VVC EXPLORATION CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS

for the year ended

January 31st, 2013

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Form 51-102F1

VVC EXPLORATION CORPORATION (the “Company” or “VVC”)

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MANAGEMENT DISCUSSION AND ANALYSIS FOR THE YEAR ENDED JANUARY 31, 2013

This Management’s Discussion and Analysis ("MD&A") of the Company for the year ended January 31, 2013 (the “Period”) was prepared on May 31, 2013 and should be read in conjunction with the Company’s January 31, 2013 audited consolidated financial statements and related notes, prepared in accordance with International Financial Reporting Standards (“IFRS”). All financial information disclosed in this report was prepared in accordance with IFRS unless otherwise disclosed.

All amounts herein are expressed in Canadian dollars unless otherwise indicated. The technical information in the MD&A has been approved by Peter Dimmell, P.Geo., a mineral exploration consultant and a director of VVC, who is a qualified person (QP) in both Newfoundland and Labrador and Ontario.

FORWARD LOOKING INFORMATION

This MD&A includes forward-looking statements that are subject to risks and uncertainties and other factors that may cause the actual results, performance or achievements expressed or implied by such forward-looking statements. Such factors include general economic and business conditions, which among other things, affect the price of metals, the foreign exchange rate, the ability of the Company to implement its business strategy, and changes in, or the failure to comply with government laws, regulations and guidelines. Unless otherwise required by applicable securities laws, the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Additional information relating to the Company can be obtained from its News Releases and other public documents at the SEDAR website <www.sedar.com>.

BUSINESS OVERVIEW

The Company is a venture issuer reporting in Ontario, British Columbia, Alberta and Quebec. The Company’s common shares trade on the TSX Venture Exchange under the symbol "VVC".

The Company is in the business of acquisition and exploration of resource properties in the mineral sector. The Company's principal business activity is the exploration and development of gold and base metal mineral properties both nationally and internationally.

Mexico

a) Cumeral Property

In April 2010, VVC Exploración de México, S. de R.L. de C.V. (“VVC Mexico”) finalized a formal option agreement with 2 Mexican individuals (the “Optionee”) relating to a 665-hectare (ha) gold mining project known as Cumeral (the “Cumeral Property”) consisting of 3 mining concessions, in the State of Sonora, Mexico. VVC Mexico, through an intermediary, acquired from the Ministry of Mines, 3 additional concessions covering 5,984 ha, for a total property size of 6,649 ha. The recently staked concessions are 100% owned by VVC Mexico and are not subject to the Option Agreement. The Cumeral Property is located approximately 140 kilometres south of the City of Tucson, Arizona and 200 kilometres north of the City of Hermosillo. A network of gravel roads and paved highways provide excellent year round access.

The Agreement provides an option to acquire a 100% interest in the Cumeral Property in consideration for US$800,000 plus applicable taxes (“VAT”) payable over a period of three years and the issuance of 200,000 common shares of the Company. The Cumeral Property is subject to the reservation of a 2% Net Smelter Return. A finder’s fee of US$5,000 and 130,000 shares of the Company were paid to 3rd parties who were instrumental in arranging the transaction.

Located in the under-explored Sierra Madre Occidental along the well mineralized “Sierra La Jojoba” trend, the Cumeral Property is located approximately 15 km northeast of the Mina Lluvia de Oro and Mina La Jojoba deposits which host over 26 million tonnes of measured, indicated and inferred resources grading 0.525 to 0.741 g/T gold (over 500,000 ounces of gold). This area of Sonora is host to numerous other gold deposits and mines, including Fresnillo PLC’s & Newmont Mining Company’s La Herradura Gold Mine which in 2009 produced over 255,000 ounces of gold and has proven and probable reserves of 193 million tonnes grading

0.65 g/T gold (4.1 million ounces). Other deposits in the area include the San Francisco (780,000 ounces of gold reserves) and La Colorada (605,000 ounces of measured and indicated gold resources).

Exploration has included geological mapping, prospecting and rock chip sampling (89 samples) over a 120 hectare area in the vicinity of the old pits and shallow shafts (Tularcito area). Four due diligence grab samples returned gold values of 0.03, 3.4, 3.5 and 6.03 g/T and the regional sampling gave values as high as 12.65 g/T, defining five areas of gold/silver mineralization (Areas A to E) associated with alteration (sericite and quartz veining) with associated pyrite and hematite, trending in a northwest-southeast direction. The host units are heavily oxidized quartz sericite to biotite/muscovite schists. The Company also completed 28 air track drill holes totalling 572 metres with 15 holes in Area B and 13 holes in Area C.

Area B, the main area of the artisanal workings, covers an area of 155 by 180 metres. Air track drilling returned values as high as 1.45 g/T gold and 6.74 g/T silver over 14 metres including 4.19 g/T gold over 4 metres. Other values varied from insignificant to 0.42 g/T gold and 14.56 g/T silver over 10 metres. Eight of the holes returned values of 0.1 to 0.4 g/T gold and 1 to 4 g/T silver over widths varying from 4 to 22 metres. Air track drilling on Area C which covered an area of 115 by 200 metres, also gave significant values including 0.44 g/T gold and 0.48 g/T silver over 10 metres, and 0.21 g/T gold and 0.53 g/T silver over widths varying from 6 to 26 metres. Area A which covers an area of 80 by 300 metres, in the northern part of the Property, consists of quartz veins / veinlets carrying minor malachite and azurite. The north copper vein along the contact of a mafic dyke, gave a value of 2.2 g/T gold and 493 g/T silver and 3.73 percent copper from one grab sample. Area D which covers an area of 100 by 270 metres and Area E which covers 140 by 200 metres, located in the southern part of the Cumeral Property, also shows good potential.

In 2011/12, exploration, including geological mapping and rock chip sampling and soil geochemistry was carried out by independent geological consultants, with a National Instrument 43-101 report on the property prepared by Michel Boily, PhD, P.Geo. and filed on SEDAR. Combined results from the 2010-2012 mapping/rock sampling programs show high gold values (i.e 0.5 to > 10 g/t) in hematized and pyritized quartz veins/veinlets associated with mylonitized, gently eastward-dipping, low angle (20º to 40º) faults. Geological mapping in the southern segment of the property has defined at least ten gold-mineralized structures generally confined to areas tested by the air track drilling program of 2010.

A soil geochemical survey carried out to the north of the area covered by the detailed mapping and rock sampling program gave three anomalous areas with values of >50 ppb Au defined within zones characterized by a paucity of outcrops or in unmapped regions (News release June 12/12). The soil geochemistry, in conjunction with gold analyses from rock and soil samples taken from 2010 to 2012, gives a general NNWSSE trend of elevated values extending for 4 km remaining open to the north and south along trend. Preliminary mapping to the west and north of the mineralized zones suggests a similar tectonic / geologic environment with the potential for significant gold-mineralized areas of similar quartz/pyrite/hematite veins.

Rock and soil samples were sent to the ALS Chemex laboratories in Chihuahua, Zacatecas or Hermosillo, Mexico. All Au analyses were by Fire Assay with a gravimetric finish. All other assays were performed by ICP-AES or AAS methods. Samples with ore grade values (>100 ppm Ag, >10,000 ppm Cu) were re-analyzed by ICP-AES or AAS. Gold values in soil samples (at least 25g) were determined by ICP-MS following digestion in Aqua Regia. A compilation map showing the soil geochemical anomalies and gold mineralization is filed on SEDAR as part of the June 12, 2012 news release and is also shown on the VVC website http://www.vvcexpl.com/news-releases/2012.html.

The Company plans to carry-out systematic exploration in 2012-13, including drilling, in all prospective areas. Based on the geological setting and known deposits in the area, it is believed that the Cumeral Property has the potential to host significant gold / silver deposits in the 500,000 to 1 million ounce range. The Company is currently carrying out a 1,000 meters of reverse circulation drilling. This will allow VVC to efficiently plan the next phase of exploration on Cumeral as the Company seeks to confirm potentially exploitable gold deposits on the Cumeral Property.

b) La Tuna Property

In March 2010, the Company acquired a 3,533 ha gold project known as La Tuna (the "La Tuna Property") located in the Municipality of Alamos, Sinaloa State, Mexico, at the junction of the Rio Fuerte and Rio Baboyahui rivers.

Pursuant to the agreement, VVC's Mexican subsidiary acquired a 100% interest in the La Tuna Property in consideration of a payment of US$40,000 plus applicable taxes and 300,000 common shares of the Company. The La Tuna Property is subject to a 2% NSR Royalty (the "NSR") derived from mineral production, with a buy-back option.

On March 6, 2013 the Company entered into an Option Agreement with Exploración Río Placer S. A. de C. V. (the "Optionee") for its La Tuna Property. During the 12 year term of the Option Agreement, ending on December 31, 2025, the Optionee will have exclusive mining rights to the La Tuna Property and VVC Mexico will be entitled to a 1% Net Smelter Return ("NSR") Royalty payable on a monthly basis on every dry metric tonne of ore processed up to US$3,000,000 (CA$2,997,600) with a buyback option for US$1,000,000 (CA$999,200). The Optionee will also have the option to acquire a 100% interest in the La Tuna concessions by making all required NSR royalty payments and additional payments totalling US$500,000 (CA$499,600). US$20,000 (CA$19,984) due upon the signing of the agreement was paid by the Optionee subsequent to the reporting date. The Optionee can at his discretion terminate the option at any time by provide the proper notices provided in the Option Agreement.

The La Tuna Property has gold potential in paleo placers, present day placers derived from the paleo placers and vein type deposits such as the La Perdida deposit. The river placer deposit and the paleo-placer zones are located mainly along the Rio Baboyahui near the river junction extending to the Rio Fuerte, an area of approximately 500 by 500 meters. The paleo-placer zone carries gold associated with magnetite (from black sand) which may allow definition of the paleo-channels by magnetic surveys. Limited historical sampling in the period from 1987-91 in a "drift" in the paleo-placer mineralization gave a grade of 1 to 3 g/m^3 Au in one of these paleo channels. Historical data (non 43-101 compliant) from 1994 indicates that the area contains 3.7 million m^3 at 2 g/m^3, equivalent to approximately 200,000 ounces of gold. It should be noted that the "paleo placer" was sampled as a placer deposit and since it is a hard rock deposit it should be sampled by weight using channel, chip or core samples not bulk samples of cubic metres, which has little relevance in a hard rock deposit. Accordingly, the results noted above should be treated with caution.

The La Perdida deposit is located in the north-west part of the La Tuna Property. The structure which hosts the deposit, trends north-west and dips 25 degrees to the south-east. Historical results from 4 grab samples taken in 1991 gave values from 3.29 g/t to 16.23 g/t Au, with three of the samples grading more than 10 g/t Au. The samples were taken from the portal (12.49 g/t), from the ore zone within the deposit (3.29 and 16.23 g/t) and from development muck (11.24 g/t).

Canada

c) Timmins area properties (Ontario)

In fiscal 2008, the Company staked a 9 claim units in Timmins Township of Ontario (the "Timmins Twp. Property"), located about 50 km southeast of Timmins, in the Abitibi Greenstone Belt of Northern Ontario. The Timmins Twp. Property, located in the centre of Timmins Township is deemed to be a prime base metals exploration target. It covers a northwest trending zone of strong airborne electromagnetic responses within a complex magnetic system. An initial program comprising line cutting and detailed geophysical surveys including magnetic, VLF and HLEM electromagnetic surveys was completed with 2 drill targets identified. The encouraging results from these surveys justifies further exploration, however no further work has been carried out since the Company is focused on opportunities considered more economically viable in Mexico.

Due to the lack of follow-up exploration, the Timmins Twp. Property was written down to a minimal value although the Company still retains title. The Company is exploring the possibility of optioning this property to a third party, with a requirement to test drill the targets within a year. This would save the Company the cost of drilling and allow it to focus its efforts on the Mexican properties, while maintaining an interest in this property.

SELECTED ANNUAL INFORMATION

Set forth below is a summary of the financial data derived from the Company's consolidated financial statements for the past 3 years (CA$).

	2013	2012	2011
Revenue	$ -	$ -	$ -
Net loss for the year	(720,950)	(973,306)	(3,192,393)
Total assets	2,060,046	1,058,338	902,029
Mineral exploration properties written off	-	-	1,733,327
Stock-based compensation	98,484	204,610	143,869

RESULTS OF OPERATIONS – THREE MONTHS

The Company's operating loss for the three months ended January 31, 2013 was $13,656 compared to a loss of $426,889 for the same period in 2012. The loss in 2013 was $413,233 less than 2012 due mainly to a non-cash reduction in stock-based compensation of $58,363, a write-down in uncollectible VAT receivable in Mexico of $213,163 in 2012 and a non-cash reversal of re-valued warrants of $176,371 in 2013. The warrant expensing was done in Q1 of the Period and was corrected in Q4.

In July of 2012, the Canadian Institute of Chartered Accountants' ("CICA") IFRS discussion group addressed the issue of expensing revalued warrants. The group concluded that, while this treatment was previously accepted as being appropriate, it felt that this accounting treatment was no longer necessary and any warrant revaluation should remain in equity. In light of the CICA's IFRS Discussion group conclusion, the Company felt it appropriate to reverse the formerly acceptable treatment of this expense.

During the quarter, the Company re-valued a number of warrants where the expiry date was extended. After a review of the accounting treatment of this non-cash transaction, it was considered necessary to reverse the expense of $176,371 in three months ended January 31, 2013.

During the three months ended January 31, 2013, the Company was aggressively working to raise equity capital, as a result investor relations increased by $9,279 over 2012, $25,530 in 2013 compared to $16,251 in 2012. The increase in investor relations expense translated into a positive equity capital raise of $966,000 in the three months ended January 31, 2013.

RESULTS OF OPERATIONS – TWELVE MONTHS

Net loss for the year ended January 31, 2013 was $720,950 as compared to a loss of $973,306 for the year ended January 31, 2012.

The Company reduced management and consulting fees by $120,284, $177,830 in 2013 compared to $298,114 in 2012. A number of factors led to this reduction including an agreed reduction in compensation by the management team in order to conserve resources for its exploration activities. In addition to the reduction in compensation, the severance payments to some former members of management ceased in late 2012.

Stock-based compensation decreased by $106,126 from $204,610 in 2012 to $98,484 in 2013. The decrease is a result of the number of stock options that vested during the period from a prior period grant. The Company granted 2,250,000 stock options in 2012 compared in nil in 2013 and the expense for these stock options is recognized on a basis consistent with their respective vesting features.

Interest expense was $74,920 for 2013 compared to nil in 2012. The interest expense is a result of $504,562 of related party loans made to the Company via promissory notes that bear interest at rates ranging from 12% to 15% per annum. The Company will continue to incur interest expense on an annual basis at those rates until the debt associated with this expense is satisfied. Should the Company raise additional debt financing, the amount would increase.

During 2013, due to limited funds, the Company did not earn any investment income compared to 2012 when the Company earned $118,031 in investment income. The Company has a very prudent investment policy and although it had limited funds in 2013, the Company continues to maintain that policy and expects to earn further income on the funds that it raised at the end of the fiscal year.

Professional fees increased by $40,784 in 2013 from $111,301 to $152,085. The Company examined the possibility and ramifications of a possible major transaction with Camex Mining Development Group Inc. which was being considered and required expert legal advice in order to make a proper decision (see *"Subsequent Events"* on page 9). This led to the increase in professional fees. The expense is expected to remain relatively high in the next few months as VVC aggressively moves forward on the Camex transaction. The future expense, however, is expected to be consistent with the expense over the last twelve months.

During the period, the Company disposed of an automobile which was no longer required and had a loss on disposition of $3,832.

In an effort to reduce its operating costs, the Company did not renew one of its rental agreements. Rent expense was therefore lower by $14,572 in 2013 over 2012. Rent expense was $18,071 in 2013 compared to $32,643 in 2012.

Although, the Company had some additional expenses in 2013 that it did not have in 2012 such as interest expense, the Company was able to reduce its operating expense by a cumulative $145,461 which represents an improvement of 17% over 2012. While the Company will not earn any profits from its planned exploration programs for the next year, management continues to maintain its financial resources by applying a lean operating model.

SUMMARY OF QUARTERLY RESULTS

Set forth below is a summary of the financial data derived from the Company's consolidated financial statements of the 8 most recently completed quarters.

	Jan 31/13	Oct 31/12	Jul 31/12	Apr 30/12	Jan 31/12	Oct 31/11	Jul 31/11	Apr 30/11
Operating Costs	7,056	124,998	243,143	356,529	249,314	236,185	212,373	179,315
Loss on disposition of asset	-	-	-	3,832	-	-	-	-
Mineral exploration properties written off	-	-	-	-	-	-	-	-
Foreign exchange	(1,235)	(4,457)	(16,751)	-	-	-	-	-
Income taxes	7,835	-	-	-	-	-	-	-
Write-down of accounts receivables	-	-	-	-	213,163	-	-	-
Gain (loss) on sale of investments	-	-	-	-	36,575	-	33,209	48,247
Net (loss)	(13,656)	(120,541)	(226,392)	(360,361)	(426,889)	(236,185)	(179,164)	(131,068)

MATERIAL EVENTS OVER THE EIGHT MOST RECENT QUARTERS

Over the last eight quarters, the Company experienced a number of unusual events that resulted in the Company's losses being magnified. These events included the investment loss in Q4 2011 relating to the write down of its investments.

In an effort to focus its energy on high potential exploration projects, the Company wrote off many of its exploration properties in Q4 2011 and is now in a position to dedicate its financial and operational resources to the Cumeral and La Tuna properties in Mexico.

In Q4 2012, the Company wrote off $213,163 of IVA taxes receivable because the Company is experiencing some challenges collecting it from the Mexican Government.

Since October 2011, the Company as been incurring interest expense as a result of $504,562 (Originally - $613,807) of related party loans made to the Company via promissory notes that bear interest rates ranging from 12% to 15% per annum. The interest expense incurred in 2013 represents the amount that is expected to be incurred annually until the debt associated with this expense is satisfied. Should the Company raise additional debt financing, the amount would increase.

LIQUIDITY AND SOLVENCY

As at January 31, 2013, the Company had a working capital deficiency of $100,215 compared to a working capital deficiency of $241,369 at January 31, 2012. The Company continues to experience losses and as a result these losses have added pressure on the Company's ability to finance its operations and exploration activity. In order to finance the period's activity, the Company obtained $346,072 of financing via promissory notes from companies related to the Company. The details of these promissory notes are disclosed in "*Related Party Transactions*" below. During the year, the Company repaid $96,505 of the promissory notes due to a related party. At January 31, 2013 and January 31, 2012, promissory notes due to related parties were $504,562 and $267,735 respectively.

In addition to the financing received from the promissory notes, the Company closed various private placements aggregating to 26,921,620 units at a price of $0.05 per unit amounting for gross proceeds of $1,346,081. Each unit comprises one common share and one share-purchase warrant to purchase an additional share at $0.12 per share for one year and thereafter, $0.18 per share for an additional year. A commission or finders' fee is payable up to a maximum of 6% to any arms length parties instrumental in raising the funds. The Company paid $68,233 in share issue costs relating to the various private placements.

At January 31, 2013, $37,485 was receivable from subscribers for shares issued in these private placements, which is included in deposits and other receivables on the consolidated statements of financial position.

Key management personnel of the Company subscribed to 1,661,500 units of the private placement for gross proceeds of $83,075. Included in the share issue costs related to the private placement are finder's fees and other amounts of $51,854 paid to a member of key management and a close member of key management.

At January 31, 2013, the Company had current assets of $594,204 (January 31, 2012 - $106,724). This amount is not sufficient to cover the Company's operating expenses and exploration commitments approximating $700,000 and $115,000 respectively. The Company needs to obtain additional financing to continue its exploration projects and cover its operating expenses. To obtain financing, the Company may need to issue common shares. Although the Company has been successful in the past in raising funds, there can be no assurance that any funding required by the Company in the future will be made available to it and, if such funding is available, that it will be offered on reasonable terms.

During the year, the Company received approval to extend the expiry date of 9,521,430 warrants at a value of $0.12 from April 11, 2012 to April 11, 2014. The extended warrants were re-priced at $0.12 until April 11, 2013 and $0.18 until April 11, 2014. The extended warrants, provides the Company with an opportunity to obtain some financing over an extended period should the value of the Company's stock increase beyond the exercise price of the warrants.

GOING CONCERN

The ability of the Company to continue as a going concern is dependent on the successful completion of the actions taken or planned. In order to meet future expenditures and cover administrative costs, the Company will need to raise additional financing. Although the Company has been successful in raising funds to date, there can be no assurance that adequate funding will be available in the future, or available under terms favourable to the Company. As at January 31, 2013, the Company has accumulated losses of $27,785,019 and has a working capital deficit of $100,215.

These factors raise substantial doubt regarding the Company's ability to continue as a going concern. The audited consolidated financial statements and this MD&A do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

OFF-BALANCE SHEET ARRANGEMENTS

There are no Off-Balance Sheet arrangements.

RELATED PARTY TRANSACTIONS

During fiscal 2012, the Company obtained financing of $267,735 via promissory notes from a company which is controlled by a significant shareholder of the Company. These promissory notes are due by December 31, 2014, unless the Company obtains sufficient financing earlier to repay the principal and interest balances. The promissory notes charge interest an annual rate of 12% and are secured by promissory notes issued by the borrower in favour of the lender. The Company has not made the monthly interest payments as required by the terms of the loans and accordingly the interest and the outstanding principal of the loans became due on demand.

During the year, the Company obtained an additional $251,072 of financing via a promissory note from the same company under the same terms.

As at January 31, 2013 and 2012, the balance of the loans were $409,562 and $267,735 respectively.

On March 27, 2012, the Company entered into a Credit Agreement with a company which is controlled by a shareholder of the Company for a short-term loan of $60,000, secured by a promissory note bearing interest at 15% per annum, compounded monthly. The principal balance of the loan and accrued interest were due on July 27, 2012. No repayment was made on the principal and accrued interest by the Company and the loan became due on demand with interest accruing on the same basis as the term of the loan.

On May 1, 2012, the Company entered into a Credit Agreement with a company which is controlled by a shareholder of the Company for a short-term loan of $35,000, secured by a promissory note bearing interest at 15% per annum, compounded monthly. The principal balance of the loan and accrued interest were due on September 1, 2012. No repayment was made on the principal and accrued interest by the Company and the loan became due on demand with interest accruing on the same basis as the term of the loan.

The cumulative balance of all loans due to related parties on January 31, 2013 and January 31, 2012 were $504,562 and $267,735 respectively. Included in accounts payable and accrued liabilities is $74,920 of interest payable relating to these promissory notes.

Related parties of the Company subscribed to 1,661,500 units of the private placement for gross proceeds of $83,075. Included in the share issue costs related to the private placement are finder's fees and other amounts of $51,854 paid to a member of key management and a close member of key management

Included in accounts payable and accrued liabilities is $7,910 in other trade payables to key management personnel of the Company.

During the year, an automobile was sold by the Company to a member of key management for gross proceeds of $10.

Compensation to key management personnel were as follows:

	Year Ended January 31, **2013**	2012
Compensation	**$ 261,790**	$ 235,000
Share-based payments	**75,959**	54,594
Total	**$ 337,749**	$ 289,594

OUTSTANDING SHARE DATA

a) Outstanding Common Shares

	Number of shares
Balance, January 31, 2013	90,222,581
Balance, May 28, 2013	90,222,581

b) Warrants and Stock Options

The continuity of the outstanding share purchase warrants at January 31 and May 28, 2013 is as follows:

Expiry Date	Exercise Price	Balance January 31, 2012	Warrants Issued	Expired/ Cancelled	Balance January 31 and May 28, 2013
February 27, 2012	**$0.50**	**1,440,000**	**-**	**(1,440,000)**	**-**
April 11, 2014*	**$0.12 - $0.18**	**9,521,430**	**-**	**(7,871,430)**	**1,650,000**
August 31, 2014	**$0.12 - $0.18**	**-**	**7,751,620**	**-**	**7,751,620**
January 24, 2015	**$0.12 - $0.18**	**-**	**19,170,000**	**-**	**19.170,000**
	$0.12 - $0.50	**10,961,430**	**36,443,050**	**(18,832,860)**	**28,571,620**

* *Prior to expiry, the expiry date of 9,521,420 warrants, initially issued on April 11, 2011 and expiring on April 11, 2012, was extended to April 11, 2014 and the exercise price was amended to $0.12 in the first year of the extended period and $0.18 in the second year.*

The weighted average remaining contractual life and weighted average exercise price of options outstanding and of options exercisable as at January 31, 2013 and May 28, 2013 are as follows:

Options Outstanding				**Options Exercisable**	
Exercise Range	**Number Outstanding**	**Weighted Exercise Price**	**Weighted Average Average Contractual Life (years)**	**Remaining Number Exercisable**	**Weighted Average Exercise Price**
$0.15 - $0.20	1,200,000	$ 0.20	8.72	900,000	$ 0.20
$0.28 - $0.29	575,000	$ 0.28	1.53	575,000	$ 0.28
$0.30	586,000	$ 0.30	2.03	586,000	$ 0.30
$0.36	260,000	$ 0.36	1.69	260,000	$ 0.36
	2,621,000	$ 0.26	4.52	2,321,000	$ 0.26

No stock options were granted during the period.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, short-term investments, other receivables accounts payable and accrued liabilities and amounts due to related parties. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments.

The fair value of financial assets and liabilities together with the carrying amounts in the consolidated balance sheets are as follows:

The Company has classified financial assets as follows:

	January 31, 2013	January 31, 2012
Fair value through profit or loss, measured at fair value:		
Cash	**$ 513,674**	$ 92,925
Loans and receivable, measured at amortized cost:		
Other receivables	**$ 65,530**	$ 13,799
Other liabilities, measured at amortized cost:		
Accounts payable and accrued liabilities	**$ 182,022**	$ 80,358
Due to related parties	**$ 504,562**	$ 267,735

The fair value of the Company's financial assets and liabilities approximates their respective carrying values as at the balance sheet dates because of the short term maturity of these instruments.

Financial instruments recorded at fair value on the consolidated statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - valuation based on quoted prices (unadjusted) observed in active markets for identical assets or liabilities.

Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly or indirectly.

Level 3 - valuation techniques based on inputs for the asset or liability that are not based on observable market data.

At January 31, 2013 and January 31, 2012, cash was measured using level 1 inputs.

Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash and certain of its receivables. The Company does not consider these financial instruments to be exposed to significant credit risk.

Liquidity Risk

The Company has no income and relies on equity financing to support its exploration programs. Management prepares budgets and ensures funds are available prior to commencement of any such program. As at January 31, 2013, the Company does not have sufficient capital to fund its operations over the next twelve months. As at January 31, 2013, the Company had a cash balance of $513,674 and $92,925 on January 31, 2012 to settle current liabilities of $694,419 at January 31, 2013 and $348,093 at January 31, 2012.

Market Risk

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

Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. Commodity price risk is remote since the Company is not a producing entity.

Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

Sensitivity Analysis

The Company does engage in significant transactions and activities in currencies other than its reported currency. The Company's exploration activities are primarily in Mexico; accordingly, the resulting assets and liabilities are exposed to foreign exchange fluctuations.

The Company is exposed to foreign currency risk on fluctuations of financial instruments related to cash, other receivables, accounts payable and accrued liabilities and due to related parties that are denominated in Mexican Pesos. Sensitivity of closing balances to a plus or minus 10% change in foreign exchange rates, with all other variables held constant, would affect net income by approximately $39,801 (2012 - $28,288).

SUBSEQUENT EVENTS

On March 6, 2013, the Company entered into an Option Agreement with Exploración Río Placer S.A. de C.V. (the “Optionee”) for the La Tuna Property. During the 12 year term of the Option Agreement, ending on December 31, 2025, the Optionee will have exclusive mining rights to the La Tuna Property and VVC Mexico will be entitled to a 1% Net Smelter Return (“NSR”) royalty payable on a monthly basis on every dry metric tonne of ore processed up to US$3,000,000 (CA$2,997,600), with a buyback option for US$1,000,000 (CA$999,200). The Optionee will also have the option to acquire a 100% interest in the concessions comprising the La tuna Property by making all required NSR royalty payment and additional payment totaling $US500,000 (CA$499,600). US$20,000 (CA$19,984) due upon signing of the agreement was paid by the Optionee subsequent to the Period.

The Company has entered into a non-binding letter of intent dated April 12, 2013 with Camex Mining Development Group Inc. (“Camex”) (the “Letter of Intent”), pursuant to which the Company intends to acquire all of the issued and outstanding shares of Camex, in exchange for the issuance of 59,900,000 common shares of VVC at closing, subject to adjustments, if any, as mutually agreed upon based on due diligence (the “Transaction”) and have agreed to enter into a definitive share purchase agreement (the “Agreement”).

Camex was incorporated in 2010 and is in the business of developing mineral resources primarily in Mexico. The principal assets of Camex are the Samalayuca and Escondida properties in northern Mexico. The Samalayuca Property is located in Chihuahua State, approximately 60 km south and west of El Paso, Texas and comprises the Kaity claim, a 1623 hectare copper/gold property with a stratiform, sedimentary copper deposit carrying significant gold and silver values over a mineralized zone of at least 5 km. Camex owns 33.75% of the Samalayuca Property with another 25% owned by Firex, S. A. de C. V., a mining engineering company planning a $7M pilot plant, which could generate cash flows when in production. The Escondida Property is located in Sonora State, approximately 140 km south of Tucson, Arizona. It is an epizonal gold-silver-zinc deposit, with three major mineralized structures, covering 178 hectares. The Escondida Property has shown interesting grade values of silver and gold in surface grab samples.

The Company is treating the Transaction as a related party transaction and, for this reason will be obtaining minority shareholder approval of the Transaction. For more information about this transaction and the related party nature, refer to the news release of April 11th, 2013 and when available, the Information Circular which has been prepared for an upcoming shareholders meeting.

OTHER MD&A REQUIREMENTS

Risks

The Company’s business of exploring for mineral resources involves a variety of operational, financial and regulatory risks that are typical in the natural resource industry. These factors include the inherent risks involved in the exploration and development of mineral properties, the uncertainties involved in interpreting drilling results and other geological data, fluctuating metal 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 and other factors. The Company attempts to mitigate these risks and minimize their effect on its financial performance, but there is no guarantee that the Company will be profitable in the future, and the Company’s common shares should be considered speculative.

The recoverability of amounts shown as mining interests, and property plant and equipment, is dependent upon a number of factors including environmental risks, legal and political risks, the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying assets, the ability of the

Company to obtain necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof.

There can be no assurance that any funding required by the Company will become available to it, and if so, that it will be offered on reasonable terms, or that the Company will be able to secure such funding through third party financing or cost sharing arrangements. Furthermore, there is no assurance that the Company will be able to secure new mineral properties or projects, or that they can be secured on competitive terms.

OUTLOOK

The Company's primary focus is the exploration of its mineral properties in Mexico, with emphasis on the Cumeral Property, in Sonora State, where an Air track drilling program has given positive results which require further follow up by drilling. In addition, additional unexplored, properties to the northwest along trend also appear to hold good potential for gold / silver mineralization. The Company believes that further exploration is warranted and as such has commenced 1,000 meters of reverse circulation drilling on the Cumeral Property. This drilling campaign is the first phase of drilling recommendations made in a recent internal report by Michel Boily, PhD, P. Geo., an independent Qualified Person. Management is optimistic that further positive results are likely.

The 100% owned La Tuna Property in Sinaloa State which shows good potential for gold / silver mineralization in a number of geological settings has been optioned to Exploración Río Placer S. A. de C. V. Management believes that Exploración Río Placer is well positioned to operate the La Tuna Property and could be a profitable endeavour for both parties.

If the Company concludes a definitive agreement with the shareholders of Camex and if the transaction is approved by the minority shareholders at the upcoming shareholders meeting in July 2013, then the Company will also take on the responsibilities for the Samalayuca and Escondida properties currently owned by Camex.

The Company needs to raise more money in order to proceed with the Camex transaction and further explore its properties.