

DURAN VENTURES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

Form 51-102F2

**For the Three Month Period Ended
March 31, 2011**

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FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2011**

1.1 – Report Dated June 24, 2011

1.2 – Overall Performance

General

This Management's Discussion and Analysis is provided for the purpose of reviewing the three month period ended March 31, 2011 and comparing results to the previous period. This Management's Discussion and Analysis should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements and corresponding notes for the three month period ending March 31, 2011. The condensed consolidated interim financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and all monetary amounts are expressed in Canadian dollars unless otherwise indicated in the notes to the condensed consolidated interim financial statements.

This Management's Discussion and Analysis is prepared as of June 24, 2011. All of the scientific and technical information has been prepared or reviewed by Cary Pothorin, P.Geo., President of the Company. Mr. Pothorin is a Qualified Person within the meaning of National Instrument 43-101. Additional information relevant to the Company's activities can be found at www.sedar.com.

Forward Looking Statements

Certain statements contained in this Management's Discussion and Analysis constitute forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, and performance of achievements of the Company to be materially different from actual future results and achievements expressed or implied by such forward-looking statements, which speak only as of the date the statements were made and readers are also advised to consider such forward-looking statements while considering the risk set forth below.

Description of Business

The Company was incorporated under the laws of British Columbia on March 5, 1997 under the name 537926 B.C. Ltd. and its principal business activity is the acquisition and exploration of mineral properties. On June 18, 1997 the Company changed its name to Duran Gold Corp. and on August 10, 2000, the Company changed its name to Duran Ventures Inc. On July 4, 2007, the Company was promoted to the TSX Venture Exchange as a Tier II issuer trading under the symbol DRV.V. On October 14, 2008, the Shareholders approved the continuance of the Company under the Canada Business Corporations Act, which was completed by October 31, 2008.

The General and Administrative expenses relate primarily to the costs to maintain a head office in Toronto for a publicly listed company. On-going operating expenses, excluding items such as exploration property expenditures and stock-based compensation expenses, are approximately \$90,000 (2010 - \$64,000) per month.

The Company is not in default under any debt or other contractual obligations. The Company is not in breach of any corporate, securities or other laws or of the terms of the listing agreement with the TSX Venture Exchange.

Exploration Properties

In 2011, the Company is primarily focusing on advancing the Aguila Copper-Molybdenum Porphyry project. An extensive diamond drilling program is underway in order to provide the necessary information to estimate a preliminary 43-101 compliant resource estimate by the end of 2011. Preliminary metallurgical studies will also be carried out as part of the resource estimate work.

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Diamond drilling at the Corongo Gold-Silver Project is being carried out simultaneously with the Aguila drilling program. Geochemical and geophysical targets will be tested with an initial program of 1500 to 2000 metres of diamond drilling.

The Company will be advancing the Ichuña Copper-Silver Project with a preliminary diamond drill program to begin in the fourth quarter of 2011. The geological, geochemical, and geophysical results to date indicate the presence of a copper-silver mineralized system over a 2.5 kilometre trend. This area of Moquegua is emerging as an important mineralized district in Southern Peru.

All projects are described below.

Aguila Copper-Molybdenum Project

The Company is focused on developing its flagship project, the Aguila Copper Molybdenum Porphyry Project. Fieldwork and past drilling indicate that there are additional porphyry-style targets in what is recognized as a large emerging mineralized district. Where most technical work and drilling to date has focused on the immediate area of the Aguila intrusive and mine area, the Company has strong indications of significant porphyry copper related mineralization in adjacent zones.

On March 23rd, 2011, the Department of Environmental Affairs of the Peruvian Ministry of Energy and Mines granted a Category 2 Drill Permit for the Company's Aguila Project. The permit allows for 61,600 metres of drilling over a 23 month period. This time frame is calculated from the initiation date of the work program.

The Company has approved a \$5.6 million budget for a diamond drilling program at Aguila for 2011. The diamond drilling program is designed to provide the necessary information for an initial 43-101 compliant resource estimate at or near 2011 year-end. The drilling is anticipated to require 7-8 months to complete, with the resource estimate to follow. SRK Consulting has been retained to prepare for the resource estimate, which will be based on all drilling conducted to that point at Aguila.

Energold Drilling Peru S.A.C. was contracted for both the Aguila and Corongo drill programs on March 23, and drilling at Aguila commenced on April 19th. Two drill rigs arrived on site on April 15th, and a third on May 17th. A fourth rig is anticipated to mobilize to Aguila in July of 2011

As the drill program proceeds, several holes will also test priority geological, geochemical, and geophysical targets. Surface mapping, sampling, and geophysical surveys conducted to date demonstrate that the Aguila Project has potential to become a significant copper-molybdenum resource, with anomalous copper and molybdenum distributed over an irregular 1.7 x 1.2 kilometre surface area and strong geophysical anomalies distributed over a 3.0 x 2.0 kilometre area. Drill intersections to date show consistent copper and molybdenum values over significant widths, with known areas of mineralization open in several directions and also at depth.

Results from the first three drill holes (see news release dated June 6, 2011, at <http://www.duranventuresinc.com/news.php> for full details), which were all drilled on section 10000 N, are as follows.

Diamond drill hole 11AGD018 was drilled at the western edge of the Aguila open pit at an azimuth of 70 degrees and an inclination of -75 degrees to a final depth of 718.1 metres. The assays from the initial 480.8 metres from surface returned 0.69% Cu and 0.031% Mo, for a Cu equivalent value of 0.93%.

Diamond drill hole 11AGD019 was drilled on the eastern edge of the Aguila open pit at an azimuth of 70 degrees and an inclination of -70 degrees to a final depth of 673.5 metres. The assays for the initial 495.6 metres averaged 0.31% Cu and 0.027% Mo, or 0.50% Cu equivalent.

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Diamond drill hole 11AGD020 is located between holes 11AGD018 and 11AGD019 on section 10000N, and was drilled at an azimuth of 70 degrees and an inclination of -70 degrees to a final depth of 640.0 metres. The initial 333.9 metres intersected the main Aguila porphyry from surface and returned an average of 0.60% Cu and 0.035% Mo, for a Cu equivalent value of 0.85%. Assays are pending on the final 82 metres of this hole.

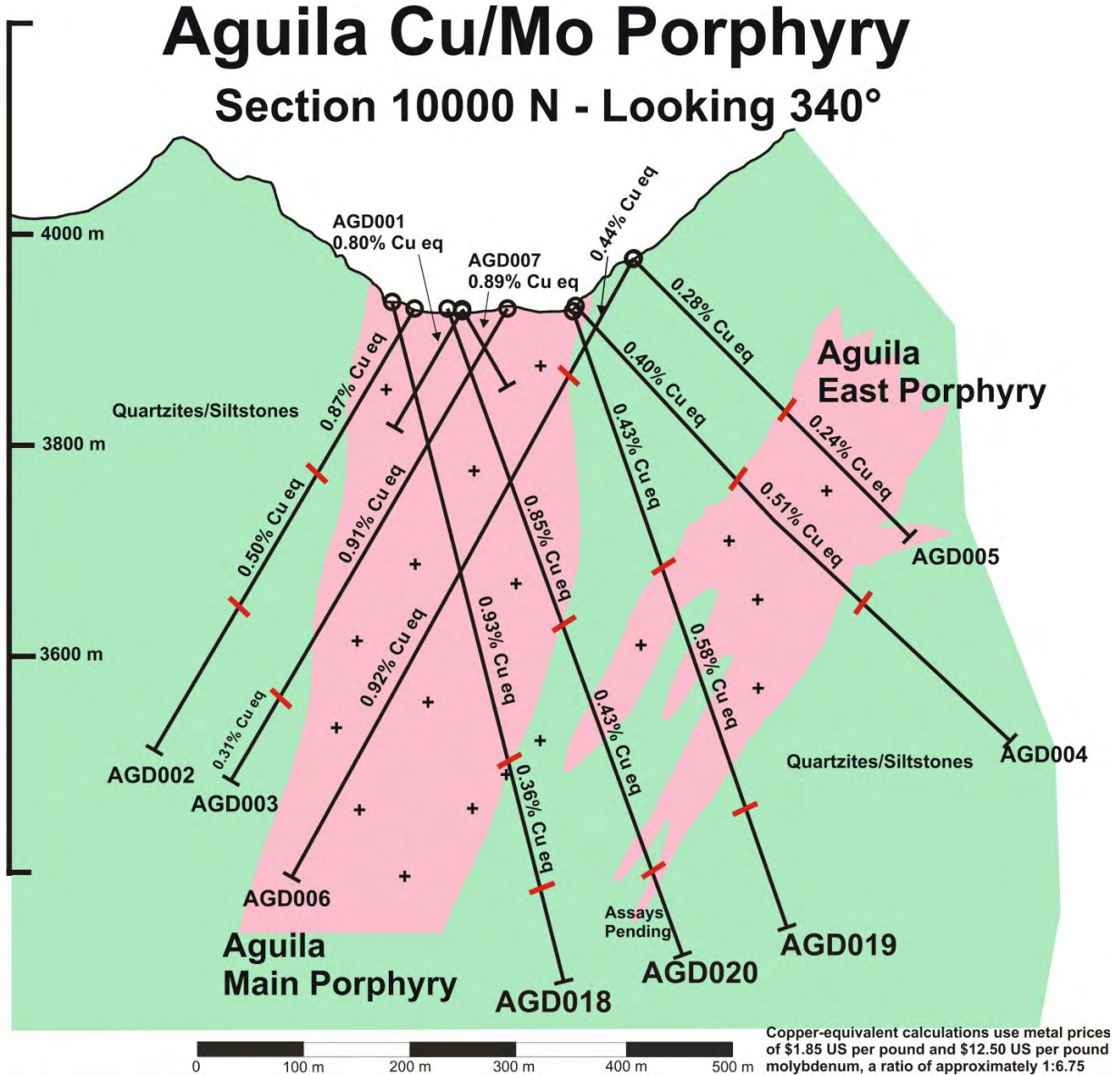
The Company caps or limits high copper values at a 3% maximum value, as higher grades above this limit are not considered representative of the copper porphyry copper mineralization at Aguila. In hole 11AGD020, one higher grade copper value of 17.4% over 0.6 metres (sample #9722) was capped at 3%.

It is important to note that holes AGD019 and 020 intersected the Aguila East Porphyry at depth. The Company is encouraged by the strength of the Cu-Mo mineralization in both the Main Aguila and Aguila East porphyry bodies, as well as the sedimentary package between the porphyries. Drilling is currently underway on three drill holes on section 11000 N located 100 metres to the north of holes 11AGD018 to 020.

On May 27, the Company filed a National Instrument 43-101 ("NI 43-101") Technical Report for its 100% owned Aguila Porphyry Copper-Molybdenum Project in Peru. The report was prepared by Mr. Neil McCallum, P. Geo., who is a "qualified person" under the definition of NI 43-101. The Aguila Property is at an early stage of exploration, with no estimate of resources.

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Cross section 10000N on Aguila Property, showing main copper-molybdenum drill intersections.



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The following table is a summary of drill holes completed by the Company from 2007 to the drill hole 11AGD020.

HOLE NUMBER	FROM (m)	TO (m)	LENGTH (m)	Cu (%)	Mo (%)	CuEq (%)
07 AGD001	0.00	250.00	250.00	0.650	0.023	0.805
07 AGD002	0.00	530.60	530.60	0.338	0.023	0.493
07 AGD003	0.00	510.15	510.15	0.525	0.043	0.816
07 AGD004	0.00	371.00	371.00	0.343	0.020	0.478
07 AGD004A	249.60	628.20	378.60	0.254	0.006	0.295
including	249.60	388.60	139.00	0.472	0.009	0.533
07 AGD005	0.00	401.00	401.00	0.209	0.011	0.283
08 AGD006	5.20	723.30	718.10	0.555	0.041	0.832
including	137.00	708.40	571.40	0.647	0.041	0.924
08 AGD007B	0.00	90.00	90.00	0.594	0.045	0.898
08 AGD008	0.00	522.30	522.30	0.626	0.049	0.957
including	0.00	342.40	342.40	0.853	0.046	1.164
08 AGD009	5.00	485.40	480.40	0.373	0.029	0.569
including	76.40	439.60	363.20	0.439	0.029	0.635
08 AGD010	6.90	574.00	567.10	0.147	0.011	0.221
08 AGD011B	1.00	605.30	604.30	0.425	0.029	0.621
08 AGD012	2.90	567.10	564.20	0.365	0.030	0.568
including	2.90	281.20	278.30	0.625	0.026	0.801
08 AGD013	0.50	578.90	578.40	0.427	0.046	0.738
including	0.50	146.75	146.25	0.931	0.043	1.222
including	0.50	458.60	458.10	0.497	0.053	0.855
08 AGD014	4.35	459.60	455.25	0.499	0.038	0.756
including	131.12	390.70	259.58	0.652	0.041	0.929
09 AGD015	0.40	444.10	443.70	0.368	0.021	0.510
including	0.40	224.00	223.60	0.516	0.021	0.658
10 AGD016	0.00	620.60	620.60	0.490	0.033	0.720
including	0.00	396.00	396.00	0.690	0.042	0.980
10 AGD017	0.00	147.00	147.00	0.364	0.004	0.364
including	0.00	71.00	71.00	0.620	-	0.620
11AGD018	0.00	480.80	480.80	0.690	0.031	0.930
including	0.00	163.50	163.50	0.600	0.025	0.780
including	163.50	480.80	317.30	0.740	0.042	1.020
	480.80	564.50	83.70	0.200	0.023	0.360
11AGD019	0.40	496.00	495.60	0.310	0.027	0.500
including	284.00	496.00	212.00	0.440	0.022	0.590
including	284.00	330.00	46.00	0.700	0.013	0.790
11AGD020	0.00	333.90	333.90	0.600	0.035	0.850
including	73.50	173.00	99.50	0.760	0.049	1.090
	333.90	561.60	227.70	0.220	0.032	0.440
	561.60	640.00	78.40	RESULTS PENDING		

* Total Cu equivalent is the sum of the Cu% plus 6.756 times the Mo% based on an assumed 6.756:1 economic ratio of Mo to Cu selling prices (i.e. US\$1.85 Cu to US\$12.50 Mo). Metallurgical recoveries and net smelter returns are assumed to be 100%. These equivalence grades should not be interpreted as actual grades since the conversion ratio varies with the volatile prices of copper and molybdenum and the economic recovery of copper and molybdenum can vary significantly in actual extraction and processing. The Company feels this is a reasonable long term ratio to use for this purpose.

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Additions to Current Concessions in Peru

The Company acquired additional strategic holdings which border existing project areas, adding a total of 6,106 hectares in February of 2011. In the Aguila Copper-Molybdenum Porphyry Project area, 706 hectares were added on to the southwest of current Company holdings. 800 hectares were added on the south side of Company holdings in the Minasnioc Epithermal Gold-Silver Project in Huancavelica. 1,400 hectares were added on to the Matucana Silver-Lead-Zinc Project in the Department of Lima. Finally, 3,200 hectares have been added on to the Panteria Porphyry Copper-Gold Project area in Huancavelica. In all cases, these additions include very prospective ground and increase the potential in these projects.

Mamaniña Porphyry Copper-Molybdenum-Gold Project

The Company was awarded the Mamaniña 1 and 2 concessions in the Province of Huaylas in the Department of Ancash, Peru. Initially the area was claimed in early February 2011 by three companies: Duran, one large international mining company, and one large Peruvian mining company. A closed-bid auction for the concessions was held on April 13th by the Peruvian Government. Duran was the successful bidder and was awarded the concessions. The process of receiving the mineral titles, which normally takes three to four months, is underway.

The concessions are located approximately 14 kilometres to the south of the Company's flagship Aguila Copper-Molybdenum Porphyry Project. The Company now holds a total of 1,800 hectares in three contiguous concessions, including the Mamaniña 3 concession, which was not subject to the property auction.

The Mamaniña concessions are considered by Duran geologists to be a high quality copper-molybdenum exploration target. Previous work performed by Queenstake Resources Limited ("Queenstake") and Alamos Minerals Limited ("Alamos") in a joint venture operated from 1995-1997, and Monterrico Metals PLC ("Monterrico") during 2001-2008, defined both porphyry copper molybdenum and copper-gold-zinc skarn mineralization on surface. Company geologists confirmed the geological characteristics of the previous work programs and recommended the acquisition of the new concessions.

Queenstake and Alamos found copper-molybdenum bearing porphyritic stocks hosted by clastic and carbonate sediments at Mamaniña. Carbonate replacement skarn-type mineralization occurs at contacts between the intrusive and sedimentary units. An airborne magnetic and radiometric geophysical survey defined an anomaly two kilometres in diameter which coincides with these mineralized zones on surface. Sampling by Queenstake and Alamos returned values of up to 2.1% copper, 0.6% zinc, and 9.48 grams of gold per tonne. A joint news release was filed on Sedar by Queenstake and Alamos dated November 3, 1997.

Monterrico carried out a very limited diamond drill program in late 2002, targeting near surface copper anomalies in the skarn area. Results are not known with the exception that Monterrico's 2002 Annual Report noted that drilling intersected high-grade copper mineralization including 25 metres at 1.65% copper starting at 14 metres below surface. It was also noted that low grade gold was discovered in the same hole. Monterrico's geologists recommended further exploration for a potential gold resource in the southern sector of the property, indicated by a widespread geochemical anomaly.

The proximity to Duran's Aguila and Peñoles' Racaycocha Projects reinforces the Company's view that the Aguila area is a new emerging mineralized district. The acquisition of the Mamaniña Cu-Mo-Au concessions reflects Duran's corporate strategy to focus on the Company's main projects while retaining its entrepreneurial approach to staking quality new concessions, particularly in the vicinity of its key projects.

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Corongo Property

This 3,100 hectare block of claims is located between five to ten kilometres to the northwest of the main Aguila/Pasacancha claim block. The Corongo Property is located in a portion of the Western Cordillera of Peru that hosts numerous precious and base metal deposits, including Barrick Gold Corporation's Pierina and Lagunas Norte gold mines and Compania Minera Antamina S.A.'s Antamina copper-zinc mine. The Corongo Property is considered very prospective for sediment-hosted structurally controlled gold and silver mineralization, as well as porphyry copper related mineralization. Significant gold and silver results were returned from 401 samples collected during the 2010 work program, collected from the Santa Rosa East and Descubridora Zones.

The Company signed a property option agreement (the "Corongo Agreement") with Viper Gold Ltd. ("Viper") in March 2010, and subsequently amended in August 2010, whereby Viper can acquire a 50% interest in the Corongo Property. Under the terms of the Corongo Agreement, Viper may acquire a 50% interest by paying the Company US\$25,000 (paid - \$25,348) on signing the Corongo Agreement; incurring exploration expenditures of not less than US\$1,000,000 prior to March 10, 2012 (US\$318,141 or CDN\$308,470 incurred as of March 31, 2011); and issuing the Company an aggregate amount of 1,000,000 common shares of Viper as to: (a) 300,000 common shares on August 17, 2010 (received; valued at \$45,000); (b) 300,000 common shares on March 10, 2011 (received; valued at \$90,000); and (c) 400,000 on or prior to to March 10, 2012, subject to regulatory approval. Viper is the operator of the project. Duran receives a 10% management fee based on exploration expenditures.

The Company was granted a Category 1 Drill Permit for the Corongo Project from the Peruvian Ministry of Energy and Mines on December 20th, 2010. The permit allows up to 20 drill platforms. Surface rights agreements have been signed with the two communities which exist within the Santa Rosa East and Descubridora Zones, and are valid until October 9, 2011.

Energold Drilling Peru S.A.C. ("Energold") was contracted for the Corongo drill program. Energold arrived on site on April 9th, and drilling began on April 12th. A 2,000 metre diamond drill program is in progress. The drilling is designed to test high priority targets on the Santa Rosa East and Descubridora Zones for sediment-hosted, structurally controlled gold and silver mineralization.

As of mid-June, a total of six (6) holes representing 1,081 metres of diamond drilling have been completed on the Santa Rosa East zone to date. The drill will be moved to the Descubridora area to test the gold and silver zones identified on surface and in the historic adits.

Assay results from the first four drill holes confirm the presence of widespread anomalous gold, silver and copper mineralization throughout the Santa Rosa East area, as well as high grade silver mineralization associated with quartz-sulphide veining (see news release dated June 10, 2011 at <http://www.duranventuresinc.com/news.php> for complete details). The assay intervals reported are apparent and not true widths (defined as being measured at right angles to the direction of extension of the sulphide body). In drill hole 11COR004, the strongest intercepts include 1.7 metres of 2.1 grams per tonne (gpt) Au, 1,785 gpt Ag, and 2.65% copper ("Cu"). Drill hole 11COR002 cut 2.5 metres of 0.57 gpt Au, 60.9 gpt Ag, and 0.14% Cu. All other assay samples are pending analysis. Significant assay results have been summarized in the table below.

The Company is encouraged by these initial results, which confirm the gold, silver, and copper values reported by the Company in previous surface and underground adit channel samples. The presence of wide spread copper mineralization in the sedimentary units may indicate proximity to a porphyry copper system.

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Table of Drill Results from the first four Corongo drill holes

HOLE ID	FROM (m)	TO (m)	INT (m)	Au (g Au/T)	Ag (g Ag/T)	Cu (%)
11 COR 001	96.00	105.00	9.00	< 0.01	1.11	0.14
	151.10	158.50	7.40	0.12	2.50	< 0.01
	324.00	328.40	4.40	0.25	3.85	< 0.01
11 COR 002	6.80	10.50	3.70	0.29	6.35	0.11
	8.00	30.00	22.00	0.02	1.21	0.11
	152.00	154.50	2.50	0.57	60.90	0.14
11 COR 003	0.20	15.00	14.80	0.07	3.00	0.14
including	10.50	15.00	4.50	0.17	3.26	0.28
	48.00	54.00	6.00	0.02	16.80	0.13
11 COR 004	0.00	6.00	6.00	1.08	16.55	0.34
including	4.50	6.00	1.50	4.07	61.20	1.30
	73.90	76.20	2.30	1.63	1325.60	1.98
including	74.50	76.20	1.70	2.15	1785.00	2.64

Geological Model

The Company interprets the model of the gold and silver mineralization at the Corongo Project as an intermediate sulphidation epithermal system. Characteristics of this type of system include the proximity of gold and silver mineralization to porphyritic diorite intrusive bodies, drusy quartz stockworks, banded textures in the quartz and quartz-sulfide veins, and the geochemical association of gold and silver with arsenic, antimony, barium, bismuth, lead, and zinc.

Emplacement of the gold and silver mineralization at the Santa Rosa Zone appears to be controlled by intersections of fractures and faults, which trend generally northwest, northeast, and sub-horizontal. Quartz stockworks are formed at the intersections of two or more of these structural trends, forming complex three-dimensional zones. Zones with stronger mineralization are marked by widespread phyllic (quartz-sericite-pyrite) alteration in the vicinity of the stockwork quartz veining. Anomalous gold and silver mineralization occurs in an irregular area measuring roughly 200 x 500 metres in size.

Gold and silver mineralization at the Descubridora Zone is predominantly controlled by northeast-southwest trending structures. The main mineralized zone as defined at present measures approximately 350 x 50 metres in size, but anomalous gold and silver values occur over a 600 x 250 metre area.

Drill targets at the Corongo project will include both narrow, higher grade zones as well as larger zones of lower grade gold-silver mineralization. The gold and silver values from this initial sampling and the robust size of the mineralized zones indicate significant exploration potential.

The Corongo Project hosts several other zones with significant precious metal potential, such as Santa Rosa West, the Breccia Zone, and Pucapampa, which returned results of up to 3.5 grams of gold per tonne and 121 grams of silver per tonne in Company sampling in 2009. The Company intends to continue exploration and expansion in these zones as work progresses at Santa Rosa East and Descubridora.

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Ichuña Copper-Silver Project

The Ichuña Copper-Silver Project (1,000 hectares) is located 120 kilometres northeast of Arequipa in the Department of Moquegua in Southern Peru. Ichuña is located approximately 3 kilometres to the north of Canahuire, a diatreme breccia body with significant gold and copper mineralization at the margins. This project is also known by the name of the concessions, Chucapaca. Minera Gold Fields Peru S.A. ("Goldfields") has recently exercised a back in right with Compañía de Minas Buenaventura S.A.A. ("Buenaventura") to earn a 51% interest in the Canahuire project. In a joint press release dated May 11, 2010, Gold Fields and Buenaventura announced a mineral resource estimate on the Canahuire Zone of 83.7 million tonnes grading 1.9 grams of gold per tonne and 8.2 grams of silver per tonne, for an inferred resource of 5.6 million ounces of gold (calculated as a gold equivalent) within the project area. This recent press release also quotes Nick Holland (CEO of Gold Fields) and Roque Benavides (CEO of Buenaventura) as saying, "Canahuire is a highly promising gold discovery in an emerging gold district in South America. Geological indications are that there is a significant upside at the Canahuire deposit, as well as at other targets within the project area." An intensive infill drilling program is currently underway at Canahuire.

Company geologists have so far defined seven mineralized zones on the Ichuña property with a variety of styles of mineralization related to intrusive events. These include porphyritic intrusive bodies and sub-volcanic intrusive bodies displaying evidence of supergene copper enrichment, skarn zones at the contacts between intrusive and carbonate-rich sedimentary rock, and altered stockwork zones in intrusive, volcanic, and sedimentary units. The evidence points to a widespread, well-mineralized hydrothermal system related to intrusive activity, with anomalous copper, silver, lead, zinc, arsenic, barium, antimony, and manganese. The mineralized zones cover an area larger than 1.0 x 2.5 kilometres.

Three field campaigns have been carried out in 2010, with a total of 790 samples collected. During the two initial work campaigns, a total of 173 samples were collected. Samples were collected as 0.5 to 3.0 metre rock channel samples, as well as panel samples ranging from 0.5 x 1.0 metre to 3.0 x 3.0 metre areas. Silver values ranged as high as 1,645 grams Ag/T (47.9 troy oz/ton), with 19 of 173 samples assaying greater than 100 grams Ag/T and 50 of 173 samples assaying greater than 10 grams Ag/T. 35 of 173 samples had copper values of greater than 1.0%, with values as high as 10.2% copper. 68 of 173 samples had copper values greater than 0.1% copper, showing very widespread anomalous copper values. Lead and zinc values were elevated as well, with 40 of 173 samples assaying over 0.1% lead, with a high value of 6.1% lead. 41 of 173 samples assayed greater than 0.1% zinc, with 5 samples returning over 1.0%.

Geological Model

Geological mapping during this program identified sedimentary clastic and carbonate rock cut by high level intrusive and volcanic units. Strongly anomalous copper and silver mineralization occurs near sediment-intrusive contacts, as disseminations in intrusive units, and in stockwork zones in both sedimentary and intrusive or volcanic units. Company geologists are interpreting the Ichuña system as being the upper levels of a porphyry copper system, with associated vein structures developed in both host sedimentary and intrusive units. The system has seen considerable surface oxidation, with iron oxide minerals such as limonite, goethite, and jarosite being commonly found. Visible copper occurs as secondary or remobilized minerals, including malachite, azurite, chrysocolla, tenorite, and chalcocite. These details may indicate the presence of a capping of leached rock with the potential for supergene enrichment of copper at some depth. Elevated silver values with relatively little evidence of silver-bearing sulfide minerals may indicate that there is supergene enrichment of silver as well. The extensive surface area with strongly altered rock and elevated copper, silver, lead, zinc, arsenic, barium, and antimony indicates the potential for a strong intrusive-driven hydrothermal system underlying the Ichuña Project. Mineralized structures form two distinct populations, one of which ranges in strike between 30 to 80 degrees, and the second between 110 to 160 degrees.

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A 2011 work program and budget was established for Ichuña in March 2011, and the Company is in the application process for both Category 1 and Category 2 drill permits. The Category 1 Permit allows for up to 20 drill platforms, plus surface road access and trenching. The Category 2 Permit will allow for a much more comprehensive drill program.

Panteria Porphyry Copper Project

The Panteria Porphyry Copper prospect is located in the Department of Huancavelica in south-central Peru. It consists of one main block totaling 1,700 hectares and another 400 hectare concession two kilometres to the east. In February 2011, an additional 3,200 hectares were added onto the previously existing concessions, bringing the total to 5,300 hectares.

The property is underlain by intermediate Tertiary volcanic flows and tuffs which have been pervasively clay + iron oxide +/- silica-altered over an area of 2.5 by 1.0 kilometres, with a dominant northeast-southwest orientation. Copper-mineralized diorite porphyry outcrops at the lowest elevations on the property. The Company interprets the geological environment to consist of a volcanic-intrusive complex with fingers of copper-bearing intrusive cutting an overlying, strongly altered volcanic package.

The extent and intensity of the alteration in the volcanic rock indicates the presence of a very strong hydrothermal system driven by the underlying intrusive units. Quartz +/- tourmaline veins, veinlets, breccias, and local drusy quartz veinlets show a predominant northeast-southwest orientation and may control the distribution of the alteration. This alteration and associated geochemical anomaly appear to be focused over the areas of known intrusive bodies. Anomalous gold, silver, arsenic, antimony, lead, zinc, and mercury values extend over the entire quartz-clay altered area as mapped to date. The geochemical and alteration assemblages, combined with the textures of the drusy quartz veinlets, are indicators of a low-sulfidation epithermal gold-silver system.

Anomalous copper values cluster mostly in a 1.0 x 1.0 kilometre area, which is coincident with the area of strongest silicification and may be centred over the mineralizing system at depth. The highest copper values occur in weakly clay-altered diorite intrusive rock, with visible copper carbonates and local chalcocite. This mineral assemblage suggests that some remobilization of copper has occurred within the intrusive rock, and may indicate the presence of a supergene copper-enriched zone at some depth. Quartz stockwork veining is strongest nearer to the intrusive bodies.

Given the nature of the geological environment and mineralization, the Company is planning a ground-based induced-polarization and magnetic geophysical survey over the project area to help evaluate the potential for porphyry copper-gold and possible supergene copper mineralization at depth. The Company will combine geological, geochemical, and geophysical information in order to plan diamond drill testing in the future.

Don Pancho Silver-Lead-Zinc Project

The Don Pancho Silver-Lead-Zinc Project (600 hectares) is located in the Department of Lima. Don Pancho is a carbonate-replacement style silver-lead-zinc target, similar to the nearby Santander Project of Trevali Resources Corporation (Trevali). Previous sampling conducted by Hatun Minas on the Don Pancho Project returned values up to 238 grams of silver per tonne, 4% zinc, and 9% lead. The mineralization appears to be structurally controlled, and has been traced over a zone measuring 800 x 300 metres at surface. The Company intends to conduct surface and underground sampling programs and is considering a geophysical survey in order to prepare the project for a diamond drilling campaign.

This project is approximately 10 kilometres to the west of the Santander Project, which has updated a 43-101 resource estimate (Trevali Resources Corp. News Release dated November 10, 2010, filed on SEDAR) of 5.858 MT of 3.86% Zn, 1.35% Pb, and 44 g Ag/T (indicated category) and 4.806 MT of 5.08% Zn, 0.44% Pb, and 21 g Ag/T (inferred category).

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Minasnioc Gold-Silver Project

The Company acquired the Minasnioc Gold Project in a Peruvian government auction, which was carried out in three separate auctions due to the participation of three competing companies with overlapping areas. The Company won all three auctions, paying an aggregate amount of Peruvian Nuevo Soles ("S/.") S/.194,085 (\$69,859) and finder's fees of \$2,614. The Minasnioc Project is interpreted to be a high sulfidation (or acid-sulfate) epithermal gold-silver bearing system. The concession is located in the Department of Huancavelica, approximately 300 kilometres southeast of Lima. This project has seen previous intensive exploration campaigns by Barrick Gold Corporation and Compañía de Minas Buenaventura S.A.C. ("Buenaventura") between 2001 and 2007, which included surface channel sampling and drilling. In February 2011, an 800 hectare concession was added to the main 1000 hectare concession, bringing the project area to a total of 1,800 hectares.

Company geologists have made initial property visits and have defined a high sulfidation (acid sulphate) epithermal gold and silver bearing system developed in Tertiary volcanic rocks. Extensive zones of argillic and advanced argillic alteration are present, with areas of massive and vuggy silica with associated alunite. The gold-silver bearing part of the epithermal alteration system covers an area of two by two kilometres. This age of the volcanic host rocks and style of mineralization is similar to Barrick's Pierina and Alto Chicama Mines and Newmont/Buenaventura's Yanacocha Mine in Peru.

Initial rock chip sampling by the Company shows widespread anomalous gold values with associated silver, arsenic, barium, lead, mercury, and antimony geochemical anomalies, which are typical of an altered precious metal bearing system. Samples were collected as one to four-metre rock chips and panel samples ranging from two by two metre to five by five metre panels. 21 of 35 samples returned assays greater than 0.1 grams of gold per tonne, with values as high as 2.96 grams of gold per tonne. 28 of 35 samples returned silver values of greater than 1.0 gram of silver per tonne, 11 samples returned values of greater than 10.0 grams of silver per tonne, and one sample returned a high value of 70.6 grams of silver per tonne.

Outlook

In 2011, the Company will focus primarily on advancing the Aguila Copper-Molybdenum Porphyry project. The extensive diamond drilling program currently underway will be used for a preliminary 43-101 compliant resource estimate by the end of 2011. Preliminary metallurgical studies will also be carried out as part of the resource estimate work.

As the drill program proceeds, several holes will also be testing priority geological, geochemical, and geophysical targets. Surface mapping, sampling, and geophysical surveys conducted to date demonstrate that the Aguila Project has potential to become a significant copper-molybdenum resource, with anomalous copper distributed over an irregular 1.7 x 1.2 kilometre surface area and strong geophysical anomalies distributed over a 3.0 x 2.0 kilometre area. Drill intersections to date show consistent copper and molybdenum values over significant widths, with known areas of mineralization open in several directions and also at depth.

Diamond drilling at the joint venture Corongo Gold-Silver Project is being carried out simultaneously with the Aguila drilling program. Geochemical and geophysical targets will be tested with an initial program of 1500 to 2000 metres of diamond drilling.

The Company will be advancing the Ichuña Copper-Silver Project in Moquegua with a preliminary diamond drill program expected to commence in the fourth quarter of 2011. The geological, geochemical, and geophysical results to date indicate the presence of a copper-silver mineralized system over a 2.5 kilometre trend. The Moquegua area is emerging as an important mineralized district in Southern Peru.

The Company intends to maintain a pipeline of new projects by actively evaluating new prospects and targets throughout Peru.

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1.3 – Selected Annual Information

The following table summarizes selected financial data for the Company for each of the last three fiscal years. The information set forth below should be read in conjunction with the audited Consolidated Financial Statements, prepared in accordance with Canadian generally accepted accounting principles ("CGAAP"), and their related notes. The information for the year ended December 31, 2010 has also been prepared in accordance with IFRS.

	<i>Years Ended</i>			
	<i>December 31, 2010 (IFRS)</i>	<i>December 31, 2010 (CGAAP)</i>	<i>December 31, 2009 (CGAAP)</i>	<i>December 31, 2008 (CGAAP)</i>
	\$	\$	\$	\$
<i>Revenues</i>	Nil	Nil	Nil	Nil
<i>Loss from continuing operations</i>	3,150,027	1,161,685	1,207,113	1,359,971
<i>Net loss</i>	3,150,027	1,161,685	1,207,113	6,268,738
<i>Loss per share</i>	0.03	0.01	0.02	0.11
<i>Total assets</i>	7,494,331	17,584,832	8,947,370	7,840,126
<i>Working capital</i>	5,903,544	5,903,544	711,433	466,002
<i>Total long term liabilities</i>	421,300	421,300	Nil	Nil
<i>Cash dividends</i>	Nil	Nil	Nil	Nil

1.4 - Results of Operations

The Company's loss is reported under IFRS for the first time this quarter. The most significant impact on loss relates to the accounting for deferred exploration expenditures, as follows.

Pursuant to IFRS 6 *Exploration for, and Evaluation of, Mineral Resources*, the Company has elected to change its accounting policy to retrospectively expense all pre-feasibility exploration and evaluation costs.

The effects of this transitional change are as follows: (i) decrease deferred exploration assets of \$8,118,265 and increase deficit by the same amount as at January 1, March 31, and December 31, 2010, (ii) decrease deferred exploration assets of \$507,637 and increase in net loss by the same amount as at March 31, 2010 and (iii) decrease in deferred exploration assets of \$2,071,996 and increase in net loss by the same amount as at December 31, 2010.

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	Three-Months Ended March 31, 2011 \$	Three-Months Ended March 31, 2010 \$
EXPENSES		
Share-based compensation	1,287,927	43,510
Management and consulting fees	59,933	37,540
General and administrative	142,568	22,715
Advertising and public relations	28,774	88,992
Professional fees	32,830	20,597
Rent	7,500	9,750
Amortization	2,814	2,862
Exploration property expenditures	681,437	507,636
Loss before the under-noted	2,243,783	733,602
Interest income	(3,887)	-
LOSS FOR THE PERIOD BEFORE INCOME TAXES	2,329,896	733,602
FUTURE INCOME TAX EXPENSE	5,250	-
NET LOSS FOR THE PERIOD	2,245,146	733,602
Loss per share – basic and diluted	<u>0.01</u>	<u>0.01</u>
Weighted average number of common shares outstanding	<u>175,970,014</u>	<u>93,188,279</u>

1.5 - Summary of Quarterly Results

The following table sets out selected consolidated financial information for each of the eight most recently completed quarters:

Quarters Ended	Revenue	Net (loss)	(Loss) per share
	\$	\$	\$
March 31, 2011 ⁽¹⁾	Nil	(2,245,146)	(0.014)
December 31, 2010 ⁽¹⁾	Nil	(972,547)	(0.008)
September 30, 2010 ⁽¹⁾	Nil	(679,385)	(0.006)
June 30, 2010 ⁽¹⁾	Nil	(764,493)	(0.008)
March 31, 2010 ⁽¹⁾	Nil	(733,602)	(0.008)
December 31, 2009 ⁽²⁾	Nil	(428,003)	(0.005)
September 30, 2009 ⁽²⁾	Nil	(243,238)	(0.003)
June 30, 2009 ⁽²⁾	Nil	(245,870)	(0.004)

(1) - prepared in accordance with IFRS

(2) - prepared in accordance with CGAAP

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1.6 - Liquidity

The Company's liquid assets at March 31, 2011 were valued at \$6,320,826 (2010 - \$281,065), consisting of cash and cash equivalents of \$6,141,986 (2010 - \$268,598), marketable securities of \$138,000 (2010 - Nil) and amounts receivable of \$40,840 (2010 - \$12,467). Substantially all of the Company's cash is on deposit with accredited Canadian Chartered Banks. The Company has no exposure to asset-backed commercial paper.

1.7 - Capital Resources

Future capital requirements will predominately be incurred for the purpose of continued exploration of the Company's Peruvian properties.

At March 31, 2011, the Company had 35,400,445 warrants outstanding exercisable for gross proceeds of \$6,842,088.

Management believes that the funds currently on hand are sufficient to continue to meet obligations through to December 31, 2011. Additional funds as required in the future, will need to be raised successfully on the capital markets, or through strategic relationships.

1.8 - Off Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

1.9 - Transaction with Related Parties

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

The remuneration of directors and key management of the Company for the three months ended March 31, 2011 and 2010 was as follows.

		<u>2011</u>	<u>2010</u>
Jeffrey Reeder	CEO & Director	27,000	18,000
Daniel Hamilton	CFO	20,333	9,000
Cary Pothorin	President	32,500	30,000
Carmen Yuen	Treasurer	12,600	10,540
Aggregate cash compensation		<u>92,433</u>	<u>67,540</u>
Jeffrey Reeder	CEO & Director	214,654	8,120
Joseph Del Campo	Director	171,724	4,313
John P. Thompson	Director	128,793	4,566
Steve Brunelle	Director	214,654	-
Todd Bruce	Director	128,793	-
Daniel Hamilton	CFO	85,862	2,538
Cary Pothorin	President	85,862	3,297
Carmen Yuen	Treasurer	42,931	3,045
Share-based compensation		<u>1,073,273</u>	<u>25,879</u>

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The directors and key management were awarded the following stock options under the employee stock option plan during the three months ended March 31, 2011:

	<u>Date of grant</u>	<u>Number of options</u>	<u>Exercise price</u>	<u>Expiry date</u>
Jeffrey Reeder	March 14, 2011	1,000,000	\$0.29	March 14, 2016
Joseph Del Campo	March 14, 2011	800,000	\$0.29	March 14, 2016
John P. Thompson	March 14, 2011	600,000	\$0.29	March 14, 2016
Steve Brunelle	March 14, 2011	1,000,000	\$0.29	March 14, 2016
Todd Bruce	March 14, 2011	600,000	\$0.29	March 14, 2016
Daniel Hamilton	March 14, 2011	400,000	\$0.29	March 14, 2016
Cary Pothorin	March 14, 2011	400,000	\$0.29	March 14, 2016
Carmen Yuen	March 14, 2011	200,000	\$0.29	March 14, 2016
		5,000,000		

The Company did not grant any options during the three month period ended March 31, 2010.

1.10 - Quarterly Results

During the three months ended March 31, 2011, the Company had a net loss of \$2,245,146 compared to a net loss of \$733,602 in 2010. The Company incurred higher share-based compensation expense due to a 6,000,000 stock option grant in March 2011 valued at \$1,287,927 using the Black-Scholes option pricing model. Exploration property expenditures increased due to increased work programs on the Company's exploration projects. General and administrative costs also increased due to foreign exchange losses resulting from a declining US dollar during the period.

1.11 - Critical Accounting Estimates

The preparation of the condensed consolidated interim financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The condensed consolidated interim financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the balance sheet date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- i. the recoverability of exploration and evaluation assets which are included in the unaudited condensed consolidated interim balance sheet;
- ii. the inputs used in accounting for valuation of warrants and options which are included in the unaudited condensed consolidated interim balance sheet;
- iii. the inputs used in accounting for share purchase option expense in the unaudited condensed consolidated interim statement of loss and comprehensive loss;
- iv. the nil provision for decommissioning and restoration provisions which is included in the unaudited condensed consolidated interim balance sheet; and
- v. the nil provision for income taxes which is included in the unaudited condensed consolidated interim statements of loss and comprehensive loss and composition of deferred income tax assets and liabilities included in the unaudited condensed consolidated interim balance sheet.

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1.12 - Changes in Accounting Policies

The significant accounting policies are outlined in the March 31, 2011 condensed consolidated interim financial statements.

International Financial Reporting Standards

Effective January 1, 2011 Canadian publicly listed entities were required to prepare their financial statements in accordance with IFRS. Due to the requirement to present comparative financial information, the effective transition date is January 1, 2010. The three months ended March 31, 2011 is the Company's first reporting period under IFRS.

The Company's IFRS conversion team identified three phases to our conversion: initial diagnostic phase, impact analysis, evaluation and solution development phase and implementation and review phase. Post-implementation will continue in future periods, as outlined below.

The following outlines the Company's transition project, IFRS transitional impacts and the on-going impact of IFRS on the financial results. Note 15 to the interim financial statements provides more detail on the key Canadian GAAP to IFRS difference, the accounting policy decisions and IFRS 1, First-Time Adoption of International Financial Reporting Standards, optional exemptions for significant or potentially significant areas that have had an impact on the financial statements on transition to IFRS or may have an impact in future periods.

Transitional Financial Impact

The tables below outline:

- a) Adjustments to the Corporation's equity on adoption of IFRS on January 1, 2010, and at March 31, 2010 and December 31, 2010 for comparative purposes.
- b) Adjustments to statement of income for the three months ended 2010 and for the year ended December 31, 2010.

The following tables should be read in conjunction with the more detailed footnotes in the condensed consolidated interim financial statement notes as referenced in the tables.

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Reconciliation of equity:

	Canadian GAAP	Effect of transition to IFRS	IFRS	Canadian GAAP	Effect of transition to IFRS	IFRS	Canadian GAAP	Effect of transition to IFRS	IFRS
	January 1, 2010			March 31, 2010			December 31, 2010		
Assets									
Currents assets									
Cash and cash equivalents	772,964	-	772,964	268,598	-	268,598	6,002,801	-	6,002,801
Marketable securities	-	-	-	-	-	-	90,000	-	90,000
Prepaid expenses and advances	49,378	-	49,378	66,220	-	66,220	12,094	-	12,094
Amounts receivable	6,763	-	6,763	12,467	-	12,467	21,574	-	21,574
	829,105	-	829,105	347,285	-	347,285	6,126,469	-	6,126,469
Property, plant and equipment	-	111,196	111,196	-	108,334	108,334	-	99,760	99,760
Exploration properties	8,118,265	(8,118,265)	-	8,625,901	(8,625,901)	-	11,458,363	(10,190,261)	1,268,102
Total assets	8,947,370	(8,007,069)	940,301	8,973,186	(8,517,567)	455,619	17,584,832	(10,090,501)	7,494,331
Liabilities and Shareholders' Equity									
Current liabilities									
Accounts payable and accrued liabilities	117,672	-	117,672	133,082	-	133,082	222,925	-	222,925
Deferred tax liability	-	-	-	-	-	-	421,300	-	421,300
	117,672	-	117,672	133,082	-	133,082	644,225	-	644,225
Shareholders' Equity									
Capital stock	35,592,626	-	35,592,626	35,812,551	-	35,812,551	43,365,227	-	43,365,227
Warrants	664,101	-	664,101	634,176	-	634,176	1,465,046	-	1,465,046
Contributed surplus	3,752,639	(2,804,093)	948,546	3,812,639	(2,940,537)	872,102	4,412,312	(3,640,336)	771,976
Accumulated other comprehensive income	-	-	-	-	-	-	39,375	-	39,375
Deficit	(31,179,668)	(5,202,976)	(36,382,644)	(31,419,262)	(5,577,030)	(36,996,292)	(32,341,353)	(6,549,925)	(38,791,518)
Total equity	8,829,698	(8,007,069)	822,629	8,840,104	(8,517,567)	214,203	16,940,607	(10,190,501)	6,850,106
Total liabilities and equity	8,947,370	(8,007,069)	940,301	8,973,186	(8,517,567)	445,619	17,584,832	(10,190,501)	7,494,331

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Reconciliation of loss and comprehensive loss for the three month period ended March 31, 2010 and year ended December 31, 2010:

	Three months period ended March 31, 2010			Year ended December 31, 2010		
	Canadian GAAP	Effect of Transition to IFRS	IFRS	Canadian GAAP	Effect of Transition to IFRS	IFRS
Expenses						
Share based payments	60,000	(16,490)	43,510	401,000	(95,090)	305,910
Management, director and Consulting fees	37,540	-	37,540	163,970	-	163,970
General and administrative	22,715	-	22,715	171,690	-	171,690
Advertising and investor relations	88,992	-	88,992	229,671	-	229,671
Professional fees	20,597	-	20,597	159,729	-	159,729
Rent	9,750	-	9,750	41,250	-	41,250
Amortization	-	2,862	2,862	-	11,436	11,436
Exploration property expenditures	-	507,636	507,636	-	2,071,996	2,071,996
	<u>239,594</u>	<u>494,008</u>	<u>733,602</u>	<u>1,167,310</u>	<u>1,988,342</u>	<u>3,155,652</u>
Loss before taxes	(239,594)	(494,008)	(733,602)	(1,167,310)	(1,988,342)	(3,155,652)
Recovery of deferred income tax	-	-	-	(5,625)	-	(5,625)
Net loss for the period	<u>(239,594)</u>	<u>(494,008)</u>	<u>(733,602)</u>	<u>(1,161,685)</u>	<u>(1,988,342)</u>	<u>(3,150,027)</u>
Loss per share:						
Basic and diluted loss per share	<u>(0.00)</u>		<u>(0.01)</u>	<u>(0.01)</u>		<u>(0.03)</u>
Weighted average number of common shares outstanding	<u>93,188,279</u>		<u>93,188,279</u>	<u>107,622,193</u>		<u>107,622,193</u>

Business Activities and Key Performance Measures

The Company has assessed the impact of the IFRS transition project on our financial covenants and key ratios. The transition did not significantly impact the Company's covenants and key ratios.

Information Technology and Systems

The IFRS transition project did not have a significant impact on our information systems for the convergence periods. The Company does not expect significant changes in the post-convergence periods.

Post-Implementation

The post-implementation phase will involve continuous monitoring of changes in IFRS in future periods. The Company notes that the standard-setting bodies that determine IFRS have significant ongoing projects that could impact the IFRS accounting policies that have been selected. In particular, there may be additional new or revised IFRSs or IFRICs in relation to consolidation, joint ventures, financial instruments, hedge accounting, discontinued operations, leases, employee benefits, revenue recognition and stripping costs in the production phase of a surface mine. The International Accounting Standards Board is currently working on an extractive industries project, which could significantly impact the Company's financial statements. The Company has processes in place to ensure that potential changes are monitored and evaluated. The impact of any new IFRSs and IFRIC interpretations will be evaluated as they are drafted and published.

1.13 - Financial Risk Factors

a) Credit risk management

Credit risk relating to accounts receivable arises from the possibility that any counterparty to an instrument fails to perform. The Company does not feel there is significant counterparty risk that could have an impact on the fair value of cash and cash equivalents and receivables.

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b) Liquidity risk

The Company has in place a planning and budgeting process to help determine the funds required to support the Company's normal operating requirements on an ongoing basis and its capital, development and exploration expenditures. The Company ensures that there are sufficient funds to meet its short-term requirements, taking into account its anticipated cash flows from operations and its holdings of cash and cash equivalents.

As of March 31, 2011, the Company had a cash and cash equivalents balance of \$6,141,986 (December 31, 2010 - \$6,002,801, January 1, 2010 - \$772,964) to settle current accounts payable and accrued liabilities of \$219,708 (December 31, 2010 - \$222,925, January 1, 2010 - \$117,672). The Company's other current assets consist of marketable securities of \$138,000 (December 31, 2010 - \$90,000, January 1, 2010 - \$Nil), amounts receivable of \$40,840 (December 31, 2010 - \$21,574, January 1, 2010 - \$6,763) and prepaid expenses and advances of \$61,325 (December 31, 2010 - \$12,094, January 1, 2010 - \$49,378).

c) Market risk

At the present time, the Company does not hold any interest in a mining property that is in production. The Company's viability and potential success depends on its ability to develop, exploit, and generate revenue from the development of mineral deposits. Revenue, cash flow, and profits from any future mining operations in which the Company is involved will be influenced by precious and/or base metal prices and by the relationship of such prices to production costs. Such prices can fluctuate widely and are affected by numerous factors beyond the Company's control. The fair value of the Company's marketable securities is also influenced by these factors and is therefore subject to market risk.

The Company's investment in public companies are sensitive to a plus or minus 5% change in Canadian equity prices which would affect comprehensive income (loss) by approximately \$6,900.

d) Foreign exchange risk

The Company's financings are in Canadian dollars. Certain of the Company's transactions with its subsidiaries are incurred in foreign currencies and are therefore subject to gains or losses due to fluctuations in exchange rates.

As at March 31, 2011, the Company had cash and cash equivalents balances of \$3,284,699 (US\$3,387,684) (December 31, 2010 - \$1,107,273 (US\$1,113,284), January 1, 2010 - \$136,001 (US\$129,402) in U.S. dollars and accounts payable of \$121,324 (S./348,109) (December 31, 2010 - \$56,151 (S./160,171), January 1, 2010 - \$56,827 (S./157,945) in Peruvian Nuevo Soles .

Sensitivity to a plus or minus 5% change in the foreign exchange rate would have affected the net loss by approximately \$158,169 in the three month period ended March 31, 2011.

The Company does not undertake currency hedging activities to mitigate its foreign currency risk.

e) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The majority of the Company's cash and cash equivalents balances earn interest at fixed rates over the next three to twelve months. It is management's opinion that the Company is not exposed to significant interest rate risk. The Company has no interest bearing debt.

A sensitivity analysis has determined that an interest rate fluctuation of 1% would not have resulted in significant fluctuation in the interest income during the three month period ended March 31, 2011.

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f) Fair value of financial assets and liabilities

The book values of the cash and cash equivalents, prepaid expenses and advances, accounts receivable and accounts payable and accrued liabilities, approximate their respective fair values due to the short-term nature of these instruments.

The fair values together with the carrying amounts shown in the balance sheet are as follows:

	Carrying amount	Fair Value	Carrying amount	Fair Value	Carrying amount	Fair Value
	As at March 31, 2011		As at December 31, 2010		As at January 1, 2010	
	\$	\$	\$	\$	\$	\$
Cash and cash equivalents	6,141,986	6,141,986	6,002,801	6,002,801	772,964	772,964
Marketable securities	138,000	138,000	90,000	90,000	-	-
Prepaid expenses and advances	61,325	61,325	12,094	12,094	49,378	49,378
Amounts receivable	40,840	40,840	21,574	21,574	6,763	6,763
Accounts payable and accrued liabilities	(219,708)	(219,708)	(222,925)	(222,925)	(117,672)	(117,672)

1.14 - Other MD&A Requirements**Capital Stock**

a) Authorized share capital as at March 31, 2011:

Unlimited common shares without par value
100,000,000 preferred shares without par value

b) Securities issued and options granted:

Securities issued during the three months ended March 31, 2011:	9,970,000
Options granted during the three months ended March 31, 2011:	6,000,000

c) Common shares issued and outstanding at June 24, 2011:

	Shares #
Balance, March 31, 2011	177,168,958
Issued subsequent to March 31, 2011	5,881,000
	183,049,958
Potential issuance of common shares:	
Stock options	11,385,000
Warrants	30,424,445
Fully diluted	224,859,403

Escrow Shares

At March 31, 2011, there were 348,133 common shares issued to a former officer and director of the Company, held in escrow. These shares were released in April 2011.

Shareholders Rights Plan

A Shareholders Rights Plan Agreement ("SRP") between Duran Ventures Inc. and Equity Transfer & Trust Company was approved by shareholders at the Special Meeting on October 14, 2008, and was subsequently approved by the TSX Venture Exchange, and is effective October 31, 2008. The SRP has been included in the proxy ballot for re-approval at the Company's Annual and Special Meeting of shareholders on June 29, 2011.

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Risks and Uncertainties

At the present time, the Company does not hold any interest in a mining property in production. The Company's viability and potential successes lie in its ability to develop, exploit and generate revenue out of mineral deposits. Revenues, profitability and cash flow from any future mining operations involving the Company will be influenced by precious and/or base metal prices and by the relationship of such prices to production costs. Such prices have fluctuated widely and are affected by numerous factors beyond the Company's control.

The Company has limited financial resources and there is no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfill its obligations under applicable agreements. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the property interests of the Company, with the possible dilution or loss of such interests.

Commitments

In February 2011, the Company signed a lease agreement for a new office space commencing June 1, 2011. The term of the lease is for a period of five years, expiring on May 31, 2016. The annual lease payments are approximately \$135,000. As part of the agreement, the Company paid a rental deposit of \$12,629 to be applied to the first rental payment due and an additional \$25,608 to be held as a security deposit.

Subsequent Events

a) Warrants

Subsequent to March 31, 2011, 4,931,000 warrants were exercised for cash proceeds of \$1,008,700.

In April 2011, 45,000 warrants expired unexercised.

b) Options

Subsequent to 31, 2011, 950,000 options were exercised for cash proceeds of \$114,000.

In April 2011, 150,000 options expired unexercised. In June 2011, an additional 375,000 options expired unexercised.

Additional disclosure of the Company's technical reports, material changes reports, news releases and other information can be obtained on SEDAR.