

ANSELL CAPITAL CORP.

Management's Discussion and Analysis

Year Ended

July 31, 2011

INTRODUCTION

This discussion and analysis of financial position and results of operation is prepared as at November 28, 2011 and should be read in conjunction with the annual audited financial statements for the fiscal year ended July 31, 2011. Those financial statements have been prepared in accordance with Canadian generally accepted accounting policies. All dollar figures included therein and in the following management discussion and analysis ("MD&A") are quoted in Canadian dollars unless otherwise indicated. Additional information related to the Company, including its press releases and quarterly and annual reports, is available for view on SEDAR at www.sedar.com.

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute "forward-looking statements". Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth below and as detailed under **RISK AND UNCERTAINTIES** in this MD&A.

Risk factors that could affect the Company's future results include, but are not limited to, risks inherent in mineral exploration and development and mining activities in general, volatility and sensitivity to market prices for uranium, political risk arising from operating in the USA and Peru, changes in government regulation and policies including environmental regulations and reclamation requirements, receipt of required permits and approvals from governmental authorities, competition from other companies, ability to attract and retain skilled employees and contractors, and changes in foreign currency exchange rates. Further information regarding these and other factors which may cause results to differ materially from those projected in forward-looking statements are included in the Company's filings with securities regulatory authorities. The Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable securities laws.

DESCRIPTION OF BUSINESS AND OPERATIONS REVIEW

Ansell Capital Corp. (the "Company") was incorporated under the Business Corporations Act (BC) on July 26, 2006. The Company's business is mineral property exploration and development.

On May 7, 2008 Ansell Capital Corp. ("Ansell" or "the Company") signed a letter of intent, with Fury Explorations Ltd. ("Fury") and its wholly owned Mexican subsidiary Fury Explorations Mexico, S. de R.L. de C.V., pursuant to which Ansell can acquire in an arm's-length transaction a 70-per-cent undivided interest in and to five mineral exploration concessions located in Jalisco state, Mexico, 200 kilometres west of Guadalajara and approximately five km south of San Felipe de Hajar.

This mineral property option agreement constituted the Qualifying Transaction as defined in the CPC listings policy of the TSX -V.

OPERATIONS REVIEW

Guijoso Property, Mexico

The Company signed a letter of intent dated May 7, 2008, with Fury Explorations Ltd. ("Fury") and its wholly owned Mexican subsidiary Fury Explorations Mexico, S. de R.L de C.V., pursuant to which Ansell can acquire in an arm's-length transaction a 70-per-cent undivided interest in and to five mineral exploration concessions located in Jalisco state, Mexico, 200 kilometres west of Guadalajara and approximately five km south of San Felipe de Hajar. Fury is a reporting company having its shares posted and called for trading on the TSX Venture Exchange.

The Guijoso project consists of five mineral exploration concessions encompassing approximately 5,080 hectares of mineral prospective lands located at the southern end of the Sierra Madre Occidental (SMO) metallogenic province, a large mid-Tertiary volcanic field which is one of the world's largest epithermal precious metal terranes hosting a majority of Mexico's gold and silver deposits. Rocks in the area around San Felipe de Hajar consist of Cretaceous rhyolite tuff, volcanoclastic and other fine and coarse shallow marine units of the Guerrero terrane intruded by similar-aged granite to diorite plugs and stocks. These older rocks are overlain by younger Pliocene-Pleistocene polymict conglomerates, and basalt flows, which were then covered by Quaternary andesite and basalt flows. Tertiary pyroclastic rhyolite tuffs and interbeds of andesite trending northwest dominate the Guijoso project. Complex intersecting north-south, northwest, northeast and east-west structures cut the central part of the project area.

The Guijoso project is located within a belt of low sulphidation epithermal precious and base metal deposits extending through much of western Mexico. All mineralization discovered to date at the Guijoso project is associated with pervasive, vein and stockwork silicification and adjacent argillic alteration within rhyolite tuffs. Silicification as presently known has been recognized over an area approximately six kms in length by and 1.5 kms in width.

Fury commenced a sampling and mapping program in January 2007 investigating several targets including Area Guijoso, Cerro Guijoso, and Arroyo Higuieritas. The Area Guijoso target has been extensively rock geochemical sampled. Results of vein sampling of three principal veins accruing two kms in strike indicated encouraging silver-gold mineralization to a maximum of 712 g/t Ag and 4.7 g/t Au. Drill results were significantly lower than surface sample results from veins due to poor recoveries and abandoned holes arising out of ground conditions and other factors. The most prospective zone of mineralization is believed to lie at significantly deeper depths (+ 400 m) than the relatively shallow zone (< 150 m) tested by Fury core holes. At the Area Guijoso target, silica textures including chalcedonic > crystalline quartz, cockscomb textures, banding, vuggy, recrystallized, and brecciation suggest that the "top" of the system is intact.

Between March 2, 2007 and March 1, 2008 Fury expended US\$445,269 in the organization and evaluation of the Guijoso project. Work included regional and target-specific geochemical rock sampling, grid rock sampling, mapping, and drilling of 13 core drill holes (DDH 001 through DDH 013) accruing 2,017 m. A geological report and summary of field examination on the Guijoso project dated June 2, 2008 has been prepared by R.A. Lunceford M.Sc., CPG, a Qualified Person for the purpose of preparing a compliant report under National Instrument 43-101. In his report, Mr. Lunceford concludes that further exploration of the Guijoso project is recommended and justified since the drill program undertaken by Fury did not adequately test the potential mineralization in the area covered by the claims.

Mr. Lunceford recommended a 2-phase exploration program on the lands which includes an initial program consisting satellite imagery, geologic mapping, sampling, petrography, and possibly geophysics leading to a second program to include 5,000 meters of drilling. The 2- phase program is estimated to cost of US\$1,115,000.

The Qualifying Report of Mr. Lunceford was filed on Sedar during November 2008.

Terms of Acquisition

Under the terms of the letter agreement entered into with Fury, Ansell can earn a 70% undivided right, title and interest in and to the exploration concessions by paying Fury a non-refundable deposit of US\$25,000 (paid \$25,398), making further cash payments of US\$250,000 (paid \$30,482); issuing 1,800,000 common shares of the Company (issued 400,000 shares valued at \$48,000) and by spending an aggregate of US\$2,000,000 in exploration expenditures in installments over a three year period ending March 2, 2011. The agreement was subsequently amended to allow the Company the option to pay cash at current trading value in lieu of shares to be issued. The Company paid \$50,000 in lieu of the second installment of 400,000 shares, leaving 1,000,000 shares, or the cash equivalent, to be paid.

A finder's fee of 63,000 fully paid and non-assessable shares of Ansell have been issued to an arms length person in connection with the transaction. The terms of the agreement were subject to Ansell completing a financing concurrently with the completion of this Qualifying Transaction and the terms of acquisition being accepted by the TSX Venture Exchange as Ansell's Qualifying Transaction. Prior to April 30, 2009, Exchange approval was received, the concurrent financing completed and the agreement finalized.

Fury acquired its interest in and to the exploration concessions on March 2, 2007 under an option agreement entered into with the registered concession holders.

In order for Fury to acquire a 100% interest in and to the concessions (subject to a 2.5% net smelter return royalty), Fury must make payments to the registered owners of the concessions in the amount of US\$300,000, issue 300,000 common shares of its capital stock and incur exploration expenditures on the concessions in the amount of US\$1,500,000 on or before March 2, 2011.

Fury reserved a "Back-In Option" which may be exercised by Fury once Ansell has earned its 70% interest in and to the concessions. Fury can exercise its Back-In Option by spending the additional sum of US\$1,000,000 in exploration expenditures on the concession lands on or before March 2, 2014. If the Back-In Option is exercised, Fury's interest in the concession lands will be increased from a 30% undivided interest to a 49% undivided interest.

During the year ended July 31, 2010, the Company determined that early exploration results did not justify further expenditures on the property and that the Company had no further interest in the exploration potential. The Company has abandoned its interest in the property and written off a total of \$301,303 of acquisition and explorations cost on the property.

Nevada Properties, U.S.A.

i) Redrock Property

In April 2008, the Company entered into an agreement to secure a lease with an option to acquire a 100% interest in and to the Redrock Property located in Lander County, Nevada.

The aggregate consideration payable under the option was US\$2,000,000 (an advance gross production royalty ("GPR"), 1,100,000 common shares of the Company and exploration expenditures to be incurred over 10 years in the amount of US\$2,000,000, with US\$10,000 due and payable upon signing (paid \$12,193) and US\$15,000 in exploration expenditures to be incurred within the first year of the signing of the agreement.

The property was subject to a GPR of 2% where the Company has the right to purchase half of the GPR for US\$2,000,000 net of advance GPR's paid.

ii) North Battle Mountain Property

The Company also entered into an agreement to acquire a 100% interest in the North Battle Mountain Property. The aggregate consideration payable under the option was US\$1,500,000 (an advance GPR), 1,000,000 common shares of the Company and exploration expenditures to be incurred over 10 years in the amount of US\$1,900,000 with US\$7,500 of exploration expenditures required in the first year after signing of the agreement. The Company paid US\$2,500 (\$3,048) and issued 25,000 common shares valued at \$3,500 upon signing the agreement.

The property was subject to GPR of 2%, where the Company has the right to purchase half of the GPR for US\$1,000,000 net of advance GPR's paid.

On July 22, 2009, the Company entered into a Letter of Agreement with Challenger Deep Capital Corp. ("Challenger") pursuant to which the Company agreed to assign its interests in the Redrock and Battle Mountain Properties to Challenger, subject to a retained back in right to participate to the extent of a 25% undivided interest in the further development of either or both properties after Challenger has fulfilled its obligations under the agreement. As consideration, the Company received \$25,000 in fiscal 2009 and \$54,249 in fiscal 2010 as reimbursement of costs incurred and Challenger must incur US\$210,000 of expenditures within two years. Challenger has also agreed to assume all of the Company's obligations in the underlying agreements with the property vendors. An amended agreement was signed to extend the closing date to November 27, 2009. During fiscal 2010 the Company received a further \$54,249 as reimbursement of cost incurred during the year.

During March 2011, the Company received notice that Challenger had incurred US\$210,000 of exploration expenditures on the properties and that Challenger intended to surrender the leases. The Company at that time decided not to exercise its retained back in right in order to pursue other opportunities. Accordingly, the Company has written off the remaining balance of exploration costs amounting to \$2,765 as it no longer has an interest in the properties.

Pires Property, Brazil

On February 18, 2010, the company signed a Letter of Intent ("LOI") with Entourage Mining Ltd., ("Entourage") an OTC Bulletin Board listed company, wherein the Company agreed to complete due diligence on 6 mineral claims covering 8,798 hectares of mineral explorations lands and incur expenditure on the claims of not less than US\$200,000 (completed) in the three month period ending May 1st, 2010.

The 6 Pires property claims ("Pires"), currently optioned by Entourage, are located in southern Goiás State, Brazil, 100 km west of Kinross' Paracatu Gold Mine. Entourage has an option to earn a 100% unencumbered interest in the property; there is no Net Smelter Return in the option agreement.

Pursuant to the LOI, the Company agreed to pay Entourage a CDN\$75,000 (paid) payment as consideration for Entourage locking up terms so that the Company may acquire all of Entourage's right, title and interest in and to the Pires property and other assets by way of a Plan of Arrangement.

If the Company proceeded with the acquisition, the Company would be required to issue to each Entourage shareholder one common share of Ansell stock for each share of Entourage. Entourage is expected to have approximately 9,600,000 shares issued and outstanding subject to adjustment for warrants and options which may be exercised prior to the effective date of the acquisition.

The Company can proceed with the acquisition of the assets of Entourage following satisfactory completion of a preliminary investigation of the Pires property.

Ansell committed to spend US\$200,000 on the Pires property in the program consisting of:

- Continuing surface sampling in un-sampled or minimally sampled areas of the Property;
- Completion of detailed structural and geological mapping;
- Surface follow-up of high-grade sample sites, including geochem and hand trenching;
- High resolution ground magnetic lines at the most advanced target (Point 1) area to determine efficacy; and
- Drilling (450 m) at Point 1 to confirm 3D orientation of veins, vein density, and gold abundance in fresh bedrock.

Should the Company not proceed with the acquisition, the Company will have earned one quarter of Entourage's earned interest in and to the Pires property which may be re-purchased by Entourage for cost for a period of 18 months from the date Ansell elects not to proceed with the acquisition.

On July 14, 2010, the Company advised Entourage that it would not be proceeding with the Plan of Arrangement, and accordingly the Company has earned its one quarter of Entourage's earned interest.

The Company incurred a total of \$75,000 acquisition costs and \$ 219,038 exploration expenditures on the property, aggregating \$294,038 and these costs were written off during the year ended July 31, 2010.

Kuyakuz Mountain Project, British Columbia, Canada

The Company has acquired, for the cost of staking, 14 mineral tenures located in the Omineca Mining Division of the Province of British Columbia covering an area of 6,357 Hectares. The claims are located near Richfield Venture's Blackwater Gold Project in Central British Columbia. The claims, known as the Kuyakuz Mountain Project, are located east of the Blackwater Gold Project in an area with similar geological features. Underlying formations are undivided volcanics of the Hazelton Group that are the host of Richfield's Blackwater gold discovery. Available geological information indicates that the acquired claims are located in an area where, despite much cover of overburden and tertiary volcanic rocks, several important gold showings have been found. In addition, the very large "Chu" molybdenum deposit is located 25 km. north.

In the year ended July 31, 2011, the Company entered into an option agreement with Driven Capital Corp. ("Driven") a Capital Pool Company, whereby Driven was granted the option to acquire an undivided 70% interest in the Company's Kuyakuz Mountain property by incurring exploration expenditures of \$1,000,000 over a three year period on the property; paying \$160,000 over two years and issuing to the Company 800,000 shares over two years. Upon signing the agreement Driven made a refundable advance of \$15,000 to the Company. On February 16, 2011, upon the acceptance by the TSX of the 43-101 Report on the property the deposit became non refundable. This agreement comprises Driven's qualifying transaction. The transaction was finalized on April 4, 2011 upon Driven receiving TSX approval for its qualifying transaction.

In order for Driven to earn its 70% interest Ansell will receive consideration aggregating \$160,000 cash and 800,000 shares of Driven in staged tranches, and Driven has an obligation to incur aggregate exploration expenditures of \$1,000,000 as follows:

i) Cash consideration;

\$15,000 as a refundable deposit, (received);
\$20,000 within five days of the approval date (being April 4, 2011), (received)
\$50,000 on or the first anniversary of the approval date
\$75,000 on or before the second anniversary of the approval date

ii) Stock consideration

200,000 shares within 5 days of approval date, (received)
200,000 shares on or before the first anniversary of the approval date
400,000 shares on or before the second anniversary of the approval date

iii) Property exploration commitment aggregating \$1,000,000 as follows:

\$ 100,000 in aggregate on or before the first anniversary of the approval date
\$ 300,000 in aggregate on or before the second anniversary of the approval date
\$ 1,000,000 in aggregate on or before the third anniversary of the approval date

Driven has the further option to acquire the remaining 30% undivided interest in the property by issuing an additional 1,200,000 shares to the Company on or before the third anniversary of the approval date.

The Company will retain a 2% net smelter return royalty ("NSR") upon commercial production. Driven also has the right to acquire the entire NSR by paying Ansell \$1,000,000 on or before the sixth anniversary of the approval date.

Vilcoro Gold Property, Peru

On April 16, 2010, the Company entered into a letter agreement with St Elias Mines Ltd and Emilsen Medina Inga de Brophy, whereby the Company would acquire a option to 65% interest in the Vilcoro Gold Property in northern Peru. To earn its interest the Company would have to make staged cash payments aggregating \$500,000; issue 1,000,000 common shares and incur exploration expenditures aggregating \$2,500,000.

During the quarter ended January 31, 2011, the Company advanced to St. Elias Mines Ltd. \$34,400, which upon closing of the formal agreement would have been considered part of the payments required to earn its interest in the property.

On April 1, 2011, the Company determined that it would not complete on the transaction and requested the advance be returned. As of July 31, 2011, the Companies efforts at recovering the monies had been unsuccessful and the Company wrote off the \$34,400. The Company continues to pursue recovery of these funds.

Charlotte Property, Yukon Territory, Canada

On October 12, 2010, the Company entered into a Letter of Intent ("LOI") with Eagle Trail Properties Inc. ("Eagle Trail") and Guinness Exploration, Inc. ("Guinness") to acquire up to an 85% undivided interest in the Charlotte project in the Yukon Territory (the "property"). On March 4, 2011, the Definitive agreement was executed by all parties.

The effective date of the option agreement was April 29, 2011, the date when all the conditions below were satisfied.

- i) the definitive agreement is completed;
- ii) a NI 43-101 Technical Report is completed;
- iii) regulatory and shareholder approvals are obtained.
- iv) the Company has completed a financing to fund the commencement of the project of \$3,000,000 or greater.

The Company can acquire a 49% interest by paying Eagle Trail \$1,000,000, issuing 12,000,000 units to Eagle Trail and spending \$5,000,000 on expenditures on the property over 3 years, of which \$2,000,000 is to be spent in the first year. Of the cash consideration, \$500,000 is payable on the effective date and the remainder is payable 14 months thereafter. The 12,000,000 units are issuable on the effective date.

Each unit issued to Eagle Trail consists of one common share and 0.67 share purchase warrants with one full warrant being exercisable to purchase one additional common share of the Company at a price of \$0.35 for two years.

The Company will be the operator of the project.

The Company can increase its interests to 85% of which 26% can be earned by the Company delivering to Eagle Trail and Guinness a bankable Feasibility Study within five years of obtaining its 49% interest in the property and the final 10% can be earned by arranging for the production financing to place the property into commercial production.

The property is encumbered with a 3% net smelter return royalty due and payable to Eagle Trail of which 1% can be purchased by the Company for \$1,500,000 provided the Company has first acquired a 75% undivided interest in and to the Property.

The Company has issued 12,000,000 Units valued at \$3,840,000 and made cash payments aggregating \$500,000 pursuant to the agreement.

The agreement also gives Eagle Trail and Guinness the right, until the Company acquires a 75% interest, to elect to include any properties acquired from Aurchem, including the Discovery Creek and Etzel properties, as part of the properties subject to this agreement.

Exploration of the Charlotte property

The Charlotte Property and the adjoining Discovery Creek Property are located near Mt. Nansen in the prolific Tintina gold belt, Yukon Territory, Canada. Previous drilling has indicated the presence of significant gold and silver mineralization on the Charlotte Property over considerable widths, and over at least 450 m of strike length, which is open both along strike and down dip.

Historical exploration programs have identified various zones of interest including the Flex, Huestis, Webber, Cabin, Orloff-King, Dickson, and GRW zones.

The Flex Zone occurs as several sub-parallel anastomosing quartz-sulfide vein systems. These veins host strong gold and silver mineralization associated primarily with pyrite and lesser arsenopyrite, stibnite, galena and sphalerite. The veins often exhibit propylitic, phyllitic, argillic and silicic alteration in broad alteration envelopes. The Flex Zone is hosted in an assemblage of metamorphic rocks comprised dominantly of quartz-feldspar chlorite gneiss which grades locally into quartzite. Dark green amphibolites gneiss, comprised of equal parts plagioclase and actinolite, is commonly intercalated with the quartz-feldspar gneiss. These older rocks are cut by narrow quartz-feldspar dykes and sills. The north end of the Flex Zone, in the vicinity of drill holes 10-240 and 241, is underlain by a quartzfeldspar porphyry stock at depth.

Exploration by previous operators including historical trenching which was carried out to confirm and extend known mineralization on 6 previously identified zones (Huestis, Webber, Cabin, Orloff-King, Dickson, and GRW zones). The trenching program totalled 2,243 metres in 20 trenches.

At both the Huestis and Webber zones, the trenching extended the known mineralization. At the Cabin, Orloff-King and GRW zones, the program has successfully delineated new zones of gold and silver mineralization that are open to depth and along strike. In particular, trenching at the GRW zone identified gold and silver in structural settings similar to the Flex zone, which was drilled in 2010 by Guinness Exploration Inc., and additionally identified the presence of copper (up to 1600 ppm Cu) in intrusive rocks that were identified in the GRW trenches (indicating a potential porphyry target).

Virtually all of the trenches contained zones of anomalous gold and silver. At Orloff King, Cabin, Webber, and GRW zones, the mineralized trends can be tracked from trench to trench. Work on trace element geochemistry continues, and early analysis suggests the presence of geochemical zonation that may be attributed to the presence of porphyry Cu-Au mineralization in the vicinity of the GRW zone.

The Company's 2011 exploration program consists of drilling approximately 3,654 meters at an approximate cost of \$2,000,000. The Company retained the services of Coast Mountain Geological Ltd. of Vancouver to provide project management services for the exploration on both the Charlotte and Discovery Creek properties.

The 2011 exploration program will focus on the further delineation of the Flex and Webber gold zones. In 2010 a 1452 meter, 14-hole drill program completed on the Flex zone which expanded the resource potential and confirmed historic results over a strike length of 450m. Hole 243, drilled in 2010, intersected 28.9 meters of 5.06 g/t of gold and 138.1 g/t silver. Drilling is also planned to test several new on echelon targets identified in previous programs and additional trenching will be carried out to identify new drill targets on its newly acquired claims.

All holes have successfully encountered the mineralized zone and associated alteration. Samples collected to date have been submitted for assaying at ACME Laboratories of North Vancouver, and results will be announced as data is compiled and interpreted. Other zones to be drill tested include anomalous silver, gold and copper values in trenches across the Orloff-King Zone and historical high grade drill intercepts in the Webber Zone

To date assays have now been received for sixteen of the twenty-one diamond drill holes completed on the Flex and Orloff-King Zones. This includes 2,766 metres of the total 3,654 metres drilled. Results of the remaining five holes are pending and will be reported when received.

Four of the remaining five holes were drilled on the Flex Zone and are off-sets of existing holes and one was drilled on the Orloff-King Zone. Previous historical drilling by other operators in the general area returned encouraging results such as drill holes DDH-10-243, which contained an intersection of 28.9 metres averaging 5.06 grams per tonne (g/t) gold and DDH-10-248, which contained 8.60 metres averaging 5.00 g/t gold.

Drilling this year has intersected broad well-mineralized zones, enhancing the potential for a bulk mineable deposit to be hosted on the property.

For assay results on the Charlotte property please see Schedule B attached to this MD&A

Dal Property, Yukon Territory, Canada

On March 4, 2011, entered into an option agreement with Shawn Ryan and Wildwood Exploration Inc. to purchase mining claims comprising an area of approximately 3,600 hectares located in the Dawson Mining District of the Yukon Territory. ("The Dal Property")

In order to earn its 100% interest the Company will pay the vendors \$450,000 cash, (\$125,000 paid); issue 2,000,000 common shares (300,000 issued) and incur expenditures on the property of \$2,200,000 by October 15, 2015 as follows:

i) Cash consideration;

\$125,000 on the effective date, (paid);
\$75,000 on or before the first anniversary of the effective date
\$75,000 on or before the second anniversary of the effective date
\$75,000 on or before the third anniversary of the effective date
\$100,000 on or before the fourth anniversary of the effective date

ii) Stock consideration

300,000 on the effective date, (issued);
300,000 shares on or before the first anniversary of the effective date
300,000 shares on or before the second anniversary of the effective date
300,000 shares on or before the third anniversary of the effective date
300,000 shares on or before the fourth anniversary of the effective date
250,000 shares upon incurring cumulative exploration expenditures \$4,000,000
250,000 shares upon incurring cumulative exploration expenditures \$7,500,000

iii) Property exploration expenditures

\$ 150,000 in aggregate on or before the first anniversary of the effective date
\$ 450,000 in aggregate on or before the second anniversary of the effective date
\$ 950,000 in aggregate on or before the third anniversary of the effective date
\$ 1,450,000 in aggregate on or before the fourth anniversary of the effective date
\$ 2,200,000 in aggregate on or before the fifth anniversary of the effective date

The interest is subject to a 2% net smelter return royalty of which the Company can purchase 1% for \$2,500,000 upon commercial production.

Finders fees are also payable by the Company in staged payments comprising an aggregate of \$26,375 cash and the issuance of 65,938 common shares as follows:

i) Cash consideration;

\$6,125 on the effective date, (paid);
\$4,875 on or before the first anniversary of the effective date
\$4,875 on or before the second anniversary of the effective date
\$4,875 on or before the third anniversary of the effective date
\$5,675 on or before the fourth anniversary of the effective date

ii) Stock consideration

15,312 on the effective date, (issued);
12,188 shares on or before the first anniversary of the effective date
12,188 shares on or before the second anniversary of the effective date
12,188 shares on or before the third anniversary of the effective date
14,062 shares on or before the fourth anniversary of the effective date

Exploration of the Dal Property

Historical grab samples taken from outcrops on the Property have yielded high grade gold and copper values. Two samples taken from a showing in the east of the property assayed 20.37 g/t Au, 10.4% Cu and 8.3 g/t Au, 16.0% Cu respectively. One sample taken from a showing to the west of the property assayed 5.27% Cu.

The property contains a major east trending magnetic anomaly detected by an airborne magnetic survey by the Geological Survey of Canada (GSC). This magnetic anomaly is interpreted by the GSC to be surface expression of ultramafic rocks.

Published geological reports for the area characterize this anomaly to be due to komatiitic ultramafic flows, with associated listwaenites (silica-carbonate-fuchsite-altered serpentinites). The komatiites are reported to be a potential source for copper-nickel-bearing massive sulphide mineralization and the listwaenites a potential host for gold mineralization (J-P Jutras, Yukon Exploration and Geology 2002). The ultramafic sequences occur in an anticlinal structure, exposing a volcano-sedimentary stratigraphic sequence in its core. These formations are overlain by a sedimentary sequence which includes shales, sandstones and conglomerates. In addition, resistant limestone units form prominent hilltops.

During August 2011 the Company retained Ground Truth Exploration Inc. to conduct an extensive soil sampling program totaling 1,400 samples on the property. The soil sample program will follow up on historical grab samples taken from outcrops on the property. Ridge and Spur samples will be collected at 50 metre station and 100 metre line spacing. (For additional information, the soil sample map is posted on our website at www.ansellcapital.com.)

Discovery Creek Property, Yukon Territory, Canada

On February 7, 2011, the Company entered into a Letter of Intent with Aurchem Exploration Ltd, ("Aurchem") to acquire up to a 100% interest in 179 mineral claims immediately to the west of the Charlotte Property. On May 19, 2011 the LOI was formalized into a Mineral Property Option Agreement. Pursuant to the mineral Property option agreement, the Company can acquire its 100% interest in the property by paying \$3,000,000 cash in staged payments over a five year period as follows:

\$ 50,000 on signing the LOI, (paid);
\$ 150,000 on signing the Agreement (paid)
\$ 200,000 on or before the first anniversary of the Agreement
\$ 300,000 on or before the second anniversary of the Agreement
\$ 400,000 on or before the third anniversary of the Agreement
\$ 400,000 on or before the fourth anniversary of the Agreement
\$1,500,000 on or before the earliest of the following dates:

- i) Sixty months from the date of the agreement if the price of gold is above US\$1,000 per ounce on such date;
- ii) fifteen days from the date the price of gold is above US\$1,000 per ounce, provided that such date is within sixty months to seventy two months of the date of the agreement.
- iii) seventy two months from the date of the agreement.

Finders fees are also payable by the Company in staged payments comprising the issuance of 564,061 Common shares as follows:

62,500 shares on the effective date, (see below)
54,687 shares on or before the first anniversary of the effective date
67,187 shares on or before the second anniversary of the effective date
82,812 shares on or before the third anniversary of the effective date
62,500 shares on or before the fourth anniversary of the effective date
234,375 shares on or before the fifth anniversary of the effective date

The Company has recorded an obligation to issue shares at a value of \$30,250 in respect of finders' fee of 62,500 shares to be issued.

Exploration of the Discovery Creek property

The Discovery Creek property which is located in the prolific Tintina belt covers approximately 3,000 hectares of mineral prospective lands. Gold-silver mineralization in the Discovery Creek property area consists of northwest-trending quartz-sulphide veins, steeply plunging quartz-sulphide-rich breccia bodies and east-westerly trending quartz-vein stockwork zones in clay-rich alteration zones. Mineralized zones and occurrences are spatially related to the central Mount Nansen porphyry complex, and associated Late Cretaceous stocks and dikes.

Exploration in the area since 1971 has included geological mapping, geochemical soil sampling, geophysical surveys, trenching and shallow drilling (104 holes, over 12,200 metres). The exploration has been carried out by several operators and focused on a number of occurrences in the area. Significant concentrations of gold and silver have been found on the property, both in drill holes and in surface outcrops.

Etzel Property, Yukon Territory, Canada

On June 22, 2011, the Company entered into a Mineral Property purchase agreement with Aurchem to acquire up to a 100% interest in 50 mineral claims for \$835,000 (paid). The property is subject to 1.5% Net Smelter Return Royalty upon commercial production.

Subsequent to the year end on August 18, 2011, the Company entered into an Option and Joint Venture Agreement with Great Bear Resources Ltd, ("Great Bear") whereby Great Bear would acquire up to a 65% undivided interest in the Etzel mineral claims.

In order for Great Bear to earn its 65% interest in the property Ansell will receive consideration aggregating \$500,000 cash and 2,500,000 shares of Great Bear in staged tranches, and Great Bear has an obligation to incur aggregate exploration expenditures of \$9,750,000.

Upon the option being earned, a joint venture will be established to further explore the property and the operator will be determined by the establishment of a management committee.

To date the Company has received \$100,000 and 500,000 common shares of Great Bear Resources pursuant to the agreement.

Exploration of the Etzel property

The Etzel property hosts gold and silver-rich polymetallic soil geochemical anomalies similar to those present on the adjacent Klaza and Charlotte properties, with historic trenching that has produced results including 6.0 metres of 6.05 g/t gold and 15.3 g/t silver.

Great Bear has arranged an exploration program which commenced in September 2011 "Phase 1" and includes surface trenching and geochemical sampling to define drill targets.

Phase 1 consists of approximately 2,000 metres of diamond drilling, testing the on-strike continuity of gold-silver mineralization from the Klaza property of Rockhaven Resources Ltd. and Ansell's Charlotte property. These properties are contiguous with the Etzel property to the northwest and southeast and are all located within a 15 kilometre long, generally 2.5 kilometre wide gold mineralized trend that includes the past producing Mount Nansen mine.

Both the Klaza and Charlotte properties were the focus of multi-drill programs during 2010 and 2011.

SUMMARY

Our Company's Board and management is a highly qualified team of professionals with essential experience in resource acquisition, exploration, and development, finance and marketing. We are committed to building a highly valued asset base and a strong, loyal shareholder following.

SELECTED ANNUAL FINANCIAL INFORMATION

The following financial data prepared in accordance with generally accepted accounting principles stated in Canadian dollars is presented as at July 31 of each of the 2011, 2010 and 2009 fiscal years:

	FISCAL YEARS ENDED		
	JULY 31 2011	JULY 31 2010	JULY 31 2009
Results of Operations			
Total revenue	\$ -	\$ -	\$ -
Net loss before interest income, recovery of costs and write off and impairment of mineral properties and deferred exploration expenditures	\$ (1,004,765)	\$ (333,689)	\$ (251,775)
Net loss for the year	\$ (1,029,185)	\$ (926,049)	\$ (246,328)
Basic and diluted loss per share	\$ (0.03)	\$ (0.05)	\$ (0.03)
Cash Dividends per share	\$ -	\$ -	\$ -
Financial Position			
Working Capital	4,422,513	1,387,536	760,591
Total Assets	\$ 11,777,223	\$ 1,513,537	\$ 1,118,193
Total Long Term Liabilities	\$ -	\$ -	\$ -
Total Shareholders Equity	11,243,529	1,483,565	1,049,093
Cash Dividends per share	\$ -	\$ -	\$ -

RESULTS OF OPERATIONS

The Company incurred a net loss of \$1,029,185 and a comprehensive loss of \$1,049,185 during the year ended July 31, 2011 compared to a net loss of \$926,049 and comprehensive loss of \$926,049 for the comparative year ended July 31, 2010. The most significant changes for the year arose from an increase in professional fees to \$145,344 (2010 - \$67,596) as a result of increased legal and accounting fees being incurred; consulting fees increased to \$53,500 (2010 -\$43,500) as a result of retaining two consultants for corporate development during the year; office and miscellaneous expenses increased to \$46,200 (2010 - \$32,284); net rent expenses decreased to a recovery of \$1,033 (2010 charge of \$12,798) due to increased recoveries from sub-tennants; shareholder communications increased to \$74,884 (2010 - \$14,001) as a result of increased promotional activity being undertaken by the Company; stock based compensation increased to \$422,985 (2010 - \$16,637) a direct result of the valuation of stock options to consultants vesting in the period; transfer agent fees increased to \$20,529 (2010 - \$13,249) due to increased financing activity undertaken by the Company; travel and property evaluation increased to \$116,347 (2010 - \$34,828) predominantly a result of evaluation expenditures being incurred on the Charlotte Property and wages and benefits increased to \$53,735 (2010 - \$42,160). The Company also received interest income of \$12,745 (2010 - \$2,981) and recorded a write down of resource properties of \$37,165 (2010 - 595,341).

All other expenses were consistent with the comparative prior period. Finally a net unrealized loss on an investment of \$20,000 (2010 – \$nil) was recorded as a result of adjusting the valuation of the investment which was acquired in the period to market value.

SUMMARY OF QUARTERLY RESULTS

The following is a summary of the Company's quarterly results for the period from August 1, 2009 to July 31, 2011 reported in Canadian currency.

	QUARTER ENDED			
	JULY 31	APRIL 30	JANUARY 31	OCTOBER 31
	2011	2011	2011	2010
Total revenue	\$ -	\$ -	\$ -	\$ -
Net loss before income taxes	\$ (513,040)	\$ (223,955)	\$ (183,650)	\$ (108,540)
Net income (loss) for the period	\$ (513,040)	\$ (223,955)	\$ (183,650)	\$ (108,540)
Basic income (loss) per share	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)

	QUARTER ENDED			
	JULY 31	APRIL 30	JANUARY 31	OCTOBER 31
	2010	2010	2010	2009
Total revenue	\$ -	\$ -	\$ -	\$ -
Net loss before income taxes	\$ (341,806)	\$ (468,515)	\$ (54,537)	\$ (61,191)
Net income (loss) for the period	\$ (341,806)	\$ (468,515)	\$ (54,537)	\$ (61,191)
Basic income (loss) per share	\$ (0.02)	\$ (0.03)	\$ (0.00)	\$ (0.00)

The Company reported a net loss of \$513,040 for the three month period ended July 31, 2011 compared to \$341,806 for the comparative three month period ended July 31, 2010. The basic loss per for the three month period ended July 31, 2011 was (\$0.01) versus (\$0.02) for the three month period ended July 31, 2010.

RESULTS OF OPERATIONS FOR THE QUARTER ENDED JULY 31, 2011

The Company incurred a net loss of \$513,040 and a comprehensive loss of \$527,040 during the three month period ended July 31, 2011 compared to a net loss of \$341,806 and comprehensive loss of \$341,806 for the comparable period of 2010. The most significant changes for the year arose from an increase in consulting fees to \$17,650 (2010 - \$9,000) as a result of retaining two consultants for corporate development; professional fees to \$52,875 (2010 - \$29,750) as a result of increased legal and accounting fees being incurred; regulatory and filing fees increased to \$4,378 (2010 – \$68); office and miscellaneous expenses increased to \$15,666 (2010 - \$2,970); net rent expenses decreased to a recovery of \$3,264 (2010 – recovery of \$789) due to increased recoveries from sub-tennants shareholder communications increased to \$14,850 (2010 - \$3,625) as a result of increased promotional activity being undertaken by the Company; stock based compensation increased to

\$320,800 (2010 - \$12,174) a direct result of the valuation of stock options to directors and consultants vesting in the period; transfer agent fees increased marginally to \$1,034 (2010 - \$947); travel and property evaluation increased to \$29,474 (2010 - \$6,310) as the Company incurred increased travel costs; wages and benefits increased to \$17,162 (2010 - \$12,197) due to increased corporate deductions on stock option benefits being recorded.

The Company also received interest income of \$8,584 (2010 - \$1,348) as corporate cash balances were held had increased and also a write down of resource properties of \$34,400 (2010 - 294,038) was recorded, the 2011 write down related to the Vilcoro Gold Property in Peru, and the 2010 write off related to the Pires property in Brazil.

All other expenses were consistent with the comparative prior period. Finally a net unrealized loss on an investment of \$14,000 (2010 - \$nil) was recorded as a result of adjusting the valuation of the investment which was acquired in the period to market value.

MINERAL PROPERTY EXPENDITURES

Net acquisition cost, comprising cash paid and the fair value of common stock together with exploration expenditures incurred on the mineral properties held during the year ended July 31, 2011 totaled \$6,634,548 (2010 - three months ended July 31, 2010 - \$184,996), as follows:

	YEAR ENDED	
	JULY 31	
	2011	2010
Guijoso Property, Mexico	\$ -	\$ -
Redrock, & North Battle Mountain Nevada	-	2,765
Pires, Brazil	-	294,038
Kuyakuz, Canada (Recovery)	(8,793)	50,043
VilcoroGold, Peru	-	34,400
Charlotte, Canada	5,352,372	-
Dal, Canada	225,719	-
Discovery Creek, Canada	230,250	-
Etzel, Canada	835,000	-
Total, net (recovery)	<u>\$ 6,634,548</u>	<u>\$ 381,246</u>

LIQUIDITY

The Company has financed its operations to date primarily through the issuance of common shares. The Company continues to seek capital through various means including the issuance of equity and/or debt.

The financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

As at July 31, 2011, the Company has total assets of \$11,777,223 (2010 - \$1,513,537) and working capital of \$4,422,513. (July 31, 2010 - \$1,387,536)

The primary assets of the Company were cash and cash equivalents of \$3,767,560, short term investments of \$1,054,672, and five mineral property interests with a capitalized value of \$6,684,591. At July 31, 2011, the Company had working capital of \$4,422,513. It is management's opinion that the Company has adequate working capital to meet the Company's obligations as they come due and that the Company is not exposed to any significant liquidity risks at this time.

During the year ended July 31, 2011 the Company issued common shares as follows:

- i) Completed a brokered private placement comprising 1,875,000 flow-through-units at \$0.40 per unit and 10,400,000 non-flow-through units at \$0.32 per unit for total aggregate gross proceeds of \$4,078,000. Each flow-through unit consists of one common share of the Company and one half of one share purchase warrant. Each whole share purchase warrant is exercisable at a price of \$0.50 to purchase one additional common share at any time before April 29, 2013. Each non-flow-through unit consists of one common share of the Company and one share purchase warrant. Each whole share purchase warrant is exercisable at a price of \$0.40 to purchase one additional common share at any time before April 29, 2012 or \$0.50 prior to April 29, 2013.

In connection with the private placement the Company paid \$285,460 in cash and issued 859,250 agents' warrants with a fair value of \$226,620. Each agents' warrant is exercisable at a price of \$0.40 to purchase one additional common share at any time before April 29, 2012 or \$0.50 prior to April 29, 2013.

- ii) Completed a non-brokered private placement comprising 4,700,000 non-flow-through-units at \$0.32 per unit for aggregate gross proceeds of \$1,504,000. Each unit consists of one common share of the Company and one half of one share purchase warrant. Each whole share purchase warrant is exercisable at a price of \$0.40 to purchase one additional common share at any time before April 29, 2012 or \$0.50 prior to April 29, 2013.

In connection with the private placement the Company paid \$84,403 in cash and issued 234,623 agents warrants with a fair value of \$61,880. Each agents warrant is exercisable at a price of \$0.40 to purchase one additional common share at any time before April 29, 2012 or \$0.50 prior to April 29, 2013.

In connection with the above two private placements the Company also incurred legal fees, filing fees and other expenses aggregating \$192,817 which have been classified as share issuance costs

- iii) Issued 12,000,000 units pursuant to the acquisition of the Charlotte mineral property, with a fair value of \$3,840,000. Each unit consists of one common share of the Company and 0.67 of one share purchase warrant. Each whole share purchase warrant is exercisable at a price of \$0.35 to purchase one additional common share at any time before April 29, 2013.
- iv) Issued 300,000 common shares pursuant to the acquisition of the Dal Mineral property, with a fair value of \$90,000. The Company also issued 15,312 common shares pursuant to a finders fee agreement associated with the Dal mineral property with a fair value of \$4,594.

- v) Issued 375,000 common shares pursuant to the exercise of stock options at \$0.12 per share for aggregate proceeds of \$45,000, The Company also recorded a reallocation of contributed surplus to share capital of \$36,447 as a result of the options being exercised.
- vi) Issued 420,000 units for proceeds of \$84,000 pursuant to the exercise of brokers' warrants. Each unit consists of one common share and one share purchase warrant which is exercisable at \$0.30 to purchase one additional common share at any time up to 12 months from the effective date or \$0.35 during the next 12 months. The Company also recorded a reallocation of contributed surplus to share capital of \$57,087 as a result of the brokers' warrants being exercised.
- vii) Issued 4,185,000 common shares for proceeds of \$1,273,000 pursuant to the exercise of share purchase warrants at \$0.30 and \$0.35 per warrant. The Company also recorded a reallocation of contributed surplus to share capital of \$39,722 as a result of warrants being exercised which were acquired upon the prior exercise of brokers' warrants.

CAPITAL RESOURCES

At July 31, 2011, the Company's capital resources consist of interests in five mineral properties. The Company's 100% interest in the Kuyakuz Mountain project in British Columbia Canada, valued at \$41,250; the Company's interest in the Charlotte property in Yukon Territory, Canada, valued at \$5,352,372; the Company's interest in the Dal property in Yukon Territory, Canada, valued at \$225,719; the Company's interest in the Discovery Creek property in Yukon Territory, Canada, valued at \$230,250 and the Company's 100% interest in the Etzel property valued at \$835,000. These amounts totaling \$6,684,591 equal the deferred exploration expenditures and acquisition costs and exploration advances made in respect of the properties to July 31, 2011.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-Balance Sheet arrangements.

FINANCIAL INSTRUMENTS AND FINANCIAL RISK EXPOSURES

The Company's financial instruments consist of cash and cash equivalents, amounts receivable, advance receivable, investments, exploration advances and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying values, unless otherwise noted.

Management does not believe the Company is exposed to significance financial risk arising from fluctuations in foreign exchange rates and the degree of volatility of these rates, as its' operations are primarily in Canadian dollars. The Company does not use derivative instruments to reduce its exposure to foreign currency risk.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management process. The overall objectives of the Board are to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility.

The type of risk exposure and the way in which such exposure is managed is as follows:

a) Credit risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations.

The Company's cash and short term investments is primarily held in large Canadian financial institutions. The Company's receivables consist mainly of GST/HST receivable due from the Federal Government of Canada. Management believes that the credit risk concentration with respect to cash and short term investments and receivables is remote.

b) Liquidity Risk

The Company ensures that there is sufficient capital in order to meet short term business requirements, after taking into account the Company's holdings of cash. The Company believes that its sources of financing will be sufficient to cover the expected short and long term cash requirements.

c) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

i) Interest rate risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

ii) Foreign currency risk

During the fiscal year ended July 31, 2011 the Company has divested its overseas assets, and now only has exploration assets in Canada. As a result of this development the Company's operations are not subject to significant foreign exchange risks.

iii) Price risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

d) Fair Values

The carrying values of amounts receivable, exploration advances and accounts payable and accrued liabilities approximate their fair values due to their short terms to maturity.

Cash and cash equivalents, short term investments and investment are valued using quoted market prices in active markets, and are therefore classified as Level 1.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

Future accounting changes

The following accounting pronouncements are applicable to future reporting periods. The Company is currently evaluating the effects of adopting these standards:

i) Section 1582, Business Combinations

Section 1582 applies prospectively to the Company's business combinations on or after January 1, 2011. Early adoption of this recommendation is permitted. This section replaces Section 1581, "Business Combination", and harmonizes the Canadian accounting standards with International Financial Reporting Standards ("IFRS"). Under the new guidance, the purchase price used in a business combination will be the new fair value of the shares exchanged at their market price on the date of the exchange.

Currently, when shares are issued, they are valued based on the market price for a reasonable period before and after the date the acquisition is agreed upon and announced. Under the new guidelines, all acquisition costs are expensed where currently they are capitalized as part of the acquisition costs. There are also a number of other differences between the new guidelines and current GAAP. The Company does not expect the adoption of this pronouncement to impact the financial statements.

ii) Section 1601, Consolidated Financial Statements and Section 1602, Non-Controlling Interests

Section 1601 and 1602 change the accounting and reporting of ownership in interests in subsidiaries held by parties other than the parent. Non-controlling interests are to be presented in the consolidated statement of financial position (balance sheet) within equity, but separately from the parent's equity. The amount of consolidated net income attributable to the parent and to the non-controlling interest is to be clearly identified and presented on the face of the consolidated statement of income (loss). In addition, these pronouncements establish standards for a change in a parent's ownership interest in a subsidiary and the valuation of retained non-controlling equity investments when a subsidiary is deconsolidated. They also establish reporting requirements for providing sufficient disclosures that clearly identify and distinguish between the interests of the parent and the interest of the non-controlling owners. The Company does not expect the adoption of these pronouncements to impact its financial statements in fiscal 2012.

IFRS Transition Plan

The Canadian Accounting Standards Board has confirmed that International Financial Reporting Standards ("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 quarter ended October 31, 2011. The Company's 2012 interim and annual financial statements will include comparative 2011 financial statements, restated to comply with IFRS.

The Company has established an IFRS transition plan and engaged third-party advisers to assist with the planning and implementation of its transition to IFRS. The following summarizes the Company's progress and expectations with respect to its IFRS transition plan:

- Phase 1 Comprising a review of its accounting policies and Canadian GAAP relevant to its financial reporting requirements to determine the key differences and options with respect to acceptable accounting standards under IFRS.
- Phase 2 Comprising an in-depth analysis of the impact of those areas identified under phase one.
- Phase 3 the implementation of the conversion process, through the preparation of the opening balance sheet as at August 1, 2011

Impact of Adopting IFRS on the Company's Business

As part of its analysis of potential changes to significant accounting policies, the Company is assessing what changes may be required to its accounting systems and business processes. The Company believes that the changes identified to date are not significant and the systems and processes can accommodate the necessary changes.

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.

Upon initial adoption of IFRS, generally retrospective application of IFRS is required, effective at the end of its first annual IFRS reporting period. However, IFRS 1 does allow certain optional exemptions and mandatory exceptions to this general retrospective treatment.

The Company has reviewed the exemptions available and currently believes it will have to rely on the following exemption at its transition date of August 1, 2010.

- To apply IFRS 2 Share-based Payments only to equity instruments issued after July 31, 2010 which had not vested by the Transition Date.

Impact of Adopting IFRS on the Company's Financial Statements

The adoption of IFRS will result in some changes to the Company's accounting policies that are applied in the recognition, measurement and disclosure of balances and transactions in its financial statements.

The following provides a summary of the Company's evaluation to date of potential changes to accounting policies in key areas based on the current standards and guidance within IFRS. This is not intended to be a complete list of areas where the adoption of IFRS will require a change in accounting policies, but to highlight the areas the Company has identified as having the most potential for a significant change. The International Accounting Standards Board has a number of ongoing projects, the outcome of which may have an effect on the changes required to the Company's accounting policies on adoption of IFRS. At the present time however, the Company is not aware of any significant expected changes prior to its adoption of IFRS that would affect the summary provided below.

1) Exploration and Evaluation Expenditures

IFRS currently allows an entity to retain its existing accounting policies related to the exploration for and evaluation of mineral properties, subject to certain restrictions.

The Company expects to retain its current policy of deferring exploration and evaluation expenditures until such time as the properties are either put into commercial production, sold, determined not to be economically viable or abandoned.

The current policy may be subject to change as the Company progresses through its final analysis.

2) Impairment of (Non-financial) Assets

IFRS, like Canadian GAAP, requires an assessment at each reporting date as to whether there are indicators of impairment of deferred exploration and evaluation costs. The factors considered under IFRS are quite similar to Canadian GAAP.

The Company's accounting policies related to impairment of deferred exploration costs will be changed to reflect these differences, however the Company does not expect this change will have an impact to the carrying value of its assets.

3) Share-based Payments

For stock options granted to non-employees Canadian GAAP requires the value of goods or services received (and the corresponding increase in equity) to be measured based on the fair value of the consideration received, or the fair value of the equity instrument, whichever is more reliably measured.

IFRS requires that for transactions with non-employees the fair value of the goods and services received are measured directly at their fair value on the date the Company obtains the goods or the counterparty renders the services.

Under IFRS the recording of stock based compensation is only permitted using the graded vesting method. The Company adopted the graded vesting method for stock based compensation during the year ended July 31, 2010.

4) Asset Retirement Obligations (Decommissioning Liabilities)

IFRS requires the recognition of a decommissioning liability for legal or constructive obligations, while current Canadian GAAP only requires the recognition of such liabilities for legal obligations. A constructive obligation exists when an entity has created reasonable expectations that it will take certain actions.

The Company's accounting policies related to decommissioning liabilities will be changed to reflect these differences, however the Company does not expect this change will have an immediate impact to the carrying value of its assets as the Company currently has no legal or constructive reclamation obligations on any of its properties.

5) Property and Equipment

IFRS contains different guidance related to recognition and measurement of property and equipment than current Canadian GAAP.

As at the date of transition the Company holds no significant property and equipment that requires recognition and measurement under IAS 16 – Property, Plant and Equipment.

6) Income Taxes

The method of accounting for income taxes under IFRS is similar to Canadian GAAP, however, IFRS does not prescribe how to account for flow-through shares, common practice differs from Canadian GAAP and it will be necessary to make adjustments to shareholders' equity on the first-time adoption of IFRS.

The Company's first financial statements prepared in accordance with IFRS will be the interim financial statements for the three months ending October 31, 2011, which will include notes disclosing transitional information and disclosure of new accounting policies under IFRS. The interim financial statements for the three months ending October 31, 2011 will also include fiscal 2011 financial statements for the comparative period, adjusted to comply with IFRS, and the Company's transition date IFRS statement of financial position as at August 1, 2010.

RELATED PARTY TRANSACTIONS

During the year ended July 31, 2011, the Company entered into the following transactions with related parties:

- a) Paid or accrued management fees of \$46,000 (2010 - \$36,000) to a company controlled by Rahoul Sharan
- b) Received rent recoveries of \$97,831 (2010 - \$70,792) from companies with directors and officers in common.
- c) Paid or accrued professional fees of \$14,800 (2010 - \$11,000) to a company controlled by Matthew Wright (2010 – Barry Sheahan).
- d) Paid or accrued wages of \$46,100 (2010 - \$42,160) to Beverly Funston.
- e) Paid or accrued consulting fees of \$45,000 (2010 - \$36,000) to Jevin Werbes

These transactions were in the normal course of operations and were measured at the exchange value which represented the amount of consideration established and agreed to by the related parties.

As at July 31, 2011, accounts payable and accrued liabilities included \$6,024 (2010 - \$nil) owing to directors and officers of the Company.

On November 15, 2010, Mr. Barry Sheahan, C.A. resigned as CFO of the Company in order to pursue his other business interests. At that time Mr. Matthew G. Wright, C.A. was appointed CFO. Also on February 9, 2011, Mr. Hrayr Agnerian M.Sc. P.Geo was appointed a director of the Company. Mr. Agnerian will provide technical assistance to the Company for the exploration programs to be developed for the 2011 exploration season.

COMMITMENTS

- i) The Company's commitment for annual minimum future lease payments under office rental agreements are as follows:

2012	\$120,000
2013	\$120,000

During the year ended July 31, 2011 the Company recovered \$120,183 of the rent charged pursuant to the rental agreement by way of monthly non-contractual sub-tenant rent recharges.

- ii) Pursuant to the Etzel mineral property finders fee agreement, the Company as at July 31, 2011 and November 28, 2011 the Company has a commitment to issue 62,500 common shares.

SUBSEQUENT EVENTS

Subsequent to the year end the Company:

- i) Issued 250,000 common shares to directors pursuant to the exercise of stock options for aggregate proceeds of \$25,000.
- ii) Entered into an Option and Joint Venture Agreement with Great Bear Resources Ltd, ("Great Bear") on August 18, 2011, whereby Great Bear would acquire up to a 65% undivided interest in the Etzel mineral claims.

In order for Great Bear to earn its 65% interest in the property Ansell will receive consideration aggregating \$500,000 cash and 2,500,000 shares of Great Bear in staged tranches, and Great Bear has an obligation to incur aggregate exploration expenditures of \$9,750,000.

Upon the Option being earned, a Joint Venture will be established to further explore the property and the operator will be determined by the establishment of a management committee.

Pursuant to this agreement, the Company has received \$100,000 cash and 500,000 common shares of Great Bear to date.

OUTSTANDING SHARE DATA

The following details the common shares, stock options, and warrants outstanding as of the date of this MD&A

Common Shares

	Number of Shares
Authorized Unlimited common shares, without par value	
Issued Balance at November 28, 2011	57,375,344

Stock options

NUMBER OF STOCK OPTIONS	EXERCISE PRICE	NUMBER EXERCISABLE AT JULY 31, 2011	EXPIRY DATE
200,000	\$ 0.25	150,000	April 14, 2012
475,000	\$ 0.12	475,000	May 14, 2014
50,000	\$ 0.40	25,500	December 2, 2013
700,000	\$ 0.40	175,000	March 4, 2014
<u>800,000</u>	\$ 0.38	<u>800,000</u>	June 17, 2016

Share Purchase Warrants

NUMBER OF WARRANTS	EXERCISE PRICE	NUMBER EXERCISABLE AT JULY 31, 2011	EXPIRY DATE
3,040,000	\$ 0.35	2,175,000	April 12, 2012
95,000	\$ 0.35	95,000	April 12, 2012
7,550,000	\$ 0.40 yr 1/ 0.50 yr 2	7,550,000	April 29, 2013
937,500	\$ 0.50	937,500	April 29, 2013
<u>8,040,000</u>	\$ 0.35	<u>8,040,000</u>	April 29, 2013
<u>19,622,500</u>		<u>19,622,500</u>	

Brokers' Warrants

<u>NUMBER OF BROKERS WARRANTS</u>	<u>EXERCISE PRICE</u>	<u>NUMBER EXERCISABLE AT JULY 31, 2011</u>	<u>EXPIRY DATE</u>
<u>257,500</u>	\$ 0.20	<u>257,500</u>	April 12, 2012

Agents Warrants

<u>NUMBER OF AGENTS WARRANTS</u>	<u>EXERCISE PRICE</u>	<u>NUMBER EXERCISABLE AT JULY 31, 2011</u>	<u>EXPIRY DATE</u>
<u>1,093,873</u>	0.40 yr 1/ \$ 0.50 yr 2	<u>1,093,873</u>	April 29, 2013

RISKS AND UNCERTAINTIES

Limited Operating History

The Company is in the early stages of mineral property exploration and development. As a result, it is difficult to evaluate the Company's prospects, and its future success is more uncertain than if it had a longer or more proven history of operations.

History of Losses

The Company has incurred net losses every period since inception and as of July 31, 2011, had an accumulated deficit of \$2,436,630.

No History of Dividends

Since incorporation, the Company has not paid any cash or other dividends on its common stock and does not expect to pay such dividends in the foreseeable future, as all available funds will be invested primarily to finance its mineral exploration programs. The Company will need to achieve profitability prior to any dividends being declared.

Dilution

The Company does not generate any revenues from operating and does not have sufficient financial resources to undertake by itself all of its planned activities. The Company has limited financial resources and has financed its operations primarily through the sale of securities such as common shares. The Company will need to continue its reliance on the sale of such securities for future financing, resulting in dilution to the Company's existing shareholders.

Capital and Liquidity Risk

The amount of financial resources available to invest for the enhancement of shareholder value is dependant upon the size of the treasury, profitable operations, and a willingness to utilize debt and issue equity. Due to the size of the Company, financial resources are limited and if the Company exceeds growth expectations or finds investment opportunities it may require debt or equity financing. There is no assurance that the Company will be able to obtain additional financial resources that may be required to successfully finance transactions or compete in its markets on favourable commercial terms.

Acquisition and Expansion Risk

The Company intends to expand its operations through organic growth and depending on certain conditions, by identifying a proposed qualifying transaction. There can be no assurance that the Company will be able to identify, acquire or profitably manage additional properties or businesses.

Dependence on Key Personnel

Loss of certain members of the executive team or key operational leaders of the company could have a disruptive effect on the implementation of the Company's business strategy and the efficient running of day-to-day operations until their replacement is found. Recruiting personnel is time consuming and expensive and the competition for professionals is intense. The Company may be unable to retain its key employees or attract, assimilate, retain or train other necessary qualified employees, which may restrict its growth potential.

MD&A PREPARATION

This MD&A was prepared as of November 28, 2011. This MD&A should be read in conjunction with our latest audited financial statements as at July 31, 2011. This MD&A is intended to assist the reader's understanding of **Ansell Capital Corp.** and its' operations, business, strategies, performance and future outlook from the perspective of management. The documents mentioned above, as well as news releases and other important information may be viewed through the SEDAR website at www.sedar.com

Managements Responsibility for Financial Statements

The information provided in this report, including the financial statements is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying financial statements.

Management maintains a system of internal controls to provide reasonable assurance that the company's assets are safeguarded and to facilitate the preparation of relevant and timely information.

Ansell Capital's Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Board's Audit Committee meets with management quarterly to review the financial statement results, including the MD&A, and to discuss other financial, operating and internal control matters. The Audit Committee receives a report from the independent auditors annually, and is free to meet with them throughout the year.

ANSELL CAPITAL CORP

SCHEDULE A

SCHEDULE OF DEFERRED EXPLORATION EXPENDITURES

JULY 31, 2011

	REDROCK PROPERTY (NEVADA)	NORTH BATTLE MOUNTAIN PROPERTY (NEVADA)	KUYAKUZ PROPERTY (CANADA)	CHARLOTTE PROPERTY (CANADA)	TOTAL
Balance, July 31, 2010	\$ -	\$ 2,765	\$ 40,000	-	\$ 42,765
Camp costs	-	-	-	69,965	69,965
Drilling	-	-	-	400,470	400,470
Engineering & Consulting	-	-	64,372	316,687	381,059
Equipment rental	-	-	-	176,681	176,681
Geophysics & Assaying	-	-	11,835	24,519	36,354
Travel	-	-	-	24,050	24,050
Total Additions For The Period	-	-	76,207	1,012,372	1,088,579
Recovered from optionee Write Offs	-	(2,765)	(85,000)	-	(85,000)
	-	(2,765)	-	-	(2,765)
Balance, July 31, 2011	\$ -	\$ -	\$ 31,207	\$ 1,012,372	\$ 1,043,579

ANSELL CAPITAL CORP

SCHEDULE B

Assay Results from the Charlotte Property

Hole		From (m)	To (m)	Width (m)	Au g/t	Ag g/t
DDH-11-254 Az 060 Dip -65 Flex Zone		92.40	104.80	12.40	3.38	130.33
	includes	97.20	98.50	1.30	22.21	541.00
		118.00	125.30	7.30	1.11	38.70
	includes	148.60	154.00	5.40	3.09	57.77
		150.60	154.00	3.40	4.45	89.34

DDH-11-255 Az 078 Dip -65 Flex Zone		108.10	111.00	2.90	1.03	16.37
		112.90	114.25	1.35	1.22	0.40
		118.15	136.60	18.45	2.29	63.06
	includes	126.00	133.50	7.50	5.14	150.55

DDH-11-256 Az 078 Dip -50 Flex Zone		23.30	27.90	4.60	0.41	1.30	
		56.90	58.60	1.70	1.47	4.80	
		71.15	81.10	9.95	3.83	69.90	
		includes	77.50	81.10	3.60	7.63	74.52
		91.60	97.00	5.40	1.13	43.48	
	includes	93.00	93.50	0.50	9.64	302.00	

DDH-11-257 Az 038 Flex Zone		20.12	22.12	2.00	0.80	10.75
		30.30	53.35	23.05	11.04	191.38
		includes	47.66	52.85	5.19	37.91

DDH-11-258 Az 045 Dip -52 Flex Zone		29.82	32.90	3.08	3.29	7.36	
		includes	31.80	32.90	1.10	8.26	11.30
		50.90	63.40	12.50	2.45	76.38	
		includes	57.90	63.40	5.50	4.31	155.71
		includes	61.85	62.55	0.70	16.00	256.00
			69.20	77.15	7.95	1.78	44.89
		includes	75.00	75.90	0.90	10.30	200.00
		85.00	88.05	3.05	0.44	5.06	

ANSELL CAPITAL CORP

SCHEDULE B (Cont'd)

Assay Results from the Charlotte Property

Hole		From (m)	To (m)	Width (m)	Au g/t	Ag g/t
DDH-11-259		55.90	70.45	14.55	3.00	204.24
Az 079	includes	58.10	60.30	2.20	16.26	1242.27
Dip -50						
		83.50	92.15	8.65	3.41	29.32
Flex Zone	includes	88.30	92.15	3.85	6.94	56.17
	includes	89.85	90.55	0.70	18.60	117.00
		120.20	122.70	2.50	1.64	12.34
		127.30	133.23	5.93	1.21	37.84
	includes	128.15	129.40	1.25	4.56	160.95
DDH-11-260b		45.12	63.41	18.29	1.45	4.70
Az 071	includes	58.75	63.41	4.66	4.37	6.07
Dip -50						
		119.00	126.70	7.70	3.10	119.72
Flex Zone	includes	121.65	122.95	1.30	16.21	689.50
		254.74	264.60	9.86	0.36	11.66
DDH-11-261		24.90	25.25	0.35	9.70	3.20
Az 045						
Dip -50		53.10	69.00	15.90	0.89	8.83
Flex Zone		116.58	119.80	3.22	2.16	133.21
DDH-11-262		97.85	99.60	1.75	0.90	2.03
Az 045						
Dip -50		107.40	114.00	6.60	11.71	141.87
Flex Zone	includes	107.40	108.60	1.20	62.80	771.00
DDH-11-263		17.35	21.85	4.50	1.52	6.76
Az 052						
Dip -50		30.50	31.55	1.05	1.25	3.50
Flex Zone		82.50	85.70	3.20	9.16	488.25
	includes	83.85	84.30	0.45	60.90	3288.00
		93.70	105.50	11.80	0.52	11.95
		166.30	174.30	8.00	0.47	8.25

ANSELL CAPITAL CORP

SCHEDULE B (Cont'd)

Assay Results from the Charlotte Property

Hole	From (m)	To (m)	Width (m)	Au g/t	Ag g/t
DDH-11-264	36.10	50.60	14.50	0.37	3.30
Az 045					
Dip -50					
Flex Zone					
DDH-11-265	44.10	45.35	1.25	2.83	0.20
Az 075					
Dip -65	117.45	120.85	3.40	1.01	58.85
includes	117.45	118.25	0.80	2.40	181.00
Flex Zone					
	132.80	139.30	6.50	1.00	20.85
DDH-11-266	37.00	39.94	2.94	0.81	0.65
Az 075					
Dip -50	68.00	69.70	1.70	1.44	54.94
Flex Zone	77.70	78.50	0.80	3.65	9.70
	143.00	144.60	1.60	2.08	9.80
DDH-11-267	9.90	15.90	6.00	0.46	4.21
Az 055					
Dip -65	95.35	97.25	1.90	1.75	30.55
Orloff King Zone	104.20	104.85	0.65	2.08	8.51
	185.65	191.90	6.25	0.51	1.50
DDH-11-268	75.15	75.70	0.55	1.58	48.70
Az 065					
Dip -50					
Orloff King Zone	86.70	87.45	0.75	1.21	29.50
DDH-11-269	32.47	35.55	3.08	0.38	0.77
Az 230					
Dip -50					
Orloff King Zone	68.58	76.95	8.37	0.33	30.42

Laboratory analyses were performed by Acme Laboratories, of Vancouver. Two analyses were received for one sample in DDH-11-257, and the average of the two has been used in the results above. Please note no cutting of high grade samples has been applied. At this time, the company has insufficient data to apply a cutting factor that is statistically relevant to this property.

Results are reported with down-hole widths. The Flex zone dips steeply to the west or southwest. With the holes being drilled perpendicular to the strike and with collar dips ranging from 50° to 65° from vertical, true widths will vary between 60% and 90% of down-hole widths.

For the Orloff King zone, there has been insufficient drilling to determine the average dip and thus the true widths.