Interim Management Discussion and Analysis
For
Laurentian Goldfields Ltd.
(“Laurentian” or the “Company”)

Containing information up to and including August 27, 2010.

Note to Reader

Readers of the following interim Management Discussion & Analysis should refer to the Company’s audited financial statements for the year ended March 31, 2010 and the related Annual Management Discussion and Analysis (“Annual MD&A”) dated July 6, 2010. The following discussion (the “Interim MD&A”) is an update to the Company’s Annual MD&A.

This interim MD&A should be read in conjunction with the Company’s unaudited financial statements for the three months ended June 30, 2010, together with the notes thereto. The interim financial statements for the three months ended June 30, 2010 have been prepared by management in accordance with Canadian generally accepted accounting principles and all monetary values are expressed in Canadian Dollars.

Forward-Looking Information

When used in this document, words like “anticipate,” “believe,” “estimate,” “expect” and similar expressions are intended to identify forward-looking statements. Such statements are used to describe management’s future plans, objectives and goals for the Company and therefore, involve inherent risks and uncertainties. The reader is cautioned that actual results, performance, or achievements may be materially different from those implied or expressed in such statements.

Overall Performance

Highlights of the Company’s activities during and subsequent to the three months ended June 30, 2010:

Financing and Corporate

- On May 15, 2010, 3,833,286 warrants (fair value - $807,047, net) expired without exercise.

Exploration Activities:

- In April, 2010, the consulting firm of Scott Hogg and Associates was contracted to complete a high resolution, airborne magnetometer and VLF-EM survey over the Goldpines North Joint Venture and Goldpines South Project.

- Also, in April 2010, the Company made a cash payment of $8,000 to a property vendor in accordance with the option agreement entered into on August 25, 2009 in respect to the Company’s Sakoose West Property.

- In May 2010, Laurentian completed geological compilation of gold targets in northern Quebec for the North Quebec Project, part of the Superior Alliance with AngloGold Ashanti Ltd.

- Also in May, 2010, Laurentian completed its final phase of prospecting over new targets in the Uchi Sub-province, thereby fulfilling the expenditure requirements of the Uchi Alliance with Kinross.

- In June, 2010, Laurentian completed Phase 1 of a program of detailed rock and soil geochemistry, mapping and prospecting over the entire Goldpines North Joint Venture and Goldpines South Project.

- Also, in June 2009, the Company made cash payments of $79,000 and issued 205,000 common shares (fair value - $30,750) to various property vendors in accordance with the 8 option agreements which were entered into on July 1, 2008 and May 6, 2009 in respect to the Company's Van Horne Property.

- In August, 2010, Laurentian reported anomalous gold, arsenic and antimony geochemistry from Phase 1 exploration at the Goldpines North Joint Venture and the Goldpines South Project. Follow up exploration on both projects is currently under way.

Exploration Properties and Joint Venture Agreements

AngloGold Ashanti Superior Alliance

On April 29, 2009, the Company entered into a three year strategic exploration alliance (the "Superior Alliance") with AngloGold Ashanti Ltd. ("AngloGold"). The terms of the Superior Alliance agreement (the "Agreement") are as follows:

Year 1

Anglo will fund a total of $700,000 in exploration including a minimum of $500,000 for generating new exploration projects in five selected areas within the provinces of Quebec, Ontario, Saskatchewan and Manitoba and up to $200,000 for upgrading targets within portions of Laurentian's existing Grenville Project.

Year 2 and Year 3

In year two and three of the Agreement, at AngloGold's option, AngloGold may fund additional exploration totalling $4,700,000 (year two - $1,700,000, year three - $3,000,000) to follow up on year one project results. Upon spending $5,400,000 in exploration over three years (the "Earn-In Period"), AngloGold will earn a 60% interest in each exploration project defined under the Anglo Alliance and Laurentian will retain a 40% interest. Upon vesting of the Earn-In Period, Laurentian and AngloGold will have a deemed expenditure interest of $5,500,000 and $8,250,000, respectively.

AngloGold, at its option, may then increase its interest to 75% in any exploration project by fully funding any ongoing exploration through to the completion of a National Instrument 43-101 compliant, inferred gold resource, within three years of completion of the Earn-In Period. Any assets acquired during the Earn-In Period that do not progress to a joint venture will revert 100% to Laurentian.

Under the terms of the Agreement, AngloGold purchased, via a non-brokered private placement, 4,444,444 in Laurentian units (the "Units") for gross proceeds of $400,000 (completed June 16, 2009). Each Unit will consist of one non flow-through common share and one non flow-through common share purchase warrant exercisable at $0.18 up to June 16, 2011. Laurentian invested $100,000 of the proceeds from this private placement into Year 1 exploration.

In December, 2009, the Company announced that it had fulfilled the terms for Year 1 of the Superior Alliance with AngloGold Ashanti Ltd. The Year 2 follow-up exploration program is currently underway, with AngloGold funding a minimum of $1.7 million.

Goldpines South Project – Superior Alliance Area of Interest

On March 4, 2010, Laurentian announced that it had staked an extensive gold anomaly which lies approximately 34 kilometres south of Red Lake, Ontario. A total of 247 contiguous claims covering 56,822 hectares, collectively referred to as the Goldpines property ("Goldpines") were staked over this anomaly. Approximately 60% of the claims within the Goldpines property are subject to the terms of the Superior Alliance. These claims are collectively known as the Goldpines South Project, currently the most advanced prospect to arise from the efforts of the Superior Alliance. The Goldpines South project comprises of 143 claims covering a total of 34,731 hectares. AngloGold Ashanti Limited has an option to earn a 60% interest in the Goldpines South project by way of the terms of the Superior Alliance.

In April, 2010, the consulting firm of Scott Hogg and Associates was contracted to complete a high resolution, airborne magnetometer and VLF-EM survey over the Goldpines South project.

In June, 2010, Laurentian completed Phase 1 of a program of detailed rock and soil geochemistry, mapping and prospecting over the entire Goldpines South project, in order to locate the source of anomalous gold, arsenic and antimony geochemistry detected by Laurentian's hydrogeochemical ("HGC") prospecting in 2009.

Subsequent to the three months ended June 30, 2010

In August, Laurentian announced that two significant anomalies, defined by elevated levels of gold (Au), arsenic (As) and antimony (Sb) in lake sediment and soil samples, were identified during Phase 1 exploration at the Company's Goldpines South property, 34 kilometres (km) south of Red Lake, Ontario.

During Phase 1 exploration, Laurentian completed a program consisting of Mobile Metal Ion™ ("MMI") soil sampling and conventional lake sediment sampling at 500 metre (m) centers over the 34,731 hectare Goldpines South property.

Numerous areas of anomalous Au-As-Sb MMI™ geochemistry were identified, the most significant being:

a) The Granite Zone anomaly is defined by elevated Au, Sb and As, occurring over a distance of 5 km, along the inferred contact between fine grained meta-sediments and a late granitic stock, intruding a major east-west trending fault zone. The clustering of anomalous Au to the east side of the granite stock suggests the potential for gold mineralization in low pressure zones at the margin of this intrusion.

b) The SLF Zone anomaly is defined by the combined results of MMI soil samples and lake sediment sampling that returned elevated levels of Au-As-Sb over a distance of 8 km, parallel and adjacent to the Sidney Lake Fault, a first-order, deep-crustal fault zone. Within the SLF Zone anomaly, assays of Au-in-lake sediments ranged from 60 to 200 ppb Au. The SLF Zone anomaly is underlain by schistose meta-sedimentary rocks of the English River Subprovince.

Phase 2 of the ground based exploration program commenced at Goldpines South in mid-August, with an aggressive follow-up program designed to upgrade these encouraging, early-stage results to drill-ready targets for Q1 2011. Follow up work will include tighter sampling, trenching and/or an induced polarization ("IP") survey over certain target areas.

North Quebec Project – Superior Alliance Area of Interest

In May, 2010, Laurentian geologists completed a comprehensive review of geological data from areas in northern Quebec, in order to select new targets for follow-up exploration. The field-based component of this program was completed in early August 2010. The North Quebec Project is subject to the terms of the Superior Alliance with AngloGold Ashanti Limited.

Subsequent to the three months ended June 30, 2010

A four week reconnaissance exploration program was completed from mid-July to mid-August on select gold targets in northern Quebec. A six-person field crew completed the helicopter-supported prospecting program. Analyses are pending for all rock grab samples collected.

To date, no mineral claims have been staked as part of the North Quebec Project.

Grenville Project, Quebec

On March 24, 2010, the Company filed an assessment report for work completed on 2,301 mining claims during 2008/2009. On March 30, 2010 the Company filed a renewal application on just 395 mining claims, thereby reducing the overall number of claims under the Grenville Project. The assessment report has been approved by the Ministry (*Resources naturelles et de la Faune Quebec*) and the renewal application is being processed.

No significant work was undertaken during Q1, 2010.

Sakoose West Property, Ontario

No significant exploration work was undertaken during Q1, 2010.

New Klondike Property, Ontario

No significant exploration work was undertaken during Q1, 2010.

Uchi Alliance

On July 21, 2009, the Company entered into an exploration alliance agreement (the “Uchi Alliance”) with Kinross Gold Corporation to conduct a $500,000 generative exploration program in the Uchi geological sub-province of Ontario and Manitoba over a period of one year. Under the terms of the Uchi Alliance, Kinross Gold Corporation and the Company will invest $400,000 and $100,000 respectively, to fund one year of early-stage exploration to identify new gold exploration projects.

Kinross may elect to form a joint venture with the Company on a 50/50 percentage basis in any of the projects identified and acquired as a result of the Uchi Alliance. Kinross can increase its interest to 75% on each joint venture property by solely funding an additional $1,500,000 in exploration expenditures over a 2 year period from the date the joint venture is formed.

In October of 2009, the Company completed a 10 day program of hydrogeochemical (HGC) sampling in the Uchi Geological Subprovince, in partial fulfillment of the Uchi Alliance with Kinross Gold Corporation. The HGC survey detected an area characterized by anomalous concentrations of gold, antimony, arsenic and other key elements that Laurentian believes to be the alteration footprint of a significant gold mineralization event.

On March 4, 2010, Laurentian announced that it had staked an extensive gold anomaly which lies approximately 34 kilometres south of Red Lake, Ontario. A total of 247 contiguous claims covering 56,822 hectares, collectively referred to as the Goldpines Property (“Goldpines”) were staked over this anomaly. Approximately 40% of the claims within the Goldpines property are subject to the terms of the Uchi Alliance.

In May, 2010, Laurentian completed a final phase of HGC prospecting over new targets in the Uchi Sub-province, thereby fulfilling the expenditure requirements of the Uchi Alliance with Kinross. Analyses from this survey are pending.

Goldpines North Joint Venture

On March 26, 2010, Kinross Gold Corporation elected to Opt-in on the unincorporated Goldpines North Joint Venture (GPNJV) which is the first joint venture to arise from the Uchi Exploration Alliance. The GPNJV comprises 108 claims, covering a total of 21,926 hectares (ha). The preparation of a long form joint venture agreement is currently underway.

In April, 2010, Laurentian commenced exploration on the Goldpines North Joint Venture. The consulting firm of Scott Hogg and Associates completed a high resolution, airborne magnetometer and VLF-EM survey over the Goldpines North property.

In May, 2010, Laurentian began Phase 1 exploration, a program of detailed rock and soil geochemistry, mapping and prospecting over the entire Goldpines North property, in order to locate the source of anomalous gold, arsenic and antimony geochemistry, detected by Laurentian's HGC prospecting in 2009.

Subsequent to the three months ended June 30, 2010:

In August, Laurentian announced that it had completed Phase 1 of exploration on the Goldpines North property and reported results from analytical work completed on Phase 1 lake sediment and soil sampling. The most significant results were reported as follows:

a) *Lake sediment sampling*: 183 lake sediment samples were collected at 500 metre (m) centers on Pakwash Lake. Of these samples, 25 assayed in the range of 109 to 206 parts per billion (ppb) gold (Au) and 41 in the range of 66 to 109 ppb Au. This cluster of gold-bearing lake sediments also contains elevated levels of antimony (Sb) and arsenic (As), distinctive pathfinder elements in many large gold-bearing systems. The 4 km by 2 km Pakwash Lake anomaly (Au > 109 ppb) overlies the intersection point of two prominent fault structures, one of which marks the contact between fine grained meta-sedimentary rocks and a large diorite intrusion. The characteristics and setting of the Pakwash Lake anomaly support Laurentian's exploration model, which is targeting a large, sediment-hosted gold deposit, similar to the Roberto Zone at Goldcorp's Éléonore project, in the James Bay region of Quebec.

b) *Soil sampling*: 571 soil samples were collected on 500 m centers and 4 areas of elevated Au, Sb and As, based on Mobile Metal Ion™ response ratios ("RR") were identified. The most significant soil anomaly is located approximately 10 km west of Pakwash Lake and is defined by a cluster of 18 samples (RR > 10), over an area roughly 5 km by 1.5 km in diameter. This soil anomaly straddles the contact between granitoids of the Uchi Subprovince and a fault bounded wedge of English River metasediments.

Laurentian resumed work on Goldpines North in mid-August, with an aggressive follow-up program designed to upgrade these encouraging target areas to drill-ready stage for Q1 2011. Follow up work will include tighter sampling, trenching and/or an induced polarization ("IP") survey over certain target areas later this year.

Van Horne Property, Dryden, Ontario

During mid-April, 2010, Laurentian completed additional mapping and sampling of trenches excavated in 2009. Additional infill vein sampling confirmed that veins mapped in the Widow's, Little Jumbo and Drake trenches are all gold-bearing, further supporting the potential within the property for both Shear-vein and quartz stock-work type mineralization.

The Company is currently evaluating several different strategies in order to initiate diamond drilling of targets on the Van Horne property in 2010, at least one of which contemplates the addition of a joint venture partner in order the share the financial risk involved with initiating a more advanced exploration program on the property.

Maze Lake Property, Nunavut

Although no expenditures are planned for Maze Lake in 2010, the Company continues to seek opportunities to advance this prospective, drill-ready gold project.

Exploration Outlook 2010

The goal of the programs at Goldpines is to generate diamond drill targets that can be tested early in 2011. Recent geochemical and geophysical results from the Goldpines programs (North and South) are very encouraging and suggest that Laurentian is on track to achieve its mandate to drill these properties, as planned. In the interim, the Company is actively generating new project concepts and reviewing exploration opportunities in Canada and elsewhere. The Company continues to seek partners to option out non-core assets, including its New Klondike, Sakoose West, Maze Lake, and Grenville North projects.

Andrew Brown, President and CEO of Laurentian, a member of the Association of Professional Engineers and Geoscientists of British Columbia ("APEGBC"), and a Qualified Person as defined by National Instrument 43-101 *Standards of Disclosure for Mineral Projects*, is responsible for the preparation of, and has verified, the technical information in this interim MD&A.

Selected Annual Financial Information

Selected audited financial data for annual operations of the Company for the years ended March 31, 2010, March 31, 2009 and March 31, 2008:

Year ended		March 31, 2010		*(Restated)* March 31, 2009		*(Restated)* March 31, 2008
Current assets	$	1,863,656	$	649,857	$	405,344
Resource property costs	$	591,490	$	496,340	$	350,000
Property and equipment	$	46,049	$	50,422	$	5,428
Total assets	$	2,501,195	$	1,196,619	$	760,772
Current liabilities	$	462,476	$	109,390	$	52,434
Total revenue	$	-	$	-	$	-
Net loss	$	(1,831,249)	$	(2,460,153)	$	(2,386,161)
Basic loss per share	$	(0.05)	$	(0.12)	$	(0.21)
Weighted Avg. shares		36,187,848		20,031,500		11,341,067

The financial data for the comparative period March 31, 2008 above reflects that of 0785531 B.C. Ltd. (formerly "Laurentian Goldfields Ltd."), the deemed accounting acquirer resulting from the reverse takeover transaction which occurred on May 15, 2008.

See "Change in Accounting Policy – Resource Property Costs," for a description of the restatement.

Results of Operations

As Laurentian is in the exploration phase and its properties are in the early stages of exploration, none of the Company's properties are in production. Therefore, mineral exploration expenditures and administrative expenses relating to the operation of the Company's business are being expensed as incurred. Consequently the Company's net loss is not a meaningful indicator of its performance or potential.

The key performance driver for the Company is the acquisition and development of prospective mineral properties. By acquiring and exploring projects of superior technical merit, the Company increases its chances of finding and developing an economic deposit.

At this time, the Company is not anticipating profit from operations. Until such time as the Company is able to realize profits from the production and marketing of commodities from its mineral interest, the Company will report an annual deficit and will rely on its ability to obtain equity or debt financing to fund on-going operations.

Additional financing is required for both current and new exploration and promotional initiatives. Due to the inherent nature of the junior mineral exploration industry, the Company will have a continuous need to secure additional funds through the issuance of equity or debt in order to support its corporate and exploration activities, as well as its share of obligations relating to mineral properties.

Exploration Operations

Cumulative spending to June 30, 2010 was as follows:

	Acquisition Costs	Exploration Expenditures	**As at June 30, 2010**
Maze Lake, Nunavut	$ 350,000	$ 2,572,701	**$ 2,922,701**
Grenville, Quebec	80,000	1,107,610	**1,187,610**
Van Horne, Dryden, Ontario	270,240	820,392	**1,090,632**
New Klondike, Ontario	1,000	22,883	**23,883**
Sakoose, Ontario	8,000	13,637	**21,637**
AngloGold Alliance	-	1,708,360	**1,708,360**
AngloGold Cash Calls / Funds Used	-	(1,708,360)	**(1,708,360)**
Uchi Alliance	-	466,735	**466,735**
Uchi Alliance Cash Calls / Funds Used	-	(466,735)	**(466,735)**
Goldpines North Joint Venture (“GPNJV”)	-	167,626	**167,626**
GPNJV Cash Call Receivable	-	(167,626)	**(167,626)**
	$ 709,240	$ 4,537,223	**$ 5,246,463**

<u>Change in Accounting Policy – Resource Property Costs</u>

During the year ended March 31, 2010, the Company retrospectively changed its accounting policy for exploration expenditures to more appropriately align itself with policies applied by other comparable companies at a similar stage in the mining industry. Prior to the year ended March 31, 2010, the Company capitalized exploration expenditures and acquisition costs to mineral properties held directly or through an investment, and only wrote down capitalized costs when the property was sold, abandoned or if the capitalized costs were not considered to be economically recoverable.

Exploration expenditures are now charged to earnings as they are incurred until the mineral property reaches the development stage. Significant costs related to property acquisitions are capitalized until the viability of the mineral interest is determined. When it has been established that a mineral deposit is commercially mineable and an economic analysis has been completed, the costs subsequently incurred to develop a mine on the property prior to the start of mining operations are capitalized. The impact of this change on the previously reported June 30, 2009 interim financial statements is as follows:

		As Previously Reported		Restatement		**As Restated**
Resource property costs - June 30, 2009	$	4,450,086	$	(3,847,196)	**$**	**602,890**
Future income tax liability – June 30, 2009	$	186,355	$	(186,355)	**$**	**-**
Future income tax recovery – June 30, 2009	$	74,579	$	(74,579)	**$**	**-**
Exploration expenses – June 30, 2009	$	-	$	41,884	**$**	**41,884**
Net Loss and Comprehensive Loss for the period ended June 30, 2009	$	135,456	$	116,463	**$**	**251,919**
Loss per share for the period ended June 30, 2009	$	(0.01)	$	-	**$**	**(0.01)**
Deficit at June 30, 2009	$	1,707,395	$	3,660,841	**$**	**5,368,236**
Deficit at June 30, 2008	$	1,105,751	$	2,821,326	**$**	**3,927,077**

As a result of the restatement, the following additional balances were affected for the period ended June 30, 2009: cash flows used from operating activities decreased from ($201,849) to ($196,926) and cash flows used from investing activities increased from ($194,577) to ($199,500).

For the Three Months Ended June 30, 2010

Net income for the three months ended June 30, 2010 was $13,784 or $0.00 per share as compared to the net loss for the three months ended June 30, 2009 of $251,919 or $(0.01) per share. During the three months ended June 30, 2010, the Company recognized income of $232,189. This income relates to the 5% management fee and the 5% administration fee which was agreed upon under the terms of the AngloGold Alliance, the Uchi Alliance and the Goldpines North Joint Venture. The Company also recognized $69 of interest income during the period.

Operating expenses for the three months ended June 30, 2010 totalled $218,474 (2009 - $251,919) a decrease of $33,445. The decrease in operating expenses was mainly a result of the following significant operating expenditures:

- General exploration expenses of $39,996 (2009 - $7,999) resulting from exploration expenditures incurred by the Company in its attempt to identify outside potential projects/properties which merit further exploration. The increase in general exploration expenses was a direct result of the Company investing more funds to identify potential projects/properties.

- Investor relations fees of $4,597 (2009 - $23,598), resulting from fees incurred for the Company's investor relations activities to expand its profile through attendance at various trade and investor relations shows during the year, as well as the dissemination of information relating to the Company's corporate and financing activities and exploration activities. The decrease in investor relations fees is due to less promotional costs being incurred and furthermore, the decrease in investor relations fees can be attributed to a decrease in the dissemination of information to investors.

- Listing and filing fees of $500 (2009 - $12,799), resulting from fees incurred by the Company to maintain its status under regulatory requirements as a publicly listed entity. The decrease in listing and filing fees is a direct result of the Company's minimal corporate and financing activities during the first quarter.

- Office and administration expenses of $35,002 (2009 - $18,566). The increase in office and administration expenses is a direct result of the Company moving its offices and also now incurring its own office costs (i.e. telephone, office supplies, etc....).

- Resource property exploration expenses (recoveries) of ($12,875) (2009 - $41,884), resulting from exploration expenditures incurred on the Company's Van Horne Property, Grenville Property, Maze Lake Property, New Klondike Property and Sakoose West Property. The decrease in resource property exploration expenses was a direct result of the Company scaling back on its exploration activities during the first quarter and focusing on its alliance related projects. The Company also received its mining exploration tax credit from Revenu Quebec as a result of filing its 2009 Quebec corporate tax return which was filed last year. The amount of the refund was approximately $72,000.

Other operating costs, excluding amortization during the three months ended June 30, 2010 totalled $145,834 (2009 - $144,073), representing 67% (2009 – 57%) of total operating expenses including conferences and meetings, professional fees, rent, transfer agency fees and wages and consulting fees.

Amortization for the three months ended June 30, 2010 was $5,420 (2009 - $3,000). The increase in amortization was a result of the acquisition and amortization of project field equipment and computer hardware and software being recognized during the period.

Summary of Quarterly Results

The following table summarizes selected financial data reported by the Company for the quarter ended June 30, 2010 and the previous seven quarters in Canadian dollars. Fiscal quarters prior to the quarter ended March 31, 2010 have all been restated to conform to the change in accounting policy.

	June 30, 2010	**March 31, 2010**	***(Restated)*** **December 31, 2009**	***(Restated)*** **September 30, 2009**	***(Restated)*** **June 30, 2009**	***(Restated)*** **March 31, 2009**	***(Restated)*** **December 31, 2008**	***(Restated)*** **September 30, 2008**
Net income (loss)	$13,784	$(43,423)	$(508,075)	$(1,027,832)	$(251,919)	$(48,894)	$(399,418)	$(1,025,170)
Basic income (loss) per share	$0.00	$(0.00)	$(0.01)	$(0.03)	$(0.01)	$(0.00)	$(0.02)	$(0.05)

See "Change in Accounting Policy – Resource Property Costs," for a description of the restatement.

Liquidity and Capital Resources

The Company is in the exploration stage and therefore has no regular cash inflows. At June 30, 2010 the Company had a working capital of $1,315,793 (March 31, 2010 - $1,401,180).

For the Three Months Ended June 30, 2010

Cash and cash equivalents increased by $150,593 during the three months ended June 30, 2010 from $766,094 to $916,687.

During the three months ended June 30, 2010, the Company raised net proceeds of $Nil (2009 - $400,000) from the sale of common shares and warrants.

Cash provided by operating activities during the three months ended June 30, 2010 was $19,204 (2009 – cash used of $248,919) before any changes in non-cash working capital. After adjusting for cash flows applied to non-cash working capital, cash provided by operating activities was $266,284 (2009 – cash used of $196,926).

Cash used for investing activities during the three months ended June 30, 2010 was $115,691 (2009 - $199,500). Investing activities were as follows: restricted cash of $Nil (2009 - $100,000); cash call receivable of $23,900 (2009 - $Nil); short-term investments of $35,000 (2009 - $34,500); increase in property and equipment of $17,591 (2009 - $Nil); and acquisition of resource properties of $87,000 (2009 - $65,000).

At June 30, 2010, the Company had 2,490,911 stock options outstanding, 1,102,555 compensation options with 551,277 warrants attached and 16,320,278 share purchase warrants outstanding.

At present, the Company's operations do not generate cash inflows and its financial success is dependent on management's ability to discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control.

In order to finance the Company's future exploration programs and to cover administrative and overhead expenses, the Company raises money through equity sales, from the exercise of convertible securities and from optioning its resource properties. 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 calibre 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 that there will be risks involved which may be beyond its control.

Liquidity Outlook

Going Concern

While these interim financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to meet its commitments, continue operations and realize its assets and discharge its liabilities in the normal course of business for the foreseeable future, there are events and conditions that cast significant doubt on the validity of that assumption. The Company has incurred losses since inception and has an accumulated deficit of $6,933,782 at June 30, 2010. The Company will need to raise sufficient funds in order to finance ongoing exploration and administrative expenses. The Company has no assurance that such financing will be available or be available on favourable terms. Factors that could affect the availability of financing include Laurentian's performance (as measured by numerous factors including the progress and results of its various projects), the state of international debt and equity markets, investor perceptions and expectations and the global financial and metals markets. If successful, the Company would obtain additional financing through, but not limited to, the issuance of additional equity.

These interim financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption inappropriate, and these adjustments could be material.

Cash Generating Potential

In order to finance future operations, the Company will pursue the following alternatives:

- Raise additional financing
- Enter into joint ventures with other parties in order to continue its planned exploration activities

Cash Utilization Requirements

The Company has the following requirements:

- Cash is needed to fund both its exploration activities and its administrative activities. This amount varies depending on the amount of capital raised
- The Company has both cash commitments and property expenditure commitments due however as these properties are under option only, the Company is not obligated to meet these commitments

Strategy and Risk Management

Laurentian has secured a three year strategic exploration alliance (the "Anglo Alliance") with AngloGold Ashanti Ltd. ("AngloGold"). To date AngloGold has committed to funding of $2,400,000 in exploration including at least $500,000 for generative exploration efforts in five selected areas in Quebec, Ontario, Saskatchewan and Manitoba, with the objective of identifying new grassroots gold exploration projects, and up to $200,000 for upgrading targets within portions of Laurentian's existing Grenville Project. The Anglo Alliance included a subscription by AngloGold to a $400,000 private placement in Laurentian. Under the terms of the agreement, Laurentian agreed to invest $100,000 of the proceeds from the private placement into its 2009 generative exploration efforts and the remaining $300,000 was used to fund general administrative and corporate activities. The Company has also secured a one year strategic exploration alliance (the "Uchi Alliance") with Kinross Gold Corporation ("Kinross"). Kinross and Laurentian will invest $400,000 and $100,000 respectively with the objective of identifying new gold projects. This alliance has already led to the formation of the unincorporated Goldpines North Joint Venture which will see Kinross fully fund $1,500,000 in exploration over a period of two years with a minimum of $500,000 required to be funded in the first year. Further operations are dependent on the Company obtaining financing to meet its planned exploration activities on its other properties for 2009/2010 and to meet its monthly administrative activities. Management believes that it will be able to raise additional financing when needed in order to meet both its planned exploration activities and its administrative expenditures. Although management has been successful in the past when raising additional financing, there can be no assurance they will be successful in the future. *(For further strategy and risk management details, please refer to the "Exploration Outlook 2010" section within this MD&A).*

Exploration Stage Company

The Company is engaged in the business of acquiring, exploring and developing mineral properties with the expectation of locating economic deposits of minerals. All of the properties are without proven ore deposits and there is no assurance that the Company's exploration programs will result in such, nor can there be any assurance that, economic deposits can be commercially mined. As a consequence, the risks and uncertainties and forward looking information is subject to known and unknown risks and uncertainties which are as follows, but not limited thereto:

- exploration and development of mining properties is highly speculative in nature and involves a high degree of risk
- there are many competitors in the business, some of which have greater financial, technical and other resources
- mining involves many hazards and risks in the field such as unexpected rock formations, seismic activity, cave-ins, adverse weather conditions, unstable political conditions, and many other conditions
- timing delays in exploration and development and delays in funding may result in delays and postponement of projects
- there is no assurance that the Company will be able to obtain all necessary permits and approvals to conduct its affairs and no assurance that future tax, environmental or other legislation will cause additional expenses, delays or postponements
- the operations are subject to environmental regulation, a breach of which may result in imposition of enforcement actions, environmental hazards may exist on current properties which are presently unknown to the Company, and regulations and laws change over time

- world prices for metals can be unstable and unpredictable and may materially affect the Company's operations as well as economic conditions which may change the demand for minerals

- the securities markets worldwide have experienced high price and volume volatility

- the Company is dependent upon the services of several key individuals whose loss could significantly affect operations

- officers and directors of the Company may have potential conflicts of interest with other entities

- uncertainties as to future development and implementation of future technologies

- changes in accounting policies and methods may affect how the financial condition of the Company is reported

- uncertainties, such as potential breaches of contracts (i.e. property agreements), could result in significant loss

Dividends

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

Nature of the Securities

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

Proposed Transactions

At the present time, there are no proposed transactions that are required to be disclosed.

Additional Disclosure for Venture Issuers Without Significant Revenue

Additional disclosure concerning Laurentian's general and administrative expenses and resource property costs is provided in the Company's *Statement of Loss and Deficit and Schedule of Resource Property Costs* contained in its audited Financial Statements for the years ended March 31, 2010 and 2009 which is available on Laurentian's website at www.laurentiangoldfields.com or on its SEDAR Page Site accessed through www.sedar.com.

Outstanding Share Data

Laurentian's authorized capital is unlimited common shares without par value. As at August 27, 2010, the following common shares, options and share purchase warrants were outstanding:

	# of Shares	Exercise Price	Expiry Date
Issued and Outstanding Common Shares at August 27, 2010	42,134,775	N/A	N/A
Employee Stock Options	25,000	$0.40	April 26, 2011
	340,911	$0.44	November 30, 2012
	1,925,000	$0.17	August 11, 2014
	200,000	$0.17	February 1, 2015
Share Purchase Warrants	4,444,444	$0.18	June 16, 2011
	2,777,774	$0.35	July 2, 2011
	9,098,060	$0.35	August 7, 2011
Compensation Options	555,555	$0.18	July 2, 2011*
	547,000	$0.18	August 7, 2011*
Warrants - Compensation Options	277,777	$0.35	July 2, 2011*
	273,500	$0.35	August 7, 2011*
Fully Diluted at August 27, 2010	62,599,796		

***** *The Company issued a total of 1,102,555 compensation options to various finders in connection with its recent private placements in July and August of 2009. Each compensation option is exercisable at a price of $0.18 for a period of 2 years into units comprised of one non flow-through common share and one-half of one non flow-through common share purchase warrant with each whole warrant being exercisable to purchase one additional non flow-through common share of the Company at a price of $0.25 per share during year one and $0.35 per share during year two following the date of issuance of the compensation options.*

Transactions with Related Parties

During the three months ended June 30, 2010, the Company paid consulting fees of: $8,400 (2009 - $12,250) to Mr. Christopher Twells (Chief Financial Officer); $15,000 (2009 - $15,000) to Mr. Brian P. Fowler (Director of the Company); and $Nil (2009 - $3,700) to Ms. Kim Casswell (Officer of the Company).

Related party transactions are in the normal course of business and occur on terms similar to transactions with non-related parties, and therefore are measured at the exchange amount.

Off-Balance Sheet Arrangements

The Company had no off-balance sheet arrangements as at June 30, 2010 or as at the date hereof.

Recent Canadian Accounting Pronouncements

Recent Canadian accounting pronouncements which have been issued but are not yet effective, and which may affect the Company's financial reporting, are as follows:

International Financial Reporting Standards (''IFRS'')

In February 2008 the Accounting Standards Board ("AcSB") announced that publicly accountable enterprises are required to adopt IFRS beginning on or before January 1, 2011. The company will issue its first financial statements prepared under IFRS for the interim periods ending June 30, 2011 and for the fiscal period ending March 31, 2012. Financial statement numbers for comparison purposes will be restated for presentation purposes.

The transition to IFRS will impact the Company's accounting policies, as noted below, and to a lesser extent the information technology and data systems, internal control over financial reporting and disclosure controls and training requirements.

The Company's transition will include the traditional 4 phases being scoping and planning, detailed assessment, implementation and review and post implementation. The scoping and planning established a project leader and team, obtaining organizational approval, identifying key areas affected, and developing a plan to implement and communicate. Phase 2, involved the identification of key accounting differences between IFRS and Canadian GAAP, a selection of the accounting policies under IFRS, transitional exemptions, quantification of financial statement impact and preparation of shell financial statements and impact on the business processes. To date the Company has completed all the items up to transition exemptions and is working on the remaining items of quantification and preparation of shell financial statements. The company has determined that there will be minimal impact on the business processes such as information systems, internal control over financial reporting and disclosure controls and training. Phase 3 includes the implementation of the required changes necessary for IFRS compliance. Final decisions on accounting policies and IFRS 1 exemptions, preparation of the opening balance sheet at April 1, 2010, comparative fiscal 2011 and thereafter, training of personnel, and assessment and monitoring of the effectiveness of internal controls are being conducted throughout 2010. Phase 4 on post implementation will include sustainable IFRS financial information and processes for fiscal 2011 and beyond.

IFRS 1 – First time adoption of IFRS

IFRS governs the first time adoption of IFRS, which allows for certain exemptions from retrospective application.

IFRS 1 allows a company to measure property, plant and equipment at transition to fair value, which exemption can be applied on an asset by asset basis. The Company expects to use the exemption to continue to record its property, plant and equipment at cost.

IFRS 1 allows a company to elect not to apply the provisions of IFRIC 1, Changes in Existing Decommission, Restoration and Similar Liabilities, for changes to those liabilities before the date of transition to IFRS. When the Company applies this exemption, it would determine the reclamation obligation at the transition date, discount those back to the dates when they first arose, and depreciate these amounts forward to the transition date to determine the amount to be included in the depreciated cost of assets.

IFRS 1 allows a first time adopter of IFRS to apply IFRS 2 to all equity instruments that were granted before November 7, 2002 or were granted after that date but vested before the Company's transition date. This basically allows the Company to retrospectively apply IFRS 2. The company plans to elect for this exemption and apply this retrospectively only for share based payments which were granted after November 7, 2002 and had not vested at the transition date.

IFRS allows certain other exemptions but the Company expects that these will be immaterial to the Company's financial statements.

IFRS and Canadian GAAP Differences

An analysis of the Company's differences between IFRS and Canadian GAAP has determined a number of differences, some of which will not have a material difference to the Company's financial statements. There may be other differences which could arise over time but have not been determined to be material currently. The differences which could have a material difference are as follows.

Reclamation and Closure Cost Obligations

Under IFRS the Company's obligation for closure and reclamation is based on management's best estimate of such future expenditures discounted for the country specific risk free rates. Under Canadian GAAP the obligation is determined based on the fair value of future estimated expenses using quoted market prices and discounted using the Company's current credit adjusted risk free rate. The change in accounting policy is not expected to have a material impact on the financial statements.

Impairment of Mining Interests

Under IFRS impairment is a one-step process whereby the carrying amount is compared to the recoverable amount which is calculated as the estimated discounted future pre-tax cash flows or fair value less costs to sell. Under Canadian GAAP there is a two step process whereby the Company must first compare the net realizable value to the carrying value and if net realizable value is less then carrying value management must discount the cash flows to calculate impairment. The change in accounting policy is not expected to have a material impact on the financial statements.

Share Based Payments (Stock Based Compensation under Canadian GAAP)

When stock options vest at different periods under IFRS each grant is treated as an individual grant vest on a straight line basis over each individual vesting period. Under Canadian GAAP the entire grant of stock options is currently being treated as a pool and vest on a straight line basis over the vesting period. The Company is currently quantifying the effect of the change in accounting policy on its financial statements.

In addition, under IFRS the Company must make an estimate of stock options that are forfeited before they vest whereas under Canadian GAAP the Company can make estimates of forfeiture. The change in accounting policy is not expected to have a material impact on the financial statements.

Income Taxes

The International Accounting Standards Board ("IASB") is currently reviewing IAS 12 – Income Taxes based on various meetings and comments received and IASB will consider in the first half of 2010 whether to propose limited amendments. Management has currently commenced assessment of the impact that this transition will have on the company. Management does not currently expect the change in Income Taxes, as currently promulgated, to have a material impact on the financial statements.

Financial Instruments

Fair Value

The Company designated its cash and cash equivalents and short-term investments as held-for-trading, which are measured at fair value. Amounts receivable have been designated as loans and receivables, which are initially recorded at fair value, net of transaction costs incurred, and subsequently at amortized cost using the effective interest rate method. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost.

As of June 30, 2010, the balance sheet carrying amounts of these financial instruments closely approximate their fair value, and the Company held no derivative instruments.

Fair value estimates are made at the balance sheet date, based on relevant market information and other information about the financial instruments. Fair values are determined directly by reference to published price quotations in an active market, when available, or by using a valuation technique that uses inputs observed from the markets.

The following provides a comparison of carrying and fair value amounts of each classification of financial instruments as at June 30, 2010:

		June 30, 2010		March 31, 2010
Held-for-trading	**$**	**1,586,187**	$	1,424,494
Loans and receivables	**$**	**60,760**	$	24,045
Other financial liabilities	**$**	**351,279**	$	77,212

During the fiscal year ended March 31, 2010, the Company adopted the fair value hierarchy that classifies financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate fair value. The financial instruments from the above schedule, which are covered by the new hierarchy disclosures, are cash and cash equivalents and short-term investments. These are both classified as Level 2 – direct or indirect observable inputs in active markets for similar assets or liabilities, other than Level 1 prices such as quoted interest or currency exchange rates.

Financial Risk Management

The Company's activities expose it to a variety of financial risks including credit risk and liquidity risk.

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Financial instruments that potentially subject the Company to credit risk consist of cash and cash equivalents and accounts receivable. The Company deposits its cash and cash equivalents with high credit quality major Canadian financial institutions as determined by ratings agencies, with original maturities of less than 90 days. The carrying amount of financial assets recorded in the financial statements, net of any allowances for losses, represents the maximum exposure to credit risk.

Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company attempts to manage liquidity risk by maintaining sufficient cash and cash equivalent balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term obligations. As at June 30, 2010, the Company had a cash balance of $916,687 (March 31, 2010 - $766,094) and restricted cash of $1,228,916 (March 31, 2010 - $385,264) to settle current liabilities of $1,580,195 (March 31, 2010 - $462,476) and flow-through commitments of $268,250 (March 31, 2010 – 263,030).

Capital Management

The Company considers its capital to consist of its shareholders' equity. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support exploration and development of mineral properties. The Board of Directors has not established quantitative capital structure criteria management, but will review on a regular basis the capital structure of the Company to ensure its appropriateness to the stage of development of the business.

The Company's objectives when managing capital are:

- To maintain and safeguard its accumulated capital in order to provide an adequate return to shareholders by maintaining a sufficient level of funds, to support continued evaluation and maintenance at the Company's existing properties, and to acquire, explore, and develop other precious and base metal deposits.

- To invest cash on hand in highly liquid and highly rated financial instruments with high credit quality issuers, thereby minimizing the risk and loss of principal.

- To obtain the necessary financing to complete exploration and development of its properties, if and when it is required.

The properties in which the Company currently holds an interest in are in the exploration stage and the Company is dependent on external financing to fund its activities. In order to carry out planned exploration and development and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

In order to facilitate the management of capital and development of its mineral properties, the Company prepares annual expenditure budgets, which are updated as necessary and are reviewed and approved by the Company's Board of Directors. In addition, the Company may issue new equity, incur additional debt, option its mineral properties for cash and/or expenditure commitments from optionees, enter into joint venture arrangements, or dispose of certain assets. When applicable, the Company's investment policy is to hold cash in interest bearing accounts at high credit quality financial institutions to maximize liquidity. In order to maximize ongoing development efforts, the Company does not pay dividends.

There were no changes in the Company's approach to capital management during the three months ended June 30, 2010 compared to the year ended March 31, 2010. The Company is not subject to externally imposed capital requirements.

Recent Developments and Outlook

The Company expects to obtain financing in the future primarily through further equity financing, as well as through joint venturing and/or optioning out its properties to qualified mineral exploration companies. There can be no assurance that the Company will succeed in obtaining additional financing, now or in the future. Failure to raise additional financing on a timely basis could cause the Company to suspend its operations and eventually to forfeit or sell its interest in its resource properties.

Corporate Governance

The Board of Directors of Laurentian comprises of six directors, four of whom are considered to be independent.

Forward-Looking Statements

Certain statements made and information contained in this interim MD&A and elsewhere constitutes "forward-looking information" within the meaning of the Ontario Securities Act. Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements, including, without limitation, risks and uncertainties relating to the interpretation of drill results and the estimation of mineral resources, the geology, grade and continuity of mineral deposits, the possibility that future exploration and development results will not be consistent with the Company's expectations, accidents, equipment breakdowns, title matters and surface access, labour disputes, the potential for delays in exploration activities, the potential for unexpected costs and expenses, commodity price fluctuations, currency fluctuations, failure to obtain adequate financing on a timely basis and other risks and uncertainties. In addition, forward-looking information is based on various assumptions including, without limitation, the expectations and beliefs of management, the assumed long-term price of gold, that the Company will receive required permits and access to surface rights, that the Company can access financing, appropriate equipment and sufficient labour and that the political environment within Canada and the various provinces will continue to support the development of environmentally safe mining projects. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements. Accordingly, readers are advised not to place undue reliance on forward-looking statements.

Approval

The Board of Directors of Laurentian Goldfields Ltd. have approved the disclosure contained in this interim MD&A. A copy of this interim MD&A will be provided to anyone who requests it.

Additional Information

Additional information relating to Laurentian Goldfields Ltd. can be obtained on the SEDAR website at www.sedar.com or by contacting:

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/s/ “Andrew Brown”
Andrew Brown
President and Chief Executive Officer

LAURENTIAN GOLDFIELDS LTD.
/s/ “Christopher Twells”
Christopher Twells
Chief Financial Officer