

ValGold Resources Ltd.
Management Discussion and Analysis for the Three Months and Year Ended
July 31, 2010

1.1	Date.....	2
1.2	Overview.....	2
1.2.1	Venezuela Acquisition.....	3
1.2.2	Garrison Property, Ontario.....	4
1.2.3	Tower Mountain Gold Project, Ontario.....	7
1.2.4	Mineral Property Option Payments Due In the Twelve-Month-Period Ended July 31, 2011.....	9
1.2.5	Market Trends.....	9
1.3	Selected Annual Information.....	10
1.4	Results of Operations.....	11
1.5	Summary of Quarterly Results (unaudited).....	13
1.6	Liquidity.....	14
1.7	Capital Resources.....	15
1.8	Off-Balance Sheet Arrangements.....	18
1.9	Transactions with Related Parties.....	18
1.10	Fourth Quarter Results.....	19
1.11	Proposed Transactions.....	19
1.12	Critical Accounting Estimates.....	19
1.13	Critical accounting policies and changes in accounting policies.....	20
1.14	Risk management.....	22
1.15	Other MD&A Requirements.....	25
1.15.2	Additional Disclosure for Venture Issuers without Significant Revenue.....	26
1.15.3	Disclosure of Outstanding Share Data.....	26
	Other Information.....	27
	Note to Reader.....	27
	Approval.....	28
	Caution on Forward-Looking Information.....	28

ValGold Resources Ltd.
Management Discussion and Analysis for the Three Months and Year Ended
July 31, 2010

1.1 Date

The effective date of this report is November 29, 2010.

1.2 Overview

ValGold Resources Ltd. (“ValGold” or the “Company”) is a mineral exploration company. The Company has a portfolio of mineral exploration projects.

This Management’s Discussion and Analysis (“MD&A”) contains certain “Forward-Looking Statements”. All statements, other than statements of historical fact included herein, including without limitation, statements regarding potential mineralization and resources, research and development activities, and future plans of the Company are forward-looking statements that may involve various risks and uncertainties including future changes in prices of gold and other metals; variations in ore reserves, grades or recovery rates, accidents, labour disputes and other risks associated with mining; delays in obtaining governmental approvals or financing or in the completion of development or construction activities, technological obsolescence, and other factors. Since forward-looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties. Actual results in each case could differ materially from those currently anticipated in such statements. Subject to applicable laws, the Company expressly disclaims any obligation to revise or update forward-looking statements in the event actual results differ from those currently anticipated.

This MD&A should be read in conjunction with the audited consolidated financial statements of ValGold for the years ended July 31, 2010 and 2009. All dollar figures stated herein are expressed in Canadian dollars, unless otherwise specified.

The following is a brief summary of its current activities.

- ValGold’s loss for the year ended July 31, 2010 (“fiscal 2010”) was \$2,242,600 or \$0.09 per share compared to a loss of \$922,948 or \$0.05 per share in the year ended July 31, 2009 (“fiscal 2009”).
- The Company had securities with a fair value of \$65,355 that were sold during the year for net proceeds of \$65,355. In fiscal 2010 the Company received cash of \$25,000 and 2,187,500 common shares of Northern Gold Mining Inc. (“Northern Gold”) for the option of its Garrison Property in Ontario. At July 31, 2010, the common shares had a fair value of \$415,626.
- During fiscal 2010, cash used in operations was \$987,421, compared to \$460,158 in fiscal 2009. Exploration expenses totalled \$209,674 in fiscal 2010 compared to \$437,293 in fiscal 2009. Exploration activities were incurred on the following mineral properties in fiscal 2010, with the comparative figures for fiscal 2009 in parentheses: Tower Mountain – \$22,252 (\$3,828); Venezuelan properties - \$180,269 (\$396,160); Manitoba Properties \$63 (\$174); Garrison Property - \$7,090 (\$11,162); and Guyana - \$Nil (\$25,969).

At July 31, 2010, the Company had a working capital deficiency of \$706,172, including \$565,647 owing to related parties in the total liabilities of \$1,317,534. The Company’s ability to continue operations is contingent on its ability to obtain additional financing, as its current cash on hand is not sufficient to cover accounts payable and accrued liabilities.

Effective March 1, 2010, the Company completed the consolidation of its issued and outstanding and unissued common shares on the basis of one new consolidated common share for five existing common shares, following the required shareholder approval received at the Company’s extraordinary meeting held on February 3, 2010. The shares, warrants, and stock options as presented in the annual consolidated financial statements and management discussion and analysis are post-consolidation numbers.

ValGold Resources Ltd.
Management Discussion and Analysis for the Three Months and Year Ended
July 31, 2010

On March 3, 2010, and April 13, 2010, the Company completed a private placement of 6,000,000 subscription receipts at a price of \$0.17, for gross proceeds of \$1,020,000, which converted to units comprised of one common share and one share purchase warrant, immediately upon closing, due to the share consolidation completed on March 1, 2010.

Each subscription unit consisted of one consolidated common share and one non-transferable purchase warrant exercisable to purchase one additional consolidated common share at a price of \$0.25 for a period of five (5) years after the closing date. If, at any time after the date that is four months and one day following the closing dates of the private placement, the closing price of the common shares of the Company on the TSX Venture Exchange, or such other stock exchange or quotation system on which the Company's common shares are then traded, is not less than \$0.50 per share for a period of 10 consecutive trading days (whether or not a trade occurs on any of such days), then the Company may elect to accelerate the expiry time of any unexercised share purchase warrants by sending notice to the holder.

Finders' fees of \$4,250 were paid and 268,500 finders' units were issued, comprised of one common share and one warrant, with the same terms as the subscription units noted above, and 293,500 finders' warrants in connection with a part of the offering in accordance with Exchange policies. The finders' warrants are exercisable to purchase one common share at a price of \$0.25 for a period of 18 months.

Although there can be no assurances, management believes the Company should be able to secure the necessary financing to continue operations into the future. With current market conditions, financing may be in the form of equity offerings, sales of assets, joint ventures, or other form of corporate reorganization. The Company has sold its investments in common shares of other public companies, which have been used as a source of working capital.

1.2.1 Venezuela Properties

In October 2007, ValGold completed its acquisition of all of the shares of Honnold Corp. ("Honnold"), a British Virgin Island company that, through a group of wholly-owned direct and indirect subsidiaries, held twenty-seven exploration licenses (the "Venezuelan Properties") covering approximately 1,300 square kilometers ("km") in Bolivar State, Venezuela. During the option period, the Company reduced the number of licenses to 21 concessions covering approximately 1,071 square km.

Exploration expenditures by Honnold from 1991 to 1999 amounted to US\$38 million and outlined several occurrences of significant gold mineralization. An extensive database was acquired including detailed airborne magnetic and radiometric surveys, soil surveys, drilling and geologic reports.

In the year ended July 31, 2008, ValGold wrote down the Venezuelan Properties acquisition costs by \$7,935,348, which left the acquisition costs not written off in prior years as a value for the remaining claims and the geologic database acquired, at \$1,322,558. The Company does not presently have the working capital to carry out any exploration programs on the property, although the Company has completed and filed an initial mineral resource estimate prepared by Micon International on the Los Patos gold deposit. The full NI 43-101 report dated April 10, 2008, on the main zone of the Los Patos gold deposit was filed on SEDAR. The Company had planned to resume its exploration work with diamond drilling to expand the limits of the Los Patos deposit in addition to testing the other high priority gold targets along the highly prospective Los Chivos shear zone.

Due to uncertainties about the Company's ability to actively explore and finance its Venezuelan exploration property interests at the current time, management determined that the carrying values of the Venezuelan properties is impaired. As a result the Company has written down the mineral property interests by \$1,322,557 to a nominal carrying value of \$1.

The Company is continuing to pursue all avenues with respect to exploration of its mineral property interests in Venezuela, including joint venture, disposition or other forms of financing.

ValGold Resources Ltd.
Management Discussion and Analysis for the Three Months and Year Ended
July 31, 2010

Fiscal 2010 exploration expenditures with the comparative fiscal 2009 figures on the Venezuelan Properties include geological and geophysical - \$3,170 (\$29,256); land lease and property taxes - \$117,428 (\$184,634); site activities - \$40,392 (\$176,871); stock-based compensation - \$16,081 (\$2,382) and travel and accommodation - \$3,198 (\$3,017). The Company has curtailed all expenses in Venezuela, other than necessary accruals related to unpaid liabilities. During the year ended July 31, 2010, the Company paid its severance liabilities of approximately \$220,000 for employees severed in the year ended July 31, 2009.

Tax Treaties

Venezuela has entered into tax treaties with a number of countries including Canada.

Exchange Controls

The Company has been able to obtain bolivars at rates significantly better than the prevailing official exchange rates. As a result, the exchange rates realized by the Company in the parallel market have been used to translate the balances from bolivars to Canadian dollars.

Venezuela currently has exchange controls that affect the ability of companies doing business in Venezuela to convert Venezuelan source income into foreign currency. The Central Bank of Venezuela enacted such exchange control measures in 2003 to protect international reserves. The exchange rate, originally fixed at approximately 1.600 Bolivars/\$US, has been adjusted upwards twice since 2003, and presently stands fixed at 4.300 Bolivars/\$US. Continuance of exchange controls could adversely affect the Company's operations in Venezuela, including its ability to satisfy its obligations.

1.2.2 Garrison Property, Ontario

ValGold has a 100% right, title and interest in 35 mining claims located in Garrison Township, Kirkland Lake District, Larder Lake Mining Division in Northern Ontario. The property is located 40 km north of the Town of Kirkland Lake, 100 km east of Timmins and 8 km west of and on strike with St. Andrews Goldfields Ltd. Holloway and Holt-McDermott gold mines. Access to the property is by Ontario highway 101 that runs along the north boundary of the property. The mining leases cover approximately three kilometres of the famous Destor Porcupine Fault Zone ("DPFZ") and a major splay, the Munro Fault Zone ("MFZ").

Fiscal 2010 exploration expenditures incurred by the Company before the transaction with Northern Gold (described below), with the comparative fiscal 2009 figures on the Garrison Property include assay and analysis costs - \$Nil (\$52); geological and geophysical - \$Nil (recovery of \$996); site activities - \$7,090 (\$11,494) and stock-based compensation - \$Nil (\$612)

During the year ended July 31, 2010, the Company finalized an agreement with Northern Gold, whereby Northern Gold may acquire an initial 50% undivided interest in the property by making cash payments to the Company of \$1,000,000 over four years, with all or part of the payments being made in Northern Gold common shares at Northern Gold's option, using a 20-day value weighted average price. The Company received \$25,000 in cash and 2,187,500 common shares as the first annual payment of \$200,000. The shares received were recorded at a market value of \$0.07, the price on the date of receipt of the common shares. To earn the 50% interest, Northern Gold must also complete exploration work on the property in the amount of \$4,000,000 over four years, with \$500,000 being spent on the property in the first year of the agreement and not less than \$750,000 to be expended in each of the subsequent years. Subsequent to July 31, 2010, the Company received \$200,000 in cash from Northern Gold, the second annual payment pursuant to the option agreement.

ValGold Resources Ltd.
Management Discussion and Analysis for the Three Months and Year Ended
July 31, 2010

After earning the initial 50% interest, Northern Gold may increase its interest to 80% by making additional cash payments of \$1,000,000 over four years, with all or part of the payments being made in Northern Gold common shares at Northern Gold's option, priced using a 20-day value weighted average price and completing additional exploration work on the property in the amount of \$4,000,000 over the next four years. Over the period from August 1, 2010, to November 28, 2010, the shares of Northern Gold traded in a range from \$0.11 to \$0.21.

On September 23, 2010, A.C.A. Howe International Limited ("Howe") completed a mineral resource estimate for the Garrcon Deposit, which is part of the Garrison property. The estimate was completed in accordance with Canadian Securities Administration National Instrument 43-101 ("NI 43-101") and CIM Standards on Mineral Resources and Reserves. The resource estimate, using a block cut-off grade of 0.5 g/t gold and a specific gravity of 2.6 g/cm³, reports an Indicated Resource of 3.78 million tonnes at a grade of 1.2 g/t containing 144,000 ounces of gold. An Inferred Resource of 18.5 million tonnes at a grade of 0.9 g/t containing 530,000 ounces gold is also reported. Adding the indicated and inferred resources above to the indicated and inferred resources reported for the Jonpol Deposit in the October 2009 Technical Report filed by Northern Gold on SEDAR October 21, 2009, brings total resources on the Garrison Gold Property to 207,000 ounces gold in the indicated category and 776,000 ounces gold in the inferred category.

The Garrcon Deposit Technical Report identifies, estimates and summarizes the Garrcon resources above and below the 150 meter elevation for both the indicated and inferred mineral resource categories. These resources are shown in Table 1 below:

Table 1 – Mineral Resource Category Summary (block cut-off @ 0.5 g/t gold)¹

	Tonnes Above Cut-off	Average Gold Grade (g/t)	Ounces
Indicated			
Less Than 150 m Deep	3,300,000	1.2	130,000
More Than 150 m Deep	480,000	0.9	14,000
Total Indicated	3,780,000	1.2	144,000
Inferred			
Less Than 150 m Deep	9,400,000	1.0	300,000
More Than 150 m Deep	9,100,000	0.8	230,000
Total Inferred	18,500,000	0.9	530,000

(1) Table 4 contains the Notes to the resource tables

The complete NI 43-101 compliant Technical Report on the Garrcon Deposit describing in detail among other things, the resource estimate, QA/QC, database validation and geologic model, was filed on SEDAR by Northern Gold on November 5, 2010. Deposit modeling utilizes assay data from 65 diamond drill holes with a maximum intercept spacing of 52 meters used for the indicated resources. Maximum drill hole intercept for the inferred resources was limited to approximately 100 meters. No Measured Resources or Reserves of any category were identified. No economic work that would enable the identification of mineral reserves has been carried out. Mineral resources are not mineral reserves and by definition do not demonstrate economic viability. There is no certainty that all or any part of the mineral resource will be converted into mineral reserve. The resource estimate was prepared by Doug Roy, M.A.Sc., P.Eng., Associate Mining Engineer with Howe. Geological interpretation and review of assay QA/QC was provided by Ian Trinder, M.Sc., P.Geo., Senior Geologist with Howe.

ValGold Resources Ltd.
Management Discussion and Analysis for the Three Months and Year Ended
July 31, 2010

Howe also included two tables in the report that illustrate the variations in tonnes, grades and ounces contained within the Garrcon Deposit mineralized zone at various cut-off grades above the gold cut-off of 0.5 g/t that was selected for this resource calculation. Table 2 contains the data for the indicated category and Table 3 the data for the inferred category.

Table 2 – Description of the Indicated Resources of the Garrcon Gold Zones

Indicated Resource Category							
Less Than 150 Meters Deep				More Than 150 Meters Deep			
Cut-off Grade (Au g/t)	Tonnes Above Cut-Off	Av. Grade (Au g/t)	Ounces	Tonnes Above Cut-Off	Av. Grade (Au g/t)	Ounces	
2.00	490,000	3.2	50,000				
1.50	660,000	2.8	59,000	18,000	1.7	980	
1.00	1,300,000	2.0	84,000	150,000	1.3	6,300	
0.75	2,000,000	1.6	100,000	310,000	1.1	11,000	
0.50	3,300,000	1.2	130,000	480,000	0.9	14,000	

Table 3 – Description of the Inferred Resources of the Garrcon Gold Zones

Inferred Resource Category							
Less Than 150 Meters Deep				More Than 150 Meters Deep			
Cut-off Grade (Au g/t)	Tonnes Above Cut-Off	Av. Grade (Au g/t)	Ounces	Tonnes Above Cut-Off	Av. Grade (Au g/t)	Ounces	
2.00	670,000	3.5	75,000	92,000	2.4	7,100	
1.50	1,100,000	2.8	99,000	460,000	1.8	27,000	
1.00	2,700,000	1.9	160,000	1,400,000	1.4	63,000	
0.75	4,500,000	1.4	200,000	3,700,000	1.1	130,000	
0.50	9,400,000	1.0	300,000	9,100,000	0.8	230,000	

Howe's deposit model identifies a broad zone of mineralization that extends over an east-west distance of 760m and remains open to the east. The mineralization averages approximately 275m wide, with the narrowest width of 175m located on the more sparsely drilled eastern end of the zone, reaching a maximum width of 375m in the more densely drilled western portion of the zone. About half of the 760m east-west length of the zone is bounded by the Destor-Porcupine fault system on the south and the contact with mafic and ultramafic rocks on the north. Widths are still open on the remainder of the 760 meter strike length. Mineralization included in the resource extends from surface across the entire zone to a depth of 125 meters on the more sparsely drilled eastern end and reaches a depth of 350 to 400 meters on the western half of the zone and remains open at depth.

ValGold Resources Ltd.
Management Discussion and Analysis for the Three Months and Year Ended
July 31, 2010

Table 4: Notes to the above tables as applied by Howe for the resource estimations

-
- The cut-off grade for mineralized zone interpretation was 0.1 g/t Au.
 - Block cut-off grade for defining Mineral resources was 0.5 g/t Au.
 - No top-cut grade was used. In the author's opinion the use of a top cut-off would not have significantly affected the results.
 - Gold price was US\$900 per ounce.
 - Zones extended up to 100m from last intercept. Along strike, zones extended halfway to the next cross-section.
 - Minimum width was 5m, though in no place was the zone that narrow.
 - The tonnes quoted are not diluted.
 - Mineral resources that are not mineral reserves do not have demonstrated economic viability.
 - Resource estimate prepared by Doug Roy, M.A.Sc., P.Eng.
 - A specific gravity (bulk density) value of 2.6 was applied to all blocks (a representative value based on a limited number of measurements).
 - Ordinary block Kriging ("OBK") was used for estimating block grades.
 - Indicated Resources were identified where the sample intercept spacing was 50m or less.
 - No Measured Resources or Mineral Reserves of any category were identified.
-

Howe recommends that the current infill drilling program within the resource area be continued to both upgrade the quality of the resources to more assured categories and to add internal resources by decreasing drill hole spacing. In addition step out holes should be drilled further to the east to follow and define the on-strike continuity of the Garrcon zones.

In its news release of September 2, 2010, Northern Gold reported that the current drill program is focusing on the top 200m of mineralization to develop sufficient resources to bring the Garrcon Deposit to a production decision as soon as possible. In addition, this initial resource estimate on the Garrcon Deposit is based on the first round of drilling plus the drilling by ValGold and previous operators. The results of the ongoing 10,000m drill program will be included in the follow-up resource calculation that Northern Gold indicated may be completed in the first part of 2011. The new drilling is intended to add to the initial resource and to demonstrate the continuity of the shallow mineralization. Drilling results from the Northern Gold drill program can be viewed on the Company's website: www.valgold.com.

1.2.3 Tower Mountain Gold Project, Ontario

Tower Mountain Gold Project Summary

Exploration work by ValGold on the Property began in November 2002 and focused on diamond drilling. A total of eight drill programs comprising 75 drill holes, totalling 18,708m, have been completed to date. The majority of drilling was conducted in the vicinity of the U and V Trench areas (U/V Zone) and this work defined several mineralized structures. The most continuous of these structures is designated the Main Vein which dips moderately northeast and can be traced along strike for a minimum 400m. The Main Vein mineralized zone measures from 0.6m to 20.0m true width plunging steeply to the southeast. Drill intercepts from this zone returned assays ranging from 304.00 g/t Au over 3.0m in drill hole TM04-3 to 2.58 g/t Au over 55.5m in TM04-9.

Drilling delineated additional zones of high-grade mineralization. The 04-31 Zone, located 800m southeast of the U/V Zone, appears similar to the U/V Main Vein. ValGold tested this target with two holes, with the best drill intercept returning 21.14 g/t Au over 1.5m. A hole drilled in 1996 by Avalon

ValGold Resources Ltd.
Management Discussion and Analysis for the Three Months and Year Ended
July 31, 2010

Ventures Limited in the vicinity of the 04-31 Zone was orientated sub-parallel to the zone and returned an average grade of approximately 0.3 g/t Au over its entire 739m length.

The third high-grade zone identified is the 04-36 Zone and is located 400m southwest of the U/V Zone. Two drill holes have intersected this zone. One hole documented 41.35 g/t Au over 1.5m and the second hole returned an assay of 5.31 g/t over 1.5m.

The following table summarizes the drill programs and presents highlights of each of the seven drilling campaigns conducted by ValGold.

Highlights of Tower Mountain Gold Property Drill Programs				
Program	Holes Drilled	Total Meters	Best High Grade Gold Intersection	Best Low Grade Gold Intersection
2002 (Fall)	TM02-01 to 05	1042	23.17g/tAu /1.5m in TM02-02	1.05g/tAu /73.5m in TM02-03
2003 (Spring)	TM03-01 to 05	1085	11.77g/tAu /3.0m in TM03-02	1.01g/tAu /22.5m in TM03-03
2003 (Fall)	TM03-06 to 12	1499	19.76g/tAu /1.5m in TM03-11	0.62g/tAu /12.0m in TM03-12
2004 (Winter)	TM04-01 to 10	2601	304.0g/tAu /3.0m in TM04-03	2.40g/tAu /61.5m in TM04-09
2004 (Summer)	TM04-11 to 23	3450	68.91g/tAu /0.2m in TM04-19	1.93g/tAu /37.5m in TM04-15
2004 (Fall)	TM04-24 to 36	3418	41.35g/tAu /1.5m in TM04-36	0.94g/tAu /106.5m in TM04-31
2005 (Winter)	TM05-37 to 50	3523	16.00g/tAu /1.5m in TM05-38	0.77g/tAu /21.0m in TM05-44
2007 (Summer)	TM07-51 to 58	1661	4.97g/tAu /1.5m in TM07-55	0.73g/tAu /13.5m in TM07-55
Total	75 DDH	18,279		

Information in this news release that is of a scientific or technical nature was reviewed by Robert Chataway, P.Geo, who is a Qualified Person as defined in National Instrument 43-101.

A NI 43-101 compliant resource estimate for the U/V Zone was compiled by Caracle Creek International Consulting Inc. of Sudbury, Ontario. The report dated February 9, 2006 is filed on SEDAR. The resource for the U-V estimated to consist of 150,000 ounces within a bulk mineable volume. The zone is open to expansion on strike to the SE and at depth.

Current Status:

In fiscal 2009, the Company entered into an agreement with HMZ Metals Inc. ("HMZ"), by which HMZ was granted an option to acquire 50% of the Company's interest in the property. HMZ did not complete its planned transaction, and as a result, the Company has considered other options with respect to the Tower Mountain Gold Project, including further exploration by ValGold. Further exploration will be carried out using funds from a private placement completed in November 2010 of flow-through shares.

ValGold is currently reviewing the past work on the Tower Mountain gold zones that include the above resource area and the 18 other surface occurrences. The intention is to define and prioritize drill targets of the three drilled zones and possibly expanding on the present gold resources. The proposed work program for 2010-2011 includes core drilling of up to 2,500m.

The Company is currently in the process of completing a private placement of up to \$600,000 in flow-through shares to carry out the exploration program as described above.

A first tranche of 1,110,000 units totalling \$333,000 closed on November 23, 2010. Finders' fees of \$15,000 were paid in association with this portion of the offering, equal to 5.0% of the gross proceeds received from certain accredited investors found by the finder under the offering. In addition, the Company issued 50,000 finder's warrants which will entitle the finder to acquire that number of common shares of the Company, which is equal to 5.0% of the number of units sold to the accredited investors found by the finder pursuant to the offering. The finder's warrants are exercisable to purchase one common share of the Company at a price of \$0.30 at any time, and from time to time, on or before the date which is 24 months after the closing date, or November 23, 2012. All common shares and warrants

ValGold Resources Ltd.
Management Discussion and Analysis for the Three Months and Year Ended
July 31, 2010

are subject to a hold period and may not be traded for four months plus one day from the date of closing of the private placement, or March 24, 2011.

1.2.4 Mineral Property Option Payments Due In the Twelve-Month-Period Ended July 31, 2011

In order to maintain existing mineral property option agreements, the Company will be required to make advance royalty and/or property tax payments on claims during the year totalling an estimated \$200,000. There is one option payment of cash or payment in common shares for a total \$25,000 that is required to be issued in the twelve-month period ended July 31, 2010, in addition to the payment due in July 2009 which has not been paid on the Tower Mountain property. The two payments totalling \$50,000 have not been made as of the date of this report. Subsequent to July 31, 2010, ValGold received a cash payment of \$200,000 from Northern Gold, the annual option payment on the Garrison property option.

1.2.5 Market Trends

The gold price in 2006 averaged US\$603 per ounce while in 2007 the gold price averaged US\$695 per ounce. The 2008 gold price averaged US\$872 per ounce, and the average price for 2009 was \$973, with an average price for 2010 of \$1,210 to November 26, 2010.

ValGold Resources Ltd.
Management Discussion and Analysis for the Three Months and Year Ended
July 31, 2010

1.3 Selected Annual Information

The following selected financial information has been extracted from the Company's audited consolidated financial statements for the years ended July 31, 2010, 2009 and 2008, which have been prepared in accordance with Canadian generally accepted accounting principles and are expressed in Canadian dollars.

	As at July 31, 2010	As at July 31, 2009	As at July 31, 2008
Current assets	\$ 611,362	\$ 117,790	\$ 362,020
Mineral property interests	343,153	1,757,882	1,705,650
Other assets	38,631	52,862	317,484
Total assets	993,146	1,928,534	2,385,154
Current liabilities	1,317,534	1,539,957	1,550,914
Shareholders' equity	(324,388)	388,577	834,240
Total shareholders' equity and liabilities	993,146	1,928,534	2,385,154
Working capital deficiency	\$ (706,172)	\$ (1,422,168)	\$ (1,188,894)

	Year ended July 31, 2010	Year ended July 31, 2009	Year ended July 31, 2008
Expenses (Recoveries)			
Administrative expenses	859,095	959,822	1,706,282
Exploration expenses	209,674	437,293	4,554,472
Other (income and recoveries) costs	(15,170)	(625)	(76,121)
Write-down, net of recovery on option, of mineral property interests	1,265,545	--	8,343,884
Recovery of bad debt	(64,005)	--	--
Gain on debt settlement	--	(696,498)	--
Impairment write-down on investments	--	105,985	--
Loss (gain) on sale of marketable securities and investments	23,335	116,971	(132,680)
Loss before future income tax recovery	(2,278,475)	(922,948)	(14,395,837)
Future income tax recovery	35,875	--	--
Loss for the year	(2,242,600)	(922,948)	(14,395,837)
Loss per share – basic and diluted	\$ (0.09)	\$ (0.05)	\$ (0.94)
Weighted average number of common shares outstanding – basic and diluted	24,217,907	18,745,449	15,331,470

On March 27, 2009, the Emerging Issues Committee ("EIC") of the CICA issued EIC-174, "Mining Exploration Costs", which provides guidance on capitalization of exploration costs related to mining properties, in particular, and on impairment of long-lived assets in general.

In fiscal 2009, the Company changed its accounting policy to expense exploration costs until the mineral property interest is deemed to reach the development stage, at which time it will commence capitalizing development costs. Significant costs related to mineral property acquisitions, including allocations for undeveloped mineral property interests, are capitalized until the viability of the mineral property interest is determined. After an economic analysis has been completed, the costs subsequently incurred to develop a mine on the property prior to the start of mining operations are capitalized.

ValGold Resources Ltd.
Management Discussion and Analysis for the Three Months and Year Ended
July 31, 2010

1.4 Results of Operations

	2010	2009
Expenses		
Amortization	\$ 8,097	\$ 12,520
Exploration expenses	209,674	437,293
Foreign exchange loss (gain)	(11,743)	46,572
Interest expense	10,844	40,342
Legal, accounting and audit	66,980	83,655
Management fees	55,500	49,874
Office and administration	60,450	220,722
Salaries and benefits	291,550	409,981
Shareholder communications	65,526	63,176
Stock-based compensation	307,903	13,970
Travel and conferences	3,989	19,010
	1,068,770	1,397,115
Recovery in excess of mineral property acquisition costs	(57,012)	--
Recovery of bad debt	(64,005)	--
Gain on debt settlement	--	(696,498)
Loss on sale of investments	23,335	116,971
Impairment write-down on investments	--	105,985
Write-down of mineral property interests	1,322,557	--
Interest and other income	(15,170)	(625)
Loss before future income taxes	(2,278,475)	(922,948)
Future income tax recovery	35,875	--
Loss for the year	(2,242,600)	(922,948)
Loss per share – basic and diluted	\$ (0.09)	\$ (0.05)
Weighted average number of common shares outstanding – basic and diluted	24,217,907	18,745,449

ValGold incurred a loss of \$2,242,600 or \$0.09 per common share in fiscal 2010, compared to a loss of \$922,948 or loss per share of \$0.05 in fiscal 2009.

During the year ended July 31, 2010, due to uncertainties about the Company's ability to actively explore and finance its Venezuelan exploration property interests at the current time, management determined that the carrying value of the Venezuelan properties is impaired. As a result the Company has written down the mineral property interests by \$1,322,557 to a nominal carrying value of \$1.

Legal, accounting and audit expenses decreased from \$83,655 in fiscal 2009 to \$66,980 in fiscal 2010. Most of this decrease relates to lower legal fees incurred during the period.

Management fees of \$3,000 per month were paid to Glencoe Management Ltd. for the services of Andrew F.B. Milligan as Chairman of the Company until February 2009. Management fees paid or payable to Mr. Milligan in fiscal 2009 totalled \$19,874, compared to \$Nil in fiscal 2010. Also included in management and consulting fees for fiscal 2010 and 2009 is \$30,000 paid or payable indirectly to Kent Avenue Consulting Ltd., a private company controlled by a director, Sargent H. Berner. The amounts are included in balances payable to related parties. Mr. Sargent Berner was appointed non-executive Chairman of the Company in February 2010. Financial advisory fees of \$25,500 are also included in management and consulting in fiscal 2010.

ValGold Resources Ltd.
Management Discussion and Analysis for the Three Months and Year Ended
July 31, 2010

Office and administration costs decreased from \$220,722 in fiscal 2009 to \$60,450 in fiscal 2010 as a result of the significantly lower level of activity in fiscal 2010. The office and administration costs include rent, shared office services and other costs.

Salaries and benefits have decreased from \$409,981 in fiscal 2009 to \$291,550 in fiscal 2010. Salaries and benefits are primarily paid by Quorum. The services of two employees of Quorum that worked directly for ValGold were terminated, one in November and one in December 2008, which are included in the fiscal 2009 year. The salary of the president and chief executive officer was deferred until the Company had sufficient funding for payment of his salary. Six months of salary was accrued and remains unpaid at July 31, 2010.

In fiscal 2009, there was \$13,970 incurred relating to stock-based compensation compared to \$307,903 in fiscal 2010, calculated in accordance with the Black-Scholes ("B-S") option valuation model which is intended to be used in estimating the fair value of traded options that are fully transferable. The Company's stock options are not transferable and cannot be traded. The B-S model also requires an estimate of expected volatility. The stock-based compensation expense relates to the grant of options in May 2010 and the re-pricing of stock options in May 2010. In January 2008, the shareholders approved a 10% rolling stock option plan as prescribed by the policies of the TSX Venture Exchange. The Company has a stock option plan for its directors, employees and consultants to acquire common shares of the Company at a price determined by the fair market value of the shares at the date of grant. Options generally vest immediately or over a two-year period, and have a maximum term of ten years. The plan currently allows for the issuance of up to 2,822,341 (2009 – 2,195,491) stock options.

On May 11, 2010, the Company re-priced 693,000 post-consolidation stock options to a price of \$0.19, as approved by the shareholders at the Company's annual meeting held in February 2010. The attributed value for the re-pricing using the B-S valuation model was \$32,658. The attributed value for stock options granted during the year ended July 31, 2010, using the B-S valuation model was \$291,326.

The following table summarizes information about the stock options granted and re-priced during the years ended July 31, 2010 and 2009:

	Years ended July 31,	
	2010	2009
Risk free interest rate	1.01% - 2.72%	--
Expected life (years)	0.6 years - 3.8 years	--
Expected volatility	96.4% - 175.2%	--
Expected dividends	--	--
Weighted average fair value per option granted	\$0.14	--

Shareholder communications have remained at the same level, \$65,526 in fiscal 2010 compared to \$63,176 in fiscal 2010. Shareholder activities consist of website maintenance; transfer agency fees, shareholder inquiries and all costs associated with timely disclosure of information. Investor relations and related activities have virtually been curtailed in fiscal 2010 for other than statutory requirements and maintenance costs.

The Company sold securities of other companies in the period for net proceeds of \$65,355. In addition, the Company recorded an impairment write-down of \$23,335 on marketable securities and the unrealized recognition of the appreciation on fair value of investments of \$226,625 to the end of April 2010, which has been recorded as comprehensive income.

Interest and other income increased from \$525 in fiscal 2009 to \$15,170 in fiscal 2010.

Exploration expenses of \$437,293 were incurred in fiscal 2009, compared with \$209,674 in fiscal 2010.

ValGold Resources Ltd.
Management Discussion and Analysis for the Three Months and Year Ended
July 31, 2010

The Company recorded a recovery in excess of mineral acquisition costs on the first year's option payment on the Garrison property of \$57,012, relating to the shares and cash received from Northern Gold.

The Company received \$64,005 from a recovery of a bad debt that had been written off in the year ended July 31, 2007.

1.5 Summary of Quarterly Results (unaudited)

The tables below provide for each of the most recent eight quarters, a summary of exploration costs on a project-by-project basis, and a table of corporate expenses:

	Tower Mountain Ontario	Manitoba Claims, Manitoba	Guyana Properties Guyana	Garrison Property, Ontario	Venezuela Properties Venezuela
Fiscal 2009					
First Quarter	26,808	94	22,120	6,315	181,582
Second Quarter	770	48	403	3,937	117,525
Third Quarter	1,128	32	3,446	(371)	8,071
Fourth Quarter	25,625	--	--	3,010	88,982
Fiscal 2010					
First Quarter	625	--	--	908	175,398
Second Quarter	625	63	--	4,365	(78,731)
Third Quarter	625	--	--	908	15,411
Fourth Quarter	20,277	--	--	909	68,191

	Loss (earnings) per quarter (restated)	Basic loss per share	General and adminis- trative expenses	(Gain) loss on investments, interest and other	Mineral property and other write- downs (recovery)	Exploration costs	Stock- based compen- sation
Fiscal 2009							
First Quarter	565,421	(0.01)	339,997	(462)	--	211,919	13,967
Second Quarter	446,712	(0.00)	296,474	29,057	--	121,181	--
Third Quarter	278,193	(0.00)	182,677	83,934	--	11,579	3
Fourth Quarter	(348,368)	(0.00)	126,704	(586,696)	--	92,614	--
Fiscal 2010							
First Quarter	258,987	(0.01)	115,833	23,235	(57,012)	176,931	--
Second Quarter	11,964	(0.00)	171,043	(78,815)	--	(80,264)	--
Third Quarter	187,185	(0.01)	163,655	--	--	23,530	--
Fourth Quarter	1,784,464	(0.07)	100,662	(260)	1,322,557-	89,477	307,903

Three Months Ended July 31, 2010 ("Q4 2010") Compared to Three Months Ended July 31, 2009 ("Q4 2009")

In Q4 2010 the Company incurred a loss of \$1,784,464, or \$0.07 per common share, compared to earnings of \$384,368 or \$0.02 per common share in Q4 2009.

During Q4 2010, due to uncertainties about the Company's ability to actively explore and finance its Venezuelan exploration property interests at the current time, management determined that the carrying value of the Venezuelan properties is impaired. As a result the Company has written down the mineral property interests by \$1,322,557 to a nominal carrying value of \$1.

ValGold Resources Ltd.
Management Discussion and Analysis for the Three Months and Year Ended
July 31, 2010

The significant differences between Q4 2010 and Q4 2009 include a gain on a debt settlement of \$696,498 in Q4 2009 on the issuance of 3,979,940 common shares at a value for regulatory purposes of \$0.25 per common share to settle \$994,994 in accounts payable, compared to the market value of \$0.075 at the time, which resulted in the gain.

The Company had recorded an other than temporary loss on its investments of marketable securities of \$105,985 in Q4 2009, with no comparative loss in Q4 2010. In Q4 2010 the Company has recorded \$35,875 in future income tax recovery related to its investment in shares of Northern Gold. The Company had no significant unrealized investment in common shares in Q4 2009.

In Q4 2010, the Company incurred \$307,903 in stock-based compensation, with \$Nil incurred in Q4 2009.

1.6 Liquidity

Historically, the Company's sole source of funding was the issuance of equity securities for cash, primarily through private placements to sophisticated investors and institutions. The Company has issued common shares in each of the past few years, pursuant to private placement financings and the exercise of warrants and options.

The current market conditions, the challenging funding environment and the low price of ValGold's common shares make it difficult to raise funds by private placements of shares. Therefore the Company must rely on its ability to market its projects and thereby raise cash in order to remain solvent, in addition to limited private placements that will be necessary to provide working capital. There is no assurance that the Company will be successful with any financing ventures. Please refer to the "Financial Instruments and Risk Management" section of this document.

At July 31, 2010, the Company had a working capital deficiency of \$706,172, compared to a working capital deficiency of \$1,422,167 at July 31, 2009, defined as current assets less current liabilities. The Company's liabilities include amounts due to related parties of \$565,647, and other accounts payable and accrued liabilities of \$751,887. Accounts payable includes accruals of property taxes relating to its mineral property interests in Venezuela and costs relating to its previously held Guyana properties that remain unpaid.

The Company's ability to continue operations is contingent on its ability to obtain additional financing. The Company has entered into an option agreement on its Garrison property and is pursuing other sources of financing including equity financing. The junior resource industry has been severely impacted by the world economic situation, as it is considered to be a high-risk investment. There is no assurance that the Company will be successful with any financing ventures.

The continuation of the Company is also dependent upon the continuing financial support of shareholders and obtaining financing to continue exploration of its mineral property interests. While the Company is expending its best efforts to achieve its plans by examining various financing alternatives including reorganizations, mergers, sales of assets, and settlement of debts by share issuances, or other form of equity financing, there is no assurance that any such activity will generate funds that will be available for operations.

In fiscal 2010, the Company received \$78,815 from a third party relating to a property investigation conducted by the Company several years ago. The amount included interest received of \$14,810 in addition to the amount receivable of \$64,005 which had been written off by the Company in the year ended July 31, 2007. In fiscal 2010, the Company paid approximately \$220,000 in accrued severance to

ValGold Resources Ltd.
Management Discussion and Analysis for the Three Months and Year Ended
July 31, 2010

employees in Venezuela who were terminated in the year ended July 31, 2009.

In fiscal 2010, the Company completed a private placement in two tranches of 6,000,000 Subscription Receipts at a price of \$0.17, for gross proceeds of \$1,020,000, which converted to 6,000,000 units comprised of one common share and one share purchase warrant, immediately upon closing. The share consolidation became effective March 1, 2010.

Each unit consists of one consolidated common share and one non-transferable purchase warrant exercisable to purchase one additional consolidated common share at a price of \$0.25 for a period of five (5) years after the closing date. If, at any time after the date that is four months and one day following the closing dates of the private placement, the closing price of the common shares of the Company on the TSX Venture Exchange, or such other stock exchange or quotation system on which the Company's common shares are then traded, is not less than \$0.50 per share for a period of 10 consecutive trading days (whether or not a trade occurs on any of such days), then the Company may elect to accelerate the expiry time of any unexercised share purchase warrants by sending notice to the holder.

Finders' fees of \$4,250 were paid and 25,000 finders' warrants paid as 268,500 units and 268,500 finders' warrants in connection with a part of the offering in accordance with Exchange policies. Finders' warrants are exercisable to purchase one share at a price of \$0.25 for a period of 18 months. The value allocated to each of the warrants using a modified B-S calculation with a volatility factor of 75% to 125% and a risk-free rate of 1% ranges from \$0.01 to \$0.02 per warrant.

Investing Activities

At July 31, 2010, the Company had capitalized \$343,153 in mineral property acquisition costs, compared to \$1,757,882 at July 31, 2009, representing costs associated with the acquisition of its mineral property interests in Venezuela and Ontario on its mineral property interests.

During the year ended July 31, 2010, the Company sold 665,000 common shares of Sultan Minerals Inc., 400,000 common shares of Emgold Mining Corporation and 507,000 shares of Brigadier Gold Ltd. for net proceeds of \$65,355.

See the mineral property section for information on exploration work during the period and other information on the Company's mineral property interests.

1.7 Capital Resources

At July 31, 2010, the Company held 2,187,500 common shares of Northern Gold which may be sold by the Company to provide working capital. These shares were received under the option agreement on the Garrison property in Ontario in consideration of \$175,000 of the initial option payment. The shares were received in October 2009 and recorded at a price at \$0.07 per share (deemed \$0.08) and subject to a four-month hold under regulatory policies. At July 31, 2010, the fair value of these common shares was \$415,625. Subsequent to July 31, 2010, the Company has sold 650,000 common shares for net proceeds of \$188,731 to the Company.

In the year ended July 31, 2010, the Company completed a consolidation of its issued and outstanding and unissued common shares on the basis of one new consolidated common share for five existing common shares effective March 1, 2010, following the required shareholder approval received at the Company's extraordinary meeting (held on February 3, 2010). The shares, warrants, and stock options as presented in these annual consolidated financial statements are post-consolidation numbers.

Subsequent to July 31, 2010, the Company announced a non-brokered private placement of 2,000,000 flow-through units at a price of \$0.30 per unit for gross proceeds of \$600,000. Each unit consists of one flow-through common share and one non-transferable non-flow-through share purchase warrant. Each

ValGold Resources Ltd.
Management Discussion and Analysis for the Three Months and Year Ended
July 31, 2010

warrant is exercisable for one additional non-flow-through common share for a period of two years from the date of issue at a price of \$0.50 per share.

A first tranche of 1,110,000 units closed on November 23, 2010. Finders' fees of \$15,000 were paid in association with this portion of the offering, equal to 5.0% of the gross proceeds received from certain accredited investors found by the finder under the offering. In addition, the Company issued 50,000 finder warrants which will entitle the finder to acquire that number of common shares of the Company, which is equal to 5.0% of the number of units sold to the accredited investors found by the finder pursuant to the offering. The finder's warrants are exercisable to purchase one common share of the Company at a price of \$0.30 at any time, and from time to time, on or before the date which is 24 months after the closing date, or November 23, 2012. All common shares and warrants are subject to a hold period and may not be traded for four months plus one day from the date of closing of the private placement, or March 24, 2011.

Going Concern

At July 31, 2010, and up to the date of this management discussion and analysis, the Company has had a working capital deficiency. It is estimated that it may require approximately \$1.75 million in total working capital to continue to operate the Company and pay the liabilities of the Company, including all accrued liabilities, maintain mineral property interests in Canada and Venezuela, for the next year. A portion of the president and chief executive officer's salary is being deferred voluntarily, together with any directors' fees which were cancelled in the fourth quarter of fiscal 2009. The ability to raise working capital directly impacts the ability of the Company to undertake any planned exploration programs. Currently sufficient work has been undertaken on all of its current mineral property interests for several years, but if the Company is unable to perform sufficient exploration work in future years or with exploration partners, it may be necessary to write-down additional mineral property interests in future periods. With the funds from the flow-through financing completed in November 2010, the Company will conduct a work program on its Tower Mountain property in Ontario.

The Company's exploration activities and its potential mining and processing operations are subject to various laws governing land use, the protection of the environment, prospecting, development, production, contractor availability, commodity prices, exports, taxes, labour standards, occupational safety and health, waste disposal, toxic substances, mine safety and other matters. ValGold believes it is in substantial compliance with all material laws and regulations which currently apply to its activities. There is no assurance that the Company will be able to obtain all permits required for exploration, any future development and construction of mining facilities and conduct of mining operations on reasonable terms or that new legislation or modifications to existing legislation, would not have an adverse effect on any exploration or mining project which the Company might undertake.

The Company has been performing reclamation activities on an on-going basis. As such, management feels that there is no significant reclamation liability outstanding on properties owned by the Company.

The low price of ValGold's common shares can limit its ability to raise capital by issuing shares. There are several reasons for these effects. First, the internal policies of certain institutional investors prohibit the purchase of low-priced stocks. Second, many brokerage houses do not permit low-priced stocks to be used as collateral for margin accounts or to be purchased on margin. Third, some brokerage house policies and practices tend to discourage individual brokers from dealing in low-priced stocks. Broker's commissions on low-priced stocks usually represent a higher percentage of the stock price than commissions on higher priced stocks. As a result, ValGold's shareholders pay transaction costs that are a higher percentage of their total share value than if ValGold's share price were substantially higher.

The Company's ability to continue as a going concern continues to be contingent on its ability to obtain additional financing. Financial equity market conditions, the inhospitable funding environment and the

ValGold Resources Ltd.
Management Discussion and Analysis for the Three Months and Year Ended
July 31, 2010

low price of the Company's common shares often make it difficult to raise funds by private placements of shares. The junior resource industry has been severely adversely affected by the world economic situation, as it is considered to be a high-risk investment. While the Company is expending its best efforts to achieve its plans by examining various financing alternatives including reorganizations, mergers, sales of assets, and settlement of debts by share issuances, or other forms of equity financing, there is no assurance that any such activity will generate funds that will be available for operations.

The Company has been able to survive due to loans from related parties and the accrual and deferral of costs. During the year ended July 31, 2010, the Company received \$65,355 from the sale of its remaining investments in marketable securities. At July 31, 2010, the Company held 2,187,500 common shares of Northern Gold which may be sold to provide working capital to the Company if required. During the period to the date of this annual report, the Company has sold 650,000 common shares of Northern Gold, for proceeds of \$188,731. At November 26, 2010, the common shares of Northern Gold had a closing market price of \$0.335. If this market price continues to remain at this level, the quoted closing price could provide the Company with additional working capital of approximately \$515,000, less costs of disposition.

The consolidated financial statements do not include any adjustments to the recoverability and classification of recorded assets, or the amounts of, and classification of liabilities that would be necessary if the going concern assumption were not appropriate. Such adjustments could be material.

The amounts shown as mineral properties and related deferred costs represent costs net of recoveries to date, less amounts written off, and do not necessarily represent present or future values. Recoverability of the amounts shown for mineral properties is dependent upon the discovery of economically recoverable mineral reserves, securing and maintaining title and beneficial interest in the properties, the ability of the Company to obtain financing necessary to complete the exploration and development of its mineral property interests, and on future profitable production or proceeds from the disposition of the mineral property interests.

Refer to measurement uncertainty regarding the mineral property interests in Section 1.12.

Outlook

The shares of junior mineral exploration companies experience substantial volatility, often based on factors unrelated to their financial performance or the prospects of the companies involved. Macroeconomic developments such as the US-focused financial crisis culminating in deep recession have impacted and altered market perceptions of the attractiveness of the junior exploration sector. These factors have affected the ability of the Company to obtain significant equity or debt financing. If these increased levels of volatility and market turmoil were to continue without change, the Company's operations could be adversely affected and the value and the price of the common shares would be negatively driven.

ValGold has so far survived the worst of the recession. Recently we have witnessed a possible turnaround in the market for ValGold's shares. The most likely reason for this turnaround is a general improvement in sentiment driven by short-term changes in commodity prices: in particular the upward trend in the spot and futures prices for gold, silver and copper. Management is of the opinion that this upward price trend for metals is likely to continue and in order to capitalize on it, is planning to focus on managing costs; improving shareholder communications; optioning its mineral properties and seeking valuable projects to acquire.

As work progresses on the Garrison Property, we anticipate an increase in news that could positively influence the market sentiment toward our Company. The Garrison Property hosts a promising exploration target with the potential to be developed into a successful gold operation. ValGold intends to

ValGold Resources Ltd.
Management Discussion and Analysis for the Three Months and Year Ended
July 31, 2010

deliver news of the progress of the exploration work as expeditiously and accurately as possible.

ValGold plans to conduct an exploration program on its Tower Mountain property with the proceeds from the private placement financing completed in November 2010.

In addition to the continuing work on our Garrison property, our preparations for the next stage of drilling on Tower Mountain and our optioning of the Venezuelan properties, ValGold is on the constant lookout for new opportunities. ValGold's objective is to acquire properties with exceptional unrecognized potential. With our proven record of well-focused exploration, ValGold has been successful in taking on projects and materially improving their value, and our recent investigations have revealed a number of excellent prospects that we believe could represent production opportunities for our Company.

1.8 Off-Balance Sheet Arrangements

None.

1.9 Transactions with Related Parties

Services provided by:	Years ended July 31,	
	2010	2009
Glencoe Management Ltd. (c)	--	19,874
Quorum Management and Administrative Services Inc. (a)	439,751	434,132
Kent Avenue Consulting Ltd. (d)	30,000	30,000
<hr/>		
Balances payable to:	July 31, 2010	July 31, 2009
Quorum Management and Administrative Services Inc. (a)	(56,415)	(85,778)
Officer and directors	(472,614)	(452,360)
Glencoe Management Ltd. (c)	(36,618)	(36,618)
Total balances payable	\$ (565,647)	\$ (574,756)

- (a) Management, administrative, geological and other services have been provided by Quorum Management and Administrative Services Inc. ("Quorum"), formerly LMC Management Services Ltd. since August 1, 2001. Quorum is a private company held jointly by the Company and other public companies, providing services on a full cost recovery basis to the various public entities currently sharing office space with the Company. At July 31, 2010, the Company has a 1/3 interest in Quorum at a cost of \$1. There is no difference between the cost of \$1 and equity value. Three months of estimated working capital is required to be on deposit with Quorum under the terms of the services agreement, and at July 31, 2010, the Company did not have three months of fees advanced to Quorum.
- (b) Directors' fees are paid to non-executive directors on a quarterly basis and for meetings attended during the year. Directors' fees have been accrued but not paid since December, 2007, and since the third quarter of the year ended July 31, 2009, are no longer accrued, until such time as the Company is able to pay directors' fees.
- (c) Glencoe Management Ltd. is a private company controlled by Andrew F.B. Milligan, Chairman of the Company. Management fees of \$Nil (2009 - \$3,000) per month were paid to Glencoe Management Ltd. for the services of the Chairman. Fees of \$36,618 have been accrued but not paid at July 31, 2010.

ValGold Resources Ltd.
Management Discussion and Analysis for the Three Months and Year Ended
July 31, 2010

- (d) Consulting fees of \$30,000 (2009 - \$30,000) are paid indirectly to Kent Avenue Consulting Ltd., a private company controlled by a director, Sargent H. Berner. These fees are paid through Quorum, and are also included in the balance for 'services provided by Quorum'. Any amount owing to Kent Avenue Consulting Ltd. is owed by Quorum, and so is included in the net payable to Quorum.
- (e) Transactions with related parties are recorded at their exchange values which are the amounts entered into and agreed by both parties.

1.10 Fourth Quarter Results

Not applicable.

1.11 Proposed Transactions

There are no proposed asset or business acquisitions or dispositions before the board of directors for consideration other than those in the ordinary course of business or as described in item 1.2 above.

1.12 Critical Accounting Estimates

As July 31, 2010, the Company was a venture issuer. Management prepares and reviews estimates and assumptions that may affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenditures during the reporting period. Significant areas requiring the use of management estimates may include the determination of impairment of equipment and mineral property interests, investments, reclamation obligations, rates of amortization, securities issued for non-cash consideration, allocating proceeds from issuance of units to the component securities and future income taxes. The use of such judgment includes, but is not limited to future mineral prices and project capital, and operating and reclamation costs. Actual results could differ from those estimated.

The Company's recoverability of the recorded value of its mineral properties is based on market conditions for minerals, independent NI 43-101 reports of the underlying mineral resources associated with mineral property interests held by the Company, transactions entered into on the Tower Mountain and Garrison properties and any future costs that may be required for ultimate realization through mining operations or by sale. The Company is in an industry that is dependent on a number of factors including environmental, legal and political risks, the existence of economically recoverable reserves, the ability of the Company and its subsidiaries to obtain necessary financing to complete the development and future profitable production or the proceeds of disposition thereof. The Company is continually reviewing its mineral property interests and write-downs are taken on a timely basis when the Company believes that there is no recoverability of the recorded value of its mineral properties, or no further exploration activity is planned, when the mineral property interest is written down to a nominal carrying value of \$1 or written off if the mineral property interest is not in good standing.

One or more of the issues described herein, or other factors beyond our control in future periods, could adversely affect the Company's operations and investment in Venezuela and/or Canada in the future, and result in further mineral property write-downs. Such write-down amounts could be material.

ValGold Resources Ltd.
Management Discussion and Analysis for the Three Months and Year Ended
July 31, 2010

1.13 Critical accounting policies and changes in accounting policies

Accounting standards issued but not yet effective

(a) Consolidated financial statements and non-controlling interests

In December 2008 the CICA issued Handbook Section 1582, “Business Combinations,” replacing Section 1581, “Business Combinations.” This standard was amended to more closely align it with International Financial Reporting Standards (“IFRS”) in anticipation of the move from Canadian GAAP to IFRS. The revised standard requires additional use of fair value measurements, recognition of additional assets and liabilities, and increased disclosure while accounting for a business combination. Companies adopting Section 1582 will also be required to adopt the new Sections 1601, “Consolidated Financial Statements,” and 1602, “Non-Controlling Interests” which together replace Section 1600 “.The changes resulting from adopting Section 1582 are to be applied prospectively. These standards will be effective January 1, 2011 however early adoption is permitted. The Company has chosen to adopt this accounting standard effective August 1, 2009. Adoption of this new standard has had no material impact on the Company’s financial statements.

Section 1601 – Consolidated Financial Statements, and

Section 1602 – Non-controlling Interests

In December 2008, the CICA issued Handbook Sections 1601, “Consolidated Financial Statements” and 1602, “Non-controlling Interests,” together replacing Section 1600 “Consolidated Financial Statements.” These new standards will require a change in the measurement of non-controlling interest and will require the change to be presented as part of shareholders’ equity on the balance sheet. In addition, the income statement of the controlling parent will include 100% of the subsidiary’s results and will present the allocation between controlling and non-controlling interest. The changes for adopting Sections 1601 and 1602 are to be applied retrospectively. These standards will be effective January 1, 2011 however early adoption is permitted. The Company has chosen to adopt this accounting standard effective August 1, 2009. Adoption of this new standard has had no material impact on the Company’s financial statements.

(b) Business combinations

In January 2009, the CICA issued Handbook Section 1582, Business Combinations, which replaces Section 1581, Business Combinations, and provides the equivalent to International Financial Reporting Standards (“IFRS”) 3R, Business Combinations (January 2008). The new section expands the definition of a business subject to an acquisition and establishes significant new guidance on the measurement of consideration given, and the recognition and measurement of assets acquired and liabilities assumed in a business combination. The new section requires that all business acquisitions be measured at the full fair value of the acquired entity at the acquisition date even if the business combination is achieved in stages, or if less than 100% of the equity interest in the acquiree is owned at the acquisition date.

The measurement of equity consideration given in a business combination will no longer be based on the average of the fair value of the shares a few days before and after the day the terms and conditions have been agreed to and the acquisition announced, but rather at the acquisition date. Subsequent changes in the fair value of contingent consideration classified as a liability will be recognized in earnings and not as an adjustment to the purchase price. Restructuring and other direct costs of a business combination are no longer considered part of the acquisition accounting. Instead, such costs will be expensed as incurred,

ValGold Resources Ltd.
Management Discussion and Analysis for the Three Months and Year Ended
July 31, 2010

unless they constitute the costs associated with issuing debt or equity securities. The Company has adopted this section for its fiscal year commencing August 1, 2010.

(c) International Financial Reporting Standards

The Canadian Accounting Standards Board has announced their plan to converge Canadian GAAP with International Financial Reporting Standards over a transition period. Canadian GAAP and IFRS will be fully converged for fiscal years commencing on or after January 1, 2011. The Company has developed an IFRS changeover plan to identify and implement the changes necessary to report under the new standards. The plan includes assessing the impact of IFRS on financial reporting systems, accounting policies, disclosure controls and procedures, business activities, internal control over financial reporting, tax planning, and the knowledge of key personnel. The Company has completed an initial high level assessment to identify the required accounting policy changes on adoption of IFRS, but has not yet quantified the impact of the transition on its consolidated financial condition. The Company is completing a more detailed assessment to assist in the full adoption of IFRS.

The Company's initial high level assessment identified significant differences between existing Canadian GAAP and IFRS but has determined that no significant changes will be required to financial reporting systems, business activities, internal control over financial reporting, or tax planning. Some disclosure controls and procedures will, however, need to be changed, for example, to address reporting of first time adoption as well as ongoing new IFRS reporting requirements. These changes will require training of key personnel. There will also be both optional and required changes made to certain accounting policies upon adoption of IFRS. These changes may result in material changes to financial results or financial position. Additionally, it is expected that the amount of required financial statement disclosure will increase substantially. The certifying officers plan to complete the design and initially evaluate the effectiveness of these controls in the third quarter of fiscal 2011 in order to prepare for certification under IFRS in 2011.

In the latter half of fiscal 2011, the Company will quantify the impact of the transition to IFRS on its financial statements and systems, if any. The implementation and transition phase to IFRS are currently planned for the third quarter of fiscal 2011 in order to meet the expected adoption date of August 1, 2011.

Fortunately, due to the jurisdictions in which the Company operates, some staff working for subsidiary companies are already accustomed to reporting under IFRS. Training of other Company personnel, where required, has started and will continue through 2010. This training is being conducted via attendance at seminars specifically designed for Canadian companies going through the transition to IFRS. The Audit Committee members will continue to receive quarterly IFRS presentations and project status updates from management.

As the Company has no debt covenants, executive compensation arrangements or other contracts that depend on financial information, there will be no changes required to business activities as a result of the change to IFRS.

Areas of potential differences between Canadian GAAP and IFRS that have been identified to date include the following:

- Foreign currency translation

Canadian GAAP uses the concept of integrated and self-sustaining foreign operations in order to determine how to translate financial information denominated in foreign currencies.

IFRS uses the functional currency concept. Under this method, the currency of the primary economic environment in which the entity operates is used to determine the method of measuring foreign currency translation.

ValGold Resources Ltd.
Management Discussion and Analysis for the Three Months and Year Ended
July 31, 2010

- Mineral property interests and buildings and equipment

The Company's mineral property interests, buildings and equipment are recorded at cost under Canadian GAAP.

IFRS 1 allows companies to elect fair value as the deemed cost of an individual asset at the date of transition.

IFRS requires a componentization approach, separately identifying and measuring significant individual components of assets which have different useful lives. The Company has determined that it has no significant assets that will require this approach.

- Impairment of long-lived assets

In evaluating the Company's long-lived assets for recoverability, undiscounted future cash flows are used to perform the test. Recoverability is evaluated whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. An impairment charge is recorded if the undiscounted future net cash flows are less than the carrying amount. Reductions in the carrying value, with a corresponding charge to operations, are recorded to the extent that the estimated discounted future net cash flows are less than the carrying value.

IFRS requires the use of a one-step impairment test (impairment testing is performed using discounted cash flows) rather than the two-step test under Canadian GAAP (using undiscounted cash flow as a trigger to identify potential impairment loss).

IFRS requires reversal of impairment losses where previous adverse circumstances have changed; this is prohibited under Canadian GAAP.

Impairment testing should be performed at the asset level for long-lived assets and intangible assets. Where the recoverable amount cannot be estimated for individual assets, it should be estimated as a part of a Cash Generating Unit.

Impairment testing under IFRS is performed using two new valuation methods – value in use and fair value less cost to sell.

The Company has no cash generating units and currently expenses its exploration costs which is allowed under IFRS. The Company reviews its carrying costs of its mineral property interests each fiscal quarter.

The transition date of August 1, 2011, will require the restatement of comparative amounts reported by the Company for the year ending July 31, 2011.

Other areas that have been identified as possible areas of difference under IFRS but not quantified are the issuance of flow-through shares and share-based compensation.

1.14 Risk management

Financial assets and financial liabilities are measured on an ongoing basis at fair value or amortized cost. The disclosures in the notes to these consolidated financial statements describe how the categories of financial instruments are measured and how income and expenses, including fair value gains and losses, are recognized.

As at July 31, 2010, the classification of the financial instruments, as well as their carrying values and fair values, are shown in the table below:

ValGold Resources Ltd.
Management Discussion and Analysis for the Three Months and Year Ended
July 31, 2010

	Fair Value	2010 Carrying Value	Fair Value	2009 Carrying value
Held-for-trading				
Cash and cash equivalents	\$ 116,725	\$ 116,725	\$ 10,892	\$ 10,892
	116,725	116,725	10,892	10,892
Available-for-sale				
Investments	415,626	415,626	88,690	88,690
	\$ 415,626	\$ 415,626	\$ 88,690	\$ 88,690

Financial instruments are agreements between two parties that result in promises to pay or receive cash or equity instruments.

a) Categorization and Valuation

Within the fair value hierarchy, the fair-values of the Company's financial instruments are calculated using Level 2 inputs for cash and cash equivalents and short-term deposits. There are no fair value inputs used that would be considered Level 3 inputs.

The Company has categorized its financial instruments as follows:

- i) Cash is categorized as held for trading, and is recorded at their fair value with changes in fair value recorded in the consolidated statement of operations;
- ii) Accounts receivable and prepaids are categorized as loans and receivables, and are recorded at amortized cost using the effective interest rate method. Due to the short term nature of receivables, the Company estimates that their fair value approximates their face value.
- iii) Investments are categorized as available-for-sale and are recorded at their fair value based on the closing bid price on the last day of trading prior to the balance sheet date; and
- iv) Accounts payable and accrued liabilities and due to related parties are categorized as other financial liabilities and are recorded at their amortized cost using the effective interest rate method. Due to the short-term nature of accounts payable and accrued liabilities, the Company estimates that their fair value approximates their face value.

In addition, the Company recorded realized losses of \$23,335 from the disposition of investments in marketable securities. The Company did not recognize any impairment write-down on fair value of investments available-for-sale in the year ended July 31, 2010 (2009 - \$105,985).

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The Company's maximum exposure to credit risk at the balance sheet date under its financial instruments is summarized as follows:

ValGold Resources Ltd.
Management Discussion and Analysis for the Three Months and Year Ended
July 31, 2010

	July 31, 2010	July 31, 2009
Accounts and other receivables -		
Currently due	\$ 79,011	\$ 18,208
Past due by 90 days or less, not impaired	--	--
Past due by greater than 90 days, not impaired	--	--
	79,011	18,208
Cash and cash equivalents	116,725	10,892
	\$ 195,736	\$ 29,100

Substantially all of the Company's cash is held with major financial institutions in Canada, and management believes the exposure to credit risk with such institutions is not significant. Those financial assets that potentially subject the Company to credit risk are primarily its investment in marketable securities of publicly-traded companies and any receivables. The Company has increased its focus on credit risk given the impact of the current economic climate. The Company considers the risk of material loss to be significantly mitigated due to the financial strength of the major financial institutions where cash and term deposits are held. The Company's maximum exposure to credit risk as at July 31, 2010, is the carrying value of its financial assets.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. At July 31, 2010, the Company's only financial liabilities are trade-payables and amounts due to related parties. These amounts are primarily due within 30 days of invoicing. The Company manages the liquidity risk inherent in these financial liabilities by ensuring that the Company has funds available to pay suppliers prior to engaging them to provide goods or services. The Company's financial liabilities are comprised of its accounts payable and accrued liabilities and amounts due to related parties, the contractual maturities of which at July 31, 2010, are summarized as follows:

	2010	2009
Accounts payable and accrued liabilities with contractual maturities –		
Within 90 days or less	\$ 751,887	\$ 965,201
In later than 90 days, not later than one year	--	--
Due to related parties with contractual maturities		
Within 90 days or less	565,647	574,756
In later than 90 days, not later than one year	--	--

Market risks

The significant market risks to which the Company is exposed include commodity price risk, interest rate risk and foreign exchange risk.

- Interest rate risk
The Company has no significant exposure at July 31, 2010, to interest rate risk through its financial instruments.
- Currency risk
The Company's currency risk arises primarily with fluctuations in United States dollar and the Venezuelan bolivar. The Company has no revenue and any exposure to currency risk is

ValGold Resources Ltd.
Management Discussion and Analysis for the Three Months and Year Ended
July 31, 2010

related to expenditures by the Company in United States dollars or the Venezuelan bolivar, as the majority of operating expenses are payable in Canadian dollars. The currency risk by the Company relates to unpaid liabilities of the Company payable in United States dollars or Venezuelan bolivars.

The Company has not hedged its exposure to currency fluctuations. At July 31, 2010, the Company is exposed to currency risk through the following assets and liabilities denominated in United States dollars and Venezuelan bolivars, but presented in Canadian dollar equivalents. The Company uses the parallel market rates when converting its transactions and assets and liabilities in Venezuelan bolivars.

	July 31, 2010	July 31, 2009
United States dollars		
Cash and cash equivalents	53,999	68
Accounts payable and accrued liabilities	(337,508)	(302,785)
Venezuelan bolivars		
Cash and cash equivalents	1,053	--
Accounts payable and accrued liabilities	(284,887)	(458,180)

Based on the above net exposures at July 31, 2010, and assuming that all other variables remain constant a 10% appreciation or depreciation of the Canadian dollar against the United States dollar would result in an increase/decrease of \$28,351 (2009 - \$30,272) in the Company's loss from operations, and a 10% appreciation or depreciation of the Canadian dollar against the Venezuelan bolivar would result in an increase/decrease of \$28,383 (2009 - \$45,818) in the Company's loss from operations. The Company's exposure will primarily be due to changes in the Venezuelan bolivar, as a significant portion of its accrued liabilities are in Venezuelan bolivars.

The Company's objective in managing capital is to maintain adequate levels of funding to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral property interests in Ontario and Venezuela and to maintain a flexible capital structure which will optimize the costs of capital at an acceptable risk.

The Company endeavours to manage its capital structure in a manner that provides sufficient funding for operational activities through funds primarily secured through equity capital obtained in private placements. There can be no assurances that the Company will be able to continue raising capital in this manner.

Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will be able to continue this form of financing due to the current difficult conditions. The Company makes adjustments to its management of capital in the light of changes in economic conditions and the risk characteristics of its assets, seeking to limit shareholder dilution and optimize its costs of capital while maintaining an acceptable level of risk. The Company currently does not have sufficient funds for operations and must rely on equity financings, or forms of joint venture or other types of financing to continue exploration and development work and to meet its administrative overhead costs for the coming year.

There are no externally imposed capital requirements to which the Company is subject.

1.15 Other MD&A Requirements

See the Company's annual audited consolidated financial statements for the years ended July 31, 2010 and 2009.

ValGold Resources Ltd.
Management Discussion and Analysis for the Three Months and Year Ended
July 31, 2010

Additional information relating to the Company is available on SEDAR at www.sedar.com.

1.15.2 Additional Disclosure for Venture Issuers without Significant Revenue

(a) capitalized or expensed exploration and development costs

The required disclosure is presented in the schedule of exploration expenses attached to the annual consolidated financial statements.

(b) expensed research and development costs

Not applicable.

(c) deferred development costs

Not applicable.

(d) general administrative expenses

The required disclosure is presented in the Annual Consolidated Statements of Operations.

(e) any material costs, whether capitalized, deferred or expensed, not referred to in (a) through (d).

None.

1.15.3 Disclosure of Outstanding Share Data

The following details the share capital structure (post-consolidation) as of November 29, 2010 (share consolidation was effective March 1, 2010), the date of this MD&A, subject to minor accounting adjustments:

Outstanding share information at November 29, 2010

Authorized Capital

Unlimited number of common shares without par value.

Issued and Outstanding Capital

29,333,407 common shares are issued and outstanding

ValGold Resources Ltd.
Management Discussion and Analysis for the Three Months and Year Ended
July 31, 2010

Stock Options Outstanding

Number of Options	Exercise Price (\$)	Expiry Dates
204,000	0.19	January 25, 2011
20,000	0.19	July 18, 2011
70,000	0.19	December 20, 2012
89,000	0.19	November 14, 2013
280,000	0.19	April 12, 2012
30,000	0.19	June 20, 2012
2,040,000	0.20	May 12, 2015
2,733,000		

Warrants Outstanding

Number of Warrants	Exercise Price	Expiry Dates
293,500	\$0.25	September 3, 2011
6,268,500	\$0.25	March 3, 2015
1,160,000	\$0.30	November 23, 2012
1,805,000	\$0.25	April 13, 2015
9,527,000		

Other Information

The President and Chief Executive Officer and the Chief Financial Officer of ValGold Resources Ltd., have reviewed the annual consolidated statements for the financial year ended July 31, 2010 and 2009.

Based on their knowledge, having exercised reasonable diligence, the annual filings do not contain any untrue statement of a 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 was made, for the period covered by the interim filings.

Note to Reader

In contrast to the certificate required under National Instrument 52-109 *Certificate of Disclosure in Issuers' Annual and Interim Filings* ("NI 52-109"), the 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.

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.

ValGold Resources Ltd.
Management Discussion and Analysis for the Three Months and Year Ended
July 31, 2010

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.

Approval

The Board of Directors of ValGold Resources Ltd. has approved the disclosure contained in the Annual MD&A. A copy of this Annual MD&A will be provided to anyone who requests it and can be located, along with additional information, on the SEDAR website at www.sedar.com.

Caution on Forward-Looking Information

This Annual MD&A contains "forward-looking statements". These forward-looking statements are made as of the date of this Annual MD&A and the Company does not intend, and does not assume any obligation, to update these forward-looking statements.

Forward-looking statements may include, but are not limited to, statements with respect to future remediation and reclamation activities, future mineral exploration, the estimation of mineral reserves and mineral resources, the realization of mineral reserve and mineral resource estimates, the timing of activities and the amount of estimated revenues and expenses, the success of exploration activities, permitting time lines, requirements for additional capital and sources and uses of funds.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to actual results of exploration activities; actual results of remediation and reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of gold and other commodities; possible variations in ore reserves, grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of exploration and development activities.