Century Iron Mines Corporation

(formerly "Red Rock Capital Corp.")

(an exploration stage company)

Management's discussion and analysis of
Financial condition and results of operations
for the three month period ended June 30, 2011

Introduction

This Management Discussion and Analysis ("MD&A") dated September 25, 2011 provides a review of the financial condition and results of operations of Century Iron Mines Corporation (TSX: FER) (formerly "Red Rock Capital Corp.") (the "Company" or "Century"). The review is provided to enable a reader to assess the significant changes in the financial condition of the Company as at and for the three months ended June 30, 2011 and 2010. This MD&A should be read in conjunction with the unaudited interim consolidated financial statements and notes thereto of the Company for the three months ended June 30, 2011 and 2010. Additional information about the Company is available under the Company's profile on SEDAR at www.sedar.com.

Management is responsible for the preparation of the financial statements and MD&A. The Company's unaudited consolidated interim financial statements for the three months ended June 30, 2011 have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including *IAS 34: Interim Financial Reporting and IFRS 1:First-time Adoption of International Financial Reporting Standards, as adopted by the International Accounting Standard Board.* These are the first statements the Company prepared in accordance with IFRS. A summary of the transition to IFRS from Canadian Generally Accepted Accounting Principles is provided below under "Changes in Accounting Principles including Initial Adoption". The Company's reporting currency is Canadian dollars. Unless stated otherwise, all dollar figures in this MD&A are expressed in Canadian dollars.

The accounting policies applied are based on IFRS issued and effective as of June 30, 2011. Any subsequent changes to IFRS that are given effect in the Company's annual consolidated financial statements for the year ending March 31, 2012 could result in the restatement of these Condensed Consolidated Interim Financial Statements, including the transition adjustments recognized on the change-over to IFRS.

This MD&A contains forward-looking statements and should be read in conjunction with the risk factors described in the "Risks and Uncertainties" and "Cautionary Statement on Forward-Looking Information" sections at the end of this MD&A.

Overview

Century, formerly a Capital Pool Company as defined in the Corporate Finance Manual of the TSX Venture Exchange, is primarily engaged in the acquisition, exploration and development of Mineral Properties, with a focus on projects with the potential for iron ore recovery.

Century was incorporated under the *Canada Business Corporations Act* on July 10, 2007 and completed its qualifying transaction (the "Qualifying Transaction") on May 18, 2011. The Qualifying Transaction involved the acquisition of Century Iron Ore Holdings Inc. ("Century Holdings"), a privately-held company incorporated under the *British Columbia Corporations Act* (the "BCBCA") through an amalgamation (the "Amalgamation") completed on May 18, 2011 between Century Holdings and Red Rock Acquisition Corp., a wholly-owned subsidiary of the Company created for the purposes of completing the Amalgamation. Upon completion of the Qualifying Transaction, the Company's stock symbol was changed from "RRD.P" to "FER". On September 19, 2011 the Company completed its graduation from the TSX Venture Exchange to the Toronto Stock Exchange (the "TSX") and the shares of the Company commenced trading on the TSX under the symbol "FER".

Century owns its mineral properties and conducts mineral exploration activities through the following wholly-owned subsidiaries incorporated under the BCBCA: Grand Century Iron Ore Inc. ("Grand Century"), Canadian Century Iron Ore Corporation ("Canadian Century"), Labec Century Iron Ore Inc. ("Labec Century") and 0849873 BC Limited.

The Company's head and registered offices are located at 170 University Avenue, Suite 602, Toronto, Ontario, M5H 3B3.

Summary of Qualifying Transaction

The Qualifying Transaction was completed on the following basis:

- the outstanding common shares of the Company were consolidated on the basis of one post-consolidation share for each previously outstanding ten common shares of the Company effective May 16, 2011;

- the Company changed its name from "Red Rock Capital Corp." to "Century Iron Mines Corporation" effective May 16, 2011;

- the subscription receipts issued by Century Holdings (the "Subscription Receipts") at a price of $2.50 per Subscription Receipt in connection with its brokered private placement completed on March 9, 2011 (the "Offering") were converted into common shares of Century Holdings on a one-for-one basis and the gross proceeds of $32.5 million from the

Offering, less agents' fees and expenses, were released to Century Holdings;

- the Amalgamation was completed effective May 18, 2011 with the amalgamated company being named "Century Iron Ore Holdings Inc." and becoming a wholly-owned subsidiary of the Company upon completion of the Amalgamation;

- former shareholders of Century Holdings were issued common shares of the Company upon completion of the Amalgamation on the basis of an exchange ratio of 0.857375 common shares of the Company for each common share of Century Holdings held;

- WISCO International Resources Development & Investment Limited ("WISCO") purchased a total of 23,197,768 common shares of the Company for gross proceeds of $60,877,653 on May 18, 2011;

- MinMetals Exploration & Development (Luxembourg) Limited S.à.r.l. ("MinMetals) purchased a total of 4,641,410 common shares of the Company for gross proceeds of $12,180,403 on May 18, 2011;

- the Company and Century Holdings completed non-brokered private placements for approximate aggregate gross proceeds of $7,000,000 effective May 18, 2011, pursuant to which the Company issued an aggregate of 2,405,158 common shares;

- the Company and Century Holdings completed a private placement offering of common shares to certain employees and consultants for approximate gross proceeds of $3,000,000 effective May 18, 2011, pursuant to which the Company issued an aggregate of 1,286,060 common shares; and

- on May 18, 2011 following completion of the Qualifying Transaction the Company granted options to purchase an aggregate of 5,500,000 common shares pursuant to the Company's stock option plan, each of which stock option is exercisable at a price of $2.92 per share for a term of five years and vested as to one-third on the date of grant and will vest as to one-third on each of the first and second anniversary thereof.

Financing Summary

The following table presents the aggregate gross proceeds raised by the Company in connection with the completion of the Qualifying Transaction:

Shareholders	**Gross Proceeds Raised ($)**
Employee Offering Investors	3,000,000
Brokered Private Placement Investors	32,500,000 (1)
Non-Brokered Private Placement Investors	7,000,000(1)
WISCO	60,900,000 (1)
MinMetals	12,200,000 (1)
Total	**115,600,000**

(1) Figures reflect gross proceeds prior to the payment of applicable agents' fees or finders' fees.

Reverse Takeover

On May 18, 2011, the Company completed its Qualifying Transaction pursuant to the terms of an acquisition agreement dated February 17, 2011 among the Company, Red Rock Acquisition Corp., Century Holdings and Century Iron Ore Corporation. The acquisition of Century Holdings by the Company is considered a "reverse takeover" (the "RTO") within the meaning of National Instrument 51-102 – *Continuous Disclosure Obligations.*

As a result of the transaction, the former shareholders of the Century Holdings owned 99.55% of the outstanding shares of the Company upon completion of the Qualifying Transaction. In accordance with IFRS 3, Business Combination, the Qualifying Transaction constituted a reverse acquisition of a non-operating company. The Qualifying Transaction does not constitute a business combination as, prior to the completion of the RTO, the Company did not meet the definition of a business under the standard. As a result, the Qualifying Transaction is accounted for as a capital transaction with Century Holdings being identified as the accounting acquirer and the equity consideration being measured at fair value. The resulting statement of financial position is presented as a continuance of Century Holdings and accordingly the comparative figures presented in the financial statements after the RTO are those of Century Holdings.

IFRS 2 applies to transactions where an entity grants equity instruments and cannot identify specifically some or all of the goods or service received in return. Because the Company has issued shares with a value in excess of the assets received, IFRS 2 would indicate that the difference is recognized in comprehensive loss as reverse acquisition transaction cost. The amount assigned to reverse acquisition transaction cost of $746,602 is the difference between the fair value of the consideration and the net identifiable assets of the Company acquired by Century Holdings and included in the consolidated statement of comprehensive loss.

The fair value of the consideration is determined based on the percentage of ownership the legal parent's shareholders have in the combined entity after the reverse acquisition transaction. This represents the fair value of the shares that Century Holdings would have had to issue for the ratio of ownership interest in the combined entity to be the same, if the transaction had taken the legal form of Century Holdings acquiring 100% of the shares in the Company. The percentage of ownership the legal parent's shareholders had in the combined entity is 0.45% after the issuance of 61,370,738 shares of the Company to shareholders of Century Holdings. As the options and warrants of the Company granted prior to the completion of the RTO remain exercisable following completion of RTO, the fair value of the options and warrants as at the date of RTO are also included as part of the consideration transferred.

Based on the statement of financial position of the Company at the time of the RTO, the net assets at estimated fair value that were acquired by the Century Holdings were $110,710 and the resulting reverse acquisition cost charged to the profit or loss is as follows:

	($)
Consideration:	
Deemed issue of share by Century Holdings	800,000
Deemed replacement of options	39,349
Deemed replacement of warrants	17,963
	857,312
Identifiable assets acquired	
Cash	76,797
Taxes recoverable	9,024
Prepayments and deposits	74,643
Accounts payable and accrued liabilities	(48,224)
Others	(1,530)
	110,710
Unidentifiable assets acquired	
Reverse takeover transaction cost	746,602
Total net identifiable assets and reverse takeover transaction cost	857,312

Mineral Properties

The Company is the indirect owner of interests in the following material mineral exploration properties (collectively, the "Mineral Properties"):

- the Duncan Lake property (the "Duncan Lake Property"), of which the Company currently has a 51% interest with an option to increase to a 65% interest pursuant to an option and joint venture agreement with Augyva Mining Resources Inc. (TSXV: AUV) ("Augyva"),
- the Attikamagen property (the "Attikamagen Property"), of which the Company has the option to acquire up to a 60% interest pursuant to an option and joint venture agreement with Champion Minerals Inc. (TSX: CHM) ("Champion"), and
- the Sunny Lake property (the "Sunny Lake Property"), of which the Company has a 100% interest.

All of the Mineral Properties are located in the Provinces of Quebec and Newfoundland and Labrador and are held indirectly by the Company through intermediate Canadian-incorporated subsidiaries. References below to the Company include references to its subsidiaries as applicable.

Duncan Lake Property

The Duncan Lake Property is an advanced exploration-stage property comprised of approximately 161 mining claims covering approximately 7,486 hectares in the western part of the La Grande Greenstone Belt in the James Bay region of Quebec located approximately 130 kilometres from the East coast of James Bay.

The Company is currently the owner of a 51% interest in the Duncan Lake Property and has an option to increase its ownership interest to a 65% interest in the Duncan Lake Property pursuant to an option and joint venture agreement dated May 20, 2008 with Augyva. Pursuant to the terms of the agreement, Canadian Century may increase its interest in the property to 65% by expending a further $14 million within five years. Having earned a 51% interest in the property, the Company and Augyva will form a joint venture with Canadian Century becoming the manager and operator of the property in accordance with the option and joint venture agreement.

Attikamagen Property

The Attikamagen Property is an early-stage exploration property comprised of approximately 946 mining claims covering approximately 31,000 hectares in the Labrador Trough region of Quebec and Newfoundland and Labrador.

The Company is the owner of an option to acquire up to a 60% interest in the Attikamagen Property pursuant to an option and joint venture agreement with Champion dated May 12, 2008, as amended on July 9, 2009 and further amended on March 25, 2010 exercisable as follows:

- to earn a 51% interest, an aggregate of $7.5 million in exploration expenditures by March 26, 2012;
- to increase to a 56% interest, $2.5 million in exploration expenditures by March 26, 2013, and
- to increase to a 60% interest, $3.0 million in exploration expenditures by March 26, 2014.

Sunny Lake Property

The Sunny Lake Property is an early-stage exploration property comprised of approximately 530 mining claims covering approximately 26,000 hectares in the Labrador Trough region of northeastern Quebec. The Company indirectly holds a 100% interest in the Sunny Lake Property. As of the date of this MD&A the Company has started a drill program in the Sunny Lake Property.

The table below indicates the funds expended on the Mineral Properties as of the date of this MD&A. The recoverability of amounts shown for exploration and evaluation expenditures is dependent on the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete its development and future profitable production or proceeds from the disposition of the Mineral Properties.

Selected Exploration Expenditures

	Duncan Lake ($)	**Attikamagen ($)**	**Sunny Lake ($)**	**Other ($)**	**Total ($)**
Balance - April 1, 2010	1,873,940	3,160,765	161,698	35,215	5,231,618
Additions	4,554,777	3,650,000	909,435	69,479	9,183,691
Reallocation to property, plant and equipment	-	-	(184,302)	-	(184,302)
Balance - March 31, 2011 and April 1, 2011	6,428,717	6,810,765	886,831	104,694	14,231,007
Transfer in (out)	-	100,000	(100,000)	-	-
Additions	953,894	1,845,024	66,713	25,933	2,891,564
Balance - June 30, 2011	7,382,611	8,755,789	853,544	130,627	17,122,571

Selected Quarterly Financial Information

The following table shows selected financial information related to the Company for the period ended as noted. The information contained in this table should be read in conjunction with Company's unaudited Condensed Consolidated Interim Financial Statements for the quarter ended June 30, 2011 and 2010, and the Company's audited Consolidated Financial Statements for the years ended March 31, 2011 and March 31, 2010. The financial results are not necessarily indicative of the results that may be expected for any other comparative periods. The Company's financial statements are presented in Canadian dollars and are prepared in accordance with IFRS.

	Three months ended June 30, 2011 ($)	Three months ended June 30, 2010 ($)	Year Ended March 31, 2011 ($)	Year Ended March 31, 2010 ($)
Other income	163,155	43,350	151,002	147,728
General and Administrative Expenses	664,174	96,927	858,713	221,762
Consulting and professional fees	1,314,115	90,821	1,319,439	153,777
Loss and Comprehensive Loss for the Period/Year	(6,760,594)	(144,398)	(1,643,156)	(227,811)
Total Assets	118,840,927	5,402,642	20,357,460	6,291,125
Total Long Term Financial Liabilities	(280,979)	-	(280,879)	(664,973)
Shareholders' Equity	109,749,824	(365,056)	2,054,409	(302,431)

Results of Operations

Consolidated Operating Results

This section should be read in conjunction with unaudited Condensed Consolidated Interim Statement of Comprehensive Loss for the period ended June 30, 2011 and 2010 and the notes associated therewith. All references to 2011 and 2010 refer to those periods ended June 30, unless otherwise stated. Note, the Company does not have any material revenues as it is an exploration company.

The Company reported a comprehensive loss of $6,760,594 for the quarter ended June 30, 2011 compared to a loss of $144,398 for the comparable 2010 quarter.

During the first quarter of fiscal 2011 there were significant changes included in the unaudited Condensed Consolidated Interim Statement of Comprehensive Loss as compared to the comparable period for 2010. Some of the major changes were as follows: a stock option expense of $4,198,858 for the first quarter in connection with the granting of 5,500,000 stock options following completion of the Qualifying Transaction (nil – 2010); reverse acquisition transaction cost of $746,602, as discussed above (nil – 2010); an increase in consulting and professional fees from $90,821 in 2010 to $1,314,115 in 2011 (primarily due to the increase in consulting and professional fees paid for the completion of the Qualifying Transaction of the Company during the first quarter of 2011); and general and administrative expenses in 2011 of $664,174 compared to $96,927 (primarily due to the office expansion to handle increasing company activities and the exploration activities of the Company).

Consolidated Financial Position

This section should be read in conjunction with the unaudited Condensed Consolidated Interim Statement of Financial Position and the unaudited Condensed Consolidated Interim Statement of Changes in Equity as at June 30, 2011 and the unaudited Condensed Consolidated Interim Statement of Cash Flows for the three months ended June 30, 2011.

Notes 2 - 4 of the unaudited Condensed Consolidated Interim Financial Statements for the three months ended June 30, 2011 sets out the IFRS accounting principles applied in preparing the financial statements.

Consolidated assets were $118,840,927 as at June 30, 2011 compared to $20,357,460 as at March 31, 2011. The major increase was in cash and cash equivalents, which increased from $4,958,672 to $100,186,989. This increase was primarily due to a net increase in financing activities of $100,145,101 offset mainly by a net investment in the Mineral Properties of $3,248,391 and cash used in operations.

Consolidated Liabilities

Consolidated liabilities were $9,091,103 as at June 30, 2011 as compared to $18,303,051 as at March 31, 2011. The decrease in liabilities was due to the repayment of a shareholder loan in the amount of $2,713,461 and the repayment of a loan repayable to a related party in the amount of $6,500,000. The liabilities were repaid using cash realized from the Company's recent financing activities.

Shareholder's Equity

Shareholder's equity increased by $107,695,415 from $2,054,409 as at March 31, 2011 to $109,749,824 as at June 30, 2011. The increase is mainly the result of the various financings undertaken in connection with the completion of the RTO.

The following table summarizes changes in share capital during the three months ended June 30, 2011:

	Number of common shares	**($)**
Balance - April 1, 2011 (a)	49,882,078	4,000,000
Common shares issued upon conversion of the Subscription Receipts prior to the completion of the RTO (a)	11,488,660	30,771,964
Capital movement pursuant to RTO	274,360	800,000
Common shares issued to WISCO (b)	23,197,768	55,743,617
Common shares issued to MinMetals (c)	4,641,410	11,153,185
Common shares issued to non-brokered subscribers (d)	2,075,221	5,566,763
Common shares issued to employees and consultants (e)	1,273,201	2,970,000
Common shares issued on exercise of options (f)	6,859	23,555
Balance - June 30, 2011	92,839,557	111,029,084

a) The equity structure of Century Holdings was restated to reflect the equity structure of the Company prior to the completion of the RTO using an exchange ratio of 0.857375 shares of the Company for each share of Century Holdings.

b) On May 18, 2011, the Company issued 23,197,768 common shares to WISCO at an issue price of $2.624 per common share for total gross proceeds of $60,877,653 (the "WISCO Private Placement"). The common shares issued to WISCO are subject to contractual lock-up for a period of 18 months from the date of issuance.

   The net proceeds of $55,743,617 raised in connection with the WISCO Private Placement were allocated to share capital after the deduction of a cash finder's fee in the amount of $3,348,271 and a total of 1,391,866 finder's warrants with an attributed value of $1,785,765 issued to a finder in connection with the WISCO Private Placement.

c) On May 18, 2011, the Company issued 4,641,410 common shares to MinMetals at an issue price of $2.624 per common share for total gross proceeds of $12,180,403 (the "MinMetals Private Placement"). The common shares issued to MinMetals are subject to contractual lock-up for a period of 18 months following the date of issuance.

   The net proceeds of $11,153,185 raised in connection with the MinMetals Private Placement were allocated to share capital after the deduction of cash finder's fee in the amount of $669,922 and a total of 278,485 finder's warrants with an attributed value of $357,296 issued to a finder in connection with the MinMetals Private Placement.

d) On May 18, 2011, the Company issued 2,075,221 common shares to subscribers to a non-brokered private placement at an issue price of $2.916 per common share for total gross proceeds of $6,051,094 (the "Non-Brokered Private Placement").

   The net proceeds of $5,566,763 raised in connection with the Non-Brokered Private Placement were allocated to share capital after the deduction of cash finder's fee in the amount of $327,250 and a total of 122,433 finder's warrants with an attributed value of $157,081 issued to a finder in connection with the Non-Brokered Private Placement.

e) On May 18, 2011, the Company issued 1,273,201 common shares to employees and consultants at an issue price of $2.333 per common share for net proceeds of $2,970,000, which were allocated to the share capital.

f) On May 31, 2011, the Company issued 6,859 common shares pursuant to the exercise of 6,859 options at an exercise price of $2.00 per share for total consideration of $13,718. Upon the exercise of these options, the Company transferred a total of $9,837 from the share option reserve to share capital.

Disclosure of Outstanding Share Data

As at the date of this MD&A, the Company had 92,853,275 common shares issued and outstanding, 5,506,859 stock options outstanding, and 2,493,963 common share purchase warrants outstanding.

Liquidity

The Company's primary source of funding has been the issuance of equity securities for cash, principally through private placement financings to sophisticated investors and institutions.

As at June 30, 2011, the Company had cash and cash equivalents of $100,186,989 to settle current accounts payables and accrued liabilities of $1,099,544. The net working capital of the Company was $92,383,129 as at June 30, 2011. Included in current liabilities is an advance from a related party pertaining to an offtake deposit of US$8,000,000 (CDN equivalent $7,710,580 as at June 30, 2011).

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet its liabilities when due. It is the Company's intention to fund its liabilities and obligations through equity financing and shareholder loans.

The current cash position is adequate to cover the Company's exploration and other expenditures over the next 18 months.

Summary of Quarterly Results

	Three months ended June 30, 2011 ($)	Three months ended March 31, 2011 ($)	Three months ended December 31, 2010 ($)	Three months ended September 30, 2010 ($)
Other income	163,155	41.053	29,099	37,500
Loss and comprehensive loss	(6,760,594)	(755,358)	(635,861)	(107,539)

	Three months ended June 30, 2010 ($)	Three months ended March 31, 2010 ($)	Three months ended December 31, 2009 ($)	Three months ended September 30, 2009 ($)
Other income	43,350	35,214	37,514	37,500
Loss and comprehensive loss	(144,398)	(43,483)	(172,295)	(14,396)

Off-Balance Sheet Arrangements

The Company did not enter into any off-balance sheet arrangements during the period.

Off-take Arrangements

WISCO Off-take Arrangement

On February 18, 2011, Century Holdings entered into a Joint Venture Framework Agreement with WISCO (the "WISCO JV Framework Agreement"). WISCO will be entitled to a right of first refusal of purchase up to 40% of the production attributable to the joint venture company to be set up by the Company and WISCO at cost and will have a right of first refusal to purchase an additional 20% at market according to one of the terms of the WISCO JV Framework Agreement. On August 30, 2011, the Company entered into an agreement with WISCO, discussed below under "Proposed Transactions" that will govern the joint ventures between the Company and WISCO for the exploration and development of the Company's Duncan Lake, Attikamagen and Sunny Lake Properties.

MinMetals Off-take Arrangement

Pursuant to the terms of a subscription agreement with MinMetals dated May 10, 2011, Century Holdings and the Company have agreed, at least 180 days prior to the anticipated date of commencement of commercial production, to negotiate in good faith and use commercially reasonable efforts to enter into a definitive off-take agreement in favour of MinMetals in respect of iron ore produced from the Duncan Lake Property.

Under this off-take agreement, MinMetals will have a right to purchase 10% of Canadian Century's interest in all iron ore produced from the Duncan Lake Property (the "Product") from the first shipment of Product until the termination of production at a price equal to the price at which the Product is sold to WISCO pursuant to the terms of the WISCO JV Framework Agreement, which price will be based on market price, provided that if such price is not applicable, then the price of the Product will be agreed to by the parties and based on market price of iron ore of similar quantity and quality.

PIHL Off-take Agreement

Century Holdings, a subsidiary of the Company, has entered into an off-take agreement (the "PIHL Off-take Agreement") with Prosperity Materials Macao Commercial Offshore Limited (the "Prosperity Macao"), a subsidiary of Prosperity Minerals Holdings Limited ("Prosperity Minerals"). Prosperity Minerals and the Company share common significant shareholders.

The PIHL Off-take Agreement relates to the Duncan Lake, Attikamagen and Sunny Lake Properties. Subject to certain conditions, the PIHL Off-take Agreement provides for the potential supply of one million metric tonnes of iron ore to Prosperity Macao over a three year period commencing 2011. Under the PIHL Off-take Agreement, the consignment of iron ore is anticipated to be purchased at the prevailing market price in the region, and Prosperity Macao has agreed to make a prepayment of US$10 million (the "Prepayment") to Century Holdings to secure such potential supply of iron ore. The potential annual off-take to be allocated to the Purchaser will be capped at 50% of the remaining annual iron ore produced after the Company has satisfied its supply obligations to WISCO and MinMetals. As of the date of this MD&A, Century Holdings has drawn-down US$8 million of the Prepayment. Century Holdings may be required to return the Prepayment if: Prosperity Macao terminates the PIHL Off-take Agreement or assigns to a third party all or part of its rights thereunder, at any time on giving written notice to Century Holdings, and Century Holdings will then be obligated to repay to Prosperity Macao the Prepayment that remains outstanding within 14 days of receipt of such written notice. The Prepayment may be applied to the purchase price under the PIHL Off-take Agreement, but if no iron ore is delivered, Century Holdings must return the Prepayment to Prosperity Macao.

Related Party Transactions

Transactions with related parties

As at June 30, 2011 and March 31, 2011, the Company had accounts receivable of $16,950 and $16,950, respectively, from Augyva, of which the President and CEO of the Company is a director.

During the periods ended June 30, 2011 and 2010, the Company incurred accounting expenses of $15,432 and $1,240, respectively, from Chim and Seto Consulting Services Inc., of which an immediate family member of the President and CEO of the Company is a shareholder.

The off-take deposit of US$8.0 million (which amounted to $7,710,580 as at June 30, 2011) from Prosperity Macao is non-interest bearing and repayable on demand.

On May 25, 2011, the Company repaid $6.5 million to a related party. The loan was non-interest bearing and repayable on demand.

On May 25, 2011, the Company repaid $2,713,461 to the shareholder. The loan was non-interest bearing and repayable on demand.

On June 30, 2011, the Company repaid $41,277 to a director. The loan advance was non-interest bearing and repayable on demand.

Remuneration of key management personnel

	Three months ended June 30,	
	2011	**2010**
	$	**$**
Salaries and benefits	130,000	-
Share option expenses	1,221,486	-
	1,351,486	-

Outlook and Proposed Transactions

i) WISCO Joint Venture Agreement

On August 30, 2011, the Company entered into an agreement with WISCO (the "Joint Venture Agreement") that will govern the joint ventures between the Company and WISCO for the exploration and development of the Company's Duncan Lake, Attikamagen and Sunny Lake Properties. The Joint Venture Agreement was executed further to the binding framework agreement entered into between Century Holdings and WISCO on January 13, 2011, as supplemented on February 18, 2011. The Joint Venture Agreement contemplates separate joint ventures for each of the Duncan Lake, Attikamagen and Sunny Lake Properties, with the definitive structures to be determined and definitive agreements to be executed within 60 days of signing of the Joint Venture Agreement.

The Joint Venture Agreement contemplates that Canadian Century will contribute its interest in the Duncan Lake joint venture for a 60% voting and participating interest in the joint venture with WISCO. WISCO will invest $40 million in exchange for a 40% voting and participating interest. WISCO's investment will be comprised of: (i) a $20 million investment within 15 days of execution of the definitive agreement, and (ii) a $20 million investment on the one year anniversary of the execution of the agreement. The joint venture agreements for the Attikamagen and Sunny Lake Properties will contemplate that the Company's subsidiaries will retain a 60% voting and participating interest in each of the respective projects, with WISCO investing an additional $40 million into each project over an initial two year period in exchange for a 40% voting and participating interest. WISCO will in aggregate invest $120 million in the three joint ventures over two years. The Company and WISCO will now move towards finalizing the definitive agreements for the projects. The Joint Venture Agreement and the definitive agreements will be subject to receipt of all applicable regulatory approvals, including the approval of the Toronto Stock Exchange and regulatory approvals from the People's Republic of China.

ii) Principal Agreement and Royalty Agreement

The Company and Altius Minerals Corporation ("Altius") have signed a principal agreement and a royalty agreement (together, the "Agreements") covering four of Altius' regional iron ore projects in the Labrador Trough: Astray, Grenville, Menihek and Schefferville on September 19, 2011

Under the Agreements, Century will acquire a 100% interest in the four projects for exploration expenditures of $7 million per project and the issuance of 5 million Century shares cumulatively over a 5-year period. Altius will retain a 1% to 4% sliding scale Gross Sales Royalty ("GSR") on the properties as well as additional consideration of "bonus" Century shares as National Instrument 43-101 compliant iron ore resources are defined above various thresholds. The Agreements are subject to receipt of formal approval by Century's board of directors and acceptance by the TSX.

Critical Accounting Estimates

The Company makes estimates and assumptions concerning the future that will, by definition, seldom equal to the actual results. The following are the estimates and judgments applied by management that most significantly affect the Company's financial statements. These estimates and judgments have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

i) Valuation of Mineral Properties and exploration and development properties

The Company carries its Mineral Properties at cost less a provision for impairment. The Company capitalizes exploration costs, which are related to specific projects, until the commercial feasibility of the project is determinable. The costs of each property and related capitalized exploration and development expenditures are amortized over the economic life of the property on a units-of-production basis. Costs are charged to operations when a property is abandoned or when impairment in value that is other than temporary has been determined.

The Company reviews the carrying values of mining properties and related expenditures whenever events or changes in circumstances indicate that their carrying values may not be recoverable. In undertaking this review, management is required to make significant estimates of, amongst other things, future production and sale values, unit sales prices, future operating and capital costs and reclamation costs to the end of the mine's life. These estimates are subject to various risks and uncertainties, which may ultimately have an effect on the expected recoverability of the carrying values of the Mineral Properties and related expenditures.

ii) Share-based payment transactions

The Company grants share options to directors, officers, employees and consultants of the Company under its incentive stock option plan. The fair value of share options is estimated using the Black-Scholes option pricing model and are expensed over their vesting periods. In estimating fair value, management is required to make certain assumptions and estimates such as the life of options, volatility and forfeiture rates. Changes in assumptions used to estimate fair value could result in materially different results.

Changes in Accounting Policies including Initial Adoption

Transition to IFRS

The Company adopted IFRS on April 1, 2011. The Company's transition date is April 1, 2010 and the Company has prepared its opening IFRS statement of financial position at that date. The financial statements for the three months ended June 30, 2011 have been prepared in accordance with the accounting policies described in note 4 thereto and in accordance with the requirements of IFRS 1 First time Adoption of IFRS, which is applicable upon first-time adoption of IFRS.

The effect of the Company's transition to IFRS is summarized as follows:

i) Initial elections on transition

The Company does not apply any of the transition exceptions and exemptions to full retrospective application of IFRS.

ii) Reconciliations of Canadian GAAP to IFRS

IFRS 1 requires an entity to reconcile equity, comprehensive income and cash flows for prior periods. The Company's first time adoption of IFRS did not have an impact on the statements of financial position, statements of loss and comprehensive loss, and the total operating, investing or financing cash flows and no reconciliation has been prepared.

Recent accounting pronouncements

Certain new accounting standards, and amendments to standards and interpretations, have been published but are not yet effective for the period ended June 30, 2011, and have not been applied in preparing these condensed consolidated interim financial statements. The Company's assessment of the impact of these new standards and interpretations is set out below.

International Financial Reporting Standard 9, Financial Instruments ("IFRS 9")

IFRS 9 was issued in November 2009 and contained requirements for financial assets. This standard addresses classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39 for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments, and such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. Where such equity instruments are measured at fair value through other comprehensive income, dividends are recognized in profit or loss to the extent not clearly representing a return of investment; however, other gains and losses (including impairments) associated with such instruments remain in accumulated comprehensive income indefinitely.

Requirements for financial liabilities were added in October 2010 and they largely carried forward existing requirements in IAS 39, *Financial Instruments - Recognition and Measurement*, except that fair value changes due to credit risk for liabilities designated at fair value through profit and loss would generally be recorded in other comprehensive income.

This standard is required to be applied for accounting periods beginning on or after January 1, 2013, with earlier adoption permitted. The Company has not yet assessed the impact of the standard or determined whether it will adopt the standard early.

Consolidated Financial Statements ("IFRS 10")

IFRS 10 provides a single model to be applied in the control analysis for all investees, including entities that currently are special purpose entities in the scope of SIC 12. In addition, the consolidation procedures are carried forward substantially unmodified from IAS 27, *Consolidated and Separate Financial Statements.*

This standard is required to be applied for accounting periods beginning on or after January 1, 2013, with earlier adoption permitted. The Company has not yet assessed the impact of the standard or determined whether it will adopt the standard early.

International Financial Reporting Standard 11, Joint Arrangements ("IFRS 11")

IFRS 11 requires a venturer to classify its interest in a joint arrangement as a joint venture or joint operation. Joint ventures will be accounted for using the equity method of accounting whereas for a joint operation the venturer will recognize its share of the assets, liabilities, revenue and expenses of the joint operation. Under existing IFRS, entities have the choice to proportionately consolidate or equity account for interests in joint ventures, IFRS 11 supersedes IAS 31, *Interests in Joint Ventures* and SIC-13, *Jointly Controlled Entities - Non-monetary Contribution by Venturers.*

This standard is required to be applied for accounting periods beginning on or after January 1, 2013, with earlier adoption permitted. The Company has not yet assessed the impact of the standard or determined whether it will adopt the standard early.

International Financial Reporting Standard 12, Disclosure of Interests in Other Entities ("IFRS 12")

IFRS 12 establishes disclosure requirements for interests in other entities, such as, joint arrangements, associates, special purpose vehicles and off balance sheet vehicles. The standard carries forward existing disclosures and also introduces significant additional disclosure requirements that address the nature of, and risks associated with, an entity's interests in other entities.

This standard is required to be applied for accounting periods beginning on or after January 1, 2013, with earlier adoption permitted. The Company has not yet assessed the impact of the standard or determined whether it will adopt the standard early.

International Financial Reporting Standard 13, Fair Value Measurement ("IFRS 13")

IFRS 13 is a comprehensive standard for fair value measurement and disclosure requirements for use across all IFRS standards. The new standard clarifies that fair value is the price that would be received to sell an asset, or paid to transfer a liability in an orderly transaction between market participants, at the measurement date. It also establishes disclosures about fair value measurement. Under existing IFRS, guidance on measuring and disclosing fair value is dispersed among the specific standards requiring fair value measurements and in many cases does not reflect a clear measurement basis or consistent disclosures.

This standard is required to be applied for accounting periods beginning on or after January 1, 2013, with earlier adoption permitted. The Company has not yet assessed the impact of the standard or determined whether it will adopt the standard early.

International Accounting Standard 28, Investments in Associates and Joint Ventures ("IAS 28")

In addition, there have been amendments to existing standards, including IAS 28, *Investments in Associates and Joint Ventures*. IAS 28 has been amended to include joint ventures in its scope and to address the changes in IFRS 11 – 13 which are discussed above.

This standard is required to be applied for accounting periods beginning on or after January 1, 2013. The Company will assess the impact of the amendment in conjunction with assessments made for IFRS 11 -13.

International Financial Reporting Standard 7, Financial Instruments - Disclosure (IFRS 7)

IFRS 7 was amended to require additional disclosure in respect of risk exposures arising from transferred financial assets. This amendment is effective for annual periods beginning on or after July 1, 2011. The Company is currently evaluating the impact of this standard on its consolidated financial statements.

Financial and other Instruments

The Company's financial liabilities consist of accounts payable and accrued liabilities and advances from a related party pertaining to an offtake deposit. It is management's opinion that Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these instruments approximates their carrying value due to the short-term nature of their maturity.

Risks and Uncertainties

Due to the nature of the Company's business and the present stage of exploration and development of the Mineral Properties, the Company may be subject to significant risks, including those set out below, and the Company's actual exploration and operating results may be materially different from those expected as at the date of this MD&A. Readers are encouraged to carefully consider all such risks, including those set out in the discussion below.

Nature of the Company's Exploration Activities

The exploration for and development of mineral deposits involves significant risks which even a combination of careful evaluation, experience and knowledge may not mitigate. Few properties that are explored are ultimately developed into producing mines. The Mineral Properties are still in the exploration and development stages. Significant expenditures will be required to establish ore reserves and to construct mining and material handling facilities at the Mineral Properties. It is impossible to provide any assurance that the exploration programs completed and further planned by the Company will result in a profitable commercial mining operation.

No assurance can be given that the Company's exploration activities will result in the discovery of minerals in sufficient quantities and/or grades to justify commercial operations or that funds required for additional exploration or development can be obtained on a timely basis. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot accurately be predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labour are other risks involved in the operation of mines and the conduct of exploration programs. The Company will rely upon consultants and others for exploration, development, construction and operating expertise. Substantial expenditures will be required to establish mineral resources and mineral reserves through drilling, to develop metallurgical processes to extract the metal from mineral resources and to develop the mining and processing facilities and infrastructure at any site chosen for mining.

Future Profits/Losses and Production Revenues/Expenses

There can be no assurance that significant losses will not occur in the near future or that the Company will be profitable in the future. The Company's operating expenses and capital expenditures may increase in subsequent years as needed consultants, personnel and equipment associated with advancing exploration, development and commercial production, if any, of the Mineral Properties and any other properties the Company may acquire are added. The amounts and timing of expenditures will depend on the progress of ongoing exploration and development, the results of consultants' analyses and recommendations, the rate at which operating losses are incurred, the execution of joint venture agreements with strategic partners and other factors, many of which are beyond the Company's control. The Company does not expect to receive revenues from operations in the foreseeable future, if at all. The Company expects to incur losses unless and until such time as the Mineral Properties and any other properties the Company may acquire enter into commercial production and generate sufficient revenues to fund its continuing operations. The development of the Mineral Properties and any other properties the Company may acquire will require the commitment of substantial resources to conduct the time-consuming exploration and development of properties. There can be no assurance that the Company will generate any revenues or achieve profitability. There can be no assurance that the underlying assumed levels of expenses will prove to be accurate.

Title to Properties

The acquisition of title to resource properties is a very detailed and time-consuming process. Title to, and the area of, resource claims may be disputed. Although the Company believes it has taken reasonable measures to ensure that title to its Mineral Properties, there is no guarantee that title to any of the claims comprising the Mineral Properties will not be challenged or impaired. No assurances can be given that title defects to the Mineral Properties do not exist. The Mineral Properties may be subject to prior unregistered agreements, interests or native land claims and title may be affected by undetected defects. There may be valid challenges to the title of any of the concessions and licence agreements comprising the Mineral Properties that, if successful, could impair development and/or operations. A defect could result in the Company losing all or a portion of its right, title, estate and interest in and to the properties to which the title defect relates.

Iron Ore Prices

The development and success of the Mineral Properties will be dependent, in part, on the future price of iron ore. Iron ore prices are subject to fluctuation and are affected by a number of factors which are beyond the control of the Company. Such factors include, but are not limited to, global and regional supply and demand and the political and economic conditions of major steel producing countries throughout the world. The price of iron ore has increased substantially in recent years and future significant price declines could cause continued exploration and development of the Mineral Properties to be impracticable.

The market price of iron ore affects the economics of any potential development project, the Mineral Properties, and the ability of the Company to raise capital. A decrease in the market price of iron ore could affect the Company's ability to finance the continued exploration and the development of the Mineral Properties. There can be no assurance that the market price of iron ore will remain at current levels or that such prices will improve or that market prices will not fall.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter in meeting obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company has a planning and budgeting process to help determine the funds required to support its normal operating requirements on an ongoing basis as well as its expansion plans.

Capitalization, Additional Funding Requirements and Dilution

The operating and capital expenditures of the Company are expected to substantially increase in subsequent years with the advancing of exploration and development activities. Further exploration and development of the Mineral Properties will require additional capital. In addition, a positive production decision at the Mineral Properties or any other development projects acquired in the future would require significant capital for project engineering and construction. The Company does not currently have sufficient funding to commence or complete the development of the Mineral Properties. Accordingly, the continuing development of the Company's properties will depend upon the Company's ability to obtain financing through debt financing, equity financing, the joint venturing of projects, or other means. The Company's historical capital needs have been met by the issuance of common shares and shareholder loans.

The Company will require substantial additional funds to further explore and develop the Mineral Properties. The Company has limited financial resources and no current source of recurring revenue, and there is no assurance that additional funding will be available to the Company to carry out the completion of its planned exploration activities, for additional exploration or for the substantial capital that will be required in order to place the Mineral Properties into commercial production. In order to finance the development of the Mineral Properties, the Company will have to pursue one or more financing alternatives including issuing additional equity, borrowing sufficient funds from third party lenders, or completing arrangements with one or more strategic partners. Failure to obtain such additional financing could result in a further delay or indefinite postponement of further exploration and development of the Mineral Properties. The terms of any additional financing obtained by the Company could result in substantial dilution to the shareholders of the Company.

The continuation of adverse market conditions experienced in 2009 could have negative implications for the Company in terms of the ability to continue as a going concern and to continue the development of the Mineral Properties.

Regulatory Requirements

Mining operations, development and exploration activities are subject to extensive laws and regulations governing prospecting, development, production, exports, taxes, labour standards, occupational health, waste disposal, environmental protection and remediation, protection of endangered and protected species, mine safety, toxic substances and other matters. Changes in these regulations or in their application are beyond the control of the Company and could adversely affect its operations, business and results of operations.

Government approvals and permits are currently, and may in the future be, required in connection with the Mineral Properties. To the extent such approvals are required and not obtained, the Company may be restricted or prohibited from proceeding with planned exploration or development activities. 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 be liable for civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permitting requirements, or more stringent application of existing laws, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reductions in levels of production at producing properties or require abandonment or delays in development of properties.

Enforcement of Civil Liabilities

Certain of the directors of the Company reside outside of Canada. It may not be possible for investors to effect service of process within Canada upon the directors not residing in Canada. It may also not be possible to enforce against the Company and certain of its directors named herein judgements obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada.

Environmental and Health Matters

All of the Company's operations will be subject to environmental regulations and health standards, which can make operations expensive or prohibit them altogether.

To the extent the Company is subject to environmental liabilities, the payment of such liabilities or the costs that it may incur to remedy environmental pollution would reduce funds otherwise available to it and could have a material adverse effect on the Company. If the Company is unable to fully remedy an environmental problem, it might be required to suspend operations or enter into interim compliance measures pending completion of the required remedy. The potential exposure may be significant and could have a material adverse effect on the Company.

All of the Company's exploration, development and production activities will be subject to regulation under one or more of the various provincial, federal and other environmental laws and regulations and health standards. Many of the regulations require the Company to obtain permits for its activities. The Company must update and review its permits from time to time, and is subject to environmental impact analyses and public review processes prior to approval of the additional activities. It is possible that future changes in applicable laws, regulations and permits or changes in their enforcement or regulatory interpretation could have a significant impact on some portion of the Company's business, causing those activities to be economically re-evaluated at that time.

There is no assurance that future changes in environmental regulation or health standards, if any, will not adversely affect the Company's operations.

Risks of Non-Availability of Insurance

Where considered practical to do so, the Company will maintain insurance against risks in the operation of its business and in amounts that it believes to be reasonable. Such insurance, however, will contain exclusions and limitations on coverage. There can be no assurance that such insurance will continue to be available, will be available at economically acceptable premiums or will be adequate to cover any resulting liability. The Company may become subject to liability for pollution or hazards against which it cannot insure. In some cases, such as with respect to environmental risks, coverage is not available or considered too expensive relative to the perceived risk. The payment of such liabilities could result in an increase in the Company's operating expenses which could, in turn, materially effect the Company's financial position and results of operations.

Competition

The Company's business is intensely competitive and the Company will compete with other mining companies, many of which have greater resources and experience. Competition in the metals mining industry is primarily for mineral rich properties which can be developed and can produce economically; the technical expertise to find, develop, and operate such properties; the labour to operate the properties; and the capital for the purpose of funding such properties. Many competitors not only explore for and mine metals, but also conduct refining and marketing operations on a world-wide basis. Such competition may result in the Company being unable to acquire desired properties, to recruit or retain qualified employees or to acquire the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other mining companies for these resources would have a material adverse effect on the Company's results of operation and business.

Loss of Key Employees

The Company will depend on a number of key employees, the loss of any one of whom could have an adverse effect on the Company. The Company will not have and is not expected to purchase key person insurance on such individuals, which insurance would provide the Company with insurance proceeds in the event of their death. Without key person insurance, the Company may not have the financial resources to develop or maintain its business until it replaces the individual. The development of the business of the Company will be dependent on its ability to attract and retain highly qualified management and mining personnel. The Company will face competition for personnel from other employers. If the Company is unable to attract or retain qualified personnel as required, it may not be able to adequately manage and implement its business plan.

Conflicts of Interest

The Company's directors and officers may serve as directors or officers of other natural resource companies or companies providing services to the Company, or they may have significant shareholdings in other resource companies. Specifically, Mr. Sandy Chim, the President and Chief Executive Officer of the Company, is a director and control person of Century Iron Ore Corporation, a substantial shareholder of the Company, and a director of Augyva.

Situations may arise where the directors and/or officers of the Company may be in competition with the Company. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. From time to time, several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the Company making the assignment. In accordance with applicable laws, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Current Global Financial Conditions

Current global financial conditions have been characterized by increased volatility and several financial institutions have either gone into bankruptcy or have had to be rescued by governmental authorities. These factors may impact the ability of the Company to obtain equity or debt financing in the future on terms favourable to it. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. If such increased levels of volatility and market turmoil continue, the operations of the Company could be adversely impacted and the price of the Company's shares may be adversely affected.

Currency Exposure

The Company is not exposed to material currency fluctuations insofar as its funds are maintained in Canadian dollars and its operations and costs incurred are in Canadian dollars and all of its exploration properties are in Canada. However the Company does have some exposure in that it has an administrative office in China and it has received a small advance pertaining to an off-take deposit that is repayable in US Dollars.

Share Price Fluctuations

In recent years, the securities markets have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered development stage companies (such as the Company), have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continued fluctuations in price will not occur.

Limited Operating History and Financial Resources

The Company has a limited operating history, has little operating revenue and is unlikely to generate any revenues from operations in the foreseeable future. The Company anticipates that its existing cash resources, together with the net proceeds of recent financing activities, will be sufficient to cover its projected funding requirements for the next two ensuing years. If its exploration program is successful, additional funds will be required for further exploration and development to determine if any deposits are economic and if economic, to bring such deposits to production. Additional funds will also be required for the Company to acquire and explore other mineral interests. The Company has limited financial resources and there is no assurance that sufficient additional funding will be available to enable it to fulfill its obligations or for further exploration and development on acceptable terms or at all. Failure to obtain additional funding on a timely basis could result in delay or indefinite postponement of further exploration and development and could cause the Company to forfeit its interests in some or all of its properties or to reduce or terminate its operations. Sources of funds now available to the Company are limited and may include the sale of equity capital, properties, royalty interests, the entering into of future joint ventures and the exercise of outstanding options. Additional financing may not be available when needed or, if available, the terms of such financing might not be favourable to the Company and might involve substantial dilution to existing shareholders. Failure to raise capital when needed would have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Remote Northern Location and Access to Transportation Infrastructure

The Mineral Properties, because of their remote northern location and limited accessibility, are subject to special climate and transportation risks. These risks include the inability to operate efficiently or at all during periods of extreme cold, the unavailability of materials and equipment, and unanticipated transportation costs. Adverse weather conditions may also prevent the operation of equipment on land, in the air or on the ocean. Such factors can add to the cost of mine exploration, development, production and operation, thereby affecting the Company's financial condition.

Access to transportation infrastructure to ship mineral products economically within Northern Quebec and Labrador, and to export mineral products internationally is currently limited. Lack of access to transportation may hinder the expansion of production at the Mineral Properties and the Company may be required to use more expensive transportation alternatives.

Limited History

The Company has no history of mining iron ore and the Mineral Properties are still in the exploration and development stage. The future development of the Mineral Properties will require the construction and operation of mines and related infrastructure. The costs, timing and complexities of mine construction and development are increased by the remote northern location of the Mineral Properties. It is common in new mining operations to experience unexpected problems and delays during construction, development, and mine start-up. In addition, delays in the commencement of mineral production often occur. Accordingly, there are no assurances that the Company's activities will result in profitable mining operations, that the Company will successfully establish mining operations or profitably produce iron ore, or that the Company will meet any of its current timelines or schedules.

Cautionary Statement Regarding Forward-Looking Information

This MD&A contains forward-looking statements that reflect management's current expectations, estimates and projections with regard to future events regarding the Company's business and the economic environment in which it operates. Forward-looking information is subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements. Such risks include, but are not limited to: (i) risks inherent in the exploration for and development of mineral deposits; (ii) financing, capitalization and liquidity risks, including the risk that financing necessary to fund the exploration and development activities at the Mineral Properties may not be available on satisfactory terms, or at all; (iii) regulatory risks, including risks relating to the acquisition of the necessary licenses and permits; (iv) uncertainties inherent in the estimation of mineral reserves and resources; (v) risks that production estimates may be inaccurate; (vi) construction and operational risks inherent in the conduct of mining activities, including the risk of increases in capital and operating costs and the risk of delays or increased costs that might be encountered during the construction and development process; (vii) risks relating to changes in iron ore prices and the worldwide demand for and supply of iron ore; (viii) risks relating to the remoteness of the Mineral Properties including access and supply risks and reliance on key personnel; (ix) environmental risks, including risks relating to climate change and the potential impact of global warming on project timelines and on construction and operating costs; (x) the risk of fluctuations in the Canadian/U.S. dollar exchange rate; (xi) insurance risks; and (xii) volatility in the Company's stock price. See "*Risks and Uncertainties*".

These statements speak only as of the date on which they are made, are not guarantees of future performance and involve risks and uncertainties that are difficult to control or predict. Actual outcomes and results may differ materially from those expressed in these forward-looking statements and readers should not place undue reliance on such statements.

Forward-looking information is based on certain factors and assumptions regarding, among other things, the estimation of mineral reserves and resources and the realization of such estimates, the timing and amount of future exploration expenditures, the estimation of initial and sustaining capital requirements, the estimation of labour and operating costs, the availability of necessary financing to develop the Mineral Properties in the short and long-term, the progress of construction and development activities, the receipt of necessary regulatory approvals, iron ore prices, the feasibility of constructing and operating a direct-shipping iron ore mine at the Mineral Properties, assumptions with respect to environmental risks, title disputes or claims, weather conditions, climate change and other similar matters. In particular, in stating that WISCO will provide an investment in respect of each of the Mineral Properties, the Company has assumed, among other things, that definitive agreements in respect of each of the Duncan Lake, Attikamagen and Sunny Lake Properties will be executed within the time-frame contemplated by the Joint Venture Agreement, or at all, and has assumed receipt of all applicable regulatory approvals including the approval from the Toronto Stock Exchange and the People's Republic of China in respect of the definitive joint venture agreements. In stating that Century will acquire a 100% interest in four of Altius' regional iron ore projects pursuant to the Altius Agreements, the Company has assumed, among other things, receipt of applicable regulatory approvals including that of the Toronto Stock Exchange, and that the Company will be able to meet requisite exploration expenditures pursuant to the Agreements. While the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect and there can be no assurance that such developments can be completed on satisfactory terms or at all.

Investors are advised to carefully review and consider the risk factors identified in this MD&A under the heading "*Risks and Uncertainties*" for a discussion of the factors that could cause the Company's actual results, performance and achievements to be materially different from any anticipated results, performance or achievements expressed or implied by the forward-looking statements. Investors are further cautioned that the foregoing list of assumptions and risks factors is not exhaustive and it is recommended that prospective investors consult the more complete discussion of the Company's business, financial condition and prospects included in this MD&A. The forward-looking information and statements contained in this MD&A are made as of the date hereof and, accordingly are subject to change after such date.

The Company does not undertake to update any forward-looking information, except as, and to the extent required by applicable securities laws. The forward-looking statements contained herein are expressly qualified by this cautionary statement.