CROWN GOLD
CORPORATION

MANAGEMENT DISCUSSION AND ANALYSIS OF OPERATING RESULTS FOR THE PERIODS ENDED DECEMBER 31, 2010

This Management Discussion and Analysis ("MD&A") of the financial condition and results of operations of (Crown Gold Corporation) ("Crown" or the "Company") *(formerly Crown Minerals Inc.)* should be read in conjunction with the Company's audited consolidated financial statements for the years ended December 31, 2010 and 2009, including the related notes thereto. These financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). This MD&A is presented as of April 21, 2011. Unless otherwise noted, the currency used is Canadian dollars. This MD&A contains "forward-looking" statements that are subject to risk factors set out in a cautionary note contained herein.

Cautionary Note Regarding Forward Looking Statements
This Management's Discussion and Analysis includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of Management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. Such risks and uncertainties include, but are not limited to, risks associated with the mining industry (including operational risks in exploration development and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; the uncertainty of reserve estimates; the uncertainty of estimates and projections in relation to production, costs and expenses; the uncertainty surrounding the ability of the Company to obtain all permits, consents or authorizations required for its operations and activities; and health safety and environmental risks), the risk of commodity price and foreign exchange rate fluctuations, the ability of the Company to fund the capital and operating expenses necessary to achieve the business objectives of the Company, the uncertainty associated with commercial negotiations and negotiating with foreign governments and risks associated with international business activities, as well as those risks described in public disclosure documents filed by the Company. Due to the risks, uncertainties and assumptions inherent in forward-looking statements, prospective investors in securities of the Company should not place undue reliance on these forward-looking statements. Statements in relation to "resources" are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the reserves described can be profitably produced in the future.

Readers are cautioned that the foregoing lists of risks, uncertainties and other factors are not exhaustive. The forward-looking statements contained in this management discussion and analysis are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or in any other documents filed with Canadian securities regulatory authorities, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. The forward-looking statements are expressly qualified by this cautionary statement.

OVERVIEW

Company Highlights

- On March 26, 2011, the Company entered into a Letter of Intent ("LOI") to sell 100% of its interest in the Monte Cristo, Tip Top and Blue Sphinx properties to Argentium Resources Inc. (Argentium). Under the terms of the LOI, Crown will receive $2,500,000 in cash, 13,500,000 shares of Argentium valued in a concurrent financing of not less than $1.00 per share to raise gross proceeds of not less than $15,000,000, and 4,500,000 warrants of Argentium exercisable at $1.50 for 36 months. Argentium also agrees to incur exploration expenditures on the properties of US$10,000,000 over the next three years. A definitive agreement has not yet been completed.

- In February 2011, the Company drilled 10 holes to test extensions of a 100 m strike interval of an exposed quartz vein along the north-west trending Bishop's Break shear zone. Of the 10 holes drilled on the Bishops Break zone, 9 intersected the quartz vein with 4 assaying in excess of 8g/t Au over true widths between 0.7 and 1.15 m.

- On November 18, 2010, the Company announced that it had entered into a Memorandum of Understanding (MOU) with American Mining Corporation (AMC), a private Nevada corporation, along with Versatech Capital for Mining, (VCM), a private Nevada corporation, to provide processing at AMC's facility in the vicinity of Crown's flagship Monte Cristo property, near Tonopah, NV. The MOU also applies to Crown's other Nevada properties

- In September 2010, the Company completed a 10 hole core drilling program at its McKenzie Island property at Red Lake in northwestern Ontario under its Timore property agreements. All holes intersected quartz veining down dip to approximately 75 m, indicating good continuity. The more northerly six holes all contained gold values that exceeded 1 g/t and up to 65.5 g/t (1.9 opt) gold over intersected widths between 0.80 and 0.35 m. (see press release dated November 17, 2010).

- On August 30, 2010, the Company completed the amalgamation with Gold Summit Corporation ("GSM"). This "all share" business combination, gave the original holders of GSM a 40.13% stake in the combined company, while the Company's original shareholders retained a 59.87% stake in the combined company.

- On May 19, 2010, the Company entered into an agreement to acquire a 50% interest in 20 claims with 257 units located in Benneweis, Groves, Neville and St. Louis townships near Timmins, Ontario. Under the terms of this agreement, Crown will have to issue 1.6 million Crown common shares and complete exploration expenditures of $2.5 million over 5 years.

- On May 19, 2010, the Company entered into an agreement to sell an 80% interest in its Chester/Yeo property to Trelawney. The agreement was completed in mid-June and Crown received a one-time payment of $120,000. Crown retains a 20% carried interest until the completion of a positive pre-feasibility study.

- In March 2010, the Company completed the purchase of 3 unpatented claims in Yeo and Chester Townships near Timmins. These claims are adjacent to the western border of the Chester Project owned by Trelawney Mining and Exploration Inc. ("Trelawney").

The Company does not currently have a producing property. Recovery of the cost of mining assets is subject to the discovery of economically recoverable reserves, the ability to obtain the financing required to pursue the exploration and development of its properties, and profitable future production or the proceeds from the sale of its properties. The Company must periodically obtain new funds in order to pursue its activities. While it has always succeeded in doing so to date, it is not possible to predict whether financing efforts will be successful and management cannot provide assurance that it will be able to obtain the required financing.

The shares of the Company are listed on the TSX Venture Exchange and are traded under the symbol CWM.

OVERALL PERFORMANCE

Throughout most of 2009 and 2010, the global financial and commodity markets were characterized by extreme volatility as market participants reacted and responded to uncertainty and pessimism over the depressed North American and international economies. These circumstances have had an impact on the Company's operations and, in particular, on the economics of its existing exploration and development projects, its strategy to evaluate and, if attractive, complete potential acquisitions and otherwise its ability to pursue growth opportunities. In the short-term, the Company expects to continue to focus its exploration activities on its McKenzie Island property in Red Lake, Ontario and the Monte Cristo property in Nevada.

The Company will continue to evaluate its strategic options and potential acquisitions and may, if conditions are favourable, seek to raise additional funds through a private or public offering of securities or debt as required.

Trends

- The future performance of the Company is largely tied to the exploration and development of its Red Lake properties and the Monte Cristo property in Nevada.

- Financial markets have been volatile in Canada throughout fiscal 2010, reflecting ongoing concerns about the stability of the global economy and weakening global growth prospects. However, there appears to be steady improvement in the markets and, with the gold and silver spot price being particularly buoyant, the Company does not foresee any significant difficulties in raising equity for the purposes of carrying out exploration and development activities on its current properties or acquiring new assets. See "Risk Factors".

SELECTED ANNUAL INFORMATION

The following tables summarize selected annual and quarterly financial data of the Company for the eight most recent quarters ended:

RESULTS OF OPERATIONS

	Q4 Dec 2010	Q3 Sept 2010	Q2 Jun 2010	Q1 Mar 2010
	$	$	$	$
Expenses	169,389	122,122	50,141	128,913
Net income (loss)	(628,144)	(457,928)	(3,623)	13,069
Net income (loss) per share (basic and diluted) $	(.009)	(.015)	(.000)	.001

	Q4 Dec 2009	Q3 Sept 2009	Q2 Jun 2009	Q1 Mar 2009
	$	$	$	$
Expenses	(14,624)	45,255	65,274	81,809
Net loss	20,798	(44,444)	(63,149)	(80,757)
Net loss per share (basic and diluted) $	.001	(.002)	(.003)	(.003)

	Q4 Dec 2010	Q3 Sept 2010	Q2 Jun 2010	Q1 Mar 2010
	$	$	$	$
Mineral properties and deferred costs	7,752,297	8,048,618	2,698,674	2,716,619
Total liabilities	293,626	828,114	313,631	361,303
Total assets	8,754,428	8,647,454	3,256,214	2,864,259

	Q4 Dec 2009	Q3 Sept 2009	Q2 Jun 2009	Q1 Mar 2009
	$	$	$	$
Mineral properties and deferred costs	2,353,795	1,414,269	1,409,075	1,305,350
Total liabilities	366,570	263,288	229,147	354,973
Total assets	2,861,657	1,707,296	1,717,599	1,938,236

OPERATIONAL REVIEW & RESULTS OF OPERATIONS

THREE MONTHS ENDED DECEMBER 31, 2010

Net loss for the three month period ended December 31, 2010 was $628,144 as compared to $20,798 in 2009. The increase in net loss is attributable to write off of mineral properties and deferred related costs of $403,705 (2009 - $Nil), and an increase in overall expenses due to the increase in business activities of the Company after acquiring GSM.

Professional fees were $27,006 in the period as compared to $(5,604) in 2009. Professional fees are expected to remain constant quarter to quarter going forward.

The Company's management and consulting fees for the three month period ended December 31, 2010 were $29,658 as compared to $7,500 in 2009. The increase is due to the increased use of management and consultants as the Company continues to advance its current mineral properties.

The Company incurred $Nil of Part XII.6 tax with respect to flow-through renunciation during the period as compared to $(12,942) in 2009. These costs are expected to be $Nil in the next quarter as the Company has spent all amounts required on Canadian exploration costs as part of its 2010 flow-through funding agreements.

YEAR ENDED DECEMBER 31, 2010

Net loss for the year ended December 31, 2010 was $1,076,626 as compared to a loss of $167,552 in 2009. The increase in net loss is attributable to write off of mineral properties and deferred related costs of $413,664 (2009 - $Nil), stock-based compensation expense of $106,000 (2009 - $Nil), and acquisition related costs of $330,663 (2009 - $Nil), set off by future income tax recoveries of $78,000 (2009 - $6,000) due to taxable losses in the year and a gain on disposition of mineral properties of $60,266 (2009 - $Nil).

Professional fees were $97,347 in the year as compared to $58,776 in 2009. Professional fees increased as the Company continues to add valuable members to the management team as the Company advances its current mineral properties. Professional fees are expected to remain constant year to year.

The Company's management and consulting fees for the year ended December 31, 2010 were $67,062 (2009 - $30,000). Of this amount $30,000 (2009 - $30,000) relates to the fees of the President. The balance of his fees was allocated to mineral exploration costs. The increase is as a result of the GSM merger and acquiring valuable members to the Crown management team.

The Company had acquisition related costs of expense of $330,663 for the year ended December 31, 2010, compared to $Nil for the same period in 2009. These costs relate to the acquisition of GSM during the year.

The Company had stock-based compensation expense of $106,000 (2009 - $Nil) for the year ended December 31, 2010. Stock-based compensation expenses are booked based on the valuation of options using the Black-Scholes model. The expense varies based on the number of options issued and the underlying assumptions used in the model.

The Company incurred $1,344 of Part XII.6 tax with respect to flow-through renunciation during the year ended December 31, 2010 as compared to $10,266 in 2009.

FINANCINGS

Private Placements – 2010

On October 29, 2010, the Company completed a private placement of 15,000,000 units at a price of $0.10 per unit for proceeds of $1,500,000. Each unit consists of one common share and one common share purchase warrant, each whole warrant entitling the holder to purchase one common share for $0.18 until January 29, 2012. In connection with the private placement, the Company paid a commission of $150,000, representing 10% of the gross proceeds and issued 1,500,000 unit finder warrants being 10% of the aggregate number of units purchased under the private placement. Each unit finder warrant entitles the holder to purchase one unit at a price of $0.10 per unit until January 29, 2012. Each unit consists of one common share and one common share purchase warrant, each whole warrant entitling the holder to purchase one common share for $0.18 until January 29, 2012.

On June 14, 2010 the Company completed its second tranche of a private placement of 250,000 units at a price of $0.10 per unit for gross proceeds of $25,000. Each unit consists of one common share and one half common share purchase warrant, each whole warrant entitling the holder to purchase one common share for $0.20 until December 14, 2011.

On May 17, 2010 the Company completed its first tranche of a private placement of 500,000 units at a price of $0.10 per unit for gross proceeds of $50,000 and 2,916,666 flow-through units at a price of $0.12 per unit for gross proceeds of $350,000. Each unit consists of one common share and one half common share purchase warrant, each whole warrant entitling the holder to purchase one common share for $0.20 until November 17, 2011. Each flow-through unit consisted of one common share issued on a flow-through basis under the Income Tax Act (Canada) and one half common share purchase warrant, each whole warrant entitling the holder to purchase one common share for $0.25 until November 17, 2011.

On March 26, 2010, the Company completed a share-for-debt private placement to issue 180,000 common shares at $0.16 per share to reduce accounts payable by $28,800.

Private Placements – 2009

On December 18, 2009, the Company completed a private placement of 3,333,331 units at a price of $0.15 per unit for gross proceeds of $500,000. Each unit consisted of one common share issued on a flow-through basis under the Income Tax Act (Canada) and one half common share purchase warrant, each whole warrant entitling the holder to purchase one common share for $0.25 until June 18, 2011.

On November 30, 2009, the Company completed a private placement of 3,830,000 units at a price of $0.12 per unit for gross proceeds of $459,600. Each unit consists of one common share and one half common share purchase warrant, each whole warrant entitling the holder to purchase one common share for $0.18 until May 31, 2011.

MINERAL EXPLORATION PROPERTIES

None of the Company's properties are at or near production. As at December 31, 2010, the Company had the following mineral properties under exploration:

Black Warrior
On March 14, 2008, the Company staked 14 unpatented lode claims in Esmeralda County, Nevada (the "Black Warrior Property") for $7,961.

On May 20, 2008, the Company acquired a 100% interest in 2 patented claims for US$25,000. Under the terms of the agreement, the Company entered into a consulting agreement for prospecting, exploration and development services at the rate of US$5,000 per year for 3 years from the closing date of the agreement.

On December 31, 2008, the Company acquired a 100% interest in 35 unpatented lode claims for 1,200,000 common shares of the Company valued at $240,000. The vendors retained a 2% net smelter royalty ("NSR") on the property, of which the Company has the option to purchase half for US$1,000,000.

Blue Sphinx
The Company holds a 100% interest in 79 unpatented lode claims known as the Blue Sphinx Prospect, a gold exploration property, located in Mineral County, Nevada. The property adjoins two smaller and separated blocks of four claims held under option by the Company. A 100% interest in these claims, subject to a 3% NSR may be acquired for additional payment of US$305,000 Minimum annual payment required is US$35,000, but is deductible from the remaining payment

Byers
On December 17, 2007, the Company acquired a 100% interest in 19 unpatented mining claims in the Byers, Thorburn and Moberly Townships in Ontario for $100,000 by the issuance of 1,666,667 common shares of the Company. The vendors retain a 2% NSR on the property, of which the Company has the option to purchase half for $1,000,000.

On January 30, 2008, the Company acquired a 100% interest in 2 unpatented mining claims in Byers Township in Ontario by the issuance of 300,000 common shares of the Company valued at $18,000. The vendors retain a 2% NSR on the properties, of which the Company has the option to purchase half for $1,000,000.

Chester/Yeo
On March 4, 2010, the Company completed an agreement to acquire 100% interest in 3 unpatented claims in Yeo and Chester Townships near Timmins. As consideration for the agreement, the Company paid $15,000 in cash and issued 150,000 shares of the Company valued at $18,000. The vendors retain a 2% NSR on the property, one half of which can be purchased for $1,000,000.

On May 19, 2010, the Company completed an agreement to sell an 80% interest in its Chester/Yeo property. Under the terms of the agreement, Crown received a one-time payment of $120,000. Crown will retain a 20% carried interest until the completion of a positive pre-feasibility study.

Gold Springs
The Gold Springs property, consists of a group of 92 unpatented lode claims in Lincoln County, Nevada, held under option by the Company. Terms of the agreement require annual advance royalty payments of US$25,000. A sliding scale NSR of between 2% and 5%, depending on the price of gold, is payable upon commencement of commercial mining production. An overriding 0.2% NSR applies to a third party.

Monte Cristo
The land package at the Monte Cristo property, a gold/silver property, now totals 199 unpatented lode claims. The Company holds 10 unpatented lode claims that are subject to cash payments of US$5,000 annual payments until commercial production commences on the property. These claims are subject to a 3% NSR that can be reduced to 1% by payment of US$3,000,000. An additional 153 surrounding claims lying within an area of influence are subject to the same option agreement.

The Company also holds a separate option on 36 additional claims that is subject to advance minimum royalties of US$50,000 per annum, adjusted for CPI inflation, recoverable from a 4% production NSR. The Company maintains an option to buy that down to 1% NSR with a cash payment of US$3,000,000.

A new NI 43-101 Mineral Resource Estimate was completed in February 2010. At a 1.0 g/t gold cut-off, the inferred resource known as the McLean Lode amounts to 279,000 ounces of gold contained in 1,923,349 tonnes at a grade of 4.51 g/t gold. At a 2.0 g/t gold cut-off, the inferred resource amounts to 237,000 ounces of gold contained in 1,025,700 tonnes at a grade of 7.2 g/t gold. In addition, the study shows a separate inferred resource of 1,507,000 ounces of silver contained in 1,124,000 tonnes at a grade of 42 g/t silver using a 9 g/t silver cut-off. At a 35 g/t silver cut-off the separate inferred resource is 1,025,000 ounces of silver contained in 396,000 tonnes at a grade of 80 g/t silver.

Sakoose
The Company entered into an agreement to option ten claim blocks, a total of 22 units, in Tabour Lake and Melgund Townships approximately 50 kilometres east of Dryden covering an area that includes the old, past producing Sakoose Mine and Maw Gold occurrence. To acquire a 100% interest, the Company will pay a total of an additional $90,000 and issue 371,250 common shares over a three year period. This property is subject subject to a 2% NSR, of which the Company has the option to purchase 1% of the NSR for $1 million.

On February 22, 2011, the Company amended the property agreement on the Sakoose property option. Under the new terms, the Company will issue 300,000 shares by March 15, 2011. On August 27, 2011, the Company will have the option to pay $40,000 in cash or issue the equivalent in shares at a 10% discount of the August 27, 2011 closing price. On August 27, 2012, the optioner will have the option to receive $50,000 in cash on December 27, 2012 or receive the equivalent in shares at a 10% discount of the August 27, 2012 closing price.

Stairs
On November 16, 2009, the Company entered into an option agreement to acquire a 100% interest in 18 mining leases totaling 338 hectares, which includes the former Stairs gold mine near Matachewan, for $10,000 (paid), 500,000 shares of the Company valued at $60,000 and 500,000 warrants of the Company valued at $28,000. Each warrant entitles the holder to purchase one common share of the Company at $0.15 for a period of two years from the date of issue. Under the terms of the agreement, the Company must incur $1,500,000 in exploration expenditures as follows; $300,000 by October 31, 2010 and the remaining $1,200,000 by October 31, 2012. If the Company fails to meet the $300,000 commitment due October 31, 2010, then the Company will be required to remit the shortfall to the vendor with interest at 4%, from October 31st, unless paid before November 30, 2010 in which case the interest will be waived. As at December 31, 2009, the Company had completed its minimum commitment of $300,000. The vendor retains a 1.5% NSR on the property.

The vendor has reserved the right to earn back a 51% interest in the property by spending two times the amount spent by the Company up to $3,000,000 on the property and an additional 14% by spending an additional $1,500,000. The vendor will retain a 1.5% net smelter royalty if it elects not to earn back an interest in the property.

Surprise Lake
The Company entered into an agreement to option two claim blocks, a total of 32 units in Corless Township, the Surprise Lake project, located east of Red Lake, Ontario, covering an area with clusters of old gold prospecting pits exposing quartz veins. The option, after payments totaling $86,000 and issuing additional 165,000 of the Company's common shares over a two year period, will allow the Company to acquire a 100% interest in the property subject to a 2% NSR royalty. The Company has the further option to purchase 1% of the NSR royalty for $1 million and has a first right of refusal to purchase the remaining 1% NSR.

On February 22, 2011, the Company amended the property agreements on the Surprise Lake property option. Under the new terms, the Company will issue 220,000 shares immediately. On June 28, 2011, the Company will have the option to pay $30,000 in cash or issue the equivalent in shares at a 10% discount of the June 28, 2011 closing price. On June 27, 2012, the optioner will have the option to receive $50,000 in cash on October 29, 2012 or receive the equivalent in shares at a 10% discount of the June 27, 2012 closing price.

Timore
On October 8, 2009, the Company entered into an option agreement to acquire a 100% interest in patented claims covering 3 gold exploration properties near Timmins, Ontario and 1 gold exploration property near Red Lake, Ontario, for $20,000 plus legal fees in cash (paid) and 1,500,000 shares of the Company valued at $97,500. Under the terms of the agreement, the Company must incur $1,000,000 in exploration expenditures in annual stages of $300,000, $300,000 and $400,000 respectively over a three year period ending October 15, 2012. The vendor will retain a 3% NSR, one half of which can be purchased for $1,000,000.

Tip Top
On June 1, 2009, the Company entered into an agreement with Parker Mining Corporation ("Parker"), the owner of 24 unpatented lode mining claims located in Esmeralda County, Nevada, to acquire an option to lease/purchase the claims. The Company has made total payments of US$15,000 to date. Annual payments escalate US$5,000 per anniversary year for a four year period. The Company shall pay Parker a NSR of 4% and the Company shall have the exclusive option to purchase 75% of the 4% royalty for $2 million. The Company should complete specified work program and or spend minimum Qualified Expenditures for the benefit of the property as follows: Year 1: Completion of a NI 43-101 report. Year 2: US$100,000 and US$200,000 in each of Years 3, 4, and 5.

Warren Whiteside
On January 29, 2008, the Company acquired a 100% interest in 14 mining claims in Whiteside Township in Ontario (the “Warren Properties”) by a payment of a deposit of $5,000 on December 18, 2007, the payment of $45,000 and the issuance of 500,000 common shares of the Company valued at $100,000. The vendors retain a 1.5% NSR on the Warren Properties, of which the Company has the option to purchase half for $1,000,000.

On January 30, 2008, the Company acquired a 100% interest in 2 unpatented mining claims in Whiteside/Massey Township in Ontario (the “Lalonde-Whiteside Properties”) by issuance of 500,000 common shares of the Company valued at $30,000. The vendors retain a 2% NSR on the Lalonde-Whiteside properties, of which the Company has the option to purchase half for $1,000,000.

On July 31, 2008, the Company acquired 3 unpatented mining claims adjoining the Warren Whiteside Property (the “Warren Add-on Property”) for 240,000 common shares of the Company valued at $81,600. The vendors retain a 2% NSR on the Warren Add-on Property, of which the Company has the option to purchase half for $1,000,000.

Watershed
On May 19, 2010, the Company entered into an agreement to acquire a 50% interest in 20 claims with 257 units located in Benneweis, Groves, Neville and St. Louis townships, near Timmins, Ontario. Under the terms of this agreement, Crown will have to issue 1.6 million Crown common shares to as follows: 400,000 (issued) on the effective date, 400,000 on or before the first anniversary of the effective date, 400,000 on or before the second anniversary of the effective date and 400,000 on or before the third anniversary of the effective date. In addition, Crown will be required to complete exploration expenditures of $2.5 million as follows: $250,000 on or before the first anniversary of the effective date, a further $400,000 on or before the second anniversary of the effective date, a further $500,000 on or before the third anniversary of the effective date, a further $600,000 on or before the fourth anniversary of the effective date and a further $750,000 on or before the fifth anniversary of the effective date. The 400,000 common shares issued by the Company under this agreement were valued at $44,000.

Other
The Company entered into an agreement to option the Shanty Bay project, adjoining, and east of, Surprise Lake. The property consists of three claim blocks, a total of 27 units. Terms of the option to acquire a 100% interest, subject to a 2% NSR royalty, require the Company to issue an additional 396,000 common shares over a three year period. The Company has the option to purchase 1% of the NSR royalty for $1,000,000 and has a first right of refusal to purchase the remaining 1% NSR.

OBJECTIVES AND MILESTONES

The objectives of the Company are to (i) develop the McLean Lode resource at Monte Cristo in the shortest possible time frame; (ii) explore by drilling high quality targets, particularly, the Mackenzie Island project in Red Lake and the Sakoose Project, near Dryden.

The Company has selected the existing properties carefully. Nonetheless, the Company intends to continue to seek, evaluate and, if desirable, complete potential acquisitions. Properties that fail the good target criteria after further evaluation are discarded.

In conducting its search for additional mineral properties, the Company may consider acquiring properties that it considers prospective based on criteria such as presence of mineralization in favourable geological settings ort exploration history, or a combination of these and other factors. Risk factors to be considered in connection with the Company's search for and acquisition of additional mineral properties include the significant expenses required to locate and establish mineral resources; the fact that expenditures made by the Company may not result in discoveries of commercial quantities of minerals; environmental issues; land title; competition; and, the potential failure of the Company to generate adequate funding for any such acquisitions. See "Risk Factors".

LIQUIDITY

Operating Activities

Cash flow used by operating activities during the year ended December 31, 2010 was $793,831 compared to cash flow used of $247,268 during the same period 2009.

Investing Activities

During the during the year ended December 31, 2010, the Company spent $635,717 on mineral properties and related deferred costs, compared to $1,085,797 in the same period of 2009. These expenditures were incurred as the Company continues to acquire and advance its mineral exploration projects and meet its current flow-though obligations and exploration targets.

Financing Activities

During the during the year ended December 31, 2010, cash flow provided in financing activities was $1,653,969 (2009 – $599,290) mainly as a result of 18,666,666 (2009 – 7,163,331) shares issued under private placements for cash proceeds after share issue costs of $1,925,000 (2009 - $959,600) offset by share issue costs of $279,088 (2009 – $103,246) and transaction costs of $Nil (2009 - $332,401). These financings were completed to allow the Company to acquire and advance its mineral exploration projects.

Liquidity Outlook

Crown had cash of $646,967 available at December 31, 2010, an increase of $241,016 from the balance at December 31, 2009 of $405,951.

As at December 31, 2010, the Company had working capital of $539,076, an increase of $218,784 from the working capital balance of $320,292 at December 31, 2009.

Subsequent to year end, 5,527,500 warrants were exercised for proceeds of $502,500. The proceeds and current working capital will be used will be used to continue exploration programs at Crown's property on McKenzie Island in Red Lake, Ontario and at Crown's Monte Cristo property in Nevada, as well as for general working capital purposes and other property commitments.

Notwithstanding success to date in acquiring equity financing on acceptable terms, there is no guarantee of obtaining future equity financings or on what terms any such equity capital may be available to the Company and, as such, alternative funding programs are also being pursued by the Company.

The Company must utilize its current cash reserves, funds obtained from the exercise of warrants, if any, and other financing transactions to maintain the Company's capacity to meet working capital requirements, and ongoing discretionary and committed exploration programs, and to fund any further development activities. The Company anticipates that it will raise additional capital when and if the opportunity arises. See "Risk Factors".

The Company believes that it will be able to raise funds in the short-term. Management will monitor the current market situation and make prudent business decisions as they are required. See "Risk Factors".

On the date of this MD&A, the cash resources of the Company are held in cash with a major Canadian financial institution.

Accounts receivable are comprised of sales tax receivables from the Government of Canada.

OFF BALANCE SHEET TRANSACTIONS

During year ended December 31, 2010, there were no off-balance sheet transactions. The Company has not entered into any specialized financial agreements to minimize its investment risk, currency risk or commodity risk.

PROPOSED TRANSACTIONS

On March 26, 2011, the Company entered into a Letter of Intent ("LOI") to sell 100% of its interest in the Monte Cristo, Tip Top and Blue Sphinx properties to Argentium Resources Inc. (Argentium). Under the terms of the LOI, Crown will receive $2,500,000 in cash, 13,500,000 shares of Argentium valued in a concurrent financing of not less than $1.00 per share to raise gross proceeds of not less than $15,000,000, and 4,500,000 warrants of Argentium exercisable at $1.50 for 36 months. Argentium also agrees to incur exploration expenditures on the properties of US$10,000,000 over the next three years. Completion of the transaction is also subject to usual terms and conditions for such a transaction, including completion of due diligence, completion and execution of definitive business combination documentation, receipt of all required regulatory and security holder approvals and no material adverse changes occurring in the financial condition of either company.

DIVIDENDS

The Corporation has neither declared nor paid any dividends on its common shares. The Corporation intends to retain its earnings, if any, to finance growth and expand its operations and does not anticipate paying any dividends on its common shares in the foreseeable future.

CONTINGENCIES AND COMMITMENTS

The Company has made the following commitments as of the date of this MD&A:

- Under the terms of the Stairs agreement, the Company must incur an additional $1,200,000 ($59,000 spent to date) in exploration expenditures by October 31, 2012, or return the property to the vendor.
- Under the terms of the Timore agreement, the Company must incur an additional $400,000 ($76,000 spent to date) by October 15, 2012, or return the properties to the vendor.
- Under the terms of the Watershed agreement, the Company will have to issue an additional 1.2 million Crown common shares to as follows: On or before the first anniversary of the effective date, 400,000 on or before the second anniversary of the effective date and 400,000 on or before the third anniversary of the effective date. In addition, Crown will be required to complete exploration expenditures of $2.5 million as follows: $250,000 ($47,000 spent to date) on or before the first anniversary of the effective date, a further $400,000 on or before the second anniversary of the effective date, a further $500,000 on or before the third anniversary of the effective date, a further $600,000 on or before the fourth anniversary of the effective date and a further $750,000 on or before the fifth anniversary of the effective date, or return the properties to the vendor.
- Under the terms of the Surprise Lake Option Agreement, On June 28, 2011, the Company will have the option to pay $30,000 in cash or issue the equivalent in shares at a 10% discount of the June 28, 2011 closing price. On June 27, 2012, the optioner will have the option to receive $50,000 in cash on October 29, 2012 or receive the equivalent in shares at a 10% discount of the June 27, 2012 closing price, or return the properties to the vendor.
- Under the terms of the Shanty Bay Agreement, the Company will have to issue an additional 272,250 Common Shares of the Corporation of the Corporation as follows: February 28, 2012 – 123,750 and February 28, 2013 – 148,500, or return the properties to the vendor.
- Under the terms of the Sakoose Agreement, On August 27, 2011, the Company will have the option to pay $40,000 in cash or issue the equivalent in shares at a 10% discount of the August 27, 2011 closing price. On August 27, 2012, the optioner will have the option to receive $50,000 in cash on December 27, 2012 or receive the equivalent in shares at a 10% discount of the August 27, 2012 closing price, or return the properties to the vendor.
- Under the terms of the Blue Sphinx Agreement, the Company will have to pay the vendor an additional US$280,000 or return the properties to the vendor. Minimum annual payment required is US$35,000.

- Under the terms of the Gold Springs Agreement, the Company will have to pay to the vendor annual advance royalty payments of US$25,000, or return the properties to the vendor.
- Under the terms of the Monte Cristo Agreement, the Company will have to pay to the vendor annual advance royalty payments of US$50,000 indexed for inflation (currently US$67,000) or return the properties to the vendor.
- Under the terms of the Tip Top Agreement, the Company will have to pay cash as follows: June 1, 2011 – US$15,000, June 1, 2012 – US$20,000 and June 1, 2013 and thereafter until production – US$25,000 and should complete specified work program and or spend minimum Qualified Expenditures for the benefit of the property as follows: Year 1: Completion of a NI 43-101 report. Year 2: US$100,000 and US$200,000 for each of Year 3, 4, and 5, or return the properties to the vendor.

RELATED PARTY TRANSACTIONS

Certain corporate entities and consultants that are related to the Company's officers and directors or persons holding more than 10% of the issued and outstanding shares of the Company provide consulting and other services to Crown.

During the year ended December 31, 2010, $342,000 (2009 - $193,000) was charged by a law firm for legal fees where a director of Crown is an executive officer and employee. A company controlled by an officer and director of the Company charged $60,000 (2009 - $60,000) in management fees. A company controlled by an officer of the Company charged $17,000 (2009 - $Nil) in professional fees. Of the amounts owed to the law firm, directors and officer, and the company controlled by an officer and director, as at December 31, 2010, $111,000 (2009 – $119,000) is in accounts payable and accrued liabilities and long-term liabilities.

Amounts due to companies controlled by directors and officers are non-interest bearing, have no set terms of repayment and are due on demand, except $60,000 (2009 - $60,000) in accounts payable and accrued liabilities, which is due in full on January 1, 2011. During the year, the Company settled long-term accounts payable and accrued liabilities of $Nil (2009 - $120,000 as part of the proceeds on the November private placement by issuing 1,000,000 units.)

All transactions were conducted in the normal course of operations and are measured at the exchange amounts.

ADDITIONAL DISCLOSURE FOR VENTURE COMPANIES WITHOUT SIGNIFICANT REVENUE

		December 31, 2010		December 31, 2009
Capitalized mineral properties and related deferred expenditures	**$**	**7,752,297**	$	2,353,795

Mineral properties and deferred cost additions in the year		**Capitalized**		Capitalized
Acquisition costs	**$**	**5,143,853**	$	421,433
Geological consulting		**188,165**		23,361
Drilling		**166,135**		347,132
Assaying		**56,154**		5,573
Consulting		**42,730**		88,527
Management Fees		**30,000**		30,000
Surveying		**32,232**		440,682
Labour		**28,724**		37,670
Taxes		**69,493**		6,832
Travel, equipment rental and other		**67,689**		22,338
Airborne surveys		**46,725**		-
Dispositions		**(120,000)**		-
	$	**5,751,900**	$	1,423,548

Corporate Expenses for the year		**2010**		2009
Professional fees	**$**	**97,347**	$	58,776
Management and consulting fees		**67,062**		30,000
Stock-based compensation		**106,000**		-
Premises		**14,869**		14,077
Office, general and administration		**96,114**		31,419
Promotion and travel		**77,453**		29,014
Part XII.6 tax		**1,344**		14,077
Foreign exchange loss		**9,613**		-
Amortization		**763**		-
	$	**470,565**	$	173,552

SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

These consolidated financial statements include the accounts of the Company's wholly-owned subsidiaries Gold Summit USA, Corp., Rykala Resources Inc., and Rykala Gold of Nevada.

Use of Estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results may differ from those estimates. Areas where management uses subjective judgment include, but are not limited to, recoverability of mineral properties and related deferred costs, future income taxes, the valuation of common shares issued for the acquisition of mineral resource properties and debt settlements and the valuation of warrants and options. Management believes that these estimates are reasonable.

Mineral Properties and Related Deferred Costs

The Company records its interest in mineral properties at cost. Direct costs relating to the acquisition, exploration and development of mineral properties, less recoveries, are deferred until such time as the properties are either put into commercial production, sold, determined not to be economically viable or abandoned. If the property is placed into production, deferred costs will be amortized and depleted using the straight line method over the estimated economic life of the mine. The deferred costs would be written off if the property is sold or abandoned.

The amounts shown for mineral properties and related deferred costs represent costs incurred to date, less write-offs and recoveries, and do not necessarily reflect present or future values of the particular properties.

The Company reviews its mineral properties and related deferred costs on an annual basis to determine if events or changes in circumstances have transpired which indicate that its carrying value may not be recoverable. The recoverability of costs incurred on the mineral properties and deferred related costs is dependent upon numerous factors including exploration results, environmental risks, commodity risks, political risks, and the Company's ability to attain profitable production. It is possible that conditions in the near-term could change the Company's assessment of the carrying value.

Capital Assets

Capital assets are recorded at cost less accumulated amortization. Amortization is computed using the declining-balance method at the following annual rates:

Equipment	20%
Software	100%

Asset Retirement Obligations

The Company follows CICA 3110, "Asset Retirement Obligations" which requires that the estimated fair value of liabilities for asset retirement obligations be recognized in the period in which they are incurred. A corresponding increase to the carrying amount of the related asset is recorded and depreciated over the life of the asset. The estimates used in the valuations are based primarily on legal and regulatory requirements. It is possible that the Company's estimates of its ultimate reclamation and closure liabilities could change as a result of changes in regulations, the extent of environmental remediation required, and the means of reclamation or cost estimates. Changes in estimates are accounted for prospectively from the period the estimate is revised.

An obligation has not been recorded with respect to asset retirement obligations (i.e. environmental remediation) for the Company's exploration and development properties. This is based on the fact that the mining and processing activities that give rise to the legal obligation have not yet occurred and/or the environmental disturbance which has occurred is not yet significant.

As at December 31, 2010 and 2009, the Company has not incurred or committed any asset retirement obligations.

Income Taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method, future income tax assets and liabilities are determined based on the differences between the carrying amount of assets and liabilities on the balance sheet and their corresponding tax values, using the substantively enacted tax rates expected to apply when these temporary differences are expected to reverse. Future income tax assets are recorded to recognize tax benefits only to the extent that, based on available evidence, it is more likely than not that they will be realized.

Flow-through Shares

Canadian tax legislation permits a company to issue flow-through shares whereby the deduction for tax purposes relating to qualified resource expenditures on Canadian properties is claimed by the investors rather than the company. Recording these expenditures for accounting purposes gives rise to taxable temporary differences.

The Emerging Issues Committee of the Canadian Institute of Chartered Accountants issued EIC 146 under which the Company is required to recognize the future income tax liability upon filing renunciation documents with the tax authorities and to treat it as a cost of issuing the flow-through shares.

Loss Per Share

Loss per share and is calculated based on the weighted average number of shares issued and outstanding during the year. In the years when the Company reports a net loss, the effect of potential issuances of shares under options and warrants would be anti-dilutive and, therefore, basic and diluted loss per share is the same.

Financial Instruments

All financial assets and liabilities are initially recognized at fair value. In subsequent periods, financial assets and liabilities which are held for trading are recorded at fair value with gains and losses recognized in net income; financial assets which are loans and receivables or held to maturity are recorded at amortized cost using the effective interest rate method and gains and losses recognized in net income; financial assets which are available for sale are recorded at fair value with gains and losses recognized (net of applicable taxes) in other comprehensive income; financial liabilities that are not held for trading are recorded at amortized cost using the effective interest rate method and gains and losses recognized in net income.

Crown follows the amendment to CICA Handbook Section 3862, financial instruments, which requires disclosure about inputs to fair value measurements within fair value measurement hierarchy as follows:

i) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
ii) Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
ii) Level 3: inputs for the asset or liability that are not based on observable market data.

Stock-based Compensation

The Company applies the fair-value based method to all stock options granted and warrants issued. Accordingly, compensation cost is measured at fair value at the date of grant and is expensed on a straight line basis over the vesting period, with the related credit included in contributed surplus. The applicable contributed surplus is transferred to share capital, if and when stock options are exercised. Any consideration paid on the exercise of stock options and warrants are credited to capital stock.

The Company uses the Black-Scholes option pricing model to determine the value of all issued options and warrants. The table in note 9 summarizes the assumptions used with the Black-Scholes model for determining the value of the stock-based costs for the stock options and warrants issued in 2010 and 2009.

Other Stock-based Payments

The Company accounts for other stock-based payments based on the fair value of services granted or the equity instruments issued in exchange for the receipt of goods and services from non-employees by using the stock price and other measurement assumptions at the measurement date, whichever is the more reliably measured.

Foreign Exchange

Monetary assets and liabilities have been translated at the exchange rate prevailing at the balance sheet dates. Income and expenses are translated at rates prevailing at the dates of the related transactions. Non-monetary assets and liabilities are translated at historic rates. Gains or losses on foreign exchange for the year are included in the statements of operations.

Comparative Amounts

Certain prior year amounts have been reclassified to conform to account presentation in the current year. The net loss stated in prior year has not been affected by these changes.

Newly-Adopted Accounting Changes

Business combinations

On January 1, 2010 the Company early adopted, CICA issued Section 1582, "Business Combinations". Section 1582 establishes standards for the measurement of a business combination and the recognition and measurement of assets acquired and liabilities assumed. Under this policy, acquisition related costs have been expensed on the income statement as oppose to prior year treatment were they were recorded against the fair value of share capital. Adoption of this policy has been accounted for prospectively.

Future Accounting Pronouncements

The Canadian Accounting Standards Board ("AcSB") has confirmed that International Financial Reporting Standards ("IFRS") will replace current Canadian GAAP for publicly accountable enterprises, effective for fiscal years beginning on or after January 1, 2011. Accordingly, the Company will report interim and annual financial statements (with comparatives) in accordance with IFRS beginning with the quarter ending March 31, 2011.

The Company has commenced the development of an IFRS implementation plan to prepare for this transition, and is currently in the process of analyzing the key areas where changes to current accounting policies may be required. While an analysis will be required for all current accounting policies, the initial key areas of assessment included:

- Exploration and development expenditures;
- Property, plant and equipment (measurement and valuation);
- Provisions, including asset retirement obligations;
- Stock-based compensation;
- Accounting for joint ventures;
- Accounting for income taxes; and
- First-time adoption of International Financial Reporting Standards (IFRS 1).

As the analysis of each of the key areas progressed, other elements of the Company's IFRS implementation plan were also be addressed, including: the implication of changes to accounting policies and processes; financial statement note disclosures; information technology; internal controls; contractual arrangements; and employee training. The table below summarizes the expected timing and progress of these activities related to the Company's transition to IFRS.

Initial analysis of key areas for which changes to accounting policies may be required.	Completed
Detailed analysis of all relevant IFRS requirements and identification of areas requiring accounting policy changes or those with accounting policy alternatives.	Completed
Assessment of first-time adoption (IFRS 1) requirements and alternatives.	Completed
Final determination of changes to accounting policies and choices to be made with respect to first-time adoption alternatives	Completed
Resolution of the accounting policy change implications on information technology, internal controls and contractual arrangements	Completed
Management and employee education and training	Completed
Quantification of the Financial Statement impact of changes in accounting policies	In progress

The Company continues to monitor the deliberations and progress on plans to converge to IFRS by accounting standard setting bodies and securities regulators in Canada.

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

1) Exploration and Evaluation Expenditures

Subject to certain conditions, IFRS currently allows an entity to determine an accounting policy that specifies the treatment of costs related to the exploration for and evaluation of mineral properties. Exploration and evaluation costs are those expenditures for an area or project for which technical feasibility and commercial viability have not yet been determined. Under IFRS, Crown will expense these costs as Exploration and Evaluation costs on the income statement. The initial adoption of this standard will result in a decrease in mineral properties and related deferred costs of $7,752,297 as at December 31, 2010 and a corresponding reduction in future tax liability of $96,000. The charge of $2,234,795 will be made to retained earnings, share capital will increase by $55,000, future income tax recovery will decrease by $78,000 and $5,398,502 will be charged to Exploration and Evaluation costs on the income statement, and under the restated year ended December 31, 2010 income statement under IFRS. When the area or project is determined to be technically feasible and commercially viable, the costs will be transferred to PP&E. Development costs will include those expenditures for areas or projects where technical feasibility and commercial viability have been determined. Under IFRS, Crown will capitalize these costs within PP&E on the balance sheet. The costs will be depleted on a unit-of-production basis.

2) Impairment of (Non-financial) Assets

IFRS requires a write down of assets if the higher of the fair market value and the value in use of a group of assets is less than its carrying value. Value in use is determined using discounted estimated future cash flows. Current Canadian GAAP requires a write down to estimated fair value only if the undiscounted estimated future cash flows of a group of assets are less than its carrying value.

The Company's accounting policies related to impairment of non-financial assets will be changed to reflect these differences. However, the Company does not expect that this change will have an immediate impact on the carrying value of its assets. The Company will perform impairment assessments in accordance with IFRS at the transition date.

3) Share-based Payments

In certain circumstances, IFRS requires a different measurement of stock-based compensation related to stock options than current Canadian GAAP.

The Company does not expect any changes to its accounting policies related to share-based payments that would result in a significant change in line items within its financial statements.

4) Asset Retirement Obligations (Decommissioning Liabilities)

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

The Company's accounting policies related to decommissioning liabilities will be changed to reflect these differences. However, the Company does not expect this change will have an immediate impact on the carrying value of its assets.

5) Property and Equipment

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

The Company does not expect any changes to its accounting policies related to property and equipment that would result in a significant change to line items within its financial statements.

6) Income Taxes

In certain circumstances, IFRS contains different requirements related to recognition and measurement of future income taxes.

The Company does not expect any changes to its accounting policies related to income taxes that would result in a significant change to line items within its financial statements.

7) Foreign Currency

IFRS requires that the functional currency of the Company be determined separately, and the factors considered to determine functional currency are somewhat different than current Canadian GAAP.

The Company does not expect any changes to its accounting policies related to foreign currency that would result in a significant change to line items within its financial statements at the transition date.

Subsequent Disclosures

Further disclosers of the IFRS transition process are expected as follows:

• The Company's first financial statements prepared in accordance with IFRS will be the interim financial statements for the three months ending March 31, 2011, which will include notes disclosing transitional information and disclosure of new accounting policies under IFRS. The interim financial statements for the three months ending March 31, 2011, will also include the comparative period adjusted to comply with IFRS, and the Company's transition date IFRS statement of financial position (at December 31, 2009).

Financial Instruments and other Instruments

Fair Value of Financial Assets and Liabilities
The Company's financial instruments comprise cash, marketable securities, accounts receivable and accounts payable and accrued liabilities.

The Company has designated its cash as held-for-trading, which is measured at fair value. Marketable securities as classified as available for sale, which are measured at fair value. Fair value of marketable securities is determined based on transaction value and is categorized as Level 1 measurement. Accounts receivable are classified for accounting purposes as loans and receivables, which are measured at amortized cost which equals fair value. Accounts payable and accrued liabilities are classified for accounting purposes as other financial liabilities, which are measured at amortized cost which also equals fair value. Fair values of accounts receivable and accounts payable and accrued liabilities are determined from transaction values which were derived from observable market inputs. Fair values of these financial instruments are based on Level 2 measurements.

As at December 31, 2010, the carrying and fair value amounts of the Company's financial instruments are approximately equivalent.

The Company has made the following classifications:

Cash	Held for trading
Marketable securities	Available for sale
Accounts receivable	Other receivables
Accounts payable and accrued liabilities	Other liabilities

Financial Instrument Risk Exposures
It is management's opinion that the Company is not exposed to significant interest or credit risks arising from its financial instruments and that their fair values approximate their carrying value unless otherwise noted. Fluctuation in currency exchange rates, principally the Canadian/US dollar exchange rate, can impact the Company's earnings and cash flows.

Risks and Uncertainties

Political Risk
All of the Company's properties are located in Canada and the United States of America. Accordingly, the Company is subject to risks normally associated with exploration for and development of mineral properties in these countries. The Company's mineral exploration activities could be affected in varying degrees by such political instability, aboriginal land claims and government regulation relating to foreign investment and the mining business. Operations may also be affected in varying degrees by terrorism, military conflict or repression, crime, extreme fluctuations in currency rates and high inflation.

Interest Rate Risk
The Company invests cash surplus to its operational needs in investment-grade short term deposits certificates issued by the bank where it keeps its Canadian bank accounts. The Company periodically assesses the quality of its investments with this bank and is satisfied with the credit rating of the bank and the investment grade of its short term deposits certificates.

Equity Price Risk
Market risk arises from the possibility that changes in market prices will affect the value of the financial instruments of the Company. The Company is exposed to fair value fluctuations on its investments. The Company's other financial instruments (cash, accounts receivable, accounts payable and accrued liabilities) are not subject to price risk.

Business Risk
There are numerous business risks involved in the mineral exploration industry, some of which are outlined below. The Company may not always own 100% of the mineral claims, concessions, rights or other interests. Similarly, any non-compliance with or non-satisfaction of the terms of an option agreement by the Company could affect its ability to exercise the option and earn its interest in the claims, concessions and assets relating to mineral properties.

Mining claims, concessions or other interests may not include surface rights and there can be no assurance that the Company will be successful in negotiating long term surface rights access agreements in respect of the properties. Failure to obtain surface rights could have an adverse impact on the Company's future operations.

The Company's current or future operations, including development activities, are subject to environmental regulations which may make operations not economically viable or prohibit them altogether.

The success of the operations and activities of the Company is dependent to a significant extent on the efforts and abilities of its management, outside contractors, experts and other advisors. Investors must be willing to rely to a significant degree on management's discretion and judgement, as well as the expertise and competence of the outside contractors, experts and other advisors. The Company does not have a formal program in place for succession of management and training of management. The loss of one or more of the key employees or contractors, if not replaced on a timely basis, could adversely affect the Company's operations and financial performance.

Foreign Currency Risk
The Company's exploration and evaluation activities are substantially denominated in Canadian dollars and, to a lesser degree, in United States dollars. The Company's funds are predominantly kept in Canadian dollars, with a major Canadian financial institution.

Commodity Price Risk
The price of the common shares in the capital the Company, its financial results, exploration and development activities have been, or may in the future be, adversely affected by declines in the price of gold and/or other metals. Gold prices fluctuate widely and are affected by numerous factors beyond the Company's control, such as the sale or purchase of commodities by various central banks, financial institutions, expectations of inflation or deflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, international supply and demand, speculative activities and increased production due to new mine developments, improved mining and production methods and international economic and political trends. The Company's revenues, if any, are expected to be in large part derived from mining and sale of precious and base metals or interests in properties related thereto. The effect of these factors on the price of precious and base metals, and therefore the economic viability of any of the Company's exploration projects, cannot accurately be predicted.

Environmental and Permitting
All aspects of the Company's operations are subject to environmental regulation in the various jurisdictions in which it operates. These regulations, among other things, mandate the maintenance of air and water quality standards, land reclamation, transportation, storage and disposal of hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors, and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

Additional Capital
The exploration activities of the Company may require substantial additional financing. Failure to obtain sufficient financing may result in delaying or indefinite postponement of exploration and development of any of the Company's properties. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financings will be favourable to the Company. In addition, low commodity prices may affect the Company's ability to obtain financing.

Acquisition
The Company uses its best judgment to acquire mining properties for exploration and development. In pursuit of such opportunities, the Company may fail to select appropriate acquisition candidates or negotiate acceptable agreements, including arrangements to finance the acquisitions and development, or integrate such opportunity and their personnel with the Company. The Company cannot assure that it can complete any acquisition that it pursues or is currently pursuing, on favourable terms, or that any acquisition completed will ultimately benefit the Company.

Competition
The mining industry is intensely competitive in all of its phases, and the Company competes with many companies possessing greater financial resources and technical facilities than the Company. Competition in the mining business could adversely affect the Company's ability to acquire suitable producing properties or prospectus for mineral exploration in the future.

Internal Control over Financial Reporting
Internal controls over financial reporting are procedures designed to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use, and transactions are properly recorded and reported. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance with respect to the reliability of financial reporting and financial statement preparation.

DISCLOSURE OF OUTSTANDING SHARE DATA

SHARE CAPITAL

The following table sets forth information concerning the outstanding securities of the Company as at April 21, 2011:

Common Shares of no par value	Number
Shares	84,486,667
Warrants	32,824,530
Options	4,448,700

See note 9 to the audited consolidated financial statements for the years ended December 31, 2010 and 2009 for more detailed disclosure of outstanding shares data.

CROWN GOLD CORPORATION

OTHER INFORMATION

This MD&A of the financial position and results of operations as at December 31, 2010, should be read in conjunction with audited consolidated financial statements for the years ended December 31, 2010 and 2009. Additional information will be accessible at the Company's website www.crowngoldcorp.com or through the Company's public filings at www.sedar.com.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The Company's financial statements are the responsibility of the Company's management, and have been approved by the Board. The consolidated financial statements were prepared by the Company's management in accordance with GAAP. The consolidated financial statements include certain amounts based on the use of estimates and assumptions. Management has established these amounts in a reasonable manner, in order to ensure that the consolidated financial statements are presented fairly in all material respects.

The Company has designed appropriate internal controls over financial reporting ("ICFR") for the nature and size of the Company's business, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with GAAP.

The Company's ICFR are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with applicable Canadian GAAP. ICFR should include those policies and procedures that establish the following inter-related, non-discrete results:

- maintenance of records in reasonable detail, that accurately and fairly reflect the transactions and dispositions of the Company's assets;
- reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with GAAP;
- receipts and expenditures are only being made in accordance with authorizations of management and the Board ; and
- reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the consolidated financial statements.

There have been no changes in ICFR during the year ended December 31, 2010 that have materially affected, or are reasonably likely to materially affect, the Company's ICFR.

MANAGEMENT'S RESPONSIBILITY

Management is responsible for all information contained in this MD&A. The consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles and include amounts based on management's informed judgments and estimates. The financial and operating information included in this MD&A is consistent with that contained in the consolidated financial statements in all material aspects.

Management maintains internal controls to provide reasonable assurance that financial information is reliable and accurate and assets are safeguarded.

The Audit Committee has reviewed the consolidated financial statements with management. The Board of Directors has approved these consolidated financial statements on the recommendation of the Audit Committee.

Stephen Dunn
President
April 21, 2011