



**MANAGEMENT'S DISCUSSION AND ANALYSIS of**

**WEST KIRKLAND MINING INC.**

(formerly Anthem Ventures Capital Corp.)

**For the Three and Nine Months Ended September 30, 2012 and 2011**

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# West Kirkland Mining Inc.

## Management's Discussion and Analysis

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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 period ended September 30, 2012 should be read in conjunction with the Company's unaudited condensed consolidated financial statements and related notes thereto for the period ended September 30, 2012.

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 November 29, 2012.

### 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 10) 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.

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### 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 the MD&A reflect the financial position, operating results and cash flows of the legal subsidiary, WK Mining Corp., from inception; its United States subsidiary WK Mining (USA) from its date of incorporation of June 18, 2010; and West Kirkland's results of operations from May 28, 2010.

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

### Highlights for the nine months ended September 30, 2012

On January 12, 2012 the Company received an NI 43-101 compliant technical report by Caracle Creek International Consulting ('CCIC') on its Nevada properties. The report validated the Company's business plan for its Nevada portfolio of properties.

On June 1, 2012 the Company announced the maiden NI 43-101 compliant resource estimate for the TUG deposit. The inferred TUG resource was estimated by Caracle Creek International Consultants to be 679,000 gold equivalent ounces contained in 27,110,000 tonnes grading 0.49 g/t Au and 15.8 g/t Ag using a cut-off 0.1 g/t Au. The resource estimate was completed by Jason Baker of Caracle Creek International Consulting. Of note is that 34% of the tonnes of the TUG deposit, representing 44% of the contained ounces are within 40 meters of surface, giving the potential for a very low strip ratio operation with the potential for a relatively fast payback of capital. As the Company continues to explore in the Long Canyon Trend, any discoveries made may become part of a centralized processing facility at TUG.

On July 20, 2012 the Company closed a private placement for gross proceeds of \$1.69 million, (\$1.56 million net after fees) consisting of the sale of 4,828,603 units at a price of \$0.35 per unit. Each unit consists of one common share in the capital of the Company and one half of one common share purchase warrant. Each full warrant entitles the holder to acquire one Common Share at a price of \$0.60 for 18 months from the closing date of the offering.

The Company continued to evaluate its large land package in Nevada. Mapping and sampling by WKM has led to the development of numerous high quality drill targets, particularly in the Long Canyon Trend. A total of 9 reverse circulation holes were drilled into regional exploration targets, results were announced on September 26, 2012 and November 19, 2012. At the 12 Mile prospect TUG equivalent grades were encountered over mineable thicknesses very close to surface. The 12 Mile prospect will receive additional drilling in 2013.

In Kirkland Lake, between January 18 and September 30, 2012, the Company drilled 6,652.5 meters in 22 holes, extended two additional holes deeper and continued drilling a hole collared in 2011. The

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Company continues to evaluate its approximately 80 square kilometer land package west of Kirkland Lake and evaluate additional opportunities in the Kirkland Lake and Timmins camps.

Subsequent to period end, the Company announced the acquisition of an additional 35% of the private mineral rights to certain sections of the TUG property from a third party. Newmont Mining Corporation exercised its option to acquire these interests. For further information on the acquisition please refer to the Company's October 18, 2012 news release. In addition, the Company has notified Newmont that it has completed the first earn in on the TUG property by completing in excess of \$1,800,000 in exploration expenditures on the property.

In addition, subsequent to period end the Company announced that Rosco Postle Associates Inc. has been retained to complete a preliminary economic assessment on the TUG deposit.

### 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 September 30, 2012***

For the three months ended September 30, 2012, the Company incurred a comprehensive net loss of \$720,082 (2011 - \$448,022). Salaries and benefits in the quarter totaled \$113,060 (September 30, 2011 - \$95,021), with the increase being due to the employment of more full time staff in 2012. Professional fees totaled \$110,976 (September 30, 2011 - \$155,025) with this decrease due to reduced audit fees in the current period. Shareholder relations totaled \$38,454 (September 30, 2011 - \$126,749) in the quarter with the decrease in the current quarter being due to an increased emphasis on shareholder relations the first half of the year. Rent totaled \$40,471 (September 30, 2011 - \$24,723), with this increase being the result of the new office rental in Elko, Nevada in 2012. Write-down of exploration projects totaled \$6,000 (September 30, 2011 - \$0) as the Hill property was written down in the quarter. Not included in total expenses for the period were deferred mineral property acquisition and exploration costs amounting to \$542,336 (2011 - \$2,240,014). Of this amount \$517,711 was spent in Nevada (September 30, 2011 - \$1,314,779) and \$24,625 was spent in Ontario (September 30, 2011 - \$925,235).

##### ***For the nine months ended September 30, 2012***

For the nine months ended September 30, 2012, the Company incurred a comprehensive net loss of \$3,448,224 (2011 - \$1,278,048). The increase in net loss is primarily due to the \$2,132,079 write down of certain Canadian exploration projects (September 30, 2011 - \$0). Further differences contributed in a minor way to this increased loss. Salaries and benefits in the quarter totaled \$352,562 (September 30, 2011 - \$292,864), with the increase being due to the employment of more full time staff in 2012. Professional fees totaled \$271,475 (September 30, 2011 - \$268,195). Shareholder relations totaled \$184,923 (September 30, 2011 - \$231,299) with the decrease due to one-time expenditures in the prior period. Office and general expense totaled \$200,876, (September 30, 2011 - \$148,160). This increase is due to the setting up of a new office in Elko, Nevada. Rent totaled \$131,470 (September 30, 2011 - \$70,260), with this increase also being the result of the new office in Elko, Nevada. Not included in total expenses for the period were deferred mineral property acquisition and exploration costs amounting to \$4,178,302 (September 30, 2011 - \$4,494,624). Of this amount \$3,042,580 was spent in Nevada (September 30, 2011 - \$2,641,846) and \$1,135,722 was spent in Ontario (September 30, 2011 - \$2,307,748).

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### Selected Information

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

	Three months ended September 30, 2012	Three months ended September 30, 2011	Nine months ended September 30, 2012	Nine months ended September 30, 2011
Interest Income	\$300	\$7,029	\$9,024	\$30,636
Comprehensive Loss	\$720,082	\$448,022	\$3,448,224	\$1,278,048
Basic and Diluted Loss per Share	0.02	0.02	0.10	0.05
Total Assets	\$11,679,373	\$9,911,595	\$11,679,373	\$9,911,595
Long Term Debt	\$Nil	\$Nil	\$Nil	\$Nil
Dividends	\$Nil	\$Nil	\$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 <sup>(1)</sup>	Net Basic Loss per Share
September 30, 2012	\$300	\$720,082	\$0.02
June 30, 2012	\$1,926	\$445,450	\$0.01
March 31, 2012	\$6,798	\$2,282,692	\$0.07
December 31, 2011	\$2,041	\$3,007,339	\$0.10
September 30, 2011	\$7,029	\$448,022	\$0.02
June 30, 2011	\$11,113	\$388,245	\$0.02
March 31, 2011	\$12,494	\$441,781	\$0.02
December 31, 2010	\$13,217	\$479,238	\$0.02

Explanatory Notes:

<sup>(1)</sup> 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 5, "Mineral Properties" in the Company's unaudited condensed consolidated financial statements for the period ended September 30, 2012.

### Fronteer, Nevada Property Option

On December 14, 2010 the Company entered into an agreement with Fronteer Gold, Inc. ("Fronteer") whereby West Kirkland may earn up to a 51% interest in 11 properties located in Nevada, USA by spending US\$15,400,000 over four years. The exploration expenditures for the first two years of the agreement have been met. After year two of the agreement, minimum expenditures are required only on an individual property by property basis giving the Company the opportunity potentially reduce its future overall expenditure requirements by concentrating only on the preferred properties in the agreement. West Kirkland may also earn an additional 9% by spending an aggregate US\$4,000,000 within the following two years or completing a pre-feasibility study on any designated property. West Kirkland has the right to accelerate its earn in on the properties. As a part of the transaction Fronteer also 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.

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On April 6, 2011 Newmont Mining Corporation ("Newmont") completed an acquisition of 100% of the issued and outstanding shares of Fronteer by plan of arrangement for aggregate cash consideration of approximately \$2.3 billion. It is believed that Newmont acquired Fronteer in order to gain control of Fronteer's Long Canyon gold project and accompanying land package. As a result of Newmont's acquisition all of the 11 properties optioned by the Company from Fronteer are now controlled by Newmont. Shares of the Company previously held by Fronteer are now controlled by Newmont. Newmont also participated in the Company's financings that closed on November 22, 2011 and July 20, 2012.

The complete Fronteer package totals approximately 234 km<sup>2</sup> and consists of properties within many of the mine hosting trends in northeastern Nevada, including the Long Canyon Trend. Where the Fronteer optioned properties are proximal, and in places adjacent, to the Company's Rubicon optioned properties within the Long Canyon gold trend (see Rubicon option below), these two combined option packages give the Company a large property position in the Long Canyon trend.

Within the Fronteer option the TUG property has been a focus of recent exploration drilling. From January 1 to September 30, 2012 the Company drilled nine drill holes totaling 2,515 meters on the TUG property. Mineralization now expands beyond the area of a historic resource to the north. Recent drilling confirms the system is open for further expansion.

The TUG deposit is exposed or near surface for the most part and is shallow dipping, making it an ideal target for open pit mining methods. A resource calculation was prepared for the TUG deposit in accordance with NI 43-101 standards and was completed in the second quarter of 2012, with the details outlined in the Highlights section. Further drilling is being planned for late 2012 or in 2013.

At September 30, 2012 the Company had spent \$5,287,266 on exploration in the Fronteer Option area, of which \$3,216,191 was spent at TUG. Although the Company is the project operator and has the right to determine programs and expenditures, a technical steering committee comprised of members from Newmont and the Company has been established so that the exploration of the projects may benefit from the collective knowledge and expertise of both companies.

Subsequent to period end, the Company announced the acquisition of an additional 35% of the private mineral rights to certain key sections of the TUG property from a third party. Newmont Mining Corporation exercised its option to acquire these interests. In addition, the Company has notified Newmont that it has completed the first earn in on the TUG property by completing in excess of \$1,800,000 in exploration expenditures on the property.

Also subsequent to period end, Rosco Postle Associates Inc. has been retained to complete a preliminary economic assessment on the TUG deposit.

### ***Rubicon, Nevada Property Option***

On June 23, 2011, the Company entered into an agreement with Rubicon Minerals Corporation to option several properties comprising approximately 909 km<sup>2</sup> in northeastern Nevada. In exchange for work expenditures totaling \$15.0 million over four years, the Company may earn a 51% interest in properties wherein Rubicon owns 100% or 75% of the mineral interest, and 60% of Rubicon's mineral interest where Rubicon's mineral interest is less than 75%. The Company may earn an additional 9% mineral interest in properties that the mineral rights are 100% owned by Rubicon by spending an additional US\$4,000,000 in exploration expenditures, or by completing a pre-feasibility study on any portion of the property. The Company has staked and additional 42.65 km<sup>2</sup> (532 claims) at a cost of US\$113,205 and added these claims to the option agreement. The complete Rubicon package now totals approximately 950 km<sup>2</sup>.

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Under the terms of the agreement the Company has made a firm commitment to a first year expenditure on the property package of US\$2,000,000 to be made by June 23, 2012. The agreement was amended and this deadline has been extended to October 31, 2012. As of September 30, 2012 including the provision for overhead, US\$2.04 million had been spent by the Company towards this option, of which US\$1.06 million was spent in 2012, (September 30, 2011 - \$430,537). Subsequent to period end, the Company notified Rubicon that it has completed its first period expenditure commitment.

The Company has drilled nine reverse circulation holes totaling 1974.0 meters on the properties under option from Rubicon. Encouraging grades were cut at the 12 Mile prospect including 0.72 g/t Au over 6.09 meters at a depth of 12.20 meters in hole 12M12-004. The Company has permitted drillholes at the Lewis Spring and Bandito prospects and is generating additional targets.

The Company has completed an extensive geophysical compilation using data collected by Newmont and Rubicon, collected in excess of 9,000 soil samples, and mapped the highest priority targets on its Long Canyon Trend Properties. This work by the Company has identified several high quality targets for follow up in the remainder of 2012 and into 2013.

#### ***Goldstorm, Nevada Option***

The Company has terminated the option agreement on the Goldstorm Property. The Company retained a 50% interest in the leased mineral rights that made up a portion of the Goldstorm property.

#### ***Kirkland Lake, Ontario Mineral Interests***

The Company has acquired by option and staking more than a dozen mineral properties comprising approximately 80 km<sup>2</sup> in the Kirkland Lake Camp. The properties are located along the underexplored western extension of the Cadillac-Larder Lake Break between Kirkland Lake's Macassa Mine (3.5 M oz Au) to the east and AuRico's Young-Davidson Mine (4.1M oz Au) to the west. To the time of writing the Company has drilled a cumulative total of approximately 35,000 meters primarily on the Cunningham, Sutton and Goldbanks properties within this mineral rights package.

In Kirkland Lake, between January 18 and September 30, 2012 the Company drilled 6,653 meters in 22 holes, extended two additional holes and continued a hole started in 2011. Holes drilled between January 1 and September 30, 2012 are located on the Sutton, Cunningham, Goldbanks and Holmes properties.

On the Cunningham property the Company has identified mineralized structures and a possible west dipping ore chute. Further modeling and interpretation are currently underway in advance of further target selection for follow-up drilling in 2012. A geochemical and petrographic study undertaken by the University of Western Ontario has suggested that the drilling to date on the Cunningham Property has only tested the highest portions of the mineralizing system and further deep drilling has been proposed to be completed in 2012.

During the period the Goldbanks option was terminated and the Hill option was allowed to lapse. It was also decided that the Island 27 and Plumber options would be written down. Capitalized historical costs relating to the four properties totaling \$2,132,079 were written off during the nine month period, with \$6,000 being written off in the most recent quarter.

From inception to September 30, 2012 a total of \$857,838 has been spent on acquisition costs and a further \$5,094,735 has been spent on exploration, primarily diamond drilling in the Kirkland Lake camp. The Company plans to continue exploration and drilling programs in the area as outlined above.

### **3. Liquidity and Capital Resources**

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During the year, the Company issued a total of 4,828,603 common shares in a private placement for net cash proceeds of \$1,556,376. During the prior year, the Company issued a total of 6,807,500 common shares in private placements for net cash proceeds of \$7,191,309 and a further 301,425 common shares upon the exercise of warrants for cash proceeds of \$226,069. Also, during the prior year, the Company issued 92,500 shares upon the exercise of share options for cash proceeds of \$55,500. 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 September 30, 2012 the Company had cash on hand of \$502,834 and net working capital of -\$106,561.

The Company has no long term debt or loan obligations. Liabilities consist primarily of trade payables of \$657,807 at September 30, 2012 (\$924,764 – September 30, 2011) incurred at market rates with arm's length third party suppliers, primarily for goods and services related to the Company's exploration of its mineral rights, and also for professional fees and other overhead expenses in the normal course of operations. The Company is not aware of any contingencies as at September 30, 2012. As a result of the flow through share private placement completed in November 2011, the Company is committed to spending \$2,000,250 on eligible Canadian exploration expenses before the end of 2012 of which approximately \$1,718,168 has already been spent to September 30, 2012.

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 does not make these payments or restructure the scheduled payments and exploration commitments, it is likely that the Company would forfeit its rights to acquire the related properties.

The financial statements are prepared on the basis of a going concern which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. Cash at November 29, 2012 is not sufficient to fund the estimated general and development operations of the Company into 2013 and an equity offering will be made in the immediate future. Although management expects to successfully complete the current and additional equity financings, there is no absolute assurance that such financings will be concluded successfully. If equity financings are delayed or unsuccessful, there would be changes in the timing and amount of expenditures on the Company's mineral interests, and/or the Company may be unable to continue as a going concern. If the Company was unable to continue as a going concern there would be changes in the carrying amounts of assets and liabilities and the statement of financial position classifications used.

The following table discloses all of the Company's optional mineral property acquisition payments and exploration commitments:



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Summary of Optional Mineral Property Acquisition and Exploration Commitments					
Property	Total \$ Outstanding	< 1 year	1 to 2 years	3 to 5 years	> 5 Years
<b>Holmes</b>					
Cash payments for mineral rights	205,000	50,000	55,000	100,000	Nil
<b>Flavelle</b>					
Cash payments for mineral rights	305,000	70,000	95,000	140,000	Nil
Exploration expenditures	1,391,546	Nil	Nil	1,391,546	Nil
<b>Cunningham</b>					
Cash payments for mineral rights	180,000	80,000	100,000	Nil	Nil
<b>McLean</b>					
Cash payments for mineral rights	45,000	7,000	8,000	30,000	Nil
Cash payments for surface rights	4,000	1,000	1,000	2,000	Nil
<b>Sutton</b>					
Cash payments for mineral rights	130,000	20,000	20,000	90,000	Nil
<b>O'Brien</b>					
Cash payments for mineral rights	40,000	7,000	8,000	25,000	Nil
Cash payments for surface rights	4,000	1,000	1,000	2,000	Nil
<b>Fronteer</b> <sup>1 2 4</sup>					
Exploration expenditures	9,781,348	Nil	981,708	8,799,640	Nil
<b>Rubicon</b> <sup>1 3</sup>					
Exploration expenditures	12,739,930	2,907,930	4,916,000	4,916,000	Nil
<b>Total</b>	<b>24,825,824</b>	<b>3,143,930</b>	<b>6,185,708</b>	<b>15,496,186</b>	<b>Nil</b>

1. The Fronteer and Rubicon Property Acquisition and Exploration commitments are payable in US dollars and have been converted using an exchange rate of 0.9932
2. West Kirkland has the option of earning an additional 9% interest on any designated project by spending an aggregate US \$4,000,000 by the end of year six of the agreement or completing a pre-feasibility study.
3. West Kirkland has the option of earning an additional 9% on properties in which Rubicon holds a 100% interest by spending an additional US \$4,000,000 by the end of year six of the agreement or completing a pre-feasibility study on any Rubicon property.
4. Exploration commitments can be reduced by only continuing to work on selected properties

#### 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

The Company paid remuneration for the following items with companies related by virtue of directors in common:

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	Three months ended September 30, 2012	Three months ended September 30, 2011	Nine months ended September 30, 2012	Nine months ended September 30, 2011
Administration fees	\$ 10,500	\$ 10,500	\$ 31,500	\$ 31,500
Professional fees (accounting)	15,000	15,000	45,000	45,000
Management and Consulting Fees	2,614	10,583	12,583	12,916
Directors Fees	32,500	24,500	103,000	77,250
Rent	22,455	21,821	66,692	65,462
Total Related Party Transactions	83,069	82,404	259,045	232,128

For the period ended September 30, 2012, the Company paid or accrued \$31,500 (September 30, 2011 - \$31,500) for day-to-day administration, reception and secretarial services and \$45,000 (September 30, 2011 - \$45,000) for accounting services; and \$Nil (September 30, 2011 - \$6,576) 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 September 30, 2012, the Company paid or accrued \$66,692 (September 30, 2011 - \$65,462) for rent to Anthem Properties Group Ltd. and Anthem Works Ltd. respectively, companies related by virtue of a common director. The rental rate was negotiated on an arm's length basis and is set at a fair market rate.

For the period ended September 30, 2012 the Company paid or accrued \$103,000 (September 30, 2011 - \$77,250) in directors fees.

For the period ended September 30, 2012 the Company paid \$12,853 (September 30, 2011 - \$6,007) for management and consulting fees to a director and officer of the Company.

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. Proposed Transactions

As is typical of the mineral exploration and development industry, the Company periodically reviews potential merger, acquisition, investment, joint venture and other opportunities that could enhance shareholder value.

### 7. 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) deferred tax provision (iv) share-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 most recent audited consolidated financial statements for a description of all of the significant accounting policies.

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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 deferred 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 does not recognize any deferred tax assets unless it is probable that the deferred tax amount will be realized in the foreseeable future.

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

### **8. Changes in Accounting Policies**

Certain new accounting standards and interpretations have been published that are not mandatory for the September 30, 2012 reporting period. The following standards are assessed not to have any impact on the Company's financial statements:

*IFRS 9 – Financial Instruments*: effective for accounting periods commencing on or after January 1, 2015;

*IFRS 10 – Consolidated Financial Statements*: effective for accounting periods commencing on or after January 1, 2013;

*IFRS 11 – Joint Arrangements*: effective for accounting periods commencing on or after January 1, 2013;

*IFRS 12 – Disclosure of Interests in Other Entities*: effective for accounting periods commencing on or after January 1, 2013;

*IFRS 13 – Fair Value Measurement*: effective for accounting periods commencing on or after January 1, 2013;

*IAS 27 (2011) - Consolidated and Separate Financial Statements*: effective for accounting periods commencing on or after January 1, 2013;

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*IAS 28 (2011) - Investments in Associates and Joint Ventures*: effective for accounting periods commencing on or after January 1, 2013;

*Amendments to IAS 1, Presentation of Items of Other Comprehensive Income*: effective for accounting periods commencing on or after July 1, 2012.

### 9. 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 year. 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.

### 10. 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. For a discussion of risk factors applicable to the Company, see the section entitled "Risk Factors" in the Company's most recent annual information form filed with the Canadian provincial securities regulators.

Without limiting the foregoing, the most significant risks and uncertainties faced by the Company are: the inherent risk associated with mineral exploration and development activities; the uncertainty of mineral resources and their development into mineable reserves; uncertainty as to potential project delays from circumstances beyond the Company's control; as well as title risks; political risks; risks associated with fluctuations in foreign exchange rates; risks associated with fluctuations in metal prices; risks associated with the possible failure to obtain mining licenses and/or obtain the capital required for project and mine development.

### 11. 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 condensed 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 unaudited condensed 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

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For the Three and Nine Months Ended September 30, 2012 and 2011

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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.

### 12. Outstanding Share Data

The Company has an unlimited number of common shares authorized for issuance without par value. At September 30, 2012 there were 37,653,336 common shares outstanding, 1,835,000 incentive share options outstanding and 5,370,926 common share purchase warrants outstanding. At November 29, 2012 there were 37,893,336 common shares outstanding, 1,595,000 incentive share options outstanding and 2,414,301 common share purchase warrants outstanding. During the period ended September 30, 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, May 28, 2011, November 28, 2011, May 28, 2012 and November 28, 2012. The remaining 918,000 escrowed shares will be released on May 28, 2013.

### 13. Outlook

West Kirkland's land packages are held in mining friendly jurisdictions. An aggressive exploration strategy has yielded encouraging results for the Company: a shallow oxidized gold resource with the potential to become the next gold mine in Utah. Discoveries at 12 Mile underline the potential of the Company's holding in the Long Canyon Trend. Additional exploration may lead to further discoveries within the Company's holdings.

The Company plans to advance the TUG project by completing a preliminary economic assessment. The geometry of the TUG deposit gives the potential for a low strip ratio and a compact mine. Permitting will be assisted by the fact that the TUG deposit lies on lands administered by the State of Utah, which is anticipated to shorten the permitting timeline. With the potential of establishing a mine within the Long Canyon Trend additional resources discovered may report to a central facility at TUG.

Regional exploration within the trend has been successful in identifying shallow oxidized gold; drilling at 12 Mile cut significant gold grades at shallow depths in oxidized material. 12 Mile is located in close proximity to the TUG resource and may be amenable to processing at a common facility. The discovery at 12 Mile is an indication of the potential of the Company's land package within the Long Canyon Trend. Historic work in the area was hampered by an unrefined geological model and a low commodity price. The Company intends to maximize value through exploration on its land package.

As the Company continues to explore in the Long Canyon Trend, any mining operation at TUG will serve as a base to explore from. The Company has highlighted several drill targets within potential trucking distance of a conceptual mining operation at TUG.

Additional prospects continue to be evaluated on the Company's properties. The KB property, located between TUG and 12 Mile has seen significant drilling by previous operators and the Company has

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identified it as a high priority property for future work. West of 12 Mile lie the Lewis Spring and Bandito prospects. At Lewis Spring, soil sampling by West Kirkland outlines multiple, large, gold in soil anomalies. Geological mapping identified coincident jasperoid mineralization suggesting the flow of significant volume of gold bearing fluids. Previous operators work on Bandito identified gold mineralization and geochemical anomalies as key north east structures cut unfavorable host rocks. The Company's three dimensional analysis of the data suggests that the intersection of the north east structures and a favorable host rock remains untested. The Company intends to continue to evaluate and drill the best targets.

Beyond the Long Canyon Trend, the Company has significant land holdings in Nevada that continue to be evaluated for the potential of significant gold mineralization. Two high potential properties are Gollaher and Black Mountain.

The Gollaher property has been drilled by previous operators and returned results as high as 18.9 g/t Au over 60 centimeters. The Company has identified soil geochemical anomalies that define litho-structural domains that represent targets for further investigation.

The Black Mountain Property is on trend from Gold Standard Ventures' recent Railway discovery. Surface mapping has suggested the potential for a geological environment similar to Railway at depth and further investigation is warranted.

In Kirkland Lake the Company holds approximately 80 square kilometers of prospective ground along the Cadillac Larder Lake Break between the Macassa and Young Davidson Mines. The Company continues to evaluate the properties and refine drill targets for drilling by year end. In addition, further properties within the Kirkland Lake and Timmins camp continue to be evaluated.

### 14. Subsequent Events

The following events occurred subsequent to quarter end. These events and other non-material subsequent events may be mentioned elsewhere in the MD&A:

- On October 18, 2012, the Company acquired an additional 35% of the private mineral interests in certain sections of the TUG property held by a third party. Under the terms of the agreement signed with Fronteer, these rights were deemed an after-acquired interest and became a component of the TUG property.
- In October 2012, notice was delivered to Newmont by the Company stating that the Company had completed the required work commitment to earn in to a 51% interest in the TUG property.
- On November 19, 2012, Rosco Postle Associates Inc. has been retained to complete a preliminary economic assessment on the TUG deposit.
- On November 21, 2012, 2,956,250 warrants expired unexercised.

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### 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 Carlson  
Pierre Lebel  
John Brock

Officers: R. Michael Jones (President and Chief Executive Officer)  
Frank Hallam (Chief Financial Officer and Corporate Secretary)  
Michael Allen (Vice President of Exploration)