

# **Management's Discussion and Analysis**

**For the Three Months Ended**

**August 31, 2009**

## TABLE OF CONTENTS

<b>INTRODUCTION .....</b>	<b>3</b>
<b>HIGHLIGHTS.....</b>	<b>3</b>
1. Termination of Allied Leases .....	3
2. Termination of Nevada Land Lease .....	4
3. Change in Listing Status .....	4
4. Ongoing Discussions.....	5
5. Owned Properties .....	5
6. Expiry of January 2009 Warrants.....	5
7. Reclamation Performance Bonds .....	5
8. Federal Sales Tax Refund .....	6
<b>GENERAL MATTERS.....</b>	<b>7</b>
OVERVIEW .....	7
MANAGEMENT’S RESPONSIBILITY FOR FINANCIAL STATEMENTS .....	7
DISCLOSURE AND INTERNAL CONTROLS .....	7
INTERNATIONAL FINANCIAL REPORTING STANDARDS .....	8
QUARTERLY NUMBERS .....	8
<b>FINANCIAL ACTIVITIES AND RESULTS .....</b>	<b>8</b>
INCOME .....	8
FINANCING ACTIVITIES .....	9
PRIVATE PLACEMENTS .....	10
EXPENSES.....	11
WORKING CAPITAL.....	12
LIQUIDITY .....	13
CAPITAL STRUCTURE .....	14
FOREIGN EXCHANGE EXPOSURE .....	15
STOCK-BASED COMPENSATION.....	15
OFF BALANCE SHEET ARRANGEMENTS.....	16
<b>SUBSEQUENT EVENT .....</b>	<b>16</b>
<b>EXPLORATION ACTIVITIES.....</b>	<b>16</b>
ELEPHANT .....	16
Phase 1 – February 2004 to August 2004.....	17
Phase 2 - February 2005 to September 2005.....	18
Phase 3 – September 2005 to May 2006 .....	18
Phase 4 – June 2006 to July 2006 .....	18
Elephant Project Costs .....	20
Qualified Persons .....	20
Elephant Joint Venture.....	20
ROCK CREEK.....	21
August 2006 to October, 2006 .....	22
November 2006.....	22
November 2008.....	22
Rock Creek Project Costs.....	23
Qualified Person.....	23
EXPLORATION COSTS .....	24
<b>RISK FACTORS .....</b>	<b>24</b>
<b>CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION .....</b>	<b>25</b>

## **Introduction**

The following is management's discussion and analysis ("MD&A") of the results of operations and consolidated and non-consolidated financial condition of Duncan Park Holdings Corporation ("Duncan Park" or "the Corporation") as at and for the three months ended August 31, 2009. It is provided and should be read in conjunction with the Corporation's unaudited consolidated financial statements and notes thereto for the same period which have been prepared in accordance with Canadian generally accepted accounting principles. Readers should also refer to the Corporation's annual audited consolidated financial statements and notes thereto for the year ended November 30, 2008, which have comparative figures for 2007. Readers are further encouraged to visit the Corporation's public information filings at [www.sedar.com](http://www.sedar.com).

This MD&A also covers the subsequent period up to October 26, 2009, the date of preparation of this report.

## **Highlights**

### **1. Termination of Allied Leases**

On April 8, 2009, the Corporation gave notice of termination on its two leased properties in northern Nevada known as the "Elephant" Project and the "Rock Creek/South Silver Cloud" project.

From December 8, 2008 to April 6, 2009, the Company had been in negotiation with Allied Nevada Gold Corp. ("ANV"), the lessor, to restructure the terms of the leases originally entered into in early 2003 between it and the Corporation's wholly-owned subsidiary Duncan Park Holdings Nevada Ltd. ("DPH NV"), which required escalating annual advance minimum royalty ("AMR") payments, and penalties for not meeting minimum annual drilling footage requirements. As noted in the Corporation's annual financial statements and MD&A for the year ended November 30, 2008 and in the unaudited financial statements for the first two quarters of this year, ANV granted DPH-NV an extension of the termination notice date from January 6, 2009 to April 6, 2009.

Despite negotiations, DPH-NV was not able to obtain acceptable revised lease/contract terms with respect to the leased Nevada properties. Based upon ANV proposals and subsequent discussions the Corporation was led to believe, and did believe, that a suitable revised contract was achievable. The concept under consideration was the ANV proposal that the existing leases with their AMR's and penalty provisions be replaced with a double sided option agreement by which DPH NV could earn-in to a significant interest in the properties by spending on exploration activities and, ANV could later back-in to the project by paying DPH NV a multiple of the amount spent. The forgone AMR's and accrued penalties were to be deducted from the ANV back-in payment if it exercised that option. No exploration costs were required in the first two years of the agreement but the Corporation would have been responsible for the government claim maintenance fees.

Changes to other details were being sought to make the projects more readily financeable by the Corporation and DPH-NV.

Without any intervening communication, a DPH NV counter-offer proposal submitted to ANV on March 18, 2009 was firmly rejected a few hours before the April 6, 2009 deadline. In the same communication, despite its delinquency in not having responded to the DPH NV proposal in the three weeks available to it, ANV unilaterally decreed that the time during which the parties agreed to renegotiate the new agreements had expired and that the parties' relationship was governed by the existing mining leases. As a result, DPH-NV faced AMR and accrued insufficient-drilling penalty payments in excess of US\$500,000 if it were to continue under the terms of the original 2003 leases. Over the life of the two projects, DPH-NV had invested in excess of C\$5,000,000 in the two projects, including US\$640,000 in the escalating AMR payments. With those payments rising to US\$150,000 per annum for each property in 2009, the situation was unworkable given the company's current financial situation.

As previously disclosed, DPH-NV made it clear that it did not have and could not raise such funding required under the terms of the original leases. The last minute, outright rejection of DPH-NV's counter-offer of March 18, 2009 regrettably left no option but to immediately give notice of termination and abandon the projects.

In knowledge of this fact when the first quarter financial statements were being prepared the Corporation wrote off the previously deferred costs related to these properties. Notice of termination having been given, the February 2009 AMR's were not accrued.

A result is that as of April 6, 2009 the Corporation's wholly-owned subsidiary is insolvent and its viability as going concern is in doubt. The Corporation did not guarantee the debts of its subsidiary and is itself solvent.

## **2. Termination of Nevada Land Lease**

On March 1, 2009, the Corporation notified Nevada Land and Resource Company, LLC. ("NLRC") that it was terminating the lease and option to buy of 3,591 acres of land adjacent to the Allied Elephant properties. Taken together with the Allied Elephant properties and 56 owned claims in the area these formed the Corporation's Elephant gold and silver mining project. In knowledge of this fact when the first quarter financial statements were being prepared the Corporation wrote off the related deferred costs.

## **3. Change in Listing Status**

On August 19, 2009 the TSX Venture exchange transferred the Corporation's stock exchange listing from the TSXV to the NEX board of the TSXV. The Corporation's common shares now trade under the symbol "DPH.H". The transfer to NEX is a result of Duncan Park's current inability to meet the TSXV's Tier 2 Tier Maintenance Requirements following the previously announced termination of the leases on its US subsidiary's two former properties in northern Nevada.

The NEX is a separate board of the TSX Venture Exchange for companies previously listed on the TSX Venture Exchange or Toronto Stock Exchange which have failed to maintain compliance with the ongoing listing standards of these markets. NEX has been designed to provide a forum for the trading of publicly listed shell companies while they seek and undertake transactions in furtherance of their reactivation as companies which carry on an active business.

#### **4. Ongoing Discussions**

The Company's Board of Directors intends to continue to explore possible opportunities aimed at creating new shareholder value for Duncan Park shareholders. The Company had been close to finalizing Letters of Intent for two such possible transactions, but both failed to come to fruition as their deadlines approached. At the present time, it is not possible to predict the timing of this process and there is no certainty that the process will be successful.

#### **5. Owned Properties**

Absent the previously leased properties, the Corporation's owned properties were not known to be of much value. The 56 claims in the Elephant project are insignificant by themselves. The 270 claims in the Rock Creek project, although comprising approximately 60% of the project area, filled in the gap between the northerly and southerly leased properties which the Corporation was exploring. In November 2008 the Corporation engaged a geologist to carry out a rapid geological reconnaissance of them. The results of this work indicate that the claims are, as expected, underlain by diverse volcanic rocks ranging from andesite to rhyolite with a few areas of lacustrine tuffaceous rocks. Several areas were identified for additional work based on observed structures and weak alteration indicating the potential for extension of the epithermal mineral system previously identified. However, the Corporation did not file the annual "Notice of Intent to Hold" them with the United States Bureau of Land Management and pay the US\$45,640 fee required to maintain their status when it came due on August 31, 2009, which resulted in the loss of the properties.

#### **6. Expiry of January 2009 Warrants**

The January 2009 warrants issued with the July 2007 private placement expired with none exercised.

#### **7. Reclamation Performance Bonds**

The US Bureau of Land Management ("BLM"), based upon the Corporation's demonstration of completion of required land reclamation activities at the various drilling sites, authorized the return of the two performance bonds posted for the purpose totaling US\$30,249. The US\$12,600 with respect to the Elephant project was received subsequent to the quarter end and the US\$17,649 with respect to the Rock Creek project is expected soon.

## **8. Federal Sales Tax Refund**

After renewed discussions with Canada Revenue Agency (“CRA”) the Corporation has determined that it is entitled the refund of the GST paid to Canadian suppliers. CRA opened a GST account with an effective date of January 1, 2001 and requested the filing of returns for each year since that date, which was done. The total GST refund claimed was approximately \$54,000. In the second quarter, the potential refund of approximately \$47,500 relating to the period commencing 2005 was accrued in the accounts as a current asset in the balance sheet and as a one line reduction of expenses in the statement of operations. In fact, the expense reduction applies to most Canadian administrative expenses incurred in the past five years. However, other CRA representatives now take the position that any claim for years prior to 2006 is statute barred. The claim for the years 2006 to 2008 which the Corporation expects to receive soon is \$35,222, and the amount for 2009 to date for which the Corporation is eligible to file in January 2010 is \$5,214.

## **9. Liquidity**

The Corporation has sufficient funds to meet ongoing administrative expenses until mid October but needs to raise additional funds. Directors have indicated that they will fund administrative costs pending the return of the BLM land reclamation cost bonds and the receipt of the federal sales tax refund.

## **10. Subsequent Event**

Subsequent to the quarter end, the Corporation completed a non-brokered private placement of 30,000,000 common shares at a price of \$0.01 per share for aggregate gross proceeds of up to \$300,000. The pricing of the private placement was consistent with the temporary pricing measures implemented by the TSX Venture Exchange. Insiders of the Company purchased 25% of the private placement.

Proceeds from the private placement will be used for general working capital purposes and to enable the acquisition of new exploration projects. The Corporation intends to continue to seek new opportunities aimed at creating new shareholder value for Duncan Park shareholders. At the present time, it is not possible to predict the timing of this process and there is no certainty that the process will be successful.

## **General Matters**

### **Overview**

Duncan Park Holdings Corporation is an Ontario corporation that was exploring for gold and other precious metals in Nevada, USA. In February 2003 the Corporation entered into arms length leases with Carl and Janet Pescio, which the Pescios have since sold to Allied Nevada Gold Corp., on four mineral exploration properties in the Carlin Trend and the Battle Mountain-Eureka Trend in northern Nevada. They are known as the Elephant Gold-Silver property (197 claims), the Rock Creek-South Silver Cloud Gold-Silver property (184 claims), the Santa Renia Gold-Silver property (27 claims), and the Woodruff/Tonka Gold-Silver property (20 claims). In April 2004 the Corporation also leased 3,591 acres of patented lands from Nevada Land and Resource Company, LLC (“NLRC”) adjacent to the Pescio Elephant property. Further it staked 56 claims in its own name in the vicinity of the Allied Elephant property and 270 claims in the vicinity of the Rock Creek property.

All of the leased and owned properties have been abandoned.

The Corporation is currently a solvent, publicly listed shell company which wholly-owns a technically insolvent Nevada exploration company whose debts it did not guarantee. It has no operating revenues. Cash inflows have been provided by securities issuances privately placed. Cash outflows have related primarily to lease payments for property, exploration thereon, and administrative costs. History of the exploration activity is set out at the end of this document.

### **Management’s Responsibility for Financial Statements**

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

### **Disclosure and Internal Controls**

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

Furthermore, internal controls over financial reporting have been established to ensure that the Corporation’s assets are safeguarded and to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with Canadian generally accepted accounting principles. However, readers

must understand and accept that, due to the small size of the Corporation, the Corporation cannot institute many of the internal control procedures, such as the segregation of duties, available to larger organizations.

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

### **International Financial Reporting Standards**

Canadian securities administrators have determined that Canadian Generally Accepted Accounting Principles (“GAAP”) for publicly listed companies will convert to International Financial Reporting Standards (“IFRS”) for fiscal years commencing after January 1, 2011. For the Corporation this means its fiscal year commencing December 1, 2011 and ending November 30, 2012.

The main change in the Corporation’s accounting will be that exploration expenses will be expensed in the year incurred rather than being deferred in the balance sheet pending some event that requires an amendment to their value, such as the abandonment of a property, at which time they are written off. The most noticeable result will be that the balance sheet will then include only cash, accounts payable, share capital and the deficit, probably with Exploration Properties shown at a nominal value with a reference to a note which would contain full details. The income statement and loss per share will reflect the exploration expenses incurred in the period. There will be little or no effect on the statement of cash flow.

Management will continue to monitor the regulators pronouncements and prepare for eventual conversion to IFRS.

### **Quarterly Numbers**

This MD&A presents financial information by fiscal quarters. However, as the Corporation has no ongoing, repetitive economic activity, there is no reason to expect that any quarterly financial activity would bear any relationship to that of the same quarter of another year.

## **Financial Activities and Results**

### **Income**

The Corporation has no operating income.

The Corporation is reporting a 2009 third quarter loss of \$50,701 made up of routine administrative costs and an adjustment to the expected GST refund to eliminate the claim for 2005 which the Corporation is now told is statute barred. The largest expense is legal fees of \$15,998. These relate to discussions with counsel concerning two potential

transactions intended to create shareholder value, neither of which came to fruition, and to the transfer of the Corporation's shares to the NEX board as described previously. These administrative expenses compare favourably with the \$62,462 total for the corresponding period in 2008. In 2008, in addition to the administrative costs, the Corporation made a provision for a decline in value of the Elephant project based upon the total amount of deferred exploration costs and their value as implied by the cost of acquiring the Randsburg interest therein.

For the second quarter of 2009 the Corporation reported an unusual net income of \$23,094 as a result of three items. 1: a \$33,324 foreign exchange gain on the liability accrued in the wholly owned subsidiary for penalties for not drilling. 2: the recording of an asset of \$47,538 relating to recovery of federal sales tax paid for the years 2005 to 2009 to date which is essentially a reduction of the Corporation's administrative expenses reported over the last five years. 3: the \$21,299 reversal in the wholly owned subsidiary of accrued reclamation costs.

The \$79,067 operating costs for the second quarter of 2009 is consistent with those of 2008 except that the Corporation now expenses all exploration related costs because it does not have a specific project to which they might be capitalized.

During the first quarter of 2009 the Corporation reported a consolidated loss of \$3,607,804 up from a consolidated loss of \$120,596 in 2008. Of this, \$3,571,838 and \$66,324 respectively are the write off of exploration costs previously deferred. The 2009 write off related to the balance deferred on the Elephant and Rock Creek properties. The Corporation had previously made a provision of \$1,224,879 with respect to the Elephant property in the third quarter of 2008 when it acquired the Randsburg International Gold Corp. interest in what was then known as the Elephant Joint Venture. In 2008, the write off also related to additional costs on the Santa Renia property which was abandoned in February of that year.

Apart from the exploration costs written off, the Corporations loss for the first quarter was \$35,966 and \$54,272 for 2009 and 2008 respectively. The 2009 loss includes a reported foreign exchange loss of \$6,836, which relates entirely to the penalties for insufficient drilling accrued in the subsidiary company which are unlikely ever to be paid. The \$29,130 remainder of the 2009 loss is approximately ½ of the corresponding 2008 loss. The reduction is due to lower executive compensation and no legal fees relating to the dispute with the former joint venture partner. It is typical of the regular head office administrative costs which amount to about \$12,000 per month.

## **Financing Activities**

The Corporation's primary source of funds is the issuance of additional shares. These issuances, all effected by private placements, have taken the form of convertible debentures and units consisting of a share and a share purchase warrant. The following table provides the details of the financing activities for the past two years and the current year to date.

<b>Financing Activities</b>	<b>\$</b>
2007	
First quarter	
Exercise of options @ \$0.60 to purchase 100,000 shares	60,000
Third quarter	
Issue of 4,380,667 units consisting of 1 common share and 1/2 warrant to purchase shares @\$0.45 until July 13, 2008 and 1/2 warrant to purchase shares @\$0.60 until January 13, 2009	1,314,200
2008	
Third quarter	
Issue of 2,000,000 shares for acquisition of the Randsburg interest in the Elephant project and settlement of all other outstanding matters	500,000
Fourth Quarter	
Issue of 6,666,666 units consisting of 1 common share and 1 warrant to purchase shares @\$0.05 until November 19, 2010 and @ \$0.10 until November 19 2011	200,000

### **Private Placements**

In July 2007, the Corporation completed a non-brokered private placement pursuant to which it issued 4,380,667 units at a price of \$0.30 per unit for aggregate gross proceeds of \$1,314,200.

Each unit was comprised of one common share (a “Common Share”), one-half of one common share purchase warrant exercisable for six months (a “Six-Month Warrant”) and one-half of one common share purchase warrant exercisable for 12 months (a “12-Month Warrant”). Each whole Six-Month Warrant was exercisable for one common share at a price of \$0.45 per share expiring July 13, 2008, and each whole 12-Month Warrant was exercisable for one common share at a price of \$0.60 per share expiring January 13, 2009. The Corporation could have required holders to exercise (i) the Six-Month Warrants in the event that the volume weighted average of the common shares (based on closing trading prices for a 10- consecutive trading day period) on the TSX Venture Exchange (the “Weighted Average Price”) was \$0.90 per share or above; and (ii) the 12-Month Warrants in event that the Weighted Average Price was \$1.20 per share or above.

Subsequent to the 2007 year-end, the term of each of the warrants was extended by six months. This extension is reflected in the dates cited above.

In addition, the warrants provided holders with certain additional exercise rights (the “Additional Exercise Rights”) that would have enabled them to acquire additional Common Shares, if available, at the applicable warrant exercise price. The Additional Exercise Rights might have been exercised for additional Common Shares, if available, by holders that fully exercised all of their applicable series of Warrants by the exercise deadline. The additional Common Shares would have been allotted from the number of

Common Shares, if any, not issued as a result of the applicable series of Warrants not having been fully exercised by other holders by the applicable exercise deadline. A Holder that duly exercised its rights at or before the applicable exercise deadline would have been entitled to its pro rata share of additional Common Shares calculated on the basis of the number of Warrants of the applicable series exercised by that holder as a percentage of the total number of such Warrants exercised by all holders that exercise their Additional Exercise Rights.

An aggregate cash finder's fee of \$75,054 was paid and 250,180 finder's warrants were issued in connection with certain subscriptions to the following finders: First Canadian Capital Markets Ltd., Jones, Gable & Company Limited and Pope & Company Limited. The finder's warrants were exercisable for Common Shares at a price of \$0.30 per share for 18 months, expired unexercised on January 13, 2009.

During the 2008 fiscal year and the first quarter of 2009, all of the July 2007 private placement warrants expired with none exercised.

During the fourth quarter of 2008 the Corporation completed a non-brokered private placement pursuant to which it issued 6,666,666 units at a price of \$0.03 per unit for aggregate gross proceeds of \$200,000. Each unit is comprised of one common share and one common share purchase warrant. Each warrant is exercisable at a price of \$0.05 per share during the first twelve months of its term and thereafter at a price of \$0.10 per share during the second twelve months of its term.

## Expenses

The major expenses have been the exploration activities detailed below and the administrative expenses as set out in the following table.

Year	Q1	Q2	Q3	Q4	Total
2007	135,485	121,642	152,992	34,841	444,960
2008	61,650	79,481	62,462	53,284	256,877
2009	29,130	79,067	43,559		151,756

The Corporation operates from a small office in downtown Toronto, and until recently leased a small office with a core cutting/storage facility in Battle Mountain, Nevada. During the quarter the latter was transferred to Allied Nevada Gold Corp. as a part of the lease termination arrangements with that company. Administrative expenses are minimized to the extent possible and currently run at about \$12,000 per month. In prior years the most significant administrative costs were legal fees arising from disputes with a former drilling contractor and a former joint venture partner.

## Working Capital

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

<b>Consolidated Working Capital</b>				
	<b>Current Assets</b>	<b>Current Liabilities</b>	<b>Working Capital</b>	<b>Working Capital Ratio</b>
2007				
Q1	265	431	(166)	-
Q2	35	370	(335)	-
Q3	834	109	725	6.7
Q4	767	91	676	7.4
2008				
Q1	518	253	265	1.0
Q2	383	269	114	0.4
Q3	185	314	(129)	-
Q4	289	421	(132)	-
2009				
Q1	132	335	(203)	-
Q2	91	271	(180)	-
Q3	75	299	(224)	-

The expected pattern is that there will be intermittent increases in working capital as a result of financings and the exercise of stock options and warrants, followed by decreases for exploration and administrative expenses.

The resulting pattern follows the expected one. The decreases in working capital were due primarily to land related payments for leases and government fees and for exploration activity.

The significant activities resulting in decreases in 2008 are as follows; first quarter, the payment of US\$200,000 in lease property payments to Allied ; second quarter, the payment of the US\$53,865 lease payment for the NLRC lease; third quarter, the annual payment of US\$88,250 to the United States Bureau of Land Management for the renewal of mining claims and the \$50,000 payment to Randsburg for the acquisition of its interest in the Elephant project and settlement of all other outstanding matters; fourth quarter, the expenditure of \$141,000 on exploration activity on the Rock Creek project. Also, throughout the year the Corporation was accruing in the subsidiary's accounts the \$275,310 in contractual penalties for not having met minimum drilling footage requirements in 2007 and 2008.

The increase in current assets in the fourth quarter of 2008 was due to the completion of the November 2008 \$200,000 financing by way of private placement.

The following table shows the working capital as at August 31, 2009 separately for the Corporation and its wholly-owned subsidiary company.

<b>Working Capital</b>			
<b>As At August 31, 2009</b>			
	<b>Duncan Park Holdings Corporation</b>	<b>Duncan Park Holdings Nevada</b>	<b>Consolidated</b>
<b>Current assets</b>			
Cash	1,428	184	1,612
Minimum recovery from subsidiary	10,000	-	
Reclamation cost bonds			
Elephant - US\$12,600	-	13,818	13,818
Rock Creek - US\$17,649	-	19,332	19,332
Federal sales tax recoverable	40,436	-	40,436
<b>Total</b>	<b>51,864</b>	<b>33,334</b>	<b>75,198</b>
<b>Current liabilities</b>			
Regular	42,678	2,722	45,400
Minimum repayment to parent	-	10,000	10,000
Promissory note	10,000	-	10,000
Accrued penalties	-	243,950	243,950
<b>Total</b>	<b>52,678</b>	<b>256,672</b>	<b>309,350</b>
<b>Working capital (deficiency)</b>	<b>(814)</b>	<b>(223,338)</b>	<b>(234,152)</b>

## **Liquidity**

The consolidated working capital situation is clouded by the subsidiary company's of US\$222,560 for penalties for not having met contractual drilling requirements, which it has no ability to nor intention of paying.

Apart from this, the subsidiary company has a working capital surplus of \$30,612. Subsequent to the quarter end it received from the US Bureau of Land Management ("BLM") the US\$12,600 with respect to reclamation cost bond for the Elephant project. It then paid its two outstanding accounts payable and returned US\$10,000 to its parent company as partial repayment on the inter-company debt. Further, the BLM has approved the return of the US\$17,649 with respect to the reclamation cost bond for the Rock Creek property, which the Corporation expects to receive soon. As the subsidiary company has no other outstanding invoices payable the intention is to return this money to the parent company. At that time, until the drilling penalty obligation is formally extinguished, the subsidiary company will have virtually no assets and an accrued liability of US\$222,560. The subsidiary company offered to quitclaim its properties to

Allied in satisfaction for the contractual obligation. The parent company has not guaranteed the subsidiary company obligation.

After allowing for the known subsequent return of US\$10,000 from the subsidiary, the Corporation shows a working capital deficiency of \$814. However, it has reasonable expectation of receiving, in the not too distant future, the US\$17,649 referred to above, bringing the total working capital to approximately \$17,000. Routine administrative expenses run at approximately \$12,000 per month.

## Capital Structure

The following table sets out the share transactions for the latest two fiscal years and the current year to date.

<b>Capital Structure</b>		
	Shares	\$
Balance November 30, 2006	18,486,891	5,592,554
2007		
First quarter		
Issued for cash on exercise of options	100,000	60,000
Balance February 28 and May 31, 2007	18,586,891	5,652,554
Third quarter		
Issued for cash on private placement	4,380,667	1,314,200
Balance November 30, 2007	22,967,558	6,966,754
2008		
Third quarter		
Issued for acquisition of the Randsburg interest in the Elephant project and settlement of all other outstanding matters	2,000,000	500,000
Balance August 31, 2008	24,967,558	7,466,754
Fourth quarter		
Issue of units pursuant to a private placement	6,666,666	200,000
Balance November 30, 2008 and August 31, 2009	31,634,224	7,666,754

In the first quarter of 2008 the Board approved the grant of 900,000 stock options to officers and directors of the Corporation. Each of the options is exercisable at a price of \$0.30 per common share until January 2, 2013. The options vested over an eighteen month period.

As at August 31, 2009, there were outstanding (i) an aggregate of 400,000 stock options expiring June 2, 2010, exercisable at a price of \$0.60 per share; and (ii) an aggregate of 900,000 stock options expiring January 2, 2013, exercisable at a price of \$0.30 per common share.

In November of 2008, the Corporation completed a non-brokered private placement and issued 6,666,666 units at a price of \$0.03 per unit for aggregate gross proceeds of

approximately \$200,000. Each unit is comprised of one common share and one common share purchase warrant. Each warrant is exercisable at a price of \$0.05 per share during the first twelve months and thereafter at a price of \$0.10 per share during the second twelve months. The securities issued and issuable pursuant to the private placement were subject to a four- month hold period which expired March 20, 2009.

### **Foreign Exchange Exposure**

The Corporation has had ongoing foreign exchange exposure in that it raises money in Canadian dollars while its major expenditures have been denominated in US dollars. The Corporation attempts to manage inter-currency conversions at the most appropriate times.

The Corporation itself has no significant foreign exchange exposure. It has a small amount of US\$ cash and no liabilities denominated in US\$.

The consolidated net foreign exchange exposure at August 31, 2009 was a net liability position of US\$194,671, all of which is in the subsidiary company. That company has current assets of US\$30,391 to pay trade payables of US\$2,502 for a net asset position of US\$27,889 on those items. In addition, however, it has the US\$222,560 accrued liability in penalties to Allied for not having drilled sufficient footage, which it has no prospect of paying.

### **Stock-Based Compensation**

The Corporation follows the recommendations of the CICA Handbook Section 3870, “*Stock Based Compensation and Other Stock-Based Payments*”. The section establishes standards for the recognition, measurement and disclosure of stock-based payments made in exchange for goods and services. The standard requires that all stock-based awards made to employees and non-employees must be measured and recognized using a fair value based method.

Fair value is estimated using the Black-Scholes Option Pricing Model, discounted to allow for the relative illiquidity of the Corporation’s shares. Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and, therefore, the existing models do not necessarily provide a reliable single measure of the fair value of the Corporation’s stock options or other stock awards.

The Corporation determined that the value of the warrants issued as partial compensation to brokers in connection with the July 2007 private placement referred to above was \$12,500. The value was determined using the Black Scholes option pricing model, assuming a risk free interest rate of 2.5% and a stock volatility averaged between 25% and 50%. The arithmetic result was discounted to one-third thereof to allow for the relative illiquidity of the Corporation’s shares. The amount was charged to expense in the third quarter of 2007.

Again using similar methodology the Corporation determined that the value of the stock options granted in January 2008 was \$40,000. This amount was charged to operations over the four quarters of fiscal 2008.

### **Off Balance Sheet Arrangements**

The Corporation does not employ any such arrangements.

### **Subsequent Event**

Subsequent to the quarter end, the Corporation completed a non-brokered private placement of 30,000,000 common shares at a price of \$0.01 per share for aggregate gross proceeds of up to \$300,000. The pricing of the private placement was consistent with the temporary pricing measures implemented by the TSX Venture Exchange. Insiders of the Company purchased 25% of the private placement.

Proceeds from the private placement will be used for general working capital purposes and to enable the acquisition of new exploration projects. The Corporation intends to continue to seek new opportunities aimed at creating new shareholder value for Duncan Park shareholders. At the present time, it is not possible to predict the timing of this process and there is no certainty that the process will be successful.

### **Exploration Activities**

The following information is provided for historical continuity purposes. The Corporation has no continuing interest in these properties.

In February 2003 the Corporation entered into arms length leases with Carl and Janet Pescio, which have since been sold by the Pescios to Allied Nevada Gold Corp, on four mineral exploration properties in the Carlin Trend and the Battle Mountain-Eureka Trend in northern Nevada. They are known as the Elephant Gold-Silver property (197 claims), the Rock Creek-South Silver Cloud Gold-Silver property (184 claims), the Santa Renia Gold-Silver property (27 claims), and the Woodruff/Tonka Gold-Silver property (20 claims). In April 2004 the Corporation also leased 3,591 acres of patented lands from Nevada Land and Resource Company, LLC (“NLRC”) adjacent to the Allied Elephant property. Further it staked 56 claims in its own name in the vicinity of the Allied Elephant property and 270 claims in the vicinity of the Rock Creek property.

#### **Elephant**

The Elephant project is located in the heart of the Battle Mountain mining district in Nevada. It originally comprised 253 unpatented lode claims which cover approximately 5,235 acres, and 3,591 acres of patented land leased from NLRC which were abandoned during the 2009 second quarter. It abutted Newmont Mining Corporation’s Phoenix project mining complex.

There were four main targets in the Elephant project.

1. Porphyry-related gold-copper-silver intrusive-hosted deposits
2. Skarn-related gold-silver-copper deposits similar to Newmont's nearby Fortitude mine
3. Replacement gold-silver (copper) bodies in Paleozoic calcareous rocks
4. Debris flow alluvial gold deposits

Where reference is made to a press release, it may be viewed on the Corporation's website at [www.duncanpark.com](http://www.duncanpark.com) or in the Corporation's public filings at [www.sedar.com](http://www.sedar.com)

### **Phase 1 – February 2004 to August 2004**

The Corporation engaged Zonge Geosciences Inc. ("Zonge") to do an Induced Polarization ("IP") survey on the Elephant property. Three lines were run atop the Porphyry target area, and five atop the Peninsula skarn gold-copper target area. The data was interpreted for the Corporation by Wright Geophysics Inc. Positive IP chargeability anomalies were defined in both target areas. Subtle IP chargeability highs were defined at the Porphyry, and a strong open-ended IP chargeability anomaly along the entire north-south distance covered by the survey at Peninsula. The latter was interpreted as a new skarn-porphyry target at Peninsula. Details of the find may be found in the Corporation's press release of May 18, 2004.

Based upon the survey, the Corporation drilled five reverse circulation holes; three at the Peninsula target area and two at the Porphyry target area. One hole at the Peninsula encountered 109.8 meters of sulfide skarn mineralization. At least three layers of skarn were identified. The best gold intercept was 1.848 g/ton. The same interval contained highly elevated contents of silver, zinc, copper, bismuth and lead. A second interval contained highly elevated levels of tungsten and cobalt, and a third skarnified layer contained 0.97 g/ton of gold in cherty strata of the Scott Canyon Formation. In the other two holes no significant zones of gold mineralization were found, nor was the source of the IP anomaly found. Details may be found in the Corporation's press releases of May 18, July 27, August 12, and August 20, 2004.

The two reverse circulation holes drilled at the Porphyry target were into the central and a peripheral part of a possible, inferred large granitic porphyry-skarn system. The first hole, into the central part could not be completed to bedrock due to difficult drilling conditions and equipment problems. The second hole was drilled into an IP chargeability anomaly along the northeast periphery of the main target area. It encountered metasomatic skarn mineralization. Severe dilution of the drill cuttings was encountered due to sands from the overlying gravels caving into the holes. As a result of this dilution, the exact nature and intensity of the skarn and gold mineralization could not be determined.

## **Phase 2 - February 2005 to September 2005**

On February 15, 2005, the Corporation signed a joint venture agreement with Randsburg International Gold Corp. for the continuing exploration of the Elephant project. See “Elephant Joint Venture” below.

Phase 2 (Joint Venture Phase 1) of the project was to comprise at least four core drill holes totaling 1,370 meters (4,500 feet) on the property leased from NLRC to the southeast of the hole in which the Corporation had encountered the 109.8 metres of sulfidic skarn mineralization.

On September 7, 2005 the Corporation announced the discovery of polymetallic gold-silver-copper-lead-zinc mineralization on the Allied property. Five holes were drilled to test the eastern edge of the induced polarization (IP) anomaly identified by Zonge in 2004. The first two holes on the NLRC property had no significant results. The next three holes on the Allied property tested the noticeably curving western edge of the IP high. All three holes intersected Paleozoic basement rock. A detailed geological description of the discovery is contained in the Corporation’s press release of September 7, 2005.

## **Phase 3 – September 2005 to May 2006**

Based upon this discovery, on September 26, 2005, the joint venturers announced that they were initiating a 5,000ft drilling program, which was intended to verify the width and strike length (north to south) of the mineralization discovery. The geophysical survey conducted by Zonge in 2004 indicated that the target area might be up to 1,200ft wide by 5,000ft long. Drilling in this phase commenced in October 2005.

After the completion of three holes, Gradient Geophysics Ltd. (“Gradient”) was engaged to conduct geophysical testing, this time based upon Mise-a-la-Masse and IP techniques. Based upon their preliminary report, the Corporation spotted and drilled a fourth hole in this phase of the project that was completed on March 16, 2006. While the drilling was still in progress, Gradient completed its report, which showed some interesting possibilities. Gradient was then re-engaged to do some follow-up geophysical work, and confirmed their earlier opinion. The detailed results were reported in a press release on May 17, 2006.

## **Phase 4 – June 2006 to July 2006**

On March 9 and again on May 10, 2006, the joint venturers approved phase 4 of the exploration of the project which included up to three holes at a cost of up to US\$300,000. The drill targets were based upon the recently completed Mise-a-la-Masse and Induced Polarization surveys done by Gradient which indicated prospective anomalies within probable Paleozoic basement rock. The Paleozoic rock sequence is the known host for

the nearby Phoenix Project operated by Newmont Mining Corporation. Additional details can be found in the Corporation's press release of June 14, 2006.

The phase 4 drilling further delineated the length and width of the North-South trending horst block of mineralized Paleozoic basement rock. On October 31, 2006, the Corporation issued a press release detailing the results.

There has been no exploration on the Elephant property since that time.

### **August 2006 to Date**

During the first quarter of 2007 the Corporation paid the US\$75,000 lease payment on the Allied properties for the period from February 9, 2007 to February 8, 2008, and subsequently paid the US\$44,888 annual lease payment for the NLRC leased property.

Similarly, during the first quarter of 2008, the Corporation paid the US\$100,000 lease payment on the Allied properties for the period from February 9, 2008 to February 8, 2009. The US\$53,875 annual lease payment for the NLRC leased property, was paid by April 1, 2008,

The Corporation remained optimistic about the initial discovery and unexplored potential of the Elephant project.

### **Abandonment of the Nevada Land and Resource Company, LLC Property**

During the 2009 second quarter the Corporation gave notice to Nevada Land and Resource Company, LLC that it is terminating the lease and option to buy agreement for that company's land adjacent to the Allied leased claims and the Corporation's owned claims in the Elephant project.

## Elephant Project Costs

The following table sets out the Elephant project costs for the past three fiscal years by category of expense.

Elephant Project Costs			
	2008	2007	2006
Advance royalty payments	100,570	131,408	152,851
Penalty for not drilling	87,560		
Government fees	33,288	34,013	35,167
Exploration costs			
Drilling contractor	-	(17,432)	507,503
Drilling supplies and service	-	-	110,935
Assays	-	-	41,811
Geologist	-	-	54,000
Geological technicians	-	-	57,639
Geophysics	-	-	25,964
Management travel	-	-	16,788
Storage and administration	-	16,617	45,769
Total exploration	-	(815)	860,409
Total costs	221,418	164,606	1,048,427

## Qualified Persons

The Corporation's qualified persons in accordance with the requirements of the Canadian Securities Administrators NI 43-101 on the Elephant project were Mr. Alexander Po M.Eng., and Mr. Larry Kornze B.Sc. (Geological Engineering). Mr. Kornze is a director of the Corporation.

## Elephant Joint Venture

On February 15, 2005 the Corporation signed an agreement with Randsburg whereby Randsburg could earn up to a 50% interest in the Corporation's Elephant Gold and Silver project in the Battle Mountain mining district in Nevada. To earn the first 25% Randsburg paid 100,000 shares of its stock and an option to acquire 100,000 shares at a strike price of \$1.85 for two years. It was also required to and did expend US\$200,000 on exploration costs in the first year.

On June 6, 2005 Randsburg indicated its intention to exercise its right to earn an additional 25% interest in the project. To do so it was required to and did first pay an additional US\$250,000 in stock or cash. It chose to issue 200,000 shares at \$1.48. It was then to spend an additional US\$250,000 on the property to earn the first additional 12 % interest, and a further US\$250,000 on the property for another 13%, which it did.

On September 7, 2005, the joint venturers announced the encouraging results of the five cored holes drilled to that time in phase 2. Based upon the results referred to above, on September 26, 2005 the joint venturers announced Phase 3 of the exploration program previously described.

In May 2006, the Management Committee of the joint venture approved Phase 4 of the exploration program which included up to three holes at a cost of up to US\$300,000. There was, however, a dispute concerning the extent to which Randsburg must contribute to the ongoing costs of exploration. Randsburg demanded arbitration of the issue (and others). In the meantime, the Corporation had to be prepared to at least temporarily fund 100% of any drilling activity which was undertaken. The Corporation funded the two Phase 4 holes that were drilled in June and July 2006, but then suspended exploration activity on the Elephant property until the matters under arbitration were resolved. For accounting and financial reporting purposes, the Randsburg interest continued to be shown as existing, until the matter was resolved.

In August 2008, the Corporation acquired the Randsburg interest in the project and settled all outstanding matters for \$50,000 in cash and the issue of 2,000,000 shares.

### **Rock Creek**

The Corporation's then current exploration priority was exploration on its Rock Creek property. The Rock Creek Project is a large land holding with widespread indicators of a "Midas Type" epithermal system. Considerable prior exploration work has yielded an excellent knowledge base and several mineralized zones have been identified by initial surface mapping, sampling, geophysical surveys and drilling. It is located in northern Nevada, thirty miles east-northeast of the town of Battle Mountain. It comprises 456 unpatented lode claims which cover a total of approximately 9,000 acres. The property is located along the Northern Nevada Rift (NNR), a major geologic feature that hosts high-grade, vein gold properties like Midas, Ivanhoe and Silver Cloud. The property has had shallow, intermittent exploration in the past. None of the earlier drilling tested deeper levels for high-grade mineralization associated with boiling zones during vein formation. The Corporation had approvals under Notice of Intent from the U.S. Bureau of Land Management in Battle Mountain, Nevada to drill on 23 sites on its Rock Creek property.

The Corporation acquired data from a Gradient Array IP/SP survey, conducted by Practical Geophysics. Gradient Array IP/SP is a geophysical technique useful for locating and defining veins associated with the NNR. The data covers a portion of the Rock Creek project area and is interpreted to show both known and previously unknown veins on the property. A new Gradient Array induced polarization/self potential survey was conducted by Practical Geophysics to completely cover the remainder of the then existing Rock Creek project.

### **August 2006 to October, 2006**

On August 10, 2006, the Corporation announced the commencement of a four hole core drilling program to test the deeper levels of the known volcanic-hosted, low sulfidation epithermal vein system as expressed on the surface. The Corporation completed the four holes for a total of 7,855 feet. All holes penetrated a significant thickness of altered volcanics, three of the holes encountered Paleozoic sediments at depth. The sediments are comprised of chert, mudstone, siltstone and laminated limestone with rare fossiliferous debris flow at depth. Several of the Paleozoic intervals are carbonaceous. This suggests that in addition to the known, relatively shallow, Midas-Style volcanic hosted epithermal vein targets there is a strong possibility for Carlin-type disseminated gold targets hosted in both Upper and Lower Plate lithologies at depth.

### **November 2006**

In November 2006, in response to this newly identified deep potential, the Corporation staked the additional 270 claims cited previously, adding more than seven square miles of claims to the Rock Creek exploration properties. The addition of these claims, which comprise approximately two thirds of the Rock Creek project, expands the Corporation's land position between the Rock Creek exploration project on the southern end and the South Silver Cloud property on the northern end. Please see the Corporation's press release dated November 10, 2006 for further details.

### **November 2008**

In November, 2008 the company completed a two-hole Reverse Circulation Rotary ("RCR") drill program designed to test one of the known mineralized zones. The drilling successfully established the down-dip geometry of a highly prospective mineralized structure defined at the surface by previous mapping, sampling and shallow drilling.

The first hole was abandoned at 1,075 feet due to excess downward deflection making it unlikely that it would penetrate the target zone at a reasonable depth. The second hole was drilled from the same pad at a more shallow angle and bottomed at 1,300 feet. This hole successfully penetrated the predicted mineralized zone from 960 to 995 feet down hole (approximately 900 vertical feet from the surface). The zone consists of a massive 10 foot wide quartz vein contained within a roughly 35 foot wide interval of strong quartz veining. Abundant pyrite, up to 50% in one five foot interval, occurs throughout the zone.

Both holes were sampled in 5 foot intervals over their entire length and samples were submitted to ALS Chemex Labs for gold and silver analyses. 12 scattered intervals returned anomalous values in excess of 0.01 g/t with a high value of 0.57 g/t. The company plans to complete geochemical analyses in the near future.

With further study, the data derived from this drilling would have aided in determining the probable elevation of the “boiling Zone” where the “Midas model” indicates ore-grade mineralization could be expected.

Additional drilling was planned as finances would allow.

In November 2008 the Corporation engaged a geologist to carry out a rapid geological reconnaissance of the 270 DPH owned claims staked in late 2006 and to document his findings in a brief memo to management. The results of this work indicate that the claims are, as expected, underlain by diverse volcanic rocks ranging from andesite to rhyolite with a few areas of lacustrine tuffaceous rocks. Several areas were identified for additional work based on observed structures and weak alteration indicating the potential for extension of the epithermal mineral system previously identified.

### Rock Creek Project Costs

The following table sets out the Rock Creek project costs by category of expense for the past three fiscal years and the current year to date by category of expense.

	2009	2008	2007	2006
Claims staked	-	-	-	26,360
Advance royalty payments	-	100,570	86,520	113,091
Penalty for not drilling	-	75,000		
Government fees	-	60,445	125,048	30,315
Exploration costs				
Drilling contractor	-	-	-	512,158
Drilling supplies and service	21,845	-	360	114,329
Assays	-	-	12,049	35,355
Geologists	4,140	7,210	18,222	83,901
Geological technicians	-	-	37,781	17,616
Geophysics	-	-	-	36,957
Management travel	-	-	3,759	15,523
Storage and administration	10,402	9,718	17,696	16,405
Total exploration	36,387	16,928	89,867	832,244
Total costs	36,387	252,943	301,435	1,002,010

### Qualified Person

The Corporation’s qualified person in accordance with the requirements of the Canadian Securities Administrators NI 43-101 on the Rock Creek project was Mr. Larry Kornze B.Sc. (Geological Engineering). Mr. Kornze is a director of the Corporation.

## Exploration Costs

The following table sets out the advance minimum royalty payments and the exploration costs by quarter for the Corporation's above-described exploration properties for the past three fiscal years and the current year to date.

Exploration Costs To date					
	Quarter				Total
	First	Second	Third	Fourth	
2006					
Elephant	478,396	253,491	264,829	11,951	1,008,667
Rock Creek	113,091	-	329,952	558,967	1,002,010
Santa Renia	113,091	-	3,753	-	116,844
Total	704,578	253,491	598,534	570,918	2,127,521
2007					
Elephant	86,520	51,751	30,998	2,150	171,419
Rock Creek	208,446	13,221	75,892	7,747	305,306
Santa Renia	86,520	-	3,630	-	90,150
Total	381,486	64,972	110,520	9,897	566,875
2008					
Elephant	155,503	67,458	48,209	-	271,170
Rock Creek	155,138	17,140	80,788	141,050	394,116
Santa Renia	60,000	-	-	-	60,000
Total	370,641	84,598	128,997	141,050	725,286
2009					
Rock Creek	36,387	-	-	-	36,387

## Risk Factors

The Corporation's principal activity has been and may continue to be mineral exploration. Presently it has no such projects. Companies in this industry are subject to many and varied kinds of risks, including but not limited to environmental, fluctuating metal prices, political and economic risks, and the risks of fluctuating metal prices. Additionally, and probably significantly, few exploration projects successfully achieve commercial development. While management cannot eliminate the impact of all potential risks, the Corporation strives to manage such risks to the extent possible.

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

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

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

Equity market conditions have been very challenging for junior exploration companies seeking to raise capital in the past year and are now further disrupted by significant worldwide economic and financial market challenges.

### **Cautionary Note Regarding Forward-Looking Information**

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