



TREASURY METALS

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MANAGEMENT DISCUSSION AND ANALYSIS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2011

INTRODUCTION

This Management Discussion and Analysis (“MD&A”) of the financial condition and results of operations of Treasury Metals Inc. (“Treasury Metals” or the “Company”) should be read in conjunction with the Company’s interim financial statements for the period ended June 30, 2011, including the related notes thereto. These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”). This MD&A is presented as of August 10, 2011. Unless otherwise noted, the currency used is Canadian dollars. This MD&A contains “forward-looking” statements that are subject to risk factors set out in a cautionary note contained herein.

The Company is a Toronto-based mineral exploration and development company, with a growth-oriented strategy focused solely on expanding its gold resources and project portfolio within the Americas.

The Company’s flagship asset is the Goliath Gold Project, an advanced stage, high-grade gold deposit near Dryden, Ontario in the Kenora Mining District. The Company has undertaken a 50,000 metres of drilling to upgrade and expand the resource and has several development stage programs are underway. A positive National Instrument 43-101 Preliminary Economic Study (“PEA”) was completed on this project in 2010 and it consisted of 270,000 indicated and 930,000 inferred ounce resource (NI 43-101 compliant resource) for drilling until the end of 2009. Treasury Metals has a secondary project, the Goldcliff Project, that is located south of Dryden along the highly prospective Manitou Straits Fault and in the vicinity of the historic Goldrock mining camp. In addition, the Company owns a 3.0% Net Smelter Royalty on the Cerro Colorado gold mining operation in Sonora State, Mexico operated by Goldgroup Mining Inc. Cerro Colorado is a small-scale gold (silver) mine that produces gold from its heap leach operation. The royalty funds a portion of corporate overhead costs (see section “Mineral Exploration Properties” for further details).

During the second quarter of 2011, the Company launched the next phase of its growth strategy and agreed to purchase 100% of the Pico Machay Gold Project (“Pico Machay” or the “Project”) from Pan American Silver Corp (“PAA”). The acquisition of Pico Machay adds a second advanced project, in mine-friendly Peru, that complements the exploration and development profile of the Canadian properties. The Project is being acquired for its near-term production and cash-flow which is expected to be in operation within 12-18 months. The objective is to develop Pico Machay into a low-cost conventional open pit, low stripping, dump leach operation. Several members of the Company’s management team previously advanced Pico Machay to the project financing stage when owned by Aquiline Resources Inc.

Pico Machay is a high-sulphidation gold deposit that lies within the northern extent of the Southern Peru Epithermal Gold-Silver Belt, which is one of three epithermal gold-silver belts in Peru that are host to world-class gold deposits, including the producing Yanacocha and Pierina mines. The region surrounding Pico Machay in the eastern part of the Andean Cordillera has numerous mining operations including Gold Fields Ltd.’s and Buenaventura’s Chucapaca, and Minera IRL Ltd.’s Corihuarmi and presents the Company with a new platform for future acquisitions.



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The Company's board of directors and management team include seasoned mining industry executives, with proven track records in finding and developing high-quality assets and building shareholder value.

SIGNIFICANT DEVELOPMENTS

A period of technical progress at the Company's Goliath Gold Project, as well as recognition of Treasury Metals as an emerging gold producer, continued in the quarter. The Company took significant steps to advance its business and implemented a base for continued growth.

Recent significant developments include:

Acquisitions

- Entering into an acquisition agreement dated May 18, 2011 with PAA (the "Agreement") to purchase the Pico Machay Gold Project in Peru thereby positioning the Company to deliver on a multi-asset growth strategy in the Americas, with near-term production potential at Pico Machay, and ongoing exploration at the Goliath Gold Project in Dryden, Ontario. The Company is acquiring Pico Machay for total consideration of US\$38 million including US\$21 million in cash (of which US\$11.5 million is due on closing) and 11.5 million common shares.
- Continued to consolidate land position at the Goliath Gold Project with the acquisition of additional surface rights to 40 acres of land that covers a portion of the eastern extension of the deposit.

Management

- The appointment of Mr. Martin Walter as the Chief Executive Officer ("CEO") of the Company. He is the former Executive Vice President of Aquiline Resources Inc. ("Aquiline") and co-founder and Director of Crown Point Ventures Ltd. On May 11, 2011, Mr. Walter assumed the expanded role of President and CEO of Treasury Metals following the resignation by Dr. Scott Jobin-Bevans as President and as a Director of the Board. Mr. Walter was also elected to the board of directors of the Company.
- Additional appointments of the management team included:
 - Mr. Andrew Cheatle as Vice President of Exploration; formerly of Goldcorp Inc.
 - Mr. Greg Ferron as Vice President of Corporate Development; joined from TSX
 - Mr. Dennis Gibson as Chief Financial Officer ("CFO"); formerly CFO of Aquiline
- The election of Mr. Harry Burgess to the board of directors of the Company. Mr. Burgess is founder and former Vice-President of Micon International Limited, a mining consulting practice. Mr. Burgess is an experienced engineer and brings international mine building experience to Treasury Metals. In addition, he sits on the board of several TSX and TSX Venture listed companies.



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Financings

- On August 5, 2011 the Company announced that it had filed a preliminary short form prospectus with the securities regulatory authorities in the Provinces of Ontario, British Columbia, Alberta, Manitoba, and Saskatchewan, in connection with a best efforts offering of common shares of the Company (the "Offering") designed to raise gross proceeds of \$16 million. The net proceeds from the Offering will be used to fund the acquisition of the Pico Machay from PAA, for exploration and development activities at Pico Machay and for general corporate purposes.
- Completed a series of private placement financings providing the necessary capital needed to carry out further exploration and development programs at the Goliath Gold Project. With the most current on March 22, 2011, when the Company raised \$5 million at \$1.60 per common share.

Operations

- In December 2010, the Company commenced a diamond drilling program of 20,000 metres aimed at upgrading a significant portion of the current resource and extending the resource. The diamond drilling program was expanded to 30,000 metres on April 27, 2011 and subsequently increased to 50,000 metres in July 2011. The Company reported a number of high-grade intersections throughout the quarter (see press releases and Company's website for further details).
- Completed initial metallurgical test-work at the Goliath Gold Project. The test-work program was conducted at G&T Metallurgical Services Ltd. The metallurgical test results have demonstrated exceptional gold recoveries from the Goliath Gold Project. The tested sample is categorized as being non-refractory and free milling, yielding a gold recovery of 96 to 97%. A simple gravity recovery circuit plus cyanide leach of the gravity tailings was identified as the best metallurgical flow-sheet for the Goliath Gold Project.
- The Company commenced and completed 1,236 kilometres of magnetic and heliborne electromagnetic surveys over its Goliath and Goldcliff Gold Projects in northwestern Ontario. The surveys will provide Treasury Metals with additional geological information which, when interpreted, will be used to generate future exploration targets on both properties.
- A Preliminary Economic Assessment ("PEA") was completed in July 2010 by independent consultant A.C.A. Howe International Limited validating the economic potential of the project. The PEA included an updated Mineral Resource Estimate ("Resource Estimate") and a summary is provided in the MD&A section of the Company's audited financial statements for the year ended December 31, 2010.
- The Company initiated the Environmental Baseline Study (EBS) on the Goliath Gold Project, a necessary step on the critical path toward production and obtaining an Advanced Exploration Permit to reopen the existing portal and decline mined by Teck in 1998-99. Progress on the EBS is on track and to



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date no major issues have arisen from monthly water sampling; nor from terrestrial, fauna, floral and soil studies.

Additional information on the Company is available on Sedar at www.sedar.com or the Company's website at www.treasuremetals.com.

2011 OPERATING ACTIVITIES

Pico Machay Gold Project

The Company announced on May 18, 2011 that it has agreed to purchase 100% of the Pico Machay from PAA, through the acquisition of certain subsidiaries owned by PAA (the "Transaction").

Pico Machay is a high-sulphidation gold deposit located in the eastern part of the Andean Cordillera in southern Peru within the Province of Huancavelica. The Project consists of 15 mineral concessions covering 4,823 hectares. The Company expects that Pico Machay can be advanced to production in a short time frame, at minimal capital cost with a short-term payback and provide steady cash flow generation at low operating costs. The Company estimates that Pico Machay has the potential to initially produce 50,000 ounces of gold per year as a conventional low cost, low stripping ratio, run-of-mine heap leach operation. Furthermore, several permits required to advance development have been obtained and are in good standing.

To date, the majority of drilling has been undertaken to define the main deposit area, with limited testing of possible resource extensions along strike and at depth and has nine high-priority exploration targets identified. The Project presently contains a Measured and Indicated Resource of 10.66 million tonnes grading 0.78 g/t gold for 270,000 ounces (0.30 g/t gold cut-off) (Measured 140,000 and Indicated 130,000) and a further Inferred Resource of 23.90 million tonnes grading 0.58 g/t gold for 450,000 ounces. Further engineering design work and economic analyses could potentially show that the actual, operating cut-off grade is lower than 0.30 g/t according to the author of the Pico Machay technical report.

Mineral resources for Pico Machay are reported in accordance with the guidelines of the Canadian Securities Administrators National Instrument 43-101, and have been estimated in conformity with generally accepted CIM "Estimation and Mineral Resource and Mineral Reserve Best Practices" guidelines. An independent National Instrument 43-101 technical report and resource estimate on Pico Machay (the "Technical Report") was prepared by A.C.A. Howe International Limited ("Howe"). The mineral resource estimate was completed by Howe's Senior Associate Mining Engineer, Doug Roy, M.A.Sc., P. Eng. and Howe's Associate Project Geologist, Doris Fox, M.Sc., P. Geo., reviewed assay quality control and authored the remainder of the Technical Report. The Technical Report was filed on SEDAR on August 4, 2011.

Pursuant to the terms of the Agreement, the Company has agreed to pay a total of US\$21 million in cash and the issuance of 11.5 million common shares Treasury Metals has agreed to issue 1.0 million common shares to Pan American at the time of signing, with the balance of 10.5 common shares to be issued upon the closing of the Transaction.



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On July 29, 2011, the Company announced terms of an amended agreement granting an option to satisfy up to USD\$10.5 million of the closing cash requirement through the issuance of a promissory note (the "Note") of up to USD \$10.5 million. If the Company elects to pay a portion of the purchase price through the issuance of the Note, the Company will be required to pay Pan American a one-time commitment fee (the "Commitment Fee") equal to 12% per annum, compounded monthly, on the principal amount of the Note. The Commitment Fee is payable on or before December 31, 2011. Interest is waived up to December 31, 2011. The Company will have the right to prepay the Note, and the Commitment Fee. If the Company does not repay the whole of the principal and the Commitment Fee on or before December 31, 2011, interest will accrue on the amounts of the principal and the Commitment Fee, then outstanding, at a rate of 17% per annum, compounding monthly beginning from January 1, 2012, and increasing by a rate of 5% every calendar month thereafter until repayment in full of the amounts of the principal and the Commitment Fee, then outstanding, and all accrued interest thereon. The Note will be secured by a pledge of the shares of Absolut Resources Corp. ("Absolut"), which is the Canadian subsidiary of PAA and which directly owns the Peruvian company which holds the Pico Machay project and which is the entity being sold to Treasury Metals, a general security agreement executed by the Company, a general security agreement executed by Absolut, and such other documentation as may be requested by PAA. In addition, the closing date of the Transaction has been extended to August 31, 2011.

PAA will hold approximately 19.70% of the issued and outstanding common shares of the Company, calculated prior to taking into account an equity offering that is a condition of completing the Transaction. Treasury Metals will have the right to direct the sale of any of the Shares issued to PAA for a two-year period following the closing in certain circumstances.

The Transaction is conditional upon, among other things, the receipt of all required regulatory approval, including the approval of the TSX, and the completion by the Company of an equity offering to fund the cash consideration payable to Pan American. It is not expected that Treasury Metals will require shareholder approval to complete the Transaction. The Transaction is anticipated to close no later than August 31, 2011. Included in the Transaction, is a 2% net smelter royalty on the Jojoba Gold Resource project, owned and operated by NWN Mining Corporation (formerly Columbia Metals Corporation).

The Goliath Gold Project

In January, the Company added a second drilling rig on its Goliath Gold Project as part of its 20,000 metre diamond drilling program initiated in December 2010, which is designed to increase and upgrade the current resource estimate from largely Inferred to the Measured and Indicated categories.

Based on the success of the program, in April, a third drilling rig was added at the Goliath Gold Project. In order to expand and accelerate the diamond drilling program was expanded from 20,000 to 30,000 metres. The third drilling rig followed up on hole TL09-84 (5.00 m @ 22.75 g/t), located approximately 1 km west of the current diamond drilling program. Historical drilling by Teck Resources Ltd., Corona Gold Ltd. and Treasury Metals identified promising targets towards the western extent of the mineral resource. This historical work had predominantly been shallow (less than 100 metres below surface) and identified one of



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these potential higher grade targets. Treasury Metals believes the deeper extent of this zone now warrants drilling.

In late June 2011, the Company reverted to two drilling rigs and increased the size of the program to 50,000 metres. One drill remains on the eastern target where Treasury Metals has been intersecting significant results. The second rig continues to test the western and other higher grade shoots where mineralization has been observed in historical drilling, and soon will be moved to drill exploration targets one kilometer east and along strike from the mineral resource. In the period, approximately 46 thousand metres have been drilled in a total of 108 holes.

An updated resource calculation is planned for third quarter of 2011.

The Company commenced initial metallurgical test work earlier this year with G & T, which followed up on the historical work performed by Teck Exploration Ltd. in 1998. The G&T program tested a composite of 30 half-core samples taken from the Goliath Gold Project that were crushed to minus 6 mesh and mixed together to provide one composite for testwork. The test program was set up to investigate two flowsheets, namely whole ore cyanidation, and flotation, (with gravity included in both). Based on this work, G&T reported that the ore is non-refractory and free milling, with a gold recovery of 96 to 97% using gravity and cyanidation. Test KM2906-01, at a p80 grind of 105 microns, for example, yielded 71% of the gold to the Knelson concentrate. The overall gold recovery did not appear to be very sensitive to either primary grind sizing or target sodium cyanide concentration in the ranges tested. On the basis of this testing, about 96 % of the feed gold can be recovered at a primary grind sizing of 105 microns, K80 and target NaCN concentration of 500 ppm.

In July 2011, the Company announced that it had commenced and completed 1,236 kilometres of magnetic and airborne electromagnetic surveys over its Goliath and Goldcliff Gold Projects in northwestern Ontario. The surveys will provide Treasury Metals with additional geological information which, when interpreted, will be used to generate future exploration targets on both properties.

Drill results announced in the period are:

Drill Hole	From(m)	To(m)	**Interval(m)	Au(g/t)	Comments
TL10-117	349.69	350.69	2.00	4.78	Main Zone
TL10-118	86.00	88.48	2.48	5.67	Main Zone
TL11-119	196.00	199.00	3.00	1.51	Main Zone
TL11-120	224.00	230.00	6.00	11.43	Main Zone
TL11-121	265.00	270.00	5.00	9.85	Main Zone
And	282.00	286.00	4.00	2.83	Main Zone
And	352.00	352.00	1.00	10.31	Footwall C- Zone
TL11-122	272.00	279.00	7.00	7.65	Main Zone



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Drill Hole	From(m)	To(m)	**Interval(m)	Au(g/t)	Comments
TL11-123	297.00	301.00	4.00	2.73	Main Zone
TL11-124b	330.00	335.00	5.00	7.26	Main Zone
TL11-125	376.15	377.15	1.00	26.58	Main Zone
TL11-126	373.00	382.40	9.40	7.00	Main Zone
including	374.58	379.58	5.00	11.84	Main Zone
TL11-128	373.50	376.50	3.00	2.16	Main Zone
TL11-129	351.00	364.00	13.00	2.73	Main Zone
including	358.50	361.50	3.00	6.88	Main Zone
TL11-130	335.00	342.00	7.00	14.87	Main Zone
TL11-131	388.90	390.40	1.50	9.19	Main Zone
TL11-132	198.00	203.11	5.11	23.22	Main Zone
TL11-133	337.00	339.00	2.00	1.36	Main Zone
TL11-134	260.46	273.38	12.92	2.50	Main Zone
including	270.38	272.38	2.00	7.78	Main Zone
TL11-135	314.90	331.50	16.60	32.73	Main Zone
including	323.25	328.50	5.25	78.86	Main Zone
TL11-136	261.55	264.96	3.41	5.32	Main Zone
and	273.00	275.00	2.00	3.92	Main Zone
TL11-137	263.00	267.00	4.00	2.75	Main Zone
TL11-138	302.35	313.00	10.65	1.63	Main Zone
including	305.45	309.00	3.55	2.16	
TL11-139	330.00	337.75	7.75	2.85	Main Zone
including	330.00	334.00	4.00	4.48	
TL11-140	296.00	298.00	2.00	4.82	Main Zone
and	307.50	320.85	13.35	4.24	Main Zone
including	307.50	316.50	9.00	5.88	
TL11-141	359.36	368.00	8.64	6.43	Main Zone
TL11-142	246.00	251.20	5.20	4.67	Main Zone
TL11-144	413.50	414.00	0.50	2.67	Main Zone
TL11-145	377.00	380.00	3.00	1.94	Main Zone
TL11-146	462.87	466.37	3.50	3.47	Main Zone
TL11-147	251.00	253.50	2.50	10.11	Main Zone



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Drill Hole	From(m)	To(m)	**Interval(m)	Au(g/t)	Comments
TL11-149	79.50	85.30	5.80	0.89	Main Zone
TL11-150	161.00	163.50	2.50	1.95	Main Zone
TL11-151	182.82	188.00	5.18	3.00	Main Zone
and	217.47	218.63	1.16	5.37	Main Zone
TL11-152	236.00	247.50	11.50	9.09	Main Zone
including	238.00	242.67	4.67	18.51	
TL11-153	142.00	146.80	4.80	2.68	Main Zone
TL11-154	218.79	222.85	4.06	2.48	Main Zone
TL11-156	323.00	327.00	4.00	2.22	Main Zone
TL11-157	346.80	347.80	1.00	6.74	Main Zone
TL11-158	434.00	436.00	2.00	4.50	Main Zone
TL11-159	364.04	365.54	1.50	2.77	Main Zone
TL11-160	247.92	248.92	1.00	13.22	Main Zone
TL11-161	369.21	386.93	17.72	3.49	Main Zone
including	371.90	373.90	2.00	6.29	Main Zone
including	380.90	385.93	5.03	7.58	Main Zone
TL11-162	303.40	304.90	1.50	7.95	Main Zone
TL11-163	463.54	467.23	3.69	1.99	Main Zone
TL11-164	405.0	409.0	4.0	18.9	Main Zone
TL11-165	117.0	121.2	4.2	1.5	Main Zone-West
TL11-167	175.6	177.4	1.8	6.7	Main Zone-West
TL11-168	213.9	215.9	2.0	3.5	Main Zone-West
TL11-169	407.7	410.1	2.4	13.2	Main Zone
TL11-170	492.1	495.4	3.3	4.3	Main Zone
TL11-171	150.4	152.4	2.0	5.6	Main Zone-West
TL11-172	353.1	355.6	2.5	4.0	Main Zone
TL11-173	280.3	283.7	3.4	16.0	Main Zone-West
TL11-174	485.9	491.5	5.6	1.2	Main Zone
TL11-175	437.0	440.6	3.6	1.3	C Zone
TL11-176	234.0	234.6	0.6	18.5	Main Zone-West
TL11-177	192.1	194.2	2.1	1.5	Main Zone
TL11-178	205.3	210.6	5.3	2.2	Main Zone-West



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Drill Hole	From(m)	To(m)	**Interval(m)	Au(g/t)	Comments
	218.8	221.3	2.5	3.2	C Zone – West
TL11-179	189.7	192.5	2.8	8.4	Main Zone
TL11-180	588.9	593.0	4.1	8.7	Main Zone
TL11-182	261.8	264.8	3.0	1.6	Main Zone-West
TL11-183	372.8	375.8	3.0	2.7	Main Zone
TL11-184	136.4	140.0	3.6	3.0	Main Zone-West
TL11-185A	353.1	356.1	3.0	2.2	Main Zone

Intervals do not necessarily indicate true widths. No significant assays were reported from TL11-127, TL11-143, TL11-148, TL11-155, TL11-166 and TL 11-181. Treasury Metals is awaiting assays from drill holes TL11-186 to TL11-206.

MINERAL EXPLORATION PROPERTIES

The principal mineral assets of the Company as at the date of this MD&A consist of the Goliath Gold Project and the Goldcliff Project, all as further described below. The Company's primary focus is the exploration and development of the Goliath Gold Project.

Treasury Metals' exploration programs and pertinent disclosure of a scientific nature in this MD&A were prepared and/or designed and carried out under the overall supervision of Scott Jobin-Bevans, Ph.D., P.Geol., former Treasury Metals' President, who served as the Qualified Person as defined by NI 43-101 until December 31st, 2010. Effective January 1, 2011, Mr. Andrew Cheatle (B.Sc. (Hons), P.Geol.) was appointed the Company's Vice-President Exploration and assumed the role as Qualified Person.

GOLIATH GOLD PROJECT

Location and Ownership

The Goliath Gold Project ("Goliath") is located in the Kenora Mining Division in northwestern Ontario, about 20 km east of the City of Dryden and 325 km northwest of the port city of Thunder Bay, Ontario, Canada. The Goliath Gold Project consists of 137 contiguous unpatented mining claims (251 units; 4,016 ha) and 19 patented land parcels (881 ha), totalling approximately 4,897 hectares (~48 km² total) and covering portions of Hartman and Zealand townships. The Goliath Gold Project comprises two historic properties, which are now consolidated under the common name Goliath Gold Project: the larger Goliath Gold Project, purchased from Teck Resources and Corona Gold Corp. and the Laramide Property, transferred to the Company from Laramide. The Goliath Gold Project has been expanded from its original size through the staking of mining claims, land purchases and option agreements. The Project is held 100% by the Company, subject to certain underlying royalties and payment obligations on 14 of the 19 patented land parcels, currently totalling about \$103,500 per year, and an option on one patented land parcel to earn in 100% as described for the Brisson Mineral Property under Contingencies and Commitments of this MD&A.



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2011 Exploration Program

The Company is currently completing a 40,000 metre drilling within the current resource, aimed at upgrading a portion of the gold ounces from the Inferred category to the Indicated categories. Treasury Metals believes there is excellent potential to improve the grade of the deposit and better understand the geometry of the high-grade structures. Once this phase of drilling is complete the Company will be in a position to make a decision on moving towards feasibility and production.

The Company plans to continue testing the high grade shoot(s) to depth and towards the east, over the recently acquired property. In addition, the Company continues to develop a strong target pipeline through assessment of historical sampling, drilling, fieldwork and geological interpretation.

GOLDCLIFF PROJECT

In June 2010, the Company acquired the right to earn a 100% interest in certain unpatented mining claims in the District of Kenora (Sherridon-Barkauskas Mineral Property Agreement). Under the terms of the Agreement, the Company is to make option payments totalling \$90,500 and issue 80,000 common shares of the Company over a three-year period. These payments are required as follows: \$8,500 and 20,000 common shares paid on signing of the agreement (paid), \$12,000 and 20,000 common shares on or before June 23, 2011 (paid), \$20,000 and 20,000 common shares on or before June 23, 2012 and \$50,000 and 20,000 common shares on or before June 23, 2013. The four unpatented mining claims, totalling 12 units and 192 hectares, are subject to a 2% NSR of which 1% can be purchased by the Company for \$750,000.

In addition to the 4 mining claims acquired through the property option agreement, the Company acquired through staking, 100% ownership in 24 unpatented mining claims that are contiguous with the 4 optioned mining claims. Some of the staked claims are subject to a one kilometre area of interest and a 1% NSR (purchasable 100% by the Company for \$750,000) as they relate to each of the four optioned claims.

Location and Ownership

The Goldcliff Project (“Goldcliff”) represents a new gold discovery in the Kenora Gold District and is located approximately 40 km south-southeast of Dryden, Ontario; it is situated within the Boyer Lake Area of the Kenora Mining District. Goldcliff is accessible via Provincial Highway #502. The Goldcliff Project area comprises four optioned unpatented mining claims and 38 contiguous unpatented mining claims staked by Treasury Metals. The Goldcliff Project totals 403 units and covers approximately 6,448 hectares.

Goldcliff lies within the Eagle-Wabigoon-Manitou Lakes greenstone belt located in the Superior Province of the Canadian Shield. Current government mapping shows the Property as comprising mainly mafic volcanic and related intrusive rocks, cut locally by quartz-feldspar porphyry dykes. There is local strong carbonatization of both mafic volcanic rocks and quartz-feldspar porphyry. Prospecting, trenching and sampling have proven both rock types to be gold-bearing.



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In May 2010, the Company completed due diligence sampling on the Goldcliff. Six locations were visited from which a total of 13 grab samples were collected. Visible gold was found at one location, hosted by gossanous mafic volcanic rocks with ~2% pyrite and minor quartz veining. Other areas were underlain by felsic volcanic rocks with carbonate flooding and 2-3% sulphides; grab samples returned anomalous gold. Of note were several areas of stripping and blasting that contain sheared gossanous mafic volcanic rock with several percent sulphides and brecciated mafic volcanic rocks containing a prominent shear zone and several percent sulphides. Assay results from the 13 grab samples range from 11 ppb to 106,426 ppb Au with 5 of the 13 samples containing anomalous (>100 ppb Au) concentrations of gold. The sample with visible gold assayed 106.4 g/t Au.

Treasury Metals plans to significantly advance the Goldcliff Gold Project in 2011, through a program of airborne geophysical surveys, trenching, additional field exploration mapping and diamond drilling of identified targets.

LARA POLYMETALLIC PROJECT

Location and Ownership

The Lara Polymetallic Project, located in the southern region of Vancouver Island, lies about 75 km north of Victoria, 15 km northwest of Duncan and about 12 km west of the Village of Chemainus, Victoria Mining Division, British Columbia, Canada. The Lara Property comprises 66 mineral claims covering approximately 6,602 hectares (~66 km²).

The Company inherited the Lara Project in early 2008, as part of the spin-out from Laramide Resources Ltd. and since then had been seeking a purchaser or joint venture partner for this non-core project.

On February 22nd, 2011 through an administration oversight, mineral claim due dates were overlooked and some claims expired. The Company took immediate action to remedy the oversight and has regained a large portion (79%) of the original mineral claims, including the Lara deposit surface showing, and additional surrounding mineral claims for a total of 7,941Ha. The Company, as a gold focused exploration and development company, does not consider this Project to be a high priority in terms of its overall corporate strategy and has decided to write-off the non-recoverable costs associated with this Project. However, it still holds significant enough interest in the area to justify continuing to work towards the reconstruction of key portions of its previous holdings. During the three month period ended in June 30, 2011 the Company has spent approximately \$13,000 on holding costs of the project.

NET SMELTER ROYALTY, CERRO COLORADO GOLD MINE

The Company owns a 3.0% Net Smelter Royalty on the Cerro Colorado gold mining operation in Sonora State, Mexico operated by Goldgroup Mining Inc. Cerro Colorado is a small-scale gold (silver) mine that produces gold from its heap leach operation. The operation produced 20,187 ounces during 2010. The



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agreement contemplates that Treasury Metals will receive a 2.0% sliding production royalty if gold prices are below US\$350 per ounce and a 2.5% sliding production royalty if prices are above US\$350 per ounce. Once cumulative production exceeds 100,000 ounces gold, the royalty rate is 2.5% and escalates to 3.0% if the gold price is above US\$350 per ounce. During the year 2010 the NSR increased from 2.5% to 3.0% based on the achievement of the first 100,000 ounces produced. The Company's net NSR revenue in the current quarter was \$230,573 as compared with \$197,299 in the second quarter of 2010. The royalty funds a portion of corporate overhead costs.

SELECTED QUARTERLY INFORMATION

The following table summarizes selected financial data for Treasury Metals for each of the last eight quarters. The information set forth below should be read in conjunction with the June 30, 2011, interim financial statements and the related notes thereto, prepared by management in accordance with Canadian generally accepted accounting principles. Detailed explanations of quarterly variances are included in each quarterly MD&A filed on SEDAR.

	I F R S							GAAP
	Q2 Jun-11	Q1 Mar-11	Q4 Dec-10	Q3 Sep-10	Q2 Jun-10	Q1 Mar-10	Q4 Dec-09	Q3 Sep-09
	\$	\$	\$	\$	\$	\$	\$	\$
Royalty Revenue	230,573	169,300	178,745	109,052	197,299	162,136	82,479	132,604
Gain (loss) on sale of investments	0	87,673	(266,914)	(42,252)	0	0	(244,937)	0
Expenses	411,347	420,471	980,288	249,757	245,349	171,071	379,274	318,261
Write-down of Mineral Properties	0	0	4,001,141	0	0	0	0	0
Write-down of Investments	0	0	528,934	0	0	0	0	0
Net income (loss)	(180,774)	(192,546)	(4,597,036)	(98,453)	(48,050)	(203,379)	5,036	(185,657)
Net (loss) per share (basic and diluted) in dollars	0.01	0.00	(0.12)	(0.01)	0.00	(0.01)	0.00	(0.01)
Mineral properties and deferred costs	39,667,890	36,479,080	34,770,050	38,460,353	38,259,248	36,997,796	36,461,765	35,528,635
Total current liabilities	2,226,607	735,856	405,723	662,112	532,414	334,950	638,259	384,905
Total assets	48,535,458	45,868,012	40,992,012	40,357,114	40,062,538	39,752,222	39,621,224	37,804,578



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Revenue variances are due to fluctuations in the Cerro Colorado gold revenue NSR due to changes in production and gold prices. In July 2010 the NSR was increased from 2.5% up to 3% as the production threshold of 100,000 ounces was reached.

Losses on the sale of investments relate to realized net losses on the sales of shares from the investment portfolio.

Expense variances quarter to quarter are mainly due to the vesting cost of the various stock option issuances. Write-down of Mineral Properties in Q4 2010 included an impairment loss of \$4,001,141 regarding the Lara Mineral Property.

Write-down of investments in Q4 2010 relates to the permanent impairment in the value of the investment in Vaaldiam Resources Inc.

The fluctuation in Total Assets from one quarter to the next is primarily a function of cash increases through the issuance of shares and the exercise of warrants and options, the valuation at fair market value of the long-term investments, and the employment of cash in spending on mineral properties.

FINANCIAL RESULTS OF OPERATIONS

Three Months ended June 30, 2011

The net loss for the three-month period ended June 30, 2011 was \$180,774 (2010 - \$48,050). The major variances are summarized as follows:

- Administrative, office and shareholders services expenses of \$252,917 in Q2 2011 (2010-\$169,494) were higher mainly due to \$17,067 of Capital Tax related to the year 2010 recorded in 2011, \$17,441 of higher shareholders information expenses related to the 2011 Annual General Meeting, \$34,252 of higher Investor Relations consulting expenses; \$9,855 of additional listing and filing fees in 2011 regarding the private placements of the first quarter, and \$4,271 of interest expenses related to the mortgage on a property and the leasing of vehicles which were acquired at the end of the year 2010.
- Salary and benefits of \$89,694 in the Q2 2011 (2010 - \$8,590) were higher in the later part of 2010 due to the implementation of an expanded management team.
- Stock-based compensation charges in Q2 2011 were \$7,259 (2010 - \$6,000). These charges are non-cash items and reflect the cost of stock options vested during the period.



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Six Months ended June 30, 2011

The net loss for the six-month period ended June 30, 2011 was \$373,320 (2010 - \$251,429). The major variances are summarized as follows:

- Administrative, office and shareholders services expenses of \$486,597 in 2011 (2010-\$279,053) were higher mainly due to a \$83,171 reversal of an over-accrual of part XII income tax expense in 2010, \$17,067 of Capital Tax paid in 2011 related to the year 2010, \$17,441 of higher shareholders information expenses related to the 2011 Annual General Meeting, \$34,252 of higher Investor Relations consulting expenses; \$17,999 of additional listing and filing fees in 2011 regarding the private placement of the first quarter, and \$9,678 of interest expenses related to the mortgage on a property and the leasing of vehicles which were acquired at the end of the year 2010.
- Professional fees of \$123,594 for 2011 (2010 - \$105,058) are higher mainly due to recruitment fees paid for the placement of two geologists for the Goliath project.
- Salary and benefits of \$186,001 in 2011 (2010 - \$20,309) were higher in the later part of 2010 due to the implementation of an expanded management team.
- Stock-based compensation charges in 2011 were \$21,242 (2010 - \$12,000). These charges are non-cash items and reflect the cost of stock options vested during the period.

The higher expenses were partially offset by \$87,673 of gain in the sale of 200,000 shares of Goldgroup during 2011 and a decrease of \$29,048 (2010 - \$194,444) of income tax expense regarding the renunciation of the flow-through shares issued in 2010 and 2009 respectively.

FINANCING

2011

During the period ended June 30, 2011, the Company raised \$4,612,595 from the issuance of 3,125,000 flow-through shares through completion of a private placement and \$406,225 from the issuance of 900,250 shares through the exercise of options and warrants.

See Note 10 of the interim financial statements for further details regarding the private placement.

2010

The Company raised \$3,406,051 through the issuance of 1,161,930 flow-through shares and 4,845,536 common shares during the year ended December 31, 2010 through completion of a private placement, compared to \$1,790,499 in 2009. See Note 10 of the audited financial statements for further details regarding the private placements.



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The Company raised \$837,975 through the issuance of 2,696,583 common shares during the period ended December 31, 2010 through the exercise of options and warrants.

LIQUIDITY

As at June 30, 2011, the Company had a working capital position of \$2,436,225. The Company has marketable investments in Exchange-traded companies not included in working capital and which have market value at June 30, 2011 of \$2,100,022 as compared to \$2,667,218 at December 31, 2010. The market value of these investments on August 10, 2011 is \$2,370,649.

The 2011 drilling program has resulted in the accounts receivables on the balance sheet at June 30, 2011 to be significantly increased over December 31, 2011 primarily due to harmonized sales tax paid on drilling invoices and similarly, accounts payables have increased due to the overall increase in spending.

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

The Company holds the NSR on the production from the Cerro Colorado gold mine. Based on current gold prices, the Company estimates that the NSR will generate approximately \$500,000 to \$640,000 in revenue during fiscal 2011. The Company also generates some cash from the sale of timber from several of its Ontario mineral properties. The Company must utilize its current cash reserves, income from the NSR, funds obtained from the exercise of warrants and options, if any, and other financing transactions to maintain the Company's capacity to meet working capital requirements, and ongoing discretionary and committed exploration programs, and to fund any further development activities. The Company anticipates that it will raise additional capital when and if the opportunity arises. See "Risk Factors".

On March 22, 2011, the Company closed a brokered private placement (the "Offering"), led by Cormark Securities Inc. ("Cormark") as agent. The Offering consisted of 3,125,000 flow-through common shares (the "Flow-Through Shares") of the Company at a price of \$1.60 per Flow-Through Share, for aggregate gross proceeds of \$5,000,000. The net proceeds of the financing will be used to incur eligible Canadian Exploration Expenses and flow-through mining expenditures, as defined under the Income Tax Act (Canada), that will be renounced in favour of the purchasers with an effective date of no later than June 30, 2011. The funds are intended to be used to explore and advance Treasury Metals' gold projects located in the Kenora Mining District of Northwestern Ontario. The Company paid Cormark a cash commission equal to 6% of the gross proceeds of the Offering and issued Cormark compensation options ("Compensation Options") equal to 6% of the aggregate number of Flow-Through Shares subscribed. Each Compensation Option entitles the holder thereof to purchase 1 common share of the Company at a price of \$1.60 (subject to adjustment) until March 22, 2013.



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On May 18, 2011, the Company signed an agreement to purchase the Pico Machay project for a consideration totalling USD\$38 million plus closing costs to be settled by paying USD\$ 21 million, of which up to USD\$10.5 million could be through the issuance of a promissory note due December 31, 2011, and by issuing 11.5 common shares to the vendor, Pan American Silver. The closing date of the transaction is August 31, 2011.

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

The Company relies on external financing over and above the funds received from the NSR to generate sufficient operating capital.

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

The Company continues to have minimal long-term debt (\$286,251) and its credit and interest rate risks are minimal. Accounts payable and accrued liabilities are short-term and non-interest bearing.

Accounts receivable and other assets are comprised mainly of sales tax receivables from the Government of Canada, miscellaneous receivables and prepaid insurance.

Investments during the year have positively affected the Company’s financial position since the market value of the Company’s investments increased significantly from the start of 2010. The Company can sell the investments to access funds to settle its obligations as they arise.

DISCLOSURE OF OUTSTANDING SHARE DATA

SHARE CAPITAL

The following table sets forth information concerning the outstanding securities of the Company as at June 30, 2011:

Common Shares of no par value	Number
Shares	48,755,569
Warrants	2,791,483
Options	3,076,500

See Note 11 to the unaudited June 30, 2010 interim financial statements for more detailed disclosure of outstanding share data.



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OFF-BALANCE SHEET TRANSACTIONS

During the three-month period ended June 30, 2011 there were no off-balance sheet transactions. The Company has not entered into any specialized financial agreements to minimize its investment risk, currency risk or commodity risk.

CONTINGENCIES AND COMMITMENTS

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

- Under the Brisson mineral property agreement, the Company is required to pay \$20,000 and \$25,000 worth of common shares on or before December 11, 2010, \$20,000 (paid) and \$25,000 worth of common shares on or before December 11, 2011 and \$35,000 and \$25,000 worth of common shares on or before December 11, 2012, to acquire a 100% interest in the property.
- Under the Sherridon-Barkauskas mineral property agreement, the Company is required to pay \$12,000 and 20,000 common shares on or before June 23, 2011 (paid), \$20,000 and 20,000 common shares on or before June 23, 2012 (paid) and \$50,000 and 20,000 common shares on or before June 23, 2013, to acquire a 100% interest in the property, subject to a 2% NSR.
- Certain underlying royalties and payment obligations of \$103,500 per year remain on 14 of the 19 patented land parcels.

RELATED PARTY TRANSACTIONS

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

i) Treasury Metals was charged \$53,399 for the period ended June 30, 2011 (2010 - \$312,205) by a company in which an officer and director, Scott Jobin-Bevans, has an interest. This company provides technical and professional services. These charges are all included in mineral properties and related deferred costs. Included in accounts payable at June 30, 2010, there is an amount of \$nil (December 31, 2010 - \$3,725) with respect to these services.

ii) At June 30, 2011, \$nil was due to Laramide Resources Ltd., a company having a director, Marc Henderson, in common with Treasury Metals (December 31, 2010 - \$2,933). The amounts due to Laramide are the result of expenses paid by Laramide on behalf of Treasury Metals. Laramide charged \$123,920 for the six months ended June 30, 2011 (2010 - \$32,806) for office space and financial, investor relations, and administrative services.

iii) During the six months ended June 30, 2011, \$32,359 (2010 - \$30,768) was charged by a law firm where Chris Irwin, an officer of Treasury Metals, is an employee. An officer, James Fairbairn, former CFO, charged \$30,000 in professional fees in the comparative period of 2010. Of these amounts \$39,403 is in accounts payable at December 31, 2010.



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Transactions in (i), (ii), and (iii) were conducted in the normal course of operations and are measured at the exchange amounts.

DIVIDENDS

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

FINANCIAL INSTRUMENTS

The current bank accounts, accounts receivable and accounts payable are non-interest bearing. The majority of cash and cash equivalents are held in short-term investments bearing interest up to 0.25%.

The principal financial instruments affecting the Company's financial condition and results of operations is currently its cash, which it receives from interest and royalty payments, its investment portfolio and any financing transactions entered into by the Company. These sources of revenue are subject to various risks, including production risks with respect to the royalty payments and market risks with respect to the investment portfolio. The investment portfolio is managed by the Company.

RISKS AND UNCERTAINTIES

The Company's Risks and Uncertainties are disclosed in the Treasury Metals Inc.'s AIF of March 31, 2011, which is filed on SEDAR and is herein incorporated by reference. These risks are updated each quarter when new events or changes in the jurisdictions where the Company operates necessitate new risk analysis.

IFRS IMPLEMENTATION

The Accounting Standards Board (AcSB) adopted IFRS as Canadian GAAP for publicly accountable enterprises for fiscal years beginning on or after January 1, 2011. As such, the Company is reporting its first interim consolidated financial statements in accordance with IAS 34 Interim Financial Reporting for the six months ended June 30, 2011, with comparative figures for the corresponding period for 2010. Due to the requirement to present comparative financial information, the effective transition date is January 1, 2010.

IFRS TRANSITION PLAN

Treasury Metals had established a comprehensive IFRS transition plan and engaged third-party advisers to assist with the planning and implementation of its transition to IFRS. The following summarizes the critical transition components identified by Treasury. All of these have been completed by the date of this report:

- Initial scoping and analysis of key areas for which accounting policies may be impacted by the transition to IFRS.



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- Detailed evaluation of potential changes required to accounting policies, information systems and business processes, including the application of IFRS 1 First-time Adoption of International Financial Reporting Standards.
- Determination of changes to accounting policies and choices to be made with respect to first-time adoption alternatives.
- Resolution of the accounting policy change implications on information technology, business processes and contractual arrangements.
- Design and implement new processes to maintain effective Disclosure Control & Procedures (DC&P) and internal control over financial reporting throughout the IFRS transition plan.
- Management and employee education and training.

IMPACT OF ADOPTING IFRS ON TREASURY METALS' BUSINESS

As part of its analysis of potential changes to significant accounting policies, Treasury Metals assessed what changes would be required to its accounting systems and business processes. Treasury Metals determined that the changes identified were minimal and the systems and processes can accommodate the necessary changes.

Treasury Metals has not identified any contractual arrangements that may be affected by potential changes to significant accounting policies.

Treasury Metals' staff involved in the preparation of financial statements have been trained on the relevant aspects of IFRS and the changes to accounting policies.

The Board of Directors and Audit Committee were regularly updated on the progress of the IFRS conversion plan, and made aware of the evaluation of the key aspects of IFRS affecting Treasury Metals.

IFRS 1 does not permit changes to estimates that have been made previously. Accordingly, estimates used in the preparation of Treasury Metals' opening IFRS statement of financial position as at the Transition Date will be consistent with those made under current Canadian GAAP. If necessary, estimates will be adjusted to reflect any difference in accounting policy.

IMPACT OF ADOPTING IFRS ON TREASURY METALS' FINANCIAL STATEMENTS

The adoption of IFRS resulted in some changes to Treasury Metals' accounting policies that are applied in the recognition, measurement and disclosure of balances and transactions in its financial statements.

The following provides a summary of Treasury Metals' evaluation of changes to accounting policies in key areas based on the current standards and guidance within IFRS. This is not intended to be a complete list of areas where the adoption of IFRS will require a change in accounting policies, but to highlight the areas Treasury Metals identified as having the most significant change.

1) Exploration and Evaluation Expenditures

IFRS currently allows an entity to elect to retain its existing accounting policies related to the exploration for and evaluation of mineral properties, subject to some restrictions.



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Treasury Metals retained its current policy of deferring exploration and evaluation expenditures until such time as the properties are either put into commercial production, sold, determined not to be economically viable, or abandoned. Adoption of IFRS did not result in any significant change to the related line items within its financial statements

2) *Impairment of (Non-financial) Assets*

IFRS, like Canadian GAAP, requires an assessment at each reporting date as to whether there are indicators of impairment of deferred exploration and evaluation costs. The factors considered under IFRS are quite similar to Canadian GAAP, but there are some differences.

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

Treasury Metals' accounting policies related to impairment of deferred exploration costs has been changed to reflect these differences, however Treasury does not expect this change will have an immediate impact to the carrying value of its assets. Treasury has performed impairment assessments as at the Transition Date in accordance with IFRS

3) *Share-based Payments*

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

Treasury has implemented the changes to its accounting policies relating to share-based payments and has determined that the changes did not result in a significant change to line items within its financial statements.

4) *Asset Retirement Obligations (Decommissioning Liabilities)*

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

Treasury Metals' accounting policies related to decommissioning liabilities have been changed to reflect these differences, and have determined that this change does not have an immediate impact to the carrying value of its assets.

5) *Property and Equipment*

IFRS contains different guidance related to recognition and measurement of property and equipment than current Canadian GAAP. Under IFRS Treasury Metals has the option to value its property and equipment based on either a cost or a revaluation model. Treasury Metals will continue to value its Property and Equipment at cost.



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6) *Income Taxes*

In certain circumstances, IFRS contains different requirements related to recognition and measurement of future (deferred) income taxes based on a “probable” versus a “more likely than not” criteria.

Treasury has determined that these will not result in any significant changes to its accounting policies related to income taxes and does result in a significant change to line items within its financial statements

7) *Financial Instruments: Recognition and Measurement*

IFRS requires different treatment of the exchange gain or loss on the valuation of available for sale investments denominated in foreign currencies.

Treasury Metals accounting policies related to exchange gain or loss on the valuation of available for sale investments have been amended to record the exchange gain or loss through the profit and loss statement rather than through Other Comprehensive Income/Loss.

Note 2 and 18 of the consolidated interim financial statements for the six months ending June 30, 2011, provide further details on our key Canadian GAAP to IFRS differences, our IFRS 1 First-Time Adoption of International Financial Reporting Standards optional exemption choices and our accounting policy decisions.

IFRS AND INTERNAL CONTROL OVER FINANCIAL REPORTING AND DISCLOSURE CONTROLS AND PROCEDURES

We assessed the changes necessitated to maintain the integrity of internal control over financial reporting and disclosure controls and procedures. The extent of the impact on these controls was immaterial. We applied our existing control framework to the IFRS changeover process.

OTHER INFORMATION

This discussion and analyses of the financial position and results of operation as at June 30, 2011 should be read in conjunction with the unaudited consolidated financial statements for the period ended June 30, 2011. Additional information can be accessed at the Company’s website www.treasuremetals.com or through the Company’s public filings at www.sedar.com.

MANAGEMENT’S RESPONSIBILITY FOR FINANCIAL INFORMATION

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



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DISCLOSURE CONTROLS AND PROCEDURES

Management has designed and evaluated the effectiveness of our disclosure controls and procedures and the internal controls on financial reporting and have concluded that, based on our evaluation, they are sufficiently effective as of June 30, 2011 to provide reasonable assurance that material information relating to the Company and its consolidated subsidiaries is made known to management and disclosed in accordance with applicable securities regulations.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for certifying the design of the Company's internal control over financial reporting ("ICFR") as required by Multilateral Instrument 52-109 – "Certification of Disclosure in Issuers' Annual and Interim Filings" and CSA staff notice 52-316 – "Certification of Design of Internal Control over Financial Reporting". Our Internal Control over Financial Reporting is intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with applicable IFRS. Internal Control over Financial Reporting should include those policies and procedures that establish the following:

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

Because of its inherent limitations, Internal Control over Financial Reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management, including the Chief Executive Officer and Chief Financial Officer, has evaluated the design of the Company's internal controls over financial reporting as of June 30, 2011 pursuant to the requirements of Multilateral Instrument 52-109. The Company has designed appropriate internal controls over financial reporting for the nature and size of the Company's business, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS except as noted herein.

There have been no changes in Internal Control over Financial Reporting during the period ended June 30,



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2011 that have materially affected, or are reasonably likely to materially affect the Company's Internal Control over Financial Reporting.

Martin Walter
President & Chief Executive Officer
August 10, 2011

Cautionary Note Regarding Forward-Looking Statements

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

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