SOLOMON RESOURCES LIMITED
January 31, 2013

Form 51-102 F1: MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE FIRST QUARTER OF FISCAL YEAR 2013

Introduction

The following management's discussion and analysis ("MDA") has been prepared as of March 27, 2013. It is an update of the annual MDA prepared as of November 23, 2012 and filed on SEDAR on November 27, 2012 and the interim MDA prepared on December 21, 2012 and filed on SEDAR on December 27, 2012. It should be read in conjunction with the Company's unaudited, interim financial statements for the quarter ended January 31, 2013. The financial statements have been prepared in accordance with International Financial Reporting Standards and all numbers are reported in Canadian dollars.

This discussion may contain forward-looking statements that involve inherent risks and uncertainties. The reader is cautioned that actual results may differ materially from those anticipated in the forward-looking statements. The interim financial statements have not been audited.

Additional information relating to the Company can be found on SEDAR at www.sedar.com and on the Company website at www.solomonresources.ca.

Passing of Chief Executive Officer

The Company announces with regret the passing away of its Chief Executive Officer and President, Randy S Rogers, on March 26th, 2013. Mr Rogers was the Company's Qualified Person for technical reporting purposes. The Exploration Activities report required for this MDA had not been completed at the time of his passing. The report that follows has therefore been limited to previously published details and to references to recently published news releases.

Exploration Activities from December 21, 2012 to Present:

Complete historical details regarding the Company's exploration properties may be found in the November 23, 2012 Annual MDA that accompanied the Annual Financial Statements filed on SEDAR on November 27, 2012 and the interim MDA prepared on December 21, 2012 and filed on SEDAR on December 27, 2012.

The only exploration activity in this period was on the Company's Rurembo Prospecting License in the Republic of Rwanda. The Letter of Intent for the Rurembo Prospecting License was converted to a formal Option Agreement on October 5th, 2012. Terms of the acquisition may be found in the November 23rd, 2012 annual MDA. The Prospecting License covers 110,984 hectares in northwestern Rwanda and is directed at Sn-Ta-Nb (W) mineralization in pegmatite dyke swarms sub-parallel to the East Africa Rift. The primary target is dilationary zones that occur where pegmatite dykes are crosscut by regional faults such as those which host the tin mineralization at the Gatumba Mining Concession located south of the License area.

Solomon field crews have continued preliminary exploration within the License area during the period under review and the exploration focus has been directed to five primary targets identified by regional geochemistry, regional geophysics, prospecting and the presence of artisanal miners.

The exploration challenge in the Rurembo Prospecting License area remains to quickly identify priority targets using conventional surface exploration techniques.

For more complete details of the Company's exploration program in Rwanda and some early results reference should be made to news releases issued on January 7th, January 21st, February 4th, and February 12th 2013.

In the second quarter the Rurembo License accounted for exploration expenditures of $ 239,843, of which approximately 15% comprised administrative costs, 16% travel and accommodation and 69% field and personnel costs..

Solomon's business model is that of a Project Generator. To build shareholder value, the Company intends to acquire highly prospective mineral tenures in stable jurisdictions with the objective of adding value through grassroots exploration and target refinement and then seeking option or joint venture partners through to production.

The Project Generator model is particularly suited to the Company's emerging focus on equatorial Africa where Solomon is the Canadian explorer leading the resurgence of this highly prospective and traditionally underexplored region. Solomon has assembled an exploration team with a wealth of intellectual capital and experience in African mineral exploration and development.

The Company continues to look for additional tin projects in the highly prospective Kibaran Belt of equatorial Africa.

Financial information

Selected information for the quarter and the same quarter in the previous fiscal year

Three months ended January 31		2013	2012	Comment
Total Revenue	$	1,852	575	1
General and administrative expenses				
Management fees	$	30,329	33,516	2
Share based payments	$	34,540	45,543	3
Travel, promotion and shareholder costs	$	19,301	7,876	4
Professional fees	$	110,734	31,082	5
Property maintenance	$	2,805	3,510	6
Amortization, less amortization capitalised	$	-	12,842	7
Total general and administrative expenses	$	229,466	164,073	
Other income and expense items				
Premium on issue of flow through shares	$	-	8,000	8
Net loss for the period	$	(228,174)	(155,652)	
Net loss per share (basic and fully diluted)	$	(0.01)	(0.01)	
Weighted average shares in issue		41,313,972	22,809,805	
Share capital at end of period				
Shares in issue		41,313,972	24,669,972	
Options and warrants		21,456,333	17,489,233	
Fully diluted share capital at end of period		62,770,305	42,159,205	
Other cash flows				
Proceeds on issue of shares	$	-	125,487	8
Cash spent on mineral property interests	$	(245,550)	(54,375)	9
Other balance sheet items				
Total assets	$	515,955	2,291,329	10
Working capital	$	(301,824)	(92,059)	

Notes:
1) Revenue consists of gas royalties.
2) There were no discontinued operations or extraordinary items in the periods under review.

Comments

Quarterly results can vary significantly depending on whether the Company has realized any gain on sale of its investment, abandoned any properties or granted any stock options. The following comments deal with the significant changes between the second quarter of fiscal 2013 ("FY2013Q2") and the comparative quarter of the previous year.

1. Royalty receipts from the company's oil and gas assets are unpredictable and vary from month to month.

2. Operational activity increased materially in FY2013Q2 compared to FY2012Q2. However a significant proportion of management time was spent directly on the Rurembo project in Rwanda and was therefore capitalized to mineral property interests.
3. Share based payments arise from the award of share options. This occurs only in the second quarter of each year. Differences in the deemed cost of such payments relate primarily to changes in volatility of the stock price, exercise price relative to the market price, and risk free rates.
4. The higher promotional expenses in FY2013Q2 are largely due to the use of an additional news wire service, thus providing a more effective dissemination of news to investors.
5. Professional fees in FY2013Q2 relate to (a) final tax advisory and accounting fees in respect to the Company's subsidiary in Australia. The subsidiary was deregistered early in FY2013 but related professional fees were only brought to account in the quarter under review, (b) legal fees related to the settlement of debts owing to management and (c) annual audit fees, all accounted for in the quarter under review. The comparative period included only part of the audit fee and normal course legal fees.
6. Property maintenance costs in FY2013Q2 refer to certain wind up costs related to the Company's former operations in the Yukon.
7. All equipment was deployed in Rwanda in the quarter and therefore the amortization expense has been capitalized.
8. There were no share issues in FY2013Q2. Flow-through shares were issued in FY2012Q2.
9. In FY2012 Q2 the Company was still working in the Yukon Territory and subject to the limitations of working during the winter months. In FY2013 Q2 the Company was working in Rwanda and able to work without weather related constraints.
10. The steep decline in the value of the Company's total assets between January 31, 2012 and January 31, 2013 reflects the change in focus from the Yukon Territory to the Republic of Rwanda. (See the technical section of this MDA).

Summary of quarterly results for the last eight quarters

Fiscal 2013		1st quarter	2nd quarter
Revenues	$	1,724	1,852
Comprehensive loss	$	(92,892)	(228,174)
Comprehensive loss per share	$	(0.00)	(0.01)

Fiscal 2012		1st quarter	2nd quarter	3rd quarter	4th quarter
Revenues	$	673	580	6,422	4,295
Comprehensive loss	$	(77,678)	(155,653)	(1,940,738)	(395,500)
Comprehensive loss per share	$	(0.01)	(0.01)	(0.07)	(0.01)

Fiscal 2011				3rd quarter *	4th quarter *
Revenues	$			5,489	4,523
Comprehensive income (loss) *	$			(95,785)	32,459
Comprehensive income (loss) per share *	$			(0.01)	0.01

* The quarterly comprehensive loss and comprehensive loss per share in fiscal 2011 have been restated to account for an accounting policy change arising from the transition to International Financial Reporting.Standards ("IFRS").

Off balance-sheet arrangements

There are currently no material off balance sheet arrangements and no new information to report since the annual management's discussion and analysis, other than the lease commitment disclosed in Note 15 to the condensed financial statements for FY2013Q2 ($3,000 per month through February 2016).

Transactions with related parties

The late Randy Rogers, a director and the Chief Executive Officer, provided management services to the Company through his private company, Longford Exploration Services Ltd., at the rate of $750 per day. Total charges in the quarter were $50,905 of which $6,280 represents the calculated value of 200,000 share purchase options issued to Mr. Rogers on December 14, 2013. $37,425 was capitalized to exploration projects, being directly attributable to such projects.

Paul Maarschalk, a director, the Secretary and the Chief Financial Officer, provided accounting and administrative services to the Company at the rate of $680 per day. Total charges in the quarter were $25,639 of which $6,280 represents the calculated value of 200,000 share purchase options issued to Mr. Maarschalk on December 14, 2013. $5,440 was capitalized to exploration projects, being directly attributable to such projects.

Apart from the above there were no transactions with related parties in the quarter.

Financial instruments and other instruments

The Company's financial instruments include cash, receivables and payables.

The Company's cash of $7,712 at January 31, 2013 consisted primarily of Canadian dollar denominated checking accounts, with small amounts carried in United States dollar checking accounts.

Receivables at January 31, 2013 include prepaid expenses, deposits and GST/HST recoverable. Payables at January 31, 2013 include $160,545 payable to related parties and $39,582 in respect to mineral properties. Receivables of $31,483 and payables of $206,023 are normal course business items that are normally settled within thirty to sixty days. The amount due to related parties at January 31, 2013 reflects amounts owing to the Company's CEO and CFO to in unpaid fees that accrued prior to April 30, 2012 (see note 14 to the financial statements).

Material transactions subsequent to January 31, 2013

Subsequent to January 31, 2013 the Company has:

1. Issued 6,000,000 shares to the optionors of the prospecting license in respect to the Rurembo property in Rwanda, at a deemed price of $0.05 per share, following the approval of the option agreement by the TSX Venture Exchange.
2. Settled the debt of $93,501 owing by the Company to the Chief Executive Officer by:
   a) Transferring to the CEO certain exploration equipment and mineral claims in the Yukon Territory (all previously written off or written down to nominal value) and,
   b) Agreeing to issue to the CEO 1,000,000 shares, at a deemed price of $0.05 per share (subject to TSX Venture Exchange approval).
3. Agreed to issue to Byron Capital Markets Ltd of Toronto, Ontario 500,000 fully paid and non-assessable common shares monthly, or such other lesser number as will equate to $25,000 divided by

the greater of (a) $0.05, (b) the volume weighted average price of the Company's common shares during the previous month and (c) such other price as may be required by the Exchange. Subject to the approval of the Exchange the shares will be issued on the 15th of each of March, April and May 2013. See also Note 16 to the accompanying financial statements.

Liquidity and capital resources

No new capital was raised in FY2013Q2. In FY2012Q2 $125,487 net new capital was raised by way of a private placement of flow-through shares. At January 31, 2013 the Company had a working capital deficit of $301,824 compared to a working capital deficit of $92,059 on January 31, 2012.

The Company's overhead expenditures for the next twelve months, and the exploration programs it has planned, will be dependent on the Company having sufficient working capital to cover such expenditures. This will require that the Company raises significant new share capital in the coming months.

As of the date of this discussion the following table presents the Company's outstanding share data:

			Number of shares
At	March 15, 2013	In issue	48,813,972
	Dilution:	Options	3,540,000
		Warrants	17,916,333
	March 15, 2013	**Fully diluted**	**70,270,305**

Share options

Options outstanding: March 15, 2013

Expiry Date	Exercise Price	Number of shares
October 2, 2013	$ 2.500	55,000
December 1, 2014	$ 0.265	520,000
December 17, 2015	$ 0.165	760,000
July 1, 2016	$ 0.170	200,000
December 16, 2016	$ 0.100	705,000
May 3, 2017	$ 0.100	200,000
December 13, 2017	$ 0.100	1,100,000
Total		**3,540,000**

Share purchase warrants

Warrants outstanding: March 15, 2013

Under certain conditions the expiry date may be accelerated.

Expiry Date	Exercise Price	Number of Warrants
June 08, 2013	$ 0.30	918,733
November 30, 2013	$ 0.10	1,844,000
September 24, 2014	$ 0.10	6,564,000
October 31, 2014	$ 0.10	8,589,600
Total		**17,916,333**