Dated: June 20, 2011

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

This discussion and analysis covers Chantrell Ventures Corp. (the "Company" or "Chantrell") financial statements for the three month period ended March 31, 2011. This Management's Discussion and Analysis ('MD&A') should be read in conjunction with the unaudited financial statements for the three month period ended March 31, 2011 and the audited financial statements for the years ended December 31, 2010 and 2009. The information contained in this report is current to June 20, 2011.

The accompanying interim financial statements have been prepared by management and are in accordance with International Financial Reporting Standards ("IFRS") and all amounts are expressed in Canadian dollars unless otherwise noted. Other information contained in this document has also been prepared by management and is consistent with the data contained in the Financial Statements.

The Company's certifying officers are responsible for ensuring that the 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 was made. The Company's officers certify that that the Financial Statements fairly present, in all material respects, the financial condition, result of operations and cash flows, of the Company as the date hereof.

The Board of Directors approves the Financial Statements and ensures that the Company's officers have discharged their financial responsibilities. The Board's review is accomplished principally through its Audit Committee, which meets periodically to review all financial reports, prior to filing.

External auditors, appointed by the shareholders, have not audited or reviewed the financial statements for the three month periods ended March 31, 2011 and did not performed the tests deemed necessary to enable them to express an opinion on these unaudited financial statements.

FORWARD-LOOKING STATEMENT

Certain statements in this report may constitute forward-looking statements that are subject to risks and uncertainties. A number of important factors could cause actual outcomes and results to differ materially from those expressed in these forward-looking statements. Consequently, readers should not place any undue reliance on such forward-looking statements. In addition, these forward-looking statements relate to the date on which they were made.

Specifically, forward-looking statements are included in the "Outlook", "Risks and Uncertainties", "Liquidity", "Capital Disclosure" and "Future Accounting Changes" sections of this document.

CORPORATE OVERVIEW

Chantrell Ventures Corp. (formerly Tiger Pacific Mining Corp.) is a public company incorporated under the laws of the Province of Alberta and continued into the Province of British Columbia under the Business Corporations Act on July 29, 2004.

On September 6, 2005, the British Columbia Securities Commission ("BCSC") issued a Cease Trade Order ("CTO") against the Company for failing to file interim unaudited financial statements for the period ended June 30, 2005. On September 13, 2006, the Alberta Securities Commission ("ASC") issued a CTO against the Company for failing to file the annual audited financial statements for the year ended December 31, 2005, and interim unaudited financial statements for the periods ended on March 31, 2006 and June 30, 2006. In August 2010, the Company brought its financial reporting obligations up to date and on August 25, 2010 the Company received full revocation orders from the BCSC and ASC.

On August 31, 2010, following the Company's shareholders approval at the Company's Annual and Special Meeting of Shareholders, the Company consolidated its share capital on a 2.5 old for 1 new basis, and changed the Company's name to Chantrell Ventures Corp. Also on August 31, 2010, the Company's post consolidated common shares were reinstated for trading on the NEX Board of the TSX Venture Exchange (the "Exchange") under the new symbol: CV.H.

On December 2, 2010, the Company appointed Paul A. Parisotto, Hugh Agro, Alex Davidson and Lorie Waisberg to its Board. Mr. Parisotto was also appointed as President, CEO and CFO of the Company and Jim Atkinson was appointed Vice President of Exploration.

OUTLOOK

The mission of the Company is to enhance shareholder value through the acquisition and development of mining properties in the Americas. The Company is currently investigating opportunities in order to fulfill its mission statement.

The Company recently completed a $500,000 private placement in December 2010 and 7,200,000 warrants were exercised in December 2010 and January 2011 for total proceeds of $900,000. As at June 20, 2011, the Company has working capital of approximately $1.35 million, which will be used to fund ongoing operations and to help finance the acquisition and development of potential mining properties.

SELECTED ANNUAL FINANCIAL INFORMATION

	For the period ended March 31, 2011	**For the year ended December 31, 2010**	**For the year ended December 31, 2009 (CDN GAAP)**
Total revenues	$Nil	$Nil	$Nil
Loss for the year/period	(814,415)	(287,189)	(194,268)
Basic and fully diluted loss per share*	(0.05)	(0.05)	(0.06)
Total assets	1,356,937	702,999	9,239
Total long-term financial liabilities	Nil	$Nil	Nil
Cash dividends declared per share	Nil	Nil	Nil

* *Per share amounts have been retroactively adjusted to reflect the August 31, 2010 2.5 to 1 share consolidation*

From the time that the CTOs were issued against the Company on September 6, 2005 and September 13, 2006, the Company remained inactive until 2010, and as a result has had no income to report. The losses experienced for each of the above disclosed years are attributable to ongoing fees associated with accounting, audit and legal work associated with maintaining the Company.

The loss during the first quarter of 2011 is mostly due to an increase in share based compensation expenses relating to options granted to the Company's management team and board of directors.

The loss experienced for the year ended December 31, 2010 was $92,921 more than the loss experienced in to fiscal 2009 and was mostly due to an increase in share based compensation expenses relating to options granted to the Company's management team and board of directors, which was offset by a gain on the forgiveness of debt by the Company's former related parties.

SUMMARY OF QUARTERLY RESULTS

	1st Quarter Ended March 31, 2011	4th Quarter Ended December 31, 2010	3rd Quarter Ended September 30, 2010	2nd Quarter Ended June 30, 2010
(a) Revenue	$-	$-	$-	$-
(b) Net income/(loss) for period	$(814,415)	$(620,355)	$469,472	$(64,688)
(c) Net income/(loss) per share [1,2]	$(0.05)	$(0.06)	$0.08	$(0.01)
(d) Total assets	$1,356,937	$702,999	$248,474	$8,748
(e) Total liabilities	$2,123	$46,145	$167,890	$1,081,636
	1st Quarter Ended March 31, 2010	**4th Quarter Ended December 31, 2009 (CDN GAAP)**	**3rd Quarter Ended September 30, 2009 (CDN GAAP)**	**2nd Quarter Ended June 30, 2009 (CDN GAAP)**
(a) Revenue	$-	$ -	$ -	$ -
(b) Net loss for period	$(71,618)	$(60,140)	$(42,194)	$(44,024)
(c) Net loss per share [1,2]	$(0.02)	$(0.02)	$(0.01)	$(0.01)
(d) Total assets	$9,187	$9,239	$3,709	$2,183
(e) Total liabilities	$1,017,387	$945,821	$882,398	$838,678

[1] *Numbers have been rounded to the next decimal for presentation purposes.*
[2] *Per share amounts have been retroactively adjusted to reflect the August 31, 2010 2.5 to 1 share consolidation*.

As the Company had no active operations and was in the process of being restructured during the past eight quarters, the losses are mainly attributable to ongoing fees associated with accounting, audit and legal work associated with maintaining the Company. Net income for the 3rd quarter of 2010 is a result of a $524,938 gain on the forgiveness of debt during the quarter that occurred as part of the Company's restructuring. Actual loss from operations for 3rd quarter of 2010 was $55,466. The higher loss during the 4th quarter of 2010 and the 1st quarter of 2011 is due primarily to an increase of $602,000 and $728,000 in share based compensation expenses respectively, as a result of the granting of options to the Company's management team and board of directors.

RESULTS OF OPERATIONS

For the three months ended March 31, 2011

The following analysis of the Company's operating results for the three months ended March 31, 2011, includes a comparison to the three months ended March 31, 2010.

Loss for the period

The net loss for the three months ended March 31, 2011 was $814,415 as compared to a net loss of $71,618 for the three months ended March 31, 2010. The $742,797 increase in net loss is due to $728,000 (2010 - $Nil) in share based payment expenses relating to options granted to the Company's management and board of directors in 2011.

Revenue

The Company had no revenue, as there currently are no active business operations.

Expenses:

Management and consulting fees for the three months ended March 31, 2011 were $52,500 compared to $30,000 for the three months ended March 31, 2010, which is consistent with existing agreements.

Professional fees for the three months ended March 31, 2011 were $8,900 compared to $26,508 for the three months ended March 31, 2010. The $17,608 decrease is a result of prior year's amount included significant legal fees that were incurred as a result of the Company's trying to lift its cease trade orders that were not repeated in fiscal 2011.

Shareholder Information fees for the three months ended March 31, 2011 were $5,958 compared to $1,785 for the three months ended March 31, 2010. The current quarter amounts are indicative of on-going maintenance rates.

Office and miscellaneous costs for the three months ended March 31, 2011 were $19,057 compared to $13,325 for the three months ended March 31, 2010. The increase is due to new management actively looking to acquire new mining assets to fulfill the Company's mission statement.

Share based payment expenses are booked based on the valuation of options using the Black-Scholes model. The expense varies based on the number of options issued and the underlying assumptions used in the model.

RISKS AND UNCERTAINTIES

The Company presently does not own any properties, business or other related assets of merit and is currently in the process of searching for a new business opportunity. There is no guarantee that the Company will be able to complete acquire a property.

At present, the Company has no internal sources of funding from which to repay its existing obligations and on-going operating costs. If the Company is unable to obtain adequate additional financing, management might be required to curtail the Company's operations. If future financing is unavailable, the Company may not be able to meet its ongoing obligations, in which case its ability to continue as a going concern may be adversely affected.

If an acquisition of or the participation in corporations, properties, assets or businesses is identified, the Company may find that even if the terms of an acquisition or participation are economic, it may not be able to finance such acquisition or participation and additional funds will be required to enable the Company to pursue such an initiative. There is no guarantee that additional financing will be available or that it will be available on terms acceptable to management of the Company. The Company will be competing with other companies, many of which will have far greater resources and experience than the Company. No assurance can be given that the Company will be successful in raising the funds required for an acquisition.

LIQUIDITY

For the three month period ended March 31, 2011, the Company had an opening cash balance of $552,749 (2010 - $4,426). The cash balance increased by $784,883 (2010 – decreased $1,876) mainly from the exercise of 6,275,000 (2010 - $Nil) warrants for proceeds of $784,375 (2010 - $Nil) during the period. These funds were used to repay liabilities and will be used to fund corporate working capital requirements for the near term.

At March 31, 2011, the Company had not yet achieved profitable operations, had accumulated losses of $3,302,070 (December 31, 2010: $2,487,655), had working capital of $1,354,814 (December 31, 2010: $656,854) and expects to incur further losses, all of which casts substantial doubt regarding the Company's ability to continue as a going concern.

The Company currently is not able to internally finance on-going operating costs of its businesses over the long term and therefore will require additional financing by means of issuing share capital, advances from related parties, or other sources. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. In addition, the Company will require additional financing in order to assist in the search, and if warranted acquisition, of a business opportunity. There can be no certainty of the Company's ability to raise additional financing through private placements, advances from related parties, or other sources to fund these activities. Consequently the Company is subject to liquidity risks.

These financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. Realization values may be substantially different from carrying values as shown and the Company's financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

CAPITAL DISCLOSURE

The Company's objectives in managing its capital are: to maintain adequate levels of funding to support its expenditures arising from the Company's activities; to safeguard the Company's ability to continue as a going concern in order to pursue the exploration of its properties; to maintain a flexible capital structure for its projects for the benefit of its stakeholders; to maintain corporate and administrative functions necessary to support the Company's operations and corporate functions; and to seek out and acquire new projects of merit.

The Company considers its capital to be equity, which is comprised of share capital, reserves, and deficit, which as at March 31, 2011 totaled $1,354,814 (December 31, 2010 – $656,854).

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company currently has no major sources of revenue; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will continue to assess its existing working capital position and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

The Company's investment policy is to invest its cash in bank deposits, to ensure it is available for upcoming expenditures.

The Company expects its capital resources will be sufficient to carry out its acquisition and exploration plans and operations through its current operating period. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the three months ended March 31, 2011. Neither the Company is not subject to externally imposed capital requirements.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, trade and other receivables, and trade and other payables. Trade and other receivables is designated as "loans and receivables". Trade and other payables are designated as "other financial liabilities".

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities.
Level 2 – Inputs other than quoted market prices that are observable for the asset or liability, either directly or indirectly.
Level 3 – Inputs that are not based on observable market data.

The fair values of trade and other receivables, and trade and other payables approximate their carrying values due to their short term maturity. The Company's other financial instrument, cash, under the fair value hierarchy is based on level one quoted prices in active markets for identical assets or liabilities.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Liquidity risk
Liquidity risk is the risk that the Company cannot meet a demand for cash or fund its obligations as they come due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2011, the Company had current assets of $1,356,937 (December 31, 2010 - $702,999) compared to current liabilities of $2,123 (December 31, 2010 - $46,145). The ability of the Company to continue to pursue its activities and continue as a going concern is dependant on its ability to secure additional equity or other financing. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. As at March 31, 2011, the Company had working capital of $1,354,814 (December 31, 2010 – $656,854). The Company currently has sufficient working capital to meet its short term business requirements.

Strategic risk
Strategic risk is the risk that the Company fails to identify opportunities and/or threats arising from changes in the market. These strategic opportunities or threats arise from a range of factors which might include changing economic and political circumstances and regulatory developments and competitor actions. The Company is currently in the process of identifying and evaluating business' and/or assets that warrant acquisition or participation. The Company is exposed to the risk that it may not be able to obtain the necessary financing requirements to complete such an acquisition. As well, the Company may be competing with other entities for the acquisition of an identified business' and/or assets and there can be no assurance as to the successful outcome of such a negotiating process. The Company mitigates these risks by means of its selection of qualified and experienced directors and officers who actively consider the potential opportunities and challenges for the Company.

Interest rate risk
The Company's cash includes bank deposits that are subject to floating interest rates. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

Credit risk
Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations.

The Company's credit risk is primarily attributable to cash and receivables included in current assets. The Company has no material concentration of credit risk arising from operations. Cash consists of bank deposits and cash held in trust with the Company's legal counsel, from which, management believes the risk of loss is remote. As at March 31, 2011, the Company's receivables primarily consist of amounts due from the Canadian government or amounts collected on behalf of the Company relating to its private placement at year end. The Company's receivables are normally collected within a 30-60 day period. The Company has not experienced any collection issues to March 31, 2011. The Company is exposed to credit risk with regards to debtors refusing payment and the government denying the Company claims filed.

The Company's maximum exposure to credit risk as at March 31, 2011 is the carrying value of cash, and trade and other receivables.

Additional Capital
The acquisition and exploration activities of the Company may require substantial additional financing. Failure to obtain sufficient financing may result in delaying or indefinite postponement of acquisition, exploration and development of any of the Company's properties. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financings will be favourable to the Company. In addition, low commodity prices may affect the Company's ability to obtain financing.

Acquisition
The Company uses its best judgment to acquire mining properties for exploration and development. In pursuit of such opportunities, the Company may fail to select appropriate acquisition candidates or negotiate acceptable agreements, including arrangements to finance the acquisitions and development, or integrate such opportunity and their personnel with the Company. The Company cannot assure that it can complete any acquisition that it pursues or is currently pursuing, on favourable terms, or that any acquisition completed will ultimately benefit the Company.

Competition
The mining industry is intensely competitive in all of its phases, and the Company competes with many companies possessing greater financial resources and technical facilities than the Company. Competition in the mining business could adversely affect the Company's ability to acquire suitable producing properties or prospectus for mineral exploration in the future.

Internal Control over Financial Reporting
Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation.

RELATED PARTY TRANSACTIONS

As at March 31, 2011, the Company had $nil (December 31, 2010 - $6,485, January 1, 2010 - $Nil) in trade and other payables due to a company controlled by an officer and director of the Company. This liability was incurred as a result of management fees charged to the Company pursuant to a management services contract for $5,000 per month and re-imbursement of out of pocket costs. During the three month period ended March 31, 2011, the Company incurred $15,000 (2010: $Nil) in management fees to this company.

During the three month period ended March 31, 2011, the Company incurred $Nil (2010 - $30,000) in management and consulting fees to former directors, a company associated with a former director and a company with a former director in common. In addition the company incurred $Nil (2010 - $1,512) in interest charges on loans from former directors, a company associated with a former director and a company with a former director in common.

Management believes these transactions are in the normal course of business and are measured at the exchange amount.

DISCLOSURE OF OUTSTANDING SHARE DATA

The following table sets forth information concerning the outstanding securities of the Company as at June 20, 2011

	Authorized	***Outstanding***
Voting or equity securities issued and outstanding	*Unlimited Common Shares*	*18,611,857 Common Shares*
Securities convertible or exercisable into voting or equity shares		*a) Options to acquire up to 1,860,000 common shares* *b) 551,750 Warrants exercisable to acquire common shares of the Company.*

SIGNIFICANT ACCOUNTING POLICIES AND CRITICAL ESTIMATES

Mineral properties

All acquisition and exploration costs, net of incidental revenues, are charged to operations in the period incurred until such time as it has been determined that a property has economically recoverable reserves, in which case subsequent exploration costs and the costs incurred to develop a property are capitalized into Property, plant and equipment ("PPE"). On the commencement of commercial production, depletion of each mining property will be provided on a unit-of-production basis using estimated resources as the depletion base.

Decommissioning, restoration and similar liabilities ("Asset retirement obligation" or "ARO")
The Company recognizes liabilities for statutory, contractual, constructive or legal obligations, including those associated with the reclamation of mineral properties and PPE, when those obligations result from the acquisition, construction, development or normal operation of the assets. Initially, a liability for an asset retirement obligation is recognized as its fair value in the period in which it is incurred. Upon initial recognition of the liability, the corresponding asset retirement obligation is added to the carrying amount of the related mineral property asset in the case where technical feasibility has been established, and expensed if technical feasibility is yet to be established. Once capitalized, the cost is amortized as an expense over the economic life of the asset using either the unit-of-production method or the straight-line method, as appropriate. Following the initial recognition of the asset retirement obligation, the carrying amount of the liability is increased for the passage of time and adjusted for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation.

Share based payments

Share based payment transactions
Employees (including directors and senior executives) of the Company receive a portion of their remuneration in the form of share-based payment transactions, whereby they render services as consideration for equity instruments ("equity-settled transactions").

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payment.

Equity settled transactions
The costs of equity-settled transactions with employees are measured by reference to the fair value at the date on which they are granted.

The costs of equity-settled transactions are recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ("the vesting date"). The cumulative cost is recognized for equity-settled transactions at each reporting date until the vesting date reflects the Company's best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge or credit for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and the corresponding amount is represented in share option reserve.

No expense is recognized for awards that do not ultimately vest.

Where the terms of an equity-settled award are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee as measured at the date of modification.

The dilutive effect of outstanding options is reflected as additional dilution in the computation of earnings per share.

Taxation

Income tax expense represents the sum of tax currently payable and deferred tax.

Current income tax
Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the date of the statement of financial position.

Deferred income tax
Deferred income tax is provided using the liability method on temporary differences at the date of the statement of financial position between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognized for all taxable temporary differences, except:

- where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized except:

- where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred income tax assets is reviewed at each date of the statement of financial position and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at each date of the statement of financial position and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the date of the statement of financial position.

Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of comprehensive income.

Deferred income tax assets and deferred income tax liabilities are offset if, and only if, a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend to either settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

Loss per share
The basic loss per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the period. The diluted loss per share reflects the potential dilution of common share equivalents, such as outstanding stock options and share purchase warrants, in the weighted average number of common shares outstanding during the year, if dilutive. The "treasury stock method" is used for the assumed proceeds upon the exercise of the options and warrants that are used to purchase common shares at the average market price during the year. During the three months ended March 31, 2011 and 2010 all the outstanding stock options and warrants were antidilutive.

Financial assets
All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held-to-maturity, available-for-sale, loans-and-receivables or at fair value through profit or loss ("FVTPL").

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through earnings. The Company's cash is classified as FVTPL.

Financial assets classified as loans-and-receivables and held-to-maturity are measured at amortized cost. The Company's trade and other receivables are classified as loans-and-receivables.

Financial assets classified as available-for-sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income (loss) except for losses in value that are considered other than temporary. At March 31, 2011 the Company has not classified any financial assets as available-for-sale.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the settlement date.

Transactions costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other-financial-liabilities.

Financial liabilities classified as other-financial-liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other-financial-liabilities are subsequently measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. The Company's trade and other payables are classified as other-financial-liabilities.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives, including separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized through the statement of comprehensive income. At March 31, 2011 the Company has not classified any financial liabilities as FVTPL.

Impairment of financial assets

The Company assesses at each date of the statement of financial position whether a financial asset is impaired.

Assets carried at amortized cost

If there is objective evidence that an impairment loss on assets carried at amortized cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The carrying amount of the asset is then reduced by the amount of the impairment. The amount of the loss is recognized in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed to the extent that the carrying value of the asset does not exceed what the amortized cost would have been had the impairment not been recognized. Any subsequent reversal of an impairment loss is recognized in profit or loss.

In relation to trade receivables, a provision for impairment is made and an impairment loss is recognized in profit and loss when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor) that the Company will not be able to collect all of the amounts due under the original terms of the invoice. The carrying amount of the receivable is reduced through use of an allowance account. Impaired debts are written off against the allowance account when they are assessed as uncollectible.

Available-for-sale

If an available-for-sale asset is impaired, an amount comprising the difference between its cost and its current fair value, less any impairment loss previously recognized in profit or loss, is transferred from equity to profit or loss. Reversals in respect of equity instruments classified as available-for-sale are not recognized in profit or loss.

Impairment of nonfinancial assets

At each date of the statement of financial position, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is an indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the assets belong.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the statement of comprehensive loss.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss and the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence, related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Related party transactions that are in the normal course of business and have commercial substance are measured at the exchange amount.

Significant accounting judgments and estimates

The preparation of these financial statements requires management to make judgements and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its judgements and estimates in relation to assets, liabilities, revenue and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgements and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. The most significant estimates relate to asset retirement obligations; capital assets, including gold reserves and resources, depreciation and depletion; recoverability of trade and other receivables, valuation of deferred income tax amounts, impairment testing and the calculation of share-based payments. The most significant judgements relate to recognition of deferred tax assets and liabilities, determination of the commencement of commercial production and the determination of the economic viability of a project.

TRANSITION TO IFRS

Transition to IFRS from GAAP

In February 2008, the Canadian Accounting Standards Board confirmed that Canadian publicly accountable enterprises will be required to adopt International Financial Reporting Standards ("IFRS") for financial periods beginning on and after January 1, 2011.

The Company has adopted IFRS with an adoption date of January 1, 2011 and a transition date of January 1, 2010.

IFRS Conversion

The Company's IFRS conversion plan was comprehensive and addressed matters including changes in accounting policies, restatement of comparative periods, organizational and internal controls and any required changes to business processes. To facilitate this process and ensure the full impact of the conversion was understood and managed reasonably, the Company hired an IFRS conversion project manager. The accounting staff attended several training courses on the adoption and implementation of IFRS. Through in-depth training and the preparation of reconciliations of historical Canadian GAAP financial statements to IFRS, the Company believes that its accounting personnel have obtained a thorough understanding of IFRS.

In conjunction with the adoption of IFRS the Company has implemented a new accounting system, which will satisfy all the information needs of the Company under IFRS. The Company has also reviewed its current internal and disclosure control processes and believes they will not need significant modification as a result of our conversion to IFRS.

Impact of IFRS

IFRS employs a conceptual framework that is similar to Canadian GAAP; however significant differences exist in certain matters of recognition, measurement and disclosure. While the adoption of IFRS will not change the actual cash flows of the Company, the adoption will result in changes to the reported financial position and results of operations of the Company. In order to allow the users of the financial statements to better understand these changes, we have provided the reconciliations between Canadian GAAP and IFRS for the total assets, total liabilities, shareholders equity and net earnings in Note 3 to the interim financial statements. The adoption of IFRS has had no significant impact on the net

cash flows of the Company. The changes made to the statements of financial position and comprehensive income have resulted in reclassifications of various amounts on the statements of cash flows, however as there has been no change to the net cash flows, no reconciliations have been presented.

In preparing the reconciliations, the Company applied the principles and elections of IFRS 1, with a transition date of January 1, 2010. As the Company has adopted IFRS effective January 1, 2010, it will apply the provisions of IFRS 1 as described under the section entitled "Initial Adoption – IFRS 1", with a January 1, 2010 transition date. The Company will also apply IFRS standards in effect at December 31, 2011 as required by IFRS 1.

Initial Adoption of International Accounting Standards
IFRS 1 ''First Time Adoption of International Accounting Standards'' sets forth guidance for the initial adoption of IFRS. Under IFRS 1 the standards are applied retrospectively at the transitional date of the statement of financial position with all adjustments to assets and liabilities as stated under GAAP taken to retained earnings unless certain exemptions are applied. The Company has chosen to take the following exemptions under IFRS 1:

- to apply the requirements of IFRS 3, *Business Combinations,* prospectively from the Transition Date;
- to apply the requirements of IFRS 2, *Share-based payments*, only to equity instruments granted after November 7, 2002 which had not vested as of the Transition Date; and

Comparative Information
The Company has restated all prior period figures in accordance with IFRS.

PROVISIONS

As at March 31, 2011, the Company had no contingent liabilities outstanding.

During the year ended December 31, 2002, a former employee of the Company's predecessor company, ATC Petroleum Services International Inc. ("ATC"), claimed severance in the amount of $247,500 plus benefits and perquisites under an employment contract with ATC, subsequent to which, on June 30, 2005, an amended statement of claim was filed increasing the initial claim to $280,500. It is the Company's position that the claim was settled in full at the time of the employee's departure, that the claim has no merit and will be defended vigorously. As such, no amount has been accrued as a liability and expense within these financial statements. If the Company is found liable for any amount of the former employee's claim, the resulting settlement will be recorded as a charge against net income in the period determined. On August 26, 2010, the Court of Queen's Bench of Alberta fully dismissed this action.

During the year ended December 31, 2005, an action was filed by a former employee of the Company's predecessor company, ATC Petroleum Services International Inc., in Wyoming, U.S.A. against the Company. The outstanding dispute related to an incident that occurred prior to current management's involvement. The Company settled the dispute and all costs of settlement including legal costs incurred during the year were recorded in the statement of operations for the year ended December 31, 2006. Subsequently, during the Company's 2008 fiscal year, the Company received a writ of summons on this matter from the Supreme Court of British Columbia, which resulted in the Company completing a final settlement of US$69,000. The full amount of the settlement was accrued for as at December 31, 2008.

The Company received a Consent Dismissal Order from the Supreme Court of British Columbia with respect to this matter following the final settlement payment made in June 2010.

OFF STATEMENT OF FINANCIAL POSITION ARRANGEMENTS

The Company has no off statement of financial position arrangements requiring disclosure.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This Management's Discussion and Analysis includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of Management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. Such risks and uncertainties include, but are not limited to, risks associated with the mining industry (including operational risks in exploration development and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of reserve estimates; the uncertainty of estimates and projections in relation to production, costs and expenses; the uncertainty surrounding the ability of the Company to obtain all permits, consents or authorizations required for its operations and activities; and health safety and environmental risks), the risk of commodity price and foreign exchange rate fluctuations, the ability of Chantrell to fund the capital and operating expenses necessary to achieve the business objectives of Chantrell, the uncertainty associated with commercial negotiations and negotiating with foreign governments and risks associated with international business activities, as well as those risks described in public disclosure documents filed by the Company. Due to the risks, uncertainties and assumptions inherent in forward-looking statements, prospective investors in securities of the Company should not place undue reliance on these forward-looking statements. Statements in relation to "reserves" are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the reserves described can be profitably produced in the future.

Readers are cautioned that the foregoing lists of risks, uncertainties and other factors are not exhaustive. The forward-looking statements contained in this press release are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or in any other documents filed with Canadian securities regulatory authorities, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. The forward-looking statements are expressly qualified by this cautionary statement.

ADDITIONAL FUNDING REQUIREMENTS

As discussed, the Company has no source of operating cash flow. The Company intends to raise such additional funds to acquire and complete its activities. There is no assurance that Chantrell will be able to raise additional funds on reasonable terms. The development of any ore deposits found on any acquired exploration properties of Chantrell depends on the ability of the Company to obtain financing through debt financing, equity financing or other means. If the exploration and development programs of Chantrell are successful, additional funds will be required to develop the properties and, if successful, additional funds will be required to place them in commercial production. The only source of future funds presently available to Chantrell is the sale of equity capital of Chantrell. The ability of Chantrell to arrange such financing in the future will depend in part upon the prevailing capital market conditions, as well as on the business performance of the Company. There can be no assurance that Chantrell will be successful in its efforts to arrange additional financing if needed on terms satisfactory to Chantrell If additional financing is raised by the issuance of shares from the treasury of the Corporation, control of Chantrell may change and shareholders may suffer additional dilution. If adequate financing is not available, Chantrell may be required to delay, reduce its scope, or eliminate one or more exploration activities. Failure to obtain additional financing on a timely basis could cause Chantrell to reduce or terminate its operations.

MANAGEMENT'S EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the Company's Chief Executive Officer and Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure. As at the end of the period covered by this management's discussion and analysis, management of the Company, with the participation of the Chief Executive Officer (who is also the Chief Financial Officer), evaluated the effectiveness of the Company's disclosure controls and procedures as required by Canadian securities laws. Based on that evaluation, the Chief Executive Officer has concluded that, as of the end of the year covered by this management's discussion and analysis, the disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the Company's annual filings and interim filings (as such terms are defined under Multilateral Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*) and other reports filed or submitted under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified by those laws and that material information is accumulated and communicated to management of the Company, including the Chief Executive Officer, as appropriate to allow timely decisions regarding required disclosure.

Internal Control over Financial Reporting

Internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with Canadian generally accepted accounting principles. The Company's Chief Executive Officer has ensured the design of internal control over financial reporting.

During the most recent quarter end, there were no changes in the Company's internal control over financial reporting that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

RISK FACTORS AND RISK MANAGEMENT

The Company's business is highly uncertain and risky by its very nature. Future business opportunities pursued by the Company may be in other fields, and are also likely to be risky. In addition, the ability to raise funding in the future to maintain the Company's search for new business opportunities, and to carry through with the ensuing activities is dependant on financial markets that often fail to provide necessary capital.

Regulatory standards continue to change making the review process longer, more complex and more costly. Even if an apparently successful business proposal is developed, there is no assurance that it will ever be carried out or be profitable, as its potential economics are influenced by many key factors such as the general state of the economy, foreign exchange rates, equity markets and political interference, permitting approvals, which can not be controlled by management.

Dated this 20th day, of June, 2011.

"Paul A. Parisotto"

Paul A. Parisotto
President, Chief Executive Officer and Chief Financial Officer

ADDITIONAL INFORMATION

Additional information relating to the Company is available at *www.sedar.com*.