MANAGEMENT'S DISCUSSION AND ANALYSIS of

WEST KIRKLAND MINING INC.

(formerly Anthem Ventures Capital Corp.)
(An exploration stage company)

For the three months ended March 31, 2011

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This management's discussion and analysis ("MD&A") of the financial conditions and results of operations of West Kirkland Mining Inc. ("West Kirkland" or the "Company") for the three month period ended March 31, 2011 should be read in conjunction with the Company's consolidated financial statements and related notes thereto for the period ended March 31, 2011.

The Company prepares its financial statements in accordance with International Financial Reporting Standards ("IFRS"). All dollar figures included therein and in the following discussion and analysis are quoted in Canadian dollars unless otherwise noted.

Date

This Management's Discussion and Analysis is prepared as of June 29, 2011

Forward-Looking Information

Certain statements made and information contained herein may contain "forward-looking statements" or "forward-looking information" within the meaning of applicable securities legislation. Although the Company believes that such information is reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking information is typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or are those, which, by their nature, refer to future events. The Company cautions investors that any forward-looking information provided by the Company is not a guarantee of future results or performance, and that actual results may differ materially from those in forward looking information as a result of various estimates, risks, and uncertainties, including, but not limited to, the state of the financial markets for the Company's equity securities, the state of the market for gold or other minerals that may be produced generally, recent market volatility; variations in the nature, quality and quantity of any mineral deposits that may be located, the Company's ability to obtain any necessary permits, consents or authorizations required for its activities, to raise the necessary capital or to be fully able to implement its business strategies and other risks associated with the exploration and development of mineral properties.

Although the Company has attempted to identify risks and uncertainties (section 9) that may cause actual actions, events or results to differ materially from those described in forward-looking statements and information, there may be other factors that cause actual results, performances, achievements or events to not be as anticipated, estimated or intended. Also, many of the factors are beyond our control. As actual results and future events could differ materially from those anticipated in such statements and information, readers should not place undue reliance on forward-looking statements or information. Except as may be required by law, the Company undertakes no obligation to publicly update or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise.

Certain statements within this document are considered "forward looking statements". Such forward looking statements include, but are not limited to, statements with regard to:

- Planned exploration activity including both expected drilling and geological and geophysical related activities;
- Impact of increasing competition;
- Future foreign currency exchange rates;
- The Company's ability to obtain additional financing on satisfactory terms; and
- Future sources of liquidity, cash flows and their uses.

Company History

Anthem Ventures Capital Corp. ("Anthem") was incorporated on April 3, 2007 and was classified as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange Corporate Finance Manual.

On May 28, 2010 Anthem completed an amalgamation with West Kirkland Mining Inc. and acquired all of that company's 5,790,000 issued and outstanding shares (the "Qualifying Transaction"). West Kirkland Mining Inc. was a private British Columbia company incorporated in November 2009 holding a portfolio of mineral exploration properties located in Nevada and Ontario. The property portfolio included an option to earn up to a 75% undivided interest in Mexivada Mining Corp.'s ("Mexivada") Goldstorm gold exploration property located in Nevada (the "Goldstorm Option") and seven blocks of property optioned or staked in the West Kirkland Lake area of Ontario ("Ontario Mineral Interests"), together the "Properties".

Upon completion of the Qualifying Transaction, West Kirkland Mining Inc. changed its name to WK Mining Corp. ("WK Mining") and Anthem changed its name to West Kirkland Mining Inc. The Qualifying Transaction has been accounted for as a reverse take-over. As a result, the Company's consolidated financial statements and this MD&A reflect the financial position, operating results and cash flows of the legal subsidiary, WK Mining, and the American subsidiary, WK Mining (USA) Ltd. Results for the three months ended March 31, 2011 include all three companies.

The Company is engaged in the business of acquisition, exploration and development of mineral resource properties. The Company holds properties in Nevada and Ontario (See "Exploration Programs and Expenditures" below).

Highlights for the three months ended March 31, 2011

On January 10, 2011 the Company commenced drilling in Kirkland Lake as part of its 2011 Exploration Program. The Company plans on drilling approximately 10,000 meters in 2011.

On March 22, 2011 a second drill was mobilized in Kirkland Lake for the 2011 exploration program.

In Nevada the Company received and compiled data on eleven properties under option from Fronteer Gold Inc. ("Fronteer").

Discussion of Operations and Financial Results

1. Results of Operations

Since incorporation, the Company has been engaged in the acquisition and exploration of mineral properties in North America.

For the three months ended March 31, 2011

For the three months ended March 31, 2011, the Company incurred a comprehensive net loss of $441,781 or $0.02 per share basic and diluted. As the Company was incorporated on November 9, 2009, there is no material comparative information to present. The Company earned interest revenue of $12,494 on cash held in bank accounts. Total expenses for the quarter were $397,569 as the Company continues to focus on the exploration of its mineral interests and corporate development initiatives. In particular, stock-based compensation expense was $11,207 (a non-cash expense) and salary and wages were $110,674. The Company added new personnel during the quarter, thereby increasing salary and wages expense over previous quarters. Professional fees for legal and accounting services amounted to $38,951; management and consulting fees totaled $41,800; shareholder relations expenses were $58,301; rent expense was $22,856; and office and general expense was $42,591. Not included in total expenses for the quarter were deferred mineral property acquisition and exploration costs amounting to $512,493. There were no mineral property write-downs or write offs during the quarter.

For the year ended December 31, 2010

For the year ended December 31, 2010, the Company incurred a comprehensive loss of $1,360,413 or $0.10 per share basic and diluted. The Company earned interest revenue of $22,182 on cash held in bank accounts. Total expenses for the year were $1,337,748 of which $303,059 was a non-cash charge for stock-based compensation expense. Other administrative costs for the twelve month period totaled $1,034,689 during which time the Company completed the Qualifying Transaction and focused on developing its exploration program and corporate initiatives, including the hiring of new personnel. The largest expenditures were incurred in professional fees, which consisted of legal and accounting fees of $245,790; salaries and benefits of $191,652; management and consulting fees of $203,738; and shareholder relations costs of $104,431. Associated with the growth of the Company, rent expense was $85,035 and office and general expense was $95,228. Not included in total expenses for the twelve month period were deferred mineral property acquisition and exploration costs amounting to $2,889,118. There were no mineral property write-downs or write offs during the year.

Selected Information

The following tables set forth selected financial data from the Company's annual audited financial statements and should be read in conjunction with those financial statements:

	Three months ended March 31, 2011	Three months ended March 31, 2010
Interest Income	$12,494	$Nil
Comprehensive Loss	($441,781)	($51,348)
Basic and Diluted Loss per Share	($0.02)	($0.01)
Total Assets	$9,698,463	$1,227,780
Long Term Debt	Nil	Nil
Dividends	Nil	Nil

The following table sets forth selected quarterly financial information for each of the last eight (8) quarters.

Quarter Ending	Interest & Other Income	Comprehensive Loss (1)	Net Basic Earnings (Loss) per Share
March 31, 2011	$12,494	($441,781)	($0.02)
December 31, 2010	$13,217	($479,238)	($0.02)
September 30, 2010	$8,965	($368,894)	($0.02)
June 30, 2010	$Nil	($460,933)	($0.04)
March 31, 2010	$Nil	($51,348)	($0.01)
December 31, 2009	$Nil	($530)	$0.00
September 30, 2009	N/A	N/A	N/A
June 30, 2009	N/A	N/A	N/A

Explanatory Notes:

(1) Comprehensive loss by quarter is often materially affected by the timing and recognition of large non-cash income, expenses or write-offs.

2. Exploration Programs and Expenditures

For more detailed information regarding the Company's mineral properties please refer to note 6, "Mineral properties" in the Company's audited annual consolidated financial statements for the period ended March 31, 2011.

Fronteer, Nevada Property Option

On December 14, 2010 the Company entered into an agreement with Fronteer to option eleven properties. West Kirkland has the option to earn a 51% interest on all of the properties by spending US$15,400,000 over four years. West Kirkland has the option of earning an additional nine percent by spending an additional US$4,000,000 over the subsequent two years or completing a pre-feasibility study on any designated property. Fronteer subscribed for 800,000 common shares of West Kirkland at $1.25 per share by way of a private placement, for total proceeds of $1,000,000 which closed on December 24, 2010.

The complete Fronteer package totals approximately 234 km^2 and covers the majority of the mine hosting trends in north eastern Nevada. By March 31, 2011 the Company compiled existing data from Fronteer and transferred various permits from the projects into the Company's name. At March 31, 2011 the Company had spent $57,506 on exploration in the project area. Although the Company is the project operator and has the right to determine programs and expenditures, a technical steering committee comprised of members from Fronteer and the Company is to be established so that the exploration of the projects may benefit from the collective knowledge and expertise of both companies.

On February 3, 2011, Fronteer agreed to terms whereby 100% of the issued and outstanding shares of Fronteer will be acquired by Newmont Mining Corporation by plan of arrangement for aggregate cash consideration of approximately $2.3 billion. On April 6, 2011 Newmont completed the acquisition. As a result all of the eleven properties optioned by the Company from Fronteer are now under option from Newmont. The acquisition by Newmont has no effect on the agreement with the Company.

Kirkland Lake, Ontario Mineral Interests

The Company has staked or acquired by option, numerous mineral rights in Ontario along the well-defined gold mining trend known as the Larder Lake Cadillac Break (the "Break") between Matachewan to the west and Kirkland Lake to the east. The properties focus on a section of the Break that is under explored. Along the Break to the west, the new Young Davidson gold mine is being developed at Matachewan. To the east at Kirkland Lake, the historic Macassa Mine is being re-opened by Kirkland Lake Gold Inc. and Queenston Mining is moving several projects towards production. Further acquisitions along the Break are in progress by West Kirkland. The Break is mapped and clearly traced in geophysics and the area between existing gold mines owned by third parties is the focus of exploration.

For the period from Jan 1, to March 31, 2011 the Company drilled 2,261 meters in 6 holes in the Kirkland lake area. As of June 28, 2011 the Company has drilled a total of 31 holes totaling 9,682 meters. Two of these holes have been drilled on the Goldbanks property near the Macassa Mine in Kirkland Lake, two were drilled on the Kenogami property and one was drilled on the Island 27 property. All other holes have targeted a potential five kilometer long mineralized break that has been identified through the Company's drilling and historic work on and near the Cunningham property. The western extension along the Cunningham portion of the Break was only just recently acquired by the Company, thereby allowing drill testing to begin this past quarter.

Initial results from the Cunningham Property were announced on November 18, 2010. KC1008 intersected 7.61 g/t Au over 23 meters, from 68.5 – 91.5 meters. Results from an additional four holes were received and published by the Company on January 10, 2011. The later results included hole KC1009 which intersected 6.36 g/t Au over 1.8 meters, from 129.4 – 131.2 meters. This hole was drilled directly beneath hole KC1008. Additional results from the five kilometer long mineralized trend were published by the Company on June 23, 2011 and results included 6.29 g/t Au over 1.50 meters in hole KM1125, 6.12 g/t Au over 1.00 meters in hole KC1134 and 12 meters grading 0.95 g/t Au in hole KC1136.

During the year ended December 31, 2010 the Company acquired by option or staking, 12 mineral properties in the Kirkland Lake area. An additional property was staked in the three months ended March 31, 2011. To March 31, 2011 a total of $563,412 has been spent on acquisition costs and a further $1,258,325 has been spent on exploration, primarily for diamond drilling. Moving into 2011 the Company continues exploration and drilling programs in the area and has approved an initial 2011 exploration budget of $2,332,000, including contingency for this project area. At the time of writing, drilling is underway at Kirkland Lake on the Sutton and Goldbanks Properties.

Goldstorm, Nevada Option

Pursuant to a December 21, 2009 option agreement with Mexivada (the "Mexivada Agreement"), West Kirkland has an option to earn up to a 75% undivided interest in Mexivada's Goldstorm property. The Goldstorm property is an exploration stage property located in the Snowstorm Mountains Mining District in Elko County, Nevada. The property is comprised of 148 unpatented lode mining claims and a lease over certain private lands covering an aggregate area of approximately 4,080 acres (16.51 km^2). Under the terms of the Mexivada Agreement, West Kirkland can acquire a 56% interest in the property by making aggregate cash payments of US$350,000 (over a three year period), of which US$270,000 has been paid, issuing Mexivada an aggregate of 450,000 common shares (over a four year period) of which 50,000 common shares have been issued, and incurring an aggregate of US$2,900,000 in exploration expenditures (over a four year period) of which US$1,160,000 has been spent.

West Kirkland has also agreed to pay all county, Bureau of Land Management and lease option payments required to hold all of the existing mining claims and leases in good standing. West Kirkland may acquire an additional interest in the Goldstorm property (for a 75% interest in total) by issuing an additional 250,000 shares to Mexivada and incurring further exploration expenditures of US$2,250,000 within 24 months of the date upon which West Kirkland earns the initial 56% interest in the property.

On March 29, 2010 an additional 79 mining claims were staked by Mexivada within an area of interest and were added to the option agreement. Also on March 29, 2010 an additional eight claims were staked outside the area of interest and are held 100% by West Kirkland. The complete Goldstorm property is comprised of 235 mineral claims totaling 5,789.31 acres, (23.42 km^2). Staking costs of $37,242 have been paid. On October 14, 2010 a drill program budgeted at approximately $1,000,000 commenced on the Goldstorm property. Two holes totaling 813.57 meters were drilled on the property, primarily to provide evidence to allow an assessment of the geological controls and environment at the locations drilled. Hole WG1001 returned 2.0 metres of 5.51 g/t gold at an interval of 65.0 to 67.0 metres down hole. The other hole did not return significant results. Further drilling is being contemplated at this time.

3. Liquidity and Capital Resources

During 2010, the Company issued a total of 18,040,733 common shares in private placements for net cash proceeds of $10,302,189 and a further 412,575 common shares upon the exercise of warrants for cash proceeds of $309,431. During the period ended March 31, 2011 the Company issued 1,608 shares upon the exercise of warrants for cash proceeds of $1,206. Cash proceeds are primarily spent on mineral property acquisitions, exploration and development, as well as for general working capital purposes. The Company's primary source of capital has been from the sale of equity. At March 31, 2011 the Company had cash on hand of $5,945,494 and net working capital of $5,799,253. At June 28, 2011 the Company had cash on hand of approximately $4,100,000.

The Company has no long term debt or loan obligations. Liabilities consist primarily of trade payables ($267,700 at March 31, 2011) incurred at market rates with arm's length third party suppliers for goods and services related to the Company's exploration of its mineral rights and for professional legal and accounting services. The Company has no known contingencies as at March 31, 2011.

Under the terms of certain of the Company's mineral property option and purchase agreements, the Company is required to make scheduled acquisition payments and exploration commitments as summarized in the table below in order to preserve the Company's interests in the related mineral properties. In the event the Company is unable or unwilling to make these payments, it is likely that the Company would forfeit its rights to acquire the related properties. The following table discloses all of the Company's optional mineral property acquisition payments and exploration commitments.

SUMMARY OF OPTIONAL MINERAL PROPERTY ACQUISITION AND EXPLORATION COMMITMENTS

Property	Total $ Outstanding	Less than 1 year	1 to 2 years	3 to 5 years	>5 Years
Burteby					
For Acquisition	$120,000	$20,000	$100,000	$Nil	$Nil
For Exploration	16,317	Nil	16,317	Nil	Nil
Plumber					
For Exploration	1,993,000	293,000	1,700,000	Nil	Nil
Kenogami					
For Acquisition	85,000	20,000	65,000	Nil	Nil
For Exploration	195,153	Nil	195,153	Nil	Nil
Holmes					
For Acquisition	255,000	50,000	105,000	100,000	Nil
Flavelle					
For Acquisition	255,000	50,000	105,000	100,000	Nil
For Exploration	1,410,000	Nil	Nil	1,410,000	Nil
Island 27					
For Exploration	2,486,636	236,636	2,250,000	Nil	Nil
Cunningham					
For Acquisition	340,000	50,000	120,000	170,000	Nil
For Exploration	398,066	Nil	73,066	325,000	Nil
McLean					
For Acquisition	55,000	6,000	17,000	32,000	Nil
For Exploration	118,029	Nil	118,029	Nil	Nil
Sutton					
For Acquisition	140,000	10,000	40,000	50,000	40,000
O'Brien					
For Acquisition	50,000	6,000	17,000	27,000	Nil
Goldbanks					
For Acquisition	300,000	200,000	100,000	Nil	Nil
For Exploration	178,260	78,260	100,000	Nil	Nil
Goldstorm[1]					
For Acquisition	265,166	76,114	130,896	48,460	9,696
For Exploration	1,693,187	Nil	1,671,371	14,544	7,272
Fronteer[1 2]					
For Exploration	14,777,374	1,784,734	2,908,800	10,083,840	Nil
Total	**$25,131,188**	**$2,880,744**	**$9,832,632**	**$12,360,844**	**$56,968**

1. The Goldstorm and Fronteer Property Acquisition and Exploration commitments are payable in US dollars and have been converted using an exchange rate of 0.9696.
2. West Kirkland has the option of earning an additional 9% by spending an additional US $4,000,000 by the end of year six or completing a pre-feasibility study on any designated property.

4. Off Balance Sheet Arrangements

The Company does not have any special purpose entities nor is it party to any arrangements that would be excluded from the balance sheet.

5. Transactions with Related Parties

For the period ended March 31, 2011, the Company paid or accrued $10,500 (March 31, 2010 - $Nil) for day-to-day administration, reception and secretarial services; $15,000 (March 31, 2010 - $Nil) for accounting services; and $5,376 (March 31, 2010 - $Nil) in consulting fees for geographical information systems and mapping to Platinum Group Metals Ltd., a company related by virtue of common directors and officers. All of these amounts were charged at fair market rates.

For the period ended March 31, 2011 the Company accrued $28,500 (2010 - $Nil) in directors' fees which is included in management and consulting fees.

For the period ended March 31, 2011, the Company paid or accrued $21,821 (March 31, 2010 - $14,678) for rent to Anthem Properties Group Ltd. and Anthem Works Ltd. respectively, companies related by virtue of a common director. The rental rate was established at a fair market rate.

For the period ended March 31, 2011, the Company paid or accrued $2,334 (March 31, 2010 - $Nil) for management and consulting fees to a director and officer of the Company.

Of the related party amounts described above, included in accounts payable and accrued liabilities at March 31, 2011 is $45,423. (March 31, 2010 - $14,678)

These transactions are in the normal course of operations and are measured at the exchange amount of consideration established and agreed to by the parties.

6. Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements, and the reported amounts of revenues and expenditures during the reporting period. Management has identified (i) mineral property acquisition and exploration deferred costs (ii) provision for reclamation and closure, (iii) future income tax provision (iv) stock-based compensation and (v) recoverability of its interest in mineral properties as the main estimates for the following discussion. Please refer to Note 2 of the Company's audited annual consolidated financial statements for a description of all of the significant accounting policies.

Under IFRS, the Company defers all costs relating to the acquisition and exploration of its mineral properties. Any revenues received from such properties are credited against the costs of the property. When commercial production commences on any of the Company's properties, any previously capitalized costs would be charged to operations using a unit-of-production method. The Company reviews the carrying value of its mineral properties for recoverability when events or changes in circumstances indicate that the properties may be impaired. If such a condition exists and the carrying value of a property exceeds the estimated net recoverable amount, provision is made for impairment in value.

The existence of uncertainties during the exploration stage and the lack of definitive empirical evidence with respect to the feasibility of successful commercial development of any exploration property does create measurement uncertainty concerning the estimate of the amount of impairment to the value of any mineral property. The Company relies on its own or independent estimates of further geological prospects of a particular property and also considers the likely proceeds from a sale or assignment of the rights before determining whether or not impairment in value has occurred.

Reclamation and closure costs have been estimated based on the Company's interpretation of current regulatory requirements, however changes in regulatory requirements and new information may result in revisions to estimates. The Company recognizes the fair value of liabilities for reclamation and closure costs in the period in which they are incurred. A corresponding increase to the carrying amount of the related assets is generally recorded and depreciated over the life of the asset.

The future income tax provision is based on the liability method. Future taxes arise from the recognition of the tax consequences of temporary differences by applying enacted or substantively enacted tax rates applicable to future years to differences between the financial statement carrying amounts and the tax bases of certain assets and liabilities. The Company records a valuation allowance against any portion of those future income tax assets that it believes will, more likely than not, fail to be realized.

The Company adopted IFRS 2 – *Share-Based Payment*, which requires the fair value method of accounting for stock options. Under this method, the Company estimates the fair value of stock-based compensation using an option-pricing model based on certain assumptions.

7. Changes in Accounting Policies

The Company's significant accounting policies are set out in Note 2 of the Company's audited annual consolidated financial statements for the period ended March 31, 2011. These are the first condensed consolidated interim financial statements prepared in accordance with IFRS. The Company adopted IFRS in accordance with IFRS 1, *First-time Adoptions of International Reporting Standards* ('IFRS 1'). The first date at which IFRS was applied was at January 1, 2010 (the 'Transaction Date'). IFRS 1 provides for certain mandatory exceptions and options exemptions for first time adopters of IFRS. This MD&A should be read in conjunction with Note 15 "Transition to IFRS" in the Company's unaudited condensed consolidated interim financial statements for the quarter ended March 31, 2011.

IFRS 1 requires that the same policies are applied for all periods presented in the first IFRS financial statements and that those policies comply with the IFRS's that are in effect as at the end of the first IFRS annual reporting period. Accordingly, the opening IFRS statement of financial position at the transition date, all 2010 comparatives and the current period financial statements have been prepared using the same policies. See Note 15 in the financial statements for a reconciliation of previously presented Canadian GAAP financial information with IFRS financial information currently presented. Policies applied have been done so on a full retrospective basis unless and alternative treatment was permitted or required under IFRS. These are discussed below.

Election under first time adoption of IFRS

- Share based compensation: In choosing to elect this exemption, the Company is not required to apply IFRS 2 *Share based payments* to awards that have completely vested before January 1, 2010.

Differences in accounting policies

To transition from Canadian GAAP to IFRS, the main adjustments include:

- Share-based payments: Under Canadian GAAP, the Company's policy was to calculate the fair value of stock-based awards with graded vesting as one grant and the resulting fair value is recognized on a straight-line basis over the vesting period. With IFRS, each tranche of an award with different vesting dates is considered a separate grant for the calculation of fair value, and the resulting fair value is amortized over the vesting period of the respective tranches.

- Cumulative Translation Adjustment ('CTA'): Under Canadian GAAP the Company considered its U.S. foreign subsidiary to be an integrated operation and accordingly used the temporal method of translation to record its financial position and results of operations in Canadian dollars. Under IFRS the Company determined that its US foreign operation has a functional currency of US dollars and, as a result, the foreign exchange gain or loss on translation is recognized in comprehensive income and carried to equity in the foreign currency translation reserve account.

- Reclassification within equity: The Company has reclassified contributed surplus under Canadian GAAP into the share based payment reserve within equity.

A reconciliation between Canadian GAAP financial statements and IFRS financial statements for March and December 2010 can be found in Note 15 in the Company's condensed consolidated financial statements.

8. Financial Instruments and Other Instruments

The Company has designated its cash as loans and receivables, and it is measured at cost which approximates fair value. Accounts receivable are classified as loans and receivables and are measured at amortized costs. Reclamation bonds are classified as held to maturity and are measured at amortized cost, adjusted for current exchange rates. Trades payable and other liabilities are classified as other financial liabilities and are recorded at amortized cost. The Company had no available for sale financial instruments during the period from January 1, 2011 to March 31, 2011. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from financial instruments. The fair value of these financial instruments approximates their carrying value due to their capacity for prompt liquidation.

9. Risks and Uncertainties

The Company's securities should be considered a highly speculative investment and investors should carefully consider all of the information disclosed in the Company's Canadian regulatory filings prior to making an investment in the Company.

General

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits, which, though present, are insufficient in quantity and/or quality to return a profit from production.

The Company's business is subject to exploration and development risks

All of the Company's properties are in the exploration stage and no known reserves have been discovered on such properties. At this stage, favorable results, estimates and studies are subject to a number of risks, including, but not limited to:

- the limited amount of drilling and testing completed to date;
- the preliminary nature of any operating and capital cost estimates;
- the difficulties inherent in scaling up operations and achieving expected metallurgical recoveries;
- the likelihood of cost estimates increasing in the future; and
- the possibility of difficulties procuring needed supplies of electrical power and water.

There is no certainty that the expenditures to be made by us or by our joint venture partners in the exploration of the properties described herein will result in discoveries of precious metals in commercial quantities or that any of our properties will be developed. Most exploration projects do not result in the discovery of precious metals and no assurance can be given that any particular level of recovery of precious metals will in fact be realized or that any identified resource will ever qualify as a commercially mineable (or viable) resource which can be legally and economically exploited. Estimates of reserves, mineral deposits and production costs can also be affected by such factors as environmental permit regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grade of precious metals ultimately discovered may differ from that indicated by drilling results. There can be no assurance that precious metals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale.

Financing risks

The Company has no revenue producing mineral properties and is therefore limited to the cash and cash equivalents on hand in funding the acquisition and exploration of mineral properties unless it raises additional capital. While the Company has been successful in the past at raising funds through equity financings there is no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could result in the delay or indefinite postponement of further development of its properties.

Economic and Political instability may affect the Company's business

Since mid-calendar 2008 until early 2009 there had been a negative trend with regard to the market for metal commodities and related products as a result of global economic uncertainty, reduced confidence in financial markets, bank failures and credit availability concerns. Markets have shown an improving trend since that time, but macro-economic events could still negatively affect the mining and minerals sectors in general. The Company will consider its business plans and options carefully going forward in 2011 and beyond. Based on current and expected metal prices and cost structures, management has determined that the values of the Company's mineral properties have not been impaired at this time.

The Company is subject to risk of fluctuations in the relative values of the Canadian Dollar as compared to the U.S. Dollar

The Company may be adversely affected by foreign currency fluctuations. The Company is primarily funded through equity investments into the Company denominated in Canadian Dollars. In the normal course of business the Company enters into transactions for the purchase of supplies and services denominated in Canadian and U.S. Dollars. The Company also has cash and certain liabilities denominated in U.S. Dollars. One of the Company's options to acquire properties or surface rights in the United States may result in payments by the Company denominated in U.S. Dollars. Exploration, development and administrative costs to be funded by the Company in the United States will also be denominated in U.S. Dollars. Fluctuations in the exchange rates between the Canadian Dollar and the U.S. Dollar may have an adverse or positive effect on the Company.

The Company's properties are subject to title risks

The Company's properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects. These defects could adversely affect the Company's title to such properties or delay or increase the cost of the development of such properties. In addition, the Company's properties may be subject to aboriginal or other historical rights that may be claimed on Crown properties or other types of tenure with respect to which mineral rights have been conferred. The Company is not aware of any aboriginal land claims having been asserted or any legal actions relating to native issues having been instituted with respect to any of the mineral properties in which the Company has an interest.

The Company is aware of the mutual benefits afforded by co-operative relationships with indigenous people in conducting exploration activity and is supportive of measures established to achieve such co-operation.

Environmental risk

Environmental legislation on a global basis is evolving in a manner that will ensure stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessment of proposed development and a higher level of responsibility for companies and their officers, directors and employees. There is no assurance that future changes to environmental legislation in Canada or the United States will not adversely affect the Company's operations. Environmental risks may exist on properties in which the Company holds interests which are unknown at present and which have been caused by previous or existing owners or operators. Furthermore, future compliance with environmental reclamation, closure and other requirements may involve significant costs and other liabilities. In particular, the Company's operations and exploration activities are subject to Canadian and United States national and provincial laws and regulations governing protection of the environment. Such laws are continually changing, and in general are becoming more restrictive.

The mineral exploration industry is extremely competitive

The resource industry is intensely competitive in all of its phases, and the Company competes with many companies that possess greater financial resources and technical facilities. Competition could adversely affect the Company's ability to acquire suitable new producing properties or prospects for exploration in the future. Competition could also affect the Company's ability to raise financing to fund the exploration and development of its properties or to hire qualified personnel.

Metal prices affect the success of the Company's business

Metal prices have historically been subject to significant price fluctuation. No assurance may be given that metal prices will remain stable. Significant price fluctuations over short periods of time may be generated by numerous factors beyond the control of the Company, including domestic and international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumption patterns, speculative activities and increases or decreases in production due to improved mining and production methods. Significant reductions or volatility in metal prices may have an adverse effect on the Company's business, including the economic attractiveness of the Company's projects, the Company's ability to obtain financing and, if the Company's projects enter the production phase, the amount of the Company's revenue or profit or loss.

10. Disclosure on Internal Controls

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the audited financial statements; and (ii) the audited consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings (NI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's accounting policies.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

11. Additional Disclosure for Venture Issuers Without Significant Revenue

Additional disclosure concerning the Company's general and administrative expenses is provided in the Company's Consolidated Statements of Loss and Comprehensive Loss contained in its audited annual consolidated financial statements for the three months ended March 31, 2011.

12. Outstanding Share Data

The Company has an unlimited number of common shares authorized for issuance without par value. At March 31, 2011 there were 25,624,916 common shares outstanding, 1,922,500 incentive stock options outstanding and 399,817 common share purchase warrants outstanding. At June 28, 2011 there were 25,994,733 common shares outstanding, 1,752,500 incentive stock options outstanding and no common share purchase warrants outstanding. During the period ending March 31, 2011, the Company made no changes to the exercise price of outstanding options through cancellation and reissuance or otherwise.

In connection with the completion of the acquisition of WK Mining on May 28, 2010, a total of 6,120,000 of the Company's shares held by directors and other related parties of the Company were placed in escrow. Under the terms of the escrow agreement 10% or 612,000 shares were released on the completion of the acquisition, and a further 918,000 were released on November 28, 2010. The remaining 4,590,000 escrowed shares will be released in tranches of 918,000 common shares semi-annually on May 28 and November 28 of each year ending on May 28, 2013. 918,000 shares were released May 28, 2011.

13. Outlook

The Company commenced drilling in Nevada at its Goldstorm Property and in Ontario at some of its Kirkland Lake properties in the fall of 2010. These first programs were completed in mid-December 2010. Drilling on the Company's Kirkland Lake Properties recommenced in January 2011. At the time of writing the Company currently has one drill working on the Cunningham Property and one drill working on the Goldbanks Property. The Company continues to compile relevant property information from Fronteer regarding the Nevada properties recently optioned from Fronteer. In May 2011 one drill commenced drilling on the KB-TUG properties in Nevada, optioned from Fronteer, and this drill continues work at June 28, 2011. Field work, including more drilling, on accessible portions of the Nevada properties has begun and further work is planned for 2011. The Company is currently looking to expand its mineral holdings in both Kirkland Lake and Nevada (see "Subsequent Events" below).

At June 28, 2011, the Company's cash position was approximately $4.1 million and $3.0 million had been initially budgeted for exploration programs in Ontario and Nevada during the remainder of 2011. The Company also plans to use its available funds on further acquisition of mineral properties and general expenses.

14. Subsequent Events

For the period April 1, 2011 to May 24, 2011, all remaining broker's warrants were exercised for $0.75 per share resulting in total proceeds to the Company of $224,863.

On June 17, 2011 100,000 common share purchase warrants exercisable at a price of $1.25 expired unexercised. There are no further warrants outstanding in the Company as at June 28, 2011.

On April 26 and May 10 2011, 20,000 and 50,000 stock options respectively were exercised for $0.60 per share resulting in total proceeds to the Company of $12,000 and $30,000.

Subsequent to period end, on June 27, 2011, the Company and Rubicon Nevada Corp., a subsidiary of Rubicon Minerals Corporation, announced they had entered into an option agreement whereby the Company may earn interests in mineral rights held by Rubicon covering approximately 351 square miles (909 sq. kilometers) in the Long Canyon Trend of north eastern Nevada. The Company may earn an initial 51% interest in properties where Rubicon holds a 100% interest, a 51% total interest where Rubicon holds a 75% property interest and approximately a 17% to 24% total interest where Rubicon holds a 40% property interest or less, by making the expenditures outlined in the table below over four years. Rubicon will retain a 49% interest, a 24% interest and approximately an 11% to 16% interest in the properties respectively. The first year's expenditure is a firm commitment of $2,000,000. The majority of the optioned land position is held on a 100% basis by Rubicon. Annual holding costs for the entire Rubicon land package are estimated to be immaterial. The Company may make its expenditures anywhere on the land package to complete its option.

Annual Period	Annual Minimum of Exploration and Development Expenses	Aggregate Exploration and Development Expenses
First Annual Period	$2,000,000 (firm commitment)	$2,000,000
Second Annual Period	$3,000,000	$5,000,000
Third Annual Period	$5,000,000	$10,000,000
Fourth Annual Period	$5,000,000	$15,000,000

The Company can increase its interest to 60%, only in the properties where Rubicon holds a 100% interest, by completing a pre-feasibility study or spending an additional $4,000,000 in exploration and development work, in which case Rubicon will retain a 40% interest in those properties.

West Kirkland is the project operator. Initial exploration will be targeted across the valley from Long Canyon and adjacent to the KB and TUG deposits controlled by the Company by way of its December 2010 option agreement with Fronteer Gold.

ADDITIONAL INFORMATION

Additional information relating to the Company can also be found on SEDAR.

Approval

The Board of Directors of West Kirkland Mining Inc. has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

List of Directors and Officers:

Directors:	R. Michael Jones Frank Hallam Eric H. Carlson Pierre Lebel John S. Brock
Officers:	R. Michael Jones (President and Chief Executive Officer) Frank Hallam (Chief Financial Officer and Corporate Secretary) Michael G. Allen (Vice President of Exploration)