors' approval of this report.

Value Creation Strategy

Duncan Park traditionally seeked and continues to seek to enhance shareholder value through the successful exploration for gold and other precious metals in Canada and the United States of America, two of the most politically stable regions of the world. However, given the depressed state of the market for early stage exploration, management is also considering other options which might provide shareholders with increased value sooner than may be possible through the continued exploration for gold.

Funds for the exploration for gold are typically raised by way of private placement of shares. For planned exploration in Canada the Corporation issues "flow-through" shares pursuant to which the available tax benefits for Canadian Exploration Expenses are transferred from the Corporation to the investor.

Current Situation

Property

The Corporation has acquired a 100% interest in two abutting properties in the Red Lake mining district of Ontario, Canada. The Dome property comprises 17 unpatented mining claims relating to 40 mining units and covering approximately 504 Hectares (1245 acres), and the McManus Claims which comprise 17 patented mining claims and 11 licenses of occupation covering approximately 324 hectares (801 acres), for a combined total of approximately 828 hectares (2046 acres). The Red Lake mining camp has been a major Canadian gold producing district since 1930, with cumulative production estimated to be in excess of 25 million ounces.

Initial exploration of the property was conducted primarily by the use of geophysical studies and analyses to identify targets which were further explored by diamond drilling on land based claims commencing in the summer of 2011 and on the lake based claims in the winter of 2012. The Corporation is encouraged by the results because it believes that it has discovered a previously unidentified mineralized zone running parallel to the main trend defined by three historic Goldcorp mines, and approximately four kilometers south of it.

In addition to its mineral rights, since the earn-in agreement with Camp McMan Red Lake Gold Mines Ltd. included a provision that any unsold surface rights would be included in the earn-in, the Corporation also holds the surface rights to some property, including six vacant building lots in a subdivided real estate development on the east side of Red Lake, between the towns of Red Lake and Balmertown and two nearby lots totaling 37.4 hectares (93.5 acres). In the 2012 winter drilling program the Corporation used two of the building lots in the subdivision as bases for positioning drilling rigs, and may do so in the future. At the end of the first quarter of fiscal 2016, management determined that, in spite of their possible usefulness for a drilling platform, it should attempt to sell some of the Company's surface rights to help provide liquidity to pay administrative costs and, accordingly, reclassified these properties as land held for resale in the statement of financial position at the end of first quarter of fiscal 2016. However, it has since been determined that the market for real estate in Red Lake is generally depressed and the Corporation has not been able to obtain a reasonable price for any lot, so the Corporation has taken the surface rights off the market and reclassified them as a long-term asset in the financial statements at the end of the third quarter of fiscal 2016.

From a geological perspective, these properties are as valuable as ever. Management is still optimistic that the Company has found a new trend in the Chukuni River basin parallel and close to that being mined by Goldcorp.

The bottom line is still:

1. Duncan Park has a large, clean, land holding in the center of a world-class gold district.
2. There are indications of mineralization at the surface and in drilling.
3. The initial geophysical work has demonstrated that some "targets" are, in fact, sulfide bearing rocks and some of these do contain anomalous gold and pathfinder elements.
4. Throughout the district gold deposits have been found in multiple geologic environments and the science of discovery is still evolving.
5. These permissive geological environments do occur on our ground.

However, whereas this time last year, and throughout most of fiscal 2017, the Company was focused on raising money for gold exploration and discussed the possibility with five potential sources, at this time the Company has determined that the public company shell itself might be more valuable in a different line of business, such as Block-chain or marijuana and is currently pursuing that course.

From a financial reporting perspective, given the possible change in thrust of the Corporation referred to above, management considers it prudent to write down the carrying value of these E&E properties to their estimated realizable value.

In November 2016, the Corporation took a preliminary write-down on these E&E properties. At that time the recoverable amount was determined based on various market indicators, primarily the then current share price and implied Corporation market capitalization. The recoverable amount was determined to be approximately $2,200,000, and a $500,000 provision for decline in value was recorded.

In November 2017, the Corporation, applying the accounting principles set out in Note 3 to the financial statements and recognizing the possibility of a change in direction for the Corporation, the Corporation determined that it was appropriate to write down the carrying value of its E&E properties to estimated realizable value. After careful review of the state of early stage exploration for gold particularly in Red Lake, Ontario, management set the value of the E&E properties at $50,000, and that of the vacant land at $25,000. This resulted in a $2,324,971 provision for decline in value in the Statements of Operations.

Financial

Due to the state of the financial markets the Corporation was unable to raise funds for exploration in fiscal 2016 or in fiscal 2017. In the first quarter of 2015 it raised $55,000 by the issue of flow-through shares which was sufficient to complete certain geophysical exploration and analysis. The Corporation has not been able to raise any money for exploration since that time and may or may not be able the raise the additional funds needed to follow up the geophysics with diamond drilling.

The Corporation has relied on loans from directors and shareholders to pay its administrative expenses for the past three years. Unsecured loans totaling $396,821 plus accrued interest of $51,183 for a total liability of $448,004 became due and payable on December 15, 2017. They were not paid on time or subsequently, and are, therefore, in default. To date, none of the debtholders have demanded payment. Management is in negotiation with third parties to try to resolve the Corporation's overall financial difficulties which would include repayment or settlement of this debt, but there is no guarantee that they will be successful. If they are not successful, these unsecured debtholders, in conjunction with the other unsecured debtors, could sue the Corporation for the debt, and, upon securing judgment, could lay claim to all of the Corporation's assets, including the Red Lake exploration property.

At November 30, 2017 the Corporation had a working capital deficiency of $605,080 (2016- working capital deficiency of $25,779). The primary reason for the increase is the classification of the term loans payable of $448,004, from long-term to current liabilities due to their becoming payable within one year and increased amounts owing to suppliers,. Further, the Corporation must raise $448,004 to repay the term loans due and in default subsequent to year end in addition to approximately $14,000 per month needed for normal ongoing administrative expenses.

The Corporation has embarked on a program to resolve the overall negative situation, but there is no way of knowing whether it will be successful. For further analysis see "Working Capital" below.

Significant 2017 Events

1. Payment of Advance Minimum Royalty

In December 2016, the Corporation paid the $10,000 annual Advance Minimum Royalty due to Camp McMan Red Lake Mines Inc. with respect to the McManus patented claims.

2. Reclassification of Director and Shareholder Loans

On December 16, 2016, the Corporation reclassified its long-term debt as a current liability because it was then due in less than one year.

3. Ongoing Expenses

In the normal course of business, the Corporation has incurred administrative expenses but has had only minimal infusions of cash by way of $11,500 of term loans and $60,500 of working capital advances included in accounts payable and accrued liabilities. Subsequent to year end, additional working capital advances of $45,000 were received from shareholders of the Corporation.

Significant 2016 Events

4. Term Loans

On February 29, 2016 the Corporation entered into a $35,000 term loan with Mr. Ian McAvity the then President and Chief Executive Officer. The loan bears interest at the rate of 5% per annum calculated annually, and is due and payable on or before December 15, 2017.

On May31, 2016 the Corporation entered into a $30,000 term loan with Mr. Eric Salsberg, the Chairman of the Board. The loan bears interest at the rate of 5% per annum calculated annually, and is due and payable on or before December 15, 2017.

On August 16, 2016 the Corporation entered into a US$15,000 term loan with a shareholder. The loan bears interest at the rate of 5% per annum calculated annually, and is due and payable on or before December 15, 2017.

On November 29, 2016 the Corporation entered into a $36,000 term loan with Mr. Eric Salsberg, the Chairman of the Board. The loan bears interest at the rate of 5% per annum calculated annually, and is due and payable on or before December 15, 2017.

5. Death of President and CEO

On March 16, 2016, Mr. Ian McAvity, President and CEO of the Corporation, died suddenly of a heart attack.

6. Expiration of Options

During the second quarter of 2016, all of the outstanding options expired unexercised.

General Matters

Management's Responsibility for Financial Statements

The information provided in this report and in the financial statements is the responsibility of management. In the preparation of this information estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes that such estimates have been based upon careful judgments and have been properly reflected in the accompanying financial statements.

Disclosure and Internal Controls

Disclosure controls and procedures have been established to provide reasonable assurance that material information that is required to be disclosed by the Corporation is accumulated and communicated to the Corporation's management as appropriate to allow timely decisions regarding required disclosure.

Furthermore, internal controls over financial reporting have been established to ensure that the Corporation's assets are safeguarded and to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with International Financial Reporting Standards ("IFRS"). However, readers must understand and accept that, due to the small size of the Corporation, the Corporation cannot institute many of the internal control procedures, such as the segregation of duties, available to larger organizations.

It is not expected that the disclosure controls and procedures will prevent or detect all errors and fraud. A control system, no matter how well conceived or operated, can only provide reasonable assurance that the objectives of the control system are met.

Quarterly Numbers

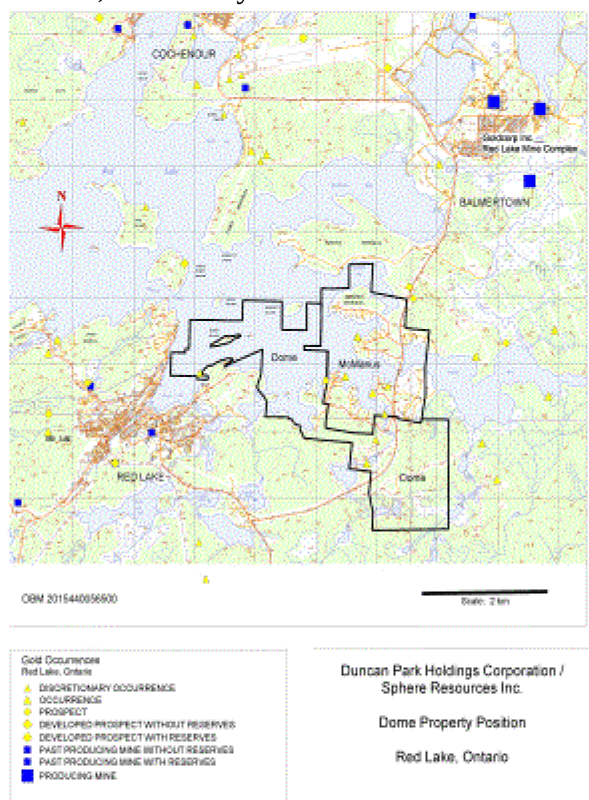
This MD&A presents financial information by fiscal quarters.

The quarterly loss from continuing operations and the total loss for the last two years is as follows.

	2017		2016	
	Loss	Per Share	Loss	Per Share
Q1	46,545	$0.000	30,107	$0.000
Q2	52,118	$0.000	44,904	$0.000
Q3	23,029	$0.000	41,530	$0.000
Q4	2,358,457	$0.019	528,015	$0.005

Red Lake Property

The Corporation has acquired a 100% interest in two separate but abutting properties in the Red Lake mining district of north-western Ontario, Canada, commonly referred to as the “Dome” Property and the “McManus” Claims. The map at right shows the location of the claims in relation to the municipality of Red Lake and the surrounding projects including known gold “showings”, and current and past producing mines.



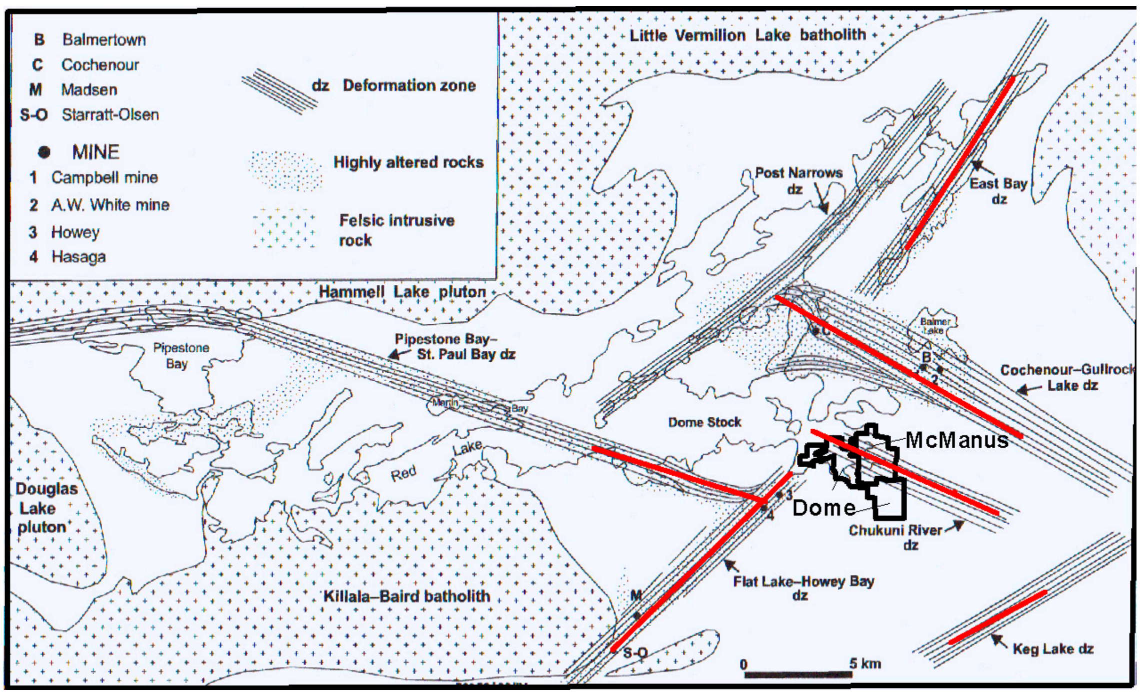
The Duncan Park Dome/McManus project covers a large land holding in the heart of one of the world’s most productive gold districts. The land holding consists of 17 unpatented mining claims (504 hectares, subject to an underlying 2% NSR royalty), and 17 patented mining claims and 11 licenses of occupation (cumulatively 324 hectares, subject to a 3% underlying NSR royalty), for a total of 828 hectares.

The Red Lake Camp, as evidenced by widespread ore deposits and prospects, is host to a huge, district scale mineral system stretching at least from the Sherritt International deposit in the southwest to the Rubicon F2 Zone in the northeast and including the large Goldcorp mines a short distance from Duncan Park’s property. Given the proper structural setting, any place within this zone is highly prospective for the occurrence of high-grade gold deposits.

Local Geology

The oldest assemblage of rocks in the Red Lake area is the Balmer assemblage (2860-2840 Ma), which is generally comprised of primarily massive tholeiitic basalts with minor felsic volcaniclastic rocks and metasedimentary rocks (Stott and Corfu, 1991). This assemblage is unconformably overlain by the younger Confederation assemblage (2742-2732 Ma), which generally is comprised of intermediate pyroclastics with minor rhyolitic flows and tuffs built on a sequence of mafic to intermediate pillowed flows (Stott and Corfu, 1991). Outcrop exposure becomes diminished eastward as the blanket of glacial overburden increases and topography flattens; best exposures are found on lakeshores and riverbanks.

Although contiguous, the Dome property is divided between a northwestern, predominantly water based block of claims, and a southeastern, predominantly land based block of claims. The McManus property fills in and squares up the block to the north of the south-eastern and east of the north-western Dome claims.
The map below shows that the northwestern block of the Dome claims is at a projected intersection of the Flat Lake – Howey Bay deformation zone (now known as the Madsen Trend) and the Chukuni River deformation zone, and that both zones contain a fault, and that the McManus patents lie along the Chukuni River deformation zone.



Source: Geological Survey of Canada – Current Research 2000 C-18

Exploration Program

The Dome/McManus project is an early stage project with significant geological, geophysical and geochemical work completed as well as 21 diamond drill holes totaling 7,016 meters drilled over two years of field work at a cost of $2.7 million.

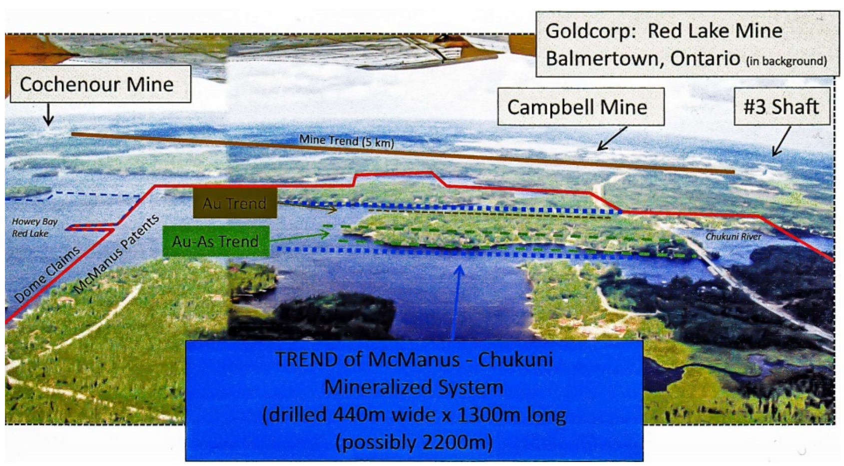
The Corporation determined that it was best to explore the property initially using shallow and intermediate depth Induced Polarization ("IP") geophysical surveys, followed by diamond drilling of selected targets identified.

The first geophysical study was done on the south-eastern, land based claims of the Dome property, the only accessible property at the time, in the summer of 2010. After the addition of the adjacent McManus patents later in 2010, a comprehensive geophysical study of the combined properties was performed in the winter of 2011. These resulted in the identification of a number of promising targets.

In the summer/autumn of 2011, the Corporation conducted a diamond drilling program on the land based claims of the combined properties which produced encouraging results, particularly on the McManus patents. These were followed up in 2012 by a winter drilling program on the lake based claims which focused first on the Dome property at the projected intersection of two deformation zones, and then on an area of interest on the McManus patents. The results are even more encouraging.

On January 28, 2015 a five-man crew from Abitibi Geophysics Inc. of Val-d'Or, Quebec commenced a fourteen-line geophysical exploration of the western, lake based claims of the Dome property using that company's latest version of its IPower 3D technology. The field work was completed in early February, 2015. The report by Abitibi indicated that the more modern technology clarified an anomaly adjacent to a previous drill hole and identified a new one south-west of it.

The most important result to date is the identification, pictured above, of a northwesterly trending structural zone with abundant sulfides and anomalous geochemistry. This zone is interpreted to be part of the Chukuni Deformation Zone as defined by the OGS/CGS and is sub-parallel to the Goldcorp mine trend. Thus far, the new zone has been traced across the surface exposure of the Duncan Park McManus Peninsula patented claims and it appears to extend under Duncan Park's Red Lake unpatented claims.



Eight diamond drill holes drilled by Duncan Park have demonstrated the occurrence of anomalous geochemistry indicating that the zone continues at depth. Gold, both visible and up to 23.5 g/t in analyses, has been identified in quartz veins on the property.

The Corporation believes that it has discovered a previously unidentified mineralized zone running parallel to the main trend defined by three historic Goldcorp mines, and approximately four kilometers south of it.

This large land package has been dramatically underexplored and excellent drill targets remain. The next phase of work should involve targeted diamond drilling supported by additional geological mapping and soil/rock chip geochemical sampling.

Financial Activities and Results

Income

The Corporation has no operating income. It earns minimal interest income on cash in its bank accounts.

The following compares the expenses between 2017 and 2016. The numbers are substantially comparable from year to year. Comments on each item follow.

	2017	2016
Compensation		
CEO	39,386	19,652
CFO	12,969	15,610
Legal		
General corporate matters	32,706	37,147
Exploration costs		
Audit	14,714	14,167
Regulatory compliance	14,062	23,606
Investor communications	3,076	2,233
Interest on promissory notes	22,806	15,798
Property taxes	4,000	7,254
Office and general	12,824	11,226
	156,543	146,693

Executive Compensation

Mr. Ian McAvity was appointed Acting President & Chief Executive Officer of the Corporation as of August 21, 2007. In March, 2011 he was appointed President and Chief Executive Officer. The Corporation entered into a management agreement with him dated effective as of August 21, 2007 for the provision of certain management services on an ongoing basis. The agreement provided for Mr. McAvity to receive a fee of $2,500 per month plus HST and to be reimbursed for reasonable business expenses. In order to conserve Corporation working capital, Mr. McAvity agreed to waive his compensation for the thirty-eight month period from October 1, 2012 to November 30, 2015. He continued this until his death in March, 2016.

After Mr. McAvity's untimely death in March, 2016, the Corporation has had to replace Mr. McAvity. Mr. David Shaddrick P. Geo., a director of the Corporation, agreed to

assume the position of Acting President and CEO of the Corporation until a suitable replacement is found, on terms and conditions identical to those of Mr. McAvity, except that his US$2,500 monthly fee is payable in US dollars. Effective June 1, 2016, the Corporation began accruing this cost.
Mr. Shaddrick's monthly fees are fixed and, therefore, will be comparable from period to period, but do not reflect the substantial amount and variability of the time he devotes to the Corporation's matters, particularly in the areas of financing and planning and monitoring the ongoing exploration. He was appointed to the positions of Acting President and CEO shortly after Mr. McAvity's untimely death in March, 2016. Although fees have been accruing to Mr. Shaddrick since June 1, 2016, Mr. Shaddrick has never been paid and at year end, $60,365 is included in accounts payable and accrued liabilities.

The reason the CEO compensation for 2016 is low is that Mr. McAvity waived his fees and the Company did not start accruing for Mr. Shaddrick until the third quarter.

Mr. Harold J. Doran was appointed Chief Financial Officer of the Corporation as of May13, 2005, and Secretary as of May 31, 2010. The Corporation entered into a management agreement with him for the provision of certain management services on an ongoing basis. The agreement provides for Mr. Doran to receive a fee of $75 per hour plus HST and to be reimbursed for reasonable business expenses and certain professional fees related to his position as an officer of the Corporation. The agreement may be terminated by Mr. Doran at any time on not less than one month's written notice and by the Corporation at any time, without cause, on not less than one month's written notice or, at the option of the Corporation, on payment to Mr. Doran of $2,000 in lieu of such notice plus any remuneration to which Mr. Doran is entitled as of the date of the notice of termination. The Corporation may also terminate the agreement without notice for cause. Mr. Doran is not entitled to receive any special compensation in the event of a change in control of the Corporation or any of its subsidiaries or of a change in their respective responsibilities following a change in control.

Mr. Doran is required to devote a base amount of time to the regular accounting and preparation of quarterly and annual financial statements and tax returns, which varies with the amount of exploration underway at any time. In addition, at various times, he has devoted substantial time to writing exploration agreements, reviewing exploration budgets, monitoring exploration costs against those budgets, preparing for meetings of the Technical Committees required by both exploration agreements, updating the Corporation's website, and drafting press releases,. The effort and timing of these activities is not comparable from period to period, and this is reflected in the variability of his charges. The smaller amount for 2017 is due to his having charged only for the preparation of the financial statements and not all the other work he performs. Included in accounts payable and accrued liabilities is $10,441 owing to Mr. Doran.

Legal

The regular legal expenses are higher than one might expect because the Corporation contracts out routine maintenance of the corporate records and regulatory filings.

In addition to the legal expenses reflected in the income statement, the Corporation incurs charges for share issue matters which are capitalized into the statement of financial position as deductions from share capital. There have been no such fees in 2016 or 2017.

Audit

Due to the financial difficulties in the industry in general and for the Corporation in particular, the auditors agreed to a substantial reduction in the 2016 audit fees, which was reflected in the fourth quarter of that year.

Regulatory Compliance

Regulatory compliance costs are expected to be consistent from year to year but vary with the number and size of share issues. They include exchange fees, regulatory filing fees, transfer agent fees and timely disclosure costs. The substantially reduced year-to-date cost is due to not yet having held the annual meeting of shareholders.

Investor Communications

The investor communications costs include a fixed monthly fee for the maintenance of the Corporation’s website. During 2016, the Company negotiated a reduction in the fixed monthly fee from $750 per month to $250 plus a variable cost for revisions, which resulted in a substantial reduction. This expense category also includes the cost of press releases which varies with that activity.

Property Taxes

The property taxes relate to the Red Lake land acquired as a part of the McManus agreement.

Term Loans

From time to time the board of directors authorizes the Corporation to borrow from available sources, pursuant to which it entered into the following unsecured term loan agreements with Mr. Ian McAvity, the then President and Chief Executive Officer of the Corporation, Mr. Eric Salsberg, Chairman of the Board and with shareholders.

The loans bear interest rate of 5% per annum, calculated annually and are due and payable on or before December 15, 2017. The small increase in interest on these loans reflects the $11,500 of additional advances in the year.

Subsequent to the year-end the $448,004 of term loans including accrued interest became due and were not paid on time or subsequently. Accordingly, they are now in default. To date, none of the debtholders has demanded payment. Management is in negotiation with third parties to try to resolve the Corporation's overall financial difficulties which would include repayment or settlement of this debt, but there is no guarantee that they will be successful. If they are not successful, these unsecured debtholders, in conjunction with the other unsecured debtors, could sue the Corporation for the debt, and, upon securing judgment, could lay claim to all of the Corporation's assets, including the Red Lake exploration property.

Date	Salsberg	McAvity	Shareholder	Total
02/28/2014		35,000		35,000
05/14/2014	20,000	20,000		40,000
08/29/2014	20,000	25,000		45,000
11/27/2014	10,000	15,000		25,000
02/27/2015		30,000		30,000
04/30/2015		30,000		30,000
07/20/2015		30,000		30,000
11/30/2015		30,000		30,000
02/29/2016		35,000		35,000
05/31/2015	30,000			30,000
08/18/2016			19,321	19,321
11/29/2016	36,000			36,000
01/10/2017			11,500	11,500
Total	116,000	250,000	19,321	396,821

Working Capital

The following table sets out the progression of the Corporation's working capital ($000s) for the last two years.

	Current Assets	Current Liabilities	Working Capital	Working Capital Ratio
2016				
Q1	216	51	165	4.2
Q2	216	62	154	3.5
Q3	5	44	(39)	
Q4	9	35	-26	
2017				
Q1	8	504	-496	
Q2	8	556	-548	
Q3	4	576	-572	
Q4	8	613	-605	

When the Corporation is actively exploring the expected pattern, which is the normal cycle for junior exploration companies, is that there will be intermittent increases in working capital as a result of financings and the exercise of stock options and warrants, followed by decreases for exploration and administrative expenses.

However, during 2016, and 2017 the cash flow and working capital reflect mainly the loans referred to above to pay administrative expenses, and, in particular, the reclassification of the term loans as a current liability because they are now due within one year. If one were to unbundle the working capital by segregating the term loans, the Corporation would show a working capital deficiency of $157,076. Mr. Salsberg's November 29, 2016 loan of $36,000 was sufficient to pay all of the trade accounts payable as of that date. Accordingly, the November 30, 2017 working capital deficiency is essentially the result of the administrative costs for the year, $60,365 of unpaid fees owing to Mr. Shaddrick and approximately $63,000 of working capital advances from Mr. Eric Salsberg, the Chairman of the Board as of November 30, 2017.

Management is working diligently to resolve the situation, but there can be no assurance that they will be successful. In the meantime, the Corporation implemented a cost reduction program, including closing its downtown office, to reduce its administrative costs to a minimum.

Liquidity

In addition to the term loan and working capital situations described above, the Corporation must raise approximately $14,000 per month unrestricted cash for ongoing administrative expenses, to remedy the term loan default and $10,000 to meet a minimum advance royalty payment in December 2017.

Capital Structure

Share Capital

The Corporation's primary source of funds is the issuance of additional shares. These issuances, all effected by private placements, have taken the form of units consisting of a share and a share purchase warrant, and the issue of flow-through and non-flow-through common shares for cash. There are 126,076,108 shares issued at a carrying value of $11,332,138. There have been no shares issued in the past two years.

Stock Options

The board of directors of the Corporation considers it very important to provide a meaningful incentive to persons to join and remain with the Corporation and remain committed to the growth and development of the Corporation.

4,000,000 options to acquire one common share at a price of $0.10 expiring March 31, 2016 were issued during the second quarter of 2011, including the grant of an aggregate of 3,500,000 options to the officers and/or directors of the Corporation. The balance of the options were granted to certain consultants of the Corporation. The options were exercisable for a period of five years at a price of $0.10 per share and vested over an 18-month period, with one-third of the options vesting every six months.

All of the outstanding options expired in the second quarter of fiscal 2016, unexercised.

Foreign Exchange Exposure

Currently, all operations are in Canada. However, the Corporation's accruing liability of US$2,500 per month to David Shaddrick for fees for acting as President and CEO is in US dollars, as is the US$15,000 liability for the term loan from a shareholder. Therefore, at November 30, 2017, the Corporation had approximately $60,000 in liabilities denominated in US dollars.

Off Balance Sheet Arrangements

The Corporation does not employ any such arrangements

Risk Factors

Note 1 to the Corporation's financial statements makes reference to the going concern risk faced by the Corporation. This is primarily due to its relatively low available working capital and the ongoing need to raise additional money to fund administrative costs.

The Corporation's principal activity has been and may continue to be mineral exploration. Presently it has a project comprising two abutting properties. Companies in this industry are subject to many and varied kinds of risks, including but not limited to environmental, fluctuating metal prices, and political and economic risks. Additionally, and probably significantly, few exploration projects successfully achieve commercial development. While management cannot eliminate the impact of all potential risks, the Corporation strives to manage such risks to the extent possible.

The risks and uncertainties described in this section are considered by management to be the most important in the context of the Corporation's business. The risks and uncertainties below are not inclusive of all the risks and uncertainties the Corporation may be subject to and other risks may apply.

The Corporation has no revenue from operations or other source of operating cash flow. The Corporation has limited financial resources. Substantial expenditures are required to be made to find and establish ore reserves.

The Corporation relies on the sale of equity and, more recently, short term loans to fund its operations. There is no guarantee that it will be able to obtain adequate financing in the future or that such financing will be advantageous to the Corporation. Additional funds raised by the Corporation through the issuance of equity or convertible debt securities August cause the Corporation's current shareholders to experience dilution. Such securities grant rights or privileges senior to those of the Corporation's common stockholders.

Equity market conditions for junior exploration companies raising new capital can be very volatile and challenging in turbulent economic and financial market climates. The current financial market is significantly depressed resulting in a very low market price for the Corporation's shares, making it very difficult for the Corporation to raise new capital.

Cautionary Note Regarding Forward-Looking Information

This Management Discussion and Analysis contains "forward-looking information", within the meaning of applicable Canadian securities legislation, concerning the business, operations and financial performance and condition of Duncan Park. Forward-looking information includes, but is not limited to, statements with respect to exploration plans and capital expenditures. Generally, forward-looking information can be identified by the use of forward-looking terminology 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 state that certain actions, events or results "August", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is subject to known and unknown risks, uncertainties and other factors that August cause the actual results, level of activity, performance or achievements of Duncan Park, to be materially different from those expressed or implied by such forward-looking information, including but not limited to: risks related to arbitration, international operations; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future commodity prices; possible variations in possible mineralization, government regulation, environmental risks, failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mineral exploration. Although Duncan Park has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there August be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. Duncan Park does not undertake to update any forward-looking information that is referenced herein, except in accordance with applicable securities laws.