

MEDALLION RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL RESULTS
For the nine month period ended December 31, 2011
Containing information up to and including February 15, 2012

The following Management Discussion and Analysis (“MD&A”) is prepared as at February 15, 2012 and is intended to help the reader understand the accompanying unaudited interim condensed consolidated financial statements of Medallion Resources Ltd. (the “Company” or “Medallion”). The information provided herein should be read in conjunction with the Company’s audited consolidated financial statements and notes for the year ended March 31, 2011 as well as the unaudited interim condensed consolidated financial statements for the nine months ended December 31, 2011.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls to ensure that information used internally or disclosed externally, including the accompanying unaudited interim financial statements and this MD&A, is complete and reliable.

The financial statements of the Company for the year ended March 31, 2012 will be prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). Therefore, the Company has begun reporting using IFRS for its unaudited interim condensed consolidated financial statements for the three months ended June 30, 2011, the six months ended September 30, 2011, and the nine months ended December 31, 2011.

The Company is incorporated in British Columbia and is involved in the acquisition and exploration of mineral-resource properties. Management is in the process of evaluation, exploration and, if warranted, the potential future development of promising resource properties.

Additional information relating to the Company is available on the SEDAR website: www.sedar.com under “Medallion Resources Ltd”.

All currency amounts are in Canadian dollars unless otherwise indicated.

RESULTS OF OPERATIONS

The Company’s operations consist generally of the acquisition, exploration and evaluation of mineral properties. This includes evaluating the merits of these properties using various techniques such as sampling, trenching, drilling, and geophysical and geochemical survey methods.

The Company has no commercial mining production at this time; therefore, the Company has no revenue from operations.

Mineral Properties

Eden Lake Property

On December 1, 2009, the Company signed a Letter of Intent and on February 23, 2010 executed a definitive option agreement with Rare Element Resources Ltd. (“RES”) whereby RES granted the Company an option to acquire a 65% interest in the Eden Lake rare-earth-element property in Manitoba, subject to a 3% net smelter return royalty in favour of a former property owner.

Management believes that the Eden Lake property does not offer, at this stage of its exploration, a near-term potential resource and it does not meet the criteria of the Company’s new strategy of acquiring existing rare-earth-bearing monazite resources to achieve rapid production. Therefore, the Company has elected not to invest additional funds and effort in the Eden Lake property.

On September 12, 2011, the Company returned the Eden Lake property to RES. As a result, \$576,084 of exploration expenditures incurred on this property by the Company were written off. The write-off was reflected in the period ended June 30, 2011.

MEDALLION RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL RESULTS
For the nine month period ended December 31, 2011
Containing information up to and including February 15, 2012

Red Wine Property

On April 10, 2010, the Company signed a Letter of Intent with a private vendor, Polaris Capital Ltd. (the "Vendor") to obtain an option to acquire a 100% interest in the Red Wine rare-earth exploration project, which consisted of four Labrador mineral licenses covering an area of 3,325 hectares, which lie approximately 90 kilometres northeast of Churchill Falls, Labrador. On June 10, 2010, the Letter of Intent was amended to include two additional mineral licenses, which brought the total area of the project to 4,225 hectares (the "Property").

Under the terms of the amended Letter of Intent, the Company was required to pay the Vendor's license-staking costs of \$2,160 which has been paid and to complete, by October 31, 2010, a summer 2010 exploration program, costing approximately \$125,000 to include mapping, sampling, an airborne geophysical survey and an NI43-101-compliant Technical Report on the Property. As a condition of funding the summer 2010 exploration program, the Vendor subscribed to a \$55,000 private placement of the common shares of the Company.

On March 16, 2011 the Company and the Vendor signed an Amending Letter Agreement in which the Company elected to proceed with the option to acquire a 100% interest in the Property. On May 20, 2011, the Company issued 50,000 common shares to the Vendor under the Amending Letter Agreement at a value of \$14,000. To maintain the option, the Company must pay an aggregate of \$475,000 in cash, issue an aggregate of 1,750,000 common shares, (including the 50,000 shares issued to date) and conduct \$550,000 in exploration work over a period of five years. On or before March 16, 2012 the Company must pay \$50,000, issue 250,000 common shares and complete \$200,000 of exploration expenditures. During the three months ended December 31, 2011 \$78,476 in exploration expenditures were incurred by the Company on the property. During the nine months ended December 31, 2011 \$95,570 in exploration expenditures were incurred by the Company on the property.

The property is subject to a 3% net smelter return royalty, half of which the Company can purchase at any time by making a payment of \$1,500,000 to the Vendor.

The 2010 Red Wine program consisted of an airborne magnetic and radiometric survey, a reconnaissance mapping and sampling program, a follow-up sampling program and rare-earth mineralogical studies. The exploration work was carried out on the seven licenses, which comprise the four separate blocks (an additional license was added to a block for a total Property area of 4650 hectares),

The initial exploration work encountered at least three types of rare-earth mineralization and, historically, other types have been reported, as well. The main rare-earth target on the Property was a large exposed body of previously mapped Red Wine peralkaline intrusive rock, which is known to contain the rare-earth-bearing mineral, eudialyte. While significant eudialyte was identified during the field work and all assayed samples showed elevated levels of rare earths, the overall average assays for the eudialyte-bearing rock were lower than expected. Laboratory examination determined a Red Wine eudialyte total-rare-earth content of approximately 2.5%, which is low for eudialyte and explains the lower-than-expected rare-earth assays reported for the samples of peralkaline rock.

In October 2011, a further mapping and sampling program was initiated at Red Wine. The goal of this program was to evaluate the potential for a rare-earth-niobium-beryllium mineralization, which has been found to the north of the four Medallion license blocks. Block "D", which is the northern-most Medallion block, is the block closest to the known rare-earth-niobium-beryllium mineralization.

As at February 15, 2012, the field-work portion of this program has been completed, sample analyses have been returned from the assayers and the resulting evaluation reports have been written. Although the rare-earth values continue to be anomalous and suggestive of district-wide rare-earth mineralization, there is no conclusive or compelling information that sets apart any particular Red Wine-property target area. The Company will maintain the property as it evaluates further exploration plans.

MEDALLION RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL RESULTS
For the nine month period ended December 31, 2011
Containing information up to and including February 15, 2012

The Company is in discussion with the Vendor to extend the time limits for maintaining the Red Wine property.

SELECTED ANNUAL INFORMATION

The following table provides certain financial information for the past three fiscal years. The Company's financial statements for the year ended March 31, 2012 are the first annual financial statements that will be prepared in accordance with IFRS. Therefore, the comparative results of operations for the year ended March 31, 2011 have been prepared by retrospectively applying all applicable IFRS standards. Please refer to Note 13 of the unaudited condensed interim condensed consolidated financial statements for the nine months ended December 31, 2011 for additional information on the Company's first time adoption of IFRS.

	Year ended March 31, 2011 (IFRS)	Year ended March 31, 2010 (IFRS)	Year ended March 31, 2009 (Canadian GAAP)
	\$	\$	\$
Total Revenues (interest income and government assistance)	84,876	147,105	2,687
Net Income (Loss)	(1,222,541)	(582,060)	(1,773,320)
Net Income (Loss) Per Share	(0.04)	(0.03)	(0.15)
Total Assets	4,445,934	491,417	223,233
Long-Term Debt	Nil	Nil	Nil
Dividends	Nil	Nil	Nil

SUMMARY OF QUARTERLY RESULTS

The following table sets forth selected quarterly financial information for each of the last eight quarters (information is unaudited).

Basis of Presentation	Quarter Ending	Revenue \$	Expenses \$	Net Loss \$	Loss Per Share \$
IFRS	December 31, 2011	13,624	773,682	760,058	0.02
IFRS	September 30, 2011	68,129	279,598	211,469	0.00
IFRS	June 30, 2011	4,331	850,771	846,440	0.02
IFRS	March 31, 2011	9,657	651,851	642,194	0.01
IFRS	December 31, 2010	75,219	185,915	110,696	0.00
IFRS	September 30, 2010	-	358,286	358,286	0.01
IFRS	June 30, 2010	-	111,365	111,365	0.00
IFRS	March 31, 2010	68	212,689	212,623	0.01
Canadian GAAP	December 31, 2009	147,104	340,992	193,888	0.01

MEDALLION RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL RESULTS
For the nine month period ended December 31, 2011
Containing information up to and including February 15, 2012

Results of operations for the three months ended December 31, 2011 compared to the three months ended December 31, 2010.

The Company's loss for the three months ended December 31, 2011 was \$760,058 (loss per share – \$0.02) compared to a loss of \$110,696 (loss per share – \$0.00) for the comparative period in 2010. The increased loss was primarily due to increased property investigation costs of \$469,623 incurred during the three months ending December 31, 2011 compared with \$3,742 in the same three month period in 2010 as the Company accelerates its efforts to source monazite resources.

Other significant factors that caused the increase in the loss were:

- Investor Relations expense for the three months ended December 31, 2011 was \$109,069 compared to \$40,070 for the same three month period in 2010. This is primarily due to increased consulting fees in connection with enhanced investor relations activities.
- Management Fees for the three months ended December 31, 2011 were \$66,000 compared to \$31,800 for the same three month period in 2010. This is due to the expansion of the Company's senior management team to include both a President and CEO effective January 1, 2011.
- Office and General expense for the three months ended December 31, 2011 was \$58,636 compared to \$12,186 for the same three month period in 2010. This is primarily due to higher travel costs as the Company continues to pursue acquisition opportunities.
- Share-based Compensation for the three months ended December 31, 2011 was \$18,747 compared to \$nil for the same three month period in 2010. This is due to the grant in the 2011 period of 200,000 stock options of the Company at a price of \$0.155 as well as the amortization of unvested options during the period.

Factors that offset the increase in the loss for the period were:

- Consulting fees for the three months ended December 31, 2011 were \$18,054 compared to \$58,229 for the same period in 2010. This is due to the fees incurred to execute and administer a private placement financing in the fall of 2010.
- Transfer Agent and Filing Fees for the three months ended December 31, 2011 were \$10,944 compared to \$24,680 for the same period in 2010. Fees were higher in 2010 due to the high volumes of warrants and options that were exercised during 2010 as well as the private placement financing the Company undertook.

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2011, the Company's working capital was \$2,379,413 (March 31, 2011 - \$3,608,596) a decrease of \$1,229,183 due primarily to operating expenditures during the nine months ended December 31, 2011.

Cash and short-term investments are made up of \$123,091 in cash available in the bank accounts of the Company and \$2,400,000 in short term investments for a total of \$2,523,091 at December 31, 2011. This is a decrease of \$1,053,441 from \$3,576,532 as at March 31, 2011. Details of the change are disclosed in the accompanying unaudited interim condensed consolidated financial statements. Short term investments consist of a variable rate Guaranteed Investment Certificate ("GIC") issued by a Canadian chartered bank that matures on November 19, 2012. Should the Company require operating funds, above cash on hand, prior to the date of the maturity of the GIC, a portion of the GIC will be redeemed. The remaining portion of the GIC will continue to earn interest at the prime rate less 1.80%.

MEDALLION RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL RESULTS
For the nine month period ended December 31, 2011
Containing information up to and including February 15, 2012

Contributed surplus totaled \$1,220,622 as at December 31, 2011 (March 31, 2011 - \$1,156,151). The increase is due to share-based compensation expense of \$69,494 and the expiry of warrants of \$35,328 during the period, offset by \$40,351 from the exercise of options.

The Company has relied primarily upon the sale of equity securities for cash required for exploration purposes, for acquisitions, and to fund the administration of the Company. Since the Company does not expect to generate any revenues in the near future, it will continue to rely primarily upon sales of its equity to raise capital. There can be no assurance that additional equity financing will be available to the Company in the required amount when needed or at all. Mining exploration is a capital-intensive business with lengthy periods elapsing from initial exploration to any prospect of revenues. The nature of the exploration business increases risks of insufficient capital resources above that of many other businesses.

The Company expects that its current working capital will be sufficient to fund its planned activities for at least the next 12 months, however, if significant new acquisitions are made, additional funding will be required.

COMMITMENTS

On June 1, 2010, the Company entered into a sub-lease agreement for its office premises with a company owned by a director for a term of one year and one month commencing on June 1, 2010 and expiring on June 30, 2011. The monthly rent of \$1,818 commenced July 1, 2010 and is due at the beginning of each month. At the option of the Company, the sub-lease agreement could be extended for an additional year under the same terms and conditions. On June 13, 2011, the Company exercised the option to extend the sub-lease agreement for another year to June 30, 2012. On January 1, 2012, the rent increased to \$2,036 per month as a result of increased operating costs of the building that have been passed on.

The following is a summary of the future lease commitments for the fiscal years ended March 31, 2012 and 2013:

Fiscal 2012	\$ 21,816
Fiscal 2013	6,109

OFF BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet transactions.

TRANSACTIONS WITH RELATED PARTIES

The Company has certain transactions with related parties. For further details relating to transactions with related parties, please refer to Note 9 of the unaudited interim condensed consolidated financial statements for the nine months ended December 31, 2011.

DISCLOSURE OF OUTSTANDING SHARE DATA

Authorized share capital consists of an unlimited number of common shares without par value. As at December 31, 2011, the Company had 44,771,935 issued and outstanding common shares. As of February 15, 2012 there was no change in the number of common shares issued and outstanding.

For further details relating to the issuance of shares, please refer to Note 8 of the unaudited interim condensed consolidated financial statements for the nine months ended December 31, 2011.

As at December 31, 2011, the Company had 4,345,000 (March 31, 2011 – 4,070,000) stock options outstanding.

MEDALLION RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL RESULTS
For the nine month period ended December 31, 2011
Containing information up to and including February 15, 2012

On June 14, 2011, 75,000 stock options were granted to a consultant of the Company with an exercise price of \$0.23 and an expiry date of June 14, 2016. These stock options vested and are exercisable immediately.

On September 12, 2011, a director of the Company exercised an option to purchase 100,000 common shares of the Company at an exercise price of \$0.15 per common share for proceeds of \$15,000.

On September 21, 2011, the Company granted 100,000 stock options to a director of the Company with an exercise price of \$0.17 and an expiry date of September 21, 2016. These stock options vested and are exercisable immediately.

On October 24, 2011, the Company granted 200,000 stock options to a company that provides investor relations consulting services to the Company with an exercise price of \$0.155 and an expiry date of October 24, 2016. The stock options vest over a 12 month period from the date of grant.

As at February 15, 2012 there were 4,345,000 stock options outstanding.

On November 2, 2011, 22,500 broker's compensation options were exercised at a price of \$0.10 per common share for proceeds of \$2,250.

For further details relating to outstanding options, please refer to Note 8 of the unaudited interim condensed consolidated financial statements for the nine months ended December 31, 2011.

No warrants were issued or exercised during the nine months ended December 31, 2011. During the three months ended December 31, 2011, 741,975 warrants with an exercise price of \$0.20 per common share expired. Therefore, as of December 31, 2011 the Company had 8,422,819 warrants outstanding with a weighted exercise price of \$0.35. Since December 31, 2011, 1,237,142 warrants have expired and therefore there are 7,185,677 warrants outstanding as of February 15, 2012.

As of December 31, 2011 the Company had no finders' options outstanding (March 31, 2011 – 22,500). During the three month period ended December 31, 2011 22,500 finders' options with an exercise price of \$0.10 were exercised for proceeds of \$2, 250.

For further details relating to outstanding warrants and finders' options, please refer to Note 8 of the unaudited interim condensed consolidated financial statements for the nine months ended December 31, 2011.

There are no shares subject to escrow or pooling agreements.

The Company's common shares are listed for trading on the TSX Venture Exchange with the stock trading symbol of MDL.

On February 8, 2011, the Company's common shares were listed for trading on the U.S. based OTCQX trading system with the stock trading symbol of MLLOF.

CRITICAL ACCOUNTING ESTIMATES

Mineral Properties

The Company capitalizes the acquisition costs of mineral properties and related exploration costs. The amounts shown for mineral properties represent costs incurred to date, less write-downs, and do not necessarily reflect present or future values. These costs will be amortized over the estimated productive lives of the properties upon commencement of commercial production using the unit-of-production method. Costs relating to mineral properties that are sold or abandoned are written off when such events occur or are written down to a nominal amount when management decides not to commit any further exploration or development of the property. Interests acquired under option agreements, whereby option payments are

MEDALLION RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL RESULTS
For the nine month period ended December 31, 2011
Containing information up to and including February 15, 2012

made at the sole discretion of the Company, are recorded in the accounts at such time as the payments are made. The proceeds from options granted are applied to the cost of the related property and any excess is included in earnings for the period. Although the Company has taken steps to verify title to mineral properties in which it has or is acquiring an interest, according to the usual industry standards for the stage of exploration of such properties, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected title defects.

Impairment of Long-lived Assets

The Company conducts its impairment test on long-lived assets when events or changes in circumstances indicate that the carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less cost to sell, the asset is written down accordingly. An impairment loss is charged to the profit or loss of the Company in the period in which the determination of the impairment was made.

Share-based Compensation

The Company accounts for share-based compensation expense using the fair-value-based method with respect to all share-based payments to directors, employees and non-employees, including awards that are direct awards of stock and call for settlement in cash or other assets, or stock-appreciation rights that call for settlement by the issuance of equity instruments. Under this method, the fair value of each option grant is estimated on the date of grant. If grants do not vest immediately, each tranche in an award is treated as a separate grant with a different vesting date and fair value and is amortized over the vesting period separately with a corresponding increase to contributed surplus under shareholders' equity. The Company estimates the fair value of each option grant using the Black-Scholes option-pricing model. When stock options are exercised, the corresponding fair value is transferred from contributed surplus to share capital.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

International Financial Reporting Standards ("IFRS")

The Company's financial statements for the year ended March 31, 2012 are the first annual financial statements that will be prepared in accordance with IFRS. IFRS 1, "First Time Adoption of International Financial Reporting Standards", requires that comparative financial information be provided. As a result, the first date at which the Company has applied IFRS was April 1, 2010. (the "Transition Date"). IFRS 1 requires first-time adopters to retrospectively apply all applicable IFRS standards as of the reporting date, which for the Company will be March 31, 2012. However, it also provides for certain optional exemptions and certain mandatory exceptions for first-time IFRS adoption. Prior to transition to IFRS, the Company prepared its financial statements in accordance with pre-changeover Canadian Generally Accepted Accounting Principles ("pre-changeover GAAP"). In preparing the Company's opening IFRS financial statements, the Company has adjusted amounts reported previously in the financial statements prepared in accordance with pre-changeover GAAP.

The IFRS applicable exemptions and exceptions applied in the conversion from pre-changeover GAAP to IFRS are described below.

Optional Exemptions

a) Business combinations

The Company elected not to retrospectively apply IFRS 3, "Business Combinations" to any business combinations that occurred prior to its Transition Date and such business combinations have not been restated.

b) Share-based payment transactions

The Company has elected not to retrospectively apply IFRS 2, "Share-based payment" to equity instruments that were granted and had vested before the Transition Date. As a result of applying this exemption, the

MEDALLION RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL RESULTS
For the nine month period ended December 31, 2011
Containing information up to and including February 15, 2012

Company will apply the provisions of IFRS 2 only to outstanding equity instruments that are unvested as of the Transition Date to IFRS and equity instruments granted after the Transition Date.

c) Leases

IFRS 1 allows an exemption for first-time adopters to determine whether an arrangement existing at the IFRS transaction date contains a lease on the basis of facts and circumstances existing at the transition date, instead of the inception of the agreements. The Company has elected to use this exemption.

d) Cumulative translation differences

IFRS 1 allows an exemption for first-time adopters to deem cumulative translation differences to be \$nil for foreign operations at the date of transition to IFRS. The Company has elected to use this exemption.

Mandatory Exceptions

a) Estimates

In accordance with IFRS 1, an entity's estimates under IFRS at the date of transition to IFRS must be consistent with estimates made under pre-changeover GAAP, unless there is objective evidence that those estimates were in error. IFRS employs a conceptual framework that is similar to Canadian GAAP. The Company's IFRS estimates as of April 1, 2010 are consistent with its Canadian GAAP estimates for the same date.

Reconciliation of pre-changeover Canadian GAAP to IFRS

The unaudited interim condensed consolidated financial statements of the Company for the three and nine months ended December 31, 2011 provide detailed reconciliations of the changes made to the statements of financial position and statements of loss and comprehensive loss as a result of transitioning to IFRS. The changes have not resulted in material adjustments to the net cash flows, and therefore, reconciliation of the statement of cash flows has not been disclosed.

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROL OVER FINANCIAL REPORTING

Disclosure controls and procedures

The Company's management is responsible for designing disclosure controls and procedures to provide reasonable assurance that: (a) material information relating to the Company is made known to management so as to allow for timely decisions to be made regarding disclosure, and (b) information required to be disclosed by the Company is recorded, processed, summarized and reported within the time periods specified in applicable securities legislation.

The Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") of the Company have evaluated, or caused to be evaluated under their supervision, the effectiveness of the Company's disclosure controls and procedures as at December 31, 2011. Based on this evaluation, the CEO and CFO of the Company have concluded that the Company's disclosure controls and procedures in place as at December 31, 2011 are effective to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted by the Company under securities legislation is recorded, processed, summarized and reported within the time periods specified in the securities legislation and that such information is accumulated and communicated to the Company's management, including the CEO and CFO, as appropriate to allow for timely decisions regarding required disclosure.

MEDALLION RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL RESULTS
For the nine month period ended December 31, 2011
Containing information up to and including February 15, 2012

Internal control over financial reporting

Management is responsible for designing, establishing and maintaining an adequate system of internal control over financial reporting.

The CEO and CFO of the Company have evaluated, or caused to be evaluated under their supervision, the effectiveness of the Company's internal control over financial reporting as at December 31, 2011. Based on this evaluation, the CEO and CFO have concluded that as at December 31, 2011, the Company's internal control over financial reporting continue to be effective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

The CEO and CFO of the Company have identified that due to the size of the Company there is limited segregation of duties. Companies of a similar size often have this limitation. Although it is possible, management of the Company does not believe that this lack of segregation of duties will lead to a material misstatement in the financial statements. Steps have been taken to minimize this risk such as ensuring that two senior officers or directors sign all cheques and outgoing wire transfer requests. In addition, senior management of the Company reviews internal financial statements on a regular basis.

There was no change in the Company's internal control over financial reporting during the three months ended December 31, 2011 that materially affected, or was reasonably likely to materially affect, the Company's internal control over financial reporting.

RISKS AND UNCERTAINTIES

The Company is a mineral exploration and development company and is exposed to a number of risks and uncertainties that are common to other companies in the same business; some of these risks have been discussed elsewhere in this document. Additional risks include: uncertainty regarding the rare-earth market in the future, risk that the title to properties being explored are free of defect, uncertainty regarding current and future environmental regulations that may affect existing and future properties, requirements to acquire licenses and permits to explore and or develop properties, competition from other companies undertaking similar exploration, current and future political environment in areas being explored, loss of key members of management of the Company, access to necessary financing on an ongoing basis and volatility of prices of publicly traded securities.

OUTLOOK

Medallion's acquisition and exploration program targets those rare-earth potential-production and mineral-exploration projects that offer a reasonable solution to the two most-critical rare-earth-supply issues. These are:

1. a near-term shortage of rare-earth supply, and
2. a lack of low production cost projects that can supply long-term sustainable rare-earth supplies.

To solve the critical rare-earth near-term and low-cost long-term supply issues, Medallion is focusing on the mineral monazite as a near-term source of rare-earth elements and is seeking monazite processing partnerships and purchase agreements. The mineral monazite, a rare-earth phosphate, was the world's original source for rare-earths. In the 1950s, with the discovery of the Mountain Pass mine in California, the mineral bastnaesite replaced monazite as the leading rare-earth source. Today, monazite and bastnaesite account for about 95% of the world's rare-earth resources (roughly evenly split between the two minerals). Even at Mountain Pass, a significant amount of the rare earths are in monazite.

New rare-earth production from monazite could potentially be developed quickly and inexpensively because monazite is a by-product of heavy-mineral-sands mines around the world. The huge heavy-mineral-sands industry provides the world's main source of titanium and zirconium. Many of the mines maintain reserves in excess of one billion tonnes, which translates into 20 to 40 years of production per

MEDALLION RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL RESULTS
For the nine month period ended December 31, 2011
Containing information up to and including February 15, 2012

mine. The by-product monazite from just one of these huge mines could produce more rare earths than most current or planned rare-earth mines outside of China.

By-product monazite does not require exploration, proving of ore, mining or most milling processes. Monazite metallurgy is relatively simple, when compared to other rare-earth minerals, and the metallurgical processes have successfully produced commercial rare earths for over 100 years. No other rare-earth mineral, except bastnaesite, has such a record of commercial success. These are significant cost-saving and time-saving attributes.

Medallion is advancing three complementary approaches to acquire and process monazite for rare earths. First, the Company is in discussions with several Asian, African, and Australian heavy-mineral-sands producers, as potential joint-venture partners, to develop near-term rare-earth production from their on-going mining operations.

Medallion is also testing monazite-feedstock samples, which have been submitted by heavy-mineral-sands producers, to locate sources of monazite. This testing could lead to monazite purchase agreements, which would provide feedstock on a large-scale, for a strategically located rare-earth extraction plant. In January 2012 Medallion reported that it has received a report from SENES Consultants Ltd., an internationally-recognized energy, nuclear and environmental consultancy, reviewing its proposed extraction plant plan. The report supports the company's objective that, with the proper operational controls, and the use of modern handling and waste disposal systems, a large-scale monazite-extraction plant can be operated safely and effectively, while complying with all major national and international mining and environmental safety standards. This support means the company is proceeding with its strategy to source and procure the substantial amount of available monazite for a rare-earth extraction facility. This is an important step, since the safe handling and disposal of the various wastes, including the radioactive elements, are a concern with processing ore from any rare-earth mineral occurrences. The report was not mandated to examine the capital and operating costs or other economic variables that would form the basis of a feasibility study. Medallion is working with a variety of parties towards partnerships that could encompass the funding, design, construction and operation of such a facility.

Lastly, the Company is undertaking sampling and due-diligence studies in support of negotiations to acquire its own heavy-mineral-sands property for the production of rare-earth-bearing monazite and of other mineral heavy-mineral products.

With rare-earth production from monazite, Medallion could advance the production timeline, save significantly on capital and operating costs and provide a short-term payback to investors.

The Company's strategies and acquisition targets have significant potential. To realize this potential, the Company will follow through with the necessary acquisition, exploration and development work, employing the talents of recognized experts in the rare-earth industry.

The Company is currently investigating new acquisitions. If new acquisitions are made, additional funding may be required.

FORWARD LOOKING STATEMENTS

Except for statements of historical fact, certain information contained herein constitutes forward-looking statements. Forward-looking statements are usually identified by our use of certain terminology, including "will", "believes", "may", "expects", "should", "could", "seeks", "anticipates" or "intends" or by discussions of strategy or intentions. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Company's actual results or achievements to be materially different from any future results or achievements expressed or implied by such forward-looking statements. Forward-looking statements are statements that are not historical facts, and include but are not limited to, estimates and their underlying assumptions, statements regarding plans, objectives and

MEDALLION RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL RESULTS
For the nine month period ended December 31, 2011
Containing information up to and including February 15, 2012

expectations with respect to the effectiveness of the Company's business plan, future operations, the impact of regulatory initiatives on the Company's operations; general industry and macroeconomic growth rates; expectations related to possible joint and/or strategic ventures and statements regarding future performance.

Forward-looking statements used in this discussion are subject to various risks and uncertainties, most of which are difficult to predict and generally beyond the control of the Company. If risks or uncertainties materialize, or if underlying assumptions prove incorrect, the Company's actual results may vary materially from those expected, estimated or projected. Forward looking statements in this document are not a prediction of future events or circumstances, and those future events or circumstances may not occur. Given these uncertainties, users of the information included herein, including investors and prospective investors, are cautioned not to place undue reliance on such forward-looking statements.

DISCLAIMER

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents provided including but not limited to all Company documents filed on SEDAR (www.SEDAR.com). No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.

BY ORDER OF THE BOARD

"William H Bird"

WILLIAM H. BIRD