P L A T O   G O L D   C O R P

MANAGEMENT DISCUSSION AND ANALYSIS
For the year ended December 31, 2010

This Management Discussion and Analysis ("MD&A") of Plato Gold Corp (the "Company") provides analysis of the Company's financial results for the year ended December 31, 2010. The following information should be read in conjunction with the accompanying audited financial statements and the notes to the audited financial statements.

This MD&A includes certain statements that may be deemed "forward-looking statements". All statements in this discussion, other than statements of historical facts, that address exploration drilling, exploration activities and events or developments that the Company expects, are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include exploration successes, continued availability of capital and financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and that actual results or developments may differ materially from those projected in the forward-looking statements.

Plato Gold Corp is publicly traded on the TSX Venture Exchange (TSX-V: PGC).

Date of Report

This report is prepared as of March 29, 2011

Nature of Business

Plato Gold Corp (the "Company") is a Canadian gold exploration company focused on prospective properties in recognized gold mining districts around the world including Northern Ontario, Northern Quebec and Santa Cruz, Argentina. The Val d'Or Project in Quebec is deemed an advanced exploration project.

The company was first listed on the TSX Venture Exchange (TSX-V: PGC) in 2005. Plato Gold Corp was formed as a result of a reverse takeover by its predecessor corporation, Plato Gold Corp of Shatheena Capital Corp., a capital pool company, and the subsequent amalgamation of Plato Gold Corp and Shatheena Capital Corp. Plato Gold Corp, the private company, was started in 1996.

The Company has three regionally based projects. The first project is the Timmins Gold Project in Northern Ontario which includes five properties (Guibord, Harker, Harker-Garrison, Holloway and Marriott) in what is sometimes referred to as the Harker/Holloway gold camp located east of Timmins.

The second project, the Val d'Or Project in Northern Quebec, includes seven properties (Nordeau Bateman, Vauquelin, Pershing Denain, Vauquelin Pershing, Vauquelin Horseshoe, Hop O'My Thumb and Vauquelin II) in townships near Val d'Or, Quebec. The Val d'Or Project is an advanced exploration project with a reported NI 43-101 compliant gold resource.

The third project, the Lolita Project in Santa Cruz, Argentina, includes three adjoining concessions in Southern Argentina where active exploration activities are underway by other international exploration companies.

Plato Gold Corp is in the early stage of exploration on two projects and advanced exploration on the third project, in which a NI 43-101 compliant mineral resource has been defined.

Overall Performance

On the balance sheets, total assets increased to $5,319,688 as of December 31, 2010 compared to $4,896,585 as at December 31, 2009. As of December 31, 2010 cash balances, other receivables, and deposits and prepaid expenses increased to $814,821 compared to $196,278 at December 31, 2009, representing a 315.1% increase, primarily as a result of funds raised through private placements throughout the year offset by the use of funds for exploration activities.

The private placements consisted of the sale of common shares, flow-through units consisting of flow-through common shares and warrants, and units consisting of common shares and warrants. In addition, receivables include a Quebec government rebate of $87,147 representing the mining duties refund for 2008.

In addition, the carrying value of the Company's mineral properties and deferred exploration costs decreased to $4,503,781 as of December 31, 2010 compared to $4,698,755 as at December 31, 2009, representing a decrease of $194,974, a decrease of 4.2%, as a result of the Quebec exploration

expenditures rebates, the cash payment received from option agreements for Plato owned claims, the expiry of the Once Upon A Time option offset by the company's ongoing exploration activities for the year in the Timmins Gold Project in Northern Ontario, the Lolita Project in Santa Cruz, Argentina and the advanced exploration in the Val d'Or Project in Northern Quebec. The Company plans to continue its exploration programs in the three projects during fiscal 2011, but with a primary focus of advancing both the Val d'Or Project by increasing the size of the NI 43-101 resource, and the work at the Lolita Project in Santa Cruz, Argentina. As of November 2010, the Timmins Gold Project will be worked on by St. Andrews Goldfields Limited.

On the liabilities side, current liabilities decreased to $363,159 as of December 31, 2010 from $614,665 as of December 31, 2009, a decrease of 40.9%, mainly due to payments for exploration expenditures for the Val d'Or project in Quebec and the Timmins Gold Project in Ontario. The accounts payable and accrued liabilities of $253,159 at year end are mostly accounts payable related to exploration expenditures on the three projects and normal administrative costs, professional fees and accrued auditing, legal and accounting fees. Due to related party totals $110,000 as of December 31, 2010 compared to $85,000 as of December 31, 2009 and is an unsecured advance to the Company by an insider of the Company.

A future tax liability of $81,040 was recorded for 2010 compared to $157,440 in 2009. Total liabilities decreased to $444,199 at December 31, 2010 compared to $772,105 at December 31, 2009, representing a decrease of 42.5%.

Shareholders' equity increased to $4,875,489 as of December 31, 2010 from $4,124,480 as of December 31, 2009. This was mainly due to share capital increasing to $5,398,990 from $4,731,411, warrants increasing to $823,017 from $518,080, stock options increasing to $723,629 from $712,094, and contributed surplus increasing to $1,097,126 from $881,267, all of which are the result of the private placements completed in 2010 and the expiry of options and warrants.

The deficit increased from $2,718,372 as of December 31, 2009 to $3,167,273 as of December 31, 2010, mainly due to the normal operating expenses for an exploration company such as salaries and benefits, consulting fees, professional fees, insurance, and stock-based compensation, a non-cash item, offset only with interest revenue. On a year to year basis, the deficit increased by $448,901 in 2010 as compared to a deficit increase of $560,226 in 2009 due mostly to stock-based compensation, write-down of mineral property and increased future income tax recoveries.

Selected Annual Information

Unless otherwise noted, all currency amounts are stated in Canadian dollars.

The following selected financial data for each of the three most recently completed financial years are derived from the audited annual financial statements of Plato Gold Corp, which were prepared in accordance with Canadian generally accepted accounting principles.

For the Years Ended December 31,	2010	2009	2008
	$	$	$
Net revenue	811	244	8,040
Loss before discontinued operations and extraordinary items	448,901	560,226	276,564
Loss before discontinued operations and extraordinary items, per share	0.01	0.01	-
Loss before discontinued operations and extraordinary items, per share fully diluted	0.01	0.01	-
Net loss	448,901	560,226	276,564
Net loss, per share	0.01	0.01	-
Net loss, per share fully diluted	0.01	0.01	-
Total assets	5,319,688	4,896,585	4,108,962
Total long term liabilities	81,040	157,440	93,943
Cash dividends	-	-	-

The Company has recorded losses in all of the three most recently completed fiscal years and expects to continue to record losses until such time as the advanced exploration project in Val d'Or or another of the Company's projects, is identified, developed and brought into profitable commercial operation.

Results of Operations

Exploration and Development Activities

Mineral property expenditures during the year totaled $280,533 compared to expenditures of $1,175,157 in the previous fiscal year. Funding of projects was mainly from proceeds of private placements.

During the past year the Company has been focused on raising funds to continue exploration work on all three projects and to re-evaluate each of its projects based on results to date. In the coming year with the successful raising of funds, work will be conducted on the Val D'Or, Quebec and Argentina properties. The properties composing the Timmins Gold Project in Northern Ontario were optioned by St Andrews Goldfields Ltd. in early November, 2010.

Timmins Gold Project, Ontario

On November 9, 2010 the Company signed an agreement granting St Andrews Goldfields Limited (TSX: SAS) the option to earn a 75% interest in Plato's Timmins Gold Project, consisting of four properties in the Townships of Guibord, Harker, Holloway and Marriott.

The Company received an initial cash payment of $100,000 upon execution of the agreement. The work commitments and cash payments for each property are graduated over a 4 year period. If a

National Instrument 43-101 compliant mineral resource, whether measured, indicated or inferred of not less than 500,000 ounces of gold is discovered on any one of the four properties while St Andrews is earning its interest, St Andrews will make a payment of $1 million to the Company for each property reaching such milestone, giving a potential for $4 million in milestone payments.

The option in respect of each property may be exercised or terminated separately by St Andrews. St. Andrews is currently producing gold from its Holloway and Hislop mines, as well as the Holt mine which was scheduled to start production at year end. The Company is very pleased that St Andrews have decided to undertake work on their properties.

Val d'Or Project - Globex Option, Quebec

The project started on August 8th, 2006 when the Company signed an option agreement with Globex Mining Enterprises Inc. to acquire 100% of Globex's interest in the Nordeau/Bateman properties, consisting of 44 claims covering 660.9 hectares in the southwestern part of Vauquelin Township, some 50 km east of Val D'Or, Quebec.

Diamond drilling was undertaken from 2006 through to 2009 and as drilling returned very favourable results it was recognized that these results needed to be examined in conjunction with past programs and all results, old and new were compiled into a Gemcom model for an in-depth study of the vein system and to help direct further definitive drilling. In March, 2009 the Company became an advanced exploration company with the release of its NI 43-101 technical report for its Nordeau West Property.

Highlights of the Nordeau West Mineral Resource update reported:

Indicated resources of	225,342 t	at	4.17g/t	for	30, 212 oz Au
Inferred resources of	1,112,321 t	at	4.09g/t	for	146,315 oz Au

The updated resource estimate was based on 121 diamond drill holes compiled using the latest Gemcom version 6.1 software with a cut off grade of 2.75 g/t. The cut off grade was determined using production costs of $85.00 per tonne, gold price of US$825 per ounce and an exchange rate of $1.162 at the time of the resource calculation.

The 2011 planned exploration program will follow up on results from the 2009/2010 drilling on the Nordeau East property that included 12.28 gpt Au over 6.5 m in hole NE09-01 and 9.11 gpt Au over 5.6 m in hole NE 09-02 (see Press Release of January 26, 2010).

The Nordeau East hosts historical* resources of 345,900 tonnes at 6.0 g/t Au.

Note: The quoted historical mineral resource are non complaint with NI 43-101 mineral resource and Mineral reserve standards and should not be relied upon, as a qualified person has not done sufficient work to classify them as accurate.

The 2011 drill program will incorporate information from previous drill programs by Plato, plus historical drill results which have been compiled into a 3D Gemcom model which was used by A.S.

Horvath Engineering to determine targets for the current program and the program will be supervised by a qualified Person as defined by NI 43-101.

Aside from the original program as outlined above, Plato has acquired through staking a total of 234 mineral claims, totaling 3,823 hectares in this prospective mineral belt and will continue to do additional evaluations as results dictate.

In November, 2010, Plato signed an agreement, granting Threegold Resources Inc., (TSX-V: THG) the option to earn a 75% interest in 53 claims in Vauquelin Township.

Lolita Project, Santa Cruz, Argentina

In 2007, Plato Gold successfully acquired through a joint venture agreement, a majority interest in 29,000 hectares of strategically located property in Santa Cruz Province, Argentina. Santa Cruz is considered to probably be one of the most friendly mining provinces in Argentina. Plato holds a 75% interest in the joint venture with Dr Paul Lhotka holding the remaining 25% interest. The first three phases of work over the past 3 years has involved prospecting and geochemical sampling over a large portion of the property.

The property is located in a geological metal rich province, hosted by Jurassic aged rocks of the Deseado Massif. The structures found to date are hosted by a felsite unit and felsic tuffs. To the immediate south significant base metal and precious metal vein systems occur and are held by some major Companies. The results to date have located a number of strong hydrothermal structures with chalcedonic silica, brecciation, iron oxides and pyrite with areas of weak to strong anomalous pathfinder elements of arsenic, antimony and mercury, which may be prospective for precious metals at deeper levels. Also encouraging is that these structures have been traced from 1 to 5 kilometers in length.

In light of these favourable results the Company plans to follow up on Dr Lhotka's recommendation to conduct geophysical exploration to locate and define specific targets within these surface defined structures for exploration by diamond drilling.

Administration

During the year ended December 31, 2010, interest income of $811 for the year was offset by administrative expenses and normal operating expenses, resulting in a net loss of $448,901 for the fiscal year compared to a loss of $560,226 for the period ended December 31, 2009. The loss per share was $0.01 for basic and fully diluted for the year ended December 31, 2010 compared to the same loss per share for the period ended December 31, 2009.

Expenses during the year totaled $676,641, a decrease of $31,610 compared to $708,251 for the comparable period in 2009. A significant decrease is due to the issuance of stock-based compensation, a non-cash item, and nil for accretion and other charges. Discounting for the non-cash item of stock-based compensation, the administrative expense has been relatively consistent on a year to year basis with small increases due to interest and financing costs, publicity and

advertising, and investor relations.

During the year, the Company incurred salaries and benefits for the president and a part-time administration assistant of $156,025 compared to $156,551 in 2009. Professional fees of $159,702 is reflective of the accrual of expenses for legal, auditing and accounting fees for the period, and increased when compared to the professional fees in 2009 of $154,556. Consulting fees of $130,220 were incurred during the year with the Company's officers, directors and consultants, an increase compared with $119,973 in 2009, due to one time cost for public relations work. Stock-based compensation of $99,770 was recorded for stock options granted during the year compared to $159,091 in 2009.

The Company incurred investor relations fees of $28,514 in 2010 compared with $11,861 in 2009. The transfer and filing fees of $28,594 represents the cost of the share trading activities for the public Company compared to $32,467 in 2009. The Company purchased a Directors and Officers liability insurance policy for total annual costs of $10,427 in 2010, a decrease compared to $10,935 in 2009. This is accounted for as prepaid expenses and expensed monthly. Interest and financing cost increased from $2,722 in 2009 to $6,938 in 2010.

On the statements of cash flows, cash increased by $598,150 for the twelve month period mainly due to funds from private placements, payments from option agreements, offset by exploration cost. Cash stood at $680,165 as at December 31, 2010 compared to $82,015 as at December 31, 2009.

As a junior gold exploration company, cash flow from financing will continue to be an ongoing focus for management. The current market conditions represent significant challenges to the entire junior exploration sector and there is no assurance that financing will be available in this market. We are maintaining a close watch on market activities as it relates to financing in our sector.

As of the writing of this report, the company completed a private placement for $250,000 in February 2011 and announced another private placement in March with a proposed amount of $800,000.

Summary of Quarterly Results

The following selected financial data are derived from the unaudited quarterly financial statements of Plato Gold Corp, which were prepared in accordance with Canadian generally accepted accounting principles.

	2010				2009			
For the Quarters Ended	Dec 31	Sep 30	Jun 30	Mar 31	Dec 31	Sep 30	Jun 30	Mar 31
	$	$	$	$	$	$	$	$
Net Revenue	94	592	64	61	-184	345	1	82
Income (loss) before discontinued operations and extraordinary items	(277,486)	(77,798)	(183,814)	90,197	(416,373)	(95,122)	(157,608)	108,877
Income (loss) before discontinued operations and extraordinary items, per share	(0.01)	-	-	-	(0.01)	-	-	-
Income (loss) before discontinued operations and extraordinary items, per share, fully diluted	(0.01)	-	-	-	(0.01)	-	-	-
Net Income (loss)	(277,486)	(77,798)	(183,814)	90,197	(416,373)	(95,122)	(157,608)	108,877
Net Income (loss) per share	(0.01)	-	-	-	(0.01)	-	-	-
Net Income (loss) per share, fully diluted	(0.01)	-	-	-	(0.01)	-	-	-

Liquidity and Capital Resources

In management's view, given the nature of the Company's operations, which consist of the exploration of mining properties, the most relevant financial information relates primarily to current liquidity, solvency and planned exploration expenditures. The Company's financial success will be dependent on the economic viability of the Timmins Gold Project and the Lolita Project to the extent to which it can identify economic gold or mineralized deposits. In the case of the more advanced Val d'Or Project where a NI 43-101 compliant gold resource has been identified, the Company's financial success will be dependent on the price of the commodity and the Company's ability to expand the size of the resource.

The Company had cash of $680,165 as of December 31, 2010 which is sufficient to cover the Company's near term cash requirements. Additional financing is required to finance on-going administration and continue the exploration activities of the company.

As a gold exploration company, the Company generates minimal revenue, with the exception of the Quebec government exploration rebate, and will have to return to the equity markets in order to secure additional financing funding prior to the end of 2011 for the Company to continue exploration. Management believes that it has the ability to raise sufficient funds for the continuation of operations. While management has been historically successful in raising the necessary capital, it cannot provide assurance that it will be able to obtain the required financing in light of the current economic conditions.

Changes in Accounting Policies

There have been no changes in accounting policies.

International Financial Reporting Standards

In 2008, the Accounting Standards Board announced that Canadian publicly accountable companies would be required to converge Canadian Generally Accepted Accounting Principles (GAAP) with International Financial Reporting Standards (IFRS) effective January 1, 2011. Although IFRS employs a conceptual framework that is similar to Canadian GAAP, there are significant differences in recognition, measurement and disclosures.

The Company developed a three stage changeover plan to adopt IFRS by January 1, 2011 as follows:

(i) Initial Diagnostic: This first stage involved the development of an initial project plan and structure, the identification of differences between IFRS and existing Canadian GAAP, and an assessment of their applicability and the expected impact on the Company.

(ii) Impact analysis, Evaluation and Conversion: The second stage included the detailed review and selection of accounting policy choices relating to each IFRS standard. This phase also included assessing the impact of the conversion on business activities, including the effect on information technology and data systems, income tax, internal controls over financial reporting, and disclosure controls. In this stage, accounting policies were finalized, first-time adoption exemptions and exceptions were considered, and draft financial statements and note disclosures were developed.

(iii) Implement and Review: The final stage involves the actual implementation of IFRS standards. This stage involves the finalization of IFRS conversion impacts, approval and implementation of accounting policies, implementation and testing of new processes, systems and controls, and the execution of detailed training where required.

IFRS compliant financial statements are to be prepared for annual and interim financial statements commencing on or after January 1, 2011. The first unaudited interim financial statements under IFRS will be the quarter ending March 31, 2011, with comparative financial information for the quarter ended March 31, 2010. The first audited annual financial statements will be for the year ending December 31, 2011, with comparative financial information for the year ended December 31, 2010. This also means that all the opening balance sheet adjustments relating to the adoption of IFRS must be reflected in the January 1, 2010 opening balance sheet which will be issued as part of the comparative financial information in the March 31, 2011 unaudited interim financial statements.

The Company's staff involved in the preparation of financial statements were trained on the relevant aspects of IFRS and the anticipated changes to accounting policies. The needs of other members of the audit committee and the Company were reviewed. The Board of Directors and the Audit Committee have been updated on the progress of the IFRS conversion.

Based on the standards as they currently exist, the Company has completed its assessment of the

impacts of adopting IFRS, and has identified the following as having the greatest potential to impact the Company's accounting policies, financial reporting and information systems requirements upon conversion to IFRS.

The Company performed the evaluation and assessment of IFRS 1, "First-time Adoption of International Financial Reporting Standards" ("IFRS 1") with the purpose of selecting optional exemptions allowed to the Company upon transition to IFRS. IFRS 1 generally requires that an entity apply all IFRS effective at the end of its first IFRS reporting period retrospectively, with specific mandatory exemptions and a limited number of optional exemptions. The Company expects to elect the following optional exemptions which is not expected to have significant impact on the Company's results:

a) Business Combinations

IFRS 1 indicates that a first-time adopter may elect not to apply IFRS 3 Business Combination retrospectively to business combinations that occurred before the date of transition to IFRS. The Company will take advantage of this election and will apply IFRS 3 to business combinations that occurred on or after January 1, 2010.

b) Share-based payments

IFRS 1 allows that full retrospective application may be avoided for certain share-based instruments depending on the grant date, vesting terms and settlement of any real liabilities. A first-time adopter can elect to not apply IFRS 2 to share-based payments granted after November 7, 2002 that vested before the later of (a) the date of transition to IFRS and (b) January 1, 2005. The Company plans to elect this exemption and will apply IFRS2 to only unvested stock options as at January 1, 2010 being the transition date. As at January 1, 2010, the Company had no unvested stock options.

c) Cumulative Translation Differences

IFRS requires that the functional currency of each entity of the Company be determined separately and record the foreign exchange resulting from the consolidation in equity rather than in the statement of operations. IFRS 1provides an exemption and allows for such adjustments to be made as of the transition date, resulting in no change to financial statements on the transition date.

d) Flow Through Shares

IFRS do not specifically address the accounting for flow-through shares or the related tax consequences arising from such transactions. In the absence of an IFRS that specifically applies to a transaction, IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors allows the issuer to consider the most recent pronouncements of other standard setting bodies that use a similar conceptual framework to develop accounting standards. In March 2004, the Canadian Institute

of Chartered Accountants issued EIC 146 which gave guidance relating to the accounting treatment of FTS. As a result, the Company will continue to use the accounting policy that it had adopted under Canadian GAAP.

e) Exploration and Evaluation Expenditures

Currently under IFRS, companies deferring exploration and evaluation expenditures as permitted under Canadian GAAP will be allowed to continue this practice. They may however, elect to expense exploration expenditures until such time as either reserves are proven or permits to operate a mineral resource property are received and financing to complete the project has been obtained, as is the practice under US GAAP. Those currently treating exploration expenditures as operating expenses or those opting to write-off their deferred exploration expenditures will not be permitted to reverse these deferrals or defer any future exploration expenditures.

Under IFRS, pre-exploration expenditures such as acquisition expenditures, leasing, staking, etc. are expensed. Companies that have elected to use the deferral method will also be allowed to continue the deferral of pre-exploration costs, if such has been their past practice under Canadian GAAP. The Company's current policy is to defer both exploration and pre-exploration expenditures.

Management has not as yet determined what policy it will adopt with respect to exploration and evaluation expenditures, under IFRS. The Company will comply with any accounting standards where required and follow industry norms where choices are available. A change in accounting policy in respect of exploration and evaluation expenditures would result in a material change to the Company's financial statements.

Differences between IFRS and Canadian GAAP, in addition to those referenced above, may continue to be identified based on further detailed analyses by the Company and future changes in IFRS. The Company believes that the changes identified to date have minimal impact on the Company.

Financial Instruments

The Company's financial instruments consist of cash, accounts payable and accrued liabilities, and note payable.

Management does not believe these financial instruments expose the Company to any significant interest, currency or credit risks arising from these financial instruments. The fair market values of cash and accounts payable and accrued liabilities approximate their carrying values.

In conducting its business, the principal risks and uncertainties faced by the Company relate to exploration and development success. Exploration for gold involves significant risks, many of which are outside the Company's control. In addition to the normal and usual risks of exploration,

the Company often works in remote locations that lack the benefit of infrastructure and easy access.

The Company relies on equity financing for its long term working capital requirements and to fund its exploration programs. There is no assurance that such financing will be available to the Company, or that it will be available on acceptable terms.

Outstanding Share Data

a) Common and Preferred Shares

The Company is authorized to issue an unlimited number of common shares without par value. As at December 31, 2010, the Company had issued and outstanding 118,191,655 common shares with a carrying value of $5,398,990.

The Company is also authorized to issue an unlimited number of preferred shares without par value, of which none have been issued.

During the year ended December 31, 2010, the Company:

i) Issued 3,400,000 flow-through units and 1,000,000 non flow-through units for cash proceeds of $220,000 pursuant to a private placement. Each flow-through unit consists of one flow-through share and one common share purchase warrant. Each non flow-unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one common share at an exercise price of $0.10 per common share until March 19, 2012, at which time the warrants expire.

The relative fair value of the warrants were estimated at $109,120 and this amount has been allocated to the warrant component of the units. The fair value of the warrants and options were estimated at the grant date based on the Black-Scholes pricing model, using the following assumptions

Expected dividend yield	Nil
Risk-free interest rate	1.64%
Expected life	2.0 years
Expected volatility	287%

In conjunction with the financing, share issuance costs of $31,924 were paid of which, $23,912 was charged to warrants. Compensation options were issued to acquire a total of 340,000 units exercisable at $0.05 per unit until March 19, 2012. The fair value of the options were estimated at $16,286.

ii) Issued 3,400,00 flow-through units and 200,000 non flow-through units for cash proceeds of $180,000 pursuant to a private placement. Each flow-through unit consists of one flowthrough share and one common share purchase warrant. Each

non flow-unit consists of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one common share at an exercise price of $0.10 per common share until April 6, 2012, at which time the warrants expire.

The relative fair value of the warrants were estimated at $87,300 and this amount has been allocated to the warrant component of the units. The fair value of the warrants and options were estimated at the grant date based on the Black-Scholes pricing model, using the following assumptions

Expected dividend yield	Nil
Risk-free interest rate	1.85%
Expected life	2.0 years
Expected volatility	288%

In conjunction with the financing, share issuance costs of $11,705 were paid of which, $8,119 was charged to warrants. Compensation options were issued to acquire a total of 105,000 units exercisable at $0.05 per unit until April 6, 2012. The fair value of the options were estimated at $5,035.

iii) Issued 5,000,000 flow-through units for cash proceeds of $325,000 pursuant to a private placement. Each flow-through unit consists of one flow-through share and 1/2 common share purchase warrant. Each full common share purchase warrant entitles the holder to purchase one common share at an exercise price of $0.10 per common share until May 26 2012, at which time the warrants expire.

The relative fair value of the warrants were estimated at $79,950 and this amount has been allocated to the warrant component of the units. The fair value of the warrants and options were estimated at the grant date based on the Black-Scholes pricing model, using the following assumptions

Expected dividend yield	Nil
Risk-free interest rate	1.67%
Expected life	1.5 years
Expected volatility	186%

In conjunction with the financing, share issuance costs of $1,779 were paid of which, $438 was charged to warrants.

iv) Issued 3,158,846 flow-through units for cash proceeds of $205,325 pursuant to a private placement. Each flow-through unit consists of one flow-through share and 1/2 common share purchase warrant. Each full common share purchase warrant entitles the holder to purchase one common share at an exercise price of $0.10 per common share until June 15, 2012, at which time the warrants expire.

The relative fair value of the warrants were estimated at $48,251 and this amount has

been allocated to the warrant component of the units. The fair value of the warrants and options were estimated at the grant date based on the Black-Scholes pricing model, using the following assumptions

Expected dividend yield	Nil
Risk-free interest rate	1.72%
Expected life	1.5 years
Expected volatility	175%

In conjunction with the financing, share issuance costs of $2,336 were paid of which, $549 was charged to warrants.

v) Issued 5,397,692 flow-through units for cash proceeds of $350,850 pursuant to a private placement. Each flow-through unit consists of one flow-through share and 1/2 common share purchase warrant. Each full common share purchase warrant entitles the holder to purchase one common share at an exercise price of $0.10 per common share until June 21, 2012, at which time the warrants expire.

The relative fair value of the warrants were estimated at $97,536 and this amount has been allocated to the warrant component of the units. The fair value of the warrants and options were estimated at the grant date based on the Black-Scholes pricing model, using the following assumptions

Expected dividend yield	Nil
Risk-free interest rate	1.62%
Expected life	1.5 years
Expected volatility	175%

In conjunction with the financing, share issuance costs of $2,966 were paid of which, $650 was charged to warrants.

vi) Issued 960,000 non flow-through units for cash proceeds of $48,000 pursuant to a private placement. Each non flow-through unit consists of one flow-through share and one common share purchase warrant. Each common share purchase warrant entitles the holder to purchase one common share at an exercise price of $0.10 per common share until December 21, 2012, at which time the warrants expire.

The relative fair value of the warrants were estimated at $22,752 and this amount has been allocated to the warrant component of the units. The fair value of the warrants and options were estimated at the grant date based on the Black-Scholes pricing model, using the following assumptions

Expected dividend yield	Nil
Risk-free interest rate	1.62%
Expected life	2.0 years
Expected volatility	250%

vii) Issued 500,000 common shares with a fair value of $27,500 pursuant to an option agreement.

viii) Renounced Canadian exploration expenditures of $809,622 to the investors who had subscribed for the Company's flow-through shares in 2009 ("the renunciation"), resulting in a taxable temporary difference between the tax value and the carrying value of the Company's resource expenditures and creating a future income tax liability and a reduction to share capital of $206,454.

b) Warrants

As at December 31, 2010, the Company had 38,691,604 warrants outstanding with a weighted average exercise price of $0.10 and a carrying value of $823,017.

The following common share purchase warrants were issued and outstanding at year end:

i) 8,111,110 warrants entitling the holder to purchase one common share at $0.10 until September 25, 2011

ii) 6,276,114 warrants entitling the holder to purchase one common share at $0.10 until October 8, 2011

iii) 8,566,111 warrants entitling the holder to purchase one common share at $0.10 until October 20, 2011

iv) 4,400,000 warrants entitling the holder to purchase one common share at $0.10 until March 19, 2012

v) 3,600,000 warrants entitling the holder to purchase one common share at $0.10 until April 6, 2012

vi) 2,500,000 warrants entitling the holder to purchase one common share at $0.10 until May 26, 2012

vii) 1,579,423 warrants entitling the holder to purchase one common share at $0.10 until June 15, 2012

viii) 2,698,846 warrants entitling the holder to purchase one common share at $0.10 until June 21, 2012

ix) 960,000 warrants entitling the holder to purchase one common share at $0.10 until December 21, 2012.

c) Stock Options

As at December 31, 2010, the Company had an aggregate of 12,091,666 options outstanding with

a weighted average exercise price of $0.095 and a carrying value of $723,629.

As at the date of December 31, 2010, the following options were outstanding:

Option Price	Number of Options Unvested	Vested	Weighted Average Remaining Contractual Life In Years
$0.175		900,000	0.3
$0.105		1,800,000	0.9
$0.100	150,000	150,000	1.3
$0.100		1,150,000	2
$0.100		350,000	2.2
$0.100		1,575,000	3.3
$0.100		1,630,000	8.9
$0.100		1,575,000	9.3
$0.100		300,000	9.9
	150,000	9,430,000	4.5

As at the date of December 31, 2010, the following Agent's options were outstanding:

Option Price	Number of Options Unvested	Vested	Weighted Average Remaining Contractual Life In Years
$0.045		811,111	0.7
$0.045		444,444	0.8
$0.045		811,111	0.8
$0.050		340,000	1.2
$0.050		105,000	1.3
		2,511,666	0.8

Off-Balance Sheet Arrangements

For the year ended December 31, 2010 or the year ended December 31, 2009, the Company had no

off-balance sheet arrangements, such as guaranteed contracts, contingent interests in assets transferred to an entity, derivative investment obligations or any investments that could trigger financing, market or credit risk to the company.

Transactions with Related Parties

During the year ended December 31, 2010 the Company:

a) incurred rent of $24,000 (2009 - $24,000) with a related company. The Company and the related company have an officer in common. This officer is also a director and shareholder of both companies.

b) incurred consulting fees of $81,648 (2009 - $81,648) with one of the Company's officers. As at December 31, 2010, accounts payable and accrued liabilities included $5,302 payable (2009 - $6,804).

c) incurred consulting fees of $5,670 (2009 - $5,670) with one of the Company's directors.

d) incurred accounting fees of $92,063 (2009 - $78,361) with an accounting firm in which one of the Company's officers is a partner. As at December 31, 2010, accounts payable and accrued liabilities included $69,621 (2009 - $35,624) payable to this accounting firm.

e) incurred directors fees of $21,600 (2009 - $21,600). As at December 31, 2010, accounts payable and accrued liabilities included $59,800 (2009 - $38,200).

f) received net advances of $25,000 (2009 - $85,000) from a related corporation. The Company and the related corporation have a director in common. This director is also a shareholder and officer of both corporations. As at December 31, 2010, the amount due to the related corporation was $110,000 (2009 - $85,000).

Subsequent Events

a) Subsequent to December 31, 2010, the Company issued 5,000,000 units for gross proceeds of $250,000 pursuant to a private placement. Each unit is comprised of one common share and one common share purchase warrant. Each warrant shall entitle its holder to acquire one common share at an exercise price of $0.10 per share until February 15, 2012.

   In conjunction with the financing, compensation options were issued to acquire a total of 250,000 common shares, at an exercise price of $0.10 per share until February 15, 2012.

Other Risk Factors

The price of gold, interest rates and inflation all have an impact on the Company's ability to carry

on business. Most importantly, as a non-revenue generating business, the Company's ability to access capital markets is crucial to its ability as an on going concern.

Other Information

Additional information on the Company is available on SEDAR at www.sedar.com or by contacting the company at 1300 Bay Street, Suite 300, Toronto Ontario M5R 3K8 or on our website at www.platogold.com.

Finally, I would again like to thank all of our shareholders for your faith and confidence as we continue to explore and discover mineral wealth in Northern Ontario and Santa Cruz, Argentina, as well as, expanding our NI 43-101 compliant resource in Northern Quebec.

Yours truly,

(signed) "Anthony J. Cohen"
Anthony J. Cohen
President & CEO
March 29, 2011