WCB RESOURCES LTD
Management Discussion and Analysis
(Form 51-102F1)
For the Year Ended May 31, 2011
Information as of September 22, 2011 unless otherwise stated

Note to Reader

The following management discussion and analysis of the financial condition and results of operations of WCB Resources Ltd. ("WCB" or the "Company") should be read in conjunction with the Company's annual audited financial statements for the years ended May 31, 2011 and 2010, together with the notes thereto, as well as, the Company's previous financial and MD&A reports. The material herein, as of September 22, 2011, updates that information. These annual audited financial statements have been prepared in accordance with Canadian generally accepted accounting principles. Quarterly financial statements are prepared by management on the same basis. These statements are available for review under the Company's profile at www.sedar.com.

Forward-Looking Information

This discussion includes certain statements that may be deemed "forward-looking statements." All statements in this discussion, other than statements of historical facts that address future production, reserve potential, exploration drilling, exploration activities and events or developments that the Company expects, are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration successes, continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements.

Business of the Company

Overview

The Company was incorporated under the *Business Corporations Act* (British Columbia) on March 2, 2007 and was listed on the TSX Venture Exchange ("TSX-V") and called to trade on October 10, 2007. The Company completed its Qualifying Transaction (the "Transaction") under the policies of the TSX Venture Exchange on April 8, 2010. As a result of the Transaction, the Company is a Tier 2 mining issuer and changed its name from WCB Capital Ltd. to WCB Resources Ltd. The Company has not earned revenues and is considered to be in the exploration stage.

Pursuant to the Transaction, WCB entered into a Property option agreement (the "Option Agreement") with Angel Jade Mines Ltd. ("Angel Jade") under which WCB has acquired the right to earn a 100% undivided interest in and to the Maroon Property (subject to a 2.0% net smelter return royalty), by paying to Angel Jade an aggregate of $165,000 in cash, issuing to the Vendor an aggregate of 350,000 common shares of WCB, at a deemed price of $0.05 per share, and expending an aggregate of $200,000 on the Maroon Property, as follows:

1. $15,000 in cash and 100,000 common shares payable upon completion of the Transaction;
2. expenditures of a minimum of $200,000 on the Maroon Property within 12 months of the completion of the Transaction, and
3. $150,000 in cash and 250,000 common shares within 24 months of the completion of the Transaction.

As of today's date, WCB has paid $15,000 cash to the Vendor, issued 100,000 common shares valued at $5,000 and made expenditures in excess of $200,000.

Summary of projects

Set out below is a summary of WCB's key exploration opportunities.

Maroon Property

The 1,059 hectare Maroon property lies 35 kilometers north of Terrace, British Columbia. The historic exploration of the Maroon property, completed by several individuals and corporations over the last 90 years, has been successful in locating the Bear Vein system, an 1,800 meter auriferous, polymetallic vein system. Most of the historic effort has been directed toward the section of the Bear Vein system known as the Bear occurrence, which was developed by three adits and several surface pits and trenches. Two mineralized lenses have been identified within the Bear occurrence: the southwest lens and the northeast lens. The remainder of the 1,800 meter long Bear Vein system has not been explored to the same extent as the Bear occurrence.

Previously only 2 drill holes had been completed on the Maroon property by previous explorers (in 2002), that targeted the southwest lens. Hole 1 intersected the Bear vein at 69.97 meters to 70.3 meters at 26.06 g/t gold and 32.6 g/t silver. Hole 2 was terminated prior to intersecting the vein.

During the previous fiscal year, the Company completed a summer work program on the Maroon property consisting of 600 meters of drilling and trenching, focusing on a 700m section of the Bear Vein system which has an apparent total strike length of over 1,800m. The objective of the program was:

- To show that the Bear Vein system continues at depth and along strike;
- To resample some of the historical trenches and install new trenches to increase the strike length of the vein at surface; and
- To drill 4 -5 holes to increase the strike and depth extent of the vein.

A total of 6 NQ diamond-drill holes were completed from three drill pads. This puts the total number of holes drilled on the property to 8 when including the 2 previous 2002 drill holes. Drilling has taken place along a total strike length of 323 meters of the Bear Vein system. Highlights from drilling include intersections of 0.3 meters averaging 18.9 g/t gold, 0.44 meters averaging 5.9 g/t gold and 0.43 meters averaging 5.9 g/t gold.

Nine trenches were channel sampled across the vein at surface for a total of 20.7 meters along a total strike length of 294 meters. A total of 10 grab samples were taken from various sites along the property in order to repeat historical findings. Sample sites range from the tailings dumps of historical adits driven into the vein at depth to vein material seen at surface in outcrop. The strike length between samples is 260 meters and results reflected the original high grade bonanza vein target concept.

Due to seasonal time constraints the Company only drilled a small portion of the strike length. The encouraging results from this season suggest that a large scale geochemical soil survey should be undertaken on the entire property to further delineate drill targets. The Company did not complete additional work during summer 2011 and is currently evaluating its plans for summer 2012.

Red Hill Project

On August 20, 2010 the Company announced that it has entered into an Option Agreement (the "Agreement") with Elephant Mines Pty Ltd ("Elephant") whereby WCB can acquire up to 100% of Elephant's 100% owned interest in the Red Hill copper gold project (the "Project") in central New South Wales, Australia. Central New South Wales is host to significant world class Cu - Au projects including the Cadia Complex (Newcrest Mining Ltd.), the North Parkes Complex (Rio Tinto Ltd.) and the Lake Cowal Complex (Barrick Gold Ltd.).

The Red Hill Prospect is located on the eastern interpreted faulted boundary of the Cowra Yass Synclinorial Zone and is defined by a series of intense magnetic highs with associated zoned polymetallic geochemistry. Historically the area has received a variety of previous exploration typically targeting a VMS style of mineralization. WCB, however, interprets the alteration and geochemical association at Red Hill to be more typical of intrusive related systems and in particular skarn type alteration/mineralization. The significance of this is that this style of system has potential for well developed depth extensions and the geological targeting for this style mineralization has different criteria which have not been previously tested.

Pursuant to the Agreement between WCB and Elephant, WCB can earn a 50.1% interest in the Project by spending $1 million on the Project within a five year period ("First Option"). Included in this $1 million expenditure, WCB must:

1. Spend a minimum of $40,000 per year to meet the New South Wales Department of Mines minimum expenditure requirements; and
2. Drill a minimum 400 meter deep hole following favorable geological results. This hole must be completed within two years from the date of the Agreement.

WCB further has the right to purchase a 100% interest in the Project at any time during the five year option period by paying Elephant $1 million. This right is independent of the First Option and WCB may exercise this right at any time, regardless of whether or not it has exercised the First Option.

WCB will also pay Elephant $30,000 annually for a period of five years or until it has earned a 100% interest in the Project, whichever is completed earlier. WCB will be the operator and manager of the Project from the date of the Agreement.

Further to the above, WCB has committed to Elephant that it will guarantee that, at a minimum, it will spend the minimum requirement of $40,000 per year to meet the NSW expenditure requirements and provide two annual payments. WCB intends to commence its first phase exploration program on site as soon as practical.

The transactions with Elephant are subject to certain conditions including, but not limited to, the receipt of applicable regulatory approvals including approval by the TSX Venture Exchange.

In October 2010, the Company announced results from a soil sampling program that included 913 samples on a staggered grid pattern. The analysis of the results indicated a well developed coherent high order Cu and Au anomaly. The Cu/Au anomalism forms a central core which is surrounded to the east by a high order Zn anomaly and Pb anomaly. Mo and Bi form a scattered pattern throughout the system. The Cu Au anomalism is coincident with the largest magnetic high anomaly developed in the area.

The initial work confirmed the high order Cu and Au anomaly. The Company subsequently compiled historic drill data which suggested a Cu anomalism over an area measuring 300 m by 200 m. The historical drill data (circa early 1970s) did not accurately reflect the mineralization tenor due to poor drill recoveries. Accordingly the Company believes the main target has not been adequately tested.

Subsequent to the end of the period, in September 2011, the Company released the results of a systematic rock chip sampling program. The results of the rock chip sampling showed peak results of up to 11.45 g/t Au, 0.24% ppm Cu, up to 51 ppm Mo, and Zn up to 0.75%. Importantly, the majority of the samples from the central gossanous zone returned Au results of >0.1 g/t Au indicating the existence of gold credits in the hydrothermal system. The peak result of 11.45 g/t Au is coincident with the largest and highest order magnetic feature (which is the primary target).

Personnel

Cameron Switzer, 43**,** (Director, President and Chief Executive Officer) is a geologist with in excess of 24 years experience gained in Australia, Asia, Central, South and North America as well as the Caribbean. His range of skills include grassroots exploration, definition and feasibility studies to mining. He has worked for major companies including Newmont/Newcrest, Acacia Resources and MIM Exploration Limited. He has provided high level geological consulting services for the last seven years. Mr. Switzer holds a B.Sc. from each of the University of New England and from James Cook University. Mr. Switzer is a member of the Australian Institute of Geoscientists and of the Australian Institute of Mining and Metallurgy. He is currently also a non-executive director of Australian listed GBM Resources Ltd., an Australian junior explorer focusing on Cu Au assets in the Cloncurry region.

Duncan Cornish, 44, (Director and Chief Financial Officer) has more than 12 years experience in the accountancy profession both in England and Australia, mainly with the accountancy firms Ernst and Young and PricewaterhouseCoopers. He has extensive experience in all aspects of company financial reporting, corporate regulatory and governance areas, business acquisition and disposal due diligence, capital raising and company listings and company secretarial responsibilities, and serves as Corporate Secretary and Chief Financial Officer of several Australian public companies. Mr. Cornish is a Chartered Accountant. He holds a Bachelor of Business (Accounting) and is a member of the Australian Institute of Chartered Accountants.

Shaun Maskerine, 44, (Director and Corporate Secretary) is currently a Director and Vice President of Golden Harp Resources Inc. and a Director of Acme Resources Inc. and has worked with public companies for over 13 years. He has served on the board of a number of resource and industrial companies and has extensive experience in corporate finance and compliance issues. Mr. Maskerine was previously been a Director and Corporate Secretary of Waratah Coal Inc., and VP Investment Banking of Resinco Capital Partners Incorporated. Mr. Maskerine holds a Bachelor of Commerce from Memorial University in St. John's and a Masters of Resource Management from Simon Fraser University.

Peter Lynch, 46 (Director) is currently Executive Chairman of Cokal Limited and was the President, Chief Executive Officer, and Director of Waratah Coal Inc., a former TSX Venture listed company. Mr. Lynch has been involved in the resources industry for 21 years, principally the Australian coal mining industry. In 1995, Mr. Lynch was employed as Mine and Project Manager of Oaky North Underground Mine owned by MIM Ltd. At the end of 2000, Mr. Lynch became the General Manager Lead Zinc Development with MIM. From 2002 to 2003, Mr. Lynch was employed as Managing Director of Australian Premium Coals Pty Ltd. (APC). Following APC, Mr. Lynch served as the Director of Business Development of Gallipoli Mining Pty Ltd, a private mining company owned 50% by Nippon Mining and Metals of Japan. Mr. Lynch was the Managing Director and Chief Executive Officer of Waratah Coal Inc. from June of 2006 to January 2010. Mr. Lynch is a member of the Australian Institute of Mining and Metallurgy and the American Society for Mining, Metallurgy and Exploration Inc, and graduated from the University of New South Wales with a Bachelor of Engineering (Mining).

James Simpson, 48, (Director) is currently a Corporate Consultant providing merger and acquisition services to a variety of companies, and has been involved in the resources industry for 24 years. Mr. Simpson was the Chief Operating Officer for Pybar Mining Services, a leading mid-sized mining contractor. From 2007 through 2008, Mr. Simpson was the Chief Operating Officer and Executive Vice President of Peak Gold Ltd and a Director of Peak Gold Asia Pacific. In that role, Mr. Simpson was responsible for operations in Cobar, NSW; and MPBA in Amapa, Brazil. He was also part of the acquisitions and mergers team. From 2003 through 2007, Mr. Simpson was General Manager and Director of Goldcorp Asia Pacific and was the General Manager of the Peak Gold Mines including the New Cobar Open Cut and was also charged with the responsibility of mergers and acquisitions in Australia. Mr. Simpson holds a Bachelor of Engineering (Mining) from the University of NSW. He is also a Member of the Australasian Institute of Mining and Metallurgy.

Risks and Uncertainties

The Company is subject to a number of risk factors due to the nature of its business and the present stage of development. The following risk factors should be considered:

Exploration, Development and Production Risks

The exploration for and development of minerals involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties which are explored are ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all mining operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions. Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in an increase in WCB's resource base.

WCB's operations will be subject to all of the hazards and risks normally encountered in the exploration, development and production of minerals. These include unusual and unexpected geological formations, rock falls, seismic activity, flooding and other conditions involved in the extraction of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company.

Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing gold and other mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, costs of processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. The remoteness and restrictions on access of properties in which the Company has an interest will have an adverse effect on profitability as a result of higher infrastructure costs. There are also physical risks to the exploration personnel working in the terrain in which the Company's properties will be located, often in poor climate conditions.

The long-term commercial success of the Company depends on its ability to explore, develop and commercially produce minerals from its properties and to locate and acquire additional properties worthy of exploration and development for minerals. No assurance can be given that the Company will be able to locate satisfactory properties for acquisition or participation. Moreover, if such acquisitions or participations are identified, the Company may determine that current markets, terms of acquisition and participation or pricing conditions make such acquisitions or participation uneconomic.

Substantial Capital Requirements

The management of the Company anticipates that it may make substantial capital expenditures for the acquisition, exploration, development and production of its properties, in the future. As the Company will be at the exploration stage with no revenue being generated from the exploration activities on its mineral properties, the Company may have limited ability to raise the capital necessary to undertake or complete future exploration work, including drilling programs. There can be no assurance that debt or equity financing will be available or sufficient to meet these requirements or for other corporate purposes or, if debt or equity financing is available, that it will be on terms acceptable to the Company. Moreover, future activities may require the Company to alter its capitalization significantly.

The inability of the Company to access sufficient capital for its operations could have a material adverse effect on the Company's financial condition, results of operations or prospects. In particular, failure to obtain such financing on a timely basis could cause the Company to forfeit its interest in certain properties, miss certain acquisition opportunities and reduce or terminate its operations.

Competition

The mining industry is highly competitive. Many of the Company's competitors for the acquisition, exploration, production and development of mineral properties, and for capital to finance such activities, will include companies that have greater financial and personnel resources available to them than the Company.

Volatility of Mineral Prices

The market price of any mineral is volatile and is affected by numerous factors that are beyond the Company's control. These include international supply and demand, the level of consumer product demand, international economic trends, currency exchange rate fluctuations, the level of interest rates, the rate of inflation, global or regional political events and international events as well as a range of other market forces. Sustained downward movements in mineral market prices could render less economic, or uneconomic, some or all of the mineral extraction and/or exploration activities to be undertaken by the Company.

Mineral Reserves / Mineral Resources

All of the properties in which the Company will hold an interest are considered to be in the early exploration stage only and do not contain a known body of commercial minerals. Mineral reserves are, in the large part, estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Reserve estimates for properties that have not yet commenced production may require revision based on actual production experience. Market price fluctuations of metals, as well as increased production costs or reduced recovery rates may render mineral reserves containing relatively lower grades of mineralization uneconomic and may ultimately result in a restatement of reserves. Moreover, short-term operating factors relating to the mineral reserves, such as the need for orderly development of the ore bodies and the processing of new or different mineral grades may cause a mining operation to be unprofitable in any particular accounting period.

Recent Global Financial Conditions

Recent global financial conditions have been subject to increased volatility and numerous financial institutions have either gone into bankruptcy or have had to be rescued by governmental authorities. Access to public financing has been negatively impacted by both sub-prime mortgages and the liquidity crisis affecting the asset-backed commercial paper market. These factors may impact the ability of the Company to obtain equity or debt financing in the future and, if obtained, on terms favorable to the Company. If these increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted and the value and the price of the shares of the Company could be adversely affected.

Environmental Risks

All phases of the mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and state and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at any future producing properties or require abandonment or delays in the development of new mining properties.

Reliance on Key Employees

The success of the Company will be largely dependent upon the performance of its management and key employees. The Company does not maintain life insurance policies in respect of its key personnel. The Company could be adversely affected in the event such individuals do not remain with the Company.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers of the Company may become subject to conflicts of interest. The BCBCA provides that in the event that a director or senior officer has a material interest in a contract or proposed contract or agreement that is material to the issuer, the director or senior officer must disclose his interest in such contract or agreement and a director must refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA. To the management of WCB’s knowledge, as at the date hereof there are no existing or potential material conflicts of interest between the Company and a director or officer of WCB except as otherwise disclosed herein.

Dividends

To date, WCB has not paid any dividends on its outstanding shares. Any decision to pay dividends on the shares of the Company will be made by its board of directors on the basis of the Company’s earnings, financial requirements and other conditions.

Permits and Licenses

The activities of the Company are subject to government approvals, various laws governing prospecting, development, land resumptions, production taxes, labor standards and occupational health, mine safety, toxic substances and other matters, including issues affecting local native populations. Although the Company believes that its activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration, production or development. Amendments to current laws and regulations governing operations and activities of exploration and mining, or more stringent implementation thereof, could have a material adverse impact on the business, operations and financial performance of the Company. Further, the mining licenses and permits issued in respect of its projects may be subject to conditions which, if not satisfied, may lead to the revocation of such licenses. In the event of revocation, the value of the Company's investments in such projects may decline.

Limited Operating History

WCB is a relatively new company with limited operating history. WCB was incorporated in March 2007 and has yet to generate a profit from its activities. The Company will be subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its growth objective. WCB anticipates that it may take several years to achieve positive cash flow from operations. Even if WCB does undertake exploration activity on the Maroon Property, there is no certainty that the Company will produce revenue, operate profitably or provide a return on investment in the future.

Uninsured Risks

The Company, as a participant in mining and exploration activities, may become subject to liability for hazards that cannot be insured against or against which it may elect not to be so insured because of high premium costs. Furthermore, the Company may incur a liability to third parties (in excess of any insurance coverage) arising from negative environmental impacts or any other damage or injury.

Unforeseen Expenses

While the Company is not aware of any expenses that may need to be incurred that have not been taken into account, if such expenses were subsequently incurred, the expenditure proposals of the Company may be adversely affected.

SELECTED ANNUAL INFORMATION

The following table sets forth selected financial information of the Company for, and as at the end of, each of the last financial period of the Company up to and including May 31, 2011. This financial information is derived from the financial statements of the Company which were audited by Smythe Ratcliffe LLP, Vancouver. The Company prepares financial information according to Canadian Generally Accepted Accounting Principles ("GAAP") and all information is reported in Canadian Dollars.

	May 31, 2011	**May 31, 2010**	**May 31, 2009**
Total Revenues	$98	$29	$-
Loss for the period	$121,790	$160,713	$22,611
Net loss	$121,790	$160,713	$22,611
Basic and diluted loss per share	$0.008	$0.033	$0.008
Total assets	$594,474	$681,634	$314,372
Total long-term liabilities	$-	$-	$-
Cash dividends per share	$-	$-	$-

No cash dividends have been declared or paid since the date of incorporation and the Company has no present intention of paying dividends on its common shares. The Company anticipates that all available funds will be invested to finance the growth of its business.

The net loss amount is affected mainly by the stock-based compensation, filing fees and professional fees. There are no operational revenues. Interest is disclosed separately.

Interest income is dependent upon interest rates and the amount of financing raised each year by the Company. Interest rates will vary due to market conditions and the Company has no control over the fluctuation of rates.

Expenses are mainly composed of consulting fees, professional fees, administration, and transfer agent fees. Consulting fees pertain primarily to the administrative management of the Company while professional fees pertain primarily to audit and related fees.

All of the above factors must be taken into consideration when comparing Total Revenues and Net Loss for each period.

RESULTS AND FINANCIAL CONDITION

The net loss for the year ended May 31, 2011 amounted to $121,790 and the basic and diluted loss per common share was $0.008. There have been no dividends declared to date. The Company has not been affected by changes in exchange rates, business practices, productivity or competition.

The Company's total assets as of May 31, 2011 amounted to $594,474 compared to $681,634 as at May 31, 2010. The Company has no long-term liabilities.

On a net basis, operations for the year ended May 31, 2011 consumed cash of $141,921. The operating loss of $121,790 was the largest element of cash flows used for operating activities but also included unrealized foreign exchange loss of $6,781 and accounts payable and accrued liabilities of $11,201.

The Company invested $220,742 of cash in exploration activities during the year ended May 31, 2011, primarily at its Maroon property.

The Company generated $50,000 from the exercise of stock options and warrants during the year ended May 31, 2011.

In aggregate the Company had a decrease in cash of $305,882 during the year ended May 31, 2011. The Company had a cash balance of $326,905 at May 31, 2011.

The net loss for the year ended May 31, 2010 amounted to $160,713 and the basic and diluted loss per common share was $0.033. There have been no dividends declared to date. The Company has not been affected by changes in exchange rates, business practices, productivity or competition.

The Company's total assets at the end of the previous fiscal year (May 31, 2010) amounted to $681,634. The Company has no long-term liabilities.

On a net basis, operations for the year ended May 31, 2010 consumed cash of $100,085. The operating loss of $160,713 was the largest element of cash flows used for operating activities, offset by stock-based compensation of $46,522 and an increase in other receivables of $313 and accounts payable and accrued liabilities of $17,953.

The Company invested $34,000 of cash in exploration activities during the year ended May 31, 2010.

The Company generated $452,500 from financing activities during the year ended May 31, 2010.

In aggregate the Company utilized cash of $318,415 during the year ended May 31, 2010. The Company had a cash balance of $632,787 at May 31, 2010.

FOURTH QUARTER ANALYSIS

For the three months ended May 31, 2011 and 2010, the net loss (gain) was $(14,579) and $8,991 respectively. Revenues and expenses for the period ended May 31, 2011 and 2010 comprised of:

	Three months ended May 31, 2011	Three months ended May 31, 2010
Interest income	$(75)	$(29)
Stock-based compensation (reversal)	$(38,747)	$46,522
Professional fees	$19,331	$65,466
Administration, consulting, transfer agent, filing fees and operating expenses	$6,113	$30,100
Foreign exchange gain	$(1,201)	
	$(14,579)	$142,059

The reversal of stock-based compensation for the 4th quarter ended May 31, 211 was due to the reversal of stock-based compensation expense related to options not meeting required milestones and expiring, unexercised and unvested.

SUMMARY OF QUARTERLY INFORMATION

Previously the Company was a Capital Pool Company listed on the TSX-V. On April 8, 2010, the Company completed its Qualifying Transaction under the policies of the TSX Venture Exchange. As a result of the Transaction, the Company is now a Tier 2 mining issuer focused on exploring the Maroon Property in the Skeena Mining District of British Columbia. As a result of the qualifying transaction and the Tier 2 listing, the Company realized a number of additional expenses during the fourth quarter. These included professional fees (including legal work associated with the qualifying transaction), issuance of stock options, (resulting in stock-based compensation expense), and consulting fees and filing fees associated with the transaction.

The following table sets forth a comparison of revenues and earnings for the previous eight quarters ending with May 31, 2011. Financial information is prepared according to GAAP and is reported in Canadian Dollars.

	May 31, 2011	May 31, 2010	Feb 28, 2010	Nov 30, 2009	Aug 31, 2009	May 31, 2009	Feb 29, 2009	Nov 30, 2008
Interest income	$98	$29	$-	$-	$-	$-	$-	$-
Net loss (gain)	($7,402)	$142,059	$11,885	$3,515	$3,254	$8,991	$5,549	$5,165
Net loss (gain)per share	$0.001	$0.013	$0.004	$0.001	$0.001	$0.003	$0.002	$0.002

The Company has incurred an overall deficit, from its incorporation date of March 2, 2007 to May 31, 2011, of $432,436.

SHARE ISSUANCES

Period ended May 31, 2007

During the period ended May 31, 2007, the Company issued 3,000,000 common shares to directors, officers and a consultant at a price of $0.05 per common share for total proceeds of $150,000.

These common shares are/were held in escrow in accordance with the escrow agreement under which 10% of the escrowed common shares would be released from escrow on the issuance of the Final Exchange Bulletin (the “Initial Release”) and an additional 15% will be released on the dates 6, 12, 18, 24, 30 and 36 months following the Initial Release. While in escrow, the escrow shares may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without the consent of the regulatory authorities.

The Initial Release was issued on April 8, 2010 following of the closing of the transaction constituting its Qualifying Transaction under the policies of the TSX Venture Exchange. As a result, 10% of the escrowed Common Shares were released from escrow on April 9, 2010. The remaining escrow shares will be released in six tranches of 15% every six months following April 8, 2010.

Year ended May 31, 2008

During the year ended May 31, 2008, the Company completed an IPO of 3,000,000 common shares at $0.10 per common share for gross proceeds of $300,000. The agent was paid a commission of $30,000, a corporate finance fee of $10,000 and was granted options ("Agent Options") to acquire up to 300,000 common shares of the Company at a price of $0.10 per common share for a period of 24 months.

Year Ended May 31, 2009

There were no share issuances during the year ended May 31, 2009.

Year ended May 31, 2010

During the year ended May 31, 2010:

(i) The Company issued 8,450,000 units at a price of $0.05 per unit for gross proceeds of $422,500. Each unit comprises one common share and one placement warrant. Each whole placement warrant entitles the holder to acquire one placement warrant share at a price of $0.10 per placement warrant share for a period of 36 months from April 9, 2010;

(ii) 100,000 common shares were issued as part consideration for the purchase of the Maroon Property, valued at $5,000; and

(iii) 300,000 options were exercised to purchase 300,000 shares in the Company at a price of $0.10 raising $30,000.

Year ended May 31, 2011

During the year ended May 31, 2011:

(i) 100,000 options were exercised to purchase 100,000 shares in the Company at a price of $0.10 per option for gross proceeds of $10,000; and

(ii) 400,000 warrants were exercised to purchase 400,000 shares in the Company at a price of $0.10 per warrant for gross proceeds of $40,000.

OFF-BALANCE SHEET ARRANGEMENTS

For the years ended May 31, 2011 and 2010 there were no off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

The Company incurred the following expenses with contractors and consulting firms that have associations with certain directors:

	Year Ended May 31, 2011	Year Ended May 31, 2010
Consulting fees	$50,000	$6,354

These transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

LIQUIDITY AND CAPITAL RESOURCES

The Company is a Tier 2 mining issuer focused on exploration under the policies of the TSX-V, and liquidity is related to the market conditions of such issuers, investor patience and expectations for a mining exploration company finding economically recoverable reserves.

According to the Company's balance sheet, as at May 31, 2011 and 2010, the Company has current assets of $339,732 and $641,634 respectively, to apply to exploration and development of mineral properties.

SIGNIFICANT ACCOUNTING ESTIMATES

The preparation of financial statements in accordance with Canadian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Estimates include recoverability of mineral properties, amount of asset retirement obligations ("ARO"), accrued liabilities, assumptions used in the calculation of stock-based compensation and the determination of the valuation allowance for future income tax assets. While management believes the estimates are reasonable, actual results could differ from these estimates and could impact future results of operations and cash flows.

SUBSEQUENT EVENTS

Subsequent events are listed in Note 12 to the Financial Statements for May 31, 2011.

ACCOUNTING POLICIES

There has been no change to Accounting policies. These are listed in Note 3 to the Financial Statements for May 31, 2011.

PROPOSED TRANSACTIONS

There are no proposed transactions for the year ended May 31, 2011.

FINANCIAL INSTRUMENTS

The Company classifies its cash as held-for-trading, and accounts payable and accrued liabilities as other financial liabilities. Fair value estimates of financial instruments are made at a specific point of time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matter of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

(a) Fair value

The carrying values of cash and accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of these financial instruments.

(b) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk for the Company is associated with its cash. The Company is not exposed to significant credit risk as its cash is placed with a major Canadian financial institution.

(c) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company manages its liquidity risk by forecasting cash flows required by operations and anticipated investing and financing activities. The Company's accounts payable and accrued liabilities have contractual maturities of less than 30 days and are subject to normal terms of trade.

(d) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of three types of risk: foreign currency exchange risk, interest rate risk, and other price risk. The Company is not exposed to significant market risk.

(i) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rates. The Company is exposed to foreign currency risk to the extent expenditures incurred or funds received and balances maintained by the Company are denominated in currencies other than the Canadian dollar (primarily in Australian dollars). The Company does not manage currency risk through hedging or other currency management tools.

The Company is exposed to foreign currency risk on its cash balances maintained in foreign currencies as follows:

	2011		**2010**	
	AUS $	US $	AUS $	US $
Cash	$44,513	$12	$ -	$34
Canadian dollar equivalent	$45,623	$12	$ -	$34

If the Canadian dollar changes by 10% against the Australian dollar at May 31, 2011, with all other variables held constant, the impact of the foreign currency change on the financial statements is immaterial.

If the Canadian dollar changes by 10% against the US dollar at May 31, 2011, with all other variables held constant, the impact of the foreign currency change on the financial statements is immaterial.

(ii) Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company's cash consists of cash held in bank accounts that earn interest at variable interest rates. Due to the short-term nature of these financial instruments, fluctuations in market rates do not have a significant impact on the estimated fair value as at May 31, 2011.

(iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financing instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is not exposed to significant other price risk.

INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRS")

The Canadian Accounting Standards Board has confirmed that effective on January 1, 2011, IFRS will replace Canadian Generally Accepted Accounting Policies (GAAP) as the basis for accounting for publicly accountable enterprises. The first period reported under IFRS by the Company will be as at and for the three month period ended August 31, 2011 and the Company's first fiscal year end date under IFRS will be the fiscal year ending May 31, 2012. The change from Canadian GAAP to IFRS will be a significant undertaking and may have significant effects on the Company's accounting, internal controls, disclosure controls and financial statement presentation.

Design and planning
The Company commenced transition plan development in 2011. The Company has determined its preliminary IFRS policy decisions and significant expected accounting differences, based on an analysis of the current IFRS standards, and the following section outlines each of these. As the conversion work continues, additional differences between Canadian GAAP and IFRS may be identified. As a result, these accounting policy choices may change prior to the adoption of IFRS. The Company has identified key accounting policy differences, and assessed the impact of these differences to its financial statements will not be material. Decisions with respect to accounting policy changes, outlined below, may change once management has quantified and thoroughly analyzed the effects of such changes and has presented them for final review and approval by the Company's Audit Committee.

First-time Adoption of IFRS (IFRS 1)
In the first year of transition to IFRS, a company is allowed to elect certain exceptions from IFRS in order not to apply each IFRS on a retrospective basis. IFRS 1 has certain mandatory exemptions as well as limited optional exemptions. Based on analysis to date, the Company expects to apply the following optional exemptions under IFRS 1 that will be significant in preparing the financial statements under IFRS:

Share-Based Payments
A company may elect not to apply IFRS 2 "Share-Based Payments" to equity instruments which vested before the transition date to IFRS. The Company will elect, on transition to IFRS, to apply the optional exemption such that equity instruments which vested prior to the transition date of June 1, 2010, will not be restated.

Accounting policies
The Company has determined that the main impact of IFRS on the Company will involve a significant increase in note disclosure as well as certain presentation differences.

<u>Financial instruments</u>
The accounting policy of the Company will be amended to:

- Include changes to impairments of financial assets and their possible reversal.
- Detail the conditions that need to be met for the designation of a financial instrument as "fair value through profit and loss".

<u>Impairment of assets</u>
The accounting policy of the Company will be amended to:

- Change the assessment method of whether impairment exists. The two step approach allowed under Canadian GAAP is not acceptable under IFRS. Therefore, the discounted cash flows are taken as an indication to determine impairment.

<u>Share-based payments</u>
Canadian GAAP allows certain policy choices in the calculation of stock based compensation. The Company currently amortizes grants in their entirety on a straight-line basis over the vesting term. IFRS standards require each tranche in the grant to be amortized over its respective vesting period. As a result of these changes, share based compensation expense will be accelerated under IFRS. In addition,

unvested options at June 1, 2010 will be re-valued under IFRS, with consequent adjustments to opening retained earnings. The Company currently vests options at the date of the grant.

This list should not be regarded as a complete list of changes that will result from transition to IFRS. It is intended to highlight those areas we believe to be most significant; however, our analysis of possible changes is still in process and not all decisions have been made where choices of accounting policies are available. Until our adoption date is finalized, the Company is not able to reliably quantify the impacts expected on our consolidated financial statements for these differences.

Presentation and disclosure
IFRS will require more in depth disclosure. The Company has taken the necessary steps to adjust the system requirements to ensure appropriate data collection for disclosure purposes.

Post implementation
During this stage the Company will perform a review of the IFRS transition and ensure the preparation of financial statements in compliance with IFRS without external support.

The Company will stay informed on the upcoming changes to the IFRS based on the projects in place or to be initiated by the International Accounting Standards Board and will adjust its plan accordingly to include all key elements to ensure its compliance during 2012.

CAPITAL STOCK AND CONTRIBUTED SURPLUS

1. Total number of shares issued and outstanding as at May 31, 2011: 15,350,000 shares

2. Total number of shares in Escrow / Pooled as at May 31, 2011: 6,150,000 shares

3. Total number of stock options outstanding and exercisable as at May 31, 2011: 1,350,000 stock options (1,325,000 stock options exercisable).

4. Directors and officers: (as at May 31, 2011)

Cameron Switzer	President and Chief Executive Officer
Duncan Cornish	Chief Financial Officer and Director
Shaun Maskerine	Corporate Secretary and Director
Peter Lynch	Director
James Simpson	Director

CONTINUANCE OF OPERATIONS

As at May 31, 2011 the Company was continuing in its efforts to explore and develop of mineral properties.

OTHER INFORMATION

The Company's website address is www.wcbresources.com. Other information relating to the Company may be found on SEDAR at www.sedar.com.

On behalf of the Board of Directors

"Shaun Maskerine"

Shaun Maskerine
Director