GOLDEN REIGN RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS
QUARTERLY REPORT – January 31, 2010

This Management Discussion and Analysis ("MD&A") of Golden Reign Resources Ltd. (the "Company") provides analysis of the Company's financial results for the three and nine month period ended January 31, 2010. The following information should be read in conjunction with the accompanying unaudited financial statements and the notes to the unaudited financial statements. This MD&A report is current as at March 30, 2010.

All financial information in this MD&A is prepared in accordance with Canadian generally accepted accounting principles and presented in Canadian dollars unless otherwise indicated.

Forward-Looking Statements

Certain statements contained in the following MD&A may constitute forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance and achievements of the Company to be materially different from the actual results, performance and achievements expressed or implied by these forward-looking statements.

BUSINESS OVERVIEW

Golden Reign, an early stage exploration company, was incorporated on April 1, 2004 under the laws of the Yukon Territory and continued into British Columbia under the *British Columbia Corporations Act*. Common shares of the Company are listed for trading on the TSX Venture Exchange ("TSX-V") under the symbol "GRR".

During fiscal 2009, the Company focused on identifying prospective mineral properties that met specific criteria; criteria determined by management to be necessary in the rapidly changing environment for junior exploration and mining companies. Key criteria identified by management for potential projects included, but was not limited to: indentifying more advanced exploration projects, as opposed to greenfield projects, with existing in-situ resources and the potential to increase those estimated resources; low cost production opportunities; stable political environment; existing infrastructure, such as roads, water and electricity; weather and length of exploration season; acquisition costs, including share capital dilution; and the quality of potential partners, in regard to specific projects and possible project pipeline expansion. Gold, one of the most sought after and desirable of commodities, has long been the exploration focus for the Company. The Company reviewed and conducted due diligence on a number of gold projects located in Canada, the United States and internationally.

On June 29, 2009, the Company announced the signing of an option agreement to acquire an initial 80% interest in the San Albino-Murra Mining Concession located in Nicaragua. The 8,700 hectare property, held by a private Nicaraguan company under a 25 year mining license expiring February 3, 2027, has a long history of exploration and mining. There are several old mines and workings within the property boundaries. The San Albino mine, a historical small-scale gold producer commenced production in the early 1920's and operated on and off until approximately 1940, reportedly producing 10 tons per day of 1 oz/t gold material.

Under the terms of the agreement, the Company is required to make aggregate cash payments of US$450,000, incur aggregate exploration expenditures of US$5,000,000 on the property and issue a total of 4,000,000 common shares from its treasury over a period of 4 years to earn an 80% interest in the property. To date, the Company has paid an aggregate US$170,000, representing all required payments for year one under the property option agreement. Further, a total of 1,000,000 common shares valued at $40,000 were issued to the vendor during the period. Cash payments of US$40,000 are payable on each six month anniversary of the signing of the agreement, for the duration of the option earn-in period.

Upon the Company earning its 80% interest, a participating joint-venture agreement will be entered into, unless the optionor elects to convert its 20% working interest to a 3% Net Smelter Royalty ("NSR") and cause the transfer of its working interest to the Company. In which case, the Company has the right to purchase 50% of the NSR, or 1.5%, for an amount of US$1,850,000, and, further, will have the right of first refusal to purchase the remaining 1.5% NSR should it be offered for sale at any time.

Mineral Properties and Deferred Exploration Costs

	Balance April 30, 2009	Additions	Written Off	Balance January 31, 2010
Mineral property costs	$ -	$ 227,966	$ -	$ 227,966
Deferred exploration costs	-	450,714	-	450,714
	$ -	$ 678,680	$ -	$ 678,680

For a comprehensive breakdown of mineral property costs and deferred exploration costs by property, please refer to Note 4 to the unaudited financial statements for the three and nine month period ended January 31, 2010.

RESULTS OF OPERATIONS

Selected Annual Information

Fiscal Year	**2009**	**2008**	**2007**
Net Sales	Nil	Nil	Nil
Net and comprehensive Loss	$ 304,361	$ 1,878,718	$ 1,684,614
Basic and diluted loss per share	$ 0.01	$ 0.07	$ 0.09
Total Assets	$ 1,203,275	$ 1,543,964	$ 3,400,588
Total Long-term liabilities	Nil	Nil	Nil
Cash dividends per share, common	N/A	N/A	N/A

No cash dividends have been declared or paid since the date of incorporation and the Company has no present intention of paying dividends on its common shares. The Company anticipates that all available funds will be invested to finance the growth of its business.

The Company's recorded loss for the financial years ended April 30, 2009, 2008, and 2007 is comprised mainly of general and administrative expenses. The reported net loss for 2009, 2008, and 2007 includes write-down of mineral property interests of $1, $1,480,196 and $498,489, respectively and stock-based compensation expense of $Nil, $7,886 and $728,362, respectively.

Fiscal 2007 marked the advancement of the Company from a private entity to a publicly listed entity. Stock based compensation of $728,362 was recorded, using the Black Scholes option pricing model, to reflect the fair value of options grants which vested during the year. Professional fees for 2007 totaled $103,534, as the Company successfully completed its IPO and commenced trading on the TSX-V.

Summary of Quarterly Results

Selected financial information for each of the eight most recently completed quarters are as follows:

	2010			**2009**				**2008**
	Q3	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**
Net Sales	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net and comprehensive loss	$ 91,557	$ 61,232	$ 71,473	$68,854	$76,200	$90,037	$ 69,270	$1,366,501
Basic and diluted loss per share	$ 0.01	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.01	$ 0.00	$ 0.05

Three Months ended January 31, 2010

The Company reported a net and comprehensive loss of $91,557 for the three month period ended January 31, 2010 compared to a net and comprehensive loss of $76,200 for the same period in the prior fiscal year. General and administrative expenses for this period totaled $92,521 (2009 - $79,496).

Consulting fees paid or accrued during the quarter for geological consulting services provided by an officer of the Company totaled $13,500, which was capitalized to mineral properties. In 2008, an amount of $13,500 was expensed to operations for such fees.

Wages and benefits were unchanged from the previous year and totaled $20,438 (2009 - $20,406). Management fees were also consistent with the prior year at $19,500.

Office and miscellaneous expenses were $10,928 (2009 - $8,531) and included: office rent of $7,527; bank charges of $1,069; courier costs of $196; office expenses of $572; office insurance of $225; and, telecommunication costs of $1,339. Amortization was recorded at $2,153 (2009 - $977). During the quarter, the Company realized foreign exchange losses of $179, as compared to a $6 gain in the prior year.

Expenditure on travel and promotion totaled $7,180 (2009 - $2,241) during the third quarter of fiscal 2010 ("Q3 2010"). Costs paid during the quarter include $342 (2009 - $180) for website hosting and maintenance, $41 (2009 - $Nil) for email broadcasts and news wire services and $6,797 (2009 - $2,061) for matters related to the Company's 2009 Annual General Meeting of shareholders.

Legal fees of $12,825 (2009 – $378) were incurred during Q3 2010, of which $12,286 related to mineral properties was capitalized. Audit related fees and accruals of $9,499 (2009 - $7,500) were recorded during the period, as the fees for fiscal 2009 were lower than anticipated and resulting in an over-accrual which was carried into fiscal 2010. In the prior year, an amount of $3,250 was paid for the preparation of the Company's annual tax return.

Regulatory and listing fees for the quarter were $1,560 (2009 - $132) and included filings related to the amended stock option plan and repricing of existing stock options. An amount of $1,535 (2009 - $1,279) was paid for transfer agency services rendered.

Stock-based compensation of $48,600 was recorded during Q3 2010 in relation to the grant of 575,000 incentive stock options to directors, officers, employees and consultants of the Company, of which $29,600 was capitalized as mineral property expenditures and $19,000 was expensed as stock based compensation in operations, with a corresponding increase in contributed surplus.

As the Company is an exploration stage company and does not generate any cash flow, it has no income other than interest income. The Company relies on equity financings for its working capital requirements and to fund its planned exploration activities. Interest income for the three months ended January 31, 2010 was $964 (2009 - $3,296), the decrease being attributable to reduced funds on hand and lower interest rates.

Nine Months ended January 31, 2010

The Company reported a net and comprehensive loss of $224,262 for the nine month period ended January 31, 2010 compared to a net and comprehensive loss of $235,507 for the same period in the prior fiscal year. General and administrative expenses for this period totaled $226,427 (2009 - $257,673).

Consulting fees paid or accrued during the period for geological consulting services provided by an officer of the Company totaled $40,500 (2009 - $40,500), of which an amount of $31,500 (2009 - $Nil) was capitalized to mineral properties. A further $1,000 was paid to a consultant in the prior year.

Wages and benefits were consistent with those of previous year and totaled $61,336 (2009 - $61,304). Management fees were also consistent with the prior year at $58,500 (2009 - $58,570).

Office and miscellaneous expenses were $31,620 (2009 - $27,153) and included: office rent of $21,111; bank charges of $1,751; courier costs of $322; office expenses of $4,100; office insurance of $675; and, telecommunication costs of $3,661. Amortization was recorded at $3,488 (2009 - $2,932). During the period, the Company realized foreign exchange losses of $4,810, as compared to a gain of $70 in the prior year.

Expenditure on travel and promotion totaled $11,923 (2009 - $17,780). Costs incurred during the period include $902 (2009 - $640) for website hosting and maintenance plus $2,620 for the redesign of the corporate website, meals and entertainment of $35 (2009 - $173), Annual General Meeting expenses of $7,023 (2009 - $7,943), mailings and email broadcast costs of $219 (2009 - $431) and $1,124 (2009 - $40) for news wire services. During the prior year, additional amounts of $6,667 and $1,886 were spent on advertising and travel, respectively.

Legal fees of $24,656 (2009 – $1,698) were incurred during fiscal 2010, of which $23,603 related to mineral properties was capitalized. Audit related fees and accruals of $9,499 (2009 - $34,664) were recorded during the period. An amount of $2,800 (2009 - $3,250) was paid for the preparation of the Company's annual tax return.

Regulatory and listing fees for the period were $6,687 (2009 - $4,049) and related to the filing of San Albino-Murra property option agreement, the 2009 audited financial statements and miscellaneous corporate filings. An amount of $4,214 (2009 - $3,740) was paid for transfer agency services rendered.

Stock-based compensation of $48,600 was recorded during 2010 in relation to the grant of 575,000 incentive stock options to directors, officers, employees and consultants of the Company, of which $29,600 was capitalized as mineral property expenditures and $19,000 was expensed as stock based compensation in operations, with a corresponding increase in contributed surplus.

Investing activities during fiscal 2010 comprised the acquisition of a 4x4 truck for Nicaraguan operations at a cost of $19,262 (2009 - $Nil) and computer equipment valued at $840 (2009 - $Nil).

During the period, $2,497 (2009- $1,104) was spent on property investigation costs during the review of potential property acquisitions, primarily within Canada. None of the properties reviewed were acquired by the Company.

As the Company is an exploration stage company and does not generate any cash flow, it has no income other than interest income. The Company relies on equity financings for its working capital requirements and to fund its planned exploration activities. Interest income for the nine months ended January 31, 2010 was $2,165 (2009 - $22,166), the decrease being attributable to reduced funds on hand and lower interest rates.

Trends

The Company's general and administrative expenditures are related to the level of financing and exploration activities that are being conducted, which may in turn depend on the Company's exploration activities and prospects, as well as general market conditions relating to the availability of funding for exploration-stage resource companies. The Company does not acquire properties or conduct exploration work on its properties on a pre-determined basis. Thus, there may not be predictable or observable trends in the Company's business activities and comparisons of financial operating results with prior years may not be meaningful.

Other than as herein disclosed, the Company is not aware of any trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect upon the Company's revenues, income from continuing operations, profitability, liquidity or capital resources, of that would cause reported financial information not necessarily to be indicative of future operating results or financial condition.

Market Trends

Following significant falls in 2008 (the notable exception being gold), prices of most metals are now trending upwards.

Gold prices have been on an uptrend for more than three years. The average gold price in 2007 was US$695/oz. Prices dropped below US$800/oz for a two-week period in early September 2008 and since mid-October have remained above US$716/oz. The average price in 2008 was US$871/oz. During 2009, the gold price surged over US$1,000/oz, with an average price of US972/oz and it is expected to remain strong into 2010.

In March 2008, the price of silver peaked at US$20.92/oz. Since that time, the price has dropped off; however, the price of silver has been rising of late as a result of economic uncertainties. During 2007, the average price was US$13.38/oz, as compared to US$14.99/oz in 2008. As at March 30, 2010 the price of silver was quoted at US$17.26/oz.

(Sources include: www.kitco.com; agmetalminer.com; www.mineweb.net; www.lme.co.uk)

RISKS FACTORS

The Company's principal activity of mineral exploration is considered to be very high risk. Companies involved in this industry are subject to many and varied types of risks, including but not limited to: environmental, commodity prices; political; and economic. Some of the more significant risks are:

- Substantial expenditures are required to explore for mineral reserves and the changes of identifying economical reserves are extremely low;
- Mineral resource amounts are estimates only and may be unreliable. The Company cannot be certain that any specified level of recovery of minerals from mineralized material will, in fact, be realized or that any of its mineral property interests or any other mineral deposit will ever qualify as a commercially mineable ore body that can be economically exploited. Material changes in the quantity of mineralization, grade or stripping ratio or mineral prices may affect the economic viability of the properties.
- The junior resource market where the Company raises funds is extremely volatile, companies are subject to high level of competition for the same pool of investment dollars, and there is no guarantee that the Company will be able to raise adequate funds in a timely manner to conduct its business;
- Although the Company has taken steps to verify title to its mineral property interests there is no guarantee that the mineral properties will not be subject to title disputes or undetected defects; and
- The Company is subject to laws and regulations related to environmental matters, including provisions for reclamation, discharge of hazardous material and other matters. The Company conducts its exploration activities in compliance with applicable environmental legislation and is not aware of any existing environmental problems related to its mineral property interests that may be the cause of material liability to the Company.

An investment in the Company's common shares is highly speculative and subject to a number of risks and uncertainties. Only those persons who can bear the risk of the entire loss of their investment should participate. An investor should carefully consider the risks described above and the other information filed with the Canadian securities regulators before investing in the Company's common shares. The risks described are not the only ones faced. Additional risks that the Company currently believes are immaterial may become important factors that affect the Company's business. If any of these risks occur, or if others occur, the Company's business, operating results and financial condition could be seriously harmed and investors may lose all of their investment.

Additionally, turbulent world markets, volatile stock prices, scarcity of capital and falling commodity prices are clear indicators that the economic cycle is currently in a declining phase. In recent months the unprecedented impact of failing financial markets and collapsing commodities markets has been felt worldwide.

LIQUIDITY AND CAPITAL RESOURCES

At January 31, 2010, the Company's primary capital asset was its investment in mineral properties of $678,680 (April 30, 2009 - $Nil). It held cash of $370,298 (April 30, 2009 - $1,182,074), which management believes is sufficient to fund near-term operations. However, additional financing will be required to maintain and progress the San Albino-Murra property. The Company's continuance as a going concern in the future will depend upon its ability to obtain adequate financing.

Subsequent to March 8, 2010, the Company announced a non-brokered private placement, subject to regulatory approval, of up to 5,000,000 units at a price of $0.20 per unit for gross proceeds of up to $1,000,000. Each unit will consist of one common share and one half of one share purchase warrant, with each full share purchase warrant entitling the holder thereof to acquire one additional common share at a price of $0.25 for a period of two years. The proceeds from the placement are intended to be utilized for continued mineral property exploration and general working capital.

The Company does not derive any revenues from operations and does not expect to generate any revenues from operations in the foreseeable future. The Company has no material income from operations.

On June 29, 2009, the Company announced that it had entered into an option agreement to acquire an initial 80% interest in the San Albino-Murra mining concession in Nicaragua. To January 31, 2010, the Company has expended $584,868 (2009 - $Nil) with respect to the mineral property, comprised of option payments totalling $227,966 and deferred exploration costs of $450,714.

For the nine-month period ended January 31, 2010, the Company experienced negative cash flows of $206,806 (2009 - $227,934) from operating activities. The Company did not undertake any financing activities in either 2010 or 2009. During fiscal 2010, an amount of $20,102 was spent to acquire vehicles and equipment.

The Company's financial performance is dependent upon many external factors. The Company expects that any revenues it may earn from its operations in the future will be from the sale of minerals. Both prices and markets for metals and minerals are cyclical, difficult to predict, volatile, subject to government price fixing and controls and respond to changes in domestic and international political, social and economic environments. In addition, the availability and cost of funds for exploration, development and production are difficult to predict. Changes in events could materially affect the financial performance of the Company.

The Company's mineral exploration activities have provided the Company with no sources of income and a history of losses and deficit positions. However, given the nature of its business, the results of operations as reflected in the net losses and losses per share do not provide meaningful interpretation of the Company's performance and valuation.

The exploration and subsequent development of mineral property interests depends on the Company's ability to obtain required financing. The Company has limited financial resources and there is no assurance that additional funding will be available to allow the Company to fully explore existing and future properties. Failure to obtain financing could result in the delay or indefinite postponement of further exploration and the possible partial or total loss of the Company's interest in certain properties. The Company may be unable to meet its obligations under agreements to which it is a party and the Company may consequently have its interest in the properties subject to such agreements jeopardized.

The Company is dependent on raising funds by the issuance of shares or disposing of interests it has in mineral properties in order to finance further acquisitions, undertake exploration and development activities on mineral properties and meet general and administrative expense in both the immediate and long term.

The Company's continuance as a going concern is dependent upon its ability to obtain adequate financing. As at January 31, 2010, the Company has no source of operating cash flows and has not yet achieved profitable operations, has accumulated losses since its inception and expects to incur further losses in the development of its business, and has no assurances that sufficient funding, including adequate financing, will be available to conduct further exploration and development of its mineral properties, all of which casts significant doubt as to the validity of the going concern assumption.

The unaudited financial statements do not reflect the adjustments to the carrying values of assets and liabilities, or the impact on the statement of operations and balance sheet classifications that would be necessary were the going concern assumption not appropriate. Such adjustments could be material.

Debt financing has not been used to fund the Company's property acquisitions and exploration activities. The Company has no current plans to use debt financing for such transactions and activities. The Company does not have "standby" credit facilities, or off-balance sheet arrangements and it does not use hedges or other financial derivatives.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not utilize off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

During the period ended January 31, 2010, the Company paid or accrued:

(a) management fees of $58,500 (2009 - $58,500) to a Kim Evans, a director and officer of the Company; and,
(b) consulting fees of $40,500 (2009 - $40,500) to Zoran Pudar, an officer of the Company, for the provision of geological consulting services, of which $31,500 (2009 - $Nil) was capitalized to mineral properties.

Included in accounts payable and accrued liabilities is $4,582 (2009 - $Nil) owing to an officer of the Company.

These transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the parties.

Accounting Policy Developments

i) Convergence with International Financial Reporting Standards

In 2006, the Canadian Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of the Company will be May 1, 2011 and will require the restatement for comparative purposes of amounts reported by the Company for the year ended April 30, 2011. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonable estimated at this time.

ii) Section 1582 Business Combinations, 1601 Consolidated Financial Statements and 1602 Non-controlling interests will replace the former Sections 1581 Business Combinations, 1600 Consolidated Financial Statements and establish a new section for accounting for a non-controlling interest in a subsidiary. Section 1582 is effective for business combinations for which the acquisition date is on or after January 1, 2011 and Sections 1601 and 1602 apply to consolidated financial statements relating to years beginning on or after January 1, 2011.

iii) During 2009, CICA Handbook Section 3862, *Financial Instruments – Disclosures*, was amended. These amendments are applicable to the Company's annual consolidated financial statements ending on November 30, 2009. The amendments provide for additional disclosure requirements about the inputs to fair value measurements of financial instruments, including their classification within a hierarchy that prioritizes the inputs to fair value measurement. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities
Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
Level 3 – Inputs that are not based on observable market data.

OUTSTANDING SHARE DATA AS AT MARCH 30, 2010:

(a) Authorized and issued share capital:

Class	Par Value	Authorized	Issued Number
Common	No par value	Unlimited	26,939,716

(b) Summary of options outstanding:

Security	Number Granted	Number Exercisable	Exercise Price	Expiry Date
Options	1,625,000	1,625,000	$ 0.20	November 27, 2011
Options	50,000	50,000	0.20	January 11, 2012
Options	575,000	575,000	0.20	November 9, 2014
	2,250,000	2,250,000		

(c) Summary of warrants outstanding: Nil

(d) There are a total of Nil (2009 – 1,252,000) shares subject to an escrow agreement, which will be released in increments of 15% every six months.

OTHER INFORMATION

The Company's web site address is www.goldenreign.com. Other information relating to the Company may be found on SEDAR at www.sedar.com.

Internal Controls and Disclosure Controls over Financial Reporting

On November 23, 2007, the British Columbia Securities Commission exempted Venture Issuers, such as the Company, from certifying disclosure controls and procedures, as well as internal controls over financial reporting as of December 31, 2007 and thereafter. The Company is now required to file basic certificates, which is has done during fiscal 2009 and 2010. The Company makes no assessment relating to establishment and maintenance of disclosure controls and procedures as defined under Multilateral Instrument 52-109 as at January 31, 2010.