Management Discussion and Analysis
For the Year Ended November 30, 2012

The following is a discussion and analysis of the operations, results, and financial position of Zimtu Capital Corp. (the "Company") for the year ended November 30, 2012, and should be read in conjunction with the audited financial statements for the year ended November 30, 2012, all of which are prepared in Canadian dollars and in accordance with International Financial Reporting Standards "(IFRS"), which replaced Canadian Generally Accepted Accounting Principles ("GAAP") on December 1, 2010. Readers are referred to the Transition to International Financial Reporting Standards section of this MD&A.

The effective date of this report is March 27, 2013.

Nature of Business and Overall Performance

History of the Company

The Company was incorporated on July 4, 2006, under the Business Corporations Act of British Columbia under the name "Flow Energy Ltd."

On January 29, 2007, the Company completed its initial public offering with Northern Securities Inc. acting as agent. The Company was listed on the TSX Venture Exchange (the "TSX-V") as a Capital Pool Company on January 31, 2007.

On March 7, 2008, the Company entered into a Share Purchase Agreement with Petrol One Corp. and 0755032 BC Ltd. Under the terms of the Agreement, the Company acquired all of the issued common shares of Zimtu Capital Corp., a private investment company that had assets consisting of a portfolio of equity investments, cash and equipment, totaling approximately $6.0 million.

On July 31, 2008, the Company completed its Qualifying Transaction, defined under section 2.4 of the TSX-V policies. The Company acquired all of the issued and outstanding common shares of 0755032 BC Ltd., completed a private placement of 10,292,658 units for proceeds to the Company of $1,235,119, and changed its name to Zimtu Capital Corp. Subsequent to the completion of the Qualifying Transaction, the Company changed its year end from August 31 to November 30, to be concurrent with that of its wholly owned subsidiary, 0755032 BC Ltd. On December 1, 2008, the Company completed a consolidation of share capital on a 10:1 basis.

In 2008, the Company acquired a controlling interest in Pasinex Resources Limited ("Pasinex") (formerly Triple Dragon Resources Ltd.) and the financial results of Pasinex were consolidated in the Company's financial statements. In March 2012, the Company, in private transactions to 3 individuals, reduced its ownership of Pasinex to 50.25%. On March 9, 2012, Pasinex closed a non-brokered private placement of 23,535,149 common shares, effectively decreasing the Company's holdings to 25.69%. On April 23, 2012, the Company sold an additional 457,000 common shares of Pasinex in a private transaction, further reducing the Company's ownership down to 24.74%. The financial results of Pasinex were included in the financial statements of the Company up to March 8, 2012. Subsequent to March 8, 2012, the Company determined that it no longer controlled the operations of Pasinex, and therefore would no longer consolidate the operations of Pasinex.

On November 30, 2012, 0755032 was voluntarily dissolved, and as a result, the Company deconsolidated all assets and liabilities associated with 0755032. As a result, the statement of financial position for 2012 includes the accounts of the Company only.

The Company is a reporting issuer in British Columbia, Alberta and Ontario and trades as a Tier 2 Financial Services Issuer on the TSX-V under the symbol ‘ZC’. The Company also trades on the Frankfurt Stock Exchange under the symbol ‘ZCT1’.

Business of the Company

The business of the Company focuses on giving its shareholders the opportunity to indirectly invest in diverse early-stage resource investments. The Company’s goal is to take advantage of the favourable investment opportunities that arise between the private and public phases of a given investment in the natural resources sector. To that end, the Company conducts its business along two distinct lines: investment and project advisory/management.

1. Investment

The principal investment objectives of the Company are:

- to seek and identify high return investment opportunities in the resource sector through direct investments in project interests or indirect investments by means of equity shareholdings;
- to minimize the risk associated with investments in securities by offering assistance to the target investment through management’s industry contacts;
- to preserve its capital and limit the downside risk of its capital;
- to achieve a reasonable rate of capital appreciation; and
- to seek liquidity in its investments.

In pursuit of greater returns and to achieve investment objectives while mitigating risk, the Company, when appropriate, shall focus on natural resource industries, concentrating on early stage exploration and development companies. The Company will obtain detailed knowledge of the relevant business that the investment shall be made in, as well as knowledge about the investee company. The Company will endeavour to work closely with the investee company’s management and boards and in some cases, assist in sourcing experienced and qualified persons to add to the board and/or management of the investee companies. The Company will maintain a flexible position with respect to the form of investment taken. Investments will be made in either private or public companies or directly into project title. As a result, the Company may own 100% of the opportunity in the initial stages.

In keeping with its business model, the Company:

a) Has increased its investment shareholdings through participation in private placements and/or Initial Public Offerings (“IPO”) of several TSX-V listed companies;

b) Has acquired or disposed of interests in several mineral property claims and/or permits. An objective of the Company is to evaluate and acquire prospective resource properties to make available for sale or joint venture. In this manner, the Company has acquired and disposed of property interests either by selling the property in its entirety or by optioning the property;

c) Provides mineral property advisory services to individuals and/or companies and helps to connect companies with mineral properties of interest; and

d) Provides management & administrative assistance to private or public companies.

Composition of Investment Portfolio*:* The nature and timing of the Company’s investments depend, in part, on available capital at any particular time and the investment opportunities identified and available to the Company. Subject to the availability of capital, the Company intends to create a diversified portfolio of investments. The composition of its investment portfolio will vary over time depending on its assessment of a number of factors including the performance of financial markets and credit risk.

Investment Committee*:* The Company has an investment committee to monitor its investment portfolio on an ongoing basis. The investment committee's mandate is to review the status of each investment as well as the status of potential investments at least once a month or on an as needed basis. Nominees for the investment committee are recommended by the Board of Directors.

Trading Committee*:* The Company has a trading committee consisting of all members of the Board of Directors and may also include any consultants with relevant experience to the opportunity. On a monthly basis, the trading committee discusses and evaluates the investments of the Company.

Market Conditions: In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies 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 continuing fluctuations in price will not occur. The market for the common shares of the Company will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. The value of the common shares of the Company will be affected by such volatility.

Shareholdings: A complete list of the specific shareholdings of the Company are listed in Notes 6 and 7 of the Company's audited financial statements for the year ended November 30, 2012. The Company considers the following as its core portfolio shareholdings:

Western Potash Corp. (TSX: WPX) ("Western Potash") is a junior mineral exploration company engaged in the acquisition, evaluation and exploration of potash mineral properties in Western Canada. Western Potash's objectives are to define and develop a world-class potash deposit while providing its shareholders with a unique opportunity to participate in the blue-chip dominated potash mining industry. The Company currently has 2,757,154 common shares of Western Potash with a market value of $1,268,291 ($0.46 per share, as at March 27, 2013).

Commerce Resources Corp. (TSX-V: CCE) ("Commerce") is an exploration and development company with a particular focus on tantalum, niobium and rare earth element deposits with a potential for economic grades and large tonnages. Commerce is developing its Upper Fir Tantalum and Niobium Deposit in British Columbia, at the Blue River Project, and is also exploring its Eldor Rare Earth Project in northern Quebec. The Company currently has 3,756,178 common shares of Commerce, with a market value of $375,618 ($0.10 per share, as at March 27, 2013).

Pasinex Resources Limited (CNSX: PSE) ("Pasinex") is a mineral exploration company focused on base and precious metals properties in Turkey. The Company has a strong technical management team with many years of experience in mineral exploration and mining project development. The Company currently has 11,985,500 common shares of Pasinex, with a market value of $479,420 ($0.04 per share, as at March 27, 2013).

Niocorp Developments Ltd. (formerly Quantum Rare Earth Developments Corp.) (TSX-V: NB) ("Niocorp") is a Canadian based exploration company focused on creating shareholder value through the strategic acquisition and advancement of highly prospective niobium and rare earth element projects in politically stable, mining-friendly locations. Niocorp's flagship project is the Elk Creek Carbonatite located in southeastern Nebraska, U.S.A. which contains a niobium resource and is also prospective for rare earth element and phosphate mineralization. The Company currently has 1,558,000 common shares of Niocorp, with a market value of $218,120 ($0.14 per share, as at March 27, 2013).

Camisha Resources Corp. (TSX-V: CRN.P) ("Camisha") is a Tier 2 Mining Issuer who completed its Qualifying Transaction in May 2012. Camisha announced that on September 21, 2012 it entered into an agreement in principal to acquire 100% of Prima Fluorspar Corp. ("Prima"). The resulting company will focus on confirming and expanding the historic mineral resource of approximately 3.2 million tonnes averaging 32% fluorspar at its 100%-owned, 22,588 ha (55,816 acres) Liard Fluorspar Property in Northern British Columbia, Canada. The Company currently has 3,020,000 common shares of Camisha, with a market value of $271,800 ($0.09 per share, as at March 27, 2013). The Company also currently has 4,500,000 common shares of Prima, valued at $235,000, which will convert into shares of Camisha at the completion of the acquisition (see Subsequent Events section).

Equitas Resources Corp. (TSX-V: EQT) ("Equitas") is in the early stages of the value creation process with the recent acquisition of the Day Copper-Gold Porphyry Project. This core asset will be the Equitas' flagship project and consists of ~7,100 hectares located to the northwest of Prince George, B.C. and 50 kms directly south of Northgate Minerals' Kemess South Mine in the prolific "Toodoggone Region" of B.C. The Company currently has 8,394,000 common shares of Equitas, with a market value of $251,820 ($0.03 per share, as at March 27, 2013).

Lakeland Resources Inc. (TSX-V: LK) ("Lakeland") is focused on the discovery of gold deposits with a 100% focus on Canadian assets principally in Ontario. Lakeland is currently exploring its Midas Gold Property located near Wawa, Ontario. Lakeland aims to create value through the drill bit and build a successful mineral exploration company by combining technical knowledge, a motivated management team and board, strong and clear messaging and supportive investors. The Company currently has 4,396,000 common shares of Lakeland, with a market value of $351,680 ($0.08 per share, as at March 27, 2013).

2. Project Advisory/Management

Mineral Resource Project Management

The Company evaluates and acquires prospective resource properties to make available for sale, option or joint venture. The Company has interests in several mineral property claims.

As at November 30, 2012, the Company has interests in the following mineral resource properties:

Property Name	Joint Venture Partner	Balance, November 30, 2012 $
Munglinup	Strategic	2,708
AB Frac	Dahrouge	6,126
AB Potash	Dahrouge	84
Beatty Bat	Dahrouge	21,590
Irving Lake Gold	Dahrouge	19,275
Kubwa	Strategic	165,000
Lac Caron	Dahrouge	8,034
Odin Creek	Javorsky	2,811
Peace River	Dahrouge	2,599
Michon	Dahrouge	1,803
Portland Graphite	MPH	64,715
Saskoba	Dahrouge	30,297
Zaharik Lake	Dahrouge	9,808
		334,850

The following is a list of the properties farmed out during the year ended November 30, 2012:

Property Name	Sold to	Consideration
Blachford Rare Earth Element Property	Desert Star Resources Ltd. (Formerly First Graphite Corp.)	$100,000 cash ($50,000 received) 1,250,000 common shares (500,000 received) Agreement cancelled August 22, 2012
Black Donald, Little-Bryan and Beidelman-Lyall Graphite Property	Standard Graphite Corp.	$12,500 (received) 1,000,000 common shares (750,000 received)

Property Name	Sold to	Consideration
McWhirter Lake Graphite Property	Olympic Resources Ltd.	$20,000 cash (received) 2,500,000 common shares (750,000 received)
Flora Graphite Property	Olympic Resources Ltd.	$30,000 cash (received) 1,500,000 common shares (750,000 received)
Liard Fluorspar Property	Prima Fluorspar Corp.	$20,000 cash (received) 1,000,000 common shares (received)
Gem/Dickson Property	Prima Fluorspar Corp.	750,000 common shares (received)
Griffith and Brougham Property	Big North Graphite Corp.	$40,000 cash (received) 1,000,000 common shares (500,000 received)
Henry Graphite Property	First Graphite Corp.	$77,500 cash (received) 1,000,000 common shares (500,000 received)
Munglinup Graphite Project	Pinestar Gold Inc.	$62,500 cash ($12,500 received) 1,750,000 common shares Agreement cancelled May 11, 2012
Quatre Milles Graphite Property	Lomiko Metals Inc.	$25,000 cash received) 2,000,000 common shares (750,000 received)
Quatre Milles Extension	Lomiko Metals Inc.	$1,000 cash 600,000 common shares
C&C/7 Rare Earth Elements Properties	Critical Elements (formerly First Gold Exploration)	$62,500 cash (received) 2,000,000 common shares (1,500,000 received) 500,000 common shares received subsequent to November 30, 2012
Cap and Seebach Properties	Arctic Star Diamond Corp.	$145,833 cash (received) 2,500,000 pre-consolidation common shares (received) 138,889 post-consolidation common shares (received)
Snip and Seebach Properties	Remstar Resources Ltd.	$25,000 cash (received) 2,000,000 common shares (1,250,000 received)
Day Property	Equitas Resources Corp.	$25,000 cash (received) 2,500,000 common shares (received)
Deep Bay East and Simon Lake Graphite	Strike Graphite Corp. (formerly Strike Gold Corp.)	$162,500 cash ($87,500 received) 1,500,000 common shares (1,000,000 received)
Lavergne Rare Earth Property	Rare Earth Metals Inc.	$25,000 (received) 900,000 common shares (received)
Montviel Rare Earth Property	Electric Metals Inc.	$62,500 cash ($12,500 received) 1,375,000 common shares (500,000 received) Agreement cancelled June 20, 2012 125,000 shares for termination (received)

Property Name	Sold to	Consideration
Old Lime Stone	Arctic Star Diamond Corp.	$25,000 cash (received) 500,000 pre-consolidation common shares and 41,667 post-consolidation shares (received)
Red Wine/Letitia Lake	Rare Earth Metals Inc.	$100,000 cash ($100,000 received) 750,000 common shares (750,000 received)

Mineral Resource - Advisory Services

The Company also provides mineral resource advisory services to individuals and/or companies and helps to connect companies with mineral properties of interest.

The Company provided property advisory services for the following properties:

Property Name	Sold to	Consideration
Big North Lake Graphite Property	Big North Graphite Corp.	$20,000 cash (received) 750,000 common shares (500,000 received)
Goeland Rare Earth Property	Canada Strategic Metals Inc. (formerly Canada Rare Earth Inc.)	$12,500 cash (received) 1,250,000 common shares (750,000 received) 250,000 common shares received subsequent to November 30, 2012
Sun Graphite Property	Galaxy Capital Corp.	$25,000 cash ($7,500 received) 500,000 common shares (250,000 received)
Wagon Graphite Property	Strike Graphite Corp.	$12,500 cash ($7,500 received) 375,000 common shares (125,000 received)
Deadhorse Creek Rare Earth Property	Canadian International Minerals Inc.	$5,000 of shares + 60,000 shares on signing (received) $5,000 of shares + 30,000 shares on first anniversary (received) $5,000 of shares on second anniversary ($7,850 cash received in lieu of shares) $5,000 of shares on third anniversary $5,000 of shares on fourth anniversary
Jungle Well & Laverton Projects	Niocorp Developments Corp. (formerly Quantum Rare Earth Developments Corp.) & Silver Mountain Mines Corp.	$33,333 cash (received) 500,000 shares of Quantum Rare Earth (received)

Mineral Resource – Joint Ventures

Dahrouge Geological Consulting Corp. and 877384 Alberta Ltd.

The Company, Dahrouge Geological Consulting Corp. ("Dahrouge") and 877384 Alberta Ltd. ("877384") entered into mutual agreements, which were executed verbally, that Dahrouge and 877384 will stake and hold the ownerships of the properties on behalf of the Company.

Strategic Resource Management Pty Ltd.

On April 13, 2011, the Company entered into an agreement for the joint acquisition and sale of iron properties of merit in Australia with Kubwa Iron Ore Holdings Pty Ltd. ("Kubwa"). Kubwa is a private Australian company, wholly owned by Strategic Resource Management Pty Ltd. ("Strategic"). Zimtu will contribute $50,000 on signing of the agreement (paid) and contribute up to $50,000 to fund additional iron tenement applications for Kubwa (paid). After the 50/50% joint venture is formed, the proceeds from the sale of any or all of the tenements/permits will be shared equally by the Company and Kubwa; however, Zimtu will be entitled to the first portion of any cash consideration received for the tenements/permits equal to 50% of the amount contributed for additional tenement applications. If the maximum $50,000 is spent on additional tenement applications, Zimtu will be entitled to the first $25,000 of any cash consideration received. During the year ended November 30, 2012, the Company paid an additional $65,000 to Kubwa for geological evaluation expenditures.

MPH Consulting Ltd.

During the year ended November 30, 2011, the Company and MPH Consulting Ltd. (with president, Paul Sobie and executive VP, Bill Brereton) entered into a mutual agreement which was executed verbally that they were the legal and beneficiary holders of the mineral claims making up the Lavergne Rare Earth Property and Black Donald Graphite Properties. The proceeds from the Lavergne Property and Black Donald Properties will be shared on a 50% (Zimtu) 25% (Sobie) 25% (Brereton) joint venture basis. During the year ended November 30, 2012, the parties entered into an agreement that they are the legal and beneficial holders of the mineral claims making up the Griffith and Brougham Graphite Properties, McWhirter Lake Property, and Portland Graphite Property.

Michel Robert

On December 28, 2011, the Company and Michel Robert entered into a mutual agreement which was executed verbally that they were the legal and beneficiary holders of the mineral claims making up the Quatre Milles Property. The proceeds from the Quatre Milles Property will be shared on a 50-50% joint venture basis.

Gary Lewis etc.

During the year ended November 30, 2011, the Company, Gary Lewis, Aubrey Budgell and Nehemiah Pinsent (collectively as “joint venturers”) entered into mutual agreements which were executed verbally that they are the legal and beneficiary holders of the mineral claims in the Red Wine/Letitia Lake area of west central Labrador. The proceeds from the Red Wine/Letitia Lake properties will be shared on a 50% (Zimtu) 20% (Lewis) 15% (Budgell) 15% (Pinsent) joint venture basis.

C&C Rare Earth Property

In 2009, the Company entered into an agreement with Cathro Resources Corp. and Cazador Resources Ltd. (“C&C”) for the joint exploration of rare earth element claims of merit in Western Canada, known as the C&C Rare Earth Properties. The claims included in the C&C Rare Earth Properties are the Rare, Kin, Lindmark, Icey, Munroe, Hiren, Trident and Claire Claims. The Company and the other joint venturers contributed $10,000 (paid) each for the acquisition costs of the C&C Rare Earth Properties. The Company will commit $100,000 towards the advancement of the C&C Rare Earth Properties. The C&C Rare Earth Properties will be held on a 50-50% joint venture basis, and the proceeds from the sale of the property will be shared equally by the Company and the other joint ventures. At November 30, 2012, the properties have been sold or written off.

Javorsky Properties

In 2010, the Company entered into an agreement for the joint exploration of several rare earth element claims of merit in Western Canada, known as the Old Lime Stone, Zirconium Mountain, Cerium Mountain, Parry Creek, and Odin Creek Cerium. The Company and the other joint venturer, Dave Javorsky (“Javorsky”), each contributed for the acquisition costs of the property. The property will be held on a 50-50% joint venture basis, and the proceeds from the sale of the property will be shared equally by the Company and Javorsky. At November 30, 2012, only the Odin Creek property remains in good standing and the remainder of the properties have been sold or written off.

3. Company Management

The Company provides management and administrative services to various private and public companies.

The Company currently has contracts in place with Commerce Resources Corp., Camisha Resources Corp., Equitas Resources Corp., and Pasinex Resources Limited. Commerce, Pasinex and Camisha have director(s) in common with the Company.

Under the terms of the contracts, these services may include rent and office administration, continuous disclosure services and compliance services. These contracts generate sufficient cash for the Company to meet its operating needs in the current market environment and the Company expects these contracts to continue.

Selected Annual Information

The following is a summary of the financial data of the Company for the last three fiscal years and are derived from the audited consolidated financial statements of the Company, and were prepared in accordance with Canadian GAAP:

	2012* $	2011* $	2010** $
Total Revenues	3,067,807	4,775,326	3,208,482
Income before other items and income taxes	384,474	2,475,528	137,036
Income before other items and income taxes (per share)	0.04	0.25	0.02
Income before other items and income taxes (per share, fully diluted)	0.04	0.25	0.02
Net Income (loss)	(1,486,326)	(2,813,251)	3,164,459
Net Income (loss) (per share)	(0.14)	(0.28)	0.38
Net income (loss) (per share, fully diluted)	(0.14)	(0.28)	0.37
Net comprehensive income (loss)	(1,486,326)	(2,813,251)	3,164,459
Net comprehensive income (loss) (per share)	(0.14)	(0.28)	0.38
Net comprehensive income (loss) (per share, fully diluted)	(0.14)	(0.28)	0.37
Total assets	10,830,023	11,875,187	13,971,210
Total long term financial liabilities	Nil	Nil	671,774
Cash dividend declared per share	Nil	Nil	Nil

* Figures for years ended November 30, 2012 and 2011 are expressed under IFRS.

** Figures for year ended November 30, 2010 are expressed under Canadian GAAP.

Results of Operations

Net loss for the year ended November 30, 2012, was $1,486,326 as compared to a net loss of $2,813,251 for the year ended November 30, 2011, for a difference of $1,326,925.

The difference is due primarily to the reduction in gain on sales of investments and income from property sales, which was offset by the gain on the deconsolidation of Pasinex, lower unrealized losses on investments compared to the prior year, and a reduction in income taxes. During the year ended November 30, 2012, the Company:

- recorded a gain on sale of investments of $184,842 (2011: $1,438,232),
- recorded income from property sales of $1,429,433 (2011: $2,087,618),
- recorded administration fees of $1,453,532 (2011: $1,249,476),
- recorded unrealized losses on investments of $4,026,195 (2011: $5,645,276),
- wrote off marketable securities of $nil (2011: $21,874)
- recorded a gain on dilution of ownership of $nil (2011: $201,874),
- recorded a gain on the deconsolidation of Pasinex of $1,242,197 (2011: $nil),
- recorded impairment of mineral properties of $66,493 (2011: $57,964)
- recorded an equity loss of affiliates of $361,584 (2011: $69,549),
- recorded other income of $204,608 for finders' fees received on a property deal (2011: $18,200), and
- recorded general and administrative expenses of $2,683,333 (2011: $2,299,798) as detailed below.

General and administrative expenses

	November 30, 2012	November 30, 2011
	$	$
Expenses		
Advertising and promotion	386,420	423,604
Amortization	82,502	85,335
Filing fees and transfer agent	34,484	38,514
Investor relations	63,693	99,509
Office, rent and telephone	365,419	235,781
Professional fees	371,155	171,822
Wages and benefits	1,379,660	1,245,233
	2,683,333	2,299,798

The overall operating expenses of the Company remained fairly consistent compared to the prior period with the following exceptions:

- advertising & promotion expenses (2012: $386,420, 2011: $423,604) and investor relations expenses (2012: $63,693, 2011: $99,509) decreased as the Company initiated cost saving measures by cost-sharing with other companies,
- office, rent and telephone expenses increased (2012: $365,419, 2011: $235,781) due to addition of an office in Toronto to handle increased business activities,
- professional fees, including legal, accounting, and consulting fees, increased (2012: $371,155, 2011: $171,822) due to business expertise required for current projects, and
- wages and benefits increased (2012: $1,379,660, 2011: $1,245,233) due to additional staffing required to handle increased business activities.

Summary of Quarterly Results

The following is a summary of the results from the eight most recently completed financial quarters ending:

	November 30, 2012	August 31, 2012	May 31, 2012	February 29, 2012
	$	$	$	$
Revenue (loss)	817,435	(106,748)	1,657,967	699,153
Net Income (loss)	863,069	(1,779,361)	(2,515,632)	1,945,598
Total assets	10,830,023	10,817,511	12,711,209	14,563,326
Working capital	8,249,417	8,051,904	9,876,936	11,749,463
Total liabilities	154,296	694,149	800,980	1,076,196
Equity	10,675,727	10,123,362	11,910,229	13,487,130

	November 30, 2011	August 31, 2011	May 31, 2011	February 28, 2011
	$	$	$	$
Revenue (loss)	2,316,451	368,922	1,173,242	916,711
Net Income (loss)	(2,069,431)	(2,427,243)	(966,659)	2,650,082
Total assets	11,875,187	15,114,125	16,859,414	18,437,251
Working capital	9,082,407	11,111,989	12,931,203	14,006,394
Total liabilities	1,094,113	2,747,398	2,073,455	2,716,312
Equity	10,781,074	12,366,727	14,785,960	15,720,939

Fourth Quarter

Net income for the three months ended November 30, 2012, was $863,069 as compared to a net loss of $2,069,431 for the three months ended November 30, 2011, for a difference of $2,932,500.

The difference is due primarily to the reduction in income from property sales, which was offset by the gain on the deconsolidation of Pasinex, lower unrealized losses on investments compared to the prior year, and a reduction in income taxes. During the three months ended November 30, 2012, the Company:

- recorded a gain on sale of investments of $311,127 (2011: $75,643 loss),
- recorded income from property sales of $115,297 (2011: $1,301,654),
- recorded administration fees of $391,011 (2011: $304,476,
- recorded an unrealized loss on investments of $1,417,202 (2011: $3,006,011),
- recorded an equity loss of affiliates of $107,567 (2011: $27,889),
- wrote off marketable securities of $nil (2011: $21,874)
- recorded a gain on dilution of ownership of $nil (2011: $207,010),
- recorded impairment of mineral properties of $64,413 (2011: $51,395), and
- recorded general and administrative expenses of $780,932 (2011: $691,237) as detailed below.

General and administrative expenses

For the three months ended November 30,	2012		2011
	$		$
Expenses:			
Advertising and promotion	83,903	$	191,724
Amortization	21,567		21,592
Filing fees	15,089		5,147
Investor relations	13,506		42,430
Office, rent and telephone	154,832		62,579
Professional fees	154,511		71,419
Wages and benefits	337,524		296,346
	780,932		691,237

The overall operating expenses of the Company remained fairly consistent compared to the prior period with the following exceptions:

- advertising & promotion expenses (2012: $83,903, 2011: $191,724) and investor relations expenses (2012: $13,506, 2011: $42,430) decreased as the Company reduced its marketing initiatives in the quarter ,
- office, rent and telephone expenses increased (2012: $154,832, 2011: $62,579) due to addition of an office in Toronto to handle increased business activities, and
- professional fees, including legal, accounting, and consulting fees increased due to increased business expertise required for current projects (2012: $154,511, 2011: $71,419).
- wages and benefits increased (2012: $337,524, 2011: $296,346) due to additional staffing required to handle increased business activities.

Liquidity and Capital Resources

The Company has had to rely upon the sale of equity securities for the cash required for capital acquisitions, exploration and development, and administration, among other things.

The capital resources of the Company include investments of $7,790,306 held at fair market value, investments of $1,177,953 held at cost, and cash of $223,341. The Company's intention is to commit further funds for continuing its investment strategies.

The Company will continue to require funds to meet its investment objectives of giving its shareholders the opportunity to indirectly invest in a diversified series of early stage resource investments, which would not otherwise be available to them. As a result, the Company will have to continue to rely on equity and debt financing during such period as well as rely on the income generated through the provision of administration and management services to other companies.

There can be no assurance that financing, whether debt or equity, will always be available to the Company in the amount required at any particular time or for any particular period or, if available, that it can be obtained on terms satisfactory to the Company.

As the Company's revenues are expected to be in large part derived from provision of management and administration services to other companies, there can be no assurance that those management and administration contracts currently in place will continue at the rates that they are at or that the companies will continue to pay the Company for the services being provided.

Working Capital: As at November 30, 2012, the Company had total assets of $10,830,023 as compared to $11,875,187 for the year ended November 30, 2011 and $13,971,210 at December 1, 2010.

The primary assets of the Company are investments of $7,790,306 (November 30, 2011: $8,892,400, December 1, 2010: $9,768,642) held at fair market value, investments of $1,177,953 (November 30, 2011: $718,798, December 1, 2010: $489,665) held at cost, cash and cash equivalents of $223,341 (November 30, 2011: $1,017,035, December 1, 2010: $2,033,883), advances and accounts receivables of $26,799 (November 30, 2011: $88,848, December 1, 2010: $26,915), HST receivable (November 30, 2012: $nil, November 30, 2011: $nil, December 1, 2010: $19,146), due from related parties of $287,777 (November 30, 2011: $5,030, December 1, 2010: $nil), subscriptions receivable of $nil (November 30, 2011: $nil, December 1, 2010: $576,132), prepaid expenses of $75,490 (November 30, 2011: $173,207, December 1, 2010: $34,181), loan receivable of $178,930 (November 30, 2011: $59,375, December 1, 2010: $34,675), deposits of $17,562 (November 30, 2011: $15,562, December 1, 2010: $15,562), deferred tax asset of $666,399 (November 30, 2011: $46,285, December 1, 2010: $nil), goodwill of $nil (November 30, 2011: $64,816, December 1, 2010: $64,816), equipment of $50,616 (November 30, 2011: $118,102, December 1, 2010: $211,499), and mineral property interests of $334,850 (November 30, 2011: $675,729, December 1, 2010: $696,094).

The Company has long-term liabilities of $nil (November 30, 2011: $nil, December 1, 2010: $671,774 in deferred tax liabilities) and has working capital of $8,249,417 (November 30, 2011 - $9,082,407, December 1, 2010: $12,009,982).

Cash and Cash Equivalents: On November 30, 2012, the Company had cash and cash equivalents of $223,341 (November 30, 2011 - $1,017,035, December 1, 2010: $2,033,883).

Management of cash balances is conducted in-house based on internal investment guidelines.

Cash Provided by (Used in) Operating Activities: Cash used in operating activities during the year ended November 30, 2012 was $1,242,305, compared with $980,909 of cash used in operating activities during the year ended November 30, 2011.

Cash was mostly spent on advertising, investor relations, general office expenses, professional fees, and wages and benefits and adjusted for items not involving cash.

Cash Used in Investing Activities: Total cash used in investing activities during the year ended November 30, 2012 was $1,729,016 compared to $1,365,100 of cash used in investing activities during the year ended November 30, 2011. During the year ended November 30, 2012, the Company:

- spent $3,524,041 (2011 – $4,331,916) on the acquisition of investments,
- $2,400,309 (2011 - $2,717,554) on the proceeds on disposition of investments,
- spent $410,615 (2011 - $255,424) on the acquisition of mineral exploration properties,
- $397,500 (2011 - $496,625) on the proceeds of disposition of mineral exploration properties, and
- disposed of cash of $559,165 (2011 - $nil) as a result of the deconsolidation of Pasinex, and
- spent $33,004 (2011 - $8,061 proceeds on disposition of equipment) on the acquisition of equipment.

Cash Provided by Financing Activities: During the year ended November 30, 2012, the Company received $1,514,665 (2011 – $1,314,160) from the issuance of shares and paid share issuance costs of $104,038 (2011 - $nil), for net proceeds of $1,410,627. The Company also received $767,000 (2011 - $15,000) from the proceeds of minority interests' investments.

Related Party Transactions

The Company incurred the following fees and expenses in the normal course of operations and are measured at the exchange amount.

	Years ended November 30, 2012	2011
Administration fees earned	**$**	**$**
Arctic Star Exploration Corp. (a)	81,000	-
Camisha Resources Corp. (b)	30,000	22,500
Commerce Resources Corp. (c)	1,080,000	1,080,000
Lakeland Resources Inc. (d)	-	15,000
Pasinex Resources Limited (e)	120,000	30,000
Prima Fluorspar Corp. (f)	37,500	-
Total fees earned	1,348,500	1,147,500
Key management compensation*		
Total wages paid	554,893	435,494

Amounts due from (to) related parties	**November 30, 2012**	**November 30, 2011**	**December 1, 2010**
Arctic Star Exploration Corp.	$ 45,350	$ 5,030	$ -
Commerce Resources Corp.	(1,476)	(31,825)	(45,798)
Pasinex Resources Limited	162,503	-	-
Prima Fluorspar Corp.	70,453	-	-
Sven Olsson, a director	(12,820)	-	-
Western Potash Corp. (g)	9,471	-	-
Total amount due from (to) related parties	$ 273,481	$ (26,795)	$ (45,798)

* Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's executive officers and certain members of its Board of Directors.

All of the above transactions and balances are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Significant contracts related to these related party transactions are as follows:

(a) The Company has entered into a Management Service Agreement with Arctic Star Exploration Corp. ("Arctic Star") in March 2012, a public company with common directors. The Company provides administrative and management services to Arctic Star for a fee of $9,000 per month plus applicable taxes.

(b) On June 1, 2010, the Company has entered into a Management Service Agreement with Camisha, a company accounted for as an investment under the equity method. Under the Management Service Agreement, the Company provides administrative and management services to Camisha for a fee of $2,500 per month plus applicable taxes. The contract has a term of one year and automatically renews for further terms as agreed to by the parties.

(c) The Company has entered into a Management Service Agreement with Commerce Resources Corp. ("Commerce"), a public company with common directors. Under the Management Service Agreement, the Company provides administrative and management services to Commerce for a fee of $90,000 per month plus applicable taxes. The contract has a term of one year and automatically renews for further terms as agreed to by the parties.

(d) The Company received $nil during the year ended November 30, 2012 (2011: $15,000) for advertising and promotions from Lakeland which is accounted for as an investment under the equity method in 2011.

(e) As at November 30, 2011, the Company has a management services agreement with Pasinex on a month to month basis at a rate of $5,000 per month. During the year ended November 30, 2012, the Company signed an agreement for one year, at a rate of $12,500 per month, expiring on April 30, 2013.

(f) The Company received 750,000 shares from Prima Fluorspar Corp. valued at $0.05 per share for management services provided during the year.

(g) A company with common directors of the Company.

Segmented Information

All of the Company's business is located in Canada. The Company's segment information is presented by industry according to the nature of their operations and the products and services they provide. Each of the Company's industry segments represents a strategic business unit offering products and services subject to different risks and returns from those of the other industry segments. Summary details of the industry segments are as follows:

(a) Investments in resource companies, mineral resource property acquisitions and dispositions segment;
(b) Management service and administrative service segment;
(c) Investment in stock, warrants and others
(d) Corporate segment

For the year ended November 30, 2012

	Investment in mineral properties $	Management Service $	Investment in stock, warrants and others $	Corporate $	Total $
Revenue					
Administrative fees	-	1,453,532	-	-	1,453,532
Gain on sale of investments	-	-	184,842	-	184,842
Income from property sale	1,429,433	-	-	-	1,429,433
	1,429,433	1,453,532	184,842	-	3,067,807
Segment assets	385,380	-	7,790,306	2,654,337	10,830,023
Expenditure for segment capital assets	384,764	-	-	11,759	396,523

For the year ended November 30, 2011

	Investment in mineral properties $	Management Service $	Investment in stock, warrants and others $	Corporate $	Total $
Revenue					
Administrative fees	-	1,249,476	-	-	1,249,476
Gain on sale of investments	-	-	1,438,232	-	1,438,232
Income from property sale	2,087,618	-	-	-	2,087,618
	2,087,618	1,249,476	1,438,232	-	4,775,326
Segment assets	755,759	-	8,892,400	2,227,028	11,875,187
Expenditure for segment capital assets	298,968	-	-	3,784	302,752

Other MD&A Requirements

Disclosure of Outstanding Share Capital

The Company has an authorized share capital of an unlimited number of common shares without par value. The following table describes the issued and outstanding share capital of the Company:

	March 27, 2013	**November 30, 2012**	**November 30, 2011**	**November 30, 2010**
Common shares	11,265,487	11,265,487	10,003,266	9,482,739
Stock Options	1,414,900	1,414,900	1,414,900	1,477,000
Warrants	-	-	556,073	2,061,765
Fully Diluted Shares	12,680,387	12,680,387	11,974,239	13,021,504

For additional details of outstanding share capital, refer to the audited financial statements for the year ended November 30, 2012.

Additional Disclosure Regarding Significant Investee

Pasinex Resources Limited

On March 2, 2012, the Company sold a total of 4,750,000 common shares of Pasinex Resources Limited ("Pasinex") (formerly Triple Dragon Resources Ltd.) in private transactions to 3 individuals, reducing its ownership of Pasinex to 50.25%. Prior to the disposal, the Company owned a 69.55% equity interest in Pasinex and Pasinex has been accounted for as a subsidiary in the financial statements for the year ended November 30, 2011. On March 9, 2012, Pasinex closed a non-brokered private placement of 23,535,149 common shares, effectively decreasing the Company's holdings to 25.69%. On April 23, 2012, the Company sold an additional 457,000 common shares of Pasinex in a private transaction, further reducing the Company's ownership down to 24.74%. The financial results of Pasinex were included in the financial statements of the Company up to March 8, 2012. Subsequent to March 8, 2012, the Company determined that it no longer controlled the operations of Pasinex, and therefore would no longer consolidate the operations of Pasinex. As a result, Pasinex is accounted for using the equity method, and the Company derecognized the carrying amounts of assets, liabilities and non-controlling interest related to Pasinex, and recognized its retained investment in Pasinex at its fair value as at the date of deconsolidation of Pasinex. The difference of $1,242,197 is recorded as a gain in the statements of operations and comprehensive loss at the date of deconsolidation.

Goodwill balance of $64,816 as of November 30, 2011 and December 1, 2010, representing the difference between the purchase price and identified fair value of net asset of Pasinex since the acquisition in 2008, and changes in relation to share issuances to non-controlling interests, have been derecognised upon the deconsolidation.

As at November 30, 2012, the Company's 11,935,500 common shares held in Pasinex represent approximately 25% of Pasinex's outstanding shares as a result of further share issuance by Pasinex. As at November 30, 2012, these shares had a fair value of $949,770.

Camisha Resources Corp.

As at November 30, 2012, the Company owns 27% (November 30, 2011: 27%; December 1, 2010: 27%) of the total outstanding shares of Camisha Resources Corp. ("Camisha"). The Company exerts significant influence over Camisha and therefore Camisha is accounted for as an investment under the equity method. The investment in Camisha is recorded at cost of $152,125 (November 30, 2011: $150,000; December 1, 2010: $150,000) and is adjusted for $41,585 (November 30, 2011: $18,135) of equity loss.

Prima Fluorspar Corp.

As at November 30, 2012, the Company owns 39% (November 30, 2011 and December 1, 2010: nil) of the total outstanding shares of Prima Fluorspar Corp., ("Prima") a private company incorporated on May 29, 2012. The Company exerts significant influence over Prima and therefore Prima is accounted for as an investment under the equity method. The investment in Prima is recorded at cost of $235,000 and is adjusted for $80,479 (November 30, 2011 and December 1, 2010: $nil) of equity loss

Lakeland Resources Inc.

The Company acquired 5,165,000 common shares of Lakeland Resources Inc. ("Lakeland") for $437,975 during the year ended November 30, 2010, 1,025,000 common shares for $114,055 during the year ended November 30, 2011, and 256,000 common shares for $23,890 during the year ended November 30, 2012. Of the 5,165,000 shares of Lakeland acquired in 2010, 3,000,000 of these shares were held by Pasinex, and are no longer included in the financial statements due to the loss of control in Pasinex (see above). At November 30, 2012, the Company owns 4,396,000 shares which represents 20% (November 30, 2011: 32%; December 1, 2010: $34%) of total issued and outstanding shares of Lakeland. Management has determined that the Company no longer has significant influence of Lakeland, and the Company ceased to account for the investment using the equity method. Effective June 1, 2012, the remaining investment in Lakeland is accounted for as an investment, held at fair market value. As of November 30, 2011, the investment was accounted for using equity accounting, and was recorded at cost of $552,030 and adjusted for equity loss of $59,438 (December 1: 2010: $79,567) and dilution gain of $192,651 (December 1, 2010: $nil).

Proposed Transactions and Subsequent Events

a. On September 21, 2012, Camisha entered into an agreement in principal to acquire 100% of Prima. The resulting company will focus on Prima's 100%-owned Liard Fluorspar Property in Northern British Columbia, Canada. Subject to regulatory and shareholder approval, Camisha has agreed to issue 11,515,000 common shares to all Prima shareholders on a one for one basis. All of the 11,515,000 common shares issued in conjunction with the purchase agreement will be subject to Escrow agreements pursuant to National Policy 46-201. A Special Shareholders Meeting for Camisha was held on February 20, 2013 and the shareholders approved:

   i. the purchase agreement;
   ii. the change of the Company name to Prima Fluorspar Corp.;
   iii. the election of Mr. Robert Bick, Mr. Sean Charland and Mr. Dean Nawata to the board of directors.

   The Resulting Company, to be renamed Prima Fluorspar Corp., will conduct a significant drill program during 2013 to confirm and expand the historic geological resource with plans to issue a Preliminary Economic Assessment in the fourth quarter, 2013.

   In conjunction with the acquisition of Prima, and subject to regulatory approvals, Camisha announced the following private placements:

   1) A private placement of up to 4,750,000 common shares at a price of $0.10 per share for gross proceeds of $475,000. The foregoing shares will be subject to three year escrow provisions.

   2) And up to 6,000,000 common shares will be offered in a combination of:
      i. Common shares on a flow-through basis at a price of $0.23 per share; and
      ii. Units at a price of $0.20 per unit. Each unit will be composed of one common share of Camisha and one-half of one non-transferable common share purchase warrant. Each

warrant shall entitle the holder thereof to acquire one common share of Camisha at a price of $0.30 per share for a period of 12 months following closing of the transaction.

After the Transactions, it is expected that the former shareholders of Prima will hold a controlling interest in Camisha and will therefore account for the acquisition of Prima similarly to a reverse takeover ("RTO") transaction, with Prima being the deemed acquirer of the net assets of the Company. When the transaction is complete, Zimtu is expected to hold no more than 33% of Camisha's outstanding shares.

b. On December 6, 2012, the Company acquired ownership of 1,000,000 common shares of Montan Capital Corp. ("Montan") through a private placement transaction, representing approximately 12.5% of the total 8,000,000 issued and outstanding common shares of Montan as of December 5, 2012. Montan is a Capital Pool Company and commenced trading on the TSX-V on December 7, 2012. Montan is evaluating potential Qualifying Transactions in the mining and metals space.
c. On January 7, 2013, the Company received a payment of 500,000 shares from Critical Elements for the C&C/7 Rare Earth Element Properties, fair valued at $117,500.
d. On January 21, 2013, the Company received a payment of 250,000 shares from Canada Strategic Metals for the Goeland Rare Earth Property, fair valued at $21,250.
e. On January 31, 2013, the Company retained Venture Liquidity Providers Inc. ("VLP") to initiate its market making service to provide assistance in maintaining an orderly trading market for the common shares of the Company. For its services, the Company has agreed to pay VLP $5,000 per month for a period of 12 months. The agreement may be terminated at any time by the Company or VLP.
f. On February 27, 2013, the Company and one of its prospecting partners signed an agreement with Pistol Bay Mining Inc. ("Pistol Bay") whereby Pistol Bay can earn a 100%-interest in the advanced stage Portland Graphite Property located in Southern Ontario. For its participation in the transaction, the Company will receive cash/share payments from Pistol Bay as follows: (i) 1,000,000 common shares on acceptance by the TSX-V; (ii) $75,000 cash 6 months from the date of TSX-V acceptance; (iii) 750,000 common shares 12 months from the date of TSX-V acceptance; (iv) 1,000,000 common shares 24 months from the date of TSX-V acceptance. The Company will also receive a 1,000,000 common share break fee should Pistol Bay not make certain option payments to the underlying landowners of if the agreement is terminated prior to TSX-V acceptance. The Company's prospective partner will receive cash/share consideration equal to that of the Company.
g. On March 1, 2013, the Company entered into a Management Services Agreement with Lakeland. The Company will provide administrative and management services to Lakeland for a fee of $12,500 per month plus applicable taxes commencing April 1, 2013 for a term of 12 months.
h. On March 22, 2013, the Company provided Strike Graphite Corp. with a written notice of default, requiring payment of the outstanding cash and shares required in connection with the Deep Bay Graphite and Simon Lake Graphite Properties in full before March 31, 2013 or the option agreement will be terminated.
i. On March 26, 2013, the Company received a payment of 500,000 shares from Lomiko Metals Inc. for the Quatre Milles Property (see Note 8), fair valued at $27,500.
j. On February 19, 2013, the Company received $15,210 in cash and 1,200,000 common shares of Lithex Resources Limited, a publicly traded company on the Australia Securities Exchange (ASX: LTX), for its share of the Munglinup Property.

Risk Factors

The following is factors, trends and risks may affect the Company's liquidity, capital resources and solvency. Readers are cautioned that this is not an exhaustive list and should refer to the Company's Filing Statement dated July 25, 2008, which can be found at www.sedar.com.

Business History: The Company has a limited business history and a limited history of operating earnings and the likelihood of success of the Company therefore must be considered in light of the problems, expenses, difficulties, complication and delays frequently encountered in connection with the establishment of any business.

Limited Financial Resources: The Company has limited financial resources and there is no assurance that additional funding will be available to it. There is no assurance that the Company can generate revenues, operate profitably, or provide a return on investment, or that it will successfully implement its plans. The Company may require additional financing to continue its operations and there can be no assurance that the Company will be able to obtain adequate financing in the future. Failure to obtain such additional financing could result in delay or indefinite postponement of further investments of the

Company. The Company may issue additional securities from time to time which may be dilutive to Shareholders.

The Company will be neither a mutual fund nor an investment fund and due to the nature of its business and investment strategy and the composition of its investment portfolio, the market price of its common shares, at any time, may vary significantly from the Company's net asset value per share. This risk is separate and distinct from the risk that the market price of the common shares may decrease.

Revenue & Investments: Revenues received by the Company has been generated by management fees paid by corporations which may have directors and officers in common. In the event that there is a change in the management of these corporations there is no certainty that these management contracts will continue.

Composition of Portfolio: The composition of the Company's securities portfolio taken as a whole may vary widely from time to time. Investments by the Company in private issuers cannot be resold without a prospectus, an available exemption or an appropriate ruling under relevant securities legislation and there may not be any market for such securities. This shall impair the Company's ability to react quickly to market conditions or negotiate the most favourable terms for exiting such investments. Investments in private issuers may offer relatively high potential returns, but will also be subject to a relatively high degree of risk and are subject to indefinite hold periods.

The Company may make investments in securities that have low trading volumes. Accordingly, it may be difficult for the Company to make trades in these securities without adversely affecting the price of such securities.

Stock Price and Performance: The Company's stock price may vary according to the value of the securities in which it invests, which will depend, in part, upon the performance of the issuers of such securities. The value of the securities acquired by the Company will be affected by business factors and risks that are beyond the control of the Company. In addition, the performance of certain of the securities may be affected by business factors and risks other than their exposure to metal and mineral prices, which may be more determinative of such securities' performance. Some of these factors and risks are: (i) some of the issuers in which the Company invests may have limited operating histories; (ii) operational risks related to specific business activities of the respective issuers; (iii) quality of underlying assets; (iv) financial performance of the respective issuers and their competitors; (v) volatility in the price of metal and mineral prices; (vi) environmental risks; (vii) political risks; (viii) fluctuations in exchange rates; (ix) fluctuations in interest rates; and (x) government regulations, including regulations to prices, taxes, royalties, land tenure, land use, importing and exporting of materials and environmental protection.

There is no assurance that the investment objectives of the Company will actually be achieved. The value of the shares of the Company will increase or decrease with the value of its investment portfolio and general economic conditions beyond the control of the Company's management, including the level of interest rates, corporate earnings, economic activity, the value of the Canadian dollar and other factors.

Key Personnel: Prospective investors assessing the risks and rewards of an investment in the Company should appreciate that they will, in large part, be relying on the good faith and expertise of the Company and will have to rely on the discretion and ability of the Company in determining the composition of the portfolio of assets, and in negotiating the pricing and other terms of the agreements leading to the acquisition of assets.

Conflicts of Interest: Directors and officers of the Company are or may become directors or officers of other reporting companies or have significant shareholdings in other investment companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. The ability to liquidate investments held by the Company in corporations with common directors may be impaired by trading black-out periods imposed in insiders of such entities.

The Company and its directors and officers will attempt to minimize such conflicts. In the event that such a conflict of interest arises at a meeting of the directors of the Company, a director who has such a conflict is obligated to disclose any interest in the potential investment. In the event that a conflict is detected, the target company may be notified of the conflict. Depending on the circumstances of the potential investment, the director in conflict may be asked to abstain from voting for or against the approval of such participation. In appropriate cases the Company will establish a special committee of independent directors to review a matter in which several directors, or officers, may have a conflict. 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 potential benefits to the Company, the degree of risk to which the Company may be exposed and its financial position at that time. Other than as indicated, the Company has no other procedures or mechanisms to deal with conflicts of interest.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Changes in Accounting Policies

There have been no changes in the accounting policies.

Transition to International Financial Reporting Standards

The Company adopted IFRS effective December 1, 2011 with a transition date of December 1, 2010. Prior to the adoption of IFRS, the Company prepared its financial statements in accordance with Canadian GAAP. The Company's financial statements for the year-ending November 30, 2012 are the first annual financial statements that will be prepared in accordance with IFRS. The Company has prepared its IFRS opening statement of financial position as at its transition date of December 1, 2010. These financial statements have been prepared in accordance with the accounting policies described in Note 4. In preparing the Company's first annual financial statements under IFRS, the Company is required to use the standards in effect as of November 30, 2012 or prior. Accordingly, the opening statement of financial position and financial statements for fiscal 2011 and 2012 may differ from these financial statements.

IFRS 1, First Time Adoption of International Financial Reporting Standards, requires that comparative financial information be provided. IFRS 1 requires first-time adopters to retrospectively apply all effective IFRS standards as of the reporting date, which for the Company will be November 30, 2012. However, it also provides for certain optional exemptions and certain mandatory exceptions for first IFRS adoption.

The Company has applied the following exemptions to its opening statement of financial position dated December 1, 2010:

<u>Mandatory exceptions</u>

Estimates
In accordance with IFRS 1, an entity's estimates under IFRS at the date of transition to IFRS must be consistent with estimates made for the same date under previous GAAP, unless there is objective evidence that those estimates were in error. The Company's IFRS estimates as of November 1, 2010 are consistent with its GAAP estimates for the same date.

Non-controlling interests
IFRS lists specific requirements of IAS 27 Consolidated and separate financial statements which are applied prospectively.

<u>Elected exemptions</u>

a) Share-based Payments
The Company has elected not to retrospectively apply IFRS 2 to awards that were granted and had vested prior to the Transition Date. As a result of applying this exemption, the Company will apply the provision of IFRS 2 only to all outstanding equity instruments that are unvested as at the Transition Date to IFRS.

b) Business combinations
The Company has elected to take the exemption and not to apply IFRS 3 Business Combinations, retrospectively to past business combinations that took place before the Transition Date. The Company has not restated business combinations that took place prior to December 1, 2010.

c) Fair value as deemed cost

The Company has not elected to measure any item of property, plant and equipment at its fair value at the Transition Date; property, plant and equipment have been measured at cost in accordance with IFRS which approximates costs in accordance with Canadian GAAP.

While IFRS employs a conceptual framework that is similar to Canadian GAAP, some differences exist in certain matters of recognition, measurement and disclosure. The adoption of IFRS has resulted in no reclassifications in the Company's reported financial position as at December 1, 2010 and November 30, 2011, neither in the Company's statements of operations and comprehensive income and cash flows for the years ended November 30, 2012 and 2011.

i) Reconciliation of Shareholders' Equity as Reported Under Canadian GAAP and IFRS

The transition from Canadian GAAP to IFRS required no change to equity as of December 1, 2010 and November 30, 2011.

ii) Reconciliation of Cash Flows as reported under Canadian GAAP to IFRS

The transition from Canadian GAAP to IFRS required no change to cash flow for the year ended November 30, 2011.

iii) Reconciliation of Assets and Liabilities as reported under Canadian GAAP to IFRS

The transition from Canadian GAAP to IFRS required no change to the reported asset and liability balances as of December 1, 2010 and November 30, 2011.

iv) Reconciliation of Other Comprehensive Income as reported under Canadian GAAP to IFRS

The transition from Canadian GAAP to IFRS required no change to other comprehensive income for the year ended November 30, 2011.

Future Accounting Standards, Amendments, and Interpretations Not Yet Effective

For details of the Company's Future Accounting Standards, including accounting standards not yet adopted, new accounting standards adopted, and accounting standards amended but not yet effective, please refer to Note 4 of the Company's audited financial statements for the year ended November 30, 2012.

Financial Instruments and Capital Disclosures

The investment operations of the Company's business involve the purchase and sale of securities and, accordingly, the majority of the Company's assets are currently comprised of financial instruments. The use of financial instruments can expose the Company to several risks, including interest rate, credit, currency, liquidity and market risk. A discussion of the Company's use of financial instruments and their associated risk is provided below:

a) Fair value - The Company classifies its financial instruments using a fair value hierarchy as a framework for disclosing fair value of financial instruments based on inputs used to value the Company's investments. The hierarchy of inputs and description of inputs is described as follows:

Level 1 – fair values are based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – fair values are based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); or

Level 3 – fair values are based on inputs for the asset or liability that are not based on observable market data, which are unobservable inputs.

	Level 1 $	Level 2 $	Level 3 $	Assets measured at fair value as at November 30, 2012 Total $
Fair value through profit or loss				
Cash on hand and bank balances	199,474	-	-	199,474
Cash equivalents - money market funds	23,867	-	-	23,867
GIC	34,500	-	-	34,500
Investment in public company shareholdings	5,134,130	-	-	5,134,130
Investment in private company shareholdings	-	-	1,907,716	1,907,716
Investment in warrants	-	713,960	-	713,960
	5,391,971	713,960	1,907,716	8,013,647

	Level 1 $	Level 2 $	Level 3 $	Assets measured at fair value as at November 30, 2011 Total $
Fair value through profit or loss				
Cash on hand and bank balances	306,961	-	-	306,961
Cash equivalents - money market funds	710,074	-	-	710,074
GIC	23,000	-	-	23,000
Investment in public company shareholdings	6,932,802	-	-	6,932,802
Investment in private company shareholdings	-	-	1,809,919	1,809,919
Investment in warrants	-	126,679	-	126,679
	7,972,837	126,679	1,809,919	9,909,435

	Level 1 $	Level 2 $	Level 3 $	Assets measured at fair value as at December 1, 2010 Total $
Fair value through profit or loss				
Cash on hand and bank balances	2,033,883	-	-	2,033,883
GIC	23,000	-	-	23,000
Investment in public company shareholdings	8,217,638	-	-	8,217,638
Investment in private company shareholdings	-	-	599,590	599,590
Investment in warrants and options	-	928,414	-	928,414
	10,274,521	928,414	599,590	11,802,255

b) Interest rate risk - The Company is not exposed to significant interest rate risk even though the Company has cash balances, and its current policy is to invest excess cash in certificates of deposit or money market funds of major Canadian chartered banks. The GIC included in investment bear interest at a fixed rate, and the Company is, therefore, exposed to the risk of changes in fair value resulting from interest rate fluctuations. The sensitivity of the Company to a variation of 1% in the interest rate would not have a significant impact. The Company's other financial assets and financial liabilities do not comprise any interest rate risk since they do not bear interest.

c) Credit risk - The Company is not exposed to significant credit risk on its cash and cash equivalents and investments due to its cash and cash equivalents are placed with major financial institutions and investments are placed with a Canadian chartered bank or with independent investment dealer member of the Canadian Investor Protection Fund. All transactions executed by the Company in listed securities are settled or paid for upon delivery using approved brokers. The risk of default is considered minimal, as delivery of securities sold is only made once the broker has received payment. Management believes that the credit risk with respect to advances and amounts receivables is remote. One customer accounted for 74% (2011: 82%) of the Company's administrative revenue.

d) Currency risk - The Company is not exposed to significant currency risk on fluctuations considering that its assets and liabilities are stated in Canadian dollars.

e) Liquidity risk - Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected as a result of downturn in stock market conditions generally or related to matters specific to the Company, or if the value of the Company' investments declines, resulting in losses upon disposition. The Company generates cash flow primarily from its administrative activities and proceeds from the disposition of its investments. The Company has sufficient investments that are freely tradable and relatively liquid to fund its obligations as they become due under normal operating conditions.

f) Market risk - Market risk is the risk that the fair value of or future cash flows from the Company's financial instruments will significantly fluctuate because of changes in market prices. The Company is exposed to market risk in trading its investments and unfavourable market conditions could result in dispositions of investments at less than favourable prices.

The Company manages market risk by having a portfolio that is not singularly exposed to any one issuer or class of issuers. The Company's investment activities are currently concentrated primarily across several sectors in the natural resource industry, potash, precious metals, base metals, coal, graphite, rare earth elements, and rare metals. The Company also has set thresholds on purchases of investments. Commodity prices for minerals are impacted by world economic events that dictate the levels of supply and demand as well as the relationship between the Canadian and United States dollar. The Company is not exposed to commodity price at this time.

g) Capital management - The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to meet its daily operating expenses. The Company may raise additional capital for additional cash required. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to identify and acquire new investment or business opportunities.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the years ended November 30, 2012 and 2011. The Company is not subject to externally imposed capital requirements.

Forward Looking Statements

All statements other than statements of historical fact contained in this Management Discussion & Analysis are forward looking statements, including, without limitation, statements regarding the future financial position, business strategy, proposed acquisitions, budgets, litigation, projected costs and plans and objectives of or involving the Company. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements should not be in any way construed as guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements.

Readers can identify many of these statements by looking for words such as "believes", "expects", "will", "intends", "projects", "anticipates", "estimates", "continues" or similar words or the negative thereof. Examples of forward looking statements in this Management Discussion & Analysis include that:

- the Company's goal is to take advantage of the favourable investment opportunities that arise between the private and public phases of a given investment in the natural resources sector and to seek and identify high return investment opportunities in the resource sector through direct investments in project interests or indirect investments by means of equity shareholdings;
- the Company's objective is to preserve its capital and limit the downside risk of its capital and to achieve a reasonable rate of capital appreciation;

- the Company shall focus on natural resource industries, concentrating on early stage exploration and development companies
- the Company may employ a wide range of investment instruments, including equity, bridge loans, secured loans, unsecured loans, convertible debentures, warrants and options, royalties, net profit interests and other hybrid instruments.
- the Company intends to create a diversified portfolio of investments, which composition will vary over time depending on its assessment of a number of factors including the performance of financial markets and credit risk; and
- the Company expects its Management Services Revenue to continue.

There can be no assurance that the plan, intentions or expectations upon which these forward looking statements are based will occur. Forward looking statements are subject to risks, uncertainties and assumptions. Readers are cautioned not to put undue reliance on forward looking statements. The Company does not undertake to update any forward-looking statements that are contained herein, except in accordance with applicable securities laws.

Approval

The Board of Directors of Zimtu Capital Corp. has approved the disclosure contained in this MD&A.

Additional Information

Additional information related to the Company can be found on the Company's website at www.zimtu.com or on SEDAR at www.sedar.com.