



MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

Year Ended December 31, 2009

This Management's Discussion and Analysis of Fortune Minerals Limited ("Fortune" or the "Company") is dated March 5, 2010 and should be read in conjunction with the Company's Annual Audited Consolidated Financial Statements for the year ended December 31, 2009 prepared in accordance with Canadian generally accepted accounting principles. This discussion contains certain forward-looking information and is expressly qualified by this cautionary statement at the end of this Discussion. All dollar amounts are presented in Canadian dollars unless indicated otherwise.

SELECTED ANNUAL INFORMATION

| | 2009 | 2008 | 2007 |
|---|-------------|-------------|------------|
| Total revenues | \$50,334 | \$506,921 | \$699,550 |
| Net (loss) income | (1,332,452) | (1,378,793) | 2,196,067 |
| Basic and fully diluted (loss) income per common share | (0.02) | (0.03) | 0.05 |
| Total assets | 123,728,635 | 99,286,206 | 90,353,718 |
| Total long term financial liabilities | 2,854,772 | - | - |

SUMMARY OF QUARTERLY RESULTS

| | 2009 | | | | 2008 | | | |
|---|-----------|-----------|-----------|-----------|-----------|-----------|-----------|-----------|
| | Dec-31 | Sep-30 | Jun-30 | Mar-31 | Dec-31 | Sep-30 | Jun-30 | Mar-31 |
| Revenues | \$3,636 | \$6,032 | \$21,180 | \$19,486 | \$74,981 | \$98,461 | \$137,026 | \$196,453 |
| Net income (loss) | (392,360) | (224,232) | (523,321) | (192,539) | (396,749) | (692,605) | (117,516) | (171,923) |
| Basic and fully diluted income (loss) per common share | (0.01) | — | (0.01) | — | (0.01) | (0.01) | — | — |

*Note: the sum of quarterly income (loss) per common share for a fiscal year may not equal the year-to-date amount due to rounding.

OVERVIEW

The Company's most significant assets are the Mount Klappan anthracite coal project in northwest British Columbia and the NICO gold-cobalt-bismuth-copper project in the Northwest Territories, both of which are in the advanced development phase. The advantages Fortune offers include: diversified assets; our projects are located in Canada, a mining friendly politically stable country; our development projects provide participation in commodities of critical importance in the world economy including gold, cobalt, bismuth, copper, and coal; and a near-term production plan that offers a different risk profile than grass roots exploration companies. Fortune plans to develop its NICO project independently and is seeking a joint venture partner to help develop the Mount Klappan project on a larger, more profitable scale than Fortune originally contemplated.

Key to the implementation of Fortune's 2009 business plan has been our focus on the permitting of the NICO project while minimizing the expenditures on its other projects and those required to complete its Front End Engineering and Design ("FEED") program, large scale pilot plant testing, and dismantling, deconstruction and

salvage of certain milling and process assets (the “Hemlo Assets”) acquired by Fortune in 2006 as part of the purchase of the Hemlo Golden Giant Mine mill and related facilities (the “Hemlo Mill”).

Generally, 2008 and 2009 represented difficult years for many businesses and investors given the economic turmoil experienced globally. A year ago, we highlighted our philosophy of conservatively managing Fortune’s business affairs and stated the Company was well positioned to weather the economic storm and take advantage of new opportunities.

Fortune was not immune to the impacts of the global recession and market turmoil. Financial markets struggled making it difficult to raise funds without providing for some discount in equity unit prices. As such, the Company limited the amount of funds raised in the form of equity and issued a small debt instrument as part of its capital management strategy to minimize shareholder dilution. The consequences, however, was a restricted amount of development activity, a focus on critical path elements only and no growth in staff to conserve cash. Despite these challenges, The Company was able to maintain its core group of employees and accomplished the following:

- Received the NICO project’s Terms of Reference and work plan schedule from the regulators, a critical milestone in the environmental assessment process in the Northwest Territories.
- Substantially completed the dismantling, deconstruction and salvage of the Hemlo Assets.
- Completed a substantial amount of engineering work and a number of trade-off studies to determine areas of significant environmental and economic improvements related to the NICO project including an increase of 13% in the daily production rate to 4,650 tonnes per day, metallurgical process improvements related to achieving higher recovery rates and the ability to produce high value metal products, and a 43% increase in mineral reserves to 31 million tonnes increasing the mine life to 18 years at the higher production rate.
- Decided to relocate the metals processing facility for the mine from the Northwest Territories to Saskatchewan (the “Saskatchewan Metals Processing Plant” or “SMPP”) to improve overall economics and reduce risk. In addition, Fortune entered into a purchase agreement to acquire an attractive site for the SMPP.
- Assembled an Impacts and Benefits Agreement negotiating team and commenced preparations to undertake meaningful discussions with the Tlicho.
- Entered into an agreement with BNP Paribas as a financial advisor and lead arranger to pursue a project financing facility to fund the construction and commissioning of the NICO mine and the SMPP.
- Raised an additional \$24.3 million in gross proceeds from the issuance of equity and a further \$3.0 million in gross proceeds from a debt financing to continue to fund the activities of the Company.

Due to elections held in 2009 for various positions in the Tlicho Government, activities of the Tlicho Government related to the NICO project were limited. However, the newly elected members have taken steps to prepare themselves and have demonstrated a desire to move forward in their review of the NICO project. Recently a lead negotiator was appointed and a working group formed to work with Fortune on the NICO development.

The Company continues to seek a joint venture partner to develop the Mount Klappan project on a larger, more profitable scale than Fortune originally contemplated. This process was affected by the economy as companies re-evaluated acquisitions strategies. As the economy recovers and coal prices firm up as indicated by recent trend setting contracts entered into by certain coal producers at prices of US\$200 per tonne for metallurgical coal, interest in the project is renewed. At the same time, Fortune has continued to build its relationship with the Tahltan First Nation evidenced by the signing of an Environmental Assessment Cooperation Agreement.

With signs of the economic recovery appearing to be taking hold, prices for Fortune’s primary commodities remaining strong and the Company being positioned to move forward, Fortune is pursuing its core objective of transforming itself into a producer.

RESULTS OF OPERATIONS

Summary

The Company's net loss for the three-month period ended December 31, 2009 was \$392,360 or \$0.01 per share compared to \$396,749 or \$0.01 per share for the same period in the prior year. The net loss for the year ended December 31, 2009 was \$1,332,452 or \$0.02 per share compared to \$1,378,793 or \$0.03 per share for the prior year. The net losses are comparable overall, although, in 2009 the Company's interest and other income declined significantly. Other changes include lower stock-based compensation and corporate and advisory costs partially offset by higher interest expense.

The Company maintained a reasonable cash position and working capital balance throughout 2009 to fund its ongoing activities and raised the necessary funds for the planned activities for 2010. At the end of 2009, Fortune had cash and cash equivalents of \$18,328,148, a working capital balance of \$17,945,994 and long-term debt of \$2,854,772. At December 31, 2008, the Company has cash and cash equivalents of \$8,935,193 and a working capital balance of \$6,492,241 and no long-term debt.

Revenues

Fortune's investment income, its primary source of revenue, decreased to \$50,334 compared to \$506,921 in 2008. Interest and other income was significantly lower in 2009 due to lower average cash and investments balances and low yields. The Company invests its surplus cash in low risk, liquid investments, which typically have low yields but hold their value during times of market uncertainty. Although management anticipates higher cash and investment balances for early 2010 as a result of completing additional financings to fund ongoing development activities, management anticipates the yields to remain low given the current economic conditions.

Expenses

Expenses decreased in 2009 to \$1,583,399 compared to \$1,737,581 in 2008. The decrease is primarily attributable to lower stock-based compensation and corporate advisory costs, with some additional reductions in administrative and investor relations expenses due to reduced staff levels and reduced spending on administration and investor relations activity. The decrease was partially offset by \$272,832 in interest expense due to the long-term debt agreement entered into during 2009.

Upon the grant of stock options, management estimates the fair value of the options using the Black-Scholes model. The estimated fair value of the options is allocated to stock-based compensation expense, capital assets and deferred assets based on an approximation of the allocation of the optionee's future compensation. In the case of directors, the entire fair value of the options granted is recorded as a stock-based compensation expense.

Summary estimated fair value of stock options granted:

| | 2009 | 2008 |
|---|-----------|-------------|
| Options granted during the year | 1,185,000 | 1,250,000 |
| Total estimated fair value | \$355,500 | \$1,017,600 |
| Average fair value per option | \$0.30 | \$0.81 |
| Allocated to: | | |
| Stock-based compensation expense | \$216,500 | \$469,500 |
| Exploration and development expenditures | \$103,500 | \$380,500 |
| Capital assets | \$35,500 | \$167,600 |

In 2009, the Company's net loss included \$79,187 in foreign exchange loss due primarily to \$US cash on hand during the year that decreased in value due to the strengthening of the \$CDN compared to \$US. The source of cash was from the sale, in \$US, of recovered scrap and other metals and certain other assets. These funds are being held to settle various anticipated obligations and purchases of equipment and supplies that will be required over the next 12 months that are denominated in \$US.

The Company's net loss for 2008 included \$9,466 write off of certain capital assets with no remaining useful life and corporate advisory costs of \$337,667 including financial advisory services associated with seeking out joint venture partners for the Mount Klappan project.

Future Tax Recovery

The Company recognized a future income tax recovery of \$368,000 in 2009 compared to \$199,000 in 2008. The current year recovery reflects the recognition of future tax benefits resulting from the current year tax loss as well as un-deducted share issuance costs. In 2008, the recognition of future tax benefits resulted primarily from the tax loss for the year. The Company's future tax liability has arisen, principally, due to the increasing difference between the book and tax values of its assets. The increased difference between book and tax value of assets primarily reflects the renunciation of tax deductions to investors of flow through shares. The tax provision recorded is an estimated amount due related to the enactment of income tax harmonization between the Ontario and Federal Governments.

Cash Flow

Cash used in operating activities in 2009 was \$778,664 compared to \$825,611 provided by operating activities for 2008. However, operating activities before changes in non-cash working capital used cash of \$1,416,427 in 2009 compared to \$1,077,556 in 2008. The use of cash by operating activities is related to the level of administrative and investor relations expenditures of the Company, as well as interest payments made on long-term debt, which are offset by a minimal amount due to significantly reduced investment income for 2009. Management anticipated an increase in cash used by operating activities and expects the trend to continue as the Company transforms into a vertically integrated producer. The source of cash from changes in working capital balances for 2009 reflect an increase in accounts payable and accrued liabilities offset by an increase in accounts receivable due to the timing of certain business activities. The source of cash from changes in working capital balances for 2008 reflects a decrease in receivables and an increase in accounts payable and accrued liabilities consistent with the timing of business activities in the prior year.

Cash used in investing activities decreased to \$15,511,190 in 2009 from \$23,076,613 in 2008. Net cash exploration and development expenditures incurred by Fortune on its properties during the three- and twelve-month periods ending December 31, 2009 were \$1,641,038 and \$7,655,489, respectively. These expenditures related to the following projects:

| | Three months ended December 31, 2009 | Year ended December 31, 2009 |
|--|---|---|
| NICO | \$ 1,532,848 | \$ 7,279,119 |
| Mount Klappan | 51,864 | 291,820 |
| All other projects | 56,326 | 84,550 |
| Total cash exploration and development expenditures | \$ 1,641,038 | \$ 7,655,489 |

For comparison, net cash exploration and development expenditures incurred by Fortune on its properties during the three- and twelve-month periods ending December 31, 2008 were \$3,609,472 and \$13,425,793, respectively. The expenditures related to the following projects:

| | Three months ended December 31, 2008 | Year ended December 31, 2008 |
|--|---|---|
| NICO | \$ 3,471,631 | \$ 11,624,223 |
| Mount Klappan | 97,854 | 1,712,268 |
| All other projects | 39,987 | 89,302 |
| Total cash exploration and development expenditures | \$ 3,609,472 | \$ 13,425,793 |

The 2009 project expenditures exceeded the original forecasted net expenditures at NICO by approximately \$6.3 million reflecting amendments to the originally planned activities. These changes were made relative to new funds raised by the Company and in line with Fortune's overall priorities. In addition, the Company spent \$606,769 and \$5,910,454 in the three- and twelve-month periods ended December 31, 2009 on plant and equipment and capital assets compared to \$4,665,259 and \$8,916,704 for the same periods in 2008. The Company incurred certain expenditures related to the acquisition of land in Saskatchewan and re-engineering certain buildings related to moving the metal processing facility from the Northwest Territories to Saskatchewan. Also, the cost of capital assets includes expenditures on the Company's Hemlo Assets net of recoveries from the sale of used equipment and the recycling of scrap steel and other metals. For both 2008 and 2009, the expenditures on capital assets consist primarily of dismantling, deconstruction and salvage of the Hemlo Assets for their future use at NICO and the demolition and sale of the balance of the Hemlo Mill. The Company exceeded its planned 2009 expenditures for the salvage of the Hemlo Assets by approximately \$1.5 million primarily related to certain unplanned costs associated with the dismantling, deconstruction and demolition contract. A significant portion of these costs are being disputed by Fortune. At the end of 2009, there is \$2,698,561 in restricted cash set aside in relation to the disputed amounts. Despite the additional costs incurred for the Hemlo Assets, the project was completed for less the original budget established by Fortune for the project over a two year period.

The Company raised net cash proceeds of \$22,782,119 from the issuance of 39,229,300 common shares and 20,790,275 warrants through public and private offerings during 2009 and raised net cash proceeds of \$2,900,690 from the issuance of long-term debt in 2009. In addition, 5,348,000 warrants expired unexercised. In 2008, the Company raised net cash proceeds of \$7,967,326 from the issuance of 6,003,700 common shares.

Reconciliation of cash and non-cash changes in share capital:

| | 2009 | | | |
|---|---------------------------|-----------------------|---------------------------|------------------------|
| | Shares/Warrants Issued | Cash Proceeds, Net | Non-cash Proceeds, Net | Total Proceeds, Net |
| | # | \$ | \$ | \$ |
| Common shares issued during the year | | | | |
| Public offering ⁽¹⁾ | 26,538,550 | 14,944,371 | (403,468) | 14,540,903 |
| Private offerings | 12,690,750 | 6,156,567 | | 6,156,567 |
| Future tax impact | | | (857,585) | (857,585) |
| Total common shares issued | 39,229,300 | 21,100,938 | (1,261,053) | 19,839,885 |
| Average proceeds per share | | 0.54 | -0.03 | 0.51 |
| Warrants issued during the year | | | | |
| Public offering ⁽¹⁾ | 13,269,275 | 967,535 | (26,457) | 941,078 |
| Private offerings | 4,546,000 | 713,646 | | 713,646 |
| Warrants in lieu of fees | 2,975,000 | | 292,783 | 292,783 |
| Future tax impact | | | (53,415) | (53,415) |
| Expiration of warrants | (5,348,000) | | (1,865,280) | (1,865,280) |
| Total warrants issued | 15,442,275 | 1,681,181 | (1,652,369) | 28,812 |
| Average proceeds per warrant | | 0.11 | -0.11 | 0.00 |
| Change in share capital | | 22,782,119 | (2,913,422) | 19,868,697 |

⁽¹⁾ Public offering consisted of 26,538,550 units for \$0.65 per unit. Each unit consisted of one common share and one half of one common share purchase warrant.

| | 2008 | | | |
|---|------------------------|--------------------|------------------------|---------------------|
| | Shares/Warrants Issued | Cash Proceeds, Net | Non-cash Proceeds, Net | Total Proceeds, Net |
| | # | \$ | \$ | \$ |
| Common shares issued during the year | | | | |
| Private Placements | 5,450,000 | 7,552,051 | — | 7,552,051 |
| Exercise of options | 553,700 | 415,275 | 227,017 | 642,292 |
| Future tax impact | | — | (1,471,500) | (1,471,500) |
| Total common shares issued | 6,003,700 | 7,967,326 | (1,244,483) | 6,722,843 |
| Average proceeds per share | | 1.33 | (0.21) | 1.12 |
| Change in share capital | | 7,967,326 | (1,244,483) | 6,722,843 |

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2009, Fortune had cash and cash equivalents of \$18,328,148, a working capital balance of \$17,945,994 and long-term debt of \$2,854,772. The Company's principal operational objectives for 2010 are focused on obtaining the necessary permits for its NICO project, relocating its Hemlo Assets for use at NICO to be refurbished if required or to a staging area for storage until its ultimate shipment to the project site in the Northwest Territories, completing certain engineering and metallurgical test work to prepare for procurement and construction activities once permits are obtained and compiling all updated geological, engineering and economic data available into technical reports for review by potential banking syndicates and for regulatory filings. Also, the Company will incur certain costs in its efforts to seek a suitable joint venture arrangement for the Mount Klappan project. The Company's working capital is sufficient to fund its preliminary planned activities for 2010. Given the potential of obtaining debt financing or equity financing at higher issue prices, Fortune is reviewing the preliminary plans to determine ways to accelerate the development of NICO and the SMPP when acceptable financing is available. Ultimately, additional financing will be required to construct the mine infrastructure, the SMPP and acquire additional equipment. The Company will continue evaluating its alternatives with a view to executing a financing plan suitable to fund its transformation into a producer.

OUTLOOK

The Company's principal objective is to achieve successful commercial production. The Company's activities in pursuit of this objective are subject to many risks as discussed below under the "Risks and Uncertainties" section. However, the most significant risks to meeting its objective in the targeted time frame are permitting and financing. These risks arise primarily from external stakeholders such as government regulators, First Nations, and investors who have significant influence over the outcome of the Company's efforts. Accordingly, management has sought proactive ways to address risks in its business model and has developed appropriate strategies to move forward.

Major milestones on the path forward include:

- the receipt of environmental permits for the NICO site in the Northwest Territories and the SMPP site near Saskatoon;
- the completion of a debt financing agreement for both the NICO project and the SMPP project; and,
- sourcing any additional equity required to fulfill the Company's contribution to the projects under the debt financing agreements.

The Company, as it moves forward, will continue to focus on prudent management of capital resources while advancing the development of its projects and mitigating risks.

TRANSACTIONS WITH RELATED PARTIES

During 2009, the Company paid businesses owned or controlled by or related to the President and CEO, the Vice President Finance and CFO, the Corporate Secretary and Director, and a Director, in aggregate, \$746,634 for various third party consulting and legal services.

CRITICAL ACCOUNTING ESTIMATES

Going Concern Assumption

The recoverability of amounts shown for mineral properties and related exploration and development expenditures is dependent upon the economic viability of recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof.

Currently, the Company does not have a source of revenue other than investment income and recovery of surplus assets and salvaged materials from the Hemlo Golden Giant Mine and it has relied, primarily, on equity financings to fund its activities with a small amount of long-term debt to supplement equity financings when the cost of capital is not acceptable. The Company may have limited access to capital at an acceptable cost to existing shareholders depending on economic conditions from time to time. However, the Company at December 31, 2009 has positive working capital and cash balances. The available capital is sufficient to fund the Company's current planned activities for 2010.

Interests in Mining Properties and Exploration and Development Expenditures

In accordance with the Company's accounting policies, acquisition costs and exploration expenditures relating to mineral properties are capitalized until the properties are brought into commercial production or disposed. Amortization will commence when a property is put into commercial production. As the Company does not currently have any properties in commercial production, no amortization has been recorded.

Mineral reserve and mineral resource estimates are not precise and also depend on statistical inferences drawn from drilling and other data, which may prove to be unreliable. Future production could differ from mineral resource estimates for the following reasons:

- (a) Mineralization or formation could be different from those predicted by drilling, sampling and similar tests;
- (b) The grade of mineral resources may vary from time to time and there can be no assurance that any particular level of recovery can be achieved from the mineral resources; and
- (c) Declines in the market prices of contained minerals may render the mining of some or all of the Company's mineral resources uneconomic.

Any of these factors may result in impairment of the carrying amount of interests in mining properties or exploration and development expenditures.

Future Income Taxes

The Company follows the liability method of tax allocation in accounting for income taxes. Under this method, future tax assets and liabilities are determined based on differences between the financial reporting and tax bases of assets and liabilities, and measured using the substantively enacted tax rates and laws that will be in effect when the differences are expected to reverse. Assessing the recoverability of deferred tax assets requires management to make significant estimates related to expectations of future taxable income and substantively enacted tax rates. The Company, by 2009, has completed feasibility studies and certain updates for both of its principal projects and undertaken related permitting and financing activities. Management has determined it is more likely than not that the Company will achieve production and realize the benefit of certain non-capital losses and its un-deducted share issuance costs. The benefit of these amounts is estimated to be \$3,348,000 and has been recorded in the consolidated financial statements to the extent that the deduction for share issuance costs and operating losses expire

post-2015 and preproduction costs expire in 2028. A future tax liability of \$11,153,000 has also been recorded in the consolidated financial statements for the book value of exploration and development expenditures and capital assets in excess of tax value.

Stock Based Compensation and Warrants or Compensation Options Issued Privately or in Lieu of Fees

The Company recognizes an expense for option awards using the fair value method of accounting. The company also records the fair value of warrants granted through private offerings or in lieu of fees and compensation options granted using a fair value estimation. Management estimates the fair value of stock options, warrants granted through private offerings or in lieu of fees, and compensation options using the Black-Scholes model. The Black-Scholes model, used by the Company to calculate values, as well as other accepted option valuation models, was developed to estimate fair value of freely tradable, fully transferable options and warrants, which may significantly differ from the Company's stock option awards or warrant grants. These models also require four highly subjective assumptions, including future stock price volatility and expected time until exercise, which greatly affect the calculated values. Accordingly, management believes that these models do not necessarily provide a reliable single measure of the fair value of the Company's stock option awards. The valuation models are used to provide a reasonable estimate of fair value given the variables used.

Asset Retirement Obligations

Legal obligations associated with site restoration on the retirement of assets are recognized when they are incurred when a reasonable estimate of fair value can be made. If a reasonable estimate of fair value cannot be made in the period the asset retirement obligation is incurred, the liability should be recognized when a reasonable estimate of fair value can be made. The Company has not commenced operations on its mining properties and the principal projects are in the development stage. Due to the uncertainty around the amount and timing of potential asset retirement obligations for the Company's projects, management is not able to make a reasonable estimate of fair value at this time. Each period, Management reviews whether a reasonable estimate of fair value can be made on potential future asset retirement obligations for each project.

Contingencies

The Company is from time to time involved in claims and litigation arising in the normal course of business. Claims are made by third parties against the Company and by the Company against third parties with respect to costs incurred and/or amounts charged under applicable contract provisions. Although management makes an estimate and provides for the final resolution of these claims in the financial statements, it is possible that the final resolution of these matters may require the Company to make expenditures in excess of estimates. Management believes that none of these claims will have a material impact on the Company's financial position.

NEW ACCOUNTING STANDARDS

Mining Exploration Costs

During 2009, a new Canadian GAAP abstract, *EIC-174 Mining Exploration Costs*, was released. The abstract provides guidance on accounting for capitalization and impairment of mining exploration costs. The application of this abstract had no effect on the consolidated financial statements of the Company.

Amendment to Financial Instruments – Disclosures (“Section 3862”)

During 2009, the ACSB issued amendments to Canadian Institute of Chartered Accountants (CICA) Handbook Section 3862 – Financial Instruments – Disclosure. The amendments introduced a “fair value hierarchy” for disclosures to provide information to financial statement users about the relative reliability of inputs used in fair value measurements. The standard requires that an entity classify each financial instrument into one of three fair value levels:

- Level 1 - for unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 - for inputs, other than quoted prices included in Level 1, that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and,
- Level 3 - for inputs that are based on unobservable market data.

Prior year comparative data is not required to be presented for the first year of adoption nor are disclosures of fair value when the carrying amount is a reasonable approximation of fair value. These amendments result in increased disclosures only and have no impact on the financial position of the Company. At December 31, 2009, no investments of the Company required increased disclosure since upon initial adoption they were all considered cash and cash equivalents and no other financial instruments required increased disclosure since the carrying amount was a reasonable approximation of fair value.

International Financial Reporting Standards

Effective January 1, 2011, the accounting framework under which financial statements are prepared in Canada for all publicly accountable enterprises is scheduled to change to International Financial Reporting Standards (“IFRS”). The Accounting Standards Board has implemented changes to Canadian generally accepted accounting principles (“Canadian GAAP”) over the past few years to ease the transition; however, it is expected that IFRS implementation will significantly impact current financial statement presentation and disclosure. An IFRS convergence plan is in the process of being implemented based on the following key phases:

1. Identify Applicable IFRS 1 Exemptions and Exceptions
2. Identify Differences Between Canadian GAAP and IFRS Accounting Policies Applicable to the Company
3. Select From Applicable IFRS 1 Exemptions and IFRS Accounting Policies Where Options Exist
4. Prepare Opening IFRS Balance Sheet
5. Apply IFRS Accounting Policies to Comparative Financial Statements and Effective Date of Adoption
6. Assess Process, Internal Control, System and Business Changes
7. Communication and Disclosure
8. Training and Financial Expertise

Identify Applicable IFRS 1 Exemptions and Exceptions

During 2009, the Company conducted an assessment of the impact of *IFRS 1 First-time Adoption of International Financial Reporting Standards*. The key principle of IFRS 1 is full retrospective application of all IFRS in force at the closing balance sheet date for the first IFRS financial statements prepared on transition to IFRS. IFRS 1 also outlines certain optional exemptions that reduce the burden of retrospective application. The exemptions provide limited relief for first time adopters, mainly in areas where the information needed to apply IFRS retrospectively might not be available. There are also four mandatory exceptions currently where retrospective application is not permitted. In summary, IFRS 1 will require the Company to:

- identify the first IFRS financial statements;
- prepare an opening balance sheet at the date of transition to IFRS;
- select accounting policies that comply with IFRS, and apply those policies retrospectively to all of the periods presented in the first IFRS financial statements;
- consider whether to apply any of the available exemptions from retrospective application;
- apply the four mandatory exceptions from retrospective application; and,
- present other note disclosures to explain the transition to IFRS.

The first IFRS financial statements are prepared using accounting policies that comply with IFRS in force at the ‘reporting date’. The reporting date is the closing balance sheet date for the first IFRS financial statements or March 31, 2011 for the Company. Accounting policies must be applied retrospectively (unless specifically exempt within an IFRS standard) to the opening IFRS balance sheet and for all periods presented in the first IFRS financial statements. Therefore, the Company will apply IFRS accounting policies selected effective January 1, 2010 in order to present comparative financial statements as at March 31, 2010 for the March 31, 2011 financial statements.

As noted, first-time adopters of IFRS can elect to apply all, some or none of the available optional exemptions. The Company has reviewed the available exemptions and determined the following areas are currently applicable:

Business Combinations

For all transactions accounted for as business combinations under previous GAAP, the Company may elect to:

- not restate business combinations before the date of transition;
- restate all business combinations before the date of transition; or,
- restate a particular business combination, in which case subsequent business combinations must be restated.

Fair Value as Deemed Cost for Property, Plant and Equipment

For property, plant and equipment, the Company may elect to:

- use cost in accordance with IFRS;
- use fair value at the date of transition as deemed cost; or,
- use a revaluation carried out at a previous date as deemed cost, subject to certain conditions.

The exemption may be applied to any individual item of property, plant and equipment.

Designation of previously recognized financial instruments

A company may choose to reclassify a financial instrument as “a financial asset or financial liability at fair value through profit or loss” or as “available for sale” at its transition date in certain circumstances.

Share-based payments

A company may choose to apply *IFRS 2 Share-based Payment*, to any equity instruments that were granted before November 7, 2002 or that vested before the later of date of transition to IFRS and January 1, 2005 but only if the company has previously disclosed publicly the fair value of the instruments, determined at the measurement date.

Borrowing Costs / Interest Capitalization

A first-time adopter may apply the transitional provisions set out in paragraphs 27 and 28 of *IAS 23 Borrowing Costs*. IAS 23 requires borrowing costs directly attributable to acquisition, construction or production of an asset to be capitalized. An entity shall recognize other borrowing costs as an expense in the period incurred.

In addition to the optional exceptions from retrospective application, the Company reviewed the four mandatory IFRS exceptions and determined one to be applicable as follows:

Estimates

IFRS 1 prohibits the use of hindsight to correct estimates made under previous GAAP unless there is objective evidence of error. A company should only adjust the estimates made under previous GAAP when the previous estimate calculation does not comply with IFRS standards. If a new estimate is required under IFRS, the Company will need to estimate based on the conditions that existed at the date of transition to IFRSs. This exception will need to be considered for any significant estimates made as at December 31, 2009.

Exceptions from retrospective application relating to De-recognition of Financial Assets and Liabilities, Hedge Accounting, and Non-controlling Interests were determined not to be applicable to the Company at this time.

Identify Differences Between Canadian GAAP and IFRS Accounting Policies Applicable to the Company

Management is in the process of preparing an analysis to compare current financial statement balances and disclosures based on Canadian GAAP to applicable IFRS. The initial analysis has identified a number of areas that the Company is investigating further as they have the potential to significantly impact accounting policies and financial statement balances on implementation and in the nearer term:

- Property, Plant and Equipment
- Mining Property Assets
- Asset Impairment
- Presentation and Disclosure
- Income Taxes
- Stock-based Compensation
- Provisions

Other areas that have been initially identified as having a potential significant impact in the future as the Company evolves from pre-production to operating include

- Inventory
- Revenue Recognition
- Leases

- Business Combinations
- Functional Currency
- Closure and Environmental Costs
- Derivatives and Hedging

The Company anticipates to complete this analysis during the second and third quarters of 2010 and plans to update and review the analysis with their external auditors throughout 2010 to ensure timely feedback is incorporated.

Select From Applicable IFRS 1 Exemptions and IFRS Accounting Policies Where Options Exist

The Company will need to select from the IFRS 1 alternatives identified above and plans to do so by the end of the second quarter of 2010 so that the opening IFRS balance sheet can be prepared. The Company will also need to select from available IFRS accounting policies where options exist and plans to do so by the end of 2010 so that comparative IFRS financial statements for 2010 can be prepared.

Prepare Opening IFRS Balance Sheet

The opening IFRS balance sheet for the Company will:

- include all assets and liabilities that IFRS requires;
- exclude any assets and liabilities that IFRS does not permit;
- classify all assets, liabilities and equity in accordance with IFRS; and,
- measure all items in accordance with IFRS.

The exception to this is where IFRS 1 optional exemptions or mandatory exceptions does not require or permit recognition, classification and measurement in accordance with IFRS as discussed above. The adjustments as a result of applying IFRS for the first time will be recorded in retained earnings or another equity category.

The Company has not yet prepared an opening IFRS balance sheet but plans to do so subsequent to filing December 31, 2009 and March 31, 2010 results under Canadian GAAP with a target date for completion of the third quarter of 2010.

Apply IFRS Accounting Policies to Comparative Financial Statements and Effective Date of Adoption

For the Company, the first published interim financial statements under IFRS will be for the 3-month period ending March 31, 2011. However, comparative financial statements will need to be provided for the 3-month period ending March 31, 2010. Therefore, IFRS 1 will be applied to the opening balances for the period beginning January 1, 2010. During 2010, the Company will need to prepare accounts in accordance with Canadian GAAP and IFRS in order to have comparative financial statements on full implementation of IFRS in 2011 yet still present financial results based on Canadian GAAP for public disclosure of 2010 results. IFRS will then be applied going forward from the date of adoption for the period beginning January 1, 2011. The complete quantitative impact of the transition to IFRS on the Company's consolidated financial statements has not yet been determined.

Assess Process, Internal Control, System and Business Changes

The Company has begun assessing current and future business processes and related internal controls considering the impact of IFRS. A business process review was conducted and an assessment of future process needs for NICO, the SMPP and Mount Klappan was initiated. Until IFRS accounting policies are selected as explained above, the full impact on process and internal controls is not known; however, it is not anticipated that many significant changes to processes or internal controls will be required initially given the areas identified as having a potential impact on the Company and the stage of development of the Company.

In addition, the Company has initiated a process to assess system needs required to support future operations under IFRS with the intent to implement any required changes prior to IFRS conversion. As a result, to date, the Company has implemented fixed assets inventory and accounting software with increased functionality and reporting which will assist with applying IFRS accounting policies selected for property, plant and equipment.

Major business activities are not expected to be impacted by the transition to IFRS since they are not impacted by GAAP measures currently (i.e. no debt covenants, capital requirements, or compensation arrangements impacted by GAAP measures at this time). However, the Company will consider the impact on business activities for any future arrangements entered into that may be impacted by IFRS accounting policies.

Communication and Disclosure

The Company will continue to assess and monitor the impact of adopting IFRS including monitoring of changes to IFRS standards and will update its MD&A disclosure quarterly to report on progress of its IFRS transition. As the financial statement impact of the transition to IFRS is quantified, in addition to regulatory disclosure requirements, the Company will assess the nature and extent of investor relations activity required, if any, to communicate to shareholders changes in accounting policies and account balances due to IFRS.

Training and Financial Expertise

Fortune's Corporate Controller and Chief Financial Officer have attended training programs specific to IFRS beginning in 2008 and attended financial reporting update sessions which included IFRS considerations during 2009. The Company will continue to build IFRS knowledge through senior management and Audit Committee training and communication. IFRS has been added to the agendas of Audit Committee meetings and Management has provided the Audit Committee with updates on IFRS conversion activities, as well as an initial assessment of IFRS 1 and potential accounting policies and financial statement balances that may be significantly impacted by implementation of IFRS.

ENVIRONMENT

Fortune is committed to a program of environmental protection at its development projects and exploration sites. Fortune was in compliance with government regulations in 2009. The Company has provided secured letters of credit in the aggregate amount of \$518,000 to be held against future environmental obligations with respect to the Mount Klappan and NICO properties.

RISK AND UNCERTAINTIES

The operations of the Company are speculative due to the high-risk nature of its business, which is the acquisition, financing, exploration and development of mining properties. The risks below are not the only ones facing the Company. Additional risks not currently known to the Company, or that the Company currently deems immaterial, may also impair the Company's operations. If any of the following risks actually occur, the Company's business, financial condition and operating results could be adversely affected.

Nature of Mineral Exploration and Mining

At the present time, the Company does not hold any interest in a mining property in production. The Company's viability and potential success is based on its ability to develop, exploit and generate revenue from mineral deposits. The exploration and development of mineral deposits involve significant financial risk over a significant period of time, which even a combination of careful evaluation, experience and knowledge may not eliminate. While discovery of a mine may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish reserves by drilling and to construct mining and processing facilities at a site. It is impossible to ensure that the current or proposed exploration and development programs on the properties in which the Company has an interest will result in a profitable commercial mining operation.

The operations of the Company are subject to all of the hazards and risks normally incident to exploration and development of mineral properties, any of which could result in damage to life and property, the environment and possible legal liability for any and all damage. The activities of the Company may be subject to prolonged disruptions due to weather conditions depending on the location of the operations in which the Company has

interests. Hazards, such as unusual or unexpected geological structures, rock bursts, pressure, cave-ins, flooding or other conditions may be encountered in the drilling and removal of material. While the Company may obtain insurance against certain risks in such amounts as it considers adequate, the nature of these risks are such that liabilities could exceed policy limits or could be excluded from coverage. There are also risks against which the Company cannot insure or against which it may elect not to insure. The potential costs which could be associated with any liabilities not covered by insurance or in excess of insurance coverage or associated with compliance with applicable laws and regulations may cause substantial delays and require significant capital outlays, adversely affecting the future earnings and competitive position of the Company and, potentially, its financial position.

Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are the particular attributes of the deposit, such as size and grade, proximity to infrastructure, financing costs and governmental regulations, including regulations relating to prices, taxes, royalties, infrastructure, land use, importing and exporting and environmental protection. The effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

Limited Financial Resources

The existing financial resources of the Company are not sufficient to bring any of its properties into commercial production. Based on the feasibility studies prepared for its two principal properties, the estimated capital costs for the construction of a mine and related infrastructure at NICO exceeds \$200 million and at Mount Klappan, depending on the production profile, exceed \$650 million. The Company is in the process of updating capital cost estimates for NICO to reflect the changes in scope due to plans to produce finished metal products and construction of two development sites. The Company will need to obtain additional financing from external sources and/or find suitable joint venture partners in order to fund the development of the Mount Klappan, NICO and SMPP properties. There is no assurance that the Company will be able to obtain such financing or joint venture partners on favourable terms, or at all. Failure to obtain financing or joint venture partners could result in delay or indefinite postponement of further exploration and development of the Company's properties.

Dependence on Key Personnel and Limited Management Team

Fortune is dependent on the services of its executive management and a small number of skilled and experienced employees and consultants. The loss of any such individuals could have a material adverse effect on Fortune's operations. In addition, Fortune will need to supplement its existing management team in order to bring any of its projects into production.

Fluctuating Prices

Factors beyond the control of the Company may affect the marketability of coal, cobalt, bismuth, gold, copper or any other minerals discovered. Commodity prices have fluctuated widely and are affected by numerous factors beyond the Company's control. The effect of these factors cannot accurately be predicted.

Permits and Licenses

The operations of the Company require licenses and permits from various governmental authorities. The Company believes that it presently holds all necessary licenses and permits required to carry out the activities which it is currently conducting under applicable laws and regulations and the Company believes it is presently complying in all material respects with the terms of such licenses and permits. However, such licenses and permits are subject to change in regulations and in various operating circumstances. The Company has submitted requisite applications for land use and water licenses in order to construct and operate a mine at its NICO project. As a result, an environmental assessment of the project has been triggered and the applications are subject to review or approval by certain regulatory bodies and First Nations. In addition, the Company is navigating the environmental assessment process related to its Mount Klappan project. Subject to receiving an environmental certificate from this process, the Company is still required to apply and obtain mining permits in order to build and operate a mine. There can be no assurance that the Company will be able to obtain all necessary licenses and permits required to carry out future exploration, development and mining operations at its projects.

Competition

The mineral exploration and mining business is competitive in all its phases. The Company competes with numerous other companies and individuals, including other resource companies with greater financial, technical and other resources than the Company, in the search for and the acquisition of attractive mineral properties, the acquisition of mining equipment and related supplies and the attraction and retention of qualified personnel. The ability of the Company to acquire properties, purchase required equipment, and hire qualified personnel in the future will depend not only on its ability to develop its present properties, but also on its ability to identify, arrange, negotiate, select or acquire suitable properties or prospects for mineral exploration, source suitable equipment and hire qualified people. The Company would have to significantly increase its work force if either or both of its principal projects are brought into production. There is no assurance that the Company will continue to be able to compete successfully in the acquisition of building materials, sourcing equipment or hiring people.

Environmental and Climate Change Regulation

The operations of the Company are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means standards, enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and their directors, officers and employees. The Company has carried out and completed significant environmental base line studies to position the Company to successfully complete any required environmental assessments but there is no assurance that environmental certificates can be obtained in a timely manner. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of future operations. The impacts of the Kyoto Protocol, carbon taxes and other potential climate change legislation are difficult to predict and are not yet fully understood. Such impacts may have an adverse effect on the capital and operating cost of the Company's operations or those of its future customers that may materially affect future operations.

Aboriginal Title and Rights Claims

Aboriginal title and rights may be claimed with respect to Crown properties or other types of tenure with respect to which mining rights have been conferred. The Company is not aware of any aboriginal land claims having been formally asserted or any legal actions relating to aboriginal issues having been instituted with respect to the properties other than certain treaty rights established by the Nisga'a and Tlicho for the Mount Klappan and NICO projects, respectively. The Company is aware of certain First Nations that claim certain title and rights with respect to Crown properties related to the Company's projects that may or may not be formally asserted with the Crown in order to seek comprehensive land claim settlements. Further, in 2005, the Company's Mount Klappan property was the subject of a blockade by a group of individuals, most being aboriginals, which required the Company to obtain a court injunction to remove the blockade. There can be no assurance that similar events will not occur or that additional title and rights claims will not be asserted in the future in respect of the Company's properties. The Company is aware of the mutual benefits afforded by co-operative relationships with indigenous people in conducting exploration and development activity and is supportive of measures established to achieve such cooperation including preferential hiring practices, local business development activities, involvement in environmental stewardship and other forms of accommodation. It will also be necessary for the Company to negotiate and enter into appropriate impacts and benefits agreements with relevant First Nations in order to bring its projects into production and there is no assurance that the Company will be able to negotiate such agreements on favourable terms or at all. In addition, other parties may dispute the Company's title to the properties and the properties may be subject to prior unregistered agreements or transfers or land claims by aboriginal peoples, and title may be affected by undetected encumbrances or defects or government actions.

Estimates of Mineral Reserves and Resources May Not be Realized

The mineral reserve and resource estimates published from time to time by the Company with respect to its properties are estimates only and no assurance can be given that any particular level of recovery of minerals will in

fact be realized or that an identified resource will ever qualify as a commercially mineable (or viable) deposit which can be legally and economically exploited. In addition, the grade of mineralization ultimately mined may differ from that indicated by drilling results and such differences could be material. Production can be affected by such factors as permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations, inaccurate or incorrect geological, metallurgical or engineering work, and work interruptions, among other things. Short-term factors, such as the need for orderly development of deposits or the processing of new or different grades, may have an adverse effect on mining operations or the results of operations. There can be no assurance that minerals recovered in small-scale laboratory and large scale pilot plant tests will be duplicated under on-site conditions or in production scale operations. Material changes in resources, grades, stripping ratios or recovery rates may affect the economic viability of projects. The estimated resources described herein should not be interpreted as assurances of mine life or of the profitability of future operations.

The Company has engaged expert independent technical consultants to advise it with respect to mineral reserves and resources and project engineering, among other things. The Company believes that those experts are competent and that they have carried out their work in accordance with all internationally recognized industry standards. However, if the work conducted by those experts is ultimately found to be incorrect or inadequate in any material respect, the Company may experience delays and increased costs in developing its properties.

Health and Safety Matters

The Company's development and exploration projects are affected by various laws and regulations, including those which cover health and safety matters. Existing legislation and regulations are subject to change, the impacts of which are difficult to measure. It is the policy of the Company to maintain safe working conditions at all its work sites, comply with health and safety legislation, maintain equipment and premises in safe condition and ensure that all employees are trained and comply with safety procedures.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, restricted cash, short-term investments, accounts receivable, reclamation bonds, accounts payable and accrued liabilities, long-term debt, interest payable and income taxes payable. These financial instruments are recorded at their fair values except for accounts receivable, accounts payable and accrued liabilities, long-term debt, interest payable and income taxes payable which are recorded at amortized cost. It is management's opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments. The Company mitigates its risk by holding its short-term investments in instruments low in risk and highly rated with large reputable financial institutions.

ADDITIONAL INFORMATION

Additional information relating to the Company, including its current and previous year's annual information forms are available on SEDAR at www.sedar.com.

SHARE DATA

As at the date hereof, the Company has 94,779,407 common shares issued and outstanding, as well as: (i) warrants to purchase an aggregate of 20,890,275 common shares expiring at various dates between September 2, 2010 and April 16, 2013 and exercisable at various prices between \$0.72 and \$3.00 per share; (ii) stock options to purchase an aggregate of 3,300,000 common shares expiring at various dates between April 4, 2010 and May 11, 2014 and exercisable at various prices between \$0.60 and \$4.95 per share; and, (iii) compensation options to purchase an aggregate of 1,592,313 units for \$0.65 on or before December 3, 2011. Each unit consists of one common share and one-half common share purchase warrant and each whole warrant entitles the holder to purchase one common share

of the Company for \$0.80 on or before December 3, 2011. All warrants have vested except for 533,334 warrants exercisable at \$0.72 per share expiring on April 16, 2013 of which 266,666 vest on May 3, 2010 and 266,668 vest on August 2, 2010. All stock options have vested as at the date hereof. The compensation options had not been exercised as at the date hereof and are fully vested.

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the Company's Chief Executive Officer and Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure. As at the end of the period covered by this management's discussion and analysis, management of the Company, with the participation of the Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures as required by Canadian securities laws. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that, as of the end of the period covered by this MD&A, the disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the Company's annual filings and interim filings (as such terms are defined under National Instrument 52-109— *Certification of Disclosure in Issuers' Annual and Interim Filings* of the Canadian Securities Administrators) and other reports filed or submitted under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified by those laws and that material information is accumulated and communicated to management of the Company, including the Chief Executive Officer and the Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

Internal controls over financial reporting are designed to provide reasonable assurance regarding the reliability of the Company's financial reporting and the preparation of financial statements in compliance with Canadian generally accepted accounting principles (GAAP). Any system of internal control over financial reporting (ICFR), no matter how well-designed, has inherent limitations. Therefore, even well-designed systems of internal control can provide only reasonable assurance with respect to financial statement preparation and presentation.

As at the end of the period covered by this management's discussion and analysis, management of the Company, with the participation of the Chief Executive Officer and the Chief Financial Officer, evaluated the design and effectiveness of the Company's internal controls over financial reporting as required by Canadian securities laws. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that, as of the end of the period covered by this MD&A, ICFR were effective to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. The control framework used to design and assess the effectiveness of the Company's ICFR is the *Internal Control - Integrated Framework* (COSO Framework) published by The Committee of Sponsoring Organizations of the Treadway Commission (COSO). Further, the Company uses *Internal Control over Financial Reporting - Guidance for Smaller Public Companies* published by COSO, which provides guidance to smaller public companies on the implementation of the COSO Framework.

The Company assesses internal controls over financial reporting on an ongoing basis and where determined appropriate, proactively implements enhancements to the design of controls required to support anticipated changes to and growth of the business. Due to operational, financial and administrative changes planned to occur as the Company transforms from an exploration company to a producer together with the adoption of IFRS, changes will be required to the Company's internal controls over financial reporting in order to maintain reasonable assurance regarding the reliability of the Company financial reporting and preparation of financial statements. As such, there were enhancements made to the Company's internal controls over financial reporting during the year ended December 31, 2009, however, no changes are considered to have materially affected, or are reasonably likely to materially affect, its internal controls over financial reporting.

This discussion contains certain forward-looking information. This forward-looking information includes, or may be based upon, estimates, forecasts, and statements as to management's expectations with respect to, among other things, the size and quality of the Company's mineral resources, progress in development of mineral properties, timing and cost for placing the Company's mineral projects into production, costs of production, amount and quality of metal products recoverable from the Company's mineral resources, demand and market outlook for metals and coal, future metal and coal prices and the outcome of the dispute related to the costs of salvage of the Hemlo Assets. Forward-looking information is based on the opinions and estimates of management at the date the information is given, and is 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 information. These factors include the inherent risks involved in the exploration and development of mineral properties, uncertainties with respect to the receipt or timing of required permits and regulatory approvals, the uncertainties involved in interpreting drilling results and other geological data, fluctuating metal and coal prices, the possibility of project cost overruns or unanticipated costs and expenses, uncertainties relating to the availability and costs of financing needed in the future, uncertainties related to metal recoveries, uncertainty in the outcome of litigation and other factors. Readers are cautioned to not place undue reliance on forward-looking information because it is possible that predictions, forecasts, projections and other forms of forward-looking information will not be achieved by the Company. These forward-looking statements are made as of the date hereof and the Company assumes no responsibility to update them or revise them to reflect new events or circumstances, except as required by law.