GUYANA PRECIOUS METALS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE AND NINE MONTHS ENDED

SEPTEMBER 30, 2012

Dated: November 23, 2012

Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of Guyana Precious Metals Inc. ("Guyana Precious" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the three and nine months ended September 30, 2012. This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited annual consolidated financial statements of the Company for the years ended December 31, 2011 and 2010, together with the notes thereto, and the unaudited interim condensed consolidated financial statements for the three and nine months ended September 30, 2012, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's consolidated financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The unaudited interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS. Information contained herein is presented as of November 23, 2012, unless otherwise indicated.

As a result of ongoing review and possible amendments by interpretive guidance from the IASB and IFRIC, IFRS in effect at December 31, 2012, may differ from IFRS and interpretation statements applied in preparing the audited annual consolidated financial statements for the year ended December 31, 2011, and the unaudited condensed interim financial statements for the three and nine months ended September 30, 2012 and 2011.

For the purposes of preparing this MD&A, management, in conjunction with the board of directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Guyana Precious common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the board of directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations can be obtained from the offices of the Company or from **www.sedar.com**.

Caution Regarding Forward-looking Statements

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. Specifically, this MD&A includes, but is not limited to, forward-looking statements regarding: the Company's goal of creating shareholder value by concentrating on the acquisition of properties prospective for precious metals; its ability to meet its operating costs for the twelve-month period ending September 30, 2013; the plans, costs, timing and capital for future exploration and development of the Company's current and future property interests, including the costs and potential impact of complying with existing and proposed laws and regulations; management's outlook regarding future trends; sensitivity analysis on financial instruments that may vary from amounts disclosed; prices and price volatility for precious metals; and general business and economic conditions.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. These risks, uncertainties and other factors include, but are not limited to, price volatility for precious metals, changes in equity markets, timing and availability of external financing on acceptable terms, the uncertainties involved in interpreting geological data, the possibility that future exploration results will not be consistent with the Company's expectations, increases in costs, environmental compliance and changes in environmental legislation and regulation, exchange rate fluctuations, changes in economic and political conditions and other risks involved in the mining industry, as well as those risk factors listed in the "Risk Factors" section below. Readers are cautioned that the foregoing list of factors is not exhaustive of the factors that may affect the forward-looking statements. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such statements are based on a number of assumptions that may prove to be incorrect, including, but not limited to, assumptions about the following: the availability of financing for the Company's exploration and development activities; operating and exploration and development costs; its ability to retain and attract skilled staff and consultants; timing of the receipt of regulatory and governmental approvals for exploration projects and other operations; market competition; and general business and economic conditions.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statement, no inference should be drawn that it will make additional updates to those or other forward-looking statements.

Description of Business

The Company is a Canadian based exploration and development company. The principal mineral assets of the Company at the date of this MD&A are a 100% interest in the Peters property and Aremu property, located in Guyana, South America. The Company also holds a 100% interest in the Coppermine River project, located in Nunavut, Canada, a 100% interest in the Rory Claim Group, located in the Yukon Territory, Canada, and a 100% interest in the RC Group, located in Nunavut, Canada.

The Company is a reporting issuer in British Columbia, Alberta, and Ontario and trades on the TSX Venture Exchange under the symbol "GPM".

The Company's goal is to deliver superior returns to shareholders by concentrating on the acquisition of highly prospective properties. It plans to do this by focusing on certain properties, as set out below under "Mineral Exploration Properties".

Overall Performance

No notable events occurred to the date of this MD&A other than the following:

- On September 13, 2012, the Company closed a non-brokered placement (the "Placement") of 4,666,668 common shares at a price of $0.075 per common share for gross proceeds of $350,000.

- On August 22, 2012, Guyana Precious appointed Paul J. Murphy, B.Comm, CA, as the new Chief Financial Officer ("CFO") of the Company. The Company issued 1,000,000 options as consideration for his appointment. The options are exercisable at $0.10 until August 22, 2015. The options shall vest as to 25% on date of grant and as to 25% every six months thereafter.

- The exploration program is ongoing at the Peters Mine Property. See subheading "Guyana, South America" under the heading "Mineral Exploration Properties" below.

The Company's focus has been on acquiring key properties in the country of Guyana, South America. Company personnel have evaluated a number of new business opportunities, including both exploration and development properties with potential for hosting commercial deposits containing precious metals. The search for additional projects continues.

As at September 30, 2012, the Company had assets of $5,495,394 and a net equity position of $4,849,645. This compares with assets of $6,209,444 and a net equity position of $5,708,397 at December 31, 2011. The Company had $645,749 of liabilities and no debt (December 31, 2011 – $501,047). During the three and nine months ended September 30, 2012, the Company expensed $130,464 and $387,081, respectively, on exploration and evaluation expenditures (three and nine months ended September 30, 2011 - $2,591,658 and $2,670,496, respectively).

At September 30, 2012, the Company had working capital of $4,419,421, compared to $5,161,282 at December 31, 2011, a decrease of $741,861, or approximately 14%. The Company had cash, guaranteed investment certificates ("GICs") and short-term investments of $5,041,394 at September 30, 2012, compared to $5,607,798 at December 31, 2011, a decrease of $566,404, or approximately 10%. The decrease in working capital and cash, GICs and short-term investments can be attributed to increased operating costs, primarily reflecting increased support costs for the Company's operations in Guyana. This was offset by the Placement that was completed on September 13, 2012.

Trends

The Company is a mineral exploration and development entity, focused on the selection, acquisition, and exploration of mineral properties. Its current focus is to acquire new properties in Guyana prospective for mineralization. The Company's financial success will be dependent upon the extent to which it can make discoveries and on the economic viability of any such discoveries. The development of such assets may take years to complete and the resulting income, if any, is difficult to determine with any certainty. To date, the Company has not produced any revenues. The sales value of any minerals discovered by the Company is largely dependent upon factors beyond its control, such as the market value of the commodities produced.

There are significant uncertainties regarding the prices of base and precious metals and the availability of equity financing for the purposes of exploration and development. The future performance of the Company is largely tied to the development of its property interests and other prospective business opportunities and the overall financial markets. Financial markets are likely to be volatile, reflecting ongoing concerns about the stability of the global economy and weakening global growth prospects.

Unprecedented uncertainty in the credit markets has also led to increased difficulties in borrowing and raising funds. Companies worldwide have been affected particularly negatively by these trends. As a result, the Company may have difficulties raising equity financing for the purposes of base and precious metal exploration and development, particularly without excessively diluting the interests of existing shareholders. These trends may limit the ability of the Company to develop and/or further explore its current mineral exploration properties and any other property interests that may be acquired in the future. See "Risk Factors" below.

In addition to the risks outlined in this MD&A, Guyana Precious has identified the extreme volatility occurring in the financial markets recently as a significant risk for the Company. As a result of the market turmoil, investors are moving away from assets they perceive as risky to those they perceive as less so. Companies like Guyana Precious are considered risk assets and as mentioned above are highly speculative. The volatility in the markets and investor sentiment may make it difficult for Guyana Precious to access the capital markets in order to raise the capital it will need to fund its current level of expenditures.

Mineral Exploration Properties

The Company's exploration activities are at an early stage, and it has not yet been determined whether its properties contain an economic mineral reserve. There are no known deposits of minerals on any of the Company's mineral exploration properties and any activities of the Company thereon will constitute exploratory searches for minerals. See "Risk Factors" below.

(a) Coppermine River Project, Kugluktuk, Nunavut

Ownership Interest Description

The Company has a 100% interest in mining lease number 2797 located in the Coronation Gulf area, west of the Coppermine River (Coppermine River Property), approximately 60-75 km southwest of Kugluktuk, Nunavut, Canada. The Company intends to retain its ownership rights in the project by making any required payments to retain the property on a care and maintenance basis. For the three and nine months ended September 30, 2012, the Company accrued royalty fees on the project of $25,000 and $75,000, respectively, (three and nine months ended September 30, 2011 - $25,000 and $75,000, respectively).

Fiscal 2012 Exploration Program and Results

Guyana Precious did not carry out any significant work on the Coppermine River Project during the three and nine months ended September 30, 2012.

(b) Rory Claim Group, Yukon Territory

Ownership Interest Description

The Company has a 100% interest in the Rory Claim Group consisting of 265 staked claims located in the Yukon Territory, Canada. The Rory Claim Group is adjacent to the Wellgreen project in the Yukon Territory, Canada. The Rory Claim Group claims are in good standing until 2013.

Fiscal 2012 Exploration Program and Results

Guyana Precious is in the process of re-evaluating the Rory Claim Group in the Yukon by commissioning an in-depth interpretation of the airborne geophysics completed in 2008. Subject to a positive revaluation, the Company will determine a budget for a follow-up exploration program at the Rory Claim Group.

(c) RC Group, Nunavut

The Company has a 100% interest in the RC Group consisting of 30 staked claims located in Nunavut, Canada. The RC Group claims are in good standing until 2013.

Fiscal 2012 Exploration Program and Results

Guyana Precious received its land use permit from Indian and Northern Affairs Canada, its water license from the Nunavut Water Board and the land use permit from the First Nation Kitimeot Association. Guyana Precious is currently in discussions with the Nunavut Mining Recorder's office regarding a review of an assessment report (completed in 2005 and submitted in 2007). As of the date of this MD&A, the Company has not developed an exploration program for the RC Group.

(d) Guyana, South America

On July 7, 2011, the Company completed the acquisition of Guyana Goldfields Inc.'s 100% interest in the Peters property and Aremu property located in Guyana, South America, for US$2,400,000 paid in cash upon closing. In conjunction, the Company acquired a related bond for US$15,000 paid in cash.

The Peters property is located approximately 80km west-southwest of Bartica, a town in north-central Guyana in which the Essequibo, Mazaruni, and Cuyuni rivers meet, and approximately 140km southwest of Georgetown, the capital and largest city of Guyana, located in the Demerara-Mahaica region. The Aremu property comprises ten mining permits located about 60km west of Bartica and south of the Aremu River.

Fiscal 2012 Exploration Program and Results

The Peters property is undergoing a 10,000-metre exploration drilling program at a budgeted cost of approximately $1.6 million. The exploration program is based on re-interpretation of data from the previous operator at the Mango Trend (defined herein). Defined targets are being investigated with a sequence of 6 mechanized trenches of various lengths between 70 m and 120 m, and soil / rock sampling of the trenches. The trenching and sampling is being carried out concurrently with surface mapping. In anticipation of the exploration ramp up, a field camp has been established at the Peters Mine Main Shaft Area to facilitate ease of access to priority target areas. Based on archival records, the Peters Mine produced 40,000 ounces of gold between 1905 and 1909 with head grades in excess of one ounce. Historical production has not been verified and should not be relied upon. The Main Shaft Area, the site of the former operation, is part of a regional structural trend (the "Mango Trend") which is more than 8km in length.

For the three and nine months ended September 30, 2012, the Company has incurred $105,464 and $267,234, respectively (three and nine months ended September 30, 2011 - $2,566,658) of exploration costs towards its fiscal 2012 exploration program in Guyana, South America.

Guyana Goldfield Inc. ("GGI") has agreed to provide established logistical and geological support to Guyana Precious. Four directors act on both the boards of Guyana Precious and GGI. In addition, the Chief Executive Officer ("CEO") and CFO are common to both companies. GGI and Guyana Precious have signed an "area of influence" agreement, which restricts Guyana Precious from participating in property acquisition and development within a defined area of GGI's exploration and development activities in Guyana. In addition, GGI will have a right of first opportunity to acquire advanced stage properties in which there is a defined resource.

Management is looking for and evaluating properties of merit outside the "area of influence" at the date of this MD&A.

Technical Disclosure

The technical disclosure under the heading "Mineral Exploration Properties" has been prepared under the supervision of Alexander Po, P.Geo., and a "qualified person" within the meaning of National Instrument 43-101. Alexander Po is a director of the Company.

Environmental Liabilities

The Company is not aware of any environmental liabilities or obligations associated with its mining interests. The Company is conducting its operations in a manner that is consistent with governing environmental legislation.

Overall Objective

The Company is a junior mineral exploration company with an experienced management team engaged in the acquisition, exploration and development of properties for the mining of precious metals. Guyana Precious is in the process of exploring its mineral properties and has not yet determined whether these properties contain any economically recoverable mineral reserves. The success of the Company is dependent upon the existence of economically recoverable mineral reserves, the ability of the Company to obtain the necessary financing to complete exploration and development of its properties, the selling prices of minerals at the time, if ever, that the Company commences production from its properties, government policies and regulations and future profitable production or proceeds from the disposition of such properties.

Guyana Precious has not discovered economically recoverable mineral reserves. While discovery of ore-bearing structures may result in substantial rewards, it should be noted that few properties that are explored are ultimately developed into producing mines.

The Company may also seek to acquire additional mineral resource properties or companies holding such properties. The Company notes that mineral exploration in general is uncertain and the probability of finding economically recoverable mineral reserves on any one of its early stage prospects is low. However, the probability that one of the many prospects acquired will host economically recoverable mineral reserves is higher. As a result, the Company believes it is able to reduce overall exploration risk by acquiring additional mineral properties. In conducting its search for additional mineral properties, the Company may consider acquiring properties that it considers prospective based on criteria such as the exploration history of the properties, their location, 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 economically recoverable mineral reserves, the fact that expenditures made by the Company may not result in discoveries of economically recoverable mineral reserves, environmental risks, risks associated with land title, the competition faced by the Company and the potential failure of the Company to generate adequate funding for any such acquisitions. See "Risk Factors" below.

Off-Balance-Sheet Arrangements

As of the date of this filing, the Company does not have any off-balance-sheet arrangements that have, or are reasonably likely to have, a current or future effect on the financial performance or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

Proposed Transactions

There are no proposed transactions of a material nature being considered by the Company. The Company continues to evaluate properties and corporate entities that it may acquire in the future.

Disclosure of Internal Controls

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the unaudited condensed interim consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited condensed interim consolidated financial statements; and (ii) the unaudited condensed interim consolidated financial statements fairly present in all material respects the financial condition, financial performance and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP (IFRS).

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Summary of Quarterly Information

Three Months Ended	Total Assets $	Total Revenue $	Profit or Loss	
			Total $	Per Share $
September 30, 2012	5,495,394	-	(579,396) (1)	(0.01)
June 30, 2012	5,537,864	-	(462,491) (2)	(0.01)
March 31, 2012	5,868,370	-	(499,768) (3)	(0.01)
December 31, 2011	6,209,444	-	(809,561) (4)	(0.01)
September 30, 2011	6,893,953	-	(2,706,638) (5)	(0.03)
June 30, 2011	9,452,181	-	(718,736) (6)	(0.01)
March 31, 2011	9,883,325	-	(659,672) (7)	(0.01)
December 31, 2010	10,190,470	-	137,934 (8)	0.00

Notes:

(1) Net loss of $579,396 includes salaries and benefits of $98,829, consulting fees of $53,065, administrative and general of $35,512, reporting issuer costs of $5,264, professional fees of $20,893, insurance of $7,308, accounting fees of $1,989, exploration and evaluation expenditures of $130,464 (includes royalties of $25,000), amortization of $39,997, and an unrealized loss on short-term investments of $52,900. These amounts are offset by interest and other income of $5,830.

(2) Net loss of $462,491 includes salaries and benefits of $104,932, consulting fees of $77,275, administrative and general of $33,006, reporting issuer costs of $18,241, professional fees of $14,890, insurance of $7,308, accounting fees of $99, exploration and evaluation expenditures of $141,812 (includes royalties of $25,000), amortization of $39,997, and an unrealized loss on short-term investments of $82,900. These amounts are offset by interest and other income of $6,219.

(3) Net loss of $499,768 includes salaries and benefits of $126,273, consulting fees of $94,118, administrative and general of $38,090, reporting issuer costs of $14,688, professional fees of $20,882, insurance of $7,308, accounting fees of $4,831, exploration and evaluation expenditures of $114,805 (includes royalties of $25,000) and amortization of $39,998. These amounts are offset by interest and other income of $4,966 and an unrealized gain on short-term investments of $5,510.

(4) Net loss of $809,561 includes consulting fees of $155,648, administrative and general of $36,394, reporting issuer costs of $3,294, professional fees of $3,154, insurance of $8,064, accounting fees of $15,211, exploration and evaluation expenditures of $419,400 (includes royalties of $25,000), foreign exchange loss of $112,993, unrealized loss on short-term investments of $62,903 and amortization of $39,418. These amounts are offset by interest and other income of $6,371, gain on short-term investments of $31,293 and a recovery of salaries and benefits of $6,979.

(5) Net loss of $2,706,638 includes salaries and benefits of $206,891, consulting fees of $15,000, administrative and general of $29,526, reporting issuer costs of $13,896, professional fees of $20,087, insurance of $7,064, accounting fees of $4,587, exploration and evaluation expenditures of $2,608,022 (includes royalties of $25,000), unrealized loss on short-term investments of

$70,798 and amortization of $2,209. These amounts are offset by interest and other income of $8,587, gain on sale of short-term investments of $3,135 and foreign exchange gain of $259,720.

(6) Net loss of $718,736 includes salaries and benefits of $294,125, consulting fees of $15,000, administrative and general of $35,769, reporting issuer costs of $34,815, professional fees of $79,845, insurance of $7,338, accounting fees of $5,962, foreign exchange loss of $10,910, exploration and evaluation expenditures of $53,838 (includes royalties of $25,000), unrealized loss on short-term investments of $187,209 and amortization of $2,208. These amounts are offset by interest and other income of $8,283.

(7) Net loss of $659,672 includes salaries and benefits of $420,597, consulting fees of $6,000, administrative and general of $37,705, reporting issuer costs of $16,220, professional fees of $11,142, insurance of $12,139, accounting fees of $2,800, foreign exchange loss of $119,303, royalties of $25,000, unrealized loss on short-term investments of $26,500 and amortization of $2,209. These amounts are offset by interest and other income of $19,943.

(8) Net income of $137,934 includes an unrealized gain on short-term investments of $304,700 and interest income of $7,050. These amounts were offset by administrative and general expenses of $70,681, consulting fees of $6,000, royalties of $25,000, professional fees of $16,441, accounting fees of $8,699, insurance of $3,085, salaries and benefits of $34,555, reporting issuer costs of $2,824, foreign exchange loss of $3,376 and amortization of $3,155.

Discussion of Operations

Nine months ended September 30, 2012, compared with nine months ended September 30, 2011.

Guyana Precious net loss totaled $1,541,655 for the nine months ended September 30, 2012, with basic and diluted loss per share of $0.02. This compares with a net loss of $4,085,046 with basic and diluted loss per share of $0.05 for the nine months ended September 30, 2011. The decrease in net loss of $2,543,391 was principally because:

- Exploration and evaluation expenses (holding costs and royalties) for the nine months ended September 30, 2012, were $387,081 (nine months ended September 30, 2011 – $2,670,496). These expenses relate to accrued advance royalty payments for the Coppermine River project and expediting costs for the Peters and Aremu properties. The decrease of $2,283,415 is due to the purchase of the Peters and Aremu properties in the prior year.

- Salaries and benefits decreased by $501,579 for the nine months ended September 30, 2012, compared to the nine months ended September 30, 2011.

  For the nine months ended September 30, 2012, salaries and benefits included stock-based compensation of $189,401 including $107,267 for the 2,875,000 options granted on January 28, 2011, $22,358 for the 250,000 options granted on April 28, 2011, $28,870 for the 1,550,000 options granted on November 7, 2011, $9,691 for the 250,000 options granted on June 26, 2012 and $21,215 for the 1,000,000 options granted on August 22, 2012.

  In addition, included in salaries and benefits were director fees of $50,500 for the nine months ended September 30, 2012, compared to $36,000 for the nine months ended September 30, 2011. A salary of $90,000 was also paid to the CEO (nine months ended September 30, 2011 - $90,000).

- Consulting increased to $224,458 for the nine months ended September 30, 2012 (nine months ended September 30, 2011 - $134,750). Consulting fees of $24,436 were paid to the former CFO (nine months ended September 30, 2011 - $31,162) to maintain the day-to-day operations of the Company. Fees to the former CFO are continuing, albeit at a reduced rate for certain accounting related services. Refer to "Transactions with Related Parties", below. The remaining consulting fee balance was paid to various consultants. Of this, $54,020 (2011 comparative period - $103,588) was paid in cash and the remaining $146,002 (2011 comparative period - $nil) in stock options.

- Interest and other income decreased by $19,798 during the nine months ended September 30, 2012, compared to the nine months ended September 30, 2011.

- Unrealized loss on short-term investments during the nine months ended September 30, 2012, was $130,290 (nine months ended September 30, 2011 – $284,507).

- All other expenses related to general working capital.

Three months ended September 30, 2012, compared with three months ended September 30, 2011.

Guyana Precious net loss totaled $579,396 for the three months ended September 30, 2012, with basic and diluted loss per share of $0.01. This compares with a net loss of $2,706,638 with basic and diluted loss per share of $0.03 for the three months ended September 30, 2011. The decrease in net loss of $2,127,242 was principally because:

- Exploration and evaluation expenses (holding costs and royalties) for the three months ended September 30, 2012, were $130,464 (three months ended September 30, 2011 – $2,591,658). These expenses relate to accrued advance royalty payments for the Coppermine River project and expediting costs for the Peters and Aremu properties. The decrease of $2,461,194 is due to the purchase of the Peters and Aremu properties in the prior year.

- Salaries and benefits decreased by $78,062 for the three months ended September 30, 2012, compared to the three months ended September 30, 2011.

  For the three months ended September 30, 2012, salaries and benefits included stock-based compensation of $47,230 including $11,920 for the 2,875,000 options granted on January 28, 2011, $4,546 for the 250,000 options granted on April 28, 2011, $4,993 for the 1,550,000 options granted on November 7, 2011, $4,556 for the 250,000 options granted on June 26, 2012 and $21,215 for the 1,000,000 options granted on August 22, 2012.

  In addition, included in salaries and benefits were director fees of $18,000 for the three months ended September 30, 2012, compared to $18,000 for the three months ended September 30, 2011. A salary of $30,000 was paid to the CEO (three months ended September 30, 2011 - $30,000).

- Consulting increased to $53,065 for the three months ended September 30, 2012 (three months ended September 30, 2011 - $45,000). Consulting fees of $6,200 were paid to the former CFO (three months ended September 30, 2011 - $8,900) to maintain the day-to-day operations of the Company. Fees to the former CFO are continuing, albeit at a reduced rate for certain accounting related services. Refer to "Transactions with Related Parties", below. The remaining balance was paid to various consultants. Of this, $20,249 (2011 comparative period - $36,100) was paid in cash and the remaining $26,616 (2011 comparative period - $nil) in stock options.

- Interest and other income decreased by $2,757 during the three months ended September 30, 2012, compared to the three months ended September 30, 2011.

- Unrealized loss on short-term investments during the three months ended September 30, 2012, was $52,900 (three months ended September 30, 2011 – $70,798).

- All other expenses related to general working capital.

Liquidity and Capital Resources

The activities of the Company, principally the acquisition and exploration of properties prospective for precious metals, are financed through the completion of equity transactions such as equity offerings and the exercise of stock options and warrants. There is no assurance that future equity capital will be available to the Company in the amounts or at the times desired by the Company or on terms that are acceptable to it, if at all. See "Risk Factors" below.

The Company has no operating revenues and therefore must utilize its current cash reserves, funds obtained from the exercise of warrants and stock options and other financing transactions to maintain its capacity to meet ongoing operating activities. As of September 30, 2012, the Company had 91,814,513 common shares issued and outstanding, 35,000,000 warrants outstanding that would raise $9,100,000 and 6,475,000 options outstanding that would raise $2,004,000 if exercised in full. This is not anticipated in the immediate future. See "Trends" above.

Amounts payable and other liabilities increased to $645,749 at September 30, 2012, compared to $501,047 at December 31, 2011. The Company's cash as of September 30, 2012, is sufficient to pay these liabilities.

Cash used in operating activities was $644,007 for the nine months ended September 30, 2012. Operating activities were affected by a net change in non-cash working capital balances of $175,457 because of an increase in amounts payable and other liabilities of $144,702, and a decrease of accounts receivable and other assets of $30,755. The Company also recorded share-based payments of $335,403, amortization of $119,992, unrealized loss on short-term investments of $130,290 and an unrealized foreign exchange loss of $136,506.

Cash used for investing activities for the nine months ended September 30, 2012, was $3,600 which includes the purchase of property and equipment of $3,600.

The Company raised a net amount of $347,500 from the Placement completed on September 13, 2012. No financings occurred during the nine months ended September 30, 2011.

The Company's liquidity risk from financial instruments is minimal as excess cash is held in current bank accounts.

The Company's investment in Prophecy Coal Corp. ("Prophecy Coal") as of September 30, 2012, was estimated to be $75,000. The Company could sell its investment in Prophecy Coal to access funds to settle its obligations as they arise. However, management intends to maintain the Company's investment in Prophecy Coal until it becomes advantageous to sell the investment or liquidity concerns necessitate such sale.

The Company's use of cash is currently and is expected to continue to be focused on two principal areas, namely the funding of its general and administrative expenditures and the funding of its investment activities. Investing activities include the cash components of the cost of acquiring and exploring the

Company's mineral claims. For the twelve-month period ending September 30, 2013, corporate head office costs are estimated to average less than $250,000 per quarter. The $250,000 covers salaries and benefits, consulting fees, administrative and general, reporting issuer costs, accounting fees, professional fees and insurance. In addition, the Company plans to spend $1.6 million ($267,234 spent) on a 10,000-metre exploration program on the Peters property. There are currently no plans for the Company's Canadian properties.

While the Company has no source of revenue, it believes it has sufficient cash resources to meet its administrative overhead and maintain its mineral investments for the next two to three years, depending on future events. In order to meet future expenditures and cover administrative and exploration costs beyond that point, the Company will need to raise additional financing. Although the Company has been successful in raising funds to date, there can be no assurance that adequate funding will be available in the future, or under terms favourable to the Company. See "Risk Factors" below.

Changes in Accounting Policies

There are no relevant changes in accounting standards applicable to future periods other than as disclosed in the section entitled "Significant Accounting Policies" in the Company's MD&A for the fiscal year ended December 31, 2011, available on SEDAR at **www.sedar.com**.

Management of Capital

The Company manages its capital with the following objectives:

- to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- to maximize shareholder return.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

The Company considers its capital to be equity, comprising share capital, capital surplus, warrant reserve and deficit, which at September 30, 2012, totaled $4,849,645 (December 31, 2011 - $5,708,397).

The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating expenditures, and other investing and financing activities. The forecast is updated based on activities related to its mineral properties. Selected information is provided to the Board of Directors. The Company's capital management objectives, policies and processes have remained unchanged during the three and nine months ended September 30, 2012. The Company is not subject to any external capital requirements.

Financial Instruments

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including foreign currency risk and equity price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

(i) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents and restricted cash. Cash and cash equivalents and restricted cash are held with select major chartered banks, from which management believes the risk of loss to be minimal.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at September 30, 2012, the Company had cash and cash equivalents of $4,966,394 (December 31, 2011 - $5,402,508) to settle current liabilities of $645,749 (December 31, 2011 - $501,047). All of the Company's financial liabilities have contractual maturities of less than 90 days and are subject to normal trade terms. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as liquidity.

(iii) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and equity prices.

(a) Foreign currency risk

The Company's functional and reporting currency is the Canadian Dollar and major purchases are transacted in Canadian Dollars. As of September 30, 2012, the Company funds certain operations, exploration and administrative expenses in Guyana and Barbados on a cash call basis using US Dollar currency converted from its Canadian Dollar bank accounts held in Canada. The Company maintains US Dollar bank accounts in Canada, Barbados, and Guyana and Guyanese Dollar bank accounts in Guyana. The Company is subject to gains and losses from fluctuations in the US Dollar and Guyanese Dollar against the Canadian Dollar.

(b) Equity price risk

The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company's investment in the common shares and warrants of Prophecy Coal is subject to fair value fluctuations arising from changes in the equity market.

Sensitivity analysis

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are reasonably possible over a nine month period:

(i) The Company holds balances in foreign currencies which could give rise to exposure to foreign exchange risk. Sensitivity to a plus or minus 10% change in the foreign exchange rate against the Canadian Dollar would affect the reported loss and comprehensive loss by approximately $243,000.

(ii) The Company's investment in the common shares of Prophecy Coal is subject to fair value fluctuations (included in 'short-term investments'). As at September 30, 2012, sensitivity to a plus or minus 10% change in the quoted market price of Prophecy Coal common shares, with all other variables held constant, would affect reported loss and comprehensive loss for the nine months ended September 30, 2012, by approximately $7,500.

(iii) The Company's investment in the warrants of Prophecy Coal (included in 'short-term investments') is subject to fair value fluctuations. As at September 30, 2012, sensitivity to a plus or minus 10% change in the fair value of Prophecy Coal warrants, with all other variables held constant would not have a material impact on the reported net loss and comprehensive loss.

Outlook

The Company's long-term goal is to develop properties and achieve production on new acquisitions in Guyana, South America.

The Company's Canadian properties are under care and maintenance.

There is no guarantee that the Company will discover a viable mineral deposit.

Transactions with Related Parties

Related parties include the Board of Directors, officers, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions. Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties).

(a) Guyana Precious entered into the following transactions with related parties:

	Nine months ended September 30, 2012 $	Nine months ended September 30, 2011 $
Marrelli Support Services Inc. ("Marrelli Support") (i)	24,436	31,162
Bruce Rosenberg (ii)	36,367	18,813
DSA Corporate Services Inc. ("DSA") (iii)	11,407	10,227
1140301 Ontario Ltd. (iv)	9,000	9,000
2260200 Ontario Inc. (iv)	9,000	6,000
Lewis Downey Tornosky Lassaline & Timpano (v)	9,000	nil
Total	**99,210**	**75,202**

	Three months ended September 30, 2012 $	Three months ended September 30, 2011 $
Marrelli Support (i)	6,200	8,900
Bruce Rosenberg (ii)	13,701	6,600
DSA (iii)	1,742	6,090
1140301 Ontario Ltd. (iv)	3,000	6,000
2260200 Ontario Inc. (iv)	3,000	3,000
Lewis Downey Tornosky Lassaline & Timpano (v)	3,000	nil
Total	**30,643**	**30,590**

(i) For the three and nine months ended September 30, 2012, the Company expensed $6,200 and $24,436, respectively (three and nine months ended September 30, 2011 - $8,900 and $31,162, respectively) to Marrelli Support for the services of Carmelo Marrelli to act as Chief Financial Officer ("CFO") of the Company prior to his resignation. Carmelo Marrelli is the president of Marrelli Support. Carmelo Marrelli resigned as CFO of the Company, effective August 22, 2012.

(ii) Bruce Rosenberg is a director of Guyana. Fees related to legal services provided by Mr. Rosenberg and director's fees. Director fees were paid to a company controlled by Mr. Rosenberg. As at September 30, 2012, his company was owed $3,000 (December 31, 2011 - $nil) and these amounts were included in amounts payable and other liabilities.

(iii) For the three and nine months ended September 30, 2012, the Company expensed $1,742 and $11,407, respectively (three and nine months ended September 30, 2011 - $6,090 and $10,227, respectively) to DSA for corporate secretarial services. DSA is a private company controlled by Carmelo Marrelli, the former CFO of the Company. Carmelo Marrelli is also the corporate secretary and sole director of DSA.

(iv) Director fees paid to companies controlled by directors of the Company. As at September 30, 2012, these companies were owed $12,390 (December 31, 2011 - $6,390) and these amounts were included in amounts payable and other liabilities.

(v) Director fees paid to a firm in which a director of the Company is a partner. As at September 30, 2012, this firm was owed $3,390 (December 31, 2011 - $6,780) and these amounts were included in amounts payable and other liabilities.

(b) Remuneration of directors and key management personnel of the Company was as follows:

Salaries and benefits	Three months ended September 30, 2012 $	Three months ended September 30, 2011 $	Nine months ended September 30, 2012 $	Nine months ended September 30, 2011 $
Total Salaries and benefits (1)	48,000	48,000	140,500	126,000

(1) Salaries and benefits include director fees. The board of directors and select officers do not have employment or services contracts with the Company. Directors are entitled to director fees and stock options for their services and officers are entitled to stock options for their services.

Share-based payments	Nine months ended September 30, 2012 $	Nine months ended September 30, 2011 $
Patrick Sheridan, CEO and director	18,655	126,325
Alan Ferry, director	9,328	63,162
Daniel Noone, director	9,328	63,163
Alexander Po, director	9,328	63,163
Carmelo Marrelli, former CFO	4,664	31,581
Bruce Rosenberg, director	9,328	63,162
Douglas Lewis, director	52,085	69,245
Harry Burgess, director	9,690	nil
Paul Murphy, CFO	21,215	nil
Total	**143,621**	**479,801**

Share-based payments	Three months ended September 30, 2012 $	Three months ended September 30, 2011 $
Patrick Sheridan, CEO and director	2,073	23,285
Alan Ferry, director	1,037	11,643
Daniel Noone, director	1,037	11,643
Alexander Po, director	1,037	11,643
Carmelo Marrelli, former CFO	518	5,821
Bruce Rosenberg, director	1,037	11,643
Douglas Lewis, director	11,166	25,000
Harry Burgess, director	4,554	nil
Paul Murphy, CFO	21,215	nil
Total	**43,674**	**100,678**

Share Capital

As at the date of this MD&A, the Company had 91,814,513 issued and outstanding common shares.

Stock options outstanding for the Company as at the date of this MD&A were as follows:

Options	Expiry Date	Exercise Price
600,000	June 24, 2013	$0.50
175,000	August 26, 2013	$0.36
2,750,000	January 28, 2016	$0.36
250,000	April 28, 2016	$0.48
1,450,000	November 7, 2016	$0.28
250,000	June 26, 2017	$0.10
1,000,000	August 22, 2015	$0.10
2,250,000	October 12, 2015	$0.17
8,725,000		

Warrants outstanding for the Company as at the date of this MD&A were as follows:

Warrants	Expiry Date	Exercise Price
35,000,000	December 10, 2012	$0.26
35,000,000		

Risk Factors

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. Only investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment should undertake such investment. Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position. Please refer to the section entitled "Risk Factors" in the Company's management's discussion and analysis for the fiscal year ended December 31, 2011, available on SEDAR at **www.sedar.com**. There have been no significant changes to such risk factors since the date thereof.

Contingencies and Commitments

Occupancy Lease Agreement

The Company is committed to minimum annual rent payments of $129,639 until the end of the underlying lease on June 30, 2013.

Additional Disclosure for Venture Issuers Without Significant Revenue

General and administrative

Detail	Three months ended September 30, 2012 $	Three months ended September 30, 2011 $	Nine months ended September 30, 2012 $	Nine months ended September 30, 2011 $
Salaries and benefits	98,829	176,891	330,034	831,613
Consulting fees	53,065	45,000	224,458	134,750
Administrative and general	35,512	29,526	106,608	103,000
Reporting issuer costs	5,264	13,896	38,193	64,931
Accounting fees	1,989	4,587	6,919	13,349
Professional fees	20,893	20,087	56,665	102,324
Insurance	7,308	7,064	21,924	26,541
Total	**222,860**	**297,051**	**784,801**	**1,276,508**

Exploration and evaluation expenditures

Detail	Three months ended September 30, 2012 $	Three months ended September 30, 2011 $	Nine months ended September 30, 2012 $	Nine months ended September 30, 2011 $
Guyana, South America				
Acquisition costs	nil	2,400,640	nil	2,400,640
License renewal fees	8,052	nil	14,102	nil
Supplies	48,598	77,725	81,483	77,725
General	9,426	13,908	45,006	13,908
Contractors	19,157	45,523	71,494	45,523
Geophysical	205	nil	233	nil
Transportation	11,527	14,601	28,307	14,601
Wages and salaries	3,681	4,940	16,648	4,940
Repairs and maintenance	4,818	9,321	7,661	9,321
Consulting	nil	nil	2,300	nil
	105,464	**2,566,658**	**267,234**	**2,566,658**
Canada				
Exploration activities	nil	nil	nil	nil
Advance royalty payments	25,000	25,000	75,000	75,000
Maintenance costs	nil	nil	14,618	nil
Consulting	nil	nil	30,229	nil
Lease payments	nil	nil	nil	14,588
Reinterpretation of geophysics	nil	nil	nil	14,250
	25,000	**25,000**	**119,847**	**103,838**
Total	**130,464**	**2,591,658**	**387,081**	**2,670,496**

Subsequent Event

On October 12, 2012, the Company issued 2,250,000 options to directors and employees of the Company. The options are exercisable at $0.17 until October 12, 2015. The options shall vest as to 25% on date of grant and as to 25% every six months thereafter.