

NORTH COUNTRY GOLD CORP.
(the "Company", "North Country" or "NCG")

FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED FEBRUARY 28, 2011 AND THE PERIOD FROM FEBRUARY 3, 2010 TO
FEBRUARY 28, 2010.

The following MD&A, prepared as of June 24, 2011, should be read together with the annual audited consolidated financial statements and the notes thereto for the year ended February 28, 2011 and the period from February 3, 2010 to February 28, 2010 which are prepared in accordance with Canadian generally accepted accounting principles. All amounts are stated in Canadian dollars unless otherwise indicated. The reader should be aware that historical results are not necessarily indicative of future performance.

Forward Looking Statements

Forward-looking statements look into the future and provide an opinion as to the effect of certain events and trends on the business. Certain statements contained in this MD&A constitute forward-looking statements. The use of any words such as "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions and involve known and unknown risks, uncertainties and other factors.

It is important to note that:

- Unless otherwise indicated, forward-looking statements in this MD&A describe the Company's expectations as of June 24, 2011.
- Readers are cautioned not to place undue reliance on these statements as the Company's actual results, performance or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements if known or unknown risks, uncertainties or other factors affect the Company's business, or if the Company's estimates or assumptions prove inaccurate. Therefore, the Company cannot provide any assurance that forward-looking statements will materialize.
- The Company assumes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or any other reason except as required by law.

For a description of material factors that could cause the Company's actual results to differ materially from the forward-looking statements in this MD&A, please see "Mining Risks" and "Business Risks".

Description of Business

Formation

North Country Gold Corp. was incorporated under the Business Corporations Act (*Alberta*) on February 3, 2010 as a wholly owned subsidiary of CBR Gold Corp. (now Niblack Mineral Development Inc.) ("NIB") for the purposes of effecting a plan of arrangement between NIB, NIB's shareholders, and the Company (the "Arrangement"). Pursuant to the transfer of assets from NIB on April 1, 2010 as described below, the Company began its operations as a mineral exploration Company.

Transfer of Niblack Mineral Development's Canadian and Australian Assets to North Country Gold Corp

On April 1, 2010, NIB transferred its Canadian and Australian assets ("Asset Transfer"), including the Committee Bay and Baffin Island properties in Nunavut, Canada, and the Jaurdi Hills property in Western Australia, Australia, to the Company in exchange for a right ("Right") to receive that number of common shares of the Company equal to the number of common shares of NIB issued and outstanding as at the date of effecting the Arrangement ("NCG Shares"). This transaction is a related party transaction and, as a result, the Company recorded the assets and liabilities acquired from NIB at their carrying values in NIB.

Completion of Plan of Arrangement with Niblack Mineral Development and its Shareholders

On April 9, 2010 (the "Arrangement Date"), NIB, its shareholders and the Company completed the Arrangement to distribute the Right to shareholders of record in NIB on the Arrangement Date (the "Shareholders") as a return and reduction in the stated capital of NIB's common shares, such that each Shareholder received an undivided interest in the Right in proportion to the Shareholder's ownership in NIB. The Right was immediately exchanged by the Shareholders for 35,976,521 NCG Shares and cancelled. Each Shareholder received one common share of the Company for each common share of NIB owned by such Shareholder on the Arrangement Date.

On April 15, 2010, the Company's common shares began trading on the TSX Venture Exchange under the stock symbol "NCG".

Management Outlook

On completion of the Arrangement, North Country became an independent mineral exploration company led by a proven management team with exceptional northern experience and a significant history of developing gold deposits. Management believes that Canada, and Nunavut in particular, offers the best value for long term exploration success. As such, the goal of NCG is to concentrate on its activities in Canada.

The Committee Bay Greenstone Belt

The Committee Bay Greenstone Belt located in Nunavut, Canada is a 300 km long, 5 to 50 km wide package of highly prospective lithologies. It is geologically comparable to the significant gold bearing belts hosting the Meadowbank and Meliadine deposits currently being developed in eastern Nunavut. The Committee Bay Greenstone Belt currently hosts five potential mining centers and remains one of the longest and least explored greenstone belts in Canada. NCG holds a 100% interest in approximately 522,994 acres of land with prospective geology along the Committee Bay Belt.

Three Bluffs Deposit

The Three Bluffs Deposit, located within the Committee Bay Greenstone Belt in Nunavut, Canada, comprises a current NI 43-101 compliant resource of 2.7Mt at 5.85g/t gold for 508,000 oz gold (Indicated) and 1.27Mt at 5.98g/t gold for 244,000oz gold (Inferred). The Deposit is hosted within a ~50m wide, steeply dipping Banded Iron Formation unit which can be traced for over 10 km. Gold mineralization at the Three Bluffs Deposit has presently been delineated over nearly 1 km of strike to an average depth of 100 m. Significant potential exists to expand the current resource inventory by continued exploration targeting mineralized shoot plunge extensions and strike continuity.

Overall Performance

- Operations began April 1, 2010, pursuant to the Asset Transfer (see *Description of Business*).
- Assets transferred from NIB included working capital of approximately \$4.2 Million.
- During the year ended February 28, 2011, North Country raised gross proceeds of approximately \$14 Million in three private placements.
- During the year ended February 28, 2011, North Country incurred mineral property expenditures of approximately \$10.6 Million and has subsequently incurred mineral property expenditures of approximately \$11.9 to date on its successful spring and summer exploration programs (see *Mineral Properties*).
- The Company's exploration for calendar 2011, on the Committee Bay property, is approximately \$25 million including drilling and infrastructure improvements. (see *Mineral Properties*).

Selected Annual Information

The following table summarizes audited consolidated data for annual operations reported by the Company for the year ended February 28, 2011 and the period from February 3, 2010 to February 28, 2010.

For the year ended or as at	February 28, 2011	February 28, 2010
Total assets (\$)	51,275,875	1
Mineral properties (\$)	42,086,233	-
Current liabilities (\$)	849,579	-
Total revenues (\$)	1,668,976	
Net loss from continuing operations(\$)	(2,804,014)	-
Net loss (\$)	(2,872,052)	-
Weighted average shares	59,131,239	1
Basic and diluted net loss per common share from continuing operations (\$)	(0.048)	-
Basic and diluted net loss per common share (\$)	(0.049)	-

Summary of Quarterly Results

The following table summarizes financial data for the past five quarters since the Company became a reporting issuer.

Period ended (in Dollars)	Feb 28 2011	Nov 30 2010	Aug 31 2010	May 31 2010	Feb 28 2010
Total revenues	479,630	451,687	544,706	192,953	-
Net (loss) income from continuing operations	(579,570)	(2,298,855)	117,945	(43,534)	-
Basic and diluted net (loss) income from continuing operations per common share	(0.009)	(0.034)	0.002	(0.002)	-
Net(loss) income	(579,570)	(2,366,893)	117,945	(43,534)	-
Basic and diluted net (loss) income per common share	(0.009)	(0.034)	0.002	(0.002)	-

During the quarter ended November 30, 2010 the Company had a stock based compensation expense of \$1,725,000 pursuant to the issuance of stock options which vested immediately. This caused the significant difference in the net loss for the quarter ended November 30, 2010.

In the quarter ended August 31, 2010, a change in estimate of the current income taxes, resulting from the restructuring of the capital of one of the Company's foreign subsidiaries resulted in a credit to current income taxes, and along with a significant future income tax recovery, resulted in a net income for the quarter of \$117,945.

Results of Operations for the Three Months Ended February 28, 2011

The Company's net loss before income taxes for the quarter ended February 28, 2011, was \$513,287. The Company's net loss (after income taxes) for the quarter ended February 28, 2011 was \$579,570. The components of the quarter's net income are similar to the components for the year ended as describe below.

Results of Operations for the Year Ended February 28, 2011

The Company incurred a net loss before income taxes for the year ended February 28, 2011 of \$3,472,666, and net loss after income taxes of \$2,872,052. Expenses recorded by North Country include:

- Non-cash amortization expense of \$378,902.
- Conference and travel expenses of \$124,122 were incurred for travel between the Company's regional offices and travel and registration fees to attend investor conferences.
- Office and administration expenses of \$975,537 include initial fees for obtaining North Country's listing on the TSX Venture Exchange, overhead for the Company's offices in Vancouver, British Columbia, Edmonton, Alberta and Perth, Australia and insurance.
- Professional fees of \$157,551 were paid for legal and accounting services.
- Promotion and investor relations expenses of \$61,556 include promotional items, materials and consulting fees relating to investor relations.
- Wages and consulting fees of \$370,463 were paid to employees, management, and consultants for work done on the promotion, management, administration, and normal business operations of the Company.
- Direct drilling expenses of \$1,365,981 were incurred in North Country's Australian subsidiary, Toro Drilling Services Pty Ltd ("Toro Drilling"), relating to the delivery of drilling services to its clients. Toro Drilling's revenue was \$1,668,976 for the year.
- Other income and expenses include a gain on foreign exchange of \$36,943, foreign withholding tax of \$65,165, interest income of \$57,156, other income of \$5,918, gain on sale of investments of \$29,967, and current and future income tax recoveries totaling \$608,652

Financial instruments and risk management

Financial instrument classification

The Company's financial instruments recognized on the consolidated balance sheet consist of: cash and cash equivalents, accounts receivable (included in accounts receivable and other current assets), marketable securities (included in investments), and accounts payable and accrued liabilities.

The Company has designated cash and cash equivalents as held for trading and is carried at its fair value with unrealized gains and losses recognized in net income in the period in which the change arises.

Accounts receivable have been designated as loans and receivables and are carried at amortized cost.

Marketable securities have been designated as available for sale and are carried at fair value, with unrealized gains and losses being recognized as a component of other comprehensive income, net of future income taxes, until realization, at which time such gains or losses are recognized in net income.

Accounts payable and accrued liabilities have been classified as other financial liabilities and are measured at amortized cost.

The Company has no unrecognized financial instruments or derivative financial instruments.

The Company follows the fair value hierarchy in CICA Handbook Section 3862, "Financial Instruments – Disclosure" that classifies financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate the fair value. Cash and cash equivalents and marketable securities are classified as Level 1 – quoted prices in active markets.

Capital management

The Company's capital consists of share capital.

The Company's objectives in managing its capital are to maintain adequate levels of funding to support its operations and to seek out and acquire new projects of merit. Funds are secured through equity capital. There can be no assurance that the Company will be able to obtain sufficient capital in the case of operating cash deficits. The Company does not maintain a formal investing strategy.

Risk management

The Company may be exposed to risks of varying degrees of significance which could affect its ability to achieve its objectives. The main objectives of the Company's risk management processes are to ensure that risks are properly identified and that the capital base is adequate in relation to those risks. The principal risks to which the Company is exposed are described below.

Interest risk

Interest rate risk is the risk arising from the effect of changes in prevailing interest rates on the Company's financial instruments. The Company had \$3,306,018 in cash and cash equivalents at February 28, 2011, on which it earns variable rates of interest, and is therefore subject to a certain amount of risk, deemed to be immaterial to management of the Company.

Credit risk

Credit risk is the risk of potential loss to the Company if counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash and cash equivalents and accounts receivable.

The Company has assessed its exposure to credit risk and has determined that such risk is minimal. The majority of the Company's cash and cash equivalents are held with financial institutions in Canada and Australia.

A significant portion of the Company's accounts receivable is receivable from the Canadian and Australian governments for the reimbursement of goods and services tax credits. This concentration of credit is not deemed by management to pose any significant risk to the Company.

Foreign currency risk

Foreign currency risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will fluctuate because of changes in foreign exchange rates.

The Company's operations in Australia are denominated in Australian Dollars. The Company's share capital as well as the Company's reporting currency is in Canadian Dollars. The Company has not entered into any hedge contracts to manage this risk and does not maintain a formal strategy for foreign currency movements.

The effect on the net loss from continuing operations before income taxes if the balance sheet date exchange rate from Australian Dollars to Canadian Dollars was +/- 10% would be +/- \$85,492.

Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due.

The Company's working capital, (current assets less current liabilities) at February 28, 2011 is \$5,488,897. The continuing operations of the Company are dependent upon its ability to obtain adequate financing and to commence profitable operations in the future. The Company may have to seek additional debt or equity financing, and there can be no assurance that such financing will be available on terms acceptable to the Company.

Related Party Transactions

The Asset Transfer described in *Description of Business* is a related party transaction.

The Company pays officers and directors of the Company, or corporations controlled by them, for management or technical services. During the year ended February 28, 2011, the Company paid an aggregate \$152,519 in management fees to officers and directors, or corporations controlled by them, which were fully paid as at February 28, 2011. In addition, the Company paid geological consulting fees of \$140,669, which were fully paid as at February 28, 2011, to a corporation controlled by an officer of the Company, which were capitalized as an increase to mineral interests. These amounts are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties based on standard commercial terms.

Changes in Accounting Policies

Future accounting changes

International Financial Reporting Standards ("IFRS")

The Canadian Accounting Standards Board has confirmed that IFRS will replace current Canadian GAAP for publicly accountable enterprises, including the Company, effective for fiscal years beginning on or after January 1, 2011. Accordingly, the Company will report interim and annual financial statements in accordance with IFRS beginning with the interim financial statements for the three months ending May 31, 2011. The Company's 2012 interim and annual financial statements will include comparative financial statements retrospectively adjusted to comply with IFRS.

IFRS Transition Plan

The Company continues to evaluate the impact of the adoption of IFRS. The Company does not anticipate any problems in meeting its regulatory reporting obligations in relation to the adoption of IFRS.

Impact of adopting IFRS on the Company's business

Based on the Company's evaluation of IFRS in the context of the Company's operations, no material changes to the Company's accounting or business processes are required. The Company is not party to any contractual arrangements which will be significantly impacted by the adoption of IFRS.

The Company's accounting function is performed by an external service provider under the direction and supervision of the Company's Chief Financial Officer. Staff and management of the Company's external services provider has been appropriately trained in the relevant aspects of IFRS and the required new accounting policies to be adopted upon transition to IFRS.

First-time adoption of IFRS

The adoption of IFRS requires the application of IFRS 1 First-time adoption of International Financial Reporting Standards ("IFRS 1"), which provides guidance for an entity's initial adoption of IFRS. IFRS 1 generally requires retrospective application of IFRS effective at the end of the Company's first annual IFRS reporting period. However, IFRS 1 also provides certain optional exemptions and mandatory exceptions to this retrospective treatment to historical (pre-IFRS transition) transactions.

The optional exemptions and mandatory exceptions contained in IFRS 1 do not apply to the Company's transition to IFRS as the effective date of transition to IFRS is March 1, 2010 which precedes the Asset Transfer and the Company's operations. Consequently, upon adoption of IFRS, all of the Company's assets, liabilities, and results of operations since it began operations shall be reported in compliance with IFRS without reference to the optional exemptions and mandatory exceptions contained in IFRS 1.

Impact of Adopting IFRS on the Company's Financial Statements

The adoption of IFRS will result in changes to the Company's accounting policies that are applied in the recognition, measurement, and disclosure of balances and transactions in its financial statements. Based on its evaluation to date, management expects that some significant changes to the Company's accounting policies may result in significant changes to line items within its financial statements. These significant changes that have been identified are described below. This information below should not be considered to be exhaustive as the Company is in the process of finalizing and documenting the required changes to its financial statements upon adoption of IFRS.

Treatment of the Asset Transfer under IFRS

The Company is currently evaluating the measurement of assets and liabilities of NIB acquired in the Asset Transfer for restatement to IFRS. The restatement of the Asset Transfer under IFRS may result in material adjustments to the carrying value of assets and liabilities acquired in the Asset Transfer. Under GAAP, the Company has accounted for the Asset Transfer (as described in the above section Description of Business) with reference to Canadian Institute of Chartered Accountants' Handbook section 3840 - Related Party Transactions which requires that assets and liabilities transferred between parties under common control be measured in the accounts of the transferee at their carrying values in the transferor at the date of transfer. Pursuant to this standard, under GAAP, the Company has recognized all of the assets and liabilities acquired in the Asset Transfer at their carrying values in the transferor, NIB. As a result of this, the Company's carrying value for its mineral properties is significantly higher than the tax basis for the mineral properties, which has resulted in a large future income tax liability on the Company's consolidated balance sheet.

IFRS' provides no guidance on the measurement of assets and liabilities acquired from related parties. As such, the Asset Transfer will likely be accounted for as an asset purchase, where the fair value of the consideration given to the transferor is allocated to the assets and liabilities acquired in the Asset Transfer at their fair values. Based on the Company's analysis of the transaction, application of this method of accounting for the Asset Transfer would result in a much lower acquisition value of the Company's mineral properties and, as a consequence, would also result in a much lower future income tax liability at the Asset Transfer date and on the restated balance sheet at February 28, 2011.

Disclosure and Presentation

Aside from the accounting treatment of the Asset Transfer described above, the Company has determined that the most significant impact on the Company's financial statements will involve expanded note disclosure and certain differences in presentation.

Liquidity and Capital Resources

	June 24, 2011 ⁽¹⁾	February 28, 2011	February 28, 2010
Working Capital	13,950,000	5,488,897	1

Notes: (1) Estimated with information currently available.

At June 24, 2011, the Company has working capital of approximately \$17.4 Million. If the Company were able to sell its remaining marketable securities at June 24, 2011 market prices, the Company would yield proceeds of approximately \$1.0 Million before income taxes. The Company's working capital and marketable securities combine for net liquid assets of \$18.4 Million.

In connection with the Asset Transfer on April 1, 2010 (see *Description of Business*), NIB transferred working capital of approximately \$4.2 Million to the Company.

On May 4, 2010, the Company completed a private placement with Canaccord Genuity Corp. acting as exclusive agent. The Company issued 24,000,000 common shares as flow-through shares pursuant to the Income Tax Act (Canada) ("FT Shares") at a price of \$0.25 per FT Share, for gross proceeds of \$6,000,000.

In connection with the sale of 23,370,000 of the FT Shares, the Company paid the agent a cash commission of \$408,975 (representing 7% of the proceeds) and issued to the agent non-transferable share purchase warrants entitling the agent to purchase up to 1,635,900 common shares of the Company (representing 7% of such FT Shares) at an exercise price of \$0.25 per common share until May 4, 2012.

The Company also issued to the agent 100,000 common shares in payment of a \$25,000 corporate finance fee and reimbursed the agent for its reasonable expenses incurred in relation to the offering. The remaining 630,000 FT Shares were sold on a non-brokered basis.

On July 15, 2010, the Company completed a private placement with Canaccord Genuity Corp. acting as exclusive agent. The Company sold 1,243,750 FT Shares at a price of \$0.32 per FT Share and 4,300,000 units of the Company (the "Units") at a price of \$0.30 per Unit for gross proceeds of \$1,688,000.

In connection with the sale of the Units and FT shares, the Company paid the agent a cash commission of \$118,160 (representing 7% of the gross proceeds) and issued to the agent non-transferable share purchase warrants entitling the agent to purchase up to 388,062 common shares of the Company (representing 7% of the Units and FT shares sold) at an exercise price of \$0.32 per common share until July 15, 2012.

On November 10, 2010, the Company completed a private placement with Canaccord Genuity Corp. acting as exclusive agent. The Company sold 10,200,000 units (the "Units") of the Company at a price of \$0.50 per Unit, for proceeds of \$5,100,000 (the "Offering"). In addition, the Company completed a non-brokered private placement, where the Company issued 1,800,000 Units at a price of \$0.50 per Unit for proceeds of \$900,000.

Each Unit consists of one common share of the Company and one-half of one non-transferable common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles the holder to subscribe for one additional share of the Company for a period of 24 months from the closing of the Offering at an exercise price of \$0.60 per share.

The Agent received a commission of 6.5% of the gross proceeds raised through the Offering, which was paid in a combination of cash and Units, and non-transferable warrants ("Broker Warrants") equal to 7% of the Units issued through the Offering. A portion of the cash commission (\$93,925) was paid through the issuance of Units. Each Broker Warrant shall be exercisable to acquire one Unit of the Company at an exercise price of \$0.50 per Unit for a period of 24 months from closing of the offering. The Agent also received a corporate finance fee of 250,000 Units.

On March 9, 2011, the Company completed an underwritten private placement for gross proceeds of \$25,000,380 consisting of an aggregate 16,420,000 common shares of the Company, of which 10,494,000 common shares were issued as flow-through shares ("FT Shares") at a price of \$1.62 per FT Share, and the remaining 5,926,000 common shares ("Non-FT Shares") at a price of \$1.35 per Non-FT Share.

Underwriters of the offering ("Underwriters") received a cash fee on the sale of the FT Shares and the Non-FT Shares equal to 6% of the gross proceeds raised, and 985,200 warrants ("Broker Warrants") representing 6% of the aggregate number of FT Share and Non-FT Shares sold in the offering. Each Broker Warrant is exercisable for one common share of the Company at a price of \$1.47 until March 9, 2013.

Outstanding Share Data

The following table summarizes the Company's outstanding capital structure as at June 24, 2011:

Common Shares Issued and Outstanding	96,935,203		
Fully Diluted Number of Common Shares	112,664,759		
Options Outstanding	<u># of Shares</u>	<u>Exercise Price</u>	<u>Expiration Date</u>
Total Options: 5,650,000 @ \$0.47	5,650,000 @	\$0.47	October 1, 2015
Warrants Outstanding	<u># of Shares</u>	<u>Exercise Price</u>	<u>Expiration Date</u>
Total Warrants: 7,421,425 @ \$0.54	2,050,000 @	\$0.40	July 15, 2012
	5,371,425 @	\$0.60	November 10, 2012
Agents' Warrants Outstanding	<u># of Shares</u>	<u>Exercise Price</u>	<u>Expiration Date</u>
Total Warrants: 2,487,156 @ \$0.80	649,735 @	\$0.25	May 4, 2012
	345,263 @	\$0.32	July 15, 2012
	341,950 @	\$0.50 *	November 10, 2012
	985,200 @	\$1.47	March 9, 2013
	165,008 @	\$0.60	November 10, 2012

* Each warrant exercises for one common share and one half of one warrant, with each whole warrant exercisable @ \$0.60 until Nov. 10, 2012

Changes in Management

On May 11, 2011 the Company held an annual general meeting of holders of the Company's common shares at which, a slate of directors, proposed by management, was elected. The elected slate of directors included all incumbent directors except for Mr. John Robins, and the elected slate included Mr. Brian Budd, the Company's Director of Corporate Development, to fill the vacant board position.

Mineral Properties

Committee Bay Greenstone Belt

In 2009, a revised resource estimate was completed incorporating drill results from 2008 and metallurgical test work at the Company's Three Bluffs Gold Deposit within the Committee Bay Greenstone Belt located northeast of Baker Lake, Nunavut, Canada.

The revised Three Bluffs Resource estimate has been prepared by Dave Rennie, P.Eng. for NIB with independent resource consultants Scott Wilson Roscoe Postle Associates Inc., in accordance with Canadian regulatory requirements set out in NI 43-101 and CIM resource definitions. The resource estimate is based on 15,673m of drilling in 89 holes, which includes 903m in 5 holes which were drilled during 2008, subsequent to the 2008 resource estimate. The deposit is modeled as three domains; a high grade hinge zone and south and north limbs. A top cut of 100 g/t Au was applied to the hinge zone, while assays were capped at 60 g/t Au within the limb domains. The 2009 resource is based on block modeling using inverse distance cubed estimation, and resources are reported on a minimum block cut-off grade of 2.0 g/t Au, which reflects a viable grade cut-off for open cut mining.

Mineral Resource Statement* for the Three Bluffs Gold Deposit, Nunavut**

Geological Domain	Quantity Tonnes (x1,000)	Grades Au (g/t)	Contained Ounces Au
Indicated Mineral Resource			
Three Bluffs Deposit	2,700	5.85	508,000
Inferred Mineral Resource			
Three Bluffs Deposit	1,272	5.98	244,000

**Tonnage figures rounded to nearest thousand, ounce figures rounded to nearest thousand.*

***Completed March 2, 2009*

The Three Bluffs deposit occurs at the eastern end of a package of auriferous iron formation bearing supracrustal rocks (Walker Lake trend) that have been traced at least five kilometers west. Surface sampling and cursory exploratory drilling has indicated this package to be continuously mineralized. This mineralized trend is interpreted to represent a second order splay of the regional Walker Lake Shear Zone. North Country believes that significant potential exists along the Walker Lake trend and has developed a strategy to initially identify near surface open-pit gold resources along the exposed strike length of the trend.

Metallurgical Test Work

Mineral processing test work consisting of exploratory gravity concentration, cyanide leaching and froth flotation studies was undertaken by Process Research Associates under the guidance of independent metallurgical consultant Kevin Scott, P.Eng. of Scott Wilson Roscoe Postle Associates Inc. The sample comprised approximately 110kg of split core samples composited from 2007 drill holes and representing an average estimated LOM grade of 4.3 g/t Au and 7.5% S.

Additional gravity recovery test work on Three Bluffs mineralization was performed by Knelson Research Technology Centre. A 18 kg sample taken from a composite of coarse reject material from 2007 drill hole assay samples was subject to multi-pass testing utilizing Knelson's bench scale KC-MD3 enhanced gravity concentrator to examine recovery trends for gold and gold bearing sulphides.

Gold recovery results from preliminary testing are provided in the table below. Based on the composite samples tested it is expected that Three Bluffs ore could be processed by various standard beneficiation steps to recover approximately 93% of the gold.

Gold Recovery

Process	Mass	Grade (g/t Au)	Gold Recovery
Gravity and Flotation (Locked Cycle)	18%	30.5	95.8%
Rougher Flotation only	15%	60.5	97.2%
Gravity only	7%	47.7	77.9%
Cyanide Leaching (72 hours)			94.6%

The metallurgical results indicate that a combination of gravity and flotation extraction followed by cyanide leaching of the concentrates is likely the most suitable processing option for Three Bluffs. It is anticipated based on these results that a gravity-flotation recovery of 95% followed by a cyanide leach of the concentrates which would extract 98% of the gold is possible. The overall recovery from this circuit would be approximately 93%.

2010 Drilling Programs

During 2010, North Country focused its exploration and conducted drilling in four key areas over a 4.1 kilometer segment of the Walker Lake Trend which hosts the Three Bluffs resource: Three Bluffs, Three Bluffs West, Antler, and Hayes. A total of fifty two drill holes were completed during 2010 along the Walker Lake Trend, and significant results are discussed below.

2010 Drilling Accomplishments

- Drilling has upgraded and confirmed the present resource area.
- Extended the Three Bluffs deposit approximately 650 meters to the west.
- Outlined an additional 700 meters strike length of mineralized structure at Antler.
- And has extended the known mineralization over 4.1 kilometers of strike with high grade intersects at Hayes.

Three Bluffs

Drilling continues to confirm the continuity and expansion of the high grade hinge structure within the current Three Bluffs resource area. Nine holes were drilled during the summer 2010 program and six holes were completed during the spring program within the existing Three Bluffs resource shell to intersect the antiformal hinge zone of folded iron formation which appears to be the primary control of high grade mineralization at Three Bluffs. The holes targeted the shallow western up-dip portion of the hinge which was undercut by previous drilling and in-filled areas with sparse historic drill density. The 2010 shallow resource infill drilling is expected to positively impact the high grade, near surface gold resource at Three Bluffs. Complete assays from the spring and summer drill programs are given in the tables below.

2010 Three Bluffs Summer Results				
Hole #	From (m)	To (m)	Length (m)	Gold (g/t)
10TB092	40.00	79.00	39.00	5.52
including	50.00	63.00	13.00	11.56
10TB093	16.00	22.98	6.98	3.63
including	19.00	22.98	3.98	5.54
	32.00	34.00	2.00	2.16
10TB094	25.00	27.55	2.55	2.02
	33.00	43.05	10.05	2.64
including	33.00	36.00	3.00	5.99
10TB095	13.00	14.92	1.92	9.90
	31.00	53.00	22.00	3.09
including	34.00	40.00	6.00	4.83
and	44.00	47.60	3.60	6.16
10TB096	11.59	31.00	19.41	12.51
10TB097	8.00	27.00	19.00	2.58
including	8.00	16.00	8.00	4.40
10TB098	2.30	60.34	58.04	1.35
including	7.00	21.00	15.00	2.72
10TB099	3.80	43.00	39.20	1.88
including	3.80	9.00	5.20	3.96
and	22.00	31.00	9.00	2.51
10TB100	3.00	54.00	51.00	1.30
including	3.00	7.00	4.00	2.03
and	21.54	29.00	7.46	4.00

2010 Three Bluffs Spring Results				
Hole #	From (m)	To (m)	Length (m)	Gold (g/t)
10TB079	7.00	10.49	3.49	2.27
10TB082	7.00	49.14	42.14	5.88
including	15.56	19.94	4.38	9.06
and	29.00	44.00	15.00	10.20
10TB083	38.00	41.50	3.50	10.24
	57.00	76.00	19.00	2.41
including	67.00	74.50	7.50	4.28
10TB086	20.90	35.06	14.16	2.62
including	27.00	35.06	8.06	3.55
10TB087	19.00	44.00	25.00	4.17
including	33.00	42.00	9.00	7.35
10TB088	14.00	45.85	31.85	2.27
including	14.00	21.00	7.00	5.39

Three Bluffs West

The summer 2010 Three Bluffs West drilling tested approximately 450 meters of strike in fifteen drill holes between the current resource area and step-out hole 08TB077 drilled in 2008 which returned a high grade intercept of 23.53 g/t Au over 13.59 meters. Drilling was conducted primarily by as series of two hole fences at a 60 meter spacing which tested to about 75 meters below surface. All holes intersected mineralization which is correlatable and continuous with the current modeled resource at Three Bluffs. Complete assays from the drill holes are given in the table below.

2010 Three Bluffs West Summer Results				
Hole #	From (m)	To (m)	Length (m)	Gold (g/t)
10TB090	53.00	71.80	18.80	2.33
including	66.75	71.80	5.05	4.85
and	79.00	81.40	2.40	13.20
10TB091	65.00	91.00	26.00	4.28
including	72.00	78.00	6.00	12.47
or	72.00	74.00	2.00	35.28
10TW001	42.00	59.00	17.00	2.04
including	55.00	59.00	4.00	6.25
10TW002	55.00	93.50	38.50	1.41
including	60.00	64.00	4.00	2.41
and	70.00	77.00	7.00	1.65
and	90.00	93.50	3.50	5.10
10TW003	43.50	47.00	3.50	8.06
	55.50	64.00	8.50	1.67
10TW004	71.00	112.00	41.00	1.75
including	71.00	79.00	8.00	6.53
or	72.00	76.00	4.00	11.13
10TW005	40.60	44.00	3.40	2.18
10TW006	70.00	106.00	36.00	1.35
including	71.00	75.45	4.45	3.98
and	103.00	106.00	3.00	5.36
10TW007	56.00	58.10	2.10	7.72
	68.00	72.10	4.10	2.39
10TW008	118.00	128.00	10.00	7.84
including	123.00	128.00	5.00	15.20
	133.00	140.00	7.00	3.86
10TW009	29.00	32.00	3.00	2.41
	73.00	74.00	1.00	4.60
10TW011	33.00	50.00	17.00	1.72
including	41.00	46.00	5.00	3.26
10TW010	34.00	45.00	11.00	2.03
including	34.00	38.00	4.00	3.94
10TW012A	133.00	154.00	21.00	1.47
including	137.00	144.00	7.00	1.90
and	148.00	154.00	6.00	1.70
10TW013	60.20	73.07	12.87	2.47
including	64.47	70.00	5.53	3.67

Antler

Drilling continues to expand the Antler zone and has identified the presence of high-grade shoots within the pervasively mineralized structure. Nine holes were drilled at the Antler target on the Walker Lake trend during the summer 2010 program and seven were drilled during the spring 2010 program. The Antler target, located approximately 1.5 km from the western extent of the Three Bluffs Resource area, has now been tested by 21 drill holes along 700 meters of strike primarily by a series of two hole fences at a 60 meter spacing. All holes have intersected mineralization within the same stratigraphic horizon that hosts the Three Bluffs deposit. Complete assays from the spring and summer drill programs are given in the tables below.

2010 Antler Summer Results				
Hole #	From (m)	To (m)	Length (m)	Gold (g/t)
10AN008	67.42	69.00	1.58	1.32
10AN009	83.00	89.00	6.00	1.20
10AN010	75.85	89.91	14.06	11.14
including	75.85	80.00	4.15	32.97
and	85.00	89.91	4.91	3.36
10AN011	119.95	124.95	5.00	10.67
10AN012	37.20	40.42	3.22	2.46
	45.00	52.62	7.62	1.83
10AN013	82.00	96.00	14.00	3.51
10AN014	69.55	77.74	8.19	2.29
including	73.00	77.74	4.74	3.07
10AN015	94.00	100.00	6.00	1.28
10AN016	58.00	64.00	6.00	5.53
2010 Antler Spring Results				
Hole #	From (m)	To (m)	Length (m)	Gold (g/t)
10TB084	63.00	70.00	7.00	2.48
10TB085	76.00	86.00	10.00	2.67
including	76.00	77.50	1.50	5.67
and	84.37	86.00	1.63	9.97
10TB089	140.76	146.00	5.24	0.92
10AN004	48.00	54.00	6.00	2.23
including	48.00	49.30	1.30	6.90
and	59.00	62.00	3.00	2.50
10AN005	78.21	90.50	12.29	4.51
including	80.00	87.67	7.67	6.00
10AN006	204.00	213.94	9.94	2.61
including	206.00	210.00	4.00	5.00
10AN007	249.00	253.00	4.00	3.47

Hayes

Four holes were drilled at the Hayes target on the Walker Lake trend during the summer 2010 program. The Hayes target, located approximately 3.5 km from the western extent of the Three Bluffs Resource area, was tested by a pair of two hole fences spaced 120 m along strike. Holes 10HA003 and 10HA004 intersected mineralized iron formation and returned 6.30 g/t Au over 2.00 meters and 28.08 g/t Au over 3.70 meters respectively (16.48g/t Au over 3.7m with individual assays capped at 100g/t). The target horizon intersected by the initial two holes 10HA001 and 10HA002 was largely stoped out by localized late pegmatite dykes which appear to be crossing the trend at a shallow angle.

Ground and airborne magnetics have demonstrated that the prospective stratigraphy of the Walker Lake trend continues at least 12 kilometers west of the Hayes high grade gold intersection. Previous surface sampling has identified anomalous gold results up to 5km west of the Hayes occurrence which indicates a potential to identify additional gold zones further to the west along the approximately 15 km long Walker Lake trend.

2011 Program

In March, North Country announced a \$25 million program for its Three Bluffs gold project comprised of diamond and reverse circulation drilling along the Walker Lake Trend and infrastructure improvements for the 2011 exploration season. The 2011 drilling program will be focused on systematically testing the 4.1 kilometre Walker Lake Trend, extending southwest from the companies 750,000 ounce Three Bluffs gold deposit and encompassing the 2010 discoveries made at Three Bluffs West, Antler and Hayes. Drilling will initially concentrate on the delineation of potentially open pittable resources within the top 200 metres of the trend,

The program commenced with mobilization of equipment and supplies during early April, and one reverse circulation drill and one diamond drill commenced drilling operations on the project on April 15th. By May 15th five diamond drill rigs and one reverse circulation drill were operational on the project.

Jaurdi Hills Project

Pursuant to the strategy outlined in the Arrangement (see *Description of Business*) and in related press releases, the Company has disposed of its Jaurdi Hills Project in Western Australia, through the sale of the Company's wholly owned subsidiary Toro Mining Services Pty Ltd. in order to focus its operations on the Three Bluffs Deposit located in Nunavut, Canada.

In October of 2010, the Company completed the sale of Toro Mining Services Pty Ltd. (a 100% owned subsidiary), which holds the Company's Jaurdi Hills property, to an Australian private corporation (the "Purchaser") for consideration of 1,000,000 shares of the Purchaser with a value of AUD 0.20 per share.

Risks and Uncertainties

Mining risks

The Company is subject to the risks typical in the mining business including uncertainty of success in exploration and development; operational risks including unusual and unexpected geological formations, rock bursts, particularly as mining moves into deeper levels, cave-ins, flooding and other conditions involved in the drilling and removal of material as well as environmental damage and other hazards; risks that intended drilling schedules or estimated costs will not be achieved; and risks of fluctuations in the price of commodities and currency exchange rates. Metal prices are subject to volatile price movements over short periods of time and are affected by numerous factors, all of which are beyond the Company's control, including expectations of inflation, levels of interest rates, sales of gold by central banks, the demand for commodities, global or regional political, economic and banking crises and production rates in major producing regions. The aggregate effect of these factors is impossible to predict with any degree of certainty.

Business risks

Natural resources exploration, development, production and processing involve a number of business risks, some of which are beyond the Company's control. These can be categorized as operational, financial and regulatory risks.

- Operational risks include finding and developing reserves economically, marketing production and services, product deliverability uncertainties, changing governmental law and regulation, hiring and retaining skilled employees and contractors and conducting operations in a cost effective and safe manner. The Company continuously monitors and responds to changes in these factors and adheres to all regulations governing its operations.
- Financial risks include commodity prices, interest rates and foreign exchange rates, all of which are beyond the Company's control.
- Regulatory risks include the possible delays in getting regulatory approval to the transactions that the Board of Directors believe to be in the best interest of the Company, and include increased fees for filings, the introduction of ever more complex reporting requirements the cost of which the Company must meet in order to maintain its exchange listing.

No Operating History and Financial Resources

The Company does not have an operating history and has no operating revenues and is unlikely to generate any in the foreseeable future. It anticipates that its cash resources following the Asset Transfer and private placements will be sufficient to cover its projected funding requirements for the ensuing year. If its exploration program is successful, additional funds will be required for further exploration to prove economic deposits and to bring such deposits to production. Additional funds will also be required for the Company to acquire and explore other mineral interests. The Company has limited financial resources and there is no assurance that sufficient additional funding will be available to it fulfill its obligations or for further exploration and development, on acceptable terms or at all. Failure to obtain additional funding on a timely basis could result in delay or indefinite postponement of further exploration and development and could cause the Company to forfeit its interests in some or all of its properties or to reduce or terminate its operations.

Competition

The mineral exploration and mining business is competitive in all of its phases. The Company will compete with numerous other companies and individuals, including competitors with greater financial, technical and other resources, in the search for and the acquisition of attractive mineral properties. The Company's ability to acquire properties in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable prospects for mineral exploration or development. There is no assurance that the Company will be able to compete successfully with others in acquiring such prospects.

Price Volatility and Lack of Active Market

In recent years, the securities markets in Canada and elsewhere have experienced a high level of price and volume volatility, and the market prices of securities of many public companies have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any quoted market for the Company's securities will be subject to such market trends and that the value of such securities may be affected accordingly.

Key Executives

The Company is dependent on the services of key executives and a small number of highly skilled and experienced consultants and personnel, whose contributions to the immediate future operations of the Company are likely to be of importance. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. Due to the relatively small size of the Company, the loss of these persons or the Company's inability to attract and retain additional highly skilled employees or consultants may adversely affect its business and future operations. The Company does not currently carry any keyman life insurance on any of its executives. The directors and officers of the Company only devote part of their time to the affairs of the Company.

Potential Conflicts of Interest

Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to and will follow the procedures set out in applicable corporate and securities legislation, regulation, rules and policies.

Dividends

The Company has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration and development. Any future determination to pay dividends will be at the discretion of the Board of Directors of the Company and will depend on the Company's financial condition, results of operations, capital requirements and such other factors as the Board of Directors of the Company deem relevant.

Nature of the Securities

The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in Company's securities should not constitute a major portion of an investor's portfolio.

Outlook

The Company's primary focus for the foreseeable future will be: advancing the exploration and development of its current projects in Nunavut, Canada; operating and managing its wholly owned drilling company in Western Australia, and; investigating other prospects for prospective addition to the Company's mineral properties. The ability of the Company to do so is contingent upon its ongoing ability to raise the risk capital necessary to advance the projects.

Additional Information

Continuous disclosure relating to the Company may be found on SEDAR at www.sedar.com.

Approval

The Audit Committee on behalf of the Board of Directors of the Company have approved the disclosures contained in this MD&A.