



(“Revolution” or the “Company”)

**FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTH PERIOD ENDED JANUARY 31, 2013**

Introduction

This management’s discussion and analysis (MD&A) of Revolution Resources Corp. and its subsidiaries, Revolution Resources (NC) Inc., and Minera Revolution, S.A. de C.V., is the responsibility of management and covers the three month period ended January 31, 2013. The MD&A takes into account information available up to and including March 14, 2013 and should be read together with the condensed consolidated interim financial statements for the period ended January 31, 2013 and with the audited consolidated financial statements, notes and MD&A for the years ended October 31, 2012, October 31, 2011 and October 31, 2010, all of which are available on the SEDAR website at www.sedar.com.

Throughout this document the terms *we*, *us*, *our*, *the Company* and *Revolution* refer to Revolution Resources Corp. All financial information in this document is prepared in accordance with International Financial Reporting Standards (“IFRS”) and presented in Canadian dollars unless otherwise indicated.

Additional information related to the Company is available for view on SEDAR at www.sedar.com and on the Company’s website at www.revolutionresourcescorp.com.

Forward-Looking Statements

Some of the statements contained in this document constitute forward-looking information within the meaning of the Securities Act (British Columbia), Securities Act (Ontario), Securities Act (Nova Scotia) and the Securities Act (Alberta). Forward-looking information includes disclosure regarding possible or anticipated events, conditions or results of operations which are based on assumptions about future economic conditions and courses of action, and includes future oriented financial information with respect to prospective results of operations or financial position or cash flow that is presented either as a forecast or a projection. Forward-looking information is often, but not always, identified by the use of words such as seek, anticipate, believe, plan, estimate, expect and intend; statements that an event or result is due on or may, will, should, could, or might occur or be achieved; and other similar expressions.

More specifically, forward-looking information contained here may include, without limitation, statements concerning Revolution’s plans for mineral properties in Greenland and North Carolina, USA, the timing and amount of estimated future production and mine life, expected future prices of minerals, mineral reserve and mineral resource estimates, estimated capital and operating costs of the project, estimated capital pay-back period, estimated asset retirement obligations, timing of development and permitting time lines; all of which involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information.

Forward-looking information contained here is based on material factors and assumptions and is subject to a variety of risks and uncertainties, which could cause actual events or results to differ materially from a conclusion, forecast or projection in the forward-looking information. These include, without limitation, material factors and assumptions relating to, and risks and uncertainties associated with, the availability of financing for activities when required and on acceptable terms, the accuracy of the interpretation of drill results and the estimation of mineral resources and reserves, the geology, grade and continuity of mineral deposits, the consistency of future exploration, development or mining results with our expectations, metal price fluctuations, the achievement and maintenance of planned production rates, the accuracy of component costs of capital and operating cost estimates, current and future environmental and regulatory requirements, favourable governmental relations, the availability of permits and the timeliness of the permitting process, the availability of shipping services, the availability of specialized vehicles and similar equipment, costs of remediation and mitigation, maintenance of title to mineral properties, industrial accidents, equipment breakdowns, contractor's costs, remote site transportation costs, materials costs for remediation, labour disputes, the potential for delays in exploration or development activities, timely completion of future mineral reserve or resource estimates, timely completion of scoping or feasibility studies, the inherent uncertainty of production and cost estimates and the potential for unexpected costs and expenses, commodity price fluctuations, currency fluctuations, continuing global demand for base metals, expectations and beliefs of management and other risks and uncertainties as discussed in our Management's Discussion & Analysis. Although Revolution has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from any conclusions, forecasts or projections described in the forward-looking information. Accordingly, readers are advised not to place undue reliance on forward-looking information. Except as required under applicable securities legislation, we undertake no obligation to publicly update or revise forward-looking information, whether as a result of new information, future events or otherwise.

Reserves and Resources

National Instrument 43-101 ("43-101") of the Canadian Securities Administrators – Standards of Disclosure for Mineral Projects – requires that each category of mineral reserves and mineral resources be reported separately. Readers should refer to Revolution's continuous disclosure documents available at www.sedar.com for this detailed information, which is subject to the qualifications and notes therein set forth.

Description of Business

Revolution is based in Vancouver and was incorporated on July 14, 2009 pursuant to the *Business Corporations Act* (British Columbia) and commenced business at that time. On April 27, 2010 the Company completed its Initial Public Offering ("IPO") by way of Prospectus, and began trading on the Toronto Stock Exchange (the "TSX" or "Exchange") under the symbol "NUU". Effective September 8, 2010 the Company changed its name to Revolution Resources Corp. (formerly Nuukfjord Gold Ltd.) and begun trading under the symbol "RV".

The Company is an exploration stage company in the business of acquiring, exploring and developing natural resource properties in the USA and Mexico. The Company has two main projects:

1. The Company has entered into numerous Option and Purchase and Option and Lease Agreements covering an area known as Champion Hills, North Carolina. The various Agreements entitle the Company to acquire up to 100% of the properties, subject to the terms of the agreements more particularly described in the audited consolidated financial statements.
2. The Company has entered into an option agreement to acquire up to a 100% interest in the Montana de Oro Properties and Universo Property located in Mexico. The combined Mexico property portfolio contains land totaling over 900,000 acres. In order to acquire an initial 60% interest, the Company has issued 5,713,740 common shares valued at \$2,056,946, must incur \$15,000,000 in expenditures on the properties by August 31, 2016 and, within 30 days of incurring \$15,000,000 in expenditures, issue \$1,000,000 in common shares of the Company. Pursuant to an amendment made in the year ended October 31, 2012, the Company must issue an additional 7,500,000 common shares over four years. In order to earn a 100% interest in the properties, the

Company must meet certain conditions on each of the Montana de Oro and Universo properties. The terms are more particularly described in the Company's consolidated financial statements. During the quarter ended January 31, 2013 the Company entered into a purchase and sale agreement, which will replace the option agreement, under which the Company can immediately acquire 100% of Lake Shore's interest. Refer to the Significant Events – Performance Summary below for additional information.

Significant Events - Performance Summary

The following is a summary of significant events and transactions that occurred during the quarter ended January 31, 2013:

The Company entered into a purchase-and-sale agreement with Lake Shore to acquire 100% of Lake Shore's interests in the Mexico property portfolio. Under the terms of the new agreement, which replaces the existing option agreement, the Company will acquire Lake Shore's subsidiary, Minera Golondrina S.A. de C.V. (Mexico), which holds 100 per cent of its rights, title and interest in the Mexico properties, subject to certain net-smelter-return royalties. As consideration the Company will:

- a) Issue 20 million common shares on closing, subject to certain sale restrictions;
- b) Grant Lake Shore the following royalty interests, subject in each case to certain rights to repurchase a portion of the NSR:
 - A 2-per-cent net-smelter-return royalty on the Universo property;
 - A 3.5-per-cent net-smelter-return royalty on the properties comprising the Montana de Oro project (forming part of the Montana de Oro property);
 - A 2.5-per-cent net-smelter-return royalty on the properties comprising the La Bufa project (forming part of the Montana de Oro property);
 - A 2.0-per-cent net-smelter-return royalty on the properties comprising the Lluvia de Oro project (forming part of the Montana de Oro property), and:
- c) Pay \$5-million in cash or common shares valued at the greater of \$0.20 and a five-day volume-weighted average trading price on or before Dec. 31, 2017.

Completion of the transaction is subject to acceptance of the TSX, which Revolution anticipates will involve approval of the shareholders of the Company.

Additional information, including the full news release, can be found on www.sedar.com and the Company's website www.revolutionresourcescorp.com

Subsequent Events

There was no material events subsequent to the quarter ended January 31, 2013.

Property and Exploration Summary

Universo and Montana de Oro Projects, Mexico

Revolution Resources conducted core drilling programs at both the Universo, San Luis Potosi and Montana de Oro/La Bufa, Chihuahua projects during the second quarter of 2012, completing a total of 2,758m in 20 drill holes. In addition to drilling, Revolution Resources conducted surface reconnaissance and geologic mapping at both projects with particular emphasis on generating new targets. A total of 947 surface and underground samples were collected between the two projects, 701 at Universo and 246 at La Bufa. All drill core and rock samples were sent to one of three different ALS-Chemex prep laboratories within Mexico then shipped to Vancouver, Canada for analysis. In addition to core drilling at Universo, a reclamation program was completed on all recent drill sites and access roads.

Property Acquisition

On December 14, 2011 and as amended July 26, 2012, the Company entered into an option agreement with Lake Shore to acquire up to a 100% interest in the Universo, and Montana de Oro (comprised of Montana de Oro, Lluvia de Oro and La Bufa properties) Properties in Mexico.

In order to acquire an initial 60% in the Mexican properties, the Company has issued 5,713,740 common shares valued at \$2,056,946, must incur \$15,000,000 in expenditures on the Mexican properties by August 31, 2016, including reimbursing Lake Shore for expenditures incurred with respect to the properties in 2011, and, within 30 days of incurring \$15,000,000 in expenditures, issue to Lake Shore \$1,000,000 in common shares of the Company. Additionally, the Company will issue 7,500,000 common shares to Lake Shore over a four year period.

The Company can acquire a 100% interest in either or both of Universo and Montana de Oro properties by completing 43-101 compliant technical reports and satisfying certain additional terms, as outlined below, on or before August 31, 2017:

1. With respect to Universo, by producing an 43-101 technical report showing a total resource of all categories of at least two million gold-equivalent ounces and paying Lake Shore \$30 per ounce of resources defined in such report, in cash or in common shares of the Company at the election of Lake Shore.
2. With respect to the Montana de Oro properties, by producing an NI 43-101 technical report showing a total resource of all categories of at least one million gold-equivalent ounces and paying Lake Shore \$30 per ounce of resources defined in such report in cash or in common shares of the Company at the election of Lake Shore.

The option to acquire a 100% interest with respect to either the Universo or Montana de Oro property may be exercised prior to the exercise of the option to acquire a 60% interest therein, provided that the Company pays to Lake Shore an amount equal to any expenditures under the 60% option not yet incurred by the Company to the date of completion of the applicable technical report.

In the event the Company acquires a 60% interest, but not a 100% interest, in respect of either property, the Company and Lake Shore will enter into a joint venture with respect to such property. The Company and Lake Shore will each have a right of first refusal on the transfer of the other party's interest in the joint venture.

Lake Shore will have the right to have one nominee appointed to the board of directors of the Company following the execution of the option agreement. The nomination right will continue during the period of the Company's option to acquire a 60% interest described above and subsequently so long as Lake Shore holds at least 5% of the issued and outstanding common shares of the Company.

The Universo and Montana de Oro properties are subject to underlying agreements. Payments related to the maintenance of the underlying agreements qualify as expenditures under the agreement with Lake Shore:

1. Underlying payments on the Universo property total US\$4,500,000 over the term of the Lake Shore agreement with US\$550,000 payable in the first year of the agreement (US\$385,000 paid). There is a royalty of 1.5% payable on certain claims upon commencement of commercial production.
2. Underlying payments on the Montana de Oro property total MXP 1,083,990 in the first year (paid) and MXP 1,000,000 every year thereafter.

The Company entered into an option agreement to acquire three additional claims to the La Bufa claims in the Montana de Oro property. The agreement requires cash payments totalling US\$350,000 (US\$50,000 paid) and issuing 800,000 common shares (300,000 issued at a value of \$48,000) of the Company over a two year period. The vendor retains a 1.5% NSR with respect to these claims.

Property Exploration by Revolution Mexico Portfolio

La Bufa (Montana de Oro)

During the second quarter of 2012, exploration at La Bufa included surface and underground sampling, detailed underground and surface mapping, ejido contract negotiations, drill hole permitting, and a helicopter supported core drilling program. The drilling program was initiated in mid-May and was completed in the later part of June, 2012. A total of 1485.6m was drilled in 11 widely spaced core holes, testing 5 different vein targets (Table 3).

Initial reconnaissance work at the 18,000 hectare La Bufa Property completed by Revolution confirmed the high-grade nature of the multiple structures on the Property. No historical drilling has been completed on these prospects by Revolution or previous operators at La Bufa. The Property is located 30 km east of Goldcorp's El Sauzal gold mine, and is centered on the historic Carmen copper-gold mine. The La Bufa property also includes the historic Golondrina and San Fernando Mines and Revolutions newly defined Cazadores prospect.

The La Bufa property consists of several vein targets that have seen small to extensive mining, particularly the Carmen mine which produced gold and copper from an underground mine in the 1940's. . During 2012, historic stopes were mapped and surveyed and historic data was compiled

Negotiations with two ejidos resulted in the acquisition of agreements for surface access and exploration rights. Permitting for the holes was granted by SEMARNAT and contractors for drilling and helicopter support were procured. Drilling was conducted at several targets on the La Bufa property and our drilling crew resided in the small town of La Bufa, but the base of operations and core logging was conducted in the town of Batopilas, 25km to the southwest.

2012 underground channel sampling at the Carmen Mine confirmed the historic underground grades of the main vein with assay results of 1.10 g/t Au, 3.11 g/t Ag, 3.37% Cu; 0.90 g/t Au, 7.97 g/t Ag, 1.3% Cu and 2.4 g/t Au, 0.98 g/t Ag, 0.47 % Cu. Recent surface exploration at the Carmen Mine consisted of follow-up surface grab and chip sampling, covering 800 meters of strike length, returning results of 9.32 g/t Au, 5.45 g/t Ag, 1.49% Cu; 13.45 g/t Au, 12.90 g/t Ag, 3.90 % Cu; 4.46 g/t Au, 293.0 g/t Ag, 6.77 % Cu and 1.07 g/t Au, 118.0 g/t Ag, 7.77% Cu.

Historic Company and government records suggest that the Carmen deposit produced approximately one million tonnes of ore grading 2.5% Cu, 2.9 g/t Au and 2.8 g/t Ag between 1947 and 1958 from a vertical vein. *A qualified person has not done sufficient work to classify the historical estimate as current mineral resources. The Company is not treating the historical estimate as current mineral resources and the historical estimate should not be relied upon.* Multiple mineralized veins have been identified near the historic workings and can be traced on surface. The veins appear to be vertically zoned with greater gold-silver values in the upper levels of the mine grading progressively deeper into high grade copper mineralization. Individual veins are subvertical and typically 1 to 3 metres in width and developed in an en echelon fashion within the host structure.

The Cazadores prospect was discovered during 2012, with a grab sample of a mineralized structure with copper and silver oxide and sulphide minerals returned 11.3% Cu and 2,170 g/t Ag, with other grab samples returning 1.99% Cu, 630 g/t Ag and 1.07 g/t Au, 271 g/t Ag. At the San Fernando prospect, a chalcopyrite-rich grab sample from the middle of a historic adit assayed 21.9 g/t Au, 14.2 g/t Ag and 5.7% Cu. Follow-up underground sampling at San Fernando returned channel assays of 9.14 g/t Au, 1.63% Cu; 7.11 g/t Au, 2.24% Cu and 4.13 g/t Au, 1.13%w Cu. The Golondrina vein system has been expanded along surface by recent grab and chip sampling with values of 12.85 g/t Au, 1.47 g/t Ag, 0.3% Cu; 7.95 g/t Au, 10.80 g/t Ag, 0.6% Cu and 12.90 g/t Au, 8.75 g/t Ag, 0.4% Cu. A grab sample collected on a historic mine dump at the Caballero Azteca vein assayed 4.51 g/t Au and 4.6 g/t Ag.

During 2012, a 1,487 meter drill program was performed, testing several target areas with 11 holes. Collar information is listed below.

Table 3: La Bufa Collar Locations and hole details

Hole #	Location	Easting	Northing	Depth_m	Azimuth	Dip	StartDate	FinishDate
LB12-001	Carmen	242807	3001429	198.25	115	-55	5/22/2012	5/26/2012
LB12-002	Carmen	242655	3001080	112.85	320	-45	5/26/2012	5/28/2012
LB12-003	Carmen	242814	3001319	131.15	115	-70	5/29/2012	5/31/2012
LB12-004	Carmen	242814	3001319	97.6	115	-70	5/31/2012	6/1/2012
LB12-005	Carmen	242814	3001319	79.3	115	-50	6/1/2012	6/2/2012
LB12-006	Carmen	242235	3000912	183	100	-45	6/3/2012	6/7/2012
LB12-007	Carmen	242275	3000926	170.8	80	-45	6/8/2012	6/10/2012
LB12-008	San Fernando	239681	3001083	122.2	300	-50	6/11/2012	6/12/2012
LB12-009	San Fernando	239681	3001083	146.4	300	-65	6/13/2012	6/15/2012
LB12-010	Golondrina	239382	3001662	122	110	-50	6/16/2012	6/17/2012
LB12-011	Cazadores	245616	3002054	122	22	-70	6/19/2012	6/20/2012

Geochemical results from the drilling were positive and 8 out of the 11 holes intercepted gold, copper, and silver in near surface veins. The results are highlighted by a 0.25m intercept of 21.3g/t Au with 40.2g/t Ag and 2.41% Cu starting at 78.55m in drill hole LB12-004 at the Carmen mine. Other notable intervals are LB12-002 with 1.45m of 2.91g/t Au, 10.43g/t Ag, and 0.784% Cu, drill hole LB12-005 with 6.25m of 0.51g/t Au and 0.642% Cu, and LB12-010 with 0.5m of 4.85g/t Au, 6.67g/t Ag, and 1.06% Cu.

During the drilling campaign, a property wide reconnaissance program was undertaken with specific focus on historic stream sediment gold and copper anomalies as well as Aster land satellite spectral anomalies. The resulting work identified three new prospects, the Panalito, Don Julio, and Hornitos. Panalito is 1000m northeast of the main Carmen workings and consists of small artisanal mines and copper oxide bearing vein exposures. Results from a hand full of surface samples are highlighted by a 10.6% Cu and the 15 samples average 2.08% Cu, 0.206g/t Au, and 3.41g/t Ag.

The Hornitos target is molybdenite hosted in quartz veins at 1-3m intervals over a 200m wide area cutting sericitic altered hornfels sediments. The 5 highest grade rock chip samples average 0.173% Mo with a range of 0.0862 to 0.254%. All 21 samples average 0.043% Mo and have anomalous Cu, Zn, and Re.

The Don Julio target currently measures 1,500m in length, oriented northeast-southwest, and consists of several vein and shear zone occurrences in outcrop and small prospects. Geochemical results are promising with one sample returning 15.7g/t Au and 10 out of 17 samples have a range between 1.7 and 15.7g/t Au. Additionally, 9 out of 17 samples average 0.639% with a range of 0.1 to 1.25% Cu. Two of the seventeen samples have very anomalous Zn with 5.38 and 2.19%.

Significant drill results from the 2012 program include:

Table 4: Significant Drill Hole Intercepts, La Bufa core drilling, 2012

Drill Hole	Prospect	Vein	From	To	Length	Au (g/t)	Ag (g/t)	Cu %
LB12-001	Carmen	Herradura	73.40	85.60	12.20	0.12	nil	0.55
			77.75	83.20	5.45	0.16	nil	0.86
LB12-002	Carmen	Oro Azul	71.00	72.45	1.45	2.906	10.43	0.78
			70.00	77.35	7.35	0.97	3.96	0.58
			71.50	89.00	17.50	0.44	1.92	0.55
LB12-003	Carmen	Oro Azul	91.90	92.75	0.85	0.63	1.34	0.61
LB12-004	Carmen	Herradura	78.55	78.80	0.25	21.3	40.2	2.41
			77.30	93.70	16.40	0.674	3.7	0.78
LB12-005	Carmen	Herradura	54.85	61.10	6.25	0.51	nil	0.64
			49.85	62.00	12.15	0.03	nil	0.46
LB12-006	Carmen	Carmen	78.55	80.00	1.45	0.07	0.45	0.70
LB12-007	Carmen	Carmen				No Significant Results		
LB12-008	San Fernando	San Fernando	68.50	69.50	1.00	0.461	nil	0.04
			80.55	82.55	2.00	0.441	nil	0.0245
			100.15	100.65	0.50	5.6	nil	0.238
LB12-009	San Fernando	San Fernando	120.25	122.00	1.75	0.761	nil	0.01
			70.00	76.20	6.2m	1.045	nil	0.04
			73.25	73.75	0.50	3.66	nil	0.10
			75.25	75.75	0.50	5.72	nil	0.05
			110.15	111.50	1.35	nil	nil	0.23
LB12-010	Golondrina	Golondrina	107.45	108.15	0.70	0.399	nil	nil
			83.00	87.00	4.00	1.23	1.28	0.355
			84.50	85.00	0.50	4.85	6.67	1.06
			92.00	94.00	2.00	0.395	nil	0.20
LB12-011	Cazadores	Cazadores	118.00	122.00	4.00	0.074	1.12	0.40
						No Significant Results		

Negotiations to reduce the annual payment with ejido El Rodeo on the Montana de Oro project transpired in early January, 2013. The ejido agreed to accept a 30% reduction over the next 3 years, and then will revert to the original amount of \$1,000,000 pesos in 2016.

Universo

The 350,000 hectare Universo property is centered at the heart of a 300 kilometer long trend of significant precious and base metal mines and deposits. The property is located to the south of the Camino Rojo gold-silver discovery (Canplats Resources Corporation, recently purchased by Goldcorp Inc.) and Goldcorp's Penasquito gold-silver-lead-zinc mine. The Charcas Mine, operated by Grupo Mexico's and is the country's largest zinc mine, is located twenty kilometers to the southeast of Universo. New Gold's Cerro San Pedro gold-silver mine is located 100km further south. Despite Universo's strategic location, only limited modern exploration has been performed; the last known drilling being 18 years ago.

Revolution is taking a systematic approach to explore this extensive land package. Universo hosts multiple styles of mineralization including epithermal, sediment hosted/Carlin style and polymetallic epigenetic. Gold mineralization occurs within jasperoid silicified limestone sequences along regional scale fault structures, as well as within low sulphidation epithermal quartz vein systems. The company recently completed a soil survey with 300 by 500 meter sample stations, covering over 200,000 hectares. A total of 13,844 were collected. Additionally, property wide surface mapping and rock chip sampling, as well as detailed IP geophysical surveys were completed.

During 2012 at Universo 12 core holes were completed for a total of 2203.77m and primarily focused on the Navarro/Cinco Estrellas target.

Table 1: Universo Drill Hole Collar Information

Drill Hole	Zone	UTM_E	UM_N	Elev_m	Dip	Azimuth	Total Depth
UNP12-005	La Perdida	267796	2601669	2264	-50	0	344.42
UNN12-006	Navarro	276873	2594547	2169	-75	230	322.81
UNN12-007	Navarro	276819	2594533	2167	-62	230	264.13
UNN12-008	Navarro	276858	2594844	2150m	-55	230°	122.00
UNN12-009	Navarro	276861	2594844	2150m	-55	230°	152.50
UNN12-010	Navarro	276857	2594844	2150m	-55	220°	146.40
UNN12-011	Navarro	276861	2594847	2150m	-55	245°	143.35
UNN12-012	Navarro	276749	2594966	2151m	-45	255°	152.50
UNN12-013	Navarro	276720	2595034	2152m	-45	265°	137.81
UNN12-014	Navarro	276721	2595034	2152m	-65	265°	125.05
UNN12-015	Navarro	276808	2594929	2151m	-55	225°	152.50
UNN12-016	Navarro	276901	2594772	2149m	-45	240°	140.30
Total:							2203.77

Drilling commenced in late mid-January and ended in mid-June with a hiatus between mid February and mid-May.

Drilling results suggest gold and silver mineralization is within the Cinco Estrellas structure, within the hanging wall silicified limestone, and weakly distributed well into the footwall sediments. The highest grade intercept is 0.97m of 42.4g/t Au with 68.2g/t Ag starting at 74.88m in hole UNN12-010. Gold and silver are also found within the caliche overburden in some holes with significant intercepts such as 0-10.65m of 1.22g/t Au and 2.31g/t Ag in hole UNN12-014. Significant results include.

Table 2: Significant results, second quarter drill holes

Hole_ID	From	To	Int_m	Au_ppm	Ag_ppm
UNN12-006	8.84	31.12	22.28	1.025	5.0
UNN12-006	25.57	30.18	4.61	4.38	17.5
UNN12-006	180.78	192.47	11.69	0.109	
UNN12-007	171.81	184.63	12.82	0.088	1.83
UNN12-007	201.65	209.8	8.15	0.151	3.73
UNN12-009	64.88	70.75	5.87		29.33
UNN12-009	66.2	68.44	2.24		58.75
UNN12-009	98.03	98.6	0.57		37.6
UNN12-009	99.5	100.45	0.95	0.8	
UNN12-010	63.98	76.87	12.89	3.58	26.18
UNN12-010	74.88	78.83	3.95	11.98	54.8
UNN12-010	74.88	75.85	0.97	42.4	68.2
UNN12-011	69.7	79.65	9.95		10.3
UNN12-012	0	16.8	16.8	0.597	14.17
UNN12-012	69.71	88.45	18.74	0.075	9.82
UNN12-012	83.85	88.45	4.6	0.128	19.94
UNN12-013	0	14.92	14.92	0.337	1.59
UNN12-013	37.79	64.05	26.26		21.46
UNN12-013	46.87	58.65	11.78		34.86
UNN12-013	69.57	73.2	3.63	0.104	5.84
UNN12-013	89.5	90.7	1.2	0.278	1.19
UNN12-014	0	10.65	10.65	1.22	2.31
UNN12-014	22.27	27.24	4.97		12.18
UNN12-014	50.3	70.15	19.85		11.8
UNN12-014	63.45	70.15	6.7		21.45
UNN12-014	92.67	97.6	4.93	0.134	4.25
UNN12-015	3.05	6.1	3.05	0.325	9.57
UNN12-016	73.2	78.25	5.05		17.94
UNN12-016	74.7	76.25	1.55		38.3
UNN12-016	86.58	90.93	4.35	1.31	18.22
UNN12-016	89.39	90.93	1.54	3.61	16.5

During the 2012, widespread reconnaissance exploration was conducted at Universo with surface sampling and geologic mapping at the following targets: Chiqui, Southwest Cinco Estrellas, El Anillo, Salitrillo, Los Reyes, La Perdida, and SW Soils. Results of this sampling are under review, but several interesting geochemical anomalies have been identified for further work. Detailed underground sampling was undertaken within the Cinco Estrellas mine commencing at the surface to the lowest levels of the mine. This work resulted in the collection of 205 (187 & 18 duplicates) samples in all networks of the underground tunnels. Analysis of the data show widespread gold and silver mineralization not only within the main structure, but also within the hanging-wall and footwall rocks to the Cinco Estrellas structure. The highest grade sample to date on the property was collected from the underground workings, a 30cm wide quartz and calcite vein that contains 566g/t Au. Another sample from near the deepest level of the mine contains 81.2g/t Au and greater than 10,000g/t Ag.

Visible native gold and silver chloride was observed in several of the underground samples. . A total of 187 channel samples were collected from all seven underground mine levels. Channel samples ranged in length from 0.5 to 1.5 meters, with an average of twenty samples being collected from each level. Returned gold assays ranged from 0.002 g/t Au to 566.0 g/t Au with an average of 6.88 g/t Au for the program. Returned silver assays ranged from 0.19 g/t Ag to 10001 g/t Ag with an average of 121 g/t Ag for the program.

At the request of SEMARNAT, Revolution Resources commenced reclamation of late 2011 and early 2012 exploration sites. This work was completed, with ongoing monitoring to ensure complete restoration. The Company continues community and local stakeholder dialogue in the Universo area, which includes surface access agreements recently signed with multiple Ejido groups. The La Guadalupana 66 hectare claim within the overall Universo land package was under lease-option to purchase agreement, but the lease was cancelled and the property was dropped as drilling on the La Perdida target failed to identify a significant gold-silver resource. This option was dropped on the 27th of October, 2012. Another lease option agreement between Revolution Resources and property holder Arturo Navarro was re-negotiated in early December and an addendum was signed by December 14, 2012. The re-negotiation reduced the December 14 payment from \$125,000 to \$70,000, but will be made up in 2014 with a \$50,000 penalty being paid in 2015.

The Company is considering land reductions for the Universo property due to increased Mexican taxes, increased work obligations, and perceived lower mineral potential in certain areas. A decision to complete the concession reductions has not been made.

The Company is considering reducing the size of the Universo property, by dropping lands with perceived lower exploration potential. This is due in part to increased Mexican holding taxes.

Revolution's 2012 exploration program at Universo was completed under the supervision of Robert McLeod, P. Geo and Director of Revolution, a Qualified Person as defined by NI 43-101. Drill cores were cut in half using a diamond saw, with one half placed in sealed bags, and delivered to ALS-Chemex or Activation Laboratories facilities. A sample quality control/quality assurance program utilizing standards and blanks, as well as third-party check labs was implemented.

Champion Hills, North Carolina

Property Description, Area and Location

All Champion Hills properties are located in the Cid mining district in central North Carolina. Silver Hill and Silver Valley are located in eastern Davidson County, and Loflin, Jones Keystone, Hoover Hill and Jerico Hill are located in west-central Randolph County. All properties are located within a 35 kilometer trend, approximately 15 kilometers west from the town of Asheboro, NC and 85 kilometers northeast of Charlotte, NC. All properties are privately owned, and are currently under lease/purchase agreements with the Company. The agreements cover over 7000 acres within the Champion Hills Mineral Trend. Mineral and surface rights are included in all lease/purchase agreements (with the exception if the Virgilina land package that is mineral rights only) and the Company has legal access to all properties.

Property Acquisition

During fiscal 2011, the Company acquired, from a non-arm's length private company, a 90% interest in two option and lease agreements by issuing 2,000,000 common shares valued at \$930,000 and paying \$375,312 (US\$375,000). The Company has the right of first refusal on the remaining 10% after incurring US\$1,000,000 in exploration expenditures. To complement the initial acquisition, the Company entered into various additional option and purchase agreements during 2011. These option and purchase agreements are completed directly with property owners and entitle the Company to acquire 100% of these properties. During fiscal 2013 the company elected to abandon certain option agreements option and wrote-off the capitalized costs of \$289,992 as at January 31, 2013.

As at the date of this report, all option and purchase agreements held by the Company cover approximately 2,500 acres (October 30, 2012 – 3,000 acres) and require annual lease payments ranging from US\$50 to US\$200 per acre over a five or 6 year term and US\$1 to US\$2 per foot drilled. The Company has the option to purchase or lease each land package based on the terms of the agreements. Upon commencement of commercial production the properties are subject to a NSR.

Details pertaining to the option/purchase agreements which are in good standing at the date of this report are outlined in the table below.

Property	Effective & Payment due date	Area (acres)	First Year Signing \$	Annual \$ for Second Year	Purchase Option (FMV = Fair Market Value)	Tax Parcel #	Titles Held	NSR
Loflin	August 17, 2010	28.00	5,600.00	5,600.00	150% appraised value or US\$456,000 (whichever is higher)	6791097053	Surface/Mineral	2%
Loflin	September 29, 2010	43.41	8,792.00	8792.00	150% appraised value or US\$281,085 (whichever is higher)	6781895202	Surface/Mineral	2%
Loflin	September 29, 2010	0.55			150% appraised value or US\$281,085 (whichever is higher)	6781996965	Surface/Mineral	2%
Loflin	September 29, 2010	17.37	3,473.40	3,473.40	150% appraised value or US\$100,320 (whichever is higher)	6791090403	Surface/Mineral	2%
Loflin	October 18, 2010	20.37	4,074.40	4,074.40	150% appraised value or US\$125,625 (whichever is higher)	6782805566	Surface/Mineral	2%
Loflin	October 19, 2010	4.55	1,910.60	910.60	150% appraised value or US\$162,090 (whichever is higher)	6781998854	Surface/Mineral	2%
Loflin	December 11, 2010	7.31	6,462.40	1,462.40	150% appraised value or US\$91,500 (whichever is higher)	6792003118	Surface/Mineral	2%
Loflin	December 17, 2010	1.00	2,000.00	1,000.00	150% appraised value or US\$116,130 (whichever is higher)	6782905613	Surface/Mineral	2%
Loflin	January 15, 2011	45.21	11,290.00	9,290.00 ⁽¹⁾	150% appraised value or US\$170,270 (whichever is higher)	6792019550	Surface/Mineral	2%
Loflin	January 15, 2011	1.24			150% appraised value or US\$141,370 (whichever is higher)	6792110990	Surface/Mineral	2%
Loflin	July 12, 2011	7.10	25,000.00	2,660.00	\$255, 240	6792007057	Surface/Mineral	2%
Loflin	July 12, 2011	6.20			\$255, 240	6791097703	Surface/Mineral	2%
Loflin	April 18, 2011	5.91	14,795.20	years 3 to 5 @ \$ 6,397.60	150% appraised value or equal to min. values as noted in agreement	6792001460	Surface/Mineral	2%
Loflin	April 18, 2011	8.09			150% appraised value or equal to min. values as noted in agreement	6792004501	Surface/Mineral	2%
Loflin	April 18, 2011	17.22			150% appraised value or equal to min. values as noted in agreement	6782919428	Surface/Mineral	2%

Property	Effective & Payment due date	Area (acres)	First Year Signing \$	Annual \$ for Second Year	Purchase Option (FMV = Fair Market Value)	Tax Parcel #	Titles Held	NSR
Loflin	April 18, 2011	0.78			150% appraised value or equal to min. values as noted in agreement	6782929269	Surface/Mineral	2%
Loflin	April 7, 2012	1.63	8,400.00	8,400.00	150% appraised value or US \$275,850 (whichever is higher)	6792217558	Surface/Mineral	2%
Loflin	April 7, 2012	4.88			150% appraised value or US \$275,850 (whichever is higher)	6792220128	Surface/Mineral	2%
Loflin	April 7, 2012	0.60			150% appraised value or US \$275,850 (whichever is higher)	6792221273	Surface/Mineral	2%
Loflin	April 7, 2012	34.58			150% appraised value or US \$275,850 (whichever is higher)	6792228878	Surface/Mineral	2%
Jones-Keystone	August 10, 2010	163.87			32,775.40	32,775.40	150% appraised value	6792754441
Jones-Keystone	January 29, 2011	55.97	15,208.00	12,208.00 ⁽²⁾	150% appraised value or US\$483,255 (whichever is higher)	6792632743	Surface/Mineral	2%
Jones-Keystone	January 29, 2011	5.07			150% appraised value or US\$483,255 (whichever is higher)	6792521431	Surface/Mineral	2%
Jones-Keystone	January 29, 2011	98.57	22,714.00	19,714.00 ⁽²⁾	150% appraised value or US\$213,140 (whichever is higher)	6792540380	Surface/Mineral	2%
Jones-Keystone	June 27, 2011	7.24	2,448.00	1,448.00	150% appraised value or US\$213,140 (whichever is higher)	6792578605	Surface/Mineral	2%
Jones-Keystone	August 3, 2011	26.57	17,900.00	14,400.00	150% appraised value or US\$426,750 (whichever is higher)	6792836014	Surface/Mineral	2%
Jones-Keystone	August 3, 2011	10.82			150% appraised value or US\$426,750 (whichever is higher)	6792737203	Surface/Mineral	2%
Jones-Keystone	August 3, 2011	34.61			150% appraised value or US\$426,750 (whichever is higher)	6792922757	Surface/Mineral	2%
Jones-Keystone	August 25, 2001	76.00	12,000.00	8,000.00	150% appraised value or US\$168,000 (whichever is higher)	6792249754	Surface/Mineral	2%
			6,000.00	4,500.00				
Jones-Keystone	September 26, 2011	20.00	2,000.00	4,000.00	150% appraised value or US\$63,940 (whichever is higher)	6792354755	Surface/Mineral	2%

Property	Effective & Payment due date	Area (acres)	First Year Signing \$	Annual \$ for Second Year	Purchase Option (FMV = Fair Market Value)	Tax Parcel #	Titles Held	NSR
Jones-Keystone	November 2 2011	16.15	5,230.00	3,230.00	150% FMV or US\$	6792818797	Surface/Mineral	2%
Jones-Keystone	May 5 2012	10.06	3,000.00	2,000.00	150% appraised value or US\$101,630 (whichever is higher)	6792224243	Surface/Mineral	2%
Hoover Hill	February 25, 2011	178.01	300,000.00	See terms note year 5 \$100K	150% appraised value or US\$910,644 (whichever is higher) + \$28,900/ "lot"	7713307024	Surface/Mineral	2%
Hoover Hill	February 25, 2011	19.01			150% appraised value or US\$910,644 (whichever is higher) + \$28,900/ "lot"	7712190481	Surface/Mineral	2%
Hoover Hill	February 25, 2011	15.15			150% appraised value or US\$910,644 (whichever is higher) + \$28,900/ "lot"	7712295185	Surface/Mineral	2%
Hoover Hill	February 25, 2011	20.21			150% appraised value or US\$910,644 (whichever is higher) + \$28,900/ "lot"	7713104253	Surface/Mineral	2%
Hoover Hill	April 5, 2011	96.48	5,000.00	14,472.00	150% appraised value or US\$293,510 (whichever is higher)	7703905465	Surface/Mineral	2%
Hoover Hill	April 15, 2011	274.60	44,640.00	44,640.00	150% appraised value or US\$997,610 (whichever is higher)	7722082111	Surface/Mineral	2%
Hoover Hill		23.00			150% appraised value or US\$997,610 (whichever is higher)	7712868771	Surface/Mineral	2%
Jerico Hill	February 10, 2011	31.66	2,000.00	6331.00	150% appraised value or US\$400,000 (whichever is higher)	7723302820	Surface/Mineral	2%
Jerico Hill	May 18, 2011	182.22	36,444.00	27333.00	Lease Option	7723115516	Surface/Mineral	2%
Jerico Hill	June 15, 2011	5.67	2,000.00	1134.00	150% appraised value	7722390904	Surface/Mineral	2%
Jerico Hill	July 22, 2011	8.28	5,312.00	1656.00	150% appraised value or US\$37,260 (whichever is higher)	7722398500	Surface/Mineral	2%
Jerico Hill	October 12, 2011	27.59	2,000.00	6000.00	150% appraised value or US\$160,850 (whichever is higher)	7723461463	Surface/Mineral	2%
Jerico Hill	October 12, 2011	1.90			150% appraised value or US\$160,850 (whichever is higher)	7723467663	Surface/Mineral	2%
Jerico Hill	April 14, 2011	35.95	3,000.00	9,162.00	150% appraised value	7723479226	Surface/Mineral	2%

Property	Effective & Payment due date	Area (acres)	First Year Signing \$	Annual \$ for Second Year	Purchase Option (FMV = Fair Market Value)	Tax Parcel #	Titles Held	NSR
Jerico Hill	April 14, 2011	25.13			150% appraised value	7723363312	Surface/Mineral	2%
Silver Hill	March 1, 2011	469.56	6,000.00	\$40,000 /a 2011 - \$5,000 2012- \$10,000	n/a	Deed Book 993; page 506	5 years	4%
Silver Valley	March 1, 2011	166.99	40,000.00	\$40,000 /a 2011 - \$5,000 2012 - \$7,000	n/a	Deed Book 1634; page 1538	5 years	4%

⁽¹⁾ During fiscal 2013 the Company amended the option and purchase agreement for Tax Parcel # 6792019550 and 6792110990. The Company extended the option to 6 years, decreased the option payment to \$150 per acre in year 3 and decreased the option payment in years 4, 5 & 6 to \$50 per acre.

⁽²⁾ During fiscal 2013 the Company amended the option and purchase agreement for Tax Parcel # 6792632743, 6792521431, and 6792540380. The Company extended the option to 6 years, decreased the option payment to \$150 per acre in year 3.

Silver Hill and Silver Valley

During fiscal 2011 the Company entered into two separate letter agreements with a private company, Carolina Mineral Resources Inc. ("CMRI"), on properties known as the Silver Hill mine and the Silver Valley Mine, North Carolina.

Under the terms of the Silver Hill property agreement the Company can earn 100% of CMRI's rights to a mineral lease agreement for consideration of US\$220,000 and exploration expenditures totaling US\$2,500,000 paid in stages to March 2015 and the issuance of 300,000 common shares in stages to March 2014. The Company is also required to issue 500,000 common shares upon completion of a positive, bankable feasibility study and an additional 500,000 common shares upon commencement of commercial production. The property is subject to a 4% NSR. During the year ended October 31, 2011, the Company issued 75,000 common shares valued at \$44,250 and paid \$59,146 (US\$60,000). During the year ended October 31, 2012, the Company issued an additional 75,000 common shares valued at \$25,875, paid \$40,000 and completed the first tranche of exploration expenditures totaling US\$500,000.

Under the terms of the Silver Valley mine agreement the Company can earn 100% of CMRI's rights to a mineral lease agreement for consideration of US\$200,000 and exploration expenditures totaling US\$2,500,000 paid in stages to March 2015 and the issuance of 300,000 common shares in stages to March 2014. The Company is also required to issue 500,000 common shares upon completion of a positive, bankable feasibility study, and an additional 500,000 common shares upon commencement of commercial production. The property is subject to a 4-5% NSR. During the year ended October 31, 2011, the Company issued 75,000 common shares valued at \$44,250 and paid \$39,430 (US\$40,000). During the year ended October 31, 2012, the Company issued an additional 75,000 common shares valued at \$25,875, paid \$40,000 and completed the first tranche of exploration expenditures totaling US\$500,000.

Jerico Hill

During fiscal 2011 the company entered into eight option agreements in the Jerico Hill area, Randolph County, North Carolina, one of which has been terminated. Of the seven current agreements, six of the agreements, the company has a 5 year option to purchase (6 agreements) or lease (1 agreement) each land package. The purchase options are at 150% of the appraised value or a certain fixed price, whichever is greater. The lease agreement payments are \$200/acre. The remaining agreement is a 3 year contract with the first two years paid in advance and a purchase option of 150% of the appraised value or a certain fixed rate. The initial signing costs for this land package totalled US\$226,241. No shares, options or warrants were included in any of the agreements. Details of these eight agreements are included in the table above.

Jones Keystone and Loflin

During fiscal 2011, the Company acquired, from a non-arm's length private company, a 90% interest in two option and lease agreements by issuing 2,000,000 common shares valued at \$930,000 and paying \$375,312 (US\$375,000). The Company has the right of first refusal on the remaining 10% after incurring US\$1,000,000 in exploration expenditures. These option and lease agreements included the Jones Keystone and Loflin Mine properties. Since this acquisition the Company has completed ten additional option and purchase agreements to expand on the initial land package, one of which has been terminated. All agreements are a 5 year term, with the option to purchase nine of the properties for 150% of the appraised value or a certain fixed rate. The initial signing costs for this land package totalled US\$123,295. No shares, options or warrants were included in any of the agreements. Details of these agreements are included in the table above.

During the time period of January 31, 2012 through October 31, 2012 the Company completed two additional option and purchase agreement, expanding the Jones Keystone and Loflin land package with similar characteristics to the other option and purchase agreements. The initial signing costs for this land package totalled US\$11,000. No shares, options or warrants were included in this agreement. Details of the agreement are included in the table above.

Virgilina

During fiscal 2011 the Company entered into an option agreement on the Virgilina copper property, North Carolina. The Company can earn a 100% interest in the property for consideration of US\$600,000 and exploration expenditures totalling US\$1,500,000 paid in stages to March 2015 and the issuance of 400,000 common shares in stages to March 2014. The Company is also required to issue 500,000 common shares upon completion of a positive, bankable feasibility study and an additional 500,000 common shares upon commencement of commercial production. During the year ended October 31, 2011, the Company issued 100,000 common shares valued at \$59,000 and paid \$118,291 (US\$120,000). During the year ended October 31, 2012, the Company issued an additional 100,000 common shares valued at \$34,500, paid \$120,000 and completed the first tranche of exploration expenditures totalling US\$100,000. Subsequent to October 31, 2012 the Company elected to abandon the option and wrote-off the capitalized costs of \$441,576 as at October 31, 2012.

Hoover Hill

During fiscal 2011 the Company entered into an option and purchase agreement on the Hoover Hill mine property, North Carolina. The Company has a four year option to purchase each land package for the greater of 150% of the appraised value or a certain fixed price. The Company paid \$295,680 (US\$300,000) on signing and issued 100,000 share purchase warrants with a fair value of \$38,775. The option can be extended for an additional year for US\$100,000. Each warrant entitles the holder to one common share at an exercise price of \$0.75 for a period of four years. The fair value of these warrants was estimated using the Black-Scholes Option Pricing Model with the following assumptions: risk-free interest rate of 1.87%; dividend yield 0%; volatility of 100%; and an expected life of 3 years. The Company paid other acquisition costs of \$104,548. The property is subject to a 2% NSR, of which one-half (1%) may be purchased for US\$1,000,000.

**Exploration by Revolution Resources Corp.
Champion Hills North Carolina USA**

Following the completion of the Phase I and II drill programs in 2010-early 2011, Revolution completed an additional 10,000 meters of drilling at Champion Hills. This phase of drilling was completed on the Loflin, Jones Keystone, Jerico Hill, Silver Valley and Silver Hill properties; focusing on areas of historic mining and drilling. Results from this drill program confirmed a significant gold mineralized system with geological similarities to mines and deposits in the Carolina Slate Belt. Jones Keystone and Loflin lie at the heart of the Champion Hills trend, with the Jerico Hill and Hoover Hill prospects about eight kilometers northeast and the Silver Valley and Silver Hill properties being located 15 kilometers southwest. All properties are within of the prospective regional Champion Hills Mineral Trend. This most recent Phase of work at Champion Hills also included re-logging and select re-sampling of historical core, digital compilation and review of historical data, an extensive soil geochemical sampling program and geological mapping throughout the trend.

During the winter of 2012 an extensive soil geochemistry sampling program was carried out on the Virgilina land package. Results from this program confirmed the presence of copper +/- gold +/- silver mineralization on the leased mineral rights. Soil sampling on the newly acquired land at Jones Keystone and Loflin, as well as a detailed sampling program of the

tailings at Silver Hill were also conducted during winter 2012. Continued data compilation, target generation and program planning was carried out during the spring of 2012.

Select Champion Hills Drill Intercepts

Select Loflin and Jones Keystone Drill Intercepts

Hole-ID	From (m)	To (m)	Length (m)	Au (g/t)
LF10-017	26.0	96.0	70.0	1.10
<i>including</i>	26.0	46.0	20.0	2.19
	88.0	96.0	8.0	3.05
LF10-018	14.0	88.0	74.0	1.12
<i>including</i>	36.0	66.0	30.0	2.59
JK11-017	28.0	132.0	104.0	1.27
<i>including</i>	80.0	94.0	14.0	3.03
JK11-026	104.0	130.0	26.0	0.96
<i>including</i>	122.0	130.0	8.0	1.49
JK11-027	120.0	144.0	24.0	0.84
<i>including</i>	126.0	144.0	18.0	1.01
JK11-028	140.0	152.0	12.0	0.94

Select Silver Hill and Silver Valley Drill Intercepts

Hole-ID	From (m)	To (m)	Length (m)	Au (g/t)	Ag (g/t)	Cu %	Pb %	Zn %
SH11-01	287.0	290.0	3.0	0.19	3.53	0.13	0.14	4.78
	295.0	303.0	8.0	1.60	11.59	0.58	0.42	1.12
<i>including</i>	295.0	296.0	1.0	5.69	35.60	4.20	0.01	0.62
SH11-02	232.0	234.0	2.0	3.39	18.00	0.33	0.89	10.26
<i>including</i>	233.0	234.0	1.0	6.58	22.80	0.57	0.20	6.66
	238.0	242.0	4.0	1.39	37.28	0.10	4.66	8.47
<i>including</i>	241.0	242.0	1.0	2.80	106.00	0.33	13.45	22.40
SV11-01	14.0	22.0	8.0	0.61	21.11	0.05	0.86	1.21
SV11-04	78.0	80.0	2.0	0.22	62.90	0.05	0.35	0.53

Select Jerico Hill Drill Intercepts

Hole-ID	From (m)	To (m)	Length (m)	Au (g/t)	Ag (g/t)
JH11-001	28.5	51.0	22.5	6.10	258.65
<i>including</i>	43.1	51.0	7.9	16.06	698.66
<i>including</i>	47.0	48.5	1.5	56.60	2430.00

These are estimated to be between 70% and 90% true widths.

Refer to the Technical Reports, and Annual Information Form at www.sedar.com for more information. Detailed expenditures for the period are included in the condensed consolidated interim financial statements for the period ended January 31, 2013.

Future Exploration Plans

Mexico - The Company's 2013 exploration programs will be comprised of mapping, sampling and diamond drilling at the Universo, La Bufa, and Montana de Oro properties. Further to the work in Mexico, Revolution may be looking to enter into joint venture agreements on some or all of the properties. This would lower the exploration risk on the Properties in light of challenging market conditions

Champion Hills - The Company's 2013 exploration programs will dominantly focus on surface based testing of gold and silver and base metal mineralization and continued drilling in 2013 on the Champion Hills Project, North Carolina.

Rob McLeod, P. Geo., a Qualified Person under the meaning of Canadian National Instrument 43-101 and an Officer of the Company, is responsible for the technical content of this Management Discussion and Analysis.

Summary of Quarterly Results

	Three Month Period Ended			
	January 31, 2013	October 31, 2012	July 31, 2012	April 30, 2012
	\$'000	\$'000	\$'000	\$'000
Total Assets	20,672	21,477	21,893	22,357
Mineral Properties	19,605	19,568	19,210	17,195
Working Capital	322	512	1,511	3,515
Shareholders' Equity	20,190	20,796	21,432	21,649
Net Loss	(628)	(892)	(455)	(742)
Loss per Share	(0.01)	(0.01)	(0.01)	(0.01)

	Three Month Period Ended			
	January 31, 2012	October 31, 2011	July 31, 2011	April 30, 2011
	\$'000	\$'000	\$'000	\$'000
Total Assets	17,415	16,210	18,179	19,217
Mineral Properties	13,863	7,784	11,684	10,398
Working Capital	1,643	8,001	5,568	7,778
Shareholders' Equity	17,045	15,799	17,564	18,481
Net Loss	(839)	(6,287)	(1,054)	(1,716)
Loss per Share	(0.01)	(0.11)	(0.02)	(0.03)

The variability in Revolution's net loss over the last the eight quarters resulted primarily from the changing levels in capital expenditures, share-based payments, finance charges, and office and administrative expenses. Changing levels in capital expenditures expenses and general and administrative costs fluctuate independently according to exploration activities and corporate activities including shareholder communication.

Significant financial items during the previous quarters include:

During the quarter ended January 31, 2013 the Company abandoned certain Champion Hills option agreements and wrote-off the capitalized costs of \$289,992. The Company also entered into a purchase and sale agreement on the Mexico Portfolio. Refer to the Significant Events - Performance Summary section above for additional information.

During the quarter ended October 31, 2012 the Company abandoned the option on the Virgilina property and wrote-off the capitalized costs of \$441,576.

During the quarter ended October 31, 2011, the Company entered into a Letter Agreement, which was formalized by an Option Agreement subsequent to period end, and was subsequently amended during the quarter ending July 31, 2012 with Lake Shore Gold Corp. for the Universo and Montana de Oro properties in Mexico. This resulted in increased professional fee expenses for the quarter. The Company continued exploration on its Champion Hills project with an extensive diamond

drilling program. The Company elected not to participate in Phase B of the Nuukjord project, and wrote-off capitalized costs of \$5,684,262. The Company retains a 15% interest in the project.

During the quarter ended October 31, 2011 the Company discontinued active exploration at its Nuukfjord property in Greenland and wrote-off capitalized costs of \$5,684,262. During the quarter ended January 31, 2012 the Company acquired an option to acquire an interest in a portfolio of properties in Mexico resulting in a significant increase in exploration activity for the three months ended July 31, 2012 and April 30, 2012.

During the quarter ended April 30, 2011 the Company completed a brokered private placement and issued 15,000,000 common shares at \$0.60 per common share for gross proceeds of \$9,000,000. The Company paid \$540,000 and issued 900,000 broker's warrants as finders' fees. The Company also entered into the following significant property acquisitions: Silver Valley, Silver Hill, Virgilina and Hoover Hill which are described in more detail above in the Mineral Property section. The Company continues to actively explore on the Champion Hills properties.

Results of Operations

Quarter Ended January 31, 2013

The financial statements reflect the financial condition of the Company's business for quarter ended January 31, 2013.

During the period ended January 31, 2013 the Company incurred a loss of \$628,379 as compared to a loss of \$839,481 for the period ended January 31, 2012. These losses include non-cash-based deductions for depreciation of \$756 (2012 - \$1,081), share-based payments of \$22,616 (2012 - \$38,113) and write-off of exploration and evaluation assets of \$289,992 (2011 - \$Nil). Excluding non-cash-based deduction, the loss for the period ended January 31, 2013 was \$315,015 compared to \$800,287 for the period ended January 31, 2012.

Significant expenditures include investor relations \$13,342 (2012 - \$56,647), management fees \$51,000 (2012 - \$145,000), office and miscellaneous \$63,040 (2012 - \$113,739), professional fees \$76,329 (2012 - \$86,627), property investigation costs \$Nil (2012 - \$81,753), shareholder communications \$19,461 (2012 - \$47,821) and travel and trade shows \$49,141 (2012 - \$166,247). The Company realized a decrease in the majority of general expenses as it focuses on conserving capital due to market conditions.

Liquidity and Capital Resources

Revolution's mineral exploration and development activities do not provide a source of income and the Company therefore has a history of losses, working capital deficiencies and an accumulated deficit. The Company's financial success is dependent on management's ability to raise money and to discover economically viable mineral deposits. Given the nature of the Company's business, the results of operations as reflected in the net losses and losses per share do not provide meaningful interpretation of the Company's valuation.

Operating Activities: The Company does not generate cash from operating activities. Net cash used by the Company for operating activities for the period ended January 31, 2013 was \$167,883 compared to \$991,190 for the period ended January 31, 2012.

Investing Activities: Revolution's capital assets include equipment and its interests in the Mexico property portfolio and the Champion Hills property in North Carolina. Cash used by the Company in investing activities on exploration and evaluation assets for period ended January 31, 2013 was \$172,491 compared to \$5,575,046 for the period ended January 31, 2012. Additionally, the Company used \$451,361 (2012- \$Nil) toward exploration advances on the Mexico property.

Financing Activities: During the period ended January 31, 2013, the Company paid share issuance costs of \$7,587 (2012 - \$25,214). The Company has financed its operations and capital investments to date primarily through the issuance of common shares and loans payable.

In order to finance the Company's exploration programs and to cover administrative and overhead expenses, the Company raises money from equity sales and from the exercise of convertible securities. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record, and the experience and caliber of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities. Management believes it will be able to raise equity capital as required in the long term, but recognizes there will be risks involved that may be beyond their control.

The condensed consolidated interim financial statements for the period ended October 31, 2012 do not reflect adjustments, which could be material, to the carrying value of assets and liabilities, which may be required should the Company be unable to continue as a going concern.

The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital and is not subject to externally imposed capital requirements.

Off-Balance Sheet Arrangements

At January 31, 2013, the Company had no material off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

Contractual Obligations for the Next Five Years

The following table sets out the contractual obligations of the Company, including payments to be made, for the next five years:

Contractual Obligation	Payments Due by Period				
	Total	Less than 1 year	1 – 3 years	4 – 5 years	After 5 years
Long Term Debt	nil	nil	nil	nil	nil
Capital Lease Obligations	nil	nil	nil	nil	nil
Operating Leases	nil	nil	nil	nil	nil
Purchase Obligations ^{1,2}	nil	nil	nil	nil	nil
Other Long Term Obligations	nil	nil	nil	nil	nil
Total Contractual Obligations	nil	nil	nil	nil	nil

Note 1: All payments under the Champion Hills Option agreements are optional to the Company.

Note 2: All payments under the Mexico property option agreement are optional to the Company.

Outstanding Share Data

As at the date of this report, the Company had an unlimited number of common shares authorized for issuance with 91,040,790 common shares issued and outstanding.

The Company has the following incentive stock options and warrants outstanding at the date of this report:

	Number	Exercise price	Expiry date
Stock options	100,000	\$ 0.80	April 12, 2013
	225,000	0.80	May 15, 2014
	2,300,000	0.50	April 27, 2015
	1,225,000	0.70	February 15, 2016
	150,000	0.80	May 11, 2016
	330,000	0.70	June 15, 2016
	150,000	0.50	October 25, 2016
	1,175,000	0.43	February 1, 2017
Warrants	8,481,250	\$ 0.60	October 3, 2013
	4,500,000	0.75	October 18, 2015
Brokers Warrants	1,187,375	\$ 0.60	October 3, 2013
Special Warrants	100,000	\$ 0.75	March 15, 2015

Related Party Transactions

The consolidated financial statements include the financial statements of the Company and its 100% owned subsidiaries Revolution Resources (NC) Inc. (USA), and Minera Revolution, S.A. de C.V. (Mexico).

During the period ended January 31, 2013, the Company paid or accrued the following amounts as compensation to key management personnel:

- Management fees of \$45,000 (2012 - \$95,000) to Aaron Keay, CEO and director of the Company and \$30,000 (2012 - \$50,000) of which \$24,000 (2011 - \$Nil) was capitalized to exploration and evaluation assets, to Robert McLeod, VP of Exploration and a director of the Company.
- Professional fees of \$15,000 (2012 - \$20,000) to Red Fern Consulting Ltd, a Company controlled by Jonathan Richards, an officer of the Company.
- Consulting fees of \$15,000 (2012 - \$30,000) to McLeod Williams, a Company controlled by directors of the Company.
- Trade show fees of \$26,182 (2012 - \$Nil) to General Research GmbH, a Company controlled by Georg Hochwimmer, a director of the Company.

Share-based payment expense for the period ended January 31, 2013 included compensation to directors and officers of \$18,393 (2012 - \$Nil) for stock options vesting during the period.

Included in accounts payable is \$87,104 (October 31, 2012 - \$20,000) due to directors, officers and companies controlled by directors and officers of the Company.

The Company operates from the premises of a group of public and private companies with common directors. Certain companies provide geological consulting and office and administrative services to the Company and various other public companies. Included in accounts payable and accrued liabilities is \$70,812 (October 31, 2012 - \$66,394) due to a related private company. During the period ended January 31, 2013, the Company paid or accrued \$42,391 (2012 - \$72,838) for geological consulting, and \$4,757 (2012 - \$8,575) for office and administrative expenditures.

A private company controlled by Aaron Key provides management and professional services to public companies. During the period ended January 31, 2013, the Company paid or accrued \$12,865 (2012 - \$11,000) for investor relations services, \$19,272 (2012 - \$10,780) for accounting services and \$13,551 (2011 - \$Nil) for administration expenses.

Proposed Transactions

As discussed in the Significant Events – Performance Summary section the Company entered into a purchase-and-sale agreement with Lake Shore to acquire 100% of Lake Shore's interests in the Mexico property portfolio. Under the terms of the new agreement, which replaces the existing option agreement, the Company will acquire Lake Shore's subsidiary, Minera Golondrina S.A. de C.V. (Mexico), which holds 100 per cent of its rights, title and interest in the Mexico properties, subject to certain net-smelter-return royalties. Completion of the transaction is subject to acceptance of the TSX, which Revolution anticipates will involve approval of the shareholders of the Company. Refer to the Significant Events – Performance Summary section above for additional information.

The Company continues to investigate and enter into further option and purchase agreements in the Champion Hills area with terms consistent with Note 6 of the audited consolidated financial statements for the year ended October 31, 2012.

New standards not yet adopted

The following new standards, amendments to standards and interpretations have been issued but are not effective during the period ended January 31, 2013

- IFRS 9 New financial instruments standard that replaces IAS 39 for classification and measurement of financial assets^(iv)
- IFRS 10 New standard to establish principles for the presentation and preparation of consolidated financial statements when an entity controls multiple entities⁽ⁱ⁾
- IFRS 11 New standard to account for the rights and obligations in accordance with a joint agreement⁽ⁱ⁾
- IFRS 12 New standard for the disclosure of interests in other entities not within the scope of IFRS 9/IAS 39⁽ⁱ⁾
- IFRS 13 New standard on the measurement and disclosure of fair value⁽ⁱ⁾
- IAS 1 (Amendment) Presentation of other comprehensive income⁽ⁱⁱ⁾
- IAS 28 (Amendment) New standard issued that supersedes IAS 28 (2003) to prescribe the accounting for investments in associates and joint ventures⁽ⁱ⁾
- IAS 32 (Amendment) New standard amends IAS 32 to provide clarifications on the application of the offsetting rules⁽ⁱⁱⁱ⁾.

(i) Effective for annual periods beginning on or after January 1, 2013

(ii) Effective for annual periods beginning on or after July 1, 2012

(iii) Effective for annual periods beginning on or after January 1, 2014

(iv) Effective for annual periods beginning on or after January 1, 2015

The Company anticipates that the application of these standards, amendments and interpretations will not have a material impact on the results and financial position of the Company.

Critical Accounting Policies and Estimates

Revolution's accounting policies are described in Notes 2 and 3 of its audited consolidated financial statements for the year ended October 31, 2012. Management considers the following policies to be the most critical in understanding the judgments that are involved in the preparation of our consolidated financial statements and the uncertainties that could impact its results of operations, financial condition and cash flows:

- Use of estimates

The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amount of expenses during the period. Actual results could differ from these estimates.

These consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The most significant estimates and assumptions relate to the valuation of deferred income tax amounts, impairment testing and the calculation of share-based payments. Share-based payments, as measured with respect to stock options granted, are estimated by reference to the Black-Scholes pricing model; a detailed disclosure of management's estimates with respect to the pricing model is found in Note 7. The Company has reviewed its exploration and evaluation assets for indications of impairment and determined that there is no such indication. The value of deferred tax assets is evaluated based on the probability of realization; the Company has assessed that it is improbable that such assets will be realized and has accordingly not recognized a value for deferred taxes.

The most significant judgments relate to the recoverability of capitalized amounts, the functional currency of the Company and its subsidiaries, recognition of deferred tax assets and liabilities and the determination of the economic viability of a project.

- Foreign exchange

The functional currency is the currency of the primary economic environment in which the entity operations and has been determined for each entity within the Company. The functional currency for all entities within the Company is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, *The Effects of Changes in Foreign Exchange Rates*.

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting periods, the monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange at the statement of financial position date while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in the statement of comprehensive loss.

- Exploration and evaluation assets

Exploration and evaluation assets include the costs of acquiring licenses and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. All costs related to the acquisition of mineral properties are capitalized by property as an intangible asset. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in the statement of comprehensive loss. The Company expenses costs related to the exploration and development of mineral properties as they are incurred.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount. Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of the exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

- Share-based payments

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is recognized over the vesting period. Consideration paid for the shares on the exercise of stock options is credited to capital stock.

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

If and when the stock options are exercised, the applicable amounts of reserves are transferred to share capital.

- Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for relating to goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting or taxable loss, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the date of the statement of financial position.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, it provides a valuation allowance against that excess.

Financial Instruments and Risk Management

Financial Instruments

Cash and cash equivalents is carried at fair value using a level 1 fair value measurement. The carrying value of short-term investments, receivables, and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments. Loans receivable are long-term and are recorded at amortized cost.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

Risk Management

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

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and cash equivalents and short-term investments. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions. Receivables consist mainly of HST receivable from the Government of Canada. The Company has been successful in recovering input tax credits and believes credit risk with respect to receivables to be insignificant.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at January 31, 2013, the Company had a cash and cash equivalents and short-term investments balance of \$720,566 to settle current liabilities of \$482,105.

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. The Company does not have a practice of trading derivatives.

a) Interest rate risk

The Company's financial assets exposed to interest rate risk consist of cash and cash equivalents and short-term investments balances. The Company's current policy will be 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. As at January 31, 2013, the Company did not have any investments in investment-grade short-term deposit certificates.

b) Foreign currency risk

The majority of the Company's business is conducted in Mexico in Canadian dollars and Mexican pesos and in the USA in the US dollar. As such, the Company is exposed to foreign currency risk in fluctuations among the Canadian dollar, the Mexican peso and the US Dollar. Fluctuations in the exchange rate among the Canadian dollar, the Mexican peso and the US dollar may have a material adverse effect on the Company's business and financial condition. Fluctuations do not have a significant impact on operating results.

c) Price risk

The mining industry is heavily dependent upon the market price of the metals or minerals being mined. There is no assurance that, even if commercial quantities of mineral resources are discovered, a profitable market will exist for their sale. There can be no assurance that mineral prices will be such that the Company's properties can be mined at a profit. Factors beyond control of the Company may affect the marketability of any minerals discovered. The price of gold has experienced volatile and significant price movements over short periods of time, and is affected by numerous factors beyond the Company's control. The Company closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

Risk Factors

Companies in the exploration stage face a variety of risks and investments are highly speculative. While unable to eliminate all of them, the Company aims at managing and reducing such risks as much as possible. The Company faces a variety of risk factors such as project feasibility and practically, risks related to determining the validity of mineral property title claims, commodities prices and environmental laws and regulations. Management monitors its activities and those factors that could impact them in order to manage risk and make timely decisions. Readers are referred to the Company's Annual Information Form, located on SEDAR at www.sedar.com, for a full list of applicable risk factors.

Evaluation of Disclosure Controls and Procedures

Disclosure Controls and Procedures

The Company has established disclosure controls and procedures to ensure that information disclosed in this MD & A and the related audited consolidated financial statements was properly recorded, processed, summarized and reported to the Company's Board and Audit Committee. The Company's certifying officers conducted or caused to be conducted under their supervision an evaluation of the disclosure controls and procedures as required under Canadian Securities Administration regulations, as at January 31, 2013. Based on the evaluation, the Company's certifying officers concluded that the disclosure controls and procedures were effective to provide a reasonable level of assurance that information required to be disclosed by the Company in its annual filings and other reports that it files or submits under Canadian securities legislation is recorded, processed, summarized and reported within the time period specified and that such information is accumulated and communicated to the Company's management, including the certifying officers, as appropriate to allow for timely decisions regarding required disclosure.

It should be noted that while the Company's certifying officers believe that the Company's disclosure controls and procedures provide a reasonable level of assurance and that they are effective, they do not expect that the disclosure controls and procedures will prevent all errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Internal controls over Financial Reporting

The Company's certifying officers acknowledge that they are responsible for designing internal controls over financial reporting, or causing them to be designed under their supervision in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Company's management is satisfied that the Company has adequate financial expertise, has conducted appropriate planning and research, has performed appropriate review and has involved the board of directors and audit committee to provide reasonable assurance over the reliability of financial reporting in the transition period.

During the period ended January 31, 2013, there were no changes in the operations or controls, which materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting during the period.

Limitations of Controls and Procedures

The Company's management, including the Chief Executive Officer and Chief Financial Officer, believe that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of Management Discussion & Analysis the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any systems of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.