EurOmax Resources Ltd.

Management's Discussion and Analysis for the
Three months ended March 31, 2012

INTRODUCTION

The following Management's Discussion and Analysis ("MD&A") of EurOmax Resources Ltd. ("EurOmax") and its subsidiary companies (collectively, the "Company") is prepared as of May 18, 2012 and should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements and related notes for the three months ended March 31, 2012 ("Q1-2012") and the audited consolidated financial statements and related notes for the year ended December 31, 2011 ("fiscal 2011").

The Company's financial statements are reported under International Financial Reporting Standards ("IFRS").

The Company's reporting currency is the Canadian dollar and all figures in this MD&A are in Canadian dollars unless otherwise indicated.

Some of the statements in this MD&A are forward-looking statements that are subject to risk factors set out in the cautionary note contained herein.

EurOmax's common shares are listed on the TSX Venture Exchange under the trading symbol "EOX" and on the OTCQX Stock Exchange in the United States.

CORPORATE VISION AND VALUES

Corporate Vision

EurOmax identifies, acquires and develops mineral resources in Southeastern Europe (the "Region") with the objective of becoming a world-class mining company in the Region.

Values

Our core values govern our corporate behaviour and actions.

- Ethics – we only follow business practices that are open, transparent and honest.
- Accountability – we do what we say we will do, and we respect the relationships we build with employees, communities, governments and shareholders.
- Success – we plan and execute operational and strategic activities for the long-term benefit of the Company's shareholders.

The Company currently has activities in Bulgaria (Trun property), Macedonia (Ilovitza property) and Serbia (Karavansalija "KMC" property).

The Company's portfolio of properties includes gold prospects and prospects with gold and other metals. The Company is developing its projects combining western and top local geological expertise. As one of the first western mineral exploration companies in the Region, EurOmax's local knowledge offers the potential to identify and acquire other potentially attractive exploration projects in Southeastern Europe.

EurOmax believes that the Region has underdeveloped natural resource potential and reduced political risk. While many of the countries in this area have not been subjected to the systematic exploration of mineral resources typical of western countries, they have more developed economic, legal and political climates than other developing regions of the world.

Notwithstanding the Company's belief in the potential of the Region, EurOmax has found that political and cultural issues can delay projects longer than is normal in North America.

EXPLORATION PROJECTS AND Q1-2012 ACTIVITIES

In January 2012, EurOmax completed a private placement for gross proceeds of $3,806,000. The proceeds from this financing are enabling the Company to continue the comprehensive exploration program initiated in 2011.

Exploration during Q1-2012 was mainly focused on the Trun project, where diamond drilling continued and 3,325.20 metres were drilled. Moose Mountain Technical Services ("Moose Mountain") continued its update of the Ilovitza resource estimate. Field work on the KMC and Ilovitza projects was halted during the winter season, following completion of the 2011 drill programs in these properties.

A summary of the 2012 drill holes for which results have been announced is provided below:

Project	Hole ID	Depth	Azimuth	dip	Completed
Trun - Logo	TC11127	152.8	90	-70	03-Jan-12
Trun - Logo	TC12130	259.5	0	-90	22-Jan-12
Trun - Logo	TC1199	350.3	0	-90	23-Jan-12
Trun - Zlata	TC11128	176.0	90	-60	23-Jan-12
Trun - Zlata	TC12129	94.0	90	-60	16-Feb-12
Trun - KD	TC12132	134.7	268	-75	17-Feb-12
Trun - KD	TC12133	154.7	0	-90	21-Feb-12
Trun - Zlata	TC12134	67.8	140	-50	21-Feb-12
Trun - KD	TC12131	220.8	270	-80	25-Feb-12
Trun - KD	TC12135	121.5	0	-90	26-Feb-12
Trun - KD	TC12136	106.7	270	-50	27-Feb-12
Trun - KD	TC12137	153.0	270	-50	02-Mar-12
Trun - KD	TC12138	91.6	270	-50	03-Mar-12
Trun - KD	TC12139	158.8	270	-60	06-Mar-12
Trun - KD	TC12140	132.0	250	-50	08-Mar-12
Trun - KD	TC12141	121.0	265	-50	08-Mar-12
Trun - KD	TC12142	101.4	270	-50	10-Mar-12
Trun - KD	TC12143	64.5	225	-50	11-Mar-12
Trun - K2	TC12144	200.1	270	-60	13-Mar-12
Trun - KD	TC12145	113.3	270	-50	14-Mar-12
Trun - KD	TC12146	88.1	85	-50	16-Mar-12
Trun - KD	TC12147	32.4	0	-90	17-Mar-12
Trun - Logo	TC12148	100.0	0	-90	22-Mar-12
Trun - Logo	TC12149	133.8	90	-60	23-Mar-12
Trun -KD	TC12150	83.5	270	-50	21-Mar-12
Trun - Logo	TC12151	122.0	180	-60	28-Mar-12
Trun - Logo	TC12152	141.2	0	-70	28-Mar-12
Trun - Logo	TC12153	93.5	270	-60	01-Apr-12
Trun - Tumba	TC12154	134.7	90	-60	07-Apr-12
Trun - Logo	TC12155	44.4	180	-60	03-Apr-12
Trun - Logo	TC12156	35.5	360	-60	06-Apr-12

Trun gold Project, Bulgaria

The 100% owned Trun gold project located in Bulgaria was acquired under a permit issued by the government of Bulgaria on July 12, 2004. The exploration permit formally expired on July 12, 2011 and the Company has submitted all the reports necessary for a one year extension. In February 2011, the Company announced an initial National Instrument 43-101("NI 43-101") compliant inferred resource of 91.2 million tonnes at a grade of 0.70 grams per tonne gold at a 0.3 grams per tonne gold cut-off, for 2.1 million ounces of contained gold, at the Logo prospect.

During Q1-2012, 3,325.20 metres of drilling was completed in 26 diamond drill holes, and an additional 1,826.30 metres in 18 holes were drilled subsequent to quarter end to April 30, 2012.

Following completion of drilling on the Little Hill intrusion, mainly at KD, with three holes at Zlata and one at K2, the focus shifted to the northern Big Hill intrusion with 24 holes drilled to the end of April. Nine holes were drilled at Logo, eight at Tumba, six at Nadejda and one at Ruy.

Highlights of the holes for which assay results are available are shown in the tables below.

Summary of Results of Drilling at Big Hill

Prospect	Hole ID	From (m)	To (m)	Intersection (m)	Au (g/t)	Ag (g/t)
Logo	11127	16.3	19.7	3.4	0.71	nsv
	and	30.7	37.7	7.0	0.52	3.9
	including	32.7	35.7	3.0	0.82	5.0
	12130	55.8	63	7.2	**1.16**	3.9
	and	173	181	8.0	0.83	17.0
	12148	27.5	58	30.5	0.4	nsv
	including	31	51.5	20.5	0.52	nsv
	12149	4.6	10	5.4	**1.08**	nsv
	and	108.6	129.9	21.3	0.28	nsv
	including	119	129.9	10.9	0.4	nsv
	12151	29.1	107.5	78.4	0.37	nsv
	including	42.2	98	55.8	0.47	nsv
	including	44	56	12.0	0.74	nsv
	and	82	98	16.0	**1.00**	nsv
	12152	67	78.4	11.4	0.64	2.2
	12153	19.0	36.6	17.6	0.36	nsv
	including	20.1	22.8	2.7	**1.27**	nsv
	12155	6.0	25.9	19.9	0.70	3.0
	including	9.0	19.0	10.0	**1.15**	4.1
	12156	4.3	29.5	25.2	0.28	5.4
	including	14.6	29.5	14.9	0.37	5.5
Ruy	11126			nsv		
Tumba	12154			nsv		

Summary of Results of Drilling at Little Hill

Prospect	Hole ID	From (m)	To (m)	Intersection (m)	Au (g/t)	Ag (g/t)
KD	12131	206	210.3	4.3	0.21	**34.0**
	12132	45	57.8	12.8	0.71	**974.8**
	including	47	51.8	4.8	**1.22**	**1655**
	including	48.8	51.8	3.0	**2.38**	**3450**
	and	88.9	109	20.1	**1.25**	1.1
	including	93.4	99.0	5.6	**3.89**	3.0
	12133	38.0	90.5	52.5	0.12	**81.3**
	including	53.0	87.2	34.2	0.13	**123.7**
	and	82.2	90.5	8.3	0.36	**228.2**
	12135			nsv		
	12136	48.5	58.5	10.0	0.22	**33.1**
	12137	105.2	127.9	22.7	0.86	1.5
	including	105.2	121.0	15.8	**1.17**	2.2
	including	106.2	114.0	7.8	**1.99**	2.5
	12138	31.2	35.0	3.8	0.7	nsv
	and	49.4	69.9	20.5	0.29	5.5
	including	55.5	59.4	3.9	0.71	nsv
	12139	116.3	140.0	23.7	0.83	7.6
	including	117.6	127.0	9.4	**1.75**	14.1
	12140	85.5	105.9	20.4	**1.07**	5.1
	including	94.0	102.5	8.5	**2.22**	10.4
	including	94.0	99.3	5.3	**3.24**	15.0
	12141	69.0	77.0	8.0	0.19	6.6
	12142	59.0	73.2	14.2	0.28	1.1
	including	65.6	68.7	3.1	0.65	5.2
	12143	42.8	64.5	21.7	0.13	**112.6**
	including	48.2	55.3	7.1	0.18	**268.3**
	12145	76.0	87.9	11.9	0.70	2.4
	including	79.0	86.9	7.9	0.97	0.8
	12146	6.9	26.0	19.1	**1.37**	1.8
	including	6.9	20.2	13.3	**1.89**	2.6
	12147	5.5	8.8	3.3	0.54	nsv
	12150	46.2	76.1	29.9	0.55	62.5
	including	48.0	69.3	21.3	0.75	67.4
Zlata	11128	117.9	139	21.1	0.72	9.0
	including	117.9	122.5	4.6	**2.62**	19.4
	and	129.5	135	5.5	0.83	20.1
	11129	64.1	70.2	6.1	**1.17**	9.1
	12134	NSV Hole abandoned in workings				
K2	12144			NSV		

All intervals are calculated using weighted averages.

Following completion of the current drilling program and the receipt of all assays, an application for a Commercial Discovery Certificate will be made. The application will include all drilling and metallurgical results from the present drill program, a final exploration report, a preliminary scoping study (non-NI 43-101 compliant), a preliminary environmental impact assessment, detailed maps for the area covered by the application, letters to the municipality and opinions from various governmental agencies and interested parties. These documents will provide the basis for the formal application to be submitted in July 2012.

Ilovitza copper-gold Project, Macedonia

At Ilovitza in Southeastern Macedonia, EurOmax is exploring a copper-gold-porphyry system over a concession area of approximately five km^2 consisting of 2 permits: Ilovitza 4 and Ilovitza 6. The Ilovitza 4 permit was re-issued on February 21, 2011 and the Ilovitza 6 permit was extended until May 31, 2011. In November 2011, EurOmax, through a Macedonian wholly owned subsidiary, filed all the documents required to apply for a Mining Concession on Ilovitza (*see news release dated November 29, 2011*).

The Company had an option on this project from a major international mining company, subject to certain back-in rights, upon meeting a 10,000 metre drilling commitment which was completed in Q4-2011. During Q1-2012, (*see news release dated January 25, 2012*) the optioner declined to exercise its back-in rights. EurOmax, through a wholly owned subsidiary, now owns a 100% interest in the property.

No field work was carried out at Ilovitza during Q1-2012 due to harsh winter conditions, but Moose Mountain continued to update a resource calculation for Ilovitza. The results of the resource update were announced subsequent to March 31, 2012 (*see news release dated April 4, 2012*).

The updated resource for Ilovitza is as follows:

Sulphide and Mixed Resources using a 0.25% copper equivalent cut-off:

- A pit-constrained indicated sulphide and mixed mineral resource (22 million tonnes) of:
  - 224 Koz Au at an average grade of 0.31 gpt Au; and
  - 112 Mlbs Cu at an average grade of 0.23% Cu.

- A pit-constrained inferred sulphide and mixed mineral resource (374 million tonnes) of:
  - 3.84 Moz Au at an average grade of 0.32 gpt Au; and
  - 1.74 Blbs Cu at an average grade of 0.21% Cu.

Oxide Resources using a 0.25 gpt gold cut-off:

- A pit-constrained indicated oxide mineral resource of 21 Koz Au at an average grade of 0.35 gpt Au (1.9 million tonnes); and

- A pit-constrained inferred oxide mineral resource of 361 Koz Au at an average grade of 0.34 gpt Au (33 million tonnes).

KMC copper-gold Project, Serbia

The KMC project located in southern Serbia was optioned from a major international mining company in 2008 and was subject to certain back-in rights. In 2011, the optioner agreed to forego its option to acquire a 70% interest in the property. EurOmax, through a wholly owned subsidiary, now owns a 100% interest in the KMC property, subject to a 2% net smelter return royalty on gold, and a 1.5% net smelter return royalty on all base and precious metals other than gold, extracted from the KMC property (*see news release dated July 26, 2011*).

No field work was carried out at KMC during Q1-2012 due to harsh weather conditions.

Breznik and Rakitovo gold-silver Projects, Bulgaria

The Breznik and Rakitovo projects were 100% indirectly owned by the Company through its wholly-owned subsidiary Thrace Resources EOOD ("Thrace").

The Breznik project was acquired in 2004, its exploration permit was issued on May 28, 2004 and a filing for a Commercial Discovery Certificate was made by the Company on May 12, 2011. The Commercial Discovery Certificate, a first step toward granting a Mining Concession, extends over approximately 1.5 km^2 and covers the NI 43-101 compliant inferred resource of 2.4 million tonnes at a grade of 5.91 grams per tonne gold and 26.78 grams per tonne silver at a 2 gram per tonne gold cut-off for 463,217 ounces of contained gold and 2,100,112 ounces of silver.

The 100% owned Rakitovo project was acquired in 2004 by way of an exploration permit issued on May 28, 2004. The project covers an area of 33 km^2, within which a high grade gold-silver vein system has been identified over a strike length of nearly 1,500 m. During 2011, a Geological Discovery Certificate for this project was granted to Thrace.

Subsequent to March 31, 2012, the Company sold Thrace (*see news release dated May 7, 2012*) to a private company for payments that will total $3.5 million, if certain milestones are achieved, and a 1.5% Net Smelter Return on the first 330,000 ounces of gold and 970,000 ounces of silver produced at the Breznik property (see Subsequent Event)

Roger Moss, Ph.D., P.Geo., Technical Advisor, is the Qualified Person responsible for the review of the technical information contained in this section of the Company's MD&A.

RESULTS OF OPERATIONS – THREE MONTHS ENDED MARCH 31, 2012

The Company recorded a net loss of $812,837 or $nil per share in Q1-2012, compared to a net loss of $781,255 or $0.01 per share in Q1-2011.

The Company's most significant expenses in Q1-2012 were salaries, director and management fees of $369,213 (Q1-2011: $234,628), accounting, legal and professional fees of $138,677 (Q1-2011: $20,722), travel expenses of $92,483 (Q1-2011: $35,491), shareholder communications and investor relations of $81,643 (Q1-2011: $64,083) and regulatory, filing and transfer agent expenses of $42,981 (Q1-2011: $15,387). With the exception of share-based payment (a non-cash expense), general and administrative expenses increased in Q1-2012 due to the higher level of corporate and exploration activity. In Q1-2012, share-based payment decreased to $38,388 (Q1-2011: $343,316) due to the lower number of options vesting in Q1-2012.

In Q1-2012, the Company recorded other comprehensive loss of $161,772 for cumulative translation adjustment (Q1-2011: other comprehensive income of $82,484).

SUMMARY OF QUARTERLY FINANCIAL RESULTS
(Expressed in thousands of dollars except per share amounts)

	Three months ended			
	March 31, 2012	December 31, 2011	September 30, 2011	June 30, 2011
Net loss	(813)	(1,008)	(860)	(836)
Loss per share	(0.00)	(0.01)	(0.01)	(0.00)

	March 31, 2011	December 31, 2010	September 30, 2010	June 30, 2010
Net loss	(781)	(908)	(5,638)	(634)
Loss per share	(0.01)	(0.01)	(0.05)	(0.00)

LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2012, the Company had working capital of $4,697,885, compared to $2,268,793 at December 31, 2011, including a cash balance of $4,218,309 (December 31, 2011: $2,022,188).

Trade and other receivables were $750,083 at March 31, 2012, compared to $776,112 at December 31, 2011. Included in trade and other receivables are VAT receivable in Bulgaria, HST receivable in Canada and a deposit with a consulting company which was recovered subsequent to March 31, 2012.

Trade and other payables were $270,507 at March 31, 2012, compared to $529,507 at December 31, 2011.

Exploration activity in the Company's projects in Southeastern Europe and general and administrative overheads have been funded by cash on hand.

On January 13, 2012, the Company completed a non-brokered private placement consisting of 17,300,000 units in the Company at a price of $0.22 per unit, for gross proceeds of $3,806,000. Each unit is comprised of one common share and one common share purchase warrant. Each warrant entitles the holder to acquire one additional common share of the Company at an exercise price of $0.30 until January 16, 2014.

The warrants issued in 2012 were valued by the Company at $2,082,208. The aggregate fair market value of the warrants and the shares issued in the 2012 private placement was distributed on a pro-rata basis between share capital and equity reserve.

The Company incurred cash share issue costs of $40,443 in connection with the 2012 private placement in respect of filing and legal costs, of which $26,935 was allocated to share capital and $13,508 to equity reserve.

On February 24, 2011, EurOmax completed a non-brokered private placement consisting of 22,500,000 units in the Company at a price of $0.35 per Unit, for gross proceeds of $7,875,000. Each unit was comprised of one common share and one-half of one common share purchase warrant. Each full warrant entitled the holder to acquire one additional common share of EurOmax at an exercise price of $0.50. The warrants expired unexercised on February 24, 2012.

The warrants issued were valued by the Company at $1,403,972. The aggregate fair market value of the warrants and the shares issued in the 2011 private placement was distributed on a pro-rata basis between share capital and equity reserve.

The Company incurred share issue costs of $273,375 in connection with the 2011 private placement, including finders' fees of $231,000 and $42,375 of filing and legal costs of which $232,991 was allocated to share capital and $40,384 to equity reserve.

The 2012 and 2011 financings have allowed the Company to fund operations and advance its projects in the Region.

The Company is in the exploration stage and has no source of operating cash flow. The Company's ability to continue operations is contingent on its ability to obtain funds through the future issuance of securities.

Operating Activities

Cash used in operations in Q1-2012, including the changes in non-cash working capital items, was $987,128 (Q1-2011: $726,221).

Financing Activities

Cash received from financing activities in Q1-2012 included $3,765,557 from the private placement described above (Q1-2011: $7,601,625) and $178,750 from the exercise of 1,375,000 share options (Q1-2011: $312,150 from the exercise of 1,290,000 share options).

Investing Activities

The Company used cash of $744,148 in investing activities in Q1-2012 (Q1-2012: $626,383), for increases to unproven mineral right interests and purchases of equipment. A summary of changes to the Company's unproven mineral rights in Q1-2012 is presented below.

	Bulgaria			Macedonia	Serbia	
	Trun	Breznik	Rakitovo	Ilovitza	KMC	Total
	$	$	$	$	$	$
Balance, January 1, 2012	2,469,714	1,270,474	204,101	4,467,346	3,045,319	11,456,954
Exploration expenditures:						
Assays and analysis	41,465	6,318	-	1,580	16,119	65,482
Drilling	310,342	-	-	-	-	310,342
Geological consulting	231,644	-	-	62,339	13,667	307,650
Geophysical contractors	33,356	-	-	-	-	33,356
Other	24,468	-	-	1,217	1,633	27,318
	3,110,989	1,276,792	204,101	4,532,482	3,076,738	12,201,102
Other items:						
Exchange differences	25,782	9,045	1,350	(99,533)	(85,849)	(149,205)
Balance, March 31, 2012	3,136,771	1,285,837	205,451	4,432,949	2,990,889	12,051,897

CRITICAL ACCOUNTING ESTIMATES

The Company's significant accounting policies are summarized in Note 3 of its audited consolidated financial statements for the year ended December 31, 2011. The preparation of consolidated financial statements in accordance with IFRS requires management to select accounting policies and make estimates and judgements that may have a significant impact on the consolidated financial statements.

The Company regularly reviews its estimates; however, actual amounts could differ from the estimates used and, accordingly, materially affect the results of operations.

Examples of significant estimates include:

- Carrying values of mineral right interests;
- Carrying values of equipment and depreciation rates for equipment;
- Valuation of deferred income taxes and allowances;
- Assumptions used to assess impairment of mineral right interests and equipment;
- Valuation of share-based payments.

Examples of significant judgements, apart from those involving estimates, include:

- The accounting policies for mineral right interests and equipment;
- Classification of financial instruments;
- Determination of functional currency.

OPERATIONAL AND OTHER BUSINESS RISKS AND UNCERTAINTIES

The following risk factors, as well as risks not currently known to the Company, could materially adversely affect the Company's future business, operations and financial condition and could cause them to differ materially from the estimates described in the forward-looking statements and information contained herein. The risks sets out below include those that are widespread and associated with any form of business and those that are specific risks associated with the Company's business and its involvement in the exploration and mining industry generally, and in southern Europe in particular. Shareholders and prospective investors should carefully consider, in light of their own financial circumstance, the factors set out herein.

Global Financial Conditions

Global financial conditions in recent years have been characterized by volatility and several financial institutions have either gone into bankruptcy or have had to be rescued by governmental authorities. Access to financing has been negatively impacted by many factors as a result of the global financial crisis. This may impact the Company's ability to obtain financing in the future at all, or on reasonable terms. Additionally, global economic conditions may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses.

Fluctuation of Commodity Prices

The Company's exploration and other mining activities have previously been, and may in the future be, significantly adversely affected by declines in commodity prices. Commodity prices are volatile and are affected by numerous factors beyond the Company's control such as the sale or purchase of metals by various central banks and financial institutions, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, and the political and economic conditions of major mining countries throughout the world. Any future serious drop in commodity prices or sustained low commodity prices could adversely impact the

Company's future revenues, profits and cash flows. In particular, sustained low, or further reductions in, commodity prices could:

- reduce or eliminate the Company's ability to finance the exploration of existing and future mineral projects;
- force the Company to lose its interest in, or to sell, all or some of its properties;
- halt or delay the development of existing or new projects; and
- reduce the value of the Company's securities.

Furthermore, declining or sustained low commodity prices could impact the Company's operations by requiring a reassessment of the feasibility of any existing or new projects. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

Dependence on Third Party Financing

The Company currently has no source of operational cash flow. As a result, the Company will continue to depend on third party financing to fund future working capital, capital expenditures, operating and exploration costs and other general corporate requirements. The success and the pricing of any such capital raising and/or debt financing will be dependent upon the prevailing market conditions at that time and upon the ability of a company without any significant projects already in production to attract significant amounts of debt and/or equity. There can be no assurance that such financing will be available to the Company or, if it is, that it will be offered on acceptable terms. Failure to obtain sufficient financing, as and when required, may result in a delay or indefinite postponement of exploration or development on any or all of the Company's properties.

Currency Risk

The Company maintains most of its working capital in Canadian dollars. The Company currently operates in Bulgaria, Macedonia and Serbia and its operating costs are incurred in a combination of Bulgarian Lev, Macedonian Denar, Serbian Dinar, United States dollars or Euros. Accordingly, the Company is subject to fluctuations in the rates of currency exchange between these currencies. The Company has not hedged its exposure to currency fluctuations.

Economic and Political Instability in Foreign Jurisdictions

The Company currently operates in Bulgaria, Macedonia and Serbia. There are risks to conducting business in foreign countries. These risks may include, among others, invalidation of governmental orders and permits, uncertain political and economic environments, sovereign risk, war, civil disturbances, arbitrary changes in laws or policies, the failure of foreign parties to honour contractual relations, delays in obtaining or the inability to obtain necessary governmental permits, authorizations and consents, limitations on foreign ownership, limitations on the repatriation of earnings, limitations on exports, instability due to economic under-development, inadequate infrastructure and increased financing costs. In addition, the enforcement by the Company of its legal rights to exploit its properties may not be recognized by any foreign government or by the court system of a foreign country. These risks may limit or disrupt the Company's operations, restrict the movement of funds or result in the deprivation of mining related rights or the taking of property by nationalization or expropriation without fair compensation.

Mineral Exploration

Mineral resource exploration is highly speculative, involves substantial expenditures, and is frequently unsuccessful. Few prospects that are explored are ultimately developed into producing mines. To the extent that the Company continues to be involved in exploration, the long-term success of its operations will be related to the cost and success of its exploration programs. There can be no assurance that the Company's exploration efforts will be successful. The success of exploration is determined in part on the following factors:

- the identification of potential mineralization based on superficial analysis;
- availability of prospective land;
- availability of government-granted exploration and exploitation permits;
- the quality of management and geological and technical expertise; and
- the capital available for exploration and development.

Substantial expenditures are required to determine if a project has economically mineable mineralization. It could take several years to establish proven and probable mineral reserves and to develop and construct mining and processing facilities. As a result of these uncertainties, there can be no assurance that current and future exploration programs will result in the discovery of mineral reserves and the development of mines.

Resource Estimates

The mineral resource estimates presented herein are made by Company personnel and independent geologists. These estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis, which may prove to be unreliable. There can be no assurance estimates will be accurate. The inclusion of mineral resource estimates should not be regarded as a representation that these amounts can be economically exploited and no assurances can be given that such resource estimates will be converted into reserves. Different experts may provide different interpretations of resource estimates.

Operating Hazards and Other Uncertainties

The Company's business operations are subject to risks and hazards inherent in the mining industry. The exploration for and the development of mineral deposits involves significant risks, including:

- environmental hazards;
- discharge of pollutants or hazardous chemicals;
- industrial accidents;
- labour disputes and shortages;
- supply and shipping problems and delays;
- shortage of equipment and contractor availability;
- unusual or unexpected geological or operating conditions;
- fire;
- changes in the regulatory environment; and
- natural phenomena such as inclement weather conditions, floods and earthquakes.

These or other occurrences could result in damage to, or destruction of, mineral properties, personal injury or death, environmental damage, delays in mining, monetary losses and possible legal liability. The Company could also incur liabilities as a result of pollution and other casualties all of which could be very costly and could have a material adverse effect on the Company's financial position and results of operations.

Limitations on the Transfer of Cash or Other Assets

The Company is a Canadian company that conducts operations through foreign (principally Bulgaria, Macedonia and Serbia) subsidiaries and joint ventures, and substantially all of the Company's assets consist of equity in these entities. Accordingly, any limitation on the transfer of cash or other assets between the Company and these entities, or among these entities, could restrict the Company's ability to fund its operations efficiently.

Permitting Requirements

Mining operations require mining and other permits from the government. These permits may not be issued on a timely basis or at all, and such permits, when issued, may be subject to requirements or conditions with which it is burdensome or expensive to comply. Furthermore, there is no assurance that delays will not occur in connection with obtaining all necessary renewals of existing permits, additional permits for any possible future changes to operations, or additional permits associated with new legislation.

Government Regulation

Mineral businesses are subject to regulation and intervention by governments in such matters as the imposition of specific exploration, drilling and development obligations; environmental protection controls and control over the development and abandonment of resource (including restrictions on production). As well, governments may regulate or intervene with respect to prices, taxes, royalties and the exportation of commodities. Such regulation may be changed from time to time in response to economic or political conditions. The implementation of new regulations or the modification of existing regulations affecting the minerals industries could reduce demand for commodities produced, increase the Company's operating costs and have a material adverse impact on the Company.

Environmental Risks

All phases of the Company's operations are subject to environmental regulation in the various jurisdictions in which it operates. There is no assurance that the Company will have or be able to obtain all necessary environmental approvals, licenses, permits or consents or be in compliance therewith or that notwithstanding its precautions, breaches of environmental laws (whether inadvertent or not) will not occur. The lack of or inability to obtain any such approvals, licences, permits or consents or any breaches of environmental laws, may result in penalties including fines or other sanctions, breach of the conditions of a mining concession or other consent or permit with possible revocation of the concession, consent or permit. In this regard, environmental hazards may exist on the properties in which the Company has an interest which are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties.

Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations, or its ability to develop its properties economically.

Litigation Risks

All industries, including the mining industry, are subject to legal claims, with and without merit. Defence and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding could have a material adverse effect on the Company's financial position and results of operations.

Competition

The Company faces strong competition from other mining companies in connection with the acquisition of properties producing, or capable of producing, precious or base metals. The majority of these companies have greater financial resources, operational experience and technical capabilities. As a result, there can be no assurance that the Company will be able to compete successfully against other companies in acquiring new prospecting, development or mining rights.

Title Matters

The Company periodically confirms the validity of its title to, or contract rights with respect to, each mineral property in which it has a material interest. However, the Company cannot guarantee that title to its properties will not be challenged. The Company's mineral properties could be subject to prior unregistered agreements, transfers or claims, and title could be affected by, among other things, undetected defects. In addition, the Company might be unable to operate its properties as permitted or to enforce its rights with respect thereto.

Insurance Coverage Could Be Insufficient

While the Company maintains insurance to protect against certain risks, the nature of these risks is such that liability 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. Losses from these events may cause substantial delays and require significant capital outlays, adversely affecting future financial performance and results of operations.

Dependence on Key Personnel

The success of the Company and its ability to continue to carry on operations is dependent upon its ability to retain the services of certain key personnel. The loss of their services to the Company may have a material adverse effect on the Company. The Company does not presently have "key person" life insurance for any of its officers.

Conflicts of Interest

Certain of the directors and officers of the Company are directors or officers of other mineral resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the directors of the Company, a director who has such a conflict will abstain from voting for or against the approval of such matter. Furthermore, in appropriate cases the Company will establish a special committee of independent directors to review a matter in which several directors, or management, may have a conflict.

SUBSEQUENT EVENT

Subsequent to March 31, 2012, the Company sold its wholly-owned subsidiary Thrace to a private company. The Breznik and Rakitovo projects are held in Thrace. Consideration for the sale of Thrace will total $3.5 million, if certain milestones are achieved, and a 1.5% Net Smelter Return on the first 330,000 ounces of gold and 970,000 ounces of silver produced at the Breznik property. An initial payment of $1.5 million has been received by the Company.

FORWARD-LOOKING STATEMENTS

This document contains statements that are forward-looking, such as those relating to results of operations and financial condition, capital spending, financing sources, commodity prices, mineral resources and property evaluation plans and programs. Forward-looking statements are frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate" and other similar words, or statements that certain events or conditions "may" or "will" occur. Forward-looking statements are based on the opinions and estimates of management at the dates the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. The forward-looking statements contained in this MD&A are as of the date of this document, and are subject to change after this date. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. EurOmax disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

OTHER MD&A REQUIREMENTS

As of May 18, 2012, the Company had outstanding 166,575,442 common shares, 20,454,900 share purchase warrants with exercise prices ranging from $0.16 to $0.30 per share and 6,880,420 share options, with exercise prices ranging from $0.13 to $0.72 per share. Additional information is available on SEDAR at www.sedar.com and at the Company's website www.EurOmaxresources.com.