Management's Discussion And Analysis – First Quarter 2005

General

This management's discussion and analysis (MD&A), the Company's first, is provided and should be read in conjunction with the Company's interim consolidated financial statements and notes thereto for the first quarter of its 2005 fiscal year, which ended on February 28. As this is the Company's first MD&A it also covers activities of the two previous complete fiscal years. Accordingly, readers should refer to the annual audited consolidated financial statements of the Company and notes thereto for the year ended November 30, 2004, which have comparative figures for 2003. This MD&A also covers the subsequent period up to April 25, 2005, the date of preparation of this report.

This MD&A presents financial information by fiscal quarters. However, as the Company 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. The cash flows reflect the Company's deliberate and planned but sporadic exploration activities.

Readers are also encouraged to visit the Company's web site at www.duncanpark.com and to read the Company's public information filings at www.sedar.com.

Overview Of Activities

Duncan Park Holdings Corporation is a Canadian venture company exploring for gold and other precious metals in Nevada, USA. The Company has no revenues. Cash inflows are provided by investors pursuant to private placement agreements. Cash outflows relate primarily to lease payments for property and to the costs of exploration thereon, and to a much lesser extent to administrative costs.

Exploration Activities

Since acquiring control of the Company in June, 2000, current management focused on developing a strategy for exploration for gold and other precious metals. These metals, as contrasted with base metals, have readily available markets. In February, 2003 the Company entered into lease agreements with Carl and Janet Pescio of Elco. Nevada, with respect to four properties in the Carlin Trend and the Battle Mountain – Eureka Trend in northern Nevada, USA. These Gold-Silver properties are known as the Rock Creek, the Santa Renia, the Woodruff/Tonka and the Elephant Gold-Silver properties. In April 2004, the Company added leases on land owned by Nevada Land Resources Company. These lands are adjacent to the Pescio Elephant property and form part of the Company's Elephant project. All leases require the Company to make advance minimum royalty payments and expend money on exploration of the properties.

In 2004, the Company conducted surface preparatory work on the Rock Creek property and drilling on the Elephant property. The results of these activities were sufficiently encouraging to justify further activity. Although no exploratory activity took place on it, the Company determined that the Santa Renia property held sufficient promise to justify continuing the lease by paying the advance minimum royalty payment for 2005. On the other hand, the Company determined that the possible ore body on the Woodruff/Tonka property was likely at too great a depth to justify further expenditures. Accordingly, the Company did not continue its lease on that property, and, in accordance with its accounting policy, wrote off the costs incurred.

As more fully described in Note3 to the interim consolidated financial statements. In February 2005 the Company entered into a joint venture agreement with Randsburg International Gold Corp. (Randsburg) for the continued exploration of the Elephant property. Randsburg is responsible to provide the money necessary for its exploration. The money required to earn its first 25% interest has been provided and the drilling program is ongoing. Randsburg must soon decide whether or not it will pay to advance its participation to the next level.

Looking ahead with respect to the other two properties, due to its currently strong financial position, the Company is able to support drilling operations on its wholly owned leased properties for up to a year. Management intends to focus its next activities on its Rock Creek property. Surface work and geological interpretation thereof has been done. A tentative work program has been established with a budget of US$400,000. A drilling permit for up to 50 holes has been secured from the United States Bureau Of Land Management. The Company is proposing to drill an initial four core holes totaling 6,800 feet of drilling. Exploration is expected to commence in the month of May.

There are no plans for the immediate exploration of the Santa Renia property.

Financing Activities

At the time the Company was acquired by the current controlling shareholder it had approximately $450,000. Since then there have been four major financings.

- June 2002 – 8% convertible debentures – raised $500,000 upon issue, and a further $750,000 in November/December 2003 upon exercise of the attached warrants
- June 2004 – 1,000,000 units for cash raised $700,000. Each unit comprises one common share and one share purchase warrant exercisable at a price of $1.00 during the first year to June 2005 and $1.25 during the second year to June 2006
- January 2005 – promissory notes raised $250,000. Of this, $40,000 was repaid in April 2005 and the balance was converted into common shares.
- April 2005 – 1,770,000 units raised $885,000. Each unit comprises one common share and one common share purchase warrant. Each warrant is exercisable at a price of $0.75 for the first year and at $1.00 during the second year.

Administrative Activities

The Company operates from a small office in downtown Toronto. Administrative expenses are minimized to the extent possible. The most significant single item is legal fees relating to lease and joint venture agreements, regulatory compliance, and general corporate matters.

Costs

Exploration Costs

The following table sets out the exploration costs by quarter for the last two completed fiscal years, and the first quarter of the current fiscal year.

	Q1	Q2	Q3	Q4	Total
2003					
Elephant		62,993	69,399	27,807	160,199
Rock Creek		54,135			54,135
Santa Renia		54,135			54,135
Woodruff/Tonka		54,135			54,135
Total		225,398	69,399	27,807	322,604
2004					
Elephant	25,023	143,863	559,007	218,032	920,902
Rock Creek	41,749		10,477	23,250	75,476
Santa Renia	41,749		10,477		52,226
Woodruff/Tonka	41,749		10,477	2,500	54,726
Total	150,270	143,863	590,438	243,782	1,103,330
2005					
Elephant	226,842				228,842
Rock Creek	49,795				49,795
Santa Renia	37,346				37,346
Woodruff/Tonka					
Total	315,963				315,963

These reconcile to the financial statements as follows.

Incurred prior to 2003	$ 240,128
Total above	1,741,897
Write off of Woodruff/Tonka	(141,021)
Balance February 28, 2005	$1,841,004

Administrative Costs

The following table sets out the administrative costs reported by quarter.

Year	Q1	Q2	Q3	Q4	Total
2003	27,358	69,562	46,236	30,423	173,579
2004	28,456	38,022	56,461	78,025	200,964
2005	73,870				73,870

Financial Position

The following table compares the Company's financial position as at February 28 2005 to that as at November 30, 2004.

	February 2005	November 2004	Change
Current assets			
Cash and equivalents	44,210	41,150	3,060
Due from Randsburg	220,500	-	220,500
Investments	237,840	240,641	(2,801)
Total	502,550	281,791	220,759
Current liabilities			
Accounts payable and accruals	354,071	242,646	111,425
Promissory notes	250,000	-	250,000
Unclaimed dividends	6,957	6,957	-
Total	611,028	249,603	361,425
Working capital	(108,478)	32,188	(140,666)
Investment in properties	1,841,004	1,540,620	300,384
Less minority interest	(245,000)	-	(245,000)
Net investment	1,596,004	1,540,620	55,384
Shareholders' equity			
Share capital	3,270,666	3,270,666	-
Contributed surplus	33,972	33,972	-
Deficit	(1,817,112)	(1,731,830)	85,282
Total	1,487,526	1,572,808	85,282

Discussion

Brief comments on the individual items follows.

- There was little or no change in cash and equivalents, investments, unclaimed dividends, share capital, and contributed surplus.

- The due from Randsburg, as described in Note 3 to the interim consolidated financial statements, is pursuant to the Elephant joint venture agreement whereby Randsburg is required to provide US$200,000 for drilling as part payment for its cost of its 25% interest in that joint venture. In February Randsburg advanced US$20,000 to the contract driller in Nevada. The balance was paid into the joint venture in March.

- The increase in accounts payable is due entirely to the provision for accruing but at the time unbilled, costs on the current Elephant joint venture drilling program.

- The promissory notes are payable to a director and to a shareholder. Although properly shown as a liability at February 28, $210,000 was subsequently repaid by conversion to share capital and only $40,000 was a drain on cash resources.

- The net increase in investment in properties of only $55,354 highlights the beneficial effect of financing the ongoing exploration of the Elephant property through the Randsburg joint venture. There was significant drilling activity on that property but it was paid for by Randsburg.

The working capital situation warrants further comment. Although positive, the working capital at November 30, 2004 was very small. Further, it deteriorated to a negative position at February 28, 2005. This is due primarily to the current liability for promissory notes (and to the accruing costs of drilling on the Elephant property). However, management had good reason to believe at the time of their issue that at least $200,000 of these promissory notes would be converted to shares as a part of the major financing which was under way at the time. These loans were, in effect, “bridge financing”.

Liquidity And Capital Resources

Since February 28, the financial position has improved dramatically. In March and April 2005 the Company secured financing by way of private placement of approximately $800,000 (in addition to the conversion of the promissory notes). With Randsburg responsible for the costs on the Elephant property these funds are available to be applied to the budgeted $400,000 drilling program on the Rock Creek property. The balance will be held for additional requirements which may be demanded by success in that program and for working capital purposes.

The Company has adequate finances to support its planned programs for the next twelve months. As in the past it will secure additional capital when required.

Write off of Woodruff/Tonka - $141,021

The decision not to continue exploration on the Woodruff/Tonka property was made in the first quarter of 2005. However the decision was made before the issue of the 2003 annual financial statements and since it affected the carrying value of an asset on those statements, management determined that it was appropriate to write it off in the fourth quarter of that year.

Foreign Exchange Exposure

The increased strength of the Canadian dollar against the American dollar has been a significant benefit to the Company. The Company raises Canadian dollars and pays its major expenses in American dollars. The stronger is the Canadian dollar, the more beneficial it is to the Company in that it can afford more exploration.

The Company attempts to manage inter-currency conversions at the most appropriate times.