Suite 406, 372 Bay Street Toronto, ON Canada M5H 2W9
Phone: (416) 203-0860 Fax: (416) 203-3980
www.duncanpark.com

Duncan Park
GOLD AND SILVER EXPLORATION

Management's Discussion and Analysis

For the Three and Six Month Periods Ended

May 31, 2008

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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, 2008. It is provided and should be read in conjunction with the Corporation's unaudited consolidated 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, 2007, which have comparative figures for 2006. 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 22, 2008, the date of preparation of this report.

Highlights of Fiscal 2008, First Two Quarters

The following is a brief summary of the significant events of first two quarters of fiscal 2008, and the subsequent period to date. All are discussed in greater detail later in this report.

Extension of the Warrants

In recognition of the fact that there had been no exploration activity that might have benefited the warrant holders who had provided the funding to enable continuing exploration, the Corporation extended by six months the term of the warrants which were part of the private placement effected in July 2007.

Grant of Options

The Corporation granted an aggregate of 900,000 stock options to officers and directors of the Corporation pursuant to the Corporation's amended option plan approved by the shareholders in October 2005. The options are exercisable at a price of $0.30 per common share until January 2, 2013. The options vest over an eighteen month period. The new options represent the first options granted by the Corporation since 2005.

Renewal of Leases

The Corporation made the fifth year renewal payments on the leases from Allied Nevada Gold Holdings LLC. ("Allied") on the Elephant and Rock Creek properties. The combined minimum advance royalty payments totaled US$$200,000.

The Corporation also made the US$53,865 payment for the renewal of the lease with Nevada Land and Resource Company LLC for the 3,591 acres of land adjacent to the Elephant property.

These annual payments are increasing and are a significant portion of the Corporation's annual budget.

Abandonment of the Santa Renia Property

The minimum advance royalty payment for this property of 27 claims would have been US$100,000. Primarily for financial reasons the Corporation decided not to renew this lease when it came due in February 2008.

No Exploration Activity in the Quarters

The Corporation was unable to engage a drilling contractor at a reasonable price to continue its exploration activities. Further, in the winter and spring adverse weather conditions blocked one window of opportunity. This was a great disappointment.

Randsburg Arbitration

There was no movement in the matter of the arbitration with Randsburg International Gold Corp. The arbitration hearing has now been rescheduled to September, 2008.

Significant Adverse Change in Financial Markets

Equity market conditions have been very challenging for junior exploration companies seeking to raise capital in the past year. The Corporation has periodically engaged, and will continue to pursue, preliminary discussions with respect to raising new capital to advance the Rock Creek exploration program and general corporate purposes.

Expiry of July Warrants

Subsequent to the quarter end the July 2008 warrants expired without any having been exercised.

General Matters

Overview

Duncan Park Holdings Corporation is an Ontario corporation exploring for gold and other precious metals in Nevada, USA. In February 2003 the Corporation entered into leases with Carl and Janet Pescio on four mineral exploration properties in the Carlin Trend and the Battle Mountain-Eureka Trend in northern Nevada. The Pescios sold these leases to Allied Nevada Gold Holdings LLC. ("Allied") in 2007. 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). (Santa Renia and Woodruff/Tonka were subsequently dropped) In April 2004 the Corporation also leased 3,591 acres of patented lands from Nevada Land and Resource Company, LLC 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.

In 2004 the Corporation conducted drilling operations on the Allied Elephant property, spending approximately $900,000 financed by the issue of convertible debentures subsequently converted into shares of the Corporation. It also conducted some surface exploratory work on the Rock Creek property. No work was done on the Santa Renia or Woodruff/Tonka properties.

In 2005 the Corporation entered into a joint venture with Randsburg International Gold Corp. ("Randsburg") to further explore the Allied Elephant property and the Nevada Land and Resource Company, LLC property, which now comprise the Elephant Joint Venture. Approximately $1,140,000 was spent in 2005, and $995,000 in 2006. As described below, a dispute has arisen with Randsburg concerning the funding of ongoing exploration costs on the Elephant Joint Venture. The Woodruff/Tonka property was abandoned in 2005.

In 2006 the Corporation spent $1,002,010 on exploration and lease payments and the staking of an additional 270 claims to significantly expand the Rock Creek property.

In 2007 there was no exploration activity. The Corporation's focus was, and still is, on its Rock Creek property. However, exploration activity in the United States is booming, with the result that drilling contractors are in high demand. The Corporation was unable to engage and schedule an acceptable drilling contractor on reasonable terms to continue its exploration activities. Further, adverse weather conditions blocked one window of opportunity. The Santa Renia property was abandoned in February 2008.

In 2008 discussions with prospective drilling contractors and consulting geologists are ongoing with respect to initiating the planned drilling program on the Rock Creek properties.

The Corporation has no operating revenues. Cash inflows have been provided by securities issuances and from net realized gains pursuant to a temporary investment program that was effectively completed in the second quarter of 2007.

Cash outflows relate primarily to lease payments for property, exploration thereon, and administrative costs, which have included significant legal fees.

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. Management has evaluated the effectiveness of the disclosure controls and procedures as of November 30, 2007 and has concluded that such procedures are adequate and effective to ensure accurate and complete disclosures in this report.

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.

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 Activities

Elephant

The Elephant project is located in the heart of the Battle Mountain mining district in Nevada. It comprises 253 unpatented lode claims which cover approximately 5,235 acres, and 3,591 acres leased from Nevada Land & Resource Company LLC. It abuts Newmont Mining Corporation's Phoenix project mining complex.

There are 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 lime rock
4. Debris flow alluvial gold deposits

Detailed maps of the exploration project are available on the Corporation's Website at www.duncanpark.com. Where reference is made to a press release, it may be viewed on the Corporation's website at www.duncanpark.com or in the Corporation's public filings at 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 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 Nevada Land and Resources Company, LLC., to the southeast of the hole in which the Corporation had encountered the 109.8 metres of sulfidic skarn mineralization. One additional hole was being considered to the south of a mineralized skarn "finger" discovered by Barrick Gold in 1999.

On September 7, 2005 the Corporation announced the discovery of polymetallic gold-silver-copper-lead-zinc mineralization on the 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 had no significant results. The next three holes were to test 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 commenced drilling the fourth hole in this phase of the project. While the drilling was still in progress, Gradient completed its report, which showed some interesting possibilities. The drilling was completed on March 16, 2006. 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 this time.

During the first quarter of 2007 the Corporation paid the US$75,000 lease payment on the Allied/Pescio properties for the period from February 13, 2007 to February 12, 2008, and subsequently paid the US$44,888 annual lease payment for the Nevada Land leased property.

Similarly, during the first quarter of 2008, the Corporation paid the US$100,000 lease payment on the Allied/Pescio properties for the period from February 13, 2008 to February 12, 2009. The US$53,875 annual lease payment for the Nevada Land leased property, was paid by April 1, 2008,

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

Elephant Project Costs

The following table sets out the Elephant project costs for the past two fiscal years and the first quarter of the current year by category of expense.

Elephant Project Costs				
	2008		2007	2006
	Q1	Q2		
Advance royalty payments	150,570		131,408	152,851
Penalty for not drilling	50,000	12,500		
Government fees			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	4,933	-	16,617	45,769
Total exploration	4,933	-	(815)	860,409
Total costs	205,503	12,500	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 are 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 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%. By June 30, 2005, Randsburg had advanced US$245,000. On July 7 2005, the Corporation advanced Cdn$200,000 interest free to the project on behalf of Randsburg to meet ongoing exploration expenditures. Randsburg was given until September 30, 2005 to meet its commitment without facing the adverse dilution provisions of the agreement. The loan by the Corporation was repaid on September 29, 2005, and the additional US$55,000 was advanced, at which time Randsburg became a 50% joint venturer with the Corporation.

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.

On March 9, 2006 and again on May 10, 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 is, however, a dispute concerning the extent to which Randsburg must contribute to the ongoing costs of exploration. In May, 2006, Randsburg refused to meet certain cash calls issued by the Corporation in its capacity as operator of the project relating to Phase 4 of the project by denying the validity of the cash calls. Randsburg maintained that, pursuant to the joint venture agreement, it did not have to contribute to any further exploration costs before 2008, and that it would not suffer any dilution of its interest in the project for not having done so. The Corporation maintains that Randsburg must contribute its share of the costs either in cash or by way of dilution of its interest pursuant to a formula specified in the agreement. The Corporation notified Randsburg that it elected to treat Randsburg's failure to meet the cash calls as a deemed withdrawal from the project pursuant to the joint venture agreement, in which instance the Randsburg interest in the project automatically terminates and is relinquished to the Corporation. For accounting and financial reporting purposes, the Randsburg interest will continue to be shown as existing, until the matter is resolved.

Randsburg demanded arbitration of the issue (and others – see contingent liabilities below). The Corporation is cooperating in the arbitration process. 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 are resolved. The arbitration has now been rescheduled to be heard in September, 2008.

Pending resolution of the arbitration no work is planned on the Elephant project on 2008.

Rock Creek

The Corporation's current priority is exploration activity on its Rock Creek property. The Rock Creek project 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 that have lapsed from the U.S. Bureau of Land Management in Battle Mountain, Nevada to drill up to 50 drill holes on 23 sites on its Rock Creek property. It is in the process of having these reinstated.

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.

In the Management Discussion and Analysis for the second quarter of 2006, the Corporation reported that it had had preliminary discussions with a major mining Corporation concerning the possibility of a joint venture for the exploration of the Rock Creek property. The Corporation received the outline of a proposal, responded in very general terms, and met with representatives of that Corporation. No suitable proposal was forthcoming so the Corporation elected to conduct its own exploration of the property, retaining a 100% interest in it.

On August 10, 2006, the Corporation announced the commencement of a four diamond bit core drill hole program in the initial phase of drilling to test the deeper levels of the known volcanic-hosted, low sulfidation epithermal vein system as expressed on the surface. The Corporation completed four diamond bit core holes totaling 7,855 feet. Besides drilling into altered volcanics, three of the four holes encountered carbonaceous Paleozoic sediments comprised of chert, mudstone, siltstone and laminated limestone with rare fossiliferous debris flow at depth. This suggests that the exploration targets are Midas-Style volcanic hosted epithermal vein systems at shallow levels and possible Carlin-type disseminated gold hosted in both Upper and Lower Plate lithologies at depth.

In November 2006, 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.

Rock Creek Project Costs

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

Rock Creek Project Costs				
	2008		2007	2006
	Q1	Q2		
Claims staked	-		-	26,360
Advance royalty payments	150,570		86,520	113,091
Penalty for not drilling		12,500		
Government fees	-		125,048	30,315
Exploration costs				
Drilling contractor	-	-	-	512,158
Drilling supplies and service	-	-	360	114,329
Assays	-	-	12,049	35,355
Geologist	-	-	18,222	83,901
Geological technicians	-	-	37,781	17,616
Geophysics	-	-	-	36,957
Management travel	-	-	3,759	15,523
Storage and administration	4,568	-	17,696	16,405
Total exploration	4,568	-	89,867	832,244
Total costs	155,138	12,500	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 is 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				
	First	Second	Third	Fourth	Total
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			222,961
Rock Creek	155,138	17,140			172,278
Santa Renia	60,000	-			60,000
Total	370,641	84,598			455,239

Financial Activities and Results

Income

The Corporation has no operating income. In prior periods it has, however, achieved overall net gains on its temporary investments. See "Treasury Management Activities".

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 three years and the current year to date. There was no activity in the current year to date. Readers may note that the 2005 Q2 financing program provided cash in both 2005 and again in 2006 Q2, when the warrants attached to the units issued in 2005 were partially exercised.

Financing Activities	
2005	
Second quarter	
Randsburg subscribes for 200,000 shares @ $0.50 in connection with the Elephant joint venture	100,000
Exercise of options to purchase 446,340 shares	89,268
Unit offering of 1,777,000 units consisting of 1 share and 1 warrant to purchase shares @ $0.75	885,000
2006	
First quarter	
Exercise of options @$0.30 to purchase 230,000 shares	69,000
Exercise of warrants @$0.75 to purchase 200,000 shares	150,000
Second quarter	
Exercise of warrants @ an average of $0.74 to purchase 1,074,200 shares	796,320
Third quarter	
Exercise of options @ $0.60 to purchase 100,000 shares	60,000
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

Private Placement

During the third quarter of 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 is 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 will be exercisable for one common share at a price of $0.45 per share expiring July 13, 2008, and each whole 12-Month Warrant will be exercisable for one common share at a price of $0.60 per share expiring January 13, 2009. The Corporation can require 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") is $0.90 per share or above; and (ii) the 12-Month Warrants in event that the Weighted Average Price is $1.20 per share or above.

Subsequent to the 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 provide holders with certain additional exercise rights (the "Additional Exercise Rights") that will enable them to acquire additional Common Shares, if available, at the applicable warrant exercise price. The Additional Exercise Rights may be exercised for additional Common Shares, if available, by holders that fully exercise (or have fully exercised) all of their applicable series of Warrants by the exercise deadline. The additional Common Shares will be 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 exercises its rights at or before the applicable exercise deadline will be 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.

Expenses

The major expenses are the exploration activities detailed previously and the administrative expenses as set out in the following table.

Administrative Expenses					
Year	Q1	Q2	Q3	Q4	Total
2006	109,582	138	149,859	99,495	359,074
2007	135,483	121,642	152,992	34,000	444,117
2008	16,660	34,223			50,883

The Corporation operates from a small office in downtown Toronto, and has a small office with a core cutting/storage facility in Battle Mountain, Nevada. Administrative expenses are minimized to the extent possible and currently run at about $10,000 per month. The most significant costs have been legal fees, which break down as follows:

Legal Expenses						
	2008					2007
	Q1	Q2	Q3	Q4	Total	Total
General corporate matters & share issue	11,457	21,547			33,004	62,003
Dispute with Randsburg	5,203	12,676			17,879	69
Dispute with former drilling contractor						8,502
Total	16,660	34,223			50,883	172,325

Working Capital

The following table sets out the progression of the Corporation's working capital ($000s) for the previous two years and the first three quarters of the current year.

Working Capital				
	Current Assets	Current Liabilities	Working Capital	Working Capital Ratio
2006				
Q1	1,287	348	939	3.7
Q2	1,758	479	1,279	3.7
Q3	1,121	421	700	2.7
Q4	764	542	222	1.4
2007				
Q1	265	431	(166)	-
Q2	35	370	(335)	-
Q3	834	109	725	7.7
Q4	767	91	676	8.4
2008				
Q1	518	247	271	2.1
Q2	383	269	114	1.4

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 major reason for the increase in current liabilities in the 2008 is the accrual of contractual penalties for not having completed sufficient drilling in 2007 and 2008 to date.

Liquidity

At May 31, 2008 cash and T-Bills exceeded the Corporation's immediate liabilities by approximately $357,000. In the first quarter of 2008 the only significant event was the payment of US$200,000 in lease property payments to Allied Nevada Gold LLC. In the second quarter the only significant item was the payment of the US$53,865 lease payment for the Nevada Land and Resource Company, LLC lease. The Corporation is reserving sufficient funds to make the required property payments to the Unites States Bureau of Land Management and the local counties, to contest the matters under arbitration with Randsburg, and to pay the normal administrative costs for the balance of the year. It forecasts that it will have sufficient funds to commence an exploration program on its Rock Creek property, but will need to raise more capital for the ongoing funding of that project. Unless additional capital is raised, the Corporation will be unable to make the $300,000 in lease payments ($150,000 each on the Elephant and Rock Creek properties) to Allied Nevada Gold LLC due in February 2009 or the US$55,000 lease payment to Nevada Land and Resource Company LLC due in April, 2009. Missing these payments would result in the Corporation losing these leased properties, leaving it with its owned properties which comprise approximately 2/3 of the existing Rock Creek project and an insignificant portion of the existing Elephant project.

Capital Structure

The following table sets out the share transactions for the previous two fiscal years. There have been no shares issued to date in 2008.

Capital Structure		
	Shares	$
Balance November 30, 2005	16,752,691	4,344,934
2006		
First quarter		
Issued for cash on exercise of options	230,000	69,000
Issued in connection with property lease obligation	125,000	125,000
Issued for cash on exercise of warrants	200,000	200,000
Balance February 28, 2006	17,307,691	4,738,934
Second quarter		
Issued for cash on exercise of warrants	1,074,200	793,620
Balance May 31, 2006	18,381,891	5,532,554
Third quarter		
Issued for cash on exercise of options	100,000	60,000
Balance August 31 and November 30, 2006	18,481,891	5,592,554
2007		
First quarter		
Issued for cash on exercise of options	100,000	60,000
Balance February 28 and May 31, 2007	18,581,891	5,652,554
Third quarter		
Issued for cash on private placement	4,380,667	1,314,200
Balance August 31and May 31, 2008	22,962,558	6,966,754

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 vest over an eighteen month period.

As at May 31, 2008, there were outstanding (i) an aggregate of 967,174 stock options, expiring June 2, 2010; each exercisable for one common share at a price of $0.60 per share; (ii) an aggregate of 150,000 stock options expiring July 22, 2009, each exercisable for one common share at a price of $0.70 per share; (iii) an aggregate of 100,000 stock options expiring September 16, 2010, each exercisable for one common share at a price of $0.80 per share, and (iv) an aggregate of 900,000 stock options expiring January 2, 2013 exercisable for one common share at a price of $0.30 per common share.

As a result of the financing completed in July, 2007, as at November 30, 2007 there were also outstanding (i) an aggregate of 2,190,333 warrants expiring July 13, 2008, each exercisable for one common share at a price of $0.45 per share; and (ii) an aggregate of

2,190,333 warrants expiring January 13, 2009, each exercisable for one common share at a price of $0.60 per share; and an aggregate of 250,180 finders' warrants expiring January 14, 2009, each exercisable for one common share at a price of $0.30 per share.

In the first quarter of 2008 the term of each of the warrants was extended by six months. This extension is reflected in the dates cited above. Subsequent to the quarter end the July 2008 warrants expired without any having been exercised.

Foreign Exchange Exposure

The Corporation has ongoing foreign exchange exposure in that it raises money in Canadian dollars while its major expenditures are denominated in US dollars. The Corporation attempts to manage inter-currency conversions at the most appropriate times. The net foreign exchange exposure at May 31, 2008 was a net liability of approximately $185,000.

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 fair value of the options issued in 2005 pursuant to the plan was $60,000. 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. This amount was charged to expense in equal amounts over the final two quarters of fiscal 2006 and the first two quarters of fiscal 2007.

Using similar methodology, 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 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 is being charged to operations over the four quarters of fiscal 2008.

Off Balance Sheet Arrangements

The Corporation does not employ any such arrangements.

Contingent Liability

In its statement of claims made in the arbitration agreement pursuant to the dispute referred to on page 8 above, Randsburg expanded the arbitration referred to in the section above related to the Elephant Joint Venture to include a claim for damages, plus punitive damages, as a result of the Corporation maintaining that Randsburg had withdrawn from the joint venture, specifically including damages flowing from the publication of a press release to that effect released by the Corporation on July 7, 2006. Further, Randsburg claims damages, or in the alternative, rescission of the joint venture agreement, for misrepresentation in relation to adverse claims with regard to a portion of the joint venture property. The Corporation maintains that these Randsburg allegations are totally without merit, and will vigorously defend against such allegations.

The arbitration hearing has again been deferred and is now scheduled for September 2008.

Risk Factors

The Corporation's principal activity is mineral exploration. 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. None of the Corporation's mineral properties currently have proven reserves. The Corporation has limited financial resources. Substantial expenditures are required to be made to 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.

The Corporation's ability to achieve and maintain positive cash flow is dependent upon the Corporation's ability to raise required funding through equity issuances, asset sales, joint venture arrangements or a combination thereof.

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.