McLaren Resources

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED SEPTEMBER 30, 2011

As at December 16, 2011

The MD&A of McLaren Resources Inc. (CNSX: MCL) has been prepared by management of the Company and should be read in conjunction with the Company's annual audited financial statements and notes thereto for the fiscal periods ended September 30, 2011 and September 30, 2010, which were prepared in accordance with generally accepted accounting principles in Canada ("Canadian GAAP"). Additional information regarding the Company can be found on SEDAR at www.sedar.com. All amounts following are expressed in Canadian dollars unless otherwise stated. The MD&A is dated December 16, 2011 and is current to that date, unless otherwise stated.

Forward Looking Statements

Certain information in this MD&A and in other public announcements by the Company is forward-looking and is subject to important risks and uncertainties. Forward information includes information concerning the Company's future financial performance, business strategy, plans, goals and objectives.

Factors which could cause actual results to differ materially from current expectations include, among other things: the ability of the Company to successfully implement its strategic initiatives and whether such strategic initiatives will yield the expected benefits; competitive conditions in the business in which the Company participates; general economic conditions and normal business uncertainty; fluctuations in foreign exchange rates; and changes in laws, rules and regulations applicable to the Company.

The Company does not update forward-looking statements should circumstances or management's assumptions, expectations, or estimates change.

McLaren Resources

OVERVIEW

McLaren Resources Inc. (CNSX:MCL) ("McLaren"or"Company") was incorporated on July 13, 1999 under The Business Corporations Act (Ontario). The Company was engaged in the acquisition, exploration and development of petroleum and natural gas properties until December of 2010 at which time the Company transitioned from petroleum and natural gas to gold acquisition, exploration and development of gold properties in Northern Ontario.

During the year ended September 30, 2010, the Company relinquished two of the four offshore petroleum exploration blocks held by the Company in the North Sea. In addition, on September 29, 2010, the Company disposed of its 27% interest in the two remaining North Sea blocks for a 3% net profit interest and cash payment of $125,000, in aggregate, conditional upon an extension of the licenses. As at September 30, 2011, the license extension is pending approval by the Dutch government.

On November 8, 2010, the Company sold its 5% interest in the EL 1070 Western Newfoundland property to Shoal Point Energy Limited ("SPE"). The Company received proceeds of $150,000 cash, 750,000 SPE shares (SHP-CNSX) and 250,000 SPE warrants exercisable at a price of $0.28 for two years.

On December 30th, 2010 McLaren signed an agreement to deliver its residual interest in Indonesia to Batavia Energy Inc. reducing the Company's interest in Indonesia to zero.

RESOURCE PROPERTIES

Blue Quartz Property

On December 6th , 2010 McLaren Resources Inc. ("McLaren" or the "Company") and Red Mile Minerals Corp., ("Red Mile") entered into and Option Agreement whereby McLaren could earn a 50% interest in the Blue Quartz gold property, consisting of 25 patented mining claims, located in Beatty Township, approximately 70 kilometers east of Timmins Ontario. McLaren can earn a 50% interest by making a $10,000 cash payment upon signing and by incurring a minimum of $200,000 of exploration expenditure.

On April 21, 2011 the Company released the results of the December drill program on the Blue Quartz Property. The drill program consisted of 5 diamond drill holes totaling 1,690 metres. The results expanded the gold mineralization to depth and along strike, with the deepest hole intercepted 63 metres of gold mineralization starting at a depth of 351 metres down hole.

Significant Results include:

HOLE #	FROM (m)	TO (m)	WIDTH (m)	GRADE (g/t)	G*W
MBQ-11-07	77.26	78.26	1.0	13.3	13.30
MBQ-11-09	341.7	343.7	2.0	13.95	27.90
and	367.0	374.0	7.0	1.34	9.4
MBQ-11-10	155.57	158.67	3.1	5.51	17.08
Includes	155.57	156.89	1.3	10.5	13.86
and	351.00	414.00	63.0	1.21	76.06
Includes	357.00	361.00	4.0	5.56	22.24
Includes	358.00	359.50	1.5	12.8	19.20

Prior to the year end the Company earned the 50% by meeting the terms of its December 6th Agreement with Red Mile. On September 16th, McLaren and Red Mile signed a Letter of Agreement to form a Joint Venture on the Blue Quartz property which is to be executed within 6 months of signing. As considerations for entering into the agreement, McLaren issued 100,000 common shares to Red Mile and became the operator of the property

2285944 Claims

On July 26th, 2011, McLaren purchased 8 unpatented mining claims totaling 240 hectares located directly west of and contiguous to the Blue Quartz Property in East Timmins Ontario. These additional claims more than double McLaren's current strike length on the Blue Quartz Property. As consideration for the 8 unpatented claims, McLaren paid $50,000 in cash and issued 100,000 McLaren common shares.

Timginn Property

Subsequent to year end. McLaren signed a binding letter of intent with Timginn Exploration Limited to 60% in a past producing gold property located in the heart of the Timmins Gold Camp, adjacent to Goldcorp's Hollinger and McIntyre mines which have a combined production of over 30 million ounces of gold to date. Drilling has begun on this property.

Selected Financial Information

The following table provides selected financial information that should be read in conjunction with the financial statements of the Company.

	YEAR ENDED September 30,	
	2011	**2010**
Interest and Other Income	$207,650	$38,457
Loss for the period	$474,982	$1,630,211
Loss per share	$0.02	$0.08
Deferred petroleum and natural gas exploration	0	$150,000
Resource properties	$280,273	0
Total assets	$974,289	$1,051,551
Total liabilities	$149,371	$94,046

McLaren RESOURCES

Results of Operations

The Company had a net loss of $474,982 for the year ended September 30, 2011, compared to a net loss of $1,630,211, for the year ended September 30, 2010. The reduction in loss for the period is attributable to the $970,787 write off of the Company's deferred petroleum and natural gas exploration costs in 2010. Overall operating costs for the year are down 2% excluding other income and impairment charges.

Revenue

The Company is a junior exploration company with no revenue producing properties and earned no revenue for the year ended September 30, 2011 (2010 - $nil) other than interest and other income of $207,650 (2010 - $38,457). Other income includes the sale of property rights for $185,391 and a gain on sale marketable securities for a gain of $21,518.

Expenses

	September 30, 2011	September 30, 2010	Change %
Consulting fees	$74,960	$105,786	(29%)
Management fees	189,675	125,500	51%
Office, general and administrative	80,927	78,624	(3%)
Investor relations	65,809	37,869	74%
Professional fees	50,637	141,364	(64%)
Directors' fees	30,000	30,000	0%
Stock-based compensation	166,895	150,640	11%

Consulting fees decreased during the year ended September 30, 2011 by $30,826 (29%), due to reassignment of office duties between Consultants to Management. Management fees increased by $64,175 or 51% due to this reassignment of duties and the CEO and CFO positions becoming full time in 2011. Professional fees expense decreased by $90,727 (64%) for the year due to better management control of costs over the prior comparative period. Investor relations increased by $27,940 74% for the year ended September 30, 2011 compared to the prior comparative period due to the hiring of IR consultants to help market the Company.

Properties

McLaren operates and owns a 50 percent interest in the former gold producing Blue Quartz mine property located in the gold producing district 70 km east of the city of Timmins, and is surrounded by several current and past gold producing mines. The property consists of 25 patented mining claims, covering 400 hectares (4 square kilometres) of Early Precambrian Geology, situated on gold mineralized geological structures within the Abitibi Greenstone Belt. On August 8, 2011 McLaren expanded the size of the Blue Quartz property with the purchase 8 contiguous mining claims totalling 240 hectares situated on strike to the west of the Blue Quartz Mine property. The purchase more than doubled the mineralized strike length of the property. The Blue Quartz property is located in the north central part of Beatty Township and is located approximately 8 kilometres northwest of the producing Black Fox Mine, 12 kilometres northwest of the producing Hislop Mine and 14 kilometres northwest of the former producing Ross Mine.

Liquidity and Capital Resources

As of September 30, 2011 the Company had cash and cash equivalents of $428,898 (September 2010 $272,291). The Company's main short-term obligations as at September 30, 2011 consisted of accounts payable and accrued liabilities of $36,771 (September 30, 2010 - $37,946). The Company had no other long-term obligations as of September 30, 2011.

The Company's working capital as of September 30, 2011 was $656,457 (September 30, 2010 - $862,426). Management believes the company currently has sufficient capital to carry out the activities planned for the next twelve months; however further funding will be sought.

Currently, the Company has sufficient cash reserves to meet its financial obligations for upcoming exploration programs. However, the Company will seek to raise additional funding to finance drilling and future exploration programs. The timing and ability to take such action will depend on the liquidity of the financial markets as well as the acceptance of investors to finance resource-based junior exploration stage companies.

Commitments and Contingencies

Minimum cash expenditures on Canadian exploration and development.

The Company is committed to spend proceeds of a flow-through share issuance resulting from a private placement of 1,000,000 ($200,000) flow through shares in December 2010 (2009 - 850,000 ($170,000)). The stock qualified as flow-through shares under the Income Tax Act (Canada) and the corresponding expenditures are to be made by the Company on or before December 31, 2011.

The Company is partly financed by the issuance of flow-through shares. However, there is no guarantee that the funds spent by the Company will qualify as Canadian exploration expenses, even if the Company has committed to take all the necessary measure for this purpose.

Outstanding Share Data

During the year, 1,200,000 shares were issued. During the year, 850,000 options were issued and 375,000 options cancelled. A summary of common shares and common share options as at September 30, 2011 is tabled below:

Common shares issued	20,994,281
Warrants	500,000
Common share options	2,075,000
Fully diluted common shares	23,569,281

Summary of Quarterly Results

The following table sets forth, for the year ended on the date indicated, information relating to the Company's revenue, net loss and loss per common prepared under Canadian GAAP:

Quarterly Financial Information (unaudited)				
	2011	**2011**	**2011**	**2011**
	Q4	Q3	Q2	Q1

(a) Revenue	$-	$-	$-	$-
(b) Net Income (loss)	$(223,261)	$(226,475))	$(105,293)	$80,047
(c) Net Income (loss) per share (basic and fully diluted)	$(0.01)	$(0.01)	$(0.005)	$0.004

	2010	**2010**	**2010**	**2010**
	Q4	Q3	Q2	Q1
(a) Revenue	$-	$-	$-	$-
(b) Net Income (loss)	$(203,574)	$(1,140,709)	$(147,536)	$(82,292)
(c) Net Income (loss) per share (basic and fully diluted)	$(0.01)	$(0.06)	$(0.008)	$(0.004)

The Company is a junior exploration company with no revenue producing properties. Currently the Company's funding continues to be derived from issuing securities and its short-term investments.

For further yearly financial information, please refer to the Company's financial statements that have been filed on SEDAR.

Related Parties Transactions

During the year ended September 30, 2011, officers and directors and companies controlled by them charged consulting fees and management fees to the Company in the amount of $189,675 (2010 - $125,500). Accounts payable as of September 30, 2011 includes $nil (2010 - $nil) owing to them

During the year ended September 30, 2011 directors charged directors fees to the Company in the amount of $30,000 (2010 - $30,000). Accounts payable on September 30, 2011 includes $6,000 (September 30, 2010 - $nil) owing to them.

During the year ended September 30, 2011, the Company reimbursed certain directors, officers and individuals and companies related to directors of the Company at the time of the transaction, for corporate costs paid directly by them. These reimbursements were at cost and aggregated $17,305 (2010 - $22,635).

During the year ended September 30, 2011, the Company was charged $38,065 (2010 - $78,731) by a law firm of which an officer of the Company is a partner. Accounts payable at September 30, 2011 includes $5,755 (2010 - $3,645) owing to the law firm of which an officer of the Company is a partner.

As of September 30, 2011, accounts receivable includes $Nil (2010 - $37,504) due from a company with a director who is also a director and officer of McLaren.

These transactions, stated above, are in the normal course of operations and are measured at the exchange amount of consideration established and agreed to by the related parties.

Off-Balance Sheet Arrangements

The Company does not enter into off-balance sheet arrangements with special purpose entities in the normal course of business

SUBSEQUENT EVENTS

On November 7th, 2011 the Company announced it had signed a binding letter of Intent with Timginn Exploration Limited to earn a 60% in a past producing gold property located in the heart of the Timmins Gold Camp, adjacent to Goldcorp's Hollinger and McIntyre mines which have combined production of over 30 million ounces of gold to date. Drilling is planned to commence in December 2011.

McLaren can earn a 50% interest in the property by incurring $2 million of exploration expenditures by April 30, 2015 and an additional 10% interest by incurring an additional $2 million in exploration expenditures by April 30, 2016. (see November 7th, 2011 Sedar news release)

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION

Management consisting of the President and the Chief Financial Officer ("CFO") is responsible for establishing and maintaining a system of controls and procedures over the public disclosure of financial and non-financial information regarding the Company. Such controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported on a timely basis to senior management, including the President and CFO, so that appropriate decisions can be made by them regarding public disclosure.

The system of disclosure controls and procedures includes, but is not limited to, the Company Disclosure Policy, Code of Business Ethics, the effective functioning of the Audit Committee, procedures in place to systematically identify matters warranting consideration of disclosure by the Board of Directors and verification processes for individual financial and non-financial metrics and information contained in annual and interim filings, including the financial statements, MD&As, and other documents and external communications.

As required by CSA Multilateral Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings, an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures was conducted, under the supervision of Management, including the President and CFO, as of September 30, 2011. The evaluation included documentation review, enquiries and other procedures considered by Management to be appropriate in the circumstances.

Based on that evaluation, the President and the CFO have concluded that the design and operation of the system of disclosure controls and procedures was effective as of September 30, 2011. The President and CFO are also required, under NI 52-109, to file certifications of our annual filings. Copies of these certifications may be found on SEDAR at www.sedar.com.

General Standards on Financial Statement Presentation

CICA Section 1400, "General Standards on Financial Statement Presentation", has been amended to include requirements to assess and disclose an entity's ability to continue as a going concern. The changes are effective for interim and annual financial statements beginning on or after January 1, 2008. The Company has included disclosures recommended by this new standard in the annual audited consolidated financial statements for fiscal year ending September 30, 2011.

Mining Exploration Costs

On June 27, 2009, the CICA approved EIC 174, "Mining Exploration Costs". This EIC provides guidance on capitalization of exploration costs related to exploration properties in particular and on impairment of long-lived assets in general. The application of this new accounting standard did not have a material impact on the Company's financial statements.

Financial Instruments and Financial Risk Factors

a) Fair value – the Company has determined the estimated fair value of its financial instruments based on estimates and assumptions. The actual results may differ from those estimates and the use of different assumptions or methodologies may have a material effect on the estimated fair values. The fair value of cash and cash equivalents, accounts receivable and accounts payable and accrued liabilities are comparable to their carrying value due to the relatively short period to maturity of these instruments.

b) Credit risk – the Company does not have any material risk exposure to any single debtor or group of debtors.

c) Commodity price risk – The ability of the Company to develop its properties and the future profitability of the Company is directly related to the market price of natural resources.

See Note 21 in the audited annual consolidated financial statements for the year ended September 30, 2011 for additional financial risk factors.

Critical Accounting Estimates

Critical accounting estimates are those estimates that have a high degree of uncertainty and for which changes in those estimates could materially impact the Company's results. Critical accounting estimates for the Company include property evaluations, capitalization of mining exploration costs, and stock-based compensation variables.

International Financial Reporting Standards ("IFRS") Changeover Plan

In February 2008, the Canadian Accounting Standards Board ("AcSB") confirmed that Canadian public entities will have to adopt International Financial Reporting Standards ("IFRS") effective for the fiscal years beginning on or after January 1, 2011. The Company will report its first consolidated financial statements in accordance with IFRS for the three months ending December 31, 2011, with comparative figures for the corresponding period for 2010. In addition, the adoption will require the restatement, for comparative purposes, of amounts reported by the Company for its year ended September 30, 2011, and restatement of the opening balance sheet as at October 1, 2010. The process will be ongoing as new standards and recommendations are issued by the International Accounting Standards

Board and AcSB. The Company will cease to prepare its consolidated financial statements in accordance with Canadian GAAP as set out in Part V of the CICA Handbook - Accounting for the periods beginning on October 1, 2011 when it will start to apply IFRS as published by the International Accounting Standards Board. Consequently, future accounting changes to Canadian GAAP are not discussed as they will not be applied by the Company.

The Company has identified the following four phases of its conversion plan: scoping and planning, detailed assessment, operations implementation and post implementation. The responsibility for carrying out these phases rests with the Company's President and the CFO. The scoping and planning phase ("Phase 1") involves mobilizing organizational support for the conversion plan, obtaining stakeholder support for the project, identifying major areas affected and developing an implementation plan and communication strategy. The detailed assessment phase ("Phase 2") will result in the accounting policies and transitional exemptions decisions, quantification of financial statement impact, preparation of shell financial statements and identification of business processes and resources impacted. The operations implementation phase ("Phase 3") includes the design of business, reporting and system processes to support the compilation of IFRS compliant financial data for the opening balance sheet of fiscal year 2011 at October 1, 2010 and thereafter. Phase 3 also includes ongoing training, testing of the internal control environment and updated processes for disclosure controls and procedures. Post implementation ("Phase 4") will include sustainable IFRS compliant financial data and processes for fiscal year 2012 and beyond.

The current focus of the project is identification of local level impacts for the opening balance sheet in the Company's operations, and finalization of the IFRS transitional provisions to be taken. The current assessment has indicated that the transition to IFRS will not have a material impact on the Company's financial statements.

Risk Factors and Risk Management

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

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

GENERAL

The natural resource industry is very competitive and is subject to many risks. Many of these risks are outside the Company's control. Management has identified certain key risks, which are discussed below, along with their potential impact on the Company's operations. There is no assurance that commercial quantities of natural resources will be discovered by the Company.

Exploration, Drilling and Operation Risks

The business of exploration for and production of natural resources involves a high degree of risk. In particular, the operations of the Company may be disrupted, curtailed or cancelled by a variety of risks and hazards which are beyond the control of the Company, including environmental hazards, industrial accidents, occupational and health hazards, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to increment or hazardous weather conditions, mechanical difficulties, shortages or delays in the delivery of rigs and /or other equipment, compliance with governmental requirements, explosions and other accidents. This risks and hazards could also result in damage to, or destruction of, production facilities, personal injury, environmental damage, business interruptions, monetary loses and possible legal liability.

Titles to properties

Title to natural resource interest is often not capable of conclusive determination, without incurring substantial expense. In accordance with industry practice, the Company will conduct such title review in connection with its principal properties as it believes is commensurate with the value of such properties. Governmental regulations and processing, approvals, license and permits are, as a practical matter, subject to the discretion of the applicable governments or governmental offices. The Company must comply with known standards, existing laws and regulations, new laws and regulations, amendments to existing laws and regulations or more.

Fluctuations in the Price of Natural Resources

Natural resources prices have fluctuated widely during recent years and are determined by various factors outside the Company's control, including supply and demand factors, weather, general economic conditions, political instability, government regulation and taxes, the price and availability of alternative fuels, and conditions in natural resources regions around the world. Such fluctuations will have a positive or negative effect on any revenue that the Company receives. If natural resources prices become depressed or decline, the Company's potential revenue and earnings and the value of its assets would **be** expected to decline**.**

Additional Financing

To the extent that external sources of capital, including the issuance of additional common shares, become limited or unavailable, the Company's ability to make necessary capital investments to maintain or expand its natural resources exploration and development activities will be impaired.

Reserve and Resource Estimates

Information on resources and reserves are only estimates and the actual production and ultimate reserves from the properties may be greater or less than the estimates contained herein. In addition, probable reserve estimates for properties may require revision based on the actual development strategies employed to prove such reserves. Estimated reserves may also be affected by changes in natural resources prices. Declines in reserves that are not offset by the acquisition or development of additional reserves may reduce the underlying value of shares to shareholders.

Dependence on Key Personnel

The Company has a small management team and the loss of a key individual or the inability to attract suitably qualified personnel in the future could materially and adversely affect the Company's business.

Foreign Exchange Rates

The Company will be subject to normal market risks including fluctuations in foreign exchange rates. While the Company expects to manage its operations in order to minimize exposure to these risks, the Company has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure.

Foreign Investments

The Company expects that its natural resources exploration activities will take place principally in Canada for the foreseeable future. Nevertheless, the Company's operations are subject to a number of risks over which it has no control. These risks may include risks related to economic, social or political instability or change, terrorism, hyperinflation, currency non-convertibility or instability and changes of laws affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, exploration licensing, export licensing and export duties as well as government control over domestic natural resources pricing. The Company endeavours to operate in such a manner as to minimize and mitigate its exposure to these risks. However, there can be no assurance the Company will be successful in protecting itself from the impact of all of these risks.

Environment Regulation

The natural resources industry is subject to environmental regulation. A breach of such legislation may result in the imposition of fines or issuance of clean up orders in respect of the Company or its properties. Such legislation may be changed to impose higher standards and potentially more costly obligations. The Company is putting policies and practices in place to ensure its operations conform to the standards and government regulations required for each jurisdiction in which it operates

Officers and Directors

Ivan Buzbuzian	Director and President & CEO
Michael Meredith	Director
Paul Crath	Director
John Holko	Director
Vic Childs	Director
David McDonald	CFO

Signed

"David McDonald"
Chief Financial Officer
December 16, 2011