

Management's Discussion and Analysis

For the Three Months Ended

May 31, 2010

TABLE OF CONTENTS

INTRODUCTION	3
SIGNIFICANT 2010 EVENTS.....	3
1. Exploration Option Agreement	3
2. Share Issue	4
3. Significant Legal and CFO Fees	4
SIGNIFICANT 2009 EVENTS.....	4
1. Termination of Nevada Leases	4
2. Abandonment of Owned Properties	5
3. Expiry of January 2009 Warrants	5
2. Listing Status	5
4. Reclamation Performance Bonds	5
5. Federal Sales Tax Refund	6
GENERAL MATTERS.....	6
STRATEGY	6
OVERVIEW	7
MANAGEMENT’S RESPONSIBILITY FOR FINANCIAL STATEMENTS.....	7
DISCLOSURE AND INTERNAL CONTROLS.....	8
INTERNATIONAL FINANCIAL REPORTING STANDARDS.....	8
QUARTERLY NUMBERS.....	9
EXPLORATION PROGRAM	9
FINANCIAL ACTIVITIES AND RESULTS	12
DEFERRED EXPLORATION COSTS	12
INCOME	12
WORKING CAPITAL	14
LIQUIDITY	15
FINANCING ACTIVITIES	15
PRIVATE PLACEMENTS.....	15
CAPITAL STRUCTURE	16
FOREIGN EXCHANGE EXPOSURE	17
STOCK-BASED COMPENSATION	17
OFF BALANCE SHEET ARRANGEMENTS	18
RISK FACTORS	18
CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION	18

Introduction

The following is management's discussion and analysis ("MD&A") of the results of operations and financial condition of Duncan Park Holdings Corporation ("Duncan Park" or "the Corporation") as at and for the six months ended May 31, 2010. It is provided and should be read in conjunction with the Corporation's unaudited interim 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, 2009, which have comparative figures for 2008. Readers are further encouraged to visit the Corporation's public information filings at www.sedar.com.

This MD&A also covers the subsequent period up to July 28, 2010, the date of preparation of this report.

Significant 2010 Events

1. Exploration Option Agreement

On March 7, 2010, further to a letter of intent dated November 28, 2009, the Corporation entered into an option and joint venture arrangement with Sphere Resources Inc. ("Sphere") with respect to 13 unpatented mining claims covering 34 units in the Dome, Byshe and Hyeson Townships in Ontario's Red Lake Gold District, generally referred to as the Dome property.

Under the terms of the option agreement, the Corporation would join Sphere in exploring the Dome property, which has been optioned by Sphere from Global Minerals Limited ("Global"). Sphere has granted Duncan Park the option to acquire its option to acquire a 75% interest in the Dome property, subject to the following:

1. A 2% net smelter royalty ("NSR") held by the original property owners, one percent of which may be acquired for \$1,750,000 and one percent of which is subject to a right of first refusal in favour of Sphere and Duncan Park;
2. Satisfaction of the terms of the Global/Sphere agreement, which are essentially the making of the payments and incurring the exploration expenses set out below and the issue to Global by Sphere of 500,000 shares of Sphere each year for three years; and
3. Sphere's right to claw back from Duncan Park a 51% undivided interest in the Property by paying Duncan Park an amount equal to four times Duncan Park's expenditures on the Property, which right may be exercised by Sphere within 30 days following the earn-in date.

In addition, if Sphere, or failing it, Duncan Park, activates its option, Global has the right to require Sphere or Duncan Park, as the case may be, to acquire its remaining 25%

undivided interest in the Property in exchange for a 3% NSR, which NSR may be acquired by Sphere or Duncan Park by the issue of 3,000,000 Sphere shares or 1,500,000 Duncan Park shares.

For Duncan Park to acquire Sphere's option to acquire a 75% interest in the Dome property, Duncan Park must make cash payments of \$25,000 per year to Global, issue to Sphere two million Duncan Park shares per year for three years, and make staged exploration expenditures of \$75,000 in year one, \$350,000 in year two and \$500,000 in year three. Duncan Park retains the right to accelerate the cash payments and share issuances and Duncan Park may abandon the project after year two with no residual interest, further spending requirements or obligation to issue Sphere the third installment of Duncan Park shares.

The Option Agreement contemplates that Sphere will act as operator of the Property during the option period with Duncan Park having the right to approve all work plans and budgets. It also contemplates that shortly after the earn-in date the continuing parties will enter into a joint venture agreement to carry on the exploration.

Exploration commenced in May, 2010. See "Exploration Program" below.

2. Share Issue

On May 7, 2010 the Corporation issued 4,000,000 "flow through" shares at \$0.05 per share for total proceeds of \$200,000. Proceeds of this share issue are being used solely for the exploration of the Red Lake property.

3. Significant Legal and CFO Fees

During the six months the Corporation incurred special legal fees of approximately \$53,900 and special CFO fees of \$17,900 relating to the negotiation and structuring of the agreements required to effect the option agreement referred to above.

Significant 2009 Events

1. Termination of Nevada Leases

The Corporation, through its wholly-owned subsidiary Duncan Park Holdings Nevada Ltd., had been exploring for gold on owned and leased properties in the State of Nevada, USA. It had not determined whether the properties contained ore reserves that were economically recoverable. However, on April 6, 2009 the Corporation received a letter from Allied Nevada Gold Corporation, the lessor of certain key properties known as the Elephant project and the Rock Creek/South Silver Cloud project, effectively forcing the termination of renegotiation of the contractual arrangements needed by the Corporation to continue exploration of those properties. The result was that the Corporation had to abandon those properties. It then also abandoned property leased from Nevada Land and Resource Company, LLC neighbouring the Allied Elephant lands

2. Abandonment of 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 were 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. 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.

3. Expiry of January 2009 Warrants

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

2. 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. Reclamation Performance Bonds

The US Bureau of Land Management ("BLM"), based upon the Corporation's demonstrated completion of required land reclamation activities at the various drilling sites, authorized the return of the two performance bonds posted for that purpose totaling US\$30,249. Both were received.

5. Federal Sales Tax Refund

During 2009 the Corporation filed GST returns for the years 2005 to 2008 inclusive claiming a refund of \$43,606. The returns were assessed as filed and the refund was received in 2010. In 2010 the Corporation filed a GST return for 2009 claiming a refund in the amount of \$7,852, which was received in March.

6. Share Issue

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 \$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 are being used for general working capital purposes and to enable the implementation of the Red Lake exploration project.

General Matters

Strategy

Duncan Park seeks to enhance shareholder value through the successful exploration for gold and other precious metals in politically stable regions of the world.

Funds are raised by way of private placement which typically involves the issue of units comprised of shares and share purchase warrants, the latter providing a possible supplementary source of funds to continue exploration without the need and cost of preparing an offering document. If the planned exploration is to be conducted in Canada the Corporation considers issuing “flow through” shares pursuant to which the available tax benefits for Canadian Exploration Expenses (“CEE”) are transferred from the Corporation to the investor.

Exploration properties may be acquired on three bases.

1. By lease. Leases traditionally have increasing annual payments up to some maximum with an option to purchase the property and penalties for insufficient exploration.
2. By earn-in. The company earning-in is required to spend specific minimum annual amounts to earn a specified interest in the property and the vendor typically has the option to claw back a portion of the interest earned by paying a multiple of the amount spent. The advantage of this approach is that the investors' money is going directly into exploration.

3. By staking claims.

The Corporation obtained its Nevada properties by lease and by staking, and, when the lease payments became excessive, was in the process of renegotiating the lease arrangements into an earn-in with claw back situation. As previously stated, the negotiations failed and the projects were abandoned. In 2010 the Corporation signed an option agreement which is an earn-in with a claw back arrangement with respect to certain Ontario properties in the Red Lake area which is generally known to have been a productive gold region.

Overview

The Corporation is an Ontario corporation which explores for gold and other precious metals in politically stable regions of the world.

As at May 31, 2010 the Corporation is a solvent, publicly listed company. As described above, the Corporation signed a definitive agreement to explore for gold in the Red Lake mining district of Ontario, which exploration program commenced in May. See “Exploration Program” below.

Previously, through a wholly-owned subsidiary, the Corporation was exploring for gold and other precious metals in Nevada, USA. In February 2003 the Corporation entered into arms length leases on four mineral exploration properties in the Carlin Trend and the Battle Mountain-Eureka Trend in northern Nevada. They were 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 adjacent to the Elephant property. Further it staked 56 claims in its own name in the vicinity of the Elephant property and 270 claims in the vicinity of the Rock Creek property. All of these leased and owned properties have been abandoned, consequently, at November 30, 2009 the Corporation had no operating activity.

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 mandated 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. However, because of the current simplicity of its financial situation, the Corporation is considering requesting permission from the Ontario Securities Commission ("OSC") for early adoption of IFRS commencing with the fiscal year beginning December 1, 2010.

During 2009 the Corporation began a comprehensive IFRS conversion plan which addresses the changes in accounting policies and restatement of comparative figures which might be required, and concluded that they would not need significant modification. IFRS 6, which relates specifically to mining enterprises, recognizes the possible existence of "exploration assets" which includes the deferral of exploration expenditures subject to regular evaluation for possible impairment which would cause a write down or write off of these amounts. This is identical to the process historically followed by the Corporation.

The most noticeable change to the financial statements will be the increased articulation in the notes thereto of accounting policies which the Corporation commenced with the 2009 financial statements.

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.

Exploration Program

The Corporation has entered into an option and joint venture agreement (the Option Agreement”) with Sphere Resources Inc. with respect to 13 unpatented mining claims covering 34 units in the Dome, Byshe and Hyeson Townships in Ontario’s Red Lake Gold District, generally referred to as the Dome property (the” Property”). Pursuant to an “area of interest” clause in the agreement, 3 claims covering 4 mining units are being added. Under the terms of the Option Agreement, Duncan Park will join Sphere in exploring the Property, which has been optioned by Sphere from Global Minerals Limited by an agreement pursuant to which Sphere may acquire an undivided 75% interest in Global's right, title and interest in the Property.

Sphere has granted Duncan Park the option to acquire its option to acquire the 75% interest in the Property, subject to a 2% net smelter royalty (“NSR”) held by the original property owners, one percent of which may be acquired for \$1,750,000 and one percent of which is subject to a right of first refusal in favour of Sphere and Duncan Park; satisfaction of the terms of the Global Agreement, which are essentially the making of the payments and incurring the exploration expenses set out below and the issue to Global by Sphere of 500,000 shares of Sphere each year for three years; and Sphere’s right to claw back from Duncan Park a 51% undivided interest in the Property by paying Duncan Park an amount equal to four times Duncan Park's expenditures on the Property, which right may be exercised by Sphere within 30 days following the earn-in date. In addition, if Sphere, or failing it, Duncan Park, activates its option, Global has the right to require Sphere or Duncan Park, as the case may be, to acquire its 25% undivided interest in the Property in exchange for a 3% NSR, which NSR may be acquired by the issue of 3,000,000 Sphere shares or 1,500,000 Duncan Park shares.

For Duncan Park to acquire Sphere's option to acquire a 75% interest in the Property, Duncan Park must make cash payments of \$25,000 per year to Global, issue to Sphere two million Duncan Park shares per year for three years, and make staged exploration expenditures of \$75,000 in year one, \$350,000 in year two and \$500,000 in year three. Duncan Park retains the right to accelerate the cash payments and share issuances and Duncan Park may abandon the project after year two with no residual interest, further spending requirements or obligation to issue Sphere the third installment of Duncan Park shares.

The Option Agreement contemplates that Sphere will act as operator of the Property during the option period with Duncan Park having the right to approve all work plans and

budgets. It also contemplates that shortly after the earn-in date the continuing parties will enter into a joint venture agreement to carry on the exploration.

The map on the following page shows the location of the claims in relation to the Municipality of Red Lake and the surrounding projects.

Although contiguous, the property is divided between a northwestern, predominantly water based block of claims, and a southeastern, predominantly land based block of claims.

Exploration of the southeastern block of claims began in June 2010 with a comprehensive induced polarization (“IP”) study of the property. The survey lines for the IP survey are shown on the map. The geophysical field work has been completed and the Corporation is awaiting the results. Concurrently, a geological data gathering program is underway. The expectation is that if the IP study identifies geophysical anomalies of interest, it will be followed up by a drilling program to further delineate the geologic potential of the area. The Corporation expects to be in a position to commence this activity this autumn.

The claims in the northwestern block are near a southwest to northeast lying geological unconformity. The plan for exploration of this area is, after suitable data gathering, to employ a type of deeper penetrating IP equipment when the lake is frozen with a view to identifying targets for further consideration.

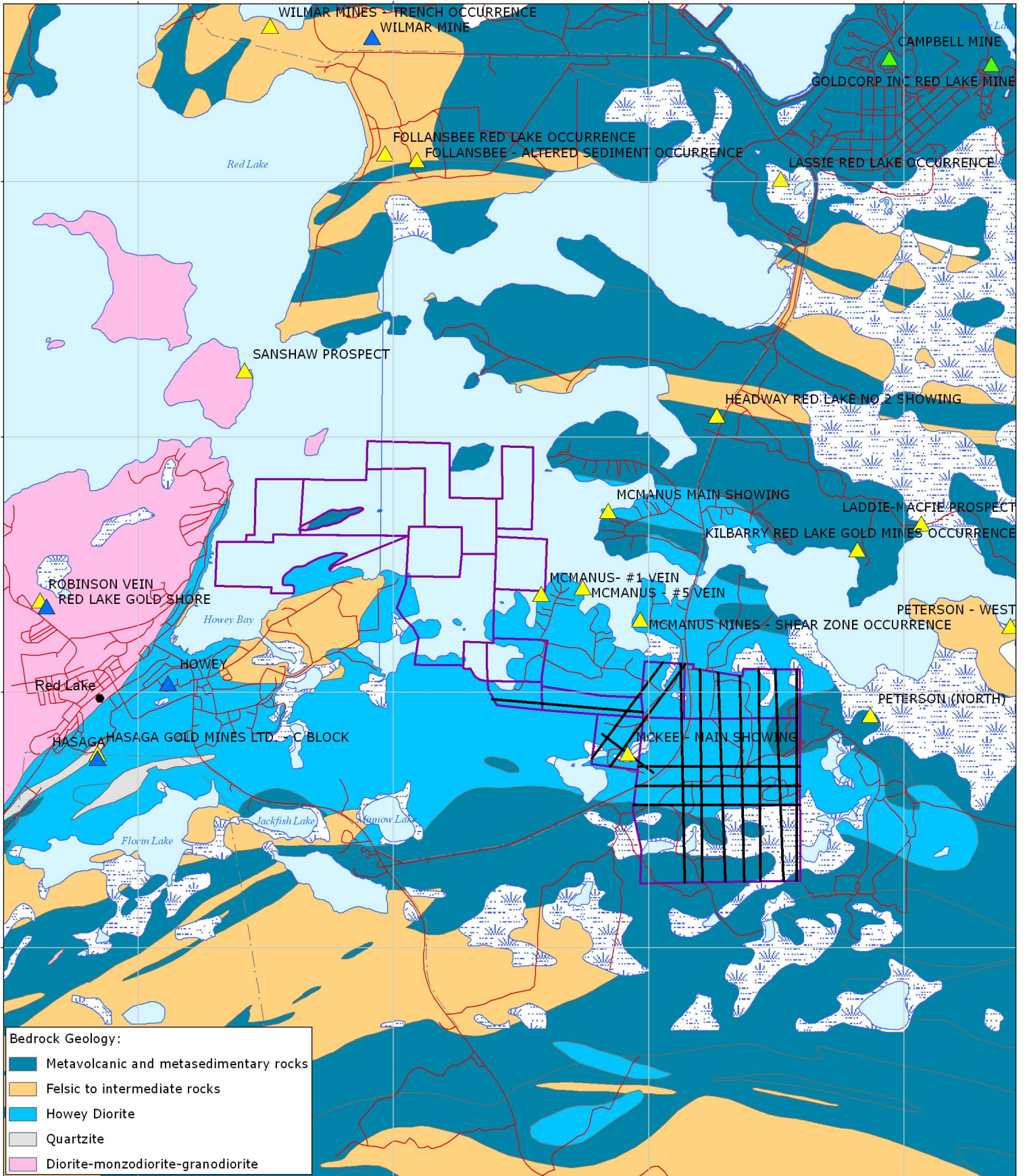
442,000 444,000 446,000 448,000

5,656,000

5,654,000

5,652,000

5,650,000



Bedrock Geology:

- Metavolcanic and metasedimentary rocks
- Felsic to intermediate rocks
- Howey Diorite
- Quartzite
- Diorite-monzodiorite-granodiorite

Legend:

- Cities
- Au Showings
- Au Producers
- Au Past Producers
- Local Roads
- Utility Lines
- Survey Lines
- Claims
- Lakes
- Wetland

Sphere Resources Inc. /
Duncan Park Holdings Corporation.
Dome Property, Red Lake, Canada.

N
W E
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Scale
0 200 400 600 800 1,000
M

**Sphere Resources Inc. /
Duncan Park Holdings Corporation.**

**Bedrock Geology & Gold (Au) Occurrences,
Dome Property, Ontario, Canada.**

Date: 26/05/10	Scale: 1:40,000	Figure:
Projection: UTM, Nad83, Zone 15N. Office/Author: Vancouver/gcn		

Caracle Creek International Consulting Inc.
Geological & Geophysical Consultants

Financial Activities and Results

Deferred Exploration Costs

In the first six months of 2010 the Corporation made a \$25,000 property payment to Global, advanced \$39,000 on exploration contracts and has received contractor billings amounting to approximately \$7,000 related to the Red Lake project. The Corporation's exploration plans call for it to spend approximately \$1,000,000 in the next eighteen months.

Income

The Corporation has no operating income.

The following table summarizes the variations in income and expense between the first six months of 2010 and 2009.

	2010	2009	Change
Income			
Foreign exchange gain (loss)	(424)	26,491	(26,915)
Expenses			
Executive compensation			
CEO	15,000	15,125	(125)
CFO			
Regular	10,380	17,744	(7,364)
Option agreement	17,907	-	17,907
Legal			
Regular	19,277	18,778	499
Financing	11,109	-	11,109
Option agreement	53,909	-	53,909
Geologist	7,715	16,704	(8,989)
All other	21,486	39,848	(18,362)
	156,783	108,199	48,584
Federal sales tax recovered	-	47,538	(47,538)
Exploration costs written off	-	3,550,540	(3,550,540)

Foreign exchange loss

In 2010 the Corporation's only foreign exchange exposure related to US\$ cash which ranged from US\$18,217 down to US\$1,175 at May 31, 2010. The overall change in the exchange rate during the period was negligible, as was the resulting loss. Throughout 2009 the quarterly reported foreign exchange gain or loss was complicated by the foreign

exchange gain or loss on the consolidated liability for the Nevada subsidiary company's contractual penalties for insufficient drilling.

Executive Compensation

Mr. Ian McAvity was appointed Acting President & Chief Executive Officer of the Corporation as of August 21, 2007. The Corporation entered into a management agreement with him dated effective as of August 21, 2007 for the provision of certain management services on an ongoing basis. The agreement provides for Mr. McAvity to receive a fee of \$2,500 per month plus GST and to be reimbursed for reasonable business expenses. The agreement was for an initial term of one year and may be terminated by Mr. McAvity at any time on not less than one month's written notice and by the Corporation at any time, without cause, on not less than one month's written notice or, at the option of the Corporation, on payment to Mr. McAvity of \$2,500 in lieu of such notice plus any remuneration to which Mr. McAvity is entitled as of the date of the notice of termination. The Corporation may also terminate the McAvity Agreement without notice for cause. Mr. McAvity is not entitled to receive any compensation in the event of a change in control of the Corporation or any of its subsidiaries or of a change in their respective responsibilities following a change in control.

Mr. Harold J. Doran was appointed Chief Financial Officer of the Corporation as of May 13, 2005. The Corporation entered into a management agreement with him for the provision of certain management services on an ongoing basis. The agreement provides for Mr. Doran to receive a fee of \$75 per hour plus GST and to be reimbursed for reasonable business expenses and certain professional fees related to his position as an officer of the Corporation. The agreement may be terminated by Mr. Doran at any time on not less than one month's written notice and by the Corporation at any time, without cause, on not less than one month's written notice or, at the option of the Corporation, on payment to Mr. Doran of \$2,000 in lieu of such notice plus any remuneration to which Mr. Doran is entitled as of the date of the notice of termination. The Corporation may also terminate the agreement without notice for cause. Mr. Doran is not entitled to receive any compensation in the event of a change in control of the Corporation or any of its subsidiaries or of a change in their respective responsibilities following a change in control.

Both Mr. McAvity and Mr. Doran are eligible to and do participate in the Corporation's stock option plan. Their existing options are exercisable at \$0.30 and \$0.60, which is significantly in excess of the current quoted market price of \$0.03.

Legal: The regular legal expenses are comparable from year to year but higher than one might expect because the Corporation does not have an internal corporate secretary. The 2010 special legal expenses relate primarily to the drafting of the comprehensive Option Agreement and a tri-party "Clarification" agreement needed to protect the Corporation's earn in rights and to discussions with the TSXV-NEX with respect to those agreements and eventual possible reinstatement of the DPH listing on the TSX-V.

All Others: There has been no significant change in any of the other administrative expenses. They are representative of normal operating costs. The Corporation operates from a small office in downtown Toronto. Administrative expenses are minimized to the extent possible and currently run at about \$12,000 per month.

Exploration costs written off: The 2009 amount relates to the write offs of the balance of the carrying value of the Nevada Elephant property and the deferred costs on the Nevada Rock Creek property caused by the abandonment of those properties.

Working Capital

The following table sets out the progression of the Corporation's working capital (\$000s) for the latest two years and the current year to date.

Actual Consolidated Working Capital					Drilling Penalties Removed				
	Current Assets	Current Liabilities	Working Capital	Working Capital Ratio		Current Assets	Current Liabilities	Working Capital	Working Capital Ratio
2008					2008				
Q1	518	253	265	1.0	Q1	518	253	265	1.0
Q2	383	269	114	0.4	Q2	383	269	114	0.4
Q3	185	314	(129)	-	Q3	185	104	81	0.8
Q4	289	421	(132)	-	Q4	289	146	143	1.0
2009					2009				
Q1	132	335	(203)	-	Q1	132	60	72	1.2
Q2	91	271	(180)	-	Q2	91	27	64	2.4
Q3	75	299	(224)	-	Q3	75	55	20	0.4
Q4	305	29	276	9.5	Q4	305	29	276	9.5
2010					2010				
Q1	213	29	184	6.3	Q1	213	29	184	6.3
Q2	347	57	290	5.1	Q2	347	57	290	5.1

Note: Commencing in the fourth quarter of 2008 the "actual consolidated working capital", although technically correct, is distorted by the accrual by the Nevada subsidiary company of US\$222,560 in contractual drilling penalties which that company had no intention or ability to pay and which were never paid before the company was wound up. The schedule on the right shows the working capital with the Canadian dollar equivalent of that liability removed.

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.

As the right hand section of the table shows, the resulting pattern follows the expected one. The Corporation has had positive working capital since the financing in the third quarter of 2007, and at a total of approximately \$290,000 is higher than it has been for some years. Of this, \$161,000 is in "flow through" funds which must be spent on exploration, and the balance of approximately \$129,000 is available for general purposes.

The financings of the last two years and the current year to date are shown below. The decreases in working capital in 2008 were due primarily to land related payments for Nevada leases and government fees and for exploration activity.

Liquidity

The Corporation has sufficient liquidity to fund routine administrative costs for about ten months. However some of the costs of the exploration program are not eligible to be paid from flow through funds and must be paid from general working capital which will deplete the resources available for administrative expenses. The Corporation will contain this potential drain through careful planning and budgeting of the exploration program. However, the Corporation must raise additional capital to fund the ongoing exploration program. The current expectation is to do this by the issue of additional flow through shares.

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, and the issue of shares for cash... The following table provides the details of the financing activities for the past two years and the current year to date.

Financing Activities	\$
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, 2009 and @ \$0.10 until November 19 2010	200,000
2009	
Fourth Quarter	
Issue of 30,000,000 shares @ \$0.01 pursuant to a private placement	300,000
2010	
Second Quarter	
Issue of 4,00,000 "flow through" shares @ \$0.05 pursuant to a private placement	200,000

Private Placements

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 to November 19, 2009 and thereafter at a price of \$0.10 per share during the second twelve months of its term to November 19, 2010.

During the fourth quarter of 2009, 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 are being used for general working capital purposes and to enable the implementation of new exploration projects.

In the second quarter of 2010 the Corporation completed a non-brokered private placement of 4,000,000 “flow through” common shares at a price of \$0.05 per share for aggregate gross proceeds of \$200,000. Proceeds from this private placement are being used exclusively for the exploration of the Red Lake property.

Capital Structure

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

Capital Structure		
	Shares	\$
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	31,634,224	7,666,754
2009		
Fourth quarter		
Issue of shares pursuant to a private placement	30,000,000	300,000
Balance November 30, 2009	61,634,224	7,966,754
2010		
Second quarter		
Issue of shares pursuant to a private placement	4000000	200000
Balance May 31, 2010	65,634,224	8,166,754

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 February 28, 2010, there were outstanding (i) an aggregate of 400,000 stock options expiring June 2, 2010, exercisable at a price of \$0.60 per share, all of which expired subsequent to the quarter end without being exercised; and (ii) an aggregate of 900,000 stock options expiring January 2, 2013, exercisable at a price of \$0.30 per common share.

Foreign Exchange Exposure

Currently, all operations are expected to be in Canada. The Corporation has no significant foreign exchange exposure. It has \$1,175 of US\$ cash and no liabilities denominated in US\$.

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

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 a July 2007 private placement 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.

No stock options have been issued since January, 2008.

Off Balance Sheet Arrangements

The Corporation does not employ any such arrangements.

Risk Factors

The Corporation's principal activity has been and may continue to be mineral exploration. Presently it has one such project. 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 have been 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.