

Conway Resources Inc.

Management's Discussion and Analysis
For the first quarter ended August 31, 2011

Conway Resources Inc.

Management's Discussion and Analysis

For the first quarter ended August 31, 2011

This Management's Discussion and Analysis ("MD&A") provides an analysis of our operating results and our financial situation, which should enable the reader to evaluate the variances in Conway Resources Inc. (the "Corporation" or "Conway") operating results and financial situation for the first quarter ended August 31, 2011, in comparison with the quarter ended August 31, 2010. This MD&A, prepared as of November 29, 2011, supplements our interim financial statements for the first quarter ended August 31, 2011 and should be read in conjunction with our financial statements and the accompanying notes. Our financial statements are prepared in accordance with IFRS and all monetary values included in this MD&A are expressed in Canadian dollars, unless indicated otherwise. Our financial statements and MD&A are intended to provide a reasonable base for investors to evaluate our exploration results and our financial situation.

You are also invited to consult the SEDAR web site at www.sedar.com, where you will find all the documents filed according to applicable Canadian securities regulations.

DESCRIPTION OF THE CORPORATION

Conway Resources Inc. was incorporated under Part 1A of the Quebec Companies Act. The Corporation is primarily involved in the exploration of mining properties located in the Province of Québec.

Conway owns four gold properties and one rare metals property in Québec. Its main asset is the Belleterre Mine property. The property is the site of the old Belleterre mine, which produced over 800,000 ounces of gold between 1936 and 1959. A total of 2.18 million tonnes of ore at an average grade of 10.73 g/t Au were extracted from the mine, primarily from vein 12 (95% of production). Earlier reports indicate the presence of at least 21 veins on the property.

FORWARD-LOOKING STATEMENTS

This MD&A contains certain forward-looking statements that might involve uncertainty, time frames, and/or known and unknown risks beyond the Corporation's control. The Corporation's actual results, performance and achievements may differ materially from the results, performance and achievements implied by such forward-looking statements. Factors that could cause actual results to differ from those implied by forward-looking statements include, in particular, changes in the market gold price, the value of the Canadian dollar or the grade of the ore mined and unanticipated difficulties in mining activities that could have an impact on operating revenues and costs, as well as uncertainty regarding government regulations.

HIGHLIGHTS

Financings

- Closing of private placements totalling \$288,000 for the first quarter ended August 31, 2011 (\$355,625 in 2010).

Belleterre Mine Property

- Discovery of a vein of more than 240 metres long during the sampling program, with very similar geological features to Vein 12. The Corporation also discovered another potential vein, as well as five potential drilling targets, which returned values of 0.82 g/t Au to 12.38 g/t Au. Stripping and channelling work is ongoing on the various targets.
- Building of the Belleterre mine surface installations in preparation for dewatering of the mine: installation of the geomembrane on the two holding ponds.

Conway Paquin Property

- Ongoing study aimed at examining the possibility of producing gold using more environmentally-friendly methods, such as replacing cyanide with chlorine. A three-tonne bulk sample was extracted from the Conway vein for this purpose. The sample was ground and sent to the pilot plant of a potential strategic partner who is processing it. Earlier studies using this new green technology on smaller samples have shown an average recovery of 94.4%. The results are pending.

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FINANCIAL RESULTS

Selected annual information

Fiscal years ended	May 31, 2011 (\$)	August 31, 2010 (\$)	August 31, 2009 (\$)
RESULTS			
Interest	22	112	6,381
General administrative expenses	501,038	418,621	301,097
Net loss	411,260	629,408	968,489
Basic and diluted loss per share	0.01	0.01	0.03
BALANCE SHEET			
Cash and cash equivalents	207,571	111,020	65,724
Funds reserved for exploration	607,035	-	73,000
Total assets	6,720,683	5,457,861	3,742,064
MINING EXPLORATION			
Exploration expenses	552,414	510,448	1,180,698

First quarter operating results

Interest revenues for the first quarter ended August 31, 2011 totalled \$24, compared to \$105 for the quarter ended August 31, 2010.

Administrative expenses stood at \$194,023 for the first quarter ended August 31, 2011, compared to \$120,304 for the quarter ended August 31, 2010. This \$73,719 increase is related to variations in the items described in the table below.

For the first quarter ended August 31, 2011, the Corporation recorded a net loss of \$352,107 or \$0.003 per share, compared to a net loss of \$245,478 or \$0.002 per share for the quarter ended August 31, 2010.

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Summary of administrative expenses

	August 31, 2011 (\$)	August 31, 2010 (\$)	Variation (\$)
General administrative expenses	22,800	20,005	2,795
Professional fees	126,953	61,951	65,002
Management fees	13,750	8,332	5,418
Stock-based compensation	13,740	(23,370)	37,110
Interest and bank expenses	81	31,440	(31,359)
Representation and travel expenses	3,446	-	3,446
Registration, listing fees and shareholders' information	12,813	20,641	(7,828)
Amortization of fixed assets	440	1,305	(865)
Total administrative expenses	194,023	120,304	73,719

CASH FLOWS

Operating

Operating activities before net changes in non-cash working capital items used cash flows of \$179,819 for the three-month period ended August 31, 2011, compared to \$142,264 for the three-month period ended August 31, 2010.

Net changes in non-cash working capital items used cash flows of \$100,650 for the three-month period ended August 31, 2011, compared to generating cash flows of \$1,811 for the three-month period ended August 31, 2010.

Financing

During the three-month period ended August 31, 2011, the Corporation completed private placements of flow-through and common shares totalling \$288,000 and paid \$450 in share issue expenses. These placements allowed Conway to pursue exploration work on its properties and meet its commitments with regard to administrative expenses. For the three-month period ended August 31, 2010, the Corporation completed private placements of flow-through and common shares totalling \$355,625 and paid \$5,443 in share issue expenses.

Investing

During the three-month period ended August 31, 2011, an amount of \$429,852 was used from cash reserved for exploration and \$588,476 was invested in exploration on the Belleterre Mine, Conway Paquin and LITCO-1 properties.

For the three-month period ended August 31, 2010, an amount of \$20,000 was used to acquire the LITCO-1 property, \$110,000 was used from cash reserved for exploration, \$28,311 was

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received in tax credits and \$159,058 was invested in exploration expenses on the Conway Paquin and Belleterre Mine properties.

These activities resulted in a \$153,729 decrease in cash for the three-month period ended August 31, 2011, compared to a \$97,550 increase for the three-month period ended August 31, 2010.

BALANCE SHEET

The Corporation's total assets stood at \$6,882,526 as at August 31, 2011, compared to \$6,720,683 as at May 31, 2011. This increase is mainly due to the financings closed during the first quarter of fiscal 2012, net of exploration expenses incurred during the quarter.

Deferred exploration expenses increased from \$4,496,319 as at May 31, 2011 to \$5,084,793 as at August 31, 2011, resulting mainly from exploration work realized on the Belleterre Mine property.

DEFERRED EXPLORATION EXPENSES

Properties	Deferred exploration expenses as at August 31, 2011	Deferred exploration expenses as at May 31, 2011	Projected work
Conway Paquin	\$2,125,141	\$2,101,487	- Surface exploration work
Belleterre Mine	\$1,653,813	\$1,102,133	- Dewatering of the mine - Channel sampling and drilling - Development work in galleries
Fraser	\$717,192	\$717,192	- No work planned
Lavallée	\$568,041	\$568,041	- No work planned
LITCO-1	\$19,886	\$7,466	- Sampling and drilling

PROPERTIES AND EXPLORATION WORK

Belleterre Mine Property

Acquisition

In October 2008, the Corporation signed an agreement for the purchase of all the outstanding shares of Belleterre Mining Resources Inc., which owns two mining concessions covering 404.71 hectares in Guillet Township, in the Temiscamingue region in Quebec, including the old Belleterre mine. The property is located 2 km north east of the Belleterre village.

On April 1st 2010, the Corporation announced the signing of a new letter of intent to purchase all the issued and outstanding shares of Belleterre Mining Resources Inc. This agreement replaced the initial agreement dated November 14, 2008, and amended on September 30, 2009. In order to acquire Belleterre, Conway must fulfill the following conditions:

First year

- Issuance of 10,171,740 common shares of Conway to Belleterre shareholders on closing of the transaction;
- Assumption of the accounts payable shown on Belleterre's audited balance sheet as at May 31, 2009, for a maximum of \$120,000; and
- Execution of exploration work in the amount of \$293,898.62.

Second year

- Issuance of 5,085,870 common shares of Conway to Belleterre shareholders at the first anniversary of the transaction; and
- Execution of exploration work in the amount of \$500,000.

Third year

- Issuance of 5,085,870 common shares of Conway to Belleterre shareholders at the second anniversary of the transaction.

The common shares to be issued in the third year may be converted into cash at Conway's discretion at a price equal to the average price of Conway's common shares on the TSX Venture Exchange Inc. over a 20-day period preceding the date of the second anniversary of the closing of the transaction, or into gold, if Conway begins production at the Belleterre mine.

On June 30, 2010, the Corporation completed the acquisition of all the issued and outstanding shares of Belleterre Mining Resources Inc.

Summary of updated NI 43-101 report on the Belleterre Mine property (filed with SEDAR on June 28, 2010)

Discovered in 1930 by McIntyre Porcupine Mines, the Belleterre mine operated between 1936 and 1959 at a production rate of 350 tons per day with four shafts. Gold was mined from gold-bearing zones located along a 3.2 km strike length. A total of 2.18 million tonnes of ore grading an average of 10.73 g/t Au was extracted, primarily from Vein 12 (95% of production).

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According to an internal report from 1960, the property hosts a resource of 172,410 tonnes grading an average of 6.42 g/t Au in Vein 14, and 317,600 tonnes at 3.43 g/t Au in Vein 12W.

As no qualified person has done sufficient work to classify the historical estimate as current mineral resources, Conway is not treating the historical estimate as current mineral resources, and the historical estimate should not be relied upon.

2008 Drill Results

From December 2008 to January 2009, a total of 4,949 metres in 18 holes were drilled on Veins 14 and 16 and associated subsidiary conjugate auriferous structures. These drill holes have also led to the identification of other networks and small vein and stringer zones between Veins 14 and 16.

Vein 14

This gold structure is located 210 metres north of Shaft No.1. The vein has been traced over more than 300 metres on strike and down to 400 metres. This structure is open at depth below the deepest known level, the 2250 level (685 metres), and remains open East and West along strike. The most significant assay results for Vein 14 were 9.67 g/t Au over 0.64 metres; 8.33 g/t Au over 2.06 metres; 4.39 g/t Au over 2.0 metres; 2.42 g/t Au over 2.27 metres and 2.41 g/t Au over 2.01 metres.

Vein 16

Vein 16 is located on and near Shaft No.1. The vein was identified as far down as level 1800 (550 metres) when McIntyre was operating the mine. The drilling program has demonstrated that Vein 16 is subparallel and concordant to Vein 14. It extends laterally over a distance of 240 metres, and is open laterally to the East and West and at depth. The most significant Vein 16 intersections returned 26.35 g/t Au over 2.61 metres; 7.08 g/t Au over 1.0 metre; 1.84 g/t Au over 0.87 metres and 1.16 g/t Au over 1.42 metres.

Other Identified Veins

Veins	Description
12	<i>900 metres long, developed and mined down to 450 metres. Source of more than 95% of the ore extracted.</i>
12W 26	<i>These two veins show a possible extension under level 1275 (390 metres), where mining was completed. Vein 12W hosts historical resources of approximately 317,600 tonnes at 3.43 g/t Au (internal report by McIntyre Mines). Vein 12W returned some significant gold bearing values from a 2006-07 sampling program, including 2.02 g/t Au over 0.5 metres; 2.06 g/t Au over 0.5 metres and 4.05 g/t Au over 0.5 metres. Approximately 74,000 tonnes of ore were mined from Vein 26 at an average grade of 9.02 g/t Au.</i>
2	<i>Vein 2 was identified on five levels in the mine, over distances of 90 to 150 metres. Sampling by Riverton Resources made it possible to define a content of from 1.56 to 21.46 g/t Au over 5 metres over 30 metres of sampling.</i>
20	<i>This vein was discovered in the final years of mining. It is located to the south of and below the eastern end of Vein 12.</i>

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11	<i>This vein was explored in the various drifts between levels 125 and 500 over a distance of 152 metres. On surface, preliminary sampling by Riverton Resources returned values ranging from 4.67 g/t Au over 2.4 metres to up to 33.28 g/t Au over 0.61 metres, with an average grade of 11.20 g/t Au over 1.28 metres, over 33 metres of sampling on the vein.</i>
18	<i>This vein was developed at level 500 over a distance of approximately 75 metres. Diamond drilling confirmed that the vein extends to the surface.</i>
1	<i>Vein 1 extends eastward from Shaft No. 2 along the northern side of the Mill Creek fault. It outcrops in trenches over a distance of 450 metres. Visible gold was observed in the vein during previous work.</i>
7	<i>Vein 7 is perpendicular to Vein 1 and could be transverse-type. Some underground development work was done on this vein during mining. The vein was identified over more than 24 metres with an average grade of 16.48 g/t Au over 0.55 metres.</i>
6 8 18	<i>Very little work was done on these transverse-type veins. They are located close to Shaft No.1 and No.4. All these veins were identified by drilling or on surface.</i>
15 30	<i>These veins were identified approximately 700 metres southwest of Shaft No.2. The potential of Vein 30 was tested by trenching followed by a 2.4-metre deep bulk sample. Three holes drilled in 1986 by Exploration Brosnor intersected the vein over a length of 3 metres at an average grade of 7.78 g/t Au.</i>
19 23	<i>These east-west striking veins are located approximately 1 km southwest of Shaft No.2 and have returned significant gold values over more than 600 metres. The work done on Vein 19 in 2001 and later by Belleterre Mining demonstrated the continuity of the host structure.</i>
5 28 29	<i>These little-explored veins have returned gold values ranging from a few ppb to more than 31.1 g/t Au. The work done in 2001 and later by Belleterre Mining on Vein 5 demonstrated the continuity and width of the host structure. Mapping in the summer of 2006 demonstrated the significant potential of Veins 28 and 29, which returned values of over 7.6 g/t Au.</i>

Exploration Potential

The authors of the report believe that only part of the gold resource was mined and that the property still hosts several other favourable exploration targets.

Previous reports indicate the existence of at least 21 veins on the property. Vein 12, which was the main source of gold production in the 1950s and 1960s, still has interesting, significant potential for future resources near surface in the vicinity of Shaft No.1, at depth between levels 700 and 1800, and to the east between levels 700 and 1100 and sections 2900 and 3200. Veins 14 and 16 are still a priority, as they remain open in all directions. Several other veins, such as 12W, 26, 11, 1, 7 in particular, have not been sufficiently explored and require surface trenching and diamond drilling on their extensions.

During the year 2010, the Corporation completed geophysical surveys on the entire property, which consisted of ground magnetometry, Very Low Frequency (VLF) and Induced Polarization (IP) surveys, as well as IP surveying in some diamond drill holes to test the conductivity of the mineralized zones.

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In addition to confirming the presence of the known veins, the surveys indicated the existence of 194 potential targets, as well as a number of conductor axes parallel to veins 12 and 16, ranging in length from 100 metres to more than 600 metres. Indeed, the vein 16 intercept in Hole B-03-13, which returned 26.35 g/t Au over 2.61 metres (at a depth of 70.54 metres), hosts an excellent conductor traced over 500 metres on surface, to the east of the zone previously traced by drilling over 300 metres, meaning that the structure can now be traced over a distance of more than 800 metres. All the structures lie outside the historical work area, and could reflect as many potential new mineralized structures.

In line with its objective of developing the Belleterre Mine property, the Corporation obtained, on May 31, 2011, the certificate of authorization for development work at the Belleterre mining project from Quebec's Ministry of Sustainable Development, Environment and Parks on May 30. The work described in the application includes using Shaft #1 to dewater the mine to a depth of about 300 metres, excavation of a 1,429-metre ramp from surface down to mine level 750, rehabilitation of drifts and crosscuts accessible from the shaft, excavation of 2,000 metres of drifts and crosscuts along with about 20 drill bays, diamond drilling, and extraction of a 10,000-tonne bulk sample from Vein 14 and/or Vein 16 and/or some other structure identified by drilling.

Since receiving the certificate, the Corporation has completed tree clearing work, repaired the road leading to Shaft #1, dug the two holding ponds and lined the ponds with waterproof geomembranes. It will then install the fences around the ponds and install the filtration plant before dewatering the mine.

In the fall of 2011, the Corporation initiated a sampling program, which resulted in the collection of samples from 62 of the 194 geophysical targets identified, with some 50 targets returning no results. Many other targets could not be tested due to access issues, and will be sampled during the next sampling program, planned for 2012.

The Corporation then proceeded to stripping and channelling work on the best targets. The main target is a vein more than 240 metres long with very similar geological features to Vein 12. The Corporation will also strip and channel sample another potential vein, as well as five geophysical targets that returned values of 0.82 g/t Au to 12.38 g/t Au in the sampling program.

This work will allow to carefully prepare for the next drilling program on the property, scheduled for the winter of 2011.

The cost of work carried out on the Belleterre Mine property for the first quarter ended August 31, 2011, totalled \$551,680 (\$3,349 for the first quarter ended August 31, 2010).

Conway Paquin Property

Conway owns 100% of the Conway Paquin property, which consists of 12 mining claims covering an area of 174.7 hectares located in Guillet Township, in the Temiscamingue region in Quebec.

The property lies approximately 1.5 km NNW of the Belleterre village, about 110 km SW of Val-d'Or and 175 km southeast of Rouyn-Noranda. These claims lie west of the old Belleterre mine.

Historical work

Previous exploration work in this area led to the discovery of three gold-bearing structures of interest: the Conway, Paquin and Andresen veins, the first two which returned significant gold and silver values. All these showings are hosted in mafic rock and are associated with shear zones and/or tuffs. The Conway, Andresen and Paquin veins consist of bluish-white quartz containing 2-5% sulphides (pyrrhotite, pyrite, chalcopyrite, sphalerite and galena) in massive and disseminated form and in veinlets similar to Vein 12 of the Belleterre Mine, the source of most of the mine's production.

Exploration work carried out by Conway consisted of geological and geophysical surveys (induced polarization and magnetic), mechanical stripping, channel sampling and, since 2006, 90 drill holes were completed for a total of 7,067 metres, including 80 holes or 6,519 metres drilled between June 2007 and January 2008. This drilling proved the continuity along strike and at depth of the Conway vein over more than 225 metres, the Paquin vein over more than 480 metres and the Andresen vein over 50 metres. These structures are opened laterally and traced to a vertical depth of 75 metres. The best values returned 33.74 g/t over 1.61 m (CO-07-22) on the Conway vein, 18.96 g/t over 0.88 m (PA-07-45) on the Paquin vein and 1.54 g/t over 0,9 m on the Andresen vein.

At the beginning of 2009, three bulk samples totalizing 1,248 kg were taken from the Conway (525.7 kg), Paquin (436.4 kg) and Andresen veins (286.7 kg) and sent to COREM for mineralurgical tests on each vein. The final report dated April 15, 2009, gave the following grades: Conway Vein: 18.6 g/t Au and 69.4 g/t Ag; Paquin Vein: 20.0 g/t Au and 24.9 g/t Ag; and Andresen Vein: 0.8 g/t Au and 2.8 g/t Ag.

These excellent results led the Corporation to realize a bulk sample on the Conway and Paquin veins in fiscal 2010. Conway obtained the following results from its first bulk sample: production of a 10,021-gram gold bar with a 34% gold content for a total of 3,434 grams of gold, with the balance in silver. This bar was produced from 1,635 tonnes of ore grading an average of 2.28 g/t, for a 93% recovery rate. The sale of the bar in fiscal year 2011 has enabled the Corporation to collect an amount of \$154,400.

The outcome of this first bulk sample has provided Conway with considerable information on the properties of the ore found on Conway Paquin, as well as on how to improve operating results for bulk sampling planned for the future. The Corporation is also pleased with the gold recovery it obtained, which is a positive factor for future gold production.

The Corporation is presently examining the possibility of producing gold using more environmentally-friendly methods, such as replacing cyanide with chlorine.

A three-tonne bulk sample was extracted for this purpose from the Conway vein on the Conway Paquin property. Analysis of the samples collected from the bulk sample returned grades ranging from 6.24 g/t Au to 26.30 g/t Au for an average of about 14 g/t Au. The sample has been sent to a potential strategic partner who is currently assessing the properties and the gold recovery rate for the Conway ore. Earlier studies using this new green technology on smaller samples have shown an average recovery of 94.4%. The test results are pending.

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For the first quarter ended August 31, 2011, the cost of the work carried out on the Conway Paquin property totalled \$23,654 (\$155,709 for the first quarter ended August 31, 2010).

LITCO-1 Property

Conway acquired a 100% interest in the LITCO-1 lithium property, which comprises 14 contiguous claims covering 742 hectares in Eastmain Township, Quebec, a few kilometers north of Critical Elements Corporation's property.

During the 2011 fiscal year, the Corporation retained VIASAT GeoTechnologies to perform a geological study on the LITCO-1 property. The study involved processing and analysis of Landsat7 and WorldView-2 remote sensing data, topographic data and aeromagnetic data to provide a structural framework and support for exploration currently underway for lithium-rich pegmatite deposits.

The study confirmed the presence of four potential areas, two of which are more likely to have fostered the injection of pegmatites. The next phase of work will consist of sampling these areas.

For the first quarter ended August 31, 2011, the cost of the work carried out on the LITCO-1 property totalled \$12,420 (\$nil for the first quarter ended August 31, 2010).

Lavallée Property

Conway holds a 100% interest in the Lavallée Property, which consists of 23 mining claims covering 989.7 hectares in the Gaboury-Blondeau township, in the Temiscamingue region, Quebec. The property is subject to a 1.5% net smelter return royalty should the property go into production.

Historical work

Exploration has been carried out on the property since 1962, and has led to the discovery of a number of gold anomalies. The largest to date is the Lavallée structure, which covers a contact zone between a granodiorite-to-tonalite intrusive that underlies two-thirds of the northern part of the property and a band of mafic volcanics to the south. The volcanic band hosts the old Lorraine mine 4 km to the east, which produced 600,000 tonnes grading 1.08% Cu and 0.48% Ni.

The Lavallée gold-bearing structure is a vein-type structure that outcrops over more than 1.3 km, corresponding to a shear zone injected with smoky grey quartz veins, sometimes banded, containing 3 to 10% pyrite and pyrrhotite. The intrusive takes on a reddish hue due to hematite alteration.

It should be noted that the results of grab samples from earlier work returned grades of up to 503 g/t Au (14.7 oz/t Au), while a hole drilled in 1988 returned 10.29 g/t over 2.13 metres.

Since acquiring the property, the Corporation has conducted systematic exploration over the entire property, including a helicopter-borne magnetic and spectrometric survey, an induced polarization survey covering the intrusive, an electromagnetic survey over the southern part of

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the property hosting the volcanic, mechanical stripping, channel sampling, geological mapping and drilling.

Surface sampling of the Lavallée structure revealed gold grades ranging from several hundreds of ppb up to 11 g/t Au.

Conway carried out a diamond drilling program on the property, with 39 shallow holes totalling 3,178 metres of drilling primarily on the Lavallée structure and its lateral extensions, but also on new gold-bearing structures and geophysical targets (EMH, IP). Anomalous grades were obtained in at least eight holes, including 2.76 g/t Au over 1.0 m in Hole LA-07-20.

During the first quarter ended August 31, 2011, no exploration work was carried out by the Corporation on the Lavallée property (\$nil for the first quarter ended August 31, 2010).

Fraser Property

Conway acquired 100% of the Fraser property by staking. The property consists of 26 mining claims covering an area of 1,470.8 hectares located in Guillet Township, in the Temiscamingue region of Quebec. The property is located about 15 km west of the village of Belleterre.

Historical work

The Fraser property is underlain by a large granodiorite-to-tonalite batholith along with the possible northeastern extension of the Lavallée structure. Previous work on the property indicated several mineralized showings that could not be located or verified.

In 2007-2008, Conway carried out systematic exploration work over the entire property, including a helicopter-borne magnetic and spectrometric survey, an induced polarization survey, geological mapping of the line network and prospecting.

During the year ended August 31, 2009, a drilling program of 15 holes totalling 1,558 metres was carried out targeting induced polarization anomalies and quartz veins uncovered during prospecting. No significant gold assay values were obtained.

During the first quarter ended August 31, 2011, no exploration work was carried out by the Corporation on the Fraser property (\$nil for the first quarter ended August 31, 2010).

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SUMMARY OF QUARTERLY RESULTS

	August 31 2011	May 31 2011	February 28 2011	November 30 2010
Total assets	6,882,526	6,720,683	6,097,660	5,921,825
Interest revenues	24	11	11	-
Net income (loss)	(352,107)	9,331	(271,090)	(149,501)
Basic and diluted income (loss) per share	(0.003)	0.000	(0.003)	(0.002)

	August 31 2010	May 31 2010	February 28 2010	November 30 2009
Total assets	5,457,861	4,150,748	3,966,938	3,841,801
Interest revenues	105	-	3	4
Net loss	(245,478)	(95,846)	(201,430)	(86,654)
Basic and diluted loss per share	(0.002)	(0.002)	(0.005)	(0.002)

FINANCING SOURCES

The Corporation is not in commercial production and consequently does not generate any revenue from its operations, but receives interest from its liquidities. The Corporation usually funds its activities by issuing common shares on the financial markets.

During the three-month period ended August 31, 2011, the Corporation has completed private placements totalling \$288,000 (\$355,625 as at August 31, 2010). As at August 31, 2011, the Corporation had to spend \$434,755 (\$159,202 as at August 31, 2010) in exploration expenses by December 31, 2012.

As at August 31, 2011, the Corporation had \$53,842 in cash (\$207,571 as at May 31, 2011) and \$177,183 in funds reserved for exploration (\$607,035 as at May 31, 2011). Subsequently after the date of the balance sheet, the Corporation completed a private placement for total gross proceeds of \$725,000, including \$652,500 in flow-through shares and \$72,500 in common shares.

OFF-BALANCE SHEET ARRANGEMENT

None.

RELATED PARTY TRANSACTIONS

The Corporation incurred management fees of \$72,815 during the three-month period ended August 31, 2011 (\$8,333 in 2010) with a company controlled by a director of the Corporation.

The Corporation incurred professional fees of \$21,420 during the three-month period ended August 31, 2011 (\$6,458 in 2010) with directors of the Corporation.

The Corporation incurred legal counselling fees of \$10,626 during the three-month period ended August 31, 2011 (\$23,934 in 2010) with directors of the Corporation.

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These transactions are concluded in the normal course of business of the Corporation and are measured at their exchange value, which is the amount of consideration agreed between the parties. The balances payable to related parties are payable at the same terms as non-related accounts payable and result from the delivery of services.

CONTINGENCIES

The Corporation's operations are governed by governmental laws and regulations regarding environmental protection. Environmental consequences are hardly identifiable, in terms of level, impact or deadline. At the present time and to the best knowledge of its management, the Corporation is in conformity with the laws and regulations. Restoration costs will be accrued in the financial statements only when they will be reasonably estimated and will be charged to the earnings at that time.

The Corporation is funded in part by issuing flow-through shares. However, there is no guarantee that the funds spent by the Corporation will qualify as Canadian exploration expenses, even if the Corporation has committed to take all the necessary measures to that effect. The refusal of certain expenses by the tax authorities would result in adverse tax consequences for investors.

In addition, following the signing of flow-through share agreements, the Corporation had to spend an amount of \$434,755 as at August 31, 2011 (\$159,202 as at August 31, 2010) in exploration expenses by December 31, 2012. As at August 31, 2011, the Corporation did not have the necessary cash to meet the financial commitments for the fiscal year ended December 31, 2012. This increases the risk that funds may not be spent in exploration expenses in 2012. In the event that the Corporation does not meet the commitments related to these flow-through financings, the impact would be important for the Corporation's future activities. However, management believes that the Corporation will be able to meet its commitments.

COMMITMENT

In October 2010, the Corporation signed a lease for an annual sum of \$24,084 for office space for its headquarters. The lease is valid for a period of five years that began on December 1, 2010, and is renewable for an additional five years.

SUBSEQUENT EVENTS

On September 26, 2011, the Corporation announced the closing of a non-brokered private placement of flow-through common shares totalling \$725,000 with a Mining Fund. The private placement resulted in the issuance of 12,083,333 flow-through common shares at a price of \$0.06 per share and 12,083,333 warrants. Each warrant entitles the holder to purchase one additional common share of the Corporation at a price of \$0.10 for a 12-month period from closing of the private placement. In connection with the private placement, the Corporation has paid, as a finder's fee, a cash payment of 4% of the gross proceeds and issued 483,333 compensation common shares and 483,333 compensation warrants. Each warrant will entitle its holder to subscribe for one additional common share of the Corporation at a price of \$0.10 for a 12-month period following the closing date of the private placement.

FIRST-TIME ADOPTION OF IFRS

The financial statements for the first quarter ended August 31, 2011 are the Corporation's first interim financial statements prepared for a part of the period covered by the first IFRS annual financial statements. The date of transition to IFRS is September 1, 2010.

The Corporation's accounting policies presented in Note 4 to the financial statements for the first quarter ended August 31, 2011 have been applied in preparing the financial statements for the interim reporting period ended August 31, 2011, the comparative information and the opening statement of financial position at the date of transition.

The Corporation has applied IFRS 1 in preparing these first IFRS financial statements. The effects of the transition to IFRS on equity and total comprehensive loss and already established are presented in Note 18 to the financial statements for the first quarter ended August 31, 2011.

Exemptions applied

Upon transition, IFRS 1 dictates certain mandatory exceptions and certain optional exemptions from full retrospective application. The exceptions and exemptions adopted by the Corporation are set out below.

Mandatory exceptions

The estimates established by the Corporation in accordance with IFRS at the date of transition to IFRS are consistent with estimates made for the same date in accordance with Canadian GAAP, after adjustments to reflect any difference in accounting principles, if applicable.

Optional exemptions

The Corporation has chosen not to apply IFRS 2 "Share-based payment" retrospectively to options granted on or before November 7, 2002 or granted after November 7, 2002 and vested before the date of transition to IFRS.

Fair value as deemed cost

IFRS 1 allows an entity to evaluate each of its fixed assets using the fair value method ("fair value model") and to determine this fair value as deemed cost at the date of transition. An entity may choose to recalculate the original cost ("cost model") and accumulated depreciation in accordance with IAS 16 "Property, plant and equipment" and that, retroactively. The Corporation has elected to apply the cost model to fixed assets.

Flow-through shares

Flow-through shares are a unique Canadian tax incentive which are subject to specific guidance under Canadian GAAP. However, there is no equivalent guidance in IFRS. In the absence of specific guidance, the Corporation has adopted the approach to account for flow-through shares such that amounts resulting from the renunciation of flow-through expenditures will no longer be reflected as a reduction of share capital.

Share-based compensation

Under IFRS 2, each tranche of grant whose underlying rights are acquired gradually should be considered as a separate grant with its own vesting period and its own fair value and should be recognized on this basis. In addition, under IFRS, entities should estimate the grants for which it is expected that rights become acquired and shall revise that estimate, if subsequent information indicates it is likely that the renunciation will differ from the initial estimate.

Canadian GAAP allow the entity to consider all of the attribution as a group, to determine the fair value using the average life of the instruments and then to recognize share-based compensation expense according to the straight-line method over the vesting period. Also, according to accounting principles generally accepted in Canada, renunciations must be accounted for as they occur.

As at May 31 2011, the impact of the Corporation's transition to IFRS is the increase in the net loss and comprehensive income by \$8,776 and the increase of the accumulated deficit by the same amount.

As at November 30 2010, the impact of the Corporation's transition to IFRS is the reduction of the net loss and comprehensive income by \$3,272 and the reduction of the accumulated deficit by the same amount.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Corporation's activities are exposed to the following financial risks: market risk, credit risk and liquidity risk.

Market risk

Fair value

Fair value estimates are made at the balance sheet date, based on relevant market information and other information about the financial instruments. The fair value of other receivables and accounts payable and of amounts due approximates the carrying amount due to their short-term maturity.

Fair value hierarchy

Cash, cash in trust and funds reserved for exploration are measured at fair value and are categorized as Level 1. Their valuation is based on data observed in the market.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. All current financial assets and liabilities are exposed to marginal interest rate risk because they are non-interest bearing.

Currency risk

The Corporation is not exposed to currency fluctuations as all transactions occur in Canadian dollars.

Credit risk

Credit risk is the risk that one party to a financial instrument fails to discharge an obligation and causes the other party to incur a financial loss. The credit risk on cash is limited because the other parties are banks with high credit ratings assigned by international credit-rating agencies. Financial instruments which potentially expose the Corporation to credit risk mainly consist of other receivables. The majority of its receivables are from the governments of Quebec and Canada in the form of sales taxes receivable and government incentives. The maximum credit risk is equal to cash, funds reserved for exploration and taxes receivable.

Liquidity risk

Liquidity risk is the risk that the Corporation will not be able to meet the obligations associated with its financial liabilities. At the end of May 2011, management believes that it will get sufficient funds to meet its financial liabilities and future financial liabilities from its commitments. The Corporation's financial liabilities maturities are less than a year.

RISK FACTORS

Exploration risks

Exploration and mining involve a high degree of risk. Few exploration properties end up going into production. Other risks related to exploration and mining activities include unusual or unforeseen formations, fire, power failures, labour disputes, flooding, explosions, cave-ins, landslides and shortages of adequate or appropriate manpower, machinery or equipment.

The development of a resource property is subject to many factors including the cost of mining, variations in the quality of the material mined, fluctuations in commodity and currency markets, the cost of processing equipment, and others, such as government regulations including regulations regarding royalties, authorized production, import and export of natural resources and environmental protection. Depending on the price of the natural resources produced, the Corporation may decide not to undertake or continue commercial production. There can be no assurance that the expenses incurred by the Corporation to explore its properties will result in the discovery of a commercial quantity of ore. Most exploration projects do not result in the discovery of commercially viable mineral deposits.

Environmental and other regulations

Current and future environmental laws, regulations and measures could entail unforeseeable additional costs, capital expenditures, restrictions or delays in the Corporation's activities. Environmental regulations and standards are subject to constant revision and could be substantially tightened, which could have a serious impact on the Corporation and its ability to develop its properties economically. Before it commences mining a property, the Corporation must obtain environmental permits and the approval of the regulatory authorities. There is no assurance that these permits and approvals will be obtained, or that they will be obtained in a timely manner. The cost of complying with government regulations may also impact the viability of an operation or altogether prevent the economic development of a property.

Financing and development risks

Development of the Corporation's properties depends on its ability to raise the additional funds required. There can be no assurance that the Corporation will succeed in obtaining the funding required. In addition, the development of the resources of the properties may depend on the availability of qualified staff or on the signature of agreements with large resource companies that can provide the expertise required to develop a profitable mining operation.

ADDITIONAL INFORMATION FOR NEW ISSUERS WITHOUT SIGNIFICANT REVENUE

The Corporation provides information pertaining to deferred exploration expenses in Note 6 of its interim financial statements for the first quarter ended August 31, 2011.

The Corporation has incurred no R&D expenses.

The Corporation has no deferred expenses other than the mining properties and deferred exploration expenses.

INFORMATION ON OUTSTANDING SHARES

As at August 31, 2011, the Corporation's capital stock was comprised of 111,971,702 common shares issued and outstanding, compared to 102,085,832 common shares issued and outstanding as at May 31, 2011.

During the three-month period ended August 31, 2011, the Corporation issued 5,085,870 common shares valued at \$254,294 for the acquisition of a subsidiary, 4,800,000 common shares for an amount of \$288,000 pursuant to private placements completed during the period.

Stock options

The Corporation has a stock option plan for its directors, officers, employees and consultants. A maximum of 3,170,000 common shares of the Corporation may be issued pursuant to the stock option plan. The maximum number of shares that can be allocated annually to a beneficiary cannot exceed 5% of the issued and outstanding shares.

As at August 31, 2011, 2,870,000 options were outstanding and 2,349,000 options were exercisable.

Warrants

As at August 31, 2011, the Corporation had 49,464,266 warrants outstanding, compared to 50,342,925 as at May 31, 2011.

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Disclosure of outstanding securities data

The following table shows the capital structure of the Corporation as at November 29, 2011, the date of this MD&A. These figures may be subject to minor accounting adjustments prior to presentation in future financial statements.

	Expiration Date	Exercise Price (\$)	Number	Number
Common shares				124,538,366
Acquisition – Belleterre	June 2012	-	5,085,870	
Options	November 2011	0.10	300,000	
Options	December 2011	0.10	250,000	
Options	March 2012	0.10	265,000	
Options	June 2012	0.10	420,000	
Options	February 2015	0.10	850,000	
Options	March 2015	0.10	435,000	
Options	March 2016	0.10	350,000	
Warrants	December 2011	0.10	532,167	
Warrants	February 2012	0.10	6,240,000	
Warrants	March 2012	0.10	2,500,000	
Warrants	March 2012	0.12	12,856,842	
Warrants	June 2012	0.10	4,000,000	
Warrants	August 2012	0.10	7,423,353	
Warrants	September 2012	0.10	12,566,666	
Warrants	May 2013	0.10	2,833,334	
Warrants	May 2013	0.12	1,828,570	
Fully diluted common shares				183,275,168

STRATEGY AND OUTLOOK

Conway's primary goal consists in developing the Belleterre Mine. The broad lines of its corporate strategy are:

- Continuing to explore and develop the Corporation's gold properties with the aim of outlining resources that could be easily mined;
- Assessing the possibility of doing bulk sampling at current gold prices; and
- Seriously assessing the possibility of producing gold using environmentally-friendly methods.

ADDITIONAL INFORMATION AND ONGOING DISCLOSURE

The Corporation regularly discloses complementary information through press releases and quarterly financial statements on SEDAR at www.sedar.com.

CONFIRMATION

This MD&A was approved by the Board of Directors.

Francois Kalos
President and Chief Executive Officer

November 29, 2011

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GENERAL INFORMATION

Stock listing

TSX Venture Exchange Inc.
Symbol: CWY

Auditors

Mallette SENCRL
Comptables agréés
Québec, Québec

Transfer agent and registrar

Computershare Investor Services Inc.
1100 University Street, 12th Floor
Montréal, Québec, H3B 2G7

Officers

Francois Kalos	President and Chief Executive Officer
Laurent Beaudoin	Interim Chief Financial Officer
Raynald Samson	Executive Vice President

Board of Directors

Laurent Beaudoin
Francois Kalos
Raynald Samson

Legal counsel

Raynald Samson, lawyer
Québec, Québec

Conway Resources Inc.

2900 Chemin des Quatre Bourgeois, Local 207
Québec, Québec, G1V 1Y4
Tel: 418-871-3334
Fax: 418-871-8333

Email: info@ressources-conway.com

Website: www.ressources-conway.com