



EXPLOR **Resources inc.**

Management's Discussion and Analysis Report

(For the Six-Month Period Ended October 31, 2010)

This management's discussion and analysis report ("MD&A") provides an analysis of our financial condition and results of operations to enable a reader to assess material changes for the six-month period ended October 31, 2010, in comparison with the same period of last year. This MD&A was prepared as at December 24, 2010, and is intended to complement the financial statements. Our financial statements and this MD&A are intended to provide investors with reasonable basis for assessing our results of operations and financial performance.

Explor Resources Inc. ("Explor") was incorporated under the *Canada Business Corporations Act (Alberta)*. It is an exploration company operating in Canada. It holds properties in Ontario (Eastford Lake, PG 101, Carnegie, Kidd Township, Pyne, Montrose, Timmins Porcupine West and Prosser), in Quebec (Launay, East Bay, Destor, Nelligan and Duparquet), and in New-Brunswick (Moose Brook, Gold Brook).

Explor Resources Inc., is proud to have been named as one of the TSX Venture 50, a ranking of strong performers listed on TSX Venture Exchange. TSX Venture 50 is comprised of 10 emerging companies in five industry sectors that have been identified as leaders in Canada's public venture market. The 2010 TSX Venture 50 were selected based on four equally weighted criteria that include return on investment, trading, analyst coverage and market capitalization growth in Cleantech, Diversified Industries, Mining, Oil & Gas and Technology and Life Sciences sectors.

MINING PROPERTIES

EASTFORD LAKE (ONTARIO)

In October 2005, the Company entered into two option agreements pursuant to which it acquired a 100% interest (2% NSR) in the "Eastford Lake Claims" (gold claims), situated in the Kerrs, Warden and Nelligan Townships, near Matheson, Ontario. In consideration for this option, the Company paid a total of \$18,000 and issued 450,000 shares.

In September 2007, the Company acquired 57 contiguous mining claims (912 hectares) by staking in the Kerrs, Warden, Milligan townships and in the Rayner Lake area in Ontario in the famous Timmins-Porcupine mining camp. The Eastford Lake Property now covers a total area of 3,140 hectares.

Phase IV of the exploration program has been completed. Two (2) additional holes were drilled on the Eastford Lake Gold Project following the completion of the Phase IV diamond drill program. These two holes along with the geophysics created a vector pointing in the direction of a 600 m long magnetic low along strike of gold intersections. The following holes targeting the 600 m long mag low have been completed on the Lynx Gold Zone with the following fire assay results as determined by Swastika Lab of Swastika, Ontario and Technilab of Ste-Germaine de Boulé, Quebec:

Hole #		From	To	Interval		Gold	
		(m)	(m)	(m)	(ft)	(g/tonne)	(oz/ton)
Hole #7	Zone 1	404.0	416.0	12.0	39.4	16.6	0.484
	Zone 2	528.5	530.0	1.5	4.9	5.7	0.166
Hole #9		498.0	499.0	1.0	3.3	2.84	0.083
Hole #10	Zone 1	453.5	455.0	1.5	4.9	11.3	0.329
	Zone 2	467.0	471.5	4.5	14.8	3.34	0.098
Hole #11		203.0	204.5	1.5	4.9	1.2	0.035
Hole #12		282.5	285.5	3.0	9.8	1.25	0.036
Hole #13		426.7	429.5	2.8	9.2	4.3	0.126
Hole #14	-	-	-	-	-	-	-
Hole #15		101.0	104.0	3.0	9.8	1.7	0.050

The results for Hole #8 which has been drilled 800 meters to the north of Hole #7 reported low grade gold values, as shown:

Hole #8	617.0	618.5	1.5	4.9	1.0	0.029
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The mise à la masse down hole IP survey has produced a geophysical signature that indicated the mineralised zone is striking in a north-north westerly direction and dipping to the south-south westerly direction. The combination of widespread ankerite alteration and gold mineralization hosted by many different rock types, including quartz-feldspar porphyry, altered ultramafics, tholeiitic basalt and metasediments are reminiscent of the diverse types of gold mineralization found in major gold camps (e.g. Hollinger-McIntyre System and Dome Mine in the Porcupine Gold Camp).

In February 2009, the Lynx Gold Zone has been traced using down hole geophysics. Explor has completed three holes wedged off-of Hole #7 in order to confirm the geophysical signature as determined by the mise a la masse down hole survey reported in the press release dated December 02, 2008. The main vein of the Lynx Gold Zone containing visible gold appears to strike in a north-north westerly direction and is dipping to the south-south westerly direction. The wedge holes have intersected visible gold (VG) similar to that intersected in Hole # 7.

Hole #		From	To	Interval		Gold	
		(m)	(m)	(m)	(ft)	(g/tonne)	(oz/ton)
Hole # 7A		407.0	408.0	1.0	3.28	5.03	0.147
		429.0	430.0	1.0	3.28	6.47	0.189
Hole # 7B		405.0	406.0	1.0	3.28	4.50	0.131
Hole # 7B*		425.7	429.0	3.3	10.83	45.45	1.326
		443.0	444.0	1.0	3.28	3.03	0.088

<u>Hole #</u>	<u>From</u> (m)	<u>To</u> (m)	<u>Interval</u>		<u>Gold</u>	
			(m)	(ft)	(g/tonne)	(oz/ton)
Hole # 7C**	406.0	408.0	2.0	6.56	13.12	0.328
Hole #7C***	427.0	430.0	3.0	9.84	142.26	4.150
	435.5	437.0	1.5	4.92	1.33	0.039
	487.1	488.0	0.9	2.95	1.81	0.053
	492.5	494.0	1.5	4.92	1.05	0.031

* This interval of 45.45 gpt over 3.3m includes 13.245 gpt/1.3m, 131.2gpt/1.0m and 1.568gpt/1.0m (VG)

** This interval of 13.12 gpt over 2.0m includes 12.767 gpt/1.0m and 13.468gpt/1.0m

*** This interval of 142.26 gpt over 3.0m includes 272.46gpt/1.2m, 115.72 gpt/0.8m and 7.245 gpt/1.0m (VG).

Assays were conducted on sawn NQ sized half-core sections. Further drilling is required before the true width of the reported intersection can be determined. The saw blade is routinely cleaned between samples when visible gold is noted during logging and sampling of the drill core. Assays were conducted by Techni-lab of Ste-Germaine de Boulé, Quebec and Laboratoire Expert of Rouyn-Noranda, Quebec, using standard fire assay on a 30-gram (one assay tonne) sample with a gravimetric finish procedure. Standard, blanks and check assays were included at regular intervals in each sample batch. Gold standards were prepared by CDN Resource Laboratories Ltd.

In July 2009, Explor completed a round of exploratory drilling. The drilling was completed to determine the location and direction of the LYNX Gold Zone. Explor completed 7 drill holes for a total of 3534.2 meters to test the new model. The main vein of the Lynx Gold Zone containing visible gold and appears to strike in a north-north westerly direction and is dipping to the south-south westerly direction.

<u>Hole #</u>		<u>From</u> (m)	<u>To</u> (m)	<u>Interval</u>		<u>Gold</u>	
				(m)	(ft)	(g/tonne)	(oz/ton)
Hole # 16		162.0	162.8	0.8	2.62	1.907	0.056
Hole # 17	Zone 1	470.0	471.5	1.5	4.92	1.136	0.033
	Zone 2	605.0	606.5	1.5	4.92	1.132	0.033
Hole # 18		-	-	-	-	-	-
Hole # 19		131.0	132.5	1.5	4.92	3.557	0.104
Hole # 20		323.8	324.9	1.1	3.61	7.562	0.221
Hole # 21		60.5	62	1.5	4.92	2.545	0.074
Hole #07D		410.7	411.7	1.0	3.28	2.854	0.083
		429.0	430.5	1.5	4.92	1.559	0.046
		442.5	443.5	1.0	3.29	7.674	0.224
		471.25	472.50	1.25	4.10	4.626	0.135
		475.5	477.0	1.5	4.92	1.183	0.035

Visible Gold (VG) was observed in two of the holes that were drilled. A total pulp metallic assay will be conducted on those areas where VG was observed. Hole #18 had only anomalous values less than 500ppb.

Explor completed a structural analysis of the geology using the holes drilled to date. This analysis was incorporated into the current geological model. Explor has also completed a Soil Gas Hydrocarbon (SGH) geochemical sampling program on the property and over the area of gold mineralization.

The structural analysis and model were completed in early October 2009. Nine (9) parallel shear zones were defined in a 400 meter wide shear zone corridor. The shear zone corridor appears to have been bisected by a major fault trending North-north-east. Gold has been found in several of the shears. Two drill holes were completed to intersect where six SGH gold anomalies were coincident with the shear zones. Of these only one resulted with anomalous gold mineralization.

A recent study realized by Robert Tremblay of Val-d'Or focussed on mapping all structural features and their correlation with gold mineralization. As a result of this review, a first interpretative geological map of the gold-bearing zone was developed. The drilling program is based on the positive results that were obtained with this study. The program is designated to determine the strike of the high grade mineralization that was found in Hole #7.

In July 2010, Explor completed a series of 4 holes for a total of 2700 meters of diamond drilling on the Eastford Lake Gold Property. This program focused on intersecting the gold bearing shear zones that are intersected by a major fault structure that is trending in a north north easterly direction and through the Lynx Gold Zone. The analysis by the geologist of the results of the 4 holes and its relationship to the model is currently pending and should be available before the end of December 2010.

CARNEGIE (ONTARIO)

The Company entered into three agreements with different vendors to acquire twelve (12) mining claims in this property that covers an area of approximately 1,003.2 hectares. Explor paid a total of \$30,000 and issued 500,000 shares for the three agreements and the vendors have retained a 2% NSR in the property.

The Carnegie Property is located in the central part of Carnegie Township approximately 1.5 kilometres north of the Kidd Creek mine site. The property is approximately 20 km north of the city of Timmins, Ontario. Excellent access is provided by Highway 655. The property is approximately 1.0 km off the highway. The most obvious topographical feature in the area is the Kidd Creek open pit at approximately 1.5 km to the south of the property as well as a series of sand eskers.

A 2,500 meters drill program consisting of 10 holes was completed in the winter of 2010 on the Carnegie Property. Approximately 10 holes have been completed in this diamond drill program. Of note rhyolite was observed in one of the holes. The drilling that was completed tested

max/min as well as IP targets there were found during the 2009 winter/spring geophysical program.

A detailed examination of the core has permitted the consulting geologist Robert Tremblay to state that he has observed lithologies, textures, alterations and mineralizations in many of the holes that were drilled that indicate a strong potential for the localization of a Volcanogenic Massive Sulfide deposit. This has necessitated a second phase of geochemical sampling to determine alteration indexes and also samples have also been submitted for Cu-Zn (Copper-Zinc) and gold analysis. Logging of the holes is complete and assays are currently pending on the second phase of sampling.

KIDD TOWNSHIP (ONTARIO)

The Company entered into six option agreements with different vendors for the acquisition of this property that now covers an area of approximately 1,948.3 hectares. Explor paid a total of \$62,000 and issued 690,000 shares for the six agreements and the vendors have retained a 2% NSR in the property.

On September 10, 2009, the Company entered into an option agreement for the acquisition of a 100% interest in 16 units (2 claims) located in the Kidd Township. To acquire this interest, the Company paid \$6,000 at signature and issued 80,000 common shares. The vendor has retained a 2% NSR in the Property.

On March 24, 2010, Explor entered into an option agreement for the acquisition of a 100% interest in 16 units (4 claims) located in the Kidd Township. To acquire this interest, the Company had to pay a total of \$20,000 and issue 200,000 common shares over a two year period. The vendor has retained a 2% NSR in the property. Also, in the event that a kimberlite pipe is discovered and placed into commercial production a royalty of \$1.00 per tonne shall be paid to the vendor for every tonne of ore that is mined.

The Kidd Township Property is located in the south central part of Kidd Township, 1.5 kilometres south east of the Kidd Creek mine site. The property is approximately 20 km north of the city of Timmins, Ontario. Excellent access is provided by Hwy 655 which passes through the middle of the property. The most obvious topographical feature in the area is the Kidd Creek open pit approximately 2.5 km to the north west of the property as well as a series of sand eskers.

In May 2008, Explor began a two phase exploration program on the property. Phase I was designed to better determine the location of the structural targets as they were determined by the aerial survey and it has been completed. Phase II consists of diamond drilling the geophysical targets. Phase II has started with four drill holes completed.

Volcanics and massive sulphides were intersected in hole #3. Hole #KI-08-03 was collared in sediments at -55 degrees, the volcanics were intersected at 213 meters down hole and the massive sulphides intersected at 339 m in hole #KI-08-03. The core has been logged, core sawed and sent to the lab. No economic concentrations of sulfides mineralization was reported on the assays, only anomalous values were reported. In logging, the core galena & chalcopyrite

mineralization was observed. The mineralization appears to be increasing as we progress in an easterly direction toward the major EM targets. The volcanics were intersected to the south of the Pipestone fault in an area believed to contain mainly sediments.

The 1st phase of Diamond drilling on Explor's Kidd Township Exploration Property is completed. Phase 1, completed in the fall of 2008 consisted of drilling 4 Diamonds Drill holes to test geophysical targets south of the Kidd Creek Mine site in an area believed to be predominantly a sedimentary environment. Felsic and metasediments were intersected in all 4 holes. Highlights include a 1.1 meter section of massive to semi-massive pyrite intersected in hole #3 down hole at 339.0 to 340.1 meters. Anomalous values of Cu, Zn and Pb were intersected in 3 of the 4 holes ranging from 100 to 200 ppm cu, 330 ppm zn and 780 ppm Pb in Hole #2. Hole #3 intersected 175 ppm cu and 906 ppm zn over 1.5 m. There remain 3 EM targets that remain to be tested by Diamond Drilling.

Ground geophysics consisting of Max/Min has also been complete. Four targets in the Burrows Benedict fault area south east of the mine have been drilled and the results are currently being evaluated. In the north eastern part of the property four (4) drill targets have also been drilled. and no economic sulphide mineralization was observed.

Explor is very excited about the acquisition this spring, (Press Release March 24, 2010), of the four (4) mineral claim block 1.6 kilometres to the west of the Kidd Creek Open Pit mine. A series of untested VTEM anomalies have been observed on the newly acquired property. This property is approximately 0,5 km to the west of the Chance (Zn-Pb-Ag) (Zinc-Lead, Silver) deposit and to the west of Kidd Creek Deposit. The newly acquired claims may be on the same synvolcanic collapsed structure as the Kidd Mine and the Chance Deposit. Some of the EM targets occur along magnetic boundaries suggestive of a rhyolite/basalt contacts. The Kidd Creek Mine located to the east of the property is known for Cu-Zn-Pb-Ag (Copper-Zinc-Lead-Silver) production. The Kidd Creek Mine has produced 130,000,000 tonnes of base metal ore since it started production in 1966. This acquisition is being made because of Explor's belief in the cluster effect of VMS deposits. The presence of mafic and felsic rocks with anomalous zinc and copper make this an exploration property of merit.

Explor plans on drilling this property as soon as freeze up occurs and we can build a winter road to access the property. Explor's exploration program is two phase. Phase I is to cut a few lines trending north west where the VTEM survey indicates a potential target, complete some preliminary geophysics to confirm the target location and spot the drill holes. Phase II will consist of diamond drilling the identified target or targets.

CARNEGIE-KIDD (ONTARIO)

In July 2007, the Company entered into an option agreement to acquire four (4) mining claims (22 units) located in the Carnegie and Kidd Townships in the mining division of Porcupine, district of Cochrane, province of Ontario. Explor paid \$15,000 CDN and issued 150,000 common shares for an option to acquire 100% interest in the additional Carnegie and Kidd Township mineral claims. The vendors have retained a 2.0% NSR in the property.

The Carnegie-Kidd Property is located in the south central part of Kidd Township, 1.5 kilometres south east of the Kidd Creek mine site. The property is approximately 20 km north of the city of Timmins, Ontario. Excellent access is provided by Hwy 655. Twelve (12) of the units of the Carnegie-Kidd Property are contiguous with the Kidd Township Property. These units are strategically located and cover an area of approximately 355 hectares. This increases Explor's land position in the area to 1003.2 hectares.

Explor is conducting a two phase exploration program. Phase I was designed to better determine the location of the structural targets via magnetic and max-min geophysics has been completed. Five drill holes were completed and, although no economic mineralization was encountered the geochemical analysis revealed that some of the rock in the hole was composed of FIII rhyolites.

PROSSER (ONTARIO)

In March 2009, the Company entered into an agreement to acquire a 100% interest in one patented claim (4 units) situated in the Prosser Township in the Porcupine mining division, district of Cochrane, province of Ontario. Explor paid \$6,000 CDN and issued 60,000 common shares for an Option to acquire 100% interest in the Prosser Township mineral claim. The Optionees have retained a 2.0% NSR in the property.

The Prosser Property is located to the North East of the Kidd Creek mine site. The most obvious topographical feature in the area is the Kidd Creek open pit approximately 12 km to the south east of the property. The property is approximately 20 km north of the city of Timmins, Ontario with excellent access provided by Hwy 655. The additional 4 units are in proximity to previously announced property acquisition in Carnegie Township, strategically located and cover an area of approximately 64.8 hectares. This will increase Explor's land position in the Carnegie area to 1056.8 hectares. The property is located in a greenstone belt composed mainly of sequences of meta-volcanic rocks cut by faults and deformation zones.

A series of untested MEGATEM airborne anomalies have been observed on the property. The Kidd Creek Mine located to the south west of the property is known for Cu-Zn-Pb-Ag production. The Kidd Creek mine has produced 130,000,000 tonnes of base metal ore since it started production in 1966. Explor plans on conducting a two phase exploration program. Phase I is designed to better determine the location of the EM targets via magnetic and max-min geophysics. Phase II will consist of diamond drilling the identified target or targets.

PYNE (ONTARIO)

In July 2007, the Company entered into an option agreement to acquire a 100 % interest in six mining claims situated in Pyne Township in the Larder Lake mining division, district of Cochrane, province of Ontario. To acquire this property, the Company paid \$8,000 and issued 200,000 common shares of the Company. The vendor has retained a 2.0% NSR in the property.

The property is located approximately 60 km northeast of the city of Timmins, Ontario and 35 kilometres south east of the town of Cochrane, Ontario in the southern part of Pyne Township.

Excellent access is provided via Hwy 574 from Cochrane. The property is approximately 0.5 km west of Arpin on Hwy 574. The 6 mineral claims cover an area of approximately 1230 hectares.

Explor conducted a two phase exploration program. Phase I was designed to better determine the location of the structural targets via interpretation of the existing magnetic, EM, GEOTEM and geochemical anomalies. Phase II consisted of diamond drilling the identified targets and was not conclusive. This property has been written-off during the fourth quarter of the preceding fiscal year.

MONTROSE (ONTARIO)

In July 2007, the Company acquired one hundred and fifty (150) units mineral claim package comprising of eleven (11) mineral claims situated in Montrose and Midlothian Township in the Larder Lake mining division, district of Cochrane, province of Ontario. Explor will pay a total of \$62,000 CDN and issue 600,000 common shares over a 2 year period for an option to acquire 100% interest in the Montrose and Midlothian Township mineral claims. The vendor has retained a 2.0% NSR in the property.

In April 2008, the Company acquired 34 additional claims in the property. Explor paid \$7,500 at the signature and issued 50,000 shares to obtain a 100% interest in the additional claims of the Montrose Property. The vendors retained a 1% NSR in the property.

In November 2009, the Company acquired 1 additional claim in the property. Explor paid \$6,000 at signature and issued 60,000 shares to obtain a 100% interest in the additional claim in the Midlothian Township. The vendors retained a 2% NSR in the property.

The claims are located in the southern part of Montrose Township and the northern part of Midlothian Township approximately 8 kilometres northwest of the town of Matachewan. The property is approximately 64 km west of the city of Kirkland Lake, Ontario. Excellent access is provided by Hwy 66 from Kirkland Lake. The property covers an area of approximately 2,429 hectares.

Explor is currently conducting a two phase exploration program. Phase I which is designed to better determine the location of the structural targets via review of existing technical information, and ground exploration has been completed. The recently completed VTEM geophysical survey has identified some very interesting targets.

The work to be conducted is located in Montrose/Midlothian Townships approximately 8 kilometres northwest of the town of Matachewan. Phase II will consist of diamond drilling the identified target or targets will be started once the geophysical information is complete and the targets have been defined.

The exploration program that started in September 2009 consisted of approximately 80 kilometers of line cutting and a geophysical program of mag/VLF and IP survey. Very little overburden has been observed in the area of line cutting with lots of rock outcrops. Numerous shear zones and gold showing have been observed in the area of the line cutting.

The local geology in the area of the claims consists of older felsic volcanics uncomfortably overlain by Temiskaming sediments along an E-W faulted and folded strike with north dips. Older felsic volcanics have been dated in the region at 2711 Ma while the Temiskaming sediments are dated at 2688-2690 Ma. The felsic volcanics vary from rhyolites to dacites and consist of flows, lapilli tuffs and various fragmentals. The Temiskaming sediments vary from pebble conglomerates greywackes and wackes with minor argillaceous units. Several holes have been drilled by previous exploration companies which describe intrusives of felsic to intermediate composition within the sediments and references to quartz-feldspar-porphyry (QFP) felsic flows within the sediments. Late diabase dykes crosscut all units. Faulting of contacts is widespread both brittle and ductile and controls much of the mineralization and alteration along E-W and NE orientations. Late NW faulting has offset mineralization in several areas.

The Montrose Property is contiguous with the former producing Stairs Mine property where widespread alteration, generally within sediments, occurs proximal to felsic volcanic contacts. Alteration consists of wide zones of carbonate/pyrite alteration +/- silicification and can obtain widths up to 100-200 m with more intense internal zones of sericite alteration and green mica alteration within the broad carbonate alteration. Gold values are found most commonly with quartz ankerite veins but can also occur in massive sulphide veins, chromic-pyrite veins and sericite alteration.

The Stairs Mine Property was explored from 1909 to 1964 by several groups including Sherwood Gold Mines, Sylvanite Gold Mines, Riocanex and Stairs Exploration and Mining Company. From 1964-66, Stairs Exploration developed a 700 foot shaft and completed 6,226 feet of lateral development on five levels. Production from a small gravity mill recovered 2,764 oz Au and 1,318 oz Ag from 11,952 tons milled. In 1983, a further 266 oz Au was recovered from 2,700 tons of tailings. The OGS states a "current reserve of 41 ,000t @ 30.2 g/t Au with a probable reserve of 81,000 t @ 8.57 g/t Au" (EMRC-1986 and non current 43-101 compliant).

This easternmost portion of the Stairs Mine Property which is contiguous with Explor's Montrose property has been extensively explored and includes the Pope vein which was partially mined and also contains the C zone, G-9, Marcasite and Chromic veins which were not developed. The area is 600 m in length and alteration reaches >200 metres in thickness with widespread gold values.

In July 2010, Explor completed a 3300 meter diamond drill exploration program consisting of 6 diamond drill holes. The drilling to date has found very strong alteration package similar to the Stairs and Pamour/Dome Mine environment. Although the geology is similar to that found at the Pamour Mine in Timmins, assays results were disappointing. Explor is currently evaluating what we will do with this property.

PG 101 (ONTARIO)

In December 2008, the Company has entered into an option agreement to acquire a 50% interest in a 101 mineral claims package totalling 1626 hectares, situated in Holloway and Marriott

Townships in the Larder Lake Mining Division, District of Cochrane, Province of Ontario, known as the PG 101 Gold Property. To acquire this 50 % interest, the Company has already made payments of \$150,000 and issued 600,000 common shares. Explor still has to pay the balance of \$150,000 CDN and issue 400,000 common shares to complete the payment required over the 3 year option period and then Explor will be vested a 50% interest in the PG 101 Gold Property. Explor has the right at any time to increase its interest to 70% by the payment of \$1,000,000 CDN to the Optionor. The Optionor has retained a 2.0% NSR in the property.

In May 2009, the Company entered into an option agreement to acquire a 100 % interest in 25 additional units (2 claims) situated in the Marriott Township in the Larder Lake Mining Division, District of Cochrane, Province of Ontario. In consideration of this acquisition, the Company paid \$10,000 at signature and issued 200,000 common shares and Explor will still have to pay \$20,000 and issue 200,000 common shares over a two-year period to acquire a 100 % interest in the addition PG 101 claims. The Optionor has retained a 2% NSR in the Property.

In May 2009, the Company entered into another option agreement to acquire a 100 % interest in 22 additional units (2 claims) situated in the Holloway Township in the Larder Lake Mining Division, District of Cochrane, Province of Ontario. In consideration for this acquisition, the Company has paid \$10,000 at signature and issued 300,000 common shares and during the last quarter, Explor paid an amount of \$20,000 and issued 200,000 common shares at the date of the first anniversary to acquire a 100% interest in the property. The Optionor has retained a 2% NSR in the Property.

The PG 101 Property is adjacent to the eastern boundary of St. Andrew Goldfields' former producing Holt Mine Property and only a few kilometers east of their Holloway Mine property. Historic production (1988-2004) from the Holt (McDermott) Mine totals 8.18 millions tons at a grade of 0.162 opt Au¹ (7.42 million tonnes @ 5.6 gpt Au). Measured and indicated resources reported in 2006 for the Holt Mine are 2.99 million tonnes at a grade of 7.3 gpt Au². Production at the Holloway Mine to 2004 is reported as 4.73 million tons at a grade of 0.166 opt Au¹ (4.29 million tonnes @ 5.7gpt Au). Measured and indicated resources reported in 2006 for the Holloway Mine are 1.04 million tonnes at a grade of 7.8 gpt Au². Several other smaller deposits in the Harker-Holloway gold camp and in the vicinity of the PG 101 Property include the Buffonta, Mattawasaga and East Zone deposits.

¹ Historic production figures were obtained from the Ontario MNDM website (www.mndm.gov.on.ca). The original imperial tons and ounce per ton (opt) grades are quoted and the equivalent metric tonnes and grams per tonne (gpt) grades indicated in parentheses.

² Resources for St. Andrew Goldfield's Holt and Holloway Mines are quoted form St. Andrew Goldfield's website (www.standrewgoldfields.com) and the company's NI 43-101 Compliant Technical Report dated October 2, 2006. Only Measured and Indicated Resources are quoted. Inferred Resources have not been quoted.

The PG 101 Property is underlain by the same succession of mafic volcanic flows, breccias, and tuffs that host the known gold deposits of the area. These volcanic rocks are cut by ENE trending faults that splay from the Destor-Porcupine fault zone ("DPFZ"). The DPFZ is a major deformation zone that crosses along the north boundary of the PG 101 claims in Marriott

Township. Proximity to the DPFZ, the Kirkland-Larder Lake Break and other similar regional faults are characteristic of significant gold deposits of the Eastern Abitibi greenstone belt.

The drill program targeted a historic IP survey that was completed in 1991 by Teck Exploration testing areas where there appeared to be gaps in the previous drilling. Hole PG101-09-01 tested a strong IP anomaly in the area of a regional east northeast trending graphitic shear. Hole PG101-09-02 was drilled on the same structure 400 meters to the southwest. Numerous targets remain to be tested (Press Release Dec. 17, 2008).

Hole PG101-09-01 returned an intersection of 52.01 g/tonne gold over a core length of 3.0 meters (equivalent to 1.843 oz/ton over 9.84 feet) in an altered high iron basalt with quartz carbonate veining as well as several other intersections presented in the following table. Hole PG101-09-02 did not return any significant assays. The assays in the following table are only those that assayed above 1.0 g/tonne gold. The following fire assay results as determined Techni-lab of Ste-Germaine de Boule, Quebec and Laboratoire Expert of Rouyn-Noranda, Quebec:

<u>Hole #</u>		<u>From</u>	<u>To</u>	<u>Interval</u>		<u>Gold</u>	
		(m)	(m)	(m)	(ft)	(g/tonne)	(oz/ton)
09-01	Zone 1	91.3	92.0	0.7	2.30	3.10	0.110
	Zone 2	93.5	94.2	0.7	2.30	1.93	0.068
	Zone 3*	122.0	125.0	3.0	9.84	52.01	1.843
	Zone 4**	132.5	134.75	2.25	7.38	1.95	0.069
09-04	Zone 1	46.10	47.25	1.15	3.77	2.64	0.081
	Zone 2	62.0	63.5	1.5	4.92	1.03	0.032
09-07	Zone 1	121.35	121.65	0.30	0.98	4.48	0.137
	Zone 2	188.0	189.0	1.0	3.28	1.13	0.035
09-03	Anomalous gold values from 103 to 192 meters						
09-05	Anomalous gold values from 122 to 163 meters						
09-06	Anomalous gold values from 104 to 142 meters						

* This interval of 52.01 gpt over 3.0m includes 83.87 gpt/1.0m, 52.83 gpt/1.3m and 4.97gpt/0.7m The sample interval from 122.0 to 123.0 m contained numerous small grains of Visible Gold (VG)

** This interval of 1.95 gpt over 2.25m includes 1.66 gpt/1.5m and 2.54gpt/0.75m

Two sets of check assays have confirmed these results. The results as reported are core length; true width has yet to be determined.

Assays were conducted on sawn NQ sized half-core sections. Further drilling is required before the true width of the reported intersection can be determined. The saw blade is routinely cleaned between samples when visible gold is noted during logging and sampling of the drill core. Assays were conducted by Techni-lab of Ste-Germaine de Boulé, Quebec and by Laboratoire Expert of Rouyn-Noranda, Quebec using standard fire assay on a 30-gram (one assay tonne) sample with a gravimetric finish procedure. Standard, blanks and check assays were included at regular intervals in each sample batch. Gold standards were prepared by CDN Resource Laboratories Ltd.

Explor has completed an analysis of the geology using all the drill holes completed to date by Explor. This analysis has been used to determine the projection of mineralization to surface. Surface stripping has been completed and revealed an altered zone north of Hole #5. Sampling has revealed anomalous values of gold. Phase III was completed in October and consisted of two surface trenches and 3 additional drill holes for 1,016 meters in the area of previously reported hole # PG101-09-01. The trenching was designed to expose bedrock in the area of the drilling for structural interpretations. This drill program was designed to be drilled from the southeast to the northwest to better define the geometry of the mineralization.

The trenching program exposed bedrock 50 meters in front of hole PG101-09-06 (Trench #1) and 15 meters behind hole PG101-09-05 (Trench #2). Sampling and mapping of the exposures were limited due to the depth of the overburden with Trench #1 containing fairly fresh mafic volcanic. Trench 2 exposed a strongly carbonitized unit that was weathered to a rusty brown color with 5% to 8% narrow quartz-carbonate veining. The samples taken returned no significant gold values.

The drill program was designed to test the strike and dip of the mineralization that was encountered in the initial drilling by Explor Resources and stated in our press release of March 25, 2009. Hole # PG101-09-01 returned an intersection of 52.01 g/tonne gold over a core length of 3.0 meters equivalent to (1.843 oz/ton over 9.84 feet) in an altered high iron basalt with quartz carbonate veining. The drilling was designed to scissor the Phase II drilling but was offset to the east due to a very prominent rock outcrop that restricted the placement of the drill. All holes intersected the favorable mineralization approximately 200 meters down hole. The same mineralized high iron basalt with quartz-carbonate veining adjacent to and lying on the north side of a major graphitic shear is present in all holes. Assays are pending for the present program.

A rudimentary model of the drilling results to date as well as the geology has been completed. The Phase 2 drilling did not intersect the high grade mineralization intersected in Hole PG101-09-01 but when anomalous values above 0.1 gpt Au are plotted there is a distinct steep southerly plunge to the mineralization. Stratigraphy was relatively consistent from hole to hole in this program.

The trenching program did not return anomalous assay results and was of limited extent due to the depth of the overburden. The North Trench demonstrated that there is more extensive alteration to the north of Hole PG101-09-05, it is strongly carbonitized and structurally

demonstrating at least three foliation directions. All trenches have been backfilled to previous topographic levels.

The results from the drilling indicate that the strike-slip structures that are at or near the contact between Iron-Rich and Magnesium-Rich basalts and contain graphitic material have a high potential for gold mineralization. Located along strike to the southwest are several other areas where a cross fault intersects the southwest trending structure on claims 4245992 and 980289.

Within the northern area of the property there are numerous reported strike-slip fault structures that are along strike from the Holt Mine of St. Andrew Goldfields that would constitute an area of interest.

Explor has recently completed 80 kilometers of line cutting and geophysics on the southwestern portion of the property consisting of (mag and VLF) in hilly and mountainous area where it appears that cross faults intersect the southwest trending geological structure. The favorable geophysical results have caused Explor to reprioritize PG-101 as representing a significant opportunity. Selective IP surveys have been completed to select drill targets.

Of note St-Andrew Goldfields Ltd. is drilling on their ground contiguous to where we are conducting a geophysical survey.

TIMMINS PORCUPINE WEST (ONTARIO)

In July 2009, the Company entered into an option agreement pursuant to which it will acquire a 100% interest in 106 claims situated in the Bristol and Ogden Townships located in the famous Timmins-Porcupine mining camp within proximity to past and existing producers. Explor paid \$50,000 at signature and issued 1,000,000 common shares and the Company will still have to pay a total of \$60,000 CDN and issue 4,000,000 common shares over a 2 year period for an Option to acquire a 100% interest in the Timmins Porcupine West Gold Property. The Property is subject to a 3 % NSR.

In May 2010, the Company entered into an option agreement pursuant to which it acquired a 100% interest in one (1) claim (4 units) situated in the Ogden Township. To acquire a 100% interest in the additional claim in the Timmins Porcupine Property, Explor paid CDN \$5,000 at signature and issued 50,000 common shares. The vendors have retained a 2% NSR in the property.

In September 2010, the Company entered into an option agreement pursuant to which it will acquire a 100% interest in 75 additional units (13 claims) located in the Bristol and Ogden Townships. To acquire a 100% interest in the additional claims, Explor will pay \$100,000 and issue 2,000,000 common shares over a period of two years. The property is subject to a 2% NSR in favor of a former owner.

The Timmins Porcupine West Property consists of 185 unpatented mining units located in the Bristol and Ogden Townships in the Timmins-Porcupine Mining Camp for a total 3,000 hectares as shown on the attached property map. The property is contiguous with West Timmins Mining

Inc. (WTM) where WTM intersected 83.40 meters (273.55 feet) grading 12.75 g/t (0.37 oz/t) on their property. (WTM Press Release June 24, 2009) The highway 101 bisects the property and provides access from the city of Timmins located 13 km to the east.

The property has been explored since 1927 by numerous ground geophysical surveys and diamond drilling of up to 111 holes. In 1984, Dome Exploration discovered and delineated a gold mineralized zone that is approximately 350 meters long and 45 meters wide. The zone strikes east northeast and dips to the north at 70 to 80 degrees. Drill programs by Teck Corporation, Cameco Gold and Tom Exploration Inc., have extended the mineralization to 350 meters of depth. The gold mineralization to date appears to be associated with a major porphyry unit.

The most significant deposits in Timmins are spatially associated with porphyry units that are in proximity to the Porcupine Destor Fault. The deposits appear to be also associated with splay faults that trend off to the North of the Porcupine Destor fault inside an interpreted splay fault corridor as shown on the attached plan.

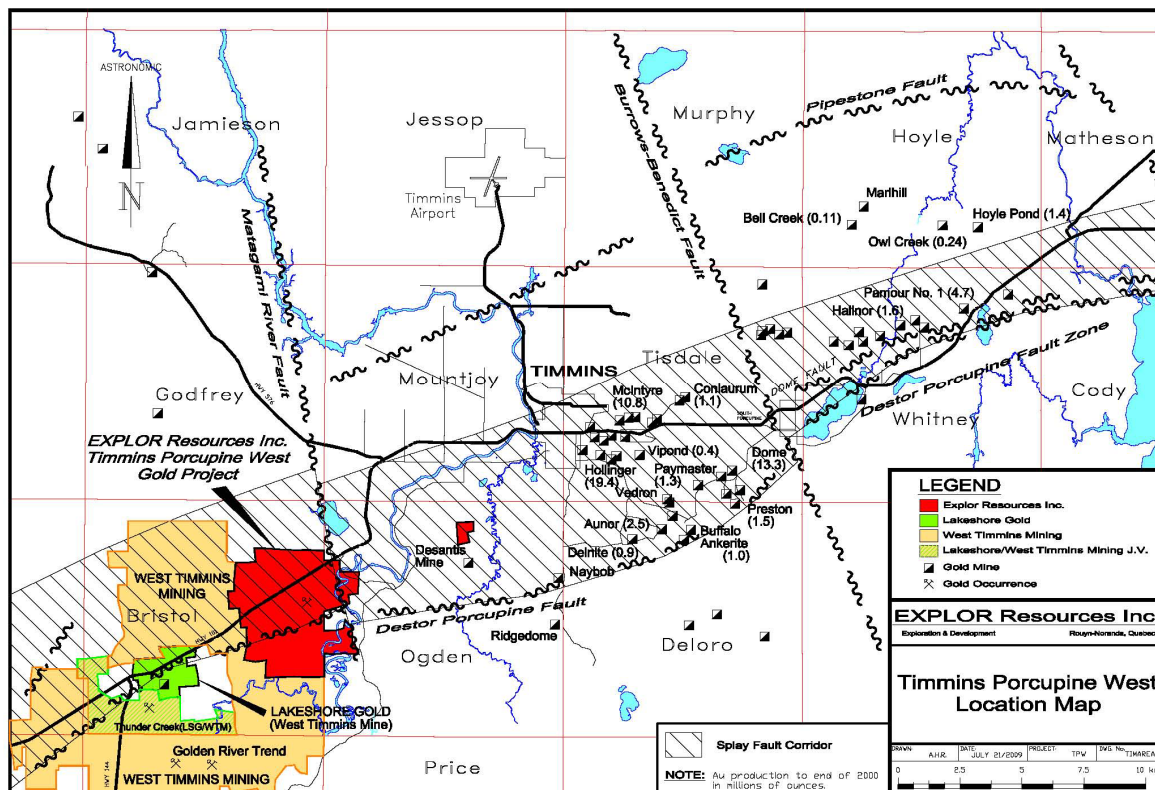
The Timmins Porcupine West Project has as a Target Model “The Hollinger-McIntyre-Coniaurum System.” The Hollinger-McIntyre-Coniaurum (HMC) System has produced a total of over 30 million oz of gold is spatially associated with the Pearl Lake Porphyry. The high-grade gold bearing quartz veins which hosted the bulk of the gold at the HMC occurred in the adjacent mafic volcanics, located outboard from the porphyry itself.

The existing historical data has been used to create a 3D litho and mineralization model which has generate high quality deep drill targets from the significant shallow gold mineralization inside the splay fault corridor favourable rock package.

The modelling confirms the association of gold mineralization with Quartz feldspar (QFP) and syenite porphyry, found at both the Lakeshore and West Timmins Properties. The modelling has revealed a geo-synclinal structure with a north and south limb with the majority of the drilling to date has been focused on the south limb of the geo-syncline in two mineralized zones. The “A” Zone identified through modelling strikes east northeast and dips to the north at 70 to 80 degrees. The drilling has confirms the association of gold mineralization with Quartz feldspar (QFP) and syenite porphyry, found at both the Lakeshore and West Timmins Properties. Five mineralized zones designated “A” thru “E” have been identified. The larger zones of mineralization display a strong spatial relationship with proximity to syenite intrusive rocks and high Fe-tholeitic volcanic rocks. The model may be viewed on our website: www.explorresources.com.

Our current interpretation is that the syenite porphyry intruded a dilatant zone developed at the intersection of the Porcupine-Destor and South Limb faults. These faults developed along high Fe-tholeiitic metavolcano-sedimentary contacts that provided the necessary Fe to precipitate sulphide mineralization during hydrothermal activity. Along the south limb of the geo-syncline, the high Fe-tholeitic volcanic horizon is often present only as remnant xenolithic or fault megablocks due to disruption by the South Limb fault and intrusions of QFP and syenite porphyry. There is well demonstrated continuity of the high Fe-tholeitic volcanic horizon on the north limb however, to date only minor occurrences of syenite intrusive have been intersected on the north limb.

The structural environment is favourable for large bodies of syenite to have intruded further at depth. The intersections of the major faults and the contacts of the favourable high Fe-tholeiitic volcanic host rocks especially near the synclinal fold hinge provide the best target areas.



In total 36 holes have been completed to date by Explor on the Timmins Porcupine West Project, 13 of these were drilled initially to test the “A” zone gold mineralization. The remaining (23) twenty-three holes tested the strike extension of the “A” zone and other high grade targets on the property.

The results of the first 30 holes are as follows:

<u>Hole #</u>	<u>From</u> (m)	<u>To</u> (m)	<u>Interval</u>		<u>Gold</u>	
			(m)	(ft)	(g/tonne)	(oz/ton)
Hole # 1	542.0	543.5	1.5	4.92	1.29	0.036
	560.5	561.0	0.5	1.64	1.01	0.031
	613.5	614.0	0.5	1.64	2.49	0.072
	689.0	689.9	0.9	2.96	1.19	0.035
	704.5	705.5	1.0	3.28	2.19	0.064
	705.5	706.5	1.0	3.28	1.47	0.044
	788.0	789.5	1.5	4.92	1.34	0.039

Hole #	From	To	Interval		Gold	
	(m)	(m)	(m)	(ft)	(g/tonne)	(oz/ton)
Hole #2	803.0	804.1	1.1	3.61	1.02	0.029
	371.0	371.7	0.7	2.30	2.52	0.073
	589.95	591.45	1.5	4.92	1.12	0.032
	618.0	618.6	0.6	1.97	3.89	0.111
	675.15	676.75	1.6	5.25	1.09	0.032
	692.0	693.50	1.5	4.92	1.33	0.038
	697.0	698.0	1.0	3.28	1.35	0.039
	731.0	732.5	1.5	4.92	1.39	0.041
	762.5	764.0	1.5	4.92	4.57	0.131
	764.0	765.5	1.5	4.92	1.93	0.055
Hole #3	798.5	799.0	0.5	1.64	1.25	0.036
	425.0	426.0	1.0	3.28	2.13	0.062
	588.5	589.7	1.2	3.61	1.08	0.031
	666.5	668.0	1.5	4.92	3.82	0.111
Hole #4	761.0	762.6	1.6	5.25	2.65	0.077
	110.0	111.5	1.5	4.92	2.36	0.068
	227.0	228.5	1.5	4.92	1.38	0.041
Hole #5	372.5	374.0	1.5	4.92	1.29	0.038
	564.15	564.85	0.7	1.61	6.10	0.178
	695.2	696.0	0.8	2.62	1.54	0.045
	845.0	845.9	0.9	2.95	3.98	0.114
	940.1	941.0	0.9	2.95	1.32	0.039
	982.8	983.6	0.8	2.62	1.17	0.034
	989.0	990.5	1.5	4.92	1.16	0.033
Hole #6	1026.5	1028.0	1.5	4.92	1.16	0.033
	1186.2	1186.7	0.5	1.64	1.30	0.038
	470.0	470.5	0.5	1.64	1.64	0.048
	483.4	484.1	0.7	2.30	1.01	0.029
	594.5	596.0	1.5	4.92	2.06	0.058
	710.0	711.5	1.5	4.92	2.52	0.073
	742.5	743.0	0.5	1.64	21.39*	0.620
	763.5	764.0	0.5	1.64	4.59	0.134
	780.3	780.6	0.5	1.64	4.11	0.120
	782.0	783.5	1.5	4.92	13.37*	0.391
Hole #7	784.9	786.2	1.3	4.26	2.98	0.088
	1110.25	1110.9	0.65	2.13	1.99	0.058
	1113.5	1114.0	0.5	1.64	1.37	0.040
	453.0	454.0	1.0	3.28	1.161	0.041
	845.9	846.9	1.0	3.28	2.569	0.091
	917.4	918.4	1.0	3.28	1.089	0.038
	1009.05	1009.6	0.55	1.80	2.817	0.099
1012.2	1013.0	0.8	2.62	1.093	0.039	
1264.0	1265.0	1.0	3.28	1.227	0.043	
1530.4	1531.0	0.60	1.97	1.773	0.063	

Hole #	From	To	Interval		Gold	
	(m)	(m)	(m)	(ft)	(g/tonne)	(oz/ton)
Hole #8	1531.0	1532.2	1.2	3.93	1.368	0.048
	1536.2	1537.5	1.3	4.27	1.426	0.050
	1587.5	1589.0	1.5	4.92	3.63	0.128
	453.0	454.0	1.0	3.28	1.161	0.041
	295.2	296.7	1.50	4.92	1.509	0.053
	580.5	581.2	0.70	2.30	2.562	0.090
	614.7	615.9	1.20	3.93	1.751	0.062
	645.0	646.5	1.50	4.92	1.169	0.041
	648.0	649.5	1.50	4.92	1.407	0.050
	665.2	666.0	0.80	2.62	5.973	0.211
	673.2	674.15	0.95	3.12	2.644	0.093
	765.0	766.5	1.50	4.92	1.343	0.047
	974.5	975.0	0.50	1.64	1.467	0.052
	1077.6	1078.6	1.00	3.28	2.903	0.103
Hole #9	1434.7	1435.8	1.10	3.61	1.360	0.048
	207.3	208.4	1.10	3.61	1.578	0.056
	267.8	268.3	0.50	1.64	14.23	0.502
	409.2	409.9	0.70	2.30	1.296	0.046
	495.5	496.0	0.50	1.64	3.534	0.125
	654.55	655.75	1.25	4.10	2.189	0.078
	666.0	667.5	1.50	4.92	2.993	0.106
	679.5	690.65	11.15	36.58	5.38	0.190
Hole #10	1114.0	1114.5	0.50	1.64	1.022	0.036
	407.0	408.5	1.50	4.92	1.130	0.040
	443.0	444.5	1.50	4.92	1.724	0.061
	470.0	471.3	1.30	4.26	1.406	0.050
	530.9	532.0	1.10	3.61	1.665	0.059
	532.0	533.0	1.00	3.28	1.291	0.046
	574.0	575.3	1.30	4.26	1.178	0.042
	780.2	781.2	1.00	3.28	2.695	0.095
	881.0	882.5	1.50	4.92	2.723	0.096
	884.0	885.5	1.50	4.92	1.448	0.051
	885.5	887.0	1.50	4.92	2.354	0.083
	888.5	890.0	1.50	4.92	1.872	0.066
Hole #11	928.7	929.8	1.10	3.61	11.280	0.400
	764.5	765.8	1.30	4.26	2.128	0.075
	780.5	781.8	1.30	4.26	1.218	0.043
	843.1	844.1	1.00	3.28	3.499	0.124
	922.1	923.6	1.50	4.26	1.359	0.048
	932.9	934.0	1.10	3.61	1.260	0.045
	941.0	943.0	2.00	6.56	3.217	0.114
	959.5	960.7	1.20	3.94	1.509	0.054
	969.4	970.4	1.00	3.28	1.476	0.052
	1012.2	1013.5	1.30	4.26	7.080	0.251

Hole #	From	To	Interval		Gold	
	(m)	(m)	(m)	(ft)	(g/tonne)	(oz/ton)
Hole #12	1154.0	1155.5	1.50	4.92	1,018	0.036
	1291.8	1293.6	1.80	5.90	1.813	0.064
	1428.5	1430.0	1.50	4.92	1.010	0.036
	485.0	486.5	1.50	4.92	1.192	0.042
	494.5	495.5	1.00	3.28	2.734	0.097
	593.4	594.6	1.20	3.94	13.34	0.473
	621.5	623.0	1.50	4.92	1.253	0.044
	651.8	652.9	1.10	3.61	1.771	0.063
	862.6	683.7	1.10	3.61	18.99	0.671
	691.0	692.0	1.00	3.28	1.430	0.051
	718.2	719.6	1.40	4.59	2.420	0.086
Hole #13	722.0	723.3	1.30	4.26	3.768	0.134
	1110.5	1112.0	1.50	4.92	7.996	0.280
	779.0	780.5	1.50	4.92	1.960	0.069
	837.4	838.7	1.30	4.26	2.069	0.073
	965.0	966.2	1.20	3.94	7.970	0.280
	1261.4	1262.4	1.00	3.26	1.804	0.064
	1263.7	1265.0	1.30	4.26	1.781	0.063
	1267.1	1268.0	0.90	2.95	1.427	0.051
	1303.3	1304.5	1.20	3.94	2.523	0.089
	1314.7	1315.6	0.90	2.95	1.106	0.039
	1491.3	1492.5	1.20	3.94	1.889	0.067
Hole #14	203.0	203.5	0.50	1.64	1.647	0.058
	253.5	254.0	0.50	1.64	1.886	0.067
	269.5	269.8	0.30	0.98	1.786	0.063
Hole #15	45.0	46.0	1.00	3.28	1.433	0.051
	206.8	207.3	0.50	1.64	4.854	0.172
	268.2	268.8	0.60	1.97	6.482	0.230
	289.0	292.0	3.00	9.84	3.520	0.125
Hole #16	185.0	186.0	1.00	3.38	1.747	0.062
	216.5	217.0	0.50	1.64	2.483	0.088
	223.5	224.0	0.50	1.64	2.630	0.093
Hole #17	156.8	157.3	0.50	1.64	7.710	0.273
	166.7	167.4	0.70	2.30	2.057	0.073
	214.0	215.0	1.00	3.28	1.229	0.044
	234.3	235.0	0.70	2.30	4.512	0.160
	244.0	244.5	0.50	1.64	1.818	0.064
Hole #18	396.6	397.1	0.50	1.64	2.595	0.092
	155.5	156.5	1.00	3.38	1.446	0.051
	181.0	181.9	0.90	2.95	1.041	0.037
	220.0	222.0	2.00	6.56	2.456	0.087
Hole #19	44.0	45.0	1.00	3.28	7.717	0.273
	145.2	145.7	0.50	1.64	2.371	0.084
	176.4	177.0	0.60	1.97	2.989	0.106
	339.5	340.0	0.50	1.64	14.435	0.511
	395.7	396.4	0.70	2.30	1.528	0.054

Hole #	From	To	Interval		Gold		
	(m)	(m)	(m)	(ft)	(g/tonne)	(oz/ton)	
Hole #20	65.5	67.7	2.20	7.22	2.703	0.096	
	154.0	155.3	1.30	4.26	3.955	0.140	
	334.0	334.5	0.50	1.64	3.705	0.131	
Hole #21	41.8	42.5	0.70	2.30	3.393	0.120	
	221.8	222.6	0.80	2.62	3.878	0.137	
	290.6	291.2	0.60	1.97	1.656	0.059	
	489.5	494.0	5.50	18.05	8.453	0.299	
Hole #22	128.0	129.0	1.00	3.28	1.835	0.065	
	244.0	245.0	1.00	3.28	5.624	0.199	
	249.5	250.5	1.00	3.28	2.036	0.072	
	340.4	341.1	0.70	2.30	2.096	0.074	
	364.0	366.0	2.00	6.56	2.362	0.084	
	369.0	370.0	1.00	3.28	1.345	0.048	
	388.0	389.0	1.00	3.28	1.878	0.066	
	392.0	393.0	1.00	3.28	3.255	0.115	
	434.0	435.0	1.00	3.28	1.163	0.041	
	Hole #23	171.0	171.7	0.70	2.30	1.295	0.046
		216.2	216.8	0.60	1.97	2.917	0.103
220.0		224.0	4.00	13.12	30.558	1.083	
265.0		266.0	1.00	3.28	1.446	0.051	
339.8		340.5	0.70	2.30	2.711	0.096	
357.7		360.0	2.30	7.55	1.587	0.056	
375.0		378.6	3.80	12.47	2.847	0.101	
Hole #24	93.5	95.0	1.50	4.22	1.432	0.051	
	97.0	98.0	1.00	3.28	1.753	0.062	
	109.5	110.5	1.00	3.28	2.806	0.099	
	187.7	189.5	1.80	5.91	4.193	0.149	
	190.2	190.8	0.70	2.30	2.972	0.105	
	214.8	217.2	2.40	7.87	5.445	0.193	
	221.0	222.0	1.00	3.28	1.159	0.041	
	227.5	228.5	1.00	3.28	2.298	0.081	
	237.0	238.0	1.00	3.28	1.033	0.037	
	241.0	241.8	0.80	2.63	1.784	0.063	
	242.7	243.7	1.00	3.28	1.354	0.048	
Hole #25	266.0	266.5	0.50	1.64	1.441	0.051	
Hole #26	40.0	41.5	1.50	4.92	2.059	0.073	
	81.0	82.0	1.00	3.28	1.611	0.057	
	98.0	99.0	1.00	3.28	2.050	0.073	
	200.9	205.0	4.10	13.45	5.108	0.181	
	301.5	302.0	0.50	1.64	1.441	0.051	
Hole #27	403.0	403.5	0.50	1.64	1.220	0.043	
	61.7	63.5	1.70	5.58	3.708	0.131	
	78.0	78.8	0.80	2.63	1.453	0.051	
	124.0	124.7	0.70	2.30	7.782	0.276	
Hole #28	141.0	142.0	1.00	3.28	1.325	0.047	
	561.0	562.0	1.00	3.28	1.021	0.030	
	650.5	651.5	1.00	3.28	8.780	0.256	
	705.0	706.0	1.00	3.28	1.028	0.030	

<u>Hole #</u>	<u>From</u>		<u>To</u>		<u>Interval</u>		<u>Gold</u>	
	(m)	(m)	(m)	(ft)	(g/tonne)	(oz/ton)		
Hole #29	753.0	754.0	1.00	3.28	5.540	0.162		
	758.0	759.0	1.00	3.28	1.355	0.040		
	760.0	761.0	1.00	3.28	1.419	0.041		
	281.3	282.3	1.00	3.28	4.538	0.132		
	328.5	329.2	0.70	2.29	1.661	0.049		
	503.0	504.0	1.00	3.28	1.406	0.041		
	529.1	534.0	4.90	16.08	4.112	0.120		
	538.5	541.0	2.50	8.21	4.152	0.121		
	579.8	580.4	0.60	1.97	6.030	0.176		
Hole #30**	656.0	657.0	1.00	3.28	1.471	0.043		
	726.0	738.0	11.00	36.09	9.215	0.269		
	742.0	744.5	2.50	8.20	1.607	0.047		

Notes:

*VG has been observed in these intersections.

** 1) The 11.0 meter intersection of 9.215 g/tonne includes a high grade interval between 730.0 and 734.1 grading 23.69 g/tonne over 4.1 meters.

A series of 4 holes (Line #1) were drilled perpendicular to the structure and spaced at approximately 300 meter spacing to intersect and confirm the existence of the mineralized structure at or below 400 meters of vertical depth. A second series of 4 holes were drilled on line #2 approximately 300 meters to the north of line #1 to intersect the mineralized zone between 600 and 1000 meters of vertical depth. A partial summary of the results is as follows:

Diamond Drill Hole #8 was initially drilled 300 meters to the west of Hole #1 on line #1 to test the westerly extension of the structure. At the time this hole was drilled it added 300 meters to the strike length of the mineralization. With this hole the mineralized structure has been confirmed for over 1200 meters of strike length at a vertical depth from 400 to 600 meters. The deepening of the hole was to determine if mineralization extended to depth. This was confirmed.

Diamond Drill Hole #9 was designed to test the “B” Zone at a shallow depth. It was drilled at approximately 585 meters to the west of Hole #8. This hole intersected 4 mineralized zones. One of the mineralized zones intersected was 5.5 meters in width with a vein in the zone with a grade of 14.23 grams/tonne over 0.5 meters. This hole was deepened in this round of diamond drilling to test for the extension of the “A” zone at depth. This was confirmed, with a grade and width of **5.38 g/tonne Au over 11.15 meters**. This included an intersection of 22.63 g/tonne Au over 1.45 meters. This intersection of the “A” zone has increased the **strike length of the gold mineralization to over 1975 meters**. The structure remains open along strike and at depth.

Diamond Drill Hole #10 was drilled behind and under Hole #4 on line #2 to test the eastern and depth extension of the mineralization. The mineralization was confirmed to be still open at depth on strike to the east.

Diamond Drill Hole #11 was drilled behind and under Hole #1 on line #2 to test the depth extension of the mineralization. The mineralization was confirmed to be open at depth.

Diamond Drill Hole #12 was drilled 50 meters to the west of Hole #6 on line #1 to test for continuity and determine if an increase in grade and au mineralization could be observed as drilling progressed to the west. This has been confirmed.

Diamond Drill Hole #13 was drilled on line #2 to the west of Hole #11 under and behind hole #8 to test the depth extension of the mineralization. The mineralization was confirmed to be open on strike to the west and at depth.

Diamond Drill Holes #14 to #18 were drilled to test the continuity of the mineralization near the Drill Hole #BRS01-06 that was drilled by Cameco in 2001. The mineralization was confirmed, and the structure remains open on strike and at depth.

Diamond Drill Hole #19 was drilled behind and under Cameco Hole #BRS01-08 that was drilled in 2001 to test the depth extension of the mineralization. The mineralization was confirmed to be open at depth.

Diamond Drill Hole #20 was drilled behind and under Cameco Hole #BRS02-16 to test the depth extension of the mineralization. The mineralization was confirmed to be open at depth.

Diamond Drill Hole #21 and Hole #22 were drilled behind and under Dome Exploration Hole #246-38X that was drilled in the early 1980's to confirm the depth extension of the mineralization. The mineralization was confirmed to be open at depth.

Diamond Drill Hole #23 was drilled behind and under Cameco Hole #BRS00-02 that was drilled in 2000 to test the depth extension of the mineralization. The mineralization was confirmed, and the structure remains open on strike and at depth.

Diamond Drill Hole #24 was drilled behind and under Dome Exploration 246-51 that was drilled in the early 1980's to test the depth extension of the mineralization. The mineralization was confirmed to be open at depth.

Diamond Drill Hole #25 was drilled behind and under Cameco Hole #BRS02-11 to test the depth extension of the mineralization. The mineralization was confirmed to be open at depth.

Diamond Drill Hole #26 was drilled behind and under Cameco #BRS02-12 that was drilled in 2002 to confirm the depth extension of the mineralization. The mineralization was confirmed to be open at depth.

Diamond Drill Hole #27 was drilled behind and under Cameco #BRS02-18 that was drilled in 2002 to confirm the depth extension of the mineralization. The mineralization was confirmed to be open at depth.

Diamond Drill Hole #28 was drilled behind Explor Hole No. TPW-10-12 and was designed to test the high grade mineralization that was encountered in Hole #12. The mineralization was confirmed, and the structure remains open on strike and at depth.

Diamond Drill Hole #29 was drilled behind Explor's Hole No. TPW-10-21 and was designed to test if the mineralization was continuous under Hole #21. The mineralization was confirmed to be open at depth.

Diamond Drill Hole #10-30 was drilled 50 meters to the west of Explor's Hole #10-09 and was designed to test the westerly extension of the structure. Hole #10-09 intersected **11.15 meters of 5.38 g/tonne** (press release September 15, 2010) while Hole #10-30 intersected **11.0 meters of 9.22 g/tonne**. The mineralization was confirmed to be open to the west and at depth.

In April 2010, Explor started a 20,000 diamond drill program. The most recently completed diamond drilling program has successfully confirmed the model and the gold bearing mineralized structure for over 900 meters of strike length at a vertical depth from 400 to 600 meters. It is currently open on strike and at depth (Press release dated March 04, 2010). The first phase of drilling was concentrated on the "A" Zone gold mineralization located on the south limb of the geo-syncline. The "A" Zone mineralization is one of five (5) mineralized zones identified on the property.

Explor has completed the Phase II Diamond Drilling program on this Property. To date, results have been announced on 30 holes. The drilling program has successfully confirmed the model announced in the September 11, 2009 press release. The first phase of drilling was concentrated on mineralized Zone "A" located on the south limb of the geo-syncline. Mineralized Zone "A" is one of five (5) mineralized zones identified on the property. A series of 8 holes were drilled perpendicular to the structure and spaced at approximately 300 meter intervals. These holes intersected the structure and confirmed that the mineralized zone is over 1200 meters in length and up to 1000 meters at depth. The structure is open along strike and at depth. Assays are pending on the balance of Phase II Exploration Program.

In October 2010 Explor started a Phase III diamond drill program. This program consisted of 10,000 meters of diamond drilling. The core of 6 holes that are part of the 10,000 meter drill program is currently being logged and assays are pending.

LAUNAY (QUEBEC)

In September 2006, the Company entered into an option agreement to obtain a 100% interest in five (5) claims of the Launay Property. To acquire such interest, the Company paid \$30,000 CDN and issued 250,000 common shares over a 3 year period. The vendor has retained a 2% NSR in the property.

In April 2007, the Company entered into a second option agreement to obtain a 100 % interest in 48 additional mineral claims situated in Launay Township, province of Quebec. To acquire the option, the Company paid \$10,000 and issued 500,000 common shares of the Company. The vendor has retained a 2.0% NSR in the property.

The Launay Property is located in the northern part of the Launay Township approximately 6 km from the town of Launay, Quebec. The property consists of 53 mining claims covering an area of approximately 2,249.46 hectares. Excellent access is provided by a logging road that connects the Launay-Guyenne road to the property approximately 4.5 km from the town of Launay.

The Company conducted a geophysical survey that indicated that the geological formations of the Royal Nickel deposit are also found on our property. We have found very impressive targets and we are planning a ten (10) holes diamond drilling program.

EAST BAY (QUEBEC)

In February 2007, the Company acquired sixteen (16) mineral claims situated in the Duparquet Township in the Rouyn-Noranda mining district, Province of Quebec. Explor has paid \$15,360 CDN to acquire a 100 % interest in the East Bay Property. The vendor has retained a 1% NSR in the Property.

In October 2007, the Company acquired 17 mining claims located in the Duparquet Township in the Rouyn-Noranda mining district, Province of Quebec. Explor issued 51,429 common shares at the signature of the agreement to acquire a 100% interest in the property. The vendor has retained a 2.0% NSR in the Property. These claims cover an area of 293.5 hectares and are contiguous to the East Bay Property.

In January 2008, the Company acquired 20 mining claims located in the Duparquet Township in the Rouyn-Noranda mining district, Province of Quebec. In consideration for this acquisition, Explor paid \$12,000 CDN and issued 125,000 common shares to acquire a 100% interest in the additional claims of the East Bay Property. The vendor has retained a 2.0% NSR in the Property.

In July 2009, the Company acquired 38 claims situated in the Duparquet Township in the Rouyn-Noranda mining district, Province of Quebec. In consideration for this acquisition, Explor paid \$20,000 CDN to acquire a 100% interest in the additional claims of the East Bay Property.

In October 2010, the Company acquired 14 mining claims located in the Duparquet and Hebecourt Townships, in the Rouyn-Noranda mining camp, Province of Quebec. Explor paid \$33,500 at signature to acquire a 100 % interest in the additional East Bay claims. The vendor has retained a 2% NSR in the property.

The East Bay Property is located in the western central part of Duparquet Township approximately 1.0 km west of the town of Duparquet, Quebec. Excellent access is provided by a paved road that connects the highway 101 from Matheson, Ontario to Rouyn-Noranda, Quebec to the property at approximately 2.0 km off the highway. The property covers an area of approximately 3,203.71 hectares along the Porcupine-Destor Fault zone. The most obvious topographical feature in the area is Beattie Island in Duparquet Lake.

Explor plans on conducting a two phase exploration program. The Company has completed a study and a complete compilation of work executed in the past. The first phase of lining cutting,

of magnetic survey and of VLF to determine the localization of structural targets is completed. Phase II of the exploration program will consist of diamond drilling the identified targets and is expected to be completed in the spring of 2011.

DESTOR (QUEBEC)

In February 2007, Explor entered into an agreement to acquire ten (10) mining claims situated in the Destor Township in the Rouyn-Noranda mining district, province of Quebec. As a consideration for this property, the Company paid \$5,000 CDN and issued 100,000 common shares and committed itself to realized work for \$200,000 prior to December 31, 2009 in order to acquire a 100 % interest in the Destor Property. The Company has been granted an extension by the vendor of the property but will have to incur \$220,000 in exploration expenses prior to December 2010 to complete its contractual obligations. In December 2010, the Company entered into an agreement with the vendor to obtain an extension of one year to complete the exploration work, i.e. until December 31, 2011. To obtain this extension, the Company will issue 50,000 units to the vendor. Each unit is composed one common share and one share purchase warrant valid for a period of 24 months that can be exercised at a price of \$0.60 per share. The agreement is subject to the approval of the TSX Venture Exchange. The vendors have retained a 2.5% NSR in the Property.

The Destor property is located in the central part of the Destor Township approximately 42 km north of Rouyn-Noranda, Quebec. Excellent access is provided by Highway 393 that traverses the northern part of the property and connects to the town of Duparquet, Quebec. The property covers approximately 279 hectares.

Explor has completed Phase I of the Exploration program which consisted of a VTEM survey, compilation and analysis of all existing public and private geological information. Structural targets have been determined and a 2500 meter diamond drill program is expected to commence in January 2011 once the ground is frozen and the property can be accessed.

NELLIGAN (QUEBEC)

In February 2007, Explor entered into an option agreement to acquire six mining claims situated in the Nelligan Township, in the mining district of Val-d'Or, Province of Quebec. As a consideration for this acquisition, the Company paid \$45,000 CDN and issued 400,000 common shares over a three year period for an option to acquire a 100 % interest in the Nelligan Property. The vendors have retained a 2.5% NSR in the property.

In March 2007, the Company entered into an option agreement to obtain a 100 % interest in sixteen (16) additional mining claims in the property. In consideration of this acquisition, Explor paid \$10,000 and issued 300,000 shares of the Company. The vendors have retained a 2.0 % NSR in the property.

The Nelligan Property is located in the eastern central part of Nelligan Township, approximately 20 km west of the town of Desmaraisville, Quebec. Excellent access is provided by a logging road that connects the Senneterre-Chibougamau highway 113 to the property at approximately 2

km off the highway. The property consists of 22 mining claims covering an area of approximately 1,198.49 hectares.

The Nelligan Exploration Project will be explored for Nickel-Cobalt. Previous historical work includes trenching by the Canadian Nickel Company (circa 1960-1970). The series of trenches by INCO revealed the presence of Mafic and Ultramafic rocks with Nickel mineralization. Grab samples with up to 10% Ni and 0.6% cobalt were obtained. A review of existing data revealed a strong linear and enechelon magnetic geophysical feature with an east-northeast trend.

Grab samples by Explor of up to 2.3% Ni were obtained. The structure was traced over a distance of 1.5 kilometres. The targets were located mostly on a 200 m spacing on an east-west structural trend.

The 2008 exploration program, which was completed in May 2008, consisted of a 3838 meters of NQ Core drilling. A total of 19 holes were completed. The drilling has indicated that overall the ultra mafic complex is weakly anomalous in Ni and carry locally heavy fine disseminated sulphide mineralization and locally highly anomalous concentrations of Nickel, Cobalt and Cu. The highlights of the drilling include the following two zones:

Nelligan Hole #10; highly anomalous Ni from 13 m to 103 m with Ni values ranging from 400 ppm to 2808 ppm. Anomalous Cobalt of up to 180 ppm were obtained.

Nelligan Hole #16: Highly anomalous Copper at 97.0 to 99.0 m with Copper grade of 1.487% over 2.0 meters.

DUPARQUET (QUEBEC)

In October 2007, the Company entered into two option agreements to acquire a total of seventeen (17) mining claims located in the Duparquet Township, in the Rouyn-Noranda mining district, Province of Quebec. In consideration of these acquisitions, the Company paid a total of \$8,000 and issued 190,000 common shares to acquire a 100 % interest in the Duparquet Property. The vendors have retained a 2.0% NSR in the property. This property covers an area of 262.69 and is contiguous to the East Bay Property.

The Duparquet Property is located in the western central part of Duparquet Township approximately 1.0 km west of the town of Duparquet, Quebec. Excellent access is provided by a paved road that connects the highway 101 from Matheson Ontario, to Rouyn-Noranda, Quebec to the property approximately 2.0 km off the highway. The most obvious topographical feature in the area is Beattie Island in Lac Duparquet. By combining the East Bay and Duparquet properties, Explor now has 1008.96 hectares in the Duparquet Township and has more than 3 km of property along the Porcupine-Destor fault in the Duparquet mining camp. The property is contiguous with the former Beattie/Donchester Mine.

Explor plans on conducting a two phase exploration program. Phase I is designed to better determine the location of the structural targets via magnetic and VLF geophysics. Phase II will consist of diamond drilling the identified target or targets.

MOOSE BROOK (NEW BRUNSWICK)

In January 2008, the Company acquired sixteen (16) mining claims totalling 250 hectares located in the Restigouche County, Province of New Brunswick. As consideration for this acquisition, the Company paid \$25,000 and will issue 200,000 common shares to acquire a 100 % interest in the property.

The Moose Brook copper Property is located in Restigouche County, near Mount Carleton Provincial Park, 1.0 kilometre north of Mount Villebon and 3.0 kilometres south of Highway 180 in the Province of New Brunswick. The property can be reached from Bathurst via Highway 180 on an all weather gravel road to Saint-Quentin, New Brunswick. Phase I consisting of line cutting & geophysics has been started. To date, thirty-five (35) km of line cutting on the property has been completed as well as geophysics.

The geophysics has revealed several interesting targets which have prompted the Company to stake additional claims to the south of the property. Surface exploration and geological mapping of the property is currently underway. The recently completed geochemistry program (soils) has revealed a high copper anomaly. This has prompted an IP survey over the area and the results of the IP Survey are pending. As well, a stream geochemical sampling program was completed in the area which revealed anomalous gold values in the stream sediments. These results are currently being evaluated.

GOLD BROOK (NEW BRUNSWICK) FORMERLY TARDIF BROOK

In February 2010, the Company acquired 30 mineral units totalling 654.8 hectares, situated in Restigouche County, province of New Brunswick. To acquire a 100 % interest in the Gold Brook property, Explor paid \$5,000 CDN and issued 50,000 common shares at signature. The Optionee has retained a 2.0% NSR in the property.

The Gold Brook Gold Property is located in Restigouche County, 2.5 kilometers north of Mount Carleton Provincial Park and 2.0 kilometers northeast of Mount Villebon. It is bounded on the north by Highway 180 and extends to about 1.8 kilometers to the south as shown on the attached property map as claim block #5683. The property is easily accessible from Bathurst via Highway 180 an all-weather paved road to Saint Quentin, New Brunswick.

The Gold Brook Gold Property is in a relatively unexplored part of northern New Brunswick, in Lower Devonian rocks of the Tobique Chaleurs Zone. The property is to the east and contiguous to the Mount Villebon Property which was acquired by staking in 2008 and is 100% owned by Explor Resources. It is 1.5 kilometers east of the Moose Brook Cu-sulphide mineral occurrence which has been the focus of the Company's exploration activities in New Brunswick in 2008 and 2009.

A recent stream geochemical sampling program conducted in the fall of 2009 on the Moose Brook and the Mount Villebon properties returned gold values of up to 195 ppb. Approximately 75% of the 103 stream sediment samples tested contained values above the detection limit (1.0

ppb Au). The average of those values above the detection limit was 27.4 ppb Au. The highest values of gold-in-stream samples were taken within 600 meters of each other on the same stream (Moose Brook) and were along the east boundary of the Mount Villebon Property. One sample, located 2.7 kilometers to the northeast of the 195 ppb sample, assayed at 78 ppb Au just off the east boundary of the Mount Villebon Claim Group (Claim Block #5509). This follows the known geological and structural trend along the interpreted Ramsay Brook Fault which trends to the northeast through the middle of the property.

Explor has acquired by staking another 13 claims contiguous and to the south of the Tardif Brook gold project. The Tardif Brook and the new claims were regrouped and renamed the Gold Brook Project. In total, 87.8 kilometres of line cutting has been completed on the Gold Brook Property. A magnetic and VLF survey has been completed on the property. Several I.P. Surveys have been completed on selective cut lines where the magnetic and geological interpretation warranted such work.

Of note Explor has been awarded a \$35,000 grant under the Junior Mining assistance program as set out by the New Brunswick Ministry of Natural Resources.

Explor has completed Phase I which consisted of line cutting and geophysics to determine the location of structural targets. Phase II of the program which is currently in progress consist of interpretation of the geophysical data and its integration with the known geological information. Once completed, the targets generated will be drilled.

Person responsible of the technical information

The qualified person pursuant to National Instrument 43-101, responsible of the technical information of the Company is Mr. Christian Dupont, P.Eng., the President and Chief Executive Officer of the Company.

FINANCIAL DATA

Our financial statements were prepared in conformity with generally accepted accounting principles in Canada, and all monetary values contained in this MD&A are expressed in Canadian currency.

Significant Financial Data (Audited)

YEARS ENDED APRIL 30	2010	2009	2008
	\$	\$	\$
Total Assets	21,920,596	10,203,672	6,760,289
Total Liabilities	3,304,868	2,013,323	967,190
Revenue	15,365	259	573
Net Loss	3,356,543	1,132,721	948,890
Net loss per share on a diluted basis	0.04	0.02	0.03

Summary of Quarterly Results (Non-Audited)

	Oct. 31	July 31	April 30	January 31	October 31	July 31	April 30	Jan. 31
	2010	2010	2010	2010	2009	2009	2009	2009
Total Assets	22,623,442	21,934,438	21,920,596	21,534,298	13,243,237	10,828,005	10,203,672	8,797,074
Total Liabilities	3,407,835	3,182,940	3,304,868	2,614,182	1,903,765	1,457,350	2,013,323	1,352,278
Revenue	6,719	1,029	14,772	445	10	138	28	82
Net loss	267,821	569,832	365,543	2,601,130	115,198	274,672	632,001	175,936
Net loss per share on a diluted basis	0.00	0.01	0.00	0.03	0.00	0.00	0.02	0.00

STATEMENT OF EARNINGS

Being a mining exploration company, Explor does not generate any regular earnings so in order to survive; the Company has to issue capital stock.

Revenues

The recorded revenues are interests received.

Expenses

During the second quarter ending October 31, 2010, the loss before taxes of the Company is \$267,821 compared to \$115,198 for the same period ending October 31, 2009. The item registration, listing fees and shareholders information increased, going from \$31,103 in 2009 to \$54,631 in 2010 as well as the consultants' fees that went from \$18,250 in 2009 to \$78,741 in 2010. The general administrative expenses remained stable, going from 35,730 in 2009 to 35,427 in 2010 as well as the professional fees that went from \$29,521 in 2009 to \$25,221 in 2010. The Company recorded a stock based remuneration of \$79,688 in 2010 compared to \$0 in 2009. This increase is due to the grant of stock options during the quarter ended October 31, 2010.

Summary of the administrative expenses for the last fourth quarters

	October 31, 2010	July 31, 2010	April 30, 2010	January 31, 2010
General administrative expenses	35,427	32,052	39,626	27,841
Professional fees	25,221	20,098	34,000	13,432
Consultant fees	78,741	34,077	41,288	68,000
Registration, listing fees and shareholders' information	54,631	10,340	36,915	21,488
Stock-based compensation	79,688	473,688	(273,965)	2,411,100

- a) During the quarter ended April 30, 2010, the general administrative expenses are higher than in the other quarters because the Company participated in the PDAC in Toronto.
- b) During the quarter ended April 30, 2010, the professional fees are higher compared to the other quarters because of the accounting of legal fees, pertaining to the accounting of an accrued liability of \$25,000 for audit fees.
- c) During the quarter ended October 31, 2010, the consultant fees increased in comparison with other quarters because management incurred \$50,000 with a firm to make the Company known to the financial community in Toronto.
- d) During the quarter ended October 31, 2010, the item registration, listing fees and shareholders' information is higher because of expenses incurred for the annual meeting of shareholders.
- e) During the quarter ended January 31, 2010, the stock-based compensation increased significantly because of the grant of stock options.

CASH FLOWS

During the quarter ended October 31, 2010, the Company recorded \$119,093 following the exercise of stock options and of share purchase warrants. The Company incurred \$8,851 in issuance expenses following the acquisition of mining property and an amendment to the stock options plan of the Company.

During the quarter ended October 31, 2010, the Company incurred \$158,665 for the acquisition of mining claims, and \$1,649,884 in exploration expenses.

These financing activities are directly linked to the sector of activity of Explor and are in accordance with the plans of management.

BALANCE SHEET

As at October 31, 2010, our total assets amount to \$22,623,442 compared to \$21,920,596 as at April 30, 2010. The important differences between these periods are mainly due to the increase in the deferred exploration expenses and by the acquisition of mining properties. The creditors' level went from \$1,055,848 as at April 30, 2010 to \$1,158,815 as at October 31, 2010. The deferred exploration expenses went from \$12,810,988 to \$16,737,432, which represents an increase of \$3,926,444 for the first six months of the current fiscal year. Shareholders equity went from \$18,615,728 as at April 30, 2010 to \$19,215,607 as at October 31, 2010. As at October 31, 2010, the working capital is \$531,340 and it was \$4,635,673 as at April 30, 2010. As at October 31, 2010, the Company has guaranteed term deposits for an amount of \$775,000 in two financial institutions and these term deposits bear interest between 0.65% and 1.05%.

SOURCE OF FINANCING

At the date of this MD&A, the Company has met its obligations for the statutory exploration work on its mining properties in Ontario.

In the coming year, the administrative expenses will be about \$500,000. The Company is in a good financial condition but management is aware that it will have to continue its efforts in order to realize others financings to pursue its projects.

OBLIGATION AND CONTRACTUAL COMMITMENTS

In February 2007, the Company entered into an agreement with a company by which it could acquire a 100% interest in the Destor Property in Quebec. The Company issued 100,000 shares and paid \$5,000 at the signature of the agreement. In addition, the Company will have to incur \$220,000 in exploration expenses prior to December 31, 2010. In December 2010, the Company entered into an agreement with the vendor to obtain an extension of one year to complete the exploration work, i.e. until December 31, 2011. To obtain this extension, the Company will issue 50,000 units to the vendor. Each unit is composed one common share and one share purchase warrant valid for a period of 24 months that can be exercised at a price of \$0.60 per share. The agreement is subject to the approval of the TSX Venture Exchange.

In December 2008, the Company entered into an agreement with a company pursuant to which it could acquire a 50% interest and a 20 % additional interest in the PG 101 Property. To acquire the 50% interest, the Company already issued 600,000 shares and paid \$150,000. The Company will have to issue an additional 400,000 shares and pay \$150,000 as the final payment to complete the option on the property. To acquire the additional 20% the Company will have to pay an additional \$1,000,000 in cash.

In June 2009, the Company entered into a fiscal agency agreement of one year with Union Securities Ltd. ("Union") in order to promote its activities. Pursuant to this agreement, the Company grant to Union 750,000 stock options at the date of signature, each option allows to

acquire one share at a price of \$0.35 per share. In January 2010, this agreement has been renewed and at the renewal, the Company granted to Union 750,000 additional stock options, to acquire one share at a price of \$0.92 per share during a period of one year.

In July 2010, the Company entered into a one year agreement with Stratostar Marketing Group LLC. The firm will provide investor relations & marketing services to the Company and will receive a remuneration of \$6,000 US per month. By virtue of this agreement, at the signature date, the Company granted 250,000 share purchase options to Stratostar, each option allowing the holder to purchase one share at an exercise price of \$0.465 per share for a period of one year.

The Company entered into a management contract with a private company. This service contract provides for the management of the mining exploration projects of the Company. This contract was renewed. However, both parties reserve the right to terminate the agreement at any time. The private company will incur the majority of the expenses pertaining to the exploration projects and it will invoice to Explor Resources Inc. the costs by using a rate comparable to the one used in the mining industry.

Long-Term Debt

The Company has no long-term debt.

Royalties on the mining properties are as follows:

PROJECT NAME	ROYALTY	PROJECT NAME	ROYALTY
Nelligan	2,5 % and 2%	Prosser	2%
East Bay	1% and 2%	Destor	2,5%
Carnegie-Kidd	2%	Timmins Porcupine West	3% and 2%
Eastford Lake	2%	PG-101	2%
Launay	2%	Pyne	2%
Duparquet	2%	Kidd Township	2%
Gold Brook	2%	Montrose	2%
Moose Brooke	2%		

RELATED PARTY TRANSACTIONS AND COMMERCIAL GOALS

Christian Dupont

During the quarter ended October 31, 2010, the Company incurred an amount of \$9,813 as administrative consultant fees and \$73,938 as exploration expenses with a company controlled by the President of Explor Resources Inc.

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

FINANCIAL INSTRUMENTS

The fair value of the Company's financial instruments nears the book value unless indicated otherwise in the notes. The cash flow, creditors and accrued liability bear no interest, except for the term deposits that bear interest between 0.65% and 1.05%.

CHANGES IN ACCOUNTING POLICIES

Goodwill and Intangible Assets

Issued in February 2008, Section 3064, "Goodwill and intangible assets", replaces Section 3062, "Goodwill and other intangible assets", and Section 3450, "Research and development costs". Various changes have been made to other sections of the CICA Handbook for consistency purposes including but not limited to the withdrawal of EIC 27 "Revenues and expenditures during the pre-operating period" and updates to ACG-11 "Enterprises in the development stage". The new section is applicable to financial statements relating to fiscal years beginning on or after October 1, 2008. Accordingly, the Company adopted the new standards for its interim period and fiscal year beginning May 1st, 2009. It establishes standards for the recognition, measurement, presentation and disclosure of goodwill subsequent to its initial recognition and of intangible assets by profit-oriented enterprises. Standards concerning goodwill are unchanged from the standards included in the previous Section 3062. The new accounting principles cover only the information to be provided and have no impact on the financial results of the Company.

EIC-173 "Credit Risk and the Fair Value of Financial assets and Financial Liabilities"

In January 2009, the Emerging Issue Committee of Canadian Institute of Chartered Accountants (CICA) issued EIC-173, "Credit risk and the fair value of financial assets and financial liabilities". EIC-173 provides guidance on how to take into account an entity's own credit risk and the credit value of the counterparty in determining the fair value of financial assets and financial liabilities, including derivative instruments, for presentation and disclosure purposes.

FUTURE ACCOUNTING CHANGES

Business Combinations, Consolidated Financial Statements and Non-Controlling Interests

In January 2009, the CICA issued three new accounting standards: Section 1582, "Business Combinations", Section 1601, "Consolidated Financial Statements", and Section 1602, "no-controlling interest". These new standards will be effective for years beginning on or after January 1st, 2010. The Company is in the process of evaluating the requirements of these new standards.

Section 1582 replaces Section 1581, and establishes standards for the accounting for a business combination. It provides the Canadian equivalent to International Financial Reporting Standard IFRS 3, "Business Combinations". The section applies prospectively to business combinations

for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1st, 2011. Sections 1601 and 1602 together replace Section 1600, “Consolidated Financial Statements”. Section 1601, establishes standards for the preparation of consolidated financial statements. Section 1601 applies to interim and annual consolidated financial statements relating to years beginning on or after January 1st, 2011.

Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. It is equivalent to the corresponding provisions of international Financial Reporting Standard IAS 27. “Consolidated and Separate Financial Statements” and applies to statements relating to fiscal years beginning on or after January 1st, 2011.

International Financial Reporting Standards (IFRS)

The CICA plans the convergence of Canadian generally accepted accounting principles (GAAP) to International Financial Reporting Standards (IFRS) on a transition period ending in 2011. The Company expects this transition to have an effect on its accounting methods, presentation of financial information and information systems. During the next quarters, the Company will develop its internal implementation plan to meet the guidelines of the future reporting requirements. Other new standards have been published but they should not have a significant impact on the Company’s financial statements.

RISKS FACTORS

Exploration Risks

Exploration and mining involve a high degree of risk. Few exploration properties end up going into production. Other risks related to exploration and mining activities include unusual or unforeseen formations, fire, power failures, labor disputes, flooding, explosions, cave-ins, landslides and shortages of adequate or appropriate manpower, machinery or equipment. The development of a resource property is subject to many factors, including the cost of mining, variations in the quality of the material mined, fluctuations in the commodity and currency markets, the cost of processing equipment, and others, such as aboriginal claims, government regulations including regulations regarding royalties, authorized production, import and export of natural resources and environmental protection. Depending on the price of the natural resources produced, the Company may decide not to undertake or continue commercial production. There can be no assurance that the expenses incurred by the Company to explore its properties will result in the discovery of a commercial quantity of ore. Most exploration projects do not result in the discovery of commercially viable mineral deposits.

Environmental and Other Regulations

Current and future environmental laws, regulations and measures could entail unforeseeable additional costs, capital expenditures, restrictions or delays in the Company’s activities. Environmental regulations and standards are subject to constant revision and could be substantially tightened, which could have a serious impact on the Company and its ability to

develop its properties economically. Before it commences mining a property, the Company must obtain environmental permits and the approval of the regulatory authorities. There is no assurance that these permits and approvals will be obtained, or that they will be obtained in a timely manner. The cost of complying with government regulations may also impact the viability of an operation or altogether prevent the economic development of a property.

Financing and Development

Development of the Company's properties therefore depends on its ability to raise the additional funds required. There can be no assurance that the Company will succeed in obtaining the funding required. The Company also has limited experience in developing resource properties, and its ability to do so depends on the use of appropriately skilled personnel or signature of agreements with other large resource companies that can provide the required expertise.

Commodity Prices

The factors that influence the market value of gold and any other mineral discovered are outside the Company's control. Resource prices can fluctuate widely, and have done so in recent years. The impact of these factors cannot be accurately predicted.

Risks Not Covered by Insurance

The Company may become subject to claims arising from cave-ins, pollution or other risks against which it cannot insure itself or chooses not to insure itself due to the high cost of premiums or other reasons. Payment of such claims would decrease and could eliminate the funds available for exploration and mining activities.

Financial Risks

The Company's activities are exposed to financial risks: market risk (including currency risk and interest rate risk), credit risk and liquidity risk.

Market Risks

Fair value estimates are made at the balance sheet date, based on relevant market information and other information about the financial instruments.

Interest Rate Risks

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. All current financial assets and liabilities are not exposed to interest rate risk because of their short-term nature and non-interest bearing. However, the term deposits bear interest between 0.65% and 1.05%.

Currency Risks

The Company is exposed to certain monetary fluctuations because some transactions are done in US dollars.

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk mainly consist of cash, taxes receivables and others receivable. As the majority of its receivables are with the Governments of Quebec and Canada in the form of sales taxes receivables, the credit risk is minimal. Furthermore, the credit risk on cash is limited because the counterparties are financial institutions with a high credit rating attributed by international credit agencies.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet the obligations associated with its financial liabilities. As at the date of this MD&A, management has sufficient funds to meet its financial liabilities and future financial liabilities from its commitments.

Forward Looking Statements

Certain statements in this document that are not supported by historical facts are forward-looking, which means that they are subject to risks, uncertainties and other factors that may result in actual results differing from those anticipated or implied by such forward-looking statements. There are many factors that may cause such a disparity, notably unstable metals prices, the impact of fluctuations in foreign exchange markets and interest rates, poor reserves estimates, environmental risks (more stringent regulations), unexpected geological situations, unfavorable mining conditions, political risks arising from mining in developing countries, changing regulations and government policies (laws or policies), failure to obtain required permits and approval from governmental authorities, or any other risk related to mining and development.

ADDITIONAL INFORMATION FOR EMERGING ISSUERS WITHOUT SIGNIFICANT INCOME

The Company provides information on deferred exploration expenses found in note 6 of its quarterly financial statements ended October 31, 2010.

The Company has no research and development expenses.

The Company has no deferred expenses other than mining properties and deferred exploration expenses.

The general and administrative expenses for the quarter ended October 31, 2010 are broken down as follows:

Travelling, representation and promotion expenses:	\$19,177
Vehicle expenses:	662
Office supplies and expenses:	6,290
Rent and electricity:	1,486
Management expenses:	2,276
Taxes, permits and required work:	4,579
Telecommunications	<u>957</u>
For a total of	\$35,427

INFORMATION ON OUTSTANDING SHARES

As at October 31, 2010, the share capital of the Company is composed of 97,168,836 common shares, issued and outstanding. As at the date of this MD&A, the share capital of Explor is composed of 105,321,021 common shares issued and outstanding.

Options

The Company has a stock option plan intended for its officers, consultants and directors. As at December 24, 2010, the stock options are as follows:

<u>Number</u>	<u>Exercise price</u>	<u>Expiration</u>
750,000	\$0.92	01-28-2011
250,000	\$0.465	07-07-2011
100,000	\$0.20	03-20-2012
1,000,000	\$0.30	04-07-2013
2,300,000	\$0.20	03-19-2014
100,000	\$0.30	05-13-2014
2,650,000	\$0.92	01-28-2015
500,000	\$0.92	05-18-2015
500,000	\$0.50	05-18-2015
<u>2,200,000</u>	\$0.50	12-24-2015
10,350,000		

Share Purchase Warrants

As at December 24, 2010, the Company's outstanding purchase warrants are as follows:

<u>Number</u>	<u>Exercise price</u>	<u>Expiration</u>
62,950	\$0.30	12-31-2010
763,276	\$0.24	02-20-2011
5,928,167	\$0.75	12-10-2011
241,591	\$0.75	12-17-2011
50,000	\$0.60	12-20-2012
4,892,850	\$0.70	12-20-2012
<u>675,000</u>	\$0.70	23-12-2012
12,613,834		

Warrants issued to Brokers

As at December 24, 2010, the Company's outstanding options issued to brokers are as follows:

<u>Number</u>	<u>Exercise price</u>	<u>Expiration</u>
6,029 ⁽¹⁾	\$0.20	12-31-2010
99,479 ⁽²⁾	\$0.19	02-20-2011
1,140,633 ⁽³⁾	\$0.55	12-10-2011
24,318 ⁽³⁾	\$0.55	12-17-2011
618,400 ⁽⁴⁾	\$0.50	12-20-2012
<u>93,000⁽⁴⁾</u>	\$0.50	12-23-2012
1,981,859		

- 1- These options entitle to acquire one unit, in consideration of \$0.20, composed of one share and one warrant. One warrant and \$0.30 are required to acquire one share.
- 2- These options entitle to acquire one unit, in consideration of \$0.19, composed of one share and one warrant. One warrant and \$0.24 are required to acquire one share.
- 3- These options entitle to acquire one unit, in consideration of \$0.55, composed of one share and one half (½) warrant. One warrant and \$0.75 are required to acquire one share.
- 4- These options entitle to acquire one unit, in consideration of \$0.50, composed of one share and one warrant. One warrant and \$0.70 are required to acquire one share.

STRATEGY AND PERSPECTIVE

The Company continues to focus on finding high quality exploration properties in the Abitibi Greenstone Belt. It is one of the largest greenstone belts in the world and it has produced over 180,000,000 ounces of gold and more than 450,000,000 tons of Cu-Zn ore. There are still several "elephants" to be discovered in the Abitibi. At present, we have excellent exploration properties with lots of potential.

The Company has decided to focus its efforts in the near terms on gold exploration in the Abitibi Greenstone Belt. The continued success of Lake Shore Gold Corp. in the West Timmins Mining Camp and the recent intersection by West Timmins Mining Inc. (WTM) of **12.75 g/tonne over**

an interval of 83.40 meters (0.37 oz/ton over an interval of 273.55 feet) on their property. (WTM Press Release June 24, 2009) has prompted Explor to acquire the Timmins Porcupine West Property. This property has a total surface area of 3000 hectares contiguous with Lakeshore's West Timmins Mining property. The 3D model has been completed and very interesting deep targets have been defined.

The Company has completed 36 holes to date. Explor has drilled some of the deep targets revealed in the 3D modelling. The testing has started in the fall of 2009 and progressed to mid July 2010. Since the acquisition of the property in late July 2009, the Company has completed 27 diamond drill holes. Assays have been released on 30 of the holes. Assays are pending on 6 of the holes that have been recently completed.

The first and second phase of Diamond Drilling was successful as it confirmed the model that the mineralized structure was continuous to depth. This was confirmed with two lines of 4 diamond drill holes that defined the mineralized structure. The first line intersected the south leg of the syncline between 400 and 600 meters of vertical depth and the second line drilled parallel and behind the 1st line intersected the mineralized structure between a depth of 600 and 1000 meters. The majority of the drill holes to date have been concentrated on the "A" zone. The strike length of the mineralization has been determined to be over 1975 meters. Multiple mineralized zones were intersected in the majority of the drill holes. The previous operators of this project had defined the structure to 350 meters of strike length to a vertical depth of 350 meters. The confirmation of 1975 meters of strike length and open at depth is a very positive development.

The intersection of numerous low grade zones in each hole is also very positive, as this confirms the model of parallel enechellon veins in the system. The model is the Hollinger-McIntyre System. The Hollinger/McIntyre mines produced over 30,000,000 ounces of gold.

The Phase II 20,000 meter drill program of diamond drilling has proven very successful. In total 18 Diamond Drill holes were completed. The deepening of hole #9 resulted in finding a mineralized intersection having a grade and width of **5.38 g/tonne Au over 11.15 meters**. This included an intersection of **22.63 g/tonne Au over 1.45 meters**. Diamond Drill hole #30 was drilled 50 meters to the west of hole #9 and had a grade and width of **9.22 g/tonne over a length of 11.0 meters** including a **23.69 g/tonne Au over 4.10 meters**. This second hole drilled parallel and to the west has confirmed an increase in grade as we proceed to the west and a confirmation of continuity. There remains an additional 1 kilometers of structure to west before we reach the Lakeshore property line.

Our efforts on the Eastford Lake Gold Project continued with the completion of 4 diamond drill holes to confirm the model and better define the mineralization. Assays are pending. The PG-101 Gold Project was further developed by the analysis of geology and previous exploration results which identified five (5) areas on the property with exploration potential. To that end 80 kilometres of line were cut in a very hilly area and the geophysics completed. Several new targets have been identified.

Our base metal properties have been put on hold save Carnegie where 10 holes were completed during this winter exploration season. The geologist has found some interesting geochemistry in

three of the completed holes. He is presently analysing the information, has received additional whole rock analysis and is presently working on an interpretation.

Both the Carnegie and Kidd Township projects, which are located in Ontario, have the potential of a major discovery in the Timmins mining camp. We have completed a geological assessment and study of both the Carnegie and Kidd Properties. The geophysical surveys have been completed. The diamond drilling to date has revealed F-III rhyolites on our Carnegie property. Explor is looking for a base metal deposit similar to the Kidd Creek Mine deposit.

Explor is very excited about the acquisition this spring of the four (4) mineral claim block 1.6 kilometers to the west of the Kidd Creek Open Pit mine. A series of untested VTEM anomalies have been observed on the property. The newly acquired property is approximately 0,5 km to the west of the Chance (Zn-Pb-Ag) deposit and to the west of Kidd Creek Deposit. The newly acquired claims may be on the same synvolcanic collapsed structure as the Kidd Mine and the Chance Deposit. Some of the EM targets occur along magnetic boundaries suggestive of a rhyolite/basalt contacts. This property will be drilled in January 2011 as soon as freeze up occurs and we can build winter roads and access the area.

The exploration efforts on the Eastford Lake Gold Project (Ontario) and the PG-101 Gold Project have proven encouraging. We have found the same rocks types and structures that are found in the Timmins and Kirkland Lake mining camps. A favourable geological environment for gold has been observed.

The structural analysis and model that was completed noted nine (9) parallel shear zones in a 400 meter wide shear zone corridor. The shear zone corridor appears to have been bisected by a major fault trending North-north-east. One of the holes drilled intersected an 8 meter wide zone with low grade gold values from 2.0 to 4.0 g/tonne. This has prompted Explor to plan a drilling program for the summer of 2011 to validate and confirm the new geological model.

The acquisition of the PG 101 Gold Property adjacent to the eastern boundary of St. Andrew Goldfields' former producing Holt McDermott Mine Property proved to be fortuitous as the first hole drilled on the property returned 4 zones with gold mineralization. Hole #PG101-09-01 returned an economic intersection of 52.01 g/tonne gold over a core length of 3.0 meters equivalent to (1.843 oz/ton over 9.84 feet) in an altered high iron basalt with quartz carbonate veining. Additional follow up drilling to define the structure has revealed a very strong plumbing system as evident by the anomalous gold values in mineralized zones in Holes PG101-09-03, PG101-09-05, and PG101-09-06 as reported in press release dated July 20, 2009.

This property is still a property of merit even though the recent Phase II drilling did not intersect the high grade mineralization intersected in Hole PG101-09-01 but when anomalous values above 0.1 gpt Au are plotted there is a distinct steep southerly plunge to the mineralization. Stratigraphy was relatively consistent from hole to hole in this program.

Explor plans on continuing with this property as there are still numerous targets of merit. Additional drilling is planned on this property.

The Montrose Gold Property is a property of merit located in the southern part of Montrose Township and the northern part of Midlothian Township at approximately 8 kilometres northwest of the town of Matachewan. The property covers an area of approximately 2,429 hectares and is located 10 kilometers to the west of the Young Davidson Mine currently operated by Northgate.

The property is located in a greenstone belt composed mainly of sequences of meta-sedimentary rocks descriptively similar to the Temiskaming meta-sedimentary rocks found in the Kirkland Lake area and in a geological environment similar to the setting of the Young Davidson Mine.

The airborne VTEM survey conducted by Explor on the Montrose Gold Property has revealed a series of untested EM targets. The recently completed ground geophysical program has defined targets. Six holes were completed in the spring of 2010. Although the geology is similar to that found at the Pamour mine in Timmins, assays results were disappointing. Explor is currently evaluating what we will do with this property.

The Mag/VLF survey that was completed on the Moose Brook base metals property has produced some interesting targets, which prompted the staking of additional ground by Explor. Surface exploration and geological mapping has been completed during the summer of 2010. The recently completed geochemical sampling program has revealed some interesting results that are currently being evaluated. The results of the recently completed IP program will be integrated with the geochemistry and Explor will see if any drill targets are generated.

The stream geochemical sampling program conducted in the fall of 2009 on the Moose Brook and the Mount Villebon properties returned gold values of up to 195 ppb. This has prompted the acquisition of the Tardif Brook Property as a gold property of merit in an area that has been relatively unexplored for Gold. The anomalous gold values follow the known geological and structural trend along the interpreted Ramsay Brook Fault which trends to the northeast through the middle of the property. Additional ground was acquired contiguous to the Tardif Brook Property and the property has been renamed the Gold Brook Property. The company has recently completed 87.7 kilometres of line cutting and has completed I.P. Geophysics on selective lines on the property.

The Company continues to engage Stratostar Marketing Group LLC (“Stratostar”) of Centennial, Colorado, an independent Investor Relations and Marketing firm, to provide investor relations counsel to the Company. Explor is very impressed with the work completed by this IR firm. This firm has increased Explor’s exposure to the Canadian and American marketplace.

The Company continues to evaluate and study properties in the Abitibi Greenstone Belt as they become available in order to determine if they have the potential to increase shareholder value. In the coming months, the Company will continue to focus our efforts on the exploration programs that we have in place.

ADDITIONAL INFORMATION AND ONGOING DISCLOSURE

This MD&A was prepared as of December 24, 2010. The Company regularly discloses additional information by means of press releases and quarterly financial statements on SEDAR's website (www.sedar.com) or on the Company's web site (www.explorresources.com).

CERTIFICATE

This MD&A was approved by the board of directors.

(s) Christian Dupont
Christian Dupont
December 24, 2010