



Pacific North West Capital Corp.

FORM 51-102F1

**INTERIM MANAGEMENT DISCUSSION AND ANALYSIS
FOR
PACIFIC NORTH WEST CAPITAL CORP.**

FOR THE NINE MONTH PERIOD ENDED 31 JANUARY 2011

MANAGEMENT DISCUSSION AND ANALYSIS

The following discussion and analysis is Management's assessment of the results and financial condition of Pacific North West Capital Corp. (the "Company" or "PFN") for the nine month period ended 31 January 2011 and should be read in conjunction with the corresponding consolidated financial statements and the related notes for the same period. The date of this Management Discussion and Analysis is 14 March 2011. Additional information on the Company is available on SEDAR at www.sedar.com.

BUSINESS OF PACIFIC NORTH WEST CAPITAL CORP.

PFN is a mineral exploration company focused on the acquisition, exploration and development of platinum group metals (PGMs), precious and base metals properties. Management's corporate philosophy is to be a project generator, explorer and project operator with the objective of forming options and/or joint ventures with major mining companies through to production. To that end, PFN has joint venture agreements with Anglo Platinum Limited and First Nickel Inc. PFN has begun the evaluation of several potential property acquisitions, including precious and base metal production opportunities. A wholly-owned US and Mexican subsidiary, Pacific North West Capital Corp. USA and Pacific North West Capital de México, S.A. de C.V., respectively, are being maintained for future acquisition.

FORWARD LOOKING STATEMENTS

Certain information included in this discussion may constitute forward-looking statements. Forward-looking statements are based on current expectations and entail various risks and uncertainties. These risks and uncertainties could cause or contribute to actual results that are materially different than those expressed or implied. The Company disclaims any obligation or intention to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

Project Overview:

ROCK & ROLL PROPERTY, BRITISH COLUMBIA

On 28 July 2009, the Company obtained an option from Misty Creek Ventures Ltd. (Misty Creek Ventures Ltd. was dissolved in January 2010 and its interest was transferred to Equity Exploration Consultants Ltd.), First Fiscal Enterprises Ltd. and Pamicon Developments Ltd. (collectively the "Vendors") on the Rock & Roll property (the "Property"), located in the Liard Mining District approximately 9 km west of the Bronson airstrip and 37 kilometres ("km") from the Eskay Creek Mine Road in northern British Columbia. Under the terms of the Agreement, PFN can earn a 100% interest in the Property over a four year period by completing \$2,000,000 in exploration expenditures, paying the Vendors \$130,000 and providing the Vendors with a total of 600,000 PFN shares. The Vendors will retain a 2% net smelter return royalty ("NSR"), of which 1% can be purchased for \$3,000,000. The Property is also subject to an underlying NSR of 2%, and an underlying NPI of 15%, both of which are payable to Prime Equities International Corporation, and both of which are purchasable in their entirety for \$1,500,000 each.

The Rock & Roll Property hosts precious metals rich in volcanogenic massive sulphide (VMS) mineralization in a volcano-sedimentary host rock package of Triassic age. As such, the mineralization shows similarities to the gold and silver rich mineralization of Barrick Gold's past producing Eskay Creek mine. Known mineralization on the Rock & Roll Property occurs in multiple stacked sulphide lenses in two zones, the Black Dog and SRV zones, over a strike length of approximately 950 metres ("m"). A total of approximately 14,000 m of core drilling in 110 drill holes was completed on the property from 1991 to 1997. Only six drill holes tested the host stratigraphy outside of the known mineralization, but at least 5 km of strike length of the prospective lithologies is present on the Property. Historic drilling has tested the known mineralization down to depths of only about 160 m. Thus there is the potential for additional mineralization along strike and at depth.

Diamond drilling on the property between 1990 and 1997 outlined an historic resource estimate of 675,000 tonnes at 1.75 grams per tonne ("g/t" gold ("Au"), 233.8 g/t silver ("Ag"), 2.2% zinc ("Zn"), 0.5% lead ("Pb"), 0.4% copper ("Cu"), based on data and reports prepared by previous operators in 1997 (Dunning and Scott). The Company has not completed the work necessary to have the historical estimate verified by a current National Instrument 43-101, *Standards of Disclosure for Mineral Properties*, ("NI 43-101" compliant report; therefore, the historical estimate should not be relied upon. The property will

require considerable future exploration which the Company and its consultants intend to carry out in due course.

Selected historic drill results that were included in this historic resource estimate are tabulated below. These results have not been verified by the Company and are included only to illustrate the nature of mineralization on the Rock & Roll Property.

Hole	Drill Width	Au (g/t)	Ag(g/t)	Cu(%)	Pb(%)	Zn(%)
RR90-001	9.7 m	2.74	881.0	0.50	2.07	5.30
RR90-015	2.3 m	2.09	521.4	1.10	0.88	4.60
RR91-022	1.1.m	2.30	1333.5	0.31	0.68	1.59
RR91-036	6.0 m	2.74	687.3	1.08	2.16	6.41
RR91-065	10.0 m	3.19	396.3	1.09	1.09	5.07
RR91-065	4.5 m	2.98	425.8	0.53	0.95	3.28
RR91-064	6.5 m	3.57	521.7	0.50	0.86	2.73

PFN embarked on an ambitious 2009 work program on the Rock & Roll Property. A 350 line km AeroTem3 helicopter-borne magnetic/electromagnetic survey covering the property was completed in early August by Aeroquest Limited.

The 2009 drilling program consisted of a total of 540 m of core drilling completed in five holes. The first four holes were designed to test gaps in the historic drilling on the Black Dog Zone in order to establish the degree of continuity of the mineralization and to confirm the historic geological model. Each of the infill drill holes encountered the target mineralization, confirming the continuity of the sulphide lenses and the validity of previous geological interpretations. The table below illustrates selected assay results for the 2009 Rock & Roll drill program. (Au and Ag in g/t. Cu, Pb and Zn in percent (%)).

Hole Number	From (m)	To (m)	Interval (m)	Au g/t	Ag g/t	Cu %	Pb%	Zn%
RR09-105	76.03	77.9	1.87	0.78	84.6	0.24	0.21	0.89
including	76.77	77.9	1.13	1.14	120.4	0.32	0.30	1.23
RR09-106	62.26	64.3	2.04	0.40	72.2	0.27	0.24	1.63
including	62.26	63.01	0.75	0.90	177.7	0.60	0.63	4.23
RR09-107	39.32	58.73	19.41	0.53	57.9	0.19	0.24	0.91
including	39.32	42.46	3.14	1.31	296.2	0.46	1.25	3.99
RR09-108	46.88	85.59	38.71	0.28	18.3	0.13	0.05	0.72
including	62.74	75.71	12.97	0.40	28.0	0.21	0.06	1.07
RR09-109	No Significant Assays							

*Interval represents apparent thickness not true thickness

The final drill hole of the program tested a strong electromagnetic anomaly that may represent the westward continuation of the Black Dog Zone. Drilling at this location failed to return any significant assays.

Further investigations are required to test for a westward extension of the main zones of mineralization.

The 2009 work program on the property was also designed to provide an initial evaluation of the validity of historic assay data. A total of twenty-one samples from five different historic drill holes were obtained for comparison with the original assays. In most cases the samples were taken from the same core interval as the original samples. Overall historic assay results have been confirmed, and the Company can now embark on a systematic re-sampling of historic core to provide a statistical comparison of the historic assay data with modern data. Commencement of the 2010 Rock and Roll exploration program was announced on September 27th 2010. This program primarily focused on continuation of re-sampling previous drill core, coupled by geological mapping/prospecting that investigated airborne geophysical survey conductors and geological and geochemical targets. The fieldwork was supported by further compilation of data from the 1990-97 programs and the incorporation of new geological interpretations formulating in conjunction with members of the British Columbia Geological Survey.

The 2010 exploration program was completed in December 2010. The updated NI43-101 report with resource estimate is expected to be completed in the next quarter.

RIVER VALLEY, ONTARIO

On 5 November 2007, a \$525,000 budget was approved for the River Valley platinum group metals ("PGM") Project by joint venture partner Anglo Platinum Limited ("Anglo Platinum"), through its wholly-owned subsidiary, Kaymin Resources Limited ("Kaymin"), the largest primary producer of PGM in the world. The budget was for the continued evaluation of the River Valley Intrusive (RVI). In August 2008, with funds remaining from the 2007 budget, a limited re-sampling of certain exposures was completed. In September 2008, commodity markets suffered major declines. In light of these declines, Anglo Platinum informed PFN of its intention to place the River Valley project on temporary hold until metal prices improved. A \$285,000 budget was approved for the project in 2008 to finalize data compilation and archiving, to complete the transfer of mining claims to mining lease, and to wind down operations at the Sudbury Exploration office. A further \$245,000 budget was approved for the project in 2009 to carry out reclamation work on the River Valley property. As of 28 February 2009, the process of archiving material, storing equipment, and shutting down operations in Sudbury was complete. Reclamation work was completed in August 2009.

An additional \$150,000 budget was allocated to fund a geochemical study of the River Valley mineralization. This study was conducted by Dr. Reid Keays of Monash University, Melbourne, Australia. Dr. Keays is an expert in the geochemistry of nickel and platinum group metal deposits. Re-sampling of selected River Valley drill holes was completed in January, 2009, and the 336 samples have been submitted to the Ontario Geoscience Laboratories for analytical work and 154 results have been received. In order to improve economy modeling of the deposit the study examined the full suite (platinum, palladium, rhodium, osmium, iridium, and ruthenium) PGM content of the ore, and determined relationship of rhodium, iridium and ruthenium concentration from platinum and palladium. Results show that a correlation exists between the individual platinum group elements with platinum ("Pt") and/or palladium ("Pd"). Therefore, robust formulae can be derived through a regression analysis to predict the abundances of these additional economic elements for any calculated resource or analytical concentration within this region of the River Valley intrusion.

The River Valley PGM Project is a 50/50 joint venture with Kaymin. Anglo Platinum committed over \$22 million to the joint venture to date and had the right to earn a 60% interest in the project by completing a feasibility study, and a 65% interest by funding it through to production. PFN is the operator of the project. Included in the River Valley PGM Project are the following:

i) River Valley Property, Ontario

By agreement dated 15 January 1999 and amended 11 March 1999, the Company acquired a 100% interest in 226 claim units, known as the River Valley Property, located in the Dana and Pardo Townships, Sudbury Mining District, Ontario. As consideration, the Company paid \$265,000 and issued 600,000 common shares to the optionors. In addition, minimum annual exploration expenditures of \$100,000 were completed. The property is subject to a 3% NSR. The Company, at its option, can purchase up to 2% of the NSR from the vendors for \$2,000,000.

ii) Goldwright Property, Ontario

By agreement dated 30 June 1998 and subsequently amended, the Company earned a 25% interest in certain mineral claims known as the Janes property, located in the Janes Township, Sudbury Mining District, Ontario. Certain claims are subject to a 2% NSR.

iii) Razor Property, Ontario

The Company acquired a 100% interest in certain mineral claims located in the Dana Township, Sudbury Mining District, Ontario for consideration of \$30,000. The property is subject to a 2% NSR.

iv) Western Front Property, Ontario

By agreement dated 16 November 2001, the Company earned a 70% interest in certain mineral claims known as the Western Front property from a company (the "optionor") with certain directors in common, for consideration of \$55,000 and issuance of 20,000 shares. In addition, an exploration expenditure of \$50,000 was completed.

The Company has the right to purchase an additional 30% interest in the property by paying \$750,000 to the optionor.

The property is subject to a 3% NSR, the first 1% of which the Company can purchase for \$1,000,000; the second 1% can be purchased for \$2,000,000. The Company and the optionor will share the NSR buyout privileges in proportion to their respective interests.

On 31 January 2011 the Company announced that it had entered into an agreement to acquire the 50% interest in the River Valley Project held by Anglo Platinum's wholly-owned subsidiary Kaymin. Under the terms of the agreement, Anglo Platinum will exchange its 50% interest in the unincorporated joint venture, for a 12% interest in PFN, based on the issued and outstanding common shares of PFN as of 30 November 2010 (67,643,008). The aggregate purchase price for the 50% interest in the River Valley PGM project is;

- (a) 8,117,161 fully paid and non-assessable Common Shares; and
- (b) Three year warrants exercisable to purchase 3,000,000 Common Shares at a price of \$0.30 per share

SARGESSON AND KELLY/DAVIS PROPERTIES, ONTARIO

The Company acquired a 100% interest in certain mineral claims, known as the Sargesson and Kelly/Davis properties, located in the Janes, Davis and Kelly Townships, Sudbury Mining District, Ontario. As consideration, the Company paid \$68,400 and incurred \$30,000 in exploration expenditures.

The property is subject to a 2% NSR. The Company can purchase 1% of the NSR from the vendors for \$400,000 and has the right of first refusal on the remaining 1% NSR.

COLDWELL, ONTARIO

On 18 September 2007, the Company announced that it had completed the acquisition of three new PGM projects within the Alkaline Coldwell Intrusive Complex (CIC), which hosts a number of PGM and copper occurrences. The three projects, totalling 91 mineral claims (968 units or 20,254 hectares), have been designated Coldwell West, Coldwell Central and Coldwell South. The projects are 100% owned by PFN and are located approximately 215 km north east of the city of Thunder Bay, 10 km north of the town of Marathon, and 40 km west of the prolific Hemlo Gold Camp.

An exploration program of prospecting, lake-bottom sediment geochemical sampling, and an airborne EM and magnetic survey was initiated to evaluate the claims. Anomalies generated by these surveys were evaluated in a subsequent work program in the fall of 2008. No significant mineralization was identified during the course of this work.

The Company allowed the Coldwell claims to lapse in July and August 2010.

GOODCHILD, ONTARIO

During the year ended 30 April 2009, the Company acquired 28 mineral claims by staking in the Goodchild area of Ontario. The Goodchild property was incorporated into the Coldwell Project described in the preceding paragraph, and a portion of the 2008 Coldwell work program was directed at identifying mineralization on the Goodchild property.

As with the Coldwell Project; the Company allowed the Goodchild claims to lapse in February 2010.

SWAYZE JOINT VENTURE, ONTARIO (OLD: NICKEL MUIR, ONTARIO)

The Company entered into a 50/50 joint venture agreement with Benton Resources Corp. ("Benton") on 12 February 2008 to jointly explore three properties (Tooms, Heenan and Kenagami) in the Swayze greenstone belt. Benton acts as operator for the project and is responsible for carrying out all exploration activities.

The Swayze Project is situated approximately 100 km south-west of Timmins, Ontario. The project lies within the Swayze greenstone belt, which represents the western extension of the Abitibi greenstone belt. The latter terrane hosts numerous nickel deposits including the producing Redstone (Liberty) mine and the newly discovered Golden Chalice occurrence.

In July 2008, a helicopter-borne magnetic and electromagnetic (VTEM) survey was completed over the Tooms property. Mapping and prospecting were also completed during the summer of 2008, and several

gold occurrences were evaluated on the Heenan claim block. Approximately 500 m of diamond drilling was completed on the Heenan gold showings in September 2008. Several zones of anomalous gold mineralization were identified, but intersection widths were not significant.

On 5 May 2009, the Company and Benton agreed to terminate the Swayze joint venture. The individual claims that make up the joint venture reverted to original ownership. No exploration activities were performed on Swayze claims in 2009.

The Company allowed the Swayze claims to lapse in January 2010.

RAGLAN HILLS JOINT VENTURE, ONTARIO (OLD: SOUTH RENFREW, ONTARIO)

On 11 December 2007 the Company entered into a 50/50 joint venture agreement with First Nickel Inc. ("First Nickel") to undertake exploration on certain properties known as the Raglan Hills Project. The two companies participate equally in a single purpose, unincorporated joint venture to carry out mineral exploration on the project.

First Nickel acted operator and was responsible for completing all exploration activities. The Raglan Hills Project is situated northeast of Bancroft, Ontario, and consists of 21 claim blocks totalling 2,752 hectares. The property overlies the Raglan Hills Complex, a differentiated mafic intrusion composed primarily of meta-gabbro with lesser proportions of meta-pyroxenite. In July 2008, the joint venture completed an AeroTem III and AeroTem IV geophysical survey. Follow-up prospecting was completed in the fall of 2008, with numerous potential drill targets identified.

On 7 July 2010, the Company received a 2009 Summary Report of the work completed on the Raglan Hills property from First Nickel. The Company elected to not contribute to the 2009 exploration program and, as a result, the Company's participating interest has been decreased to 9.42%. As defined in the joint venture agreement, the Company has been deemed to have assigned and conveyed its remaining participating interest to First Nickel and has received as its sole remuneration and benefit a 1.5% NSR over the Raglan Hills property.

EAST SUDBURY, ONTARIO

In September 2009, the Company entered into a purchase agreement with Trueclaim Exploration Ltd. ("Trueclaim") whereby Trueclaim would purchase 100% ownership of certain claims that formed part of the East Sudbury property for a 1.5% NSR and 50,000 Trueclaim shares. In September 2009 the property was reduced from 128 claims to 60 claims.

From September 2009 to December 2009 an additional 56 claims were lapsed and the Company allowed the balance of the claims remaining to lapse in August 2010.

NORTH DULUTH, ONTARIO

During a previous year, the Company acquired 10 mineral claims in the Crystal Lake Area south of Thunder Bay, Ontario. The Company completed a geophysical program on the project. No further work has been undertaken on the property.

The Company allowed the North Duluth claims to lapse in February 2010.

GLITTER LAKE, QUÉBEC

The Company entered into an option agreement dated August 15, 2003, as amended April 30, 2006, with CanAlaska Uranium Ltd. ("CanAlaska") whereby the Company could earn a 50% interest in the mineral claims known as the "Glitter Lake Property", located in Québec.

The Glitter Lake property consists of 63 unpatented mining claims totalling 1,008 hectares. The claims are owned 100% by PFN, and carry expiry dates of 24 June 2011. Work requirements are \$750 per claim. The claims are situated along the trend of the gabbroic sill that hosts the Horden Lake Cu-Ni deposit and form two groups, one situated to the southwest of the Horden Lake property, the other to the northeast.

The Glitter Lake claims surround, and extend along strike from, the Horden Lake Copper-Nickel deposit, which hosts an indicated resource of 8.8 million tonnes ("Mt") at 0.88% copper ("Cu") and 0.21% Nickel ("Ni"), and an inferred resource of 7.8Mt at 0.87% Cu and 0.25% Ni (Southampton Ventures Inc., Press Release, March 2nd 2009).

The principal exploration target on the Glitter Lake Property is remobilized magmatic Cu-Ni sulphide mineralization along the contact of the metagabroic intrusion that hosts the Horden Lake deposit. Of particular interest is the potential for relatively high-grade Cu mineralization that could be used to augment the high grade, but relatively low tonnage portion (indicated resource of 2.4 Mt at 1.37% Cu, 0.25% Ni, and inferred resource of 2.0 Mt at 1.34% Cu, 0.34% Ni) of the Horden Lake deposit.

On 1 April 2008 the Company signed an amended agreement with CanAlaska whereby in order to maintain the option, a total of \$200,000 was to be spent by 15 April 2009 with an additional \$300,000 to be spent by 15 April 2010. PFN has completed exploration expenditures in the amount of \$248,891 fulfilling its 2003 and 2007 exploration commitments.

On 30 January 2009, PFN and CanAlaska signed an amendment to the option agreement whereby CanAlaska has assigned a 100% interest in the Glitter Lake Property to PFN in consideration of PFN assuming CanAlaska's remaining lease obligation of approximately \$83,600 with respect to its Kerrisdale office location to the end of the lease term in November 2010. CanAlaska retains a 0.5% NSR interest in the property along with the existing royalty agreement with the original prospectors of 1.5%. The original option agreement has thus been terminated.

A joint venture partner is being sought to further explore the Glitter Lake Property.

FIEDMONT, QUÉBEC

In December, 2008, the Company entered into an option agreement with Kinbauri Gold Corp. ("Kinbauri") to earn a 60% interest in the approximately 8,000 ha Fiedmont PGM property. The property is situated approximately 15 km northeast of Val d'Or, Québec. PFN will pay \$98,000, issue 150,000 shares to Kinbauri and complete \$400,000 in work expenditures by 30 November 2010 to vest. A 60 (PFN)/40 (Kinbauri) joint venture comes into effect after vesting.

The Fiedmont property hosts PGM mineralization in sulphide zones associated with the contacts of the intrusion. Showings have returned values grading up to 6 grams per tonne ("g/t") Pt+Pd, and drill hole intersections include up to 1.5 g/t Pt+Pd over 5 meters ("m"). The property has seen very little work since its discovery in 2002. The Company completed an initial drill program targeting potential extensions of the known mineralization in March, 2009.

No significant assay results were obtained from the drilling program, and the option agreement was terminated in October of 2009.

DESTINY GOLD PROPERTY, QUÉBEC

In September 2009, the Company entered into an option agreement with Alto Ventures Ltd. ("Alto") to acquire the Destiny Gold Project (formerly the Despinassy Project) located approximately 75 km north of Val d'Or in the Abitibi-Témiscamingue region of Québec. Under the terms of the Option Agreement with Alto Ventures Ltd. ("Alto"), PFN will pay Alto \$200,000, provide Alto with 250,000 common shares of PFN, and complete a total of \$3,500,000 in exploration expenditures over a four year period to earn a 60% interest in the Destiny Gold property. Subsequent to vesting of its interest, PFN will form a joint venture with Alto to further develop the project. Certain claims comprising the property are subject to underlying net smelter return royalties ranging from 1% to 3.5%, with varying buy-back provisions. Details of the underlying NSR's are available on the PFN website.

The property is road accessible, and excellent mining infrastructure and support facilities are available in nearby Val d'Or. The property consists of 175 mining claims totalling 7,260 ha. The Destiny Gold property is underlain by Archean metavolcanic and metasedimentary rocks of the Abitibi Greenstone Belt. A regional scale structure, the Despinassy shear zone, transects the property. High grade gold mineralization occurs in quartz veins and alteration zones associated with this structure. Mineralization has been identified in several locations along the Despinassy shear zone on the property over a strike distance of about 4 km.

The main area of mineralization, the DAC zone, occurs over a strike length of about 600 m. In this area, four to five identifiable intervals of quartz veining and shear-related alteration zones carry high-grade gold mineralization, with drill intersections ranging up to 178.5 g/t gold ("Au") over a drill width of 1.0 m. The DAC zone hosts a NI 43-101 compliant indicated resource of 166,863 tonnes grading 6.88 g/t Au (36,892 ounces) and an inferred resource of 444,753 tonnes grading 4.46 g/t Au (63,839 ounces) as calculated by W.A. Hubacheck Consultants Ltd. in 2007 (see "A Resource Estimate of the DAC Gold Deposit, Despinassy Twp., Val d'Or, Quebec" dated January 9, 2007). The DAC zone is open along strike and at

depth. The occurrence of high-grade mineralization at the Darla and 20 and 21 zones to the east clearly indicates that the mineralizing system occurs across a significant portion of the property.

The Phase 1 program was completed on 22 December 2009 and consisted of 5,600m of drilling in 14 holes.

Results from the Phase I drilling program were very positive as they validated the deposit model and confirm continuity of gold mineralization between previous wide-spaced holes. Each of the holes targeting the DAC deposit intersected gold within multiple zones of shearing, strong alteration, quartz veins containing variable amounts of sulphides. Significant gold values were obtained in 100% of the holes drilled including high grade quartz veins containing up to 44.39 g/t Au and wide mineralized shear zones including 21.0 m averaging 1.39 g/t Au and another high grade quartz veins containing up to 16.43 g/t Au over 0.5 m (0.48 oz/ton) and averaging 0.51 g/t and 49.5 m averaging 0.36 g/t Au. Phase 1 confirmed the large size of the gold system at the DAC deposit.

The Phase 2 drilling program began 26 January 2010 and was completed in March 2010. The results from the Phase I and Phase II programs are incorporated into the extensive data base available for the Destiny project for the next stage of work, which may include diamond drilling. Drilling at the DAC Deposit continued to intersect multiple gold zones with high grade values over significant widths including DES10-137 which intersected 20.85 g/t Au over 1.1m within a vein zone that averages 8.46 g/t over 3.0m. This same hole intersected another gold zone containing 12.0 g/t Au over 0.5 m within a quartz-veined shear zone averaging 1.16 g/t Au over 6.6 m and a massive sulphide lens assaying 6.4% Zn over 1.0 m.

DES10-137 intersected a one metre wide zone of zinc-rich massive sulphides that is believed to be part of the same sulphide horizon from which base metal values were reported. Company believes that the base metals are indications of an earlier copper-zinc-gold massive sulphide system that has been subsequently overprinted by the gold enriched shear zones that are host to the DAC Deposit.

Table 1: Significant Gold Assays

Hole Number	From (m)	To (m)	With (m) *downhole	Au (g/t)
DES09-128	315.0	318.6	3.6	1.37
	458.1	458.6	0.5	2.99
DES09-129	257.7	266.0	8.3	1.10
	308.8	316.3	7.5	0.78
	407.0	407.5	0.5	16.43
DES09-130	299.2	312.6	13.4	0.7
	305.5	306.7	1.2	6.02
	354.4	374.2	19.8	0.53
DES09-131	94.6	119.9	25.3	0.51
	116.8	118.9	2.1	2.42
	131.0	170.5	49.5	0.36
DES09-134	124.8	135.3	10.5	0.41
Includes	256.9	266.7	9.8	0.53
	259.6	260.6	1.0	2.54
	316.7	332.8	16.1	0.28
DES09-135	355.75	368.0	12.25	2.85
Includes	357.25	357.75	0.5	12.69
Includes	365.5	366.0	0.5	51.66
Includes	374.85	377.0	2.15	1.55
	375.4	375.7	0.3	7.9
Includes	386.65	391.0	4.35	0.74
	389.15	390.15	1.0	2.34
	431.4	441.8	10.4	0.46
	446.5	70.35	23.85	0.36
	486.55	496.9	10.35	0.35
	527.1	530.0	2.9	3.35

Includes	527.1	527.75	0.65	12.84
DES09-136	451.0	463.3	12.3	0.9
Includes	460.9	461.5	1.6	3.59
DES09-137	216.3	227.6	11.3	0.92
Includes	226.8	227.6	0.8	4.0
Includes	251.9	258.5	6.6	1.16
	254.0	254.5	0.5	12.0
	371.0	374.0	3.0	8.46
Includes	372.9	374.0	1.1	20.85
DES09-138	22.0	44.0	22.0	0.39
New Vein	91.0	92.0	1.0	2.57

* Based on core angles and previous drilling, true widths are estimated at approximately 80 to 90% of the downhole lengths reported. Mineralized zones generally start at 0.1 g/t gold and assay averages may include minimal intervals of waste material. No top cuts of assays were used.

The results from the first 14 holes were very positive as they confirm continuity of gold mineralization between holes drilled previously, some of which were spaced from 100m to 200m apart.

The 2010 Destiny exploration program was completed in December 2010. A high resolution airborne magnetic survey was conducted along with borehole electromagnetic (BHEM) surveys that were designed to target massive sulphide mineralization.

Three drill holes were completed and each had a specific objective with respect to defining controls on the mineralization at the Destiny Gold Project. These are summarized as (1) to test selected BHEM conductors and assess the association of areas of sulphide mineralization with gold mineralization, and (2) to test for shallow gold mineralization to the south of the DAC deposit where the high resolution magnetic survey identified magnetic signatures similar to the DAC deposit.

Previous drilling revealed massive sulphide mineralized lenses locally adjacent to the gold mineralization. The companies interpreted these sulphide lenses as important to the gold mineralizing system and completed BHEM surveys in certain drill holes to trace the extent of the massive sulphide mineralization and to help guide drilling at depth.

The 2010 program also included the completion of an updated NI43-101 compliant report with a resource estimate. On 24 January 2011 the Company announced the completion of the report prepared by Wardrop ("Wardrop"), a Tetra Tech Company (the "Technical Report") which incorporates over 7,600 m of additional drilling that was completed on the deposit subsequent to an earlier NI43-101 compliant resource estimate calculated by W. A. Hubacheck Consultants Ltd..

Indicated and Inferred resources have been determined for the DAC deposit. The deposit is made up of narrow high-grade gold-bearing quartz veins occurring within five parallel alteration zones. These alteration zones carry gold at lower grades than the quartz veins but are significantly wider. The Wardrop report indicates that the additional drilling has expanded the DAC Deposit and significantly increased the contained ounces of gold.

At a cut-off grade of 0.5 g/t Au and using the Inverse Distance Squared (ID2) estimation method, the five gold zones contain an Indicated Resource of about 10.8 million tonnes with an average grade of 1.05 g/t Au (364,000 contained ounces). In addition, the Inferred Resource totals 8.3 Mt with an average grade of 0.92 g/t Au (247,000 contained ounces). Table 2 summarises the Resource Estimate at the 0.5 g/t cut-off.

Table 2: DAC Resource Estimation Summary (using ID2 method)

Class	Zone	Capping Grade (g/t)	Tonnes Above Capped Grade	Average Grade (g/t)	Average True Width (m)	Au Ounces
Indicated	1	7.53	1,395,600	0.84	16	37,760
	2	19.63	2,942,700	1.19	30	112,644
	3	6.66	1,370,700	0.99	12	43,675
	4	10.80	3,542,600	1.06	21	121,221
	5	14.00	1,573,900	0.97	15	49,231
	Total			10,825,500	1.05	
Inferred	1	7.53	971,900	0.70	16	21,724
	2	19.63	1,841,100	1.06	30	62,487
	3	6.66	725,500	0.93	12	21,759
	4	10.80	3,085,300	0.89	21	88,767
	5	14.00	1,706,600	0.96	15	52,854
	Total			8,330,400	0.92	

Table 3: DAC Resource Estimation Summary (using ID2 method)

Class	ID2 Cut-off (Au g/t)	Tonnes	Average Grade (Au g/t)	Contained Ounces Au
Indicated	0.2	24,275,300	0.65	509,960
	0.4	14,371,800	0.90	415,780
	0.5	10,825,500	1.05	364,530
	0.6	8,225,700	1.21	318,840
	0.8	5,359,200	1.48	255,370
	1.0	3,858,800	1.71	212,310
	1.5	1,820,100	2.26	132,490
	2.0	979,900	2.73	86,100
Inferred	0.2	22,541,600	0.55	401,190
	0.4	12,132,100	0.78	302,500
	0.5	8,330,400	0.92	247,590
	0.6	5,797,600	1.09	203,210
	0.8	3,534,600	1.35	153,420
	1.0	2,521,400	1.53	124,390
	1.5	1,133,600	1.93	70,360
	2.0	385,600	2.29	28,400

A cut off grade of 0.5 g/t Au was selected to tabulate the total resources based on the results of similar gold projects located in Ontario and Quebec. In addition, the following parameters were considered; 4:1 stripping ratio, operating costs of \$14.30/tonne at 10,000 tonnes per day, long term gold price of \$US973/troy ounce, \$US to \$Cdn conversion of 1.02 and gold recovery of 94%. The resources block considers the mineralization to start at approximately 15 m below surface down to a depth of 400m for the deepest zone (Zone 5).

Mineral Resources are not Mineral Reserves and by definition do not demonstrate economic viability.

NICKEL PLATS, SASKATCHEWAN

By agreement dated 30 April 2007, the Company optioned the Nickel Plats property from Diamond Hunter Ltd. ("Hunter"). The property is located approximately 50 km north of Laronge, Saskatchewan. The property covers a nickel ("Ni")-Cu occurrence (historic resource of 1.7 million tonnes grading 0.74% combined nickel-copper) within a sulphide rich (pyrrhotite, chalcopyrite and pyrite) gabbro intrusion.

The Saskatchewan government mineral database reports a historical, non-43-101 compliant, mineralization calculation, sourced from the Northern Miner (11/04/1989) for the Gochagar Lake mineral occurrence to be 1.7 million tonnes of 0.74 combined Ni + Cu. Situated within the claim boundary of the most northerly claim is a showing which is reported to have returned an assay of 103.6 g/t Au and 7.7 g/t silver ("Ag") over a one metre width. A total of 88 drill holes on 13 sections have tested the Gochagar Lake occurrence. Many of the historical drill logs, assay sheets, assay certificates, resource calculation blocks have been lost or destroyed over the years. As a result of this loss the resource calculation can not be vetted. Sulphide mineralization is hosted within a complex hornblendite, gabbro, diorite mafic intrusion and the wall rock metasediments. There have been two phases of diamond drill exploration. During the 1960's Scurry Rainbow drilled mostly vertical holes. Flanagan and McAdam and Company (1989-90) further tested the occurrence and local area with 9 angled holes. The interpretation of the mineralized body requires further refinement.

A property acquisition program was initiated adjacent to the Nickel Plats property in 2007. The additional claims ("Nickel Plats Adjunct") cover what are considered to be the potential strike extensions of the Ni-Cu mineralization identified on the Nickel Plats Project, as well as covering additional mafic intrusions in the general vicinity. By agreement dated 16 May 2007, the Company acquired, for \$10,000, from Hunter, a 100% interest in the Nickel Plats Adjunct. The Nickel Plats Adjunct is subject to a 2.0% NSR. The Company has the right to purchase a 1.0% NSR for \$750,000.

A 2284 line km helicopter-borne VTEM (Versatile Time Domain Electromagnetic) geophysical survey was completed by Geotech Ltd. over the Nickel Plats property in 2008. A geophysical interpretative report was completed in late 2008, with a large number of anomalies identified on the property. On 30 March 2009, the Company and Hunter signed an amendment to the terms agreement as follows:

		Payments	Shares	Exploration Expenditures
Upon execution of agreement	<i>(paid/issued)</i>	\$ 10,000	75,000	\$ -
On or before 30 June 2007	<i>(paid)</i>	20,000	-	-
On or before 30 April 2008	<i>(paid/issued)</i>	30,000	75,000	-
On or before 30 April 2009	<i>(paid/issued)</i>	15,000	50,000	-
On or before 30 April 2010	<i>(paid/issued)</i>	15,000	50,000	-
On or before 30 April 2011		20,000	-	-
On or before 30 April 2012		20,000	-	-
On or before 30 April 2013		20,000	-	-
Total		\$ 150,000	250,000	\$ -

The Nickel Plats property is subject to a 2.0% NSR. The Company has the right to purchase a 1.0% NSR for \$750,000.

A joint venture partner is being sought to further explore the Nickel Plats Project.

TONSINA PROPERTY, ALASKA

The Tonsina property, presently defined, consists of 46 State of Alaska mining claims, known as the "Marc" claims 1-46 (ADL Nos. 610060 – 610105; which were staked in June 2006. These claims comprise a contiguous group of State of Alaska ¼ section claims covering approximately 29.78 sq. kilometers (744.62 hectares, or 7,360 acres), herein referred to as the "Tonsina property". The claims are owned 100% by the Company.

The property is located in the Valdez quadrangle in southeast Alaska on state select land, located approximately 6 km south of the village of Tonsina and 110 km north of Valdez. The property covers prospective PGM mineralization within the Tonsina ultramafic intrusive complex. Access is relatively good with bush roads 6 km north to the Richardson Highway which connects Anchorage to Fairbanks. Helicopters are still required to reach the higher elevations.

The 2007 exploration program identified significant PGM anomalies associated with a sulphide and chromite enriched layer in the Tonsina Ultramafic Complex. An induced polarization survey designed to test the extent of the mineralization was completed in the summer of 2008, and was followed by a ground magnetic survey and surface channel sampling. The results suggest that the zone of sulphide mineralization is continuous over a 300 m strike length. Future work will focus on determining the total strike extent of this zone, and identifying the best locations for drill testing of the mineralization.

A joint venture partner is being sought to further explore the project.

KANE PROPERTY, ALASKA

On 6 June 2007, the Company entered into an option agreement with Stillwater whereby Stillwater could earn 50% of the first selected property by spending US\$3.5 million and US\$4.0 million on each subsequent selected property by 31 December 2011. In March 2008, Stillwater elected not to continue with exploration on the property in order to evaluate new ground in southeast Alaska.

The Company continues to maintain the Kane property's mineral claims and a joint venture partner is being sought to further explore the property.

UNION BAY, ALASKA

The Union Bay project is a 50/50 joint venture project with Freegold Ventures Limited ("Freegold"). No programs were carried out during the past year, although management continues to believe that there are drill targets that warrant future programs on the property. The property is located 32 km west of Ketchikan, Alaska.

Freegold and PFN are seeking a joint venture partner to further develop this project.

NIXON FORK PROPERTY, ALASKA

By Letter Agreement (the "Agreement") dated December 9, 2008 between the Company and St. Andrew Goldfields Ltd. ("SAG"), the Company was granted an option, exercisable until February 15, 2009, to acquire a 100% interest in SAG's wholly-owned subsidiary Mystery Creek Resources Inc. ("MCR"). MCR's assets include the Nixon Fork property, located 56 km northeast of McGrath, Alaska.

The Company paid US\$100,000 upon signing the agreement dated 9 December 2008. The Company exercised the option by agreeing to pay a further US\$400,000 of which US\$100,000 was paid February 12, 2009, and the balance was paid in three equal installments on May 1, 2009, July 1, 2009 and September 1, 2009.

The mine is located 56 km northeast of McGrath, Alaska. Work on the property began in late March 2009 and consisted of reopening the facilities that had been shut down in October of 2008. The facilities are in good condition and the camp is operational.

In June 2009, the Company granted Fire River Gold Corp. ("FAU") an option to acquire all of the outstanding shares of MCR. FAU paid PFN US\$50,000 on signing of the agreement. The sale of MCR to FAU was approved by PFN shareholders in August 2009. The shareholders of FAU approved the purchase of MCR in September 2009. FAU exercised the option by making further payments totaling US\$450,000 and issuing a total of US\$2.5 million in FAU shares at a deemed price of \$0.45 per share for a total of 6,415,000 shares to the Company.

FAU also issued to PFN 1,000,000 share purchase warrants entitling PFN to purchase 1,000,000 shares of FAU at an exercise price of \$0.50 until 2 October 2011, and reimbursed all expenses incurred by PFN from 1 May 2009 for a total of CDN\$773,766.

SELECTED ANNUAL INFORMATION

Unless otherwise noted, all currency amounts are stated in Canadian dollars. The following table summarizes selected financial data for PFN for each of the three most recently completed financial years. The information set forth below was extracted from and should be read in conjunction with the audited consolidated financial statements, prepared in accordance with Canadian generally accepted accounting principles ("GAAP"), and related notes.

	Years Ended 30 April (audited)		
	2010	2009	2008
Total revenues	\$ 59,296	\$ 478,887	\$ 843,972
General and administrative expenses	1,789,601	2,647,547	2,091,920
Mineral property cash costs incurred	1,487,026	1,895,727	3,602,672
Mineral property cash costs recovered	-	-	-
Income (loss) before other items in total	(1,789,601)	(2,647,547)	(2,091,920)
Loss per share – Basic & fully diluted – continued operations	(0.06)	(0.09)	(0.02)
Loss per share – Basic & fully diluted – discontinued operation	0.04	-	-
Net income (loss) from continuing operations in total	(3,551,664)	(5,274,994)	(883,378)
Comprehensive loss per share – Basic & fully diluted	(0.01)	(0.10)	(0.03)
Totals assets	11,353,054	15,095,336	17,087,029
Total long term liabilities	Nil	Nil	Nil
Cash dividends declared	Nil	Nil	Nil

SELECTED QUARTERLY FINANCIAL INFORMATION

The following selected financial information is derived from the unaudited interim consolidated financial statements of the Company prepared in accordance with GAAP.

	For the Quarters Ended (unaudited)							
	31 Jan. 2011	31 Oct. 2010	31 Jul. 2010	30 Apr. 2010	31 Jan. 2010	31 Oct. 2009	31 Jul. 2009	30 Apr. 2009
Total revenues	\$ 5,222	\$ 5,748	\$ 6,306	\$ 12,151	\$ 6,028	\$ 13,582	\$ 27,481	\$ 6,790
Net income(loss)	(146,461)	(329,068)	(529,966)	(1,843,147)	(626,573)	2,221,965	(523,264)	(3,985,908)
Net income(loss) per share	(0.00)	(0.01)	(0.01)	(0.03)	(0.01)	0.04	(0.01)	(0.06)
Total assets	11,202,245	11,492,906	12,720,801	11,353,054	13,414,363	12,620,592	14,667,532	15,095,336

RESULTS OF OPERATIONS

The nine month period ended 31 January 2011 resulted in loss of \$1,005,495 which compares with an income of \$1,085,923 for the same period in 2010. Mystery Creek Resources Inc. was sold in the previous year and reported an income on discontinued operation of \$2,575,251. General and administrative expenses for the nine month period ended 31 January 2011 were \$880,583, a decrease of \$523,723 over the same period in 2010. Shareholder relations and promotional activities undertaken by the Company, which included attendance at various trade shows, cost \$85,013 for the period ended 31 January 2011 compared to \$225,287 for the same period of 2010. Salaries and benefits were \$132,416 compared to \$150,641 for the same period of 2010. An aggregate stock-based compensation of \$65,394 was recorded as compared to \$239,408 in the previous year. Stock-based compensation is broken down on the income statement according to the applicable expense category. Consulting fees for the period were \$136,806 compared to \$97,537 in the previous year. Corporate development for the period was \$53,758 compared to \$210,414 in the previous year. Travel and lodging costs of \$34,740 were incurred during the year compared to \$23,053 of the same period in 2010. All other general and administrative costs were relatively the same compared to the previous year. Interest and other income was \$17,276, compared to \$47,091 in the previous year. \$841,576 unrealized gain on investment portfolio as a result of

the fair value presentation required in the Canadian Institute of Chartered Accountants (“CICA”) Handbook Section 3855 compared to \$405,482 in the previous year.

During the nine month period ended 31 January 2011, the Company incurred mineral property cash costs of \$779,688 compared to \$1,211,710 in the previous year.

LIQUIDITY AND CAPITAL RESOURCES

During the nine month period ended 31 January 2011, the Company’s working capital, defined as current assets less current liabilities, was \$6,389,538 compared with working capital of \$7,249,616 at 30 April 2010. Flow-through funds of \$567,771 were spent on qualified Canadian mineral exploration. The Company has total issued and outstanding of 67,643,008 shares at 31 January 2011. The Company has a portfolio of investments with a book value of \$3,773,464 and a market value of \$4,077,133 as at 31 January 2011.

CONTRACTUAL COMMITMENTS

By agreement effective 1 December 2005 the Company entered into a five-year management agreement with a company controlled by a director and Chairman of the Company. Compensation is \$7,350 per month for the first year, with a 5% increase on each anniversary date plus benefits. The director and Chairman is also entitled to receive up to 20% of all stock options granted during the period that the agreement is in place. This agreement is automatically renewable for two-year periods. The Company may terminate the agreement at any time but will be responsible to pay the greater of the remaining amount under the contract or two years’ compensation.

The compensation under the original agreement was amended by agreement dated 1 December 2005 from \$7,350 per month to \$14,104 per month. The 5% increase under the original agreement was waived until 1 December 2009. All terms of the original agreement remained the same.

The Company has outstanding and future commitments under mineral property option agreements to pay cash and issue common shares of the Company. The Company must incur mineral property operating expenditures equal to the proceeds of all flow-through shares issued by the Company. These mineral property operating expenditures must be incurred within a period of two years from the date of issue of the flow-through shares.

The Company is committed under an operating lease with a Company for its office premises with the following minimum lease payments to the expiration of the lease on 30 November 2011.

<u>Year ended 30 April</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>Thereafter</u>
Management agreement	\$ 181,413	\$ 190,483	\$ 114,290	\$ -
Office lease *	\$ 204,519	\$ 119,303	\$ -	\$ -

- In November 2008 the Company entered into an agreement with the former co-signor of the lease whereby the Company assumed their remaining lease obligation and received a lump sum amount of \$126,845 which will then be applied to the end of the term.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates used in the preparation of these consolidated financial statements include, amongst other things, depreciation, determination of net recoverable value of assets, determination of fair value on taxes, and share compensation. These estimates are reviewed periodically (at least annually), and, as adjustments become necessary, they are reported in earnings in the period in which they become known.

A detailed summary of all of the Company’s significant accounting policies is included in Note 1 to the consolidated financial statements for the nine month period ended 31 January 2011.

FINANCIAL INSTRUMENTS - RECOGNITION AND MEASUREMENT

Section 3855 requires that all financial assets and financial liabilities be measured at fair value on initial recognition except for certain related party transaction. Financial instruments classified as held-for-trading are measured at fair value and unrealized gains and losses are included in the net income in the period in which they arise. The Company has historically measured these instruments at the lower of cost and market value and any unrealized gains or losses have been included in net income.

COMPREHENSIVE INCOME

Section 1530 introduces other comprehensive income (loss). Comprehensive income (loss) includes both net earnings (losses) and other comprehensive income. Other comprehensive income (loss) includes holding gains and losses on available-for-sale investments, gains and losses on certain derivative instruments and any foreign currency gains and losses relating to self-sustaining foreign operations where applicable, all of which are not included in the calculation of net earnings (loss) until realized. The only impact on the Company of adopting these new standards was the recognition of unrealized gains and losses on investments, which has been included as part of shareholders' equity under "Other Comprehensive Loss". As required by the prospective implementation of these new standards, the comparative financial statements have not been restated.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, amounts receivable, advances and deposits, available-for-sale securities and accounts payable. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from the financial instruments. The fair value of these financial instruments, with the exception of available-for-sale, approximates their carrying value unless otherwise noted. The Company is exposed to currency risk on its acquisition and exploration expenditures on its US properties since it has to convert Canadian dollars raised through equity financing in Canada to US dollars. The Company's expenditures will be negatively impacted if the US dollar increases versus the Canadian dollar.

INTERNATIONAL FINANCIAL REPORTING STANDARDS

In January 2006, the Canadian Accounting Standards Board adopted a strategic plan, which includes the decision to move financial reporting for Canadian publicly accountable enterprises to a single set of globally accepted standards, IFRS, as issued by the International Accounting Standards Board. The effective implementation date of the conversion from Canadian generally accepted accounting principles ("Canadian GAAP") to IFRS is 1 May 2011, with an effective transition date of 1 May 2010 for financial statements prepared on a comparative basis. The Company is engaged in an assessment and conversion process which includes consultation with external consulting firms and expects to be ready for the conversion to IFRS in advance of 1 May 2011. As part of the conversion process, the Company has offered IFRS specific training to senior financial reporting personnel and directors.

The Company's approach to the conversion to IFRS includes three phases.

- Phase one, an initial general diagnostic of its accounting policies and Canadian GAAP relevant to its financial reporting requirements to determine the key differences and options with respect to acceptable accounting standards under IFRS. This phase was completed in late 2009.
- Phase two, an in-depth analysis of the IFRS impact in those areas identified under phase one. During the third quarter, the Company substantially completed assessing and quantifying IFRS transition adjustments. The Company's auditors are in the process of completing their review of these adjustments with the remaining items to be reviewed by the end of the year. A summary of this analysis is provided in Table 1 below.
- Phase three, the implementation of the conversion process, including the completion of the opening balance sheet as at 1 May 2010 together with related discussion and notes, is expected to be completed between now and 1 May 2011. Preliminary drafts of financial statements have been prepared in order to ensure systems are in place to collect the necessary data; to date, no significant changes to current procedures have been identified.

The above comments, including the summary in Table 1, should not be considered as a complete and final list of the changes that will result from the transition to IFRS as the Company intends to maintain a current and proactive approach based on changes in circumstances and no final determinations have

been made. IFRS standards, and the interpretation thereof, are constantly evolving. As a result, the Company expects there may be new or revised IFRS accounting standards prior to the issuance of its first IFRS financial statements. The Company is continuing to monitor IFRS accounting developments and updates and will assess their impact in the course of its transition process to IFRS.

Key Area	Canadian GAAP (as currently applied)	IFRS	Analysis and preliminary conclusions
Property, plant and equipment ("PP&E")	<p>PP&E is recorded at historical cost.</p> <p>Depreciation is based on their useful lives after due estimation of their residual values.</p>	<p>PP&E can be recorded using the cost (on transition to IFRS, the then fair value can be deemed to be the cost) or revaluation models.</p> <p>Depreciation must be based on the useful lives of each significant component within PP&E.</p>	<p>PP&E will continue to be recorded at their historical costs due to the complexity and resources required to determine fair values on an annual basis.</p> <p>Based on an analysis of PP&E and its significant components, the Company has determined that no change to their useful lives is warranted and, therefore, depreciation expense will continue to be calculated using the same rates under IFRS.</p>
Mineral properties	<p>Exploration, evaluation and development costs are capitalized when incurred. They are amortized on the basis of production or written off when the prospect is no longer deemed prospective or is abandoned.</p>	<p>IFRS has limited guidance with respect to these costs and currently allows exploration and evaluation costs to be either capitalized or expensed.</p>	<p>The existing accounting policy is likely to be maintained.</p>
Impairment of long lived assets	<p>Impairment tests of its long-term assets are considered annually based on indications of impairment.</p>	<p>Impairment tests of "cash generating units" are considered annually in the presence of indications of impairment.</p>	<p>Assets will continue to be grouped under the Company's various mining operations. Currently, there are no indications of impairment and, therefore, no impairment test has been performed.</p>
Stock-based compensation	<p>Stock-based compensation is determined using fair value models (e.g. Black-Scholes) for equity-settled awards and the intrinsic model for cash-settled awards.</p> <p>The Company recognizes stock-based compensation on straight line method and updates the value of the options for forfeitures as they occur.</p> <p>The Company included stock-based compensation in contributed surplus and previously recognized compensation cost is not reversed if a vested employee stock option expires unexercised.</p>	<p>Stock-based compensation is determined using fair value models for all awards. However, upon settlement, cash-settled awards are adjusted to the value actually realized (intrinsic model).</p> <p>Under IFRS, stock-based compensation is amortized under the graded method only. In addition, the Company is required to update its value of options for each reporting period for expected forfeitures.</p> <p>IFRS does not preclude the Company from recognizing a transfer of compensation costs within equity (i.e. from contributed surplus to deficit) after vesting.</p>	<p>The utilization of fair value models for cash-settled awards will change the estimate of the related liability while the awards remain outstanding and create greater volatility in earnings until the awards are settled.</p> <p>The Company expects to record an IFRS income statement and balance sheet adjustment at 1 May 2010.</p> <p>The Company does not intend to transfer stock-based compensation expense included in contributed surplus to another component of equity.</p>

Key Area	Canadian GAAP (as currently applied)	IFRS	Analysis and preliminary conclusions
Financial Instruments	Financial instruments are classified as either held-to-maturity, available-for-sale, held-for-trading, loans and receivables or other financial liabilities.	Under IFRS, the Company may elect to reclassify any financial asset or liability to a fair value through profit or loss ("FVTPL") designation.	The Company does not intend to re-designate its financial assets and liabilities to FVTPL.
Income taxes	<p>There is no exemption from recognizing a deferred income tax for the initial recognition of an asset or liability in a transaction that is not a business combination. The carrying amount of the asset or liability acquired is adjusted for the amount of the deferred income tax recognized.</p> <p>All deferred income tax assets are recognized to the extent that it is "more likely than not" that the deferred income tax assets will be realized.</p>	<p>A deferred income tax is not recognized if it arises from the initial recognition of an asset or liability in a transaction that is not a business combination, and at the time of the transaction affects neither accounting profit nor taxable profit.</p> <p>A deferred tax asset is recognized if it is "probable" that it will be realized.</p>	<p>The Company does not expect the difference in recognition of deferred income tax to have any significant change in the future.</p> <p>"Probable" in this context is not defined and does not necessarily mean "more likely than not". The Company is in the final stages of quantifying the impact of this difference.</p>

The above assessment and conclusions are based on the analysis completed by the Company as of the date of this report and may be subject to change between now and 1 May 2011.

Key deliverables and milestones for the remainder of the year include:

- Finalization of the IFRS opening balance sheet
- Finalization of external auditor review
- Draft IFRS compliant financial statements

It is expected that all items will be completed within the required timelines for conversion.

RELATED PARTY TRANSACTIONS

During the nine month period ended 31 January 2011, the following related party transactions took place:

- a) During the period, management fees of \$153,422 (2010 - \$145,270) were paid to a company controlled by a director and Chairman.
- b) During the period, engineering and consulting fees of \$68,892 (2010 - \$114,750) were paid to the Vice President of Exploration.
- c) During the period, engineering and consulting fees of \$6,363 (2010 - \$14,000) were paid to the Vice President of Engineering.
- d) During the period, consulting fees of \$6,658 (2010 - \$Nil) were paid to a company controlled by a director.
- e) During the year, consulting fees of \$36,500 (2010 - \$Nil) were paid to a director and Corporate Secretary.
- f) Effective 1 February 2005, each outside director is entitled to receive \$500 per month, \$500 per directors meeting and \$500 per committee meeting. During the period, \$17,000 (2010 - \$25,000) was paid/accrued to directors.

The above transactions, occurring in the normal course of operations, are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

OUTSTANDING SHARE DATA

The Company is authorized to issue unlimited common shares without par value. As at 31 January 2011, there were 67,643,008 outstanding common shares compared to 67,543,008 outstanding shares at 30 April 2010.

Share Purchase Options

Directors, officers, employees and contractors are granted options to purchase common shares under the Company stock option plan. The terms and outstanding balance are disclosed in the table below:

Number outstanding 30 April 2010	Granted	Exercised	Expired	Cancelled	Number outstanding 31 January 2011	Exercise price per share	Expiry date
718,000	-	-	-	15,000	703,000	\$0.25	5 November 2014
355,000	-	-	-	355,000	-	\$0.60	3 May 2010
100,000	-	-	-	-	100,000	\$0.40	3 February 2011
82,500	-	-	-	-	82,500	\$0.40	19 April 2011
50,000	-	-	-	-	50,000	\$0.50	8 May 2011
20,000	-	-	-	-	20,000	\$0.50	19 May 2011
150,000	-	-	-	-	150,000	\$0.25	14 February 2017
680,000	-	-	-	50,000	630,000	\$0.25	18 May 2017
230,000	-	-	-	-	230,000	\$0.25	11 October 2017
130,000	-	-	-	-	130,000	\$0.25	29 October 2017
910,000	-	-	-	-	910,000	\$0.60	22 February 2013
100,000	-	-	-	-	100,000	\$0.50	11 June 2013
980,000	-	-	-	-	980,000	\$0.25	22 April 2014
125,000	-	-	-	-	125,000	\$0.25	15 July 2014
150,000	-	-	-	-	150,000	\$0.25	04 June 2015
150,000	-	-	-	-	150,000	\$0.40	04 June 2015
150,000	-	-	-	-	150,000	\$0.25	05 January 2015
150,000	-	-	-	-	150,000	\$0.50	05 January 2015
100,000	-	-	-	-	100,000	\$0.25	05 January 2015
100,000	-	-	-	-	100,000	\$0.50	05 January 2015
5,430,500	-	-	-	420,000	5,010,500		

Performance Shares

During the previous year, of the total of 2,697,990 performance shares reserved for issuance and exercisable at \$0.01 per share, 750,000 performance shares have been exercised and issued and 300,000 performance shares were authorized for issuance to the new Vice President of Engineering. 1,647,990 remain available for issuance. At the discretion of the Board, these shares may be issued to such arm's length parties as the Board considers desirable to attract consultants to the Company.

Compensation Options

On 30 December 2009, 315,000 compensation options were issued as finder's fees in connection with the non-brokered private placement of 5,360,000 units. Each compensation option entitles the holder thereof to acquire one unit at a price of \$0.20 per unit until 30 December 2011. Each unit consists of one common share of the Company and one-half of one warrant, with each whole warrant entitling the holder thereof to acquire an additional common share at a price of \$0.35 until 30 December 2010 and at a price of \$0.45 until 30 December 2011.

DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported on a timely basis to senior management, so that appropriate decisions can be made regarding public disclosure. As at the end of the period covered by this

management's discussion and analysis, management has evaluated the effectiveness of the Company's disclosure controls and procedures as required by Canadian securities laws.

Based on the evaluation of the disclosure controls performed to date, the Company is determined to strengthen internal controls over financial reporting. Management has engaged the services of an additional external accounting firm to obtain more specific and detailed advice as to increasing the effectiveness of the Company's internal control.

INTERNAL CONTROLS AND PROCEDURES

Internal controls and procedures are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with the Canadian GAAP. As at the end of the year covered by this management's discussion and analysis, management had designed and implemented internal controls and procedures as required by Canadian securities laws.

The Company has evaluated the design of its internal controls and procedures over financial reporting for the period ended 31 January 2011. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Management continues to review and refine its internal controls and procedures.

RISKS AND UNCERTAINTIES

The mineral industry is intensely competitive in all its phases. The Company competes with many other companies who have greater financial resources and experience. The market price of precious metals and other minerals is volatile and cannot be controlled. Exploration for minerals is a speculative venture.

There is no certainty that the money spent on exploration and development will result in the discovery of an economic ore body.

The Company's activities outside of Canada make it subject to foreign currency fluctuations and this may materially affect its financial position and results.

The Company has limited financial resources, no source of operating cash flows and no assurances that sufficient funding, including adequate financing, will be available to conduct further exploration and development of its projects or to fulfill its obligations under the terms of any option or joint venture agreements. If the Company's generative exploration programs are successful, additional funds will be required for development of one or more projects. Failure to obtain additional financing could result in the delay or indefinite postponement of further exploration and development or the possible loss of the Company's properties.

OUTLOOK

The Company currently has a joint venture agreement whereby Kaymin (Anglo Platinum) is earning an interest in the Company's River Valley project by carrying all costs and making exploration expenditures.

The Company ended 31 January 2011 with a strong cash position that will enable it to continue its own acquisition and exploration effects in North America and other jurisdictions.

SUBSEQUENT EVENTS

On 21 February 2011, the Company announced a non-brokered private placement of up to 10,000,000 units at a purchase price of \$0.30 per unit for gross proceeds of up to \$3,000,000, subject to regulatory approval. A finder's fee may be paid. Each unit will consist of one common share in the capital of the Company and one-half of one share purchase warrant, each whole Warrant entitling the holder thereof to purchase one additional common share of the Company for one year at a price of \$0.35. A portion of all the units may be flow-through units and will be priced a \$0.35 cents per unit. Each unit will consist of one common share in the capital of the Company and one-half of one share purchase warrant, each whole Warrant entitling the holder thereof to purchase one additional non flow-through common share of the Company at \$0.45 for a period of one year.

The proceeds from the private placement received from the sale of the units will be used for the further development of the River Valley PGM Project located in the Sudbury region of Ontario, the Destiny Gold Project, located approximately 75 km north of Val d'Or in the Abitibi-Témiscamingue region, Québec and the Rock and Roll project located in the Liard Mining District approximately 9 km west of the Bronson

airstrip and exploration camp in northern British Columbia. The project hosts precious metals rich, volcanogenic massive sulphide mineralization in a volcano- sedimentary host rock package. The mineralization shows similarities to the gold and silver rich mineralization of Barrick Gold's past producing Eskay Creek mine; Part of the proceeds from the financing will also be used for the advancement of the additional projects that the Company currently holds in its portfolio situated in Québec, Ontario, Saskatchewan and Alaska, and for the acquisition of additional PGMs, precious metals and base metals projects in Canada, the United States and Africa.

On 25 February 2011, the Company announced the appointment of Mr. Gordon Chunnett, B.Sc. (Hons) to its Advisory Board. Mr. Chunnett has extensive global experience in platinum group metal (PGM) operations, exploration and mine development, with particular emphasis on Southern Africa. He has served with Anglo Platinum Limited for approximately 31 years as Head of Platinum Geology and Exploration. Mr. Chunnett has unparalleled experience in the Bushveld and Great Dyke, which served well for the exploration projects that he headed up in Brazil, Canada, Russia, China, Zimbabwe and elsewhere.

On 1 March 2011, the Company announced the planned exploration program for 2011 at its River Valley PGM Project located near Sudbury, Ontario. Work to date at River Valley suggests that the best potential for economic accumulations of PGM-Cu-Ni sulphide mineralization is within the Breccia Zone. This Zone includes the main mineralized breccia or Main Zone. The Main Zone occurs within about 20 m of the intrusive contact with Archean gneisses. This contact zone extends for over 9 km of prospective strike length, holds the current defined resource and is the main target of the Company's renewed exploration efforts.

Drilling and geophysical surveys are planned to commence in the spring 2011.

During the Phase I drilling campaign, the Company will focus on three objectives:

- 1) Step-out drilling to expand the overall mineralized footprint at Dana North
- 2) Infill drilling to convert inferred resources to the measured and indicated categories
- 3) Drill testing of new targets generated from the 3D IP survey

A \$1,000,000 budget has been approved for Phase I, targeting the Dana Lake Area and will include the following:

- 3D Induced Polarization (IP) surveys over the Dana Lake Area to trace known mineralization to greater depths and highlight new targets in close proximity to the higher grade resources
- 3500 m drill program to drill previously defined targets, drill extensions of known mineralization and drill new 3D IP targets
- Develop a 3D Common Earth Model to aid interpretations and prioritize additional targets along the 9 kilometre mineralized horizon *

*Note: *Common Earth Modeling* is a method that employs 3D and 4D (time) computer modeling techniques to integrate all available geological information into a single, 3D environment that can be viewed and queried on a computer

The Phase II program will include:

- Airborne Gravity Survey; Falcon Airborne Gravity Gradiometry survey by Fugro
- Airborne ZTEM Survey; Z Axis Tipper Electromagnetic survey by Geotech Ltd.
- Approximately 12,000 m drilling
- Initialization of environmental baseline studies
- Preliminary economic studies

The Phase II drilling program will consist of approximately 12,000 metres focusing on two main objectives:

- 1) Testing deeper targets that were generated to follow the footwall mineralization down dip
- 2) Testing near surface mineralized zones not yet fully evaluated

The Phase II drilling campaign will continue to build on the results from Phase I and will include the addition of newly available airborne geophysical survey technology. Phase II is scheduled to begin in fall-winter 2011. The mineralized footprint at River Valley remains unconstrained in all directions; therefore, the program will also include on-going condemnation drilling to test the limits of the known mineralization.

On 7 March 2011, the Company and Alto announced the filing on Sedar of an NI43-101 technical report, including a new Mineral Resource Estimate for the DAC Gold Deposit, on the Destiny Gold Project ("Technical Report"). Final assay data for the 3-hole exploratory drill program conducted in late 2010 has been received and an update on future plans to expand the mineral resource at the Destiny Gold Project will be forthcoming.

NI43-101 Mineral Resource Estimate Report

The Mineral Resource Estimate was initially reported in news releases from the Company and Alto on 24 January 2011. The Technical Report was prepared by Wardrop, a Tetra Tech Company ("Wardrop") and incorporates over 7,600 m of additional drilling that was completed on the deposit subsequent to an earlier NI43-101 compliant resource estimate calculated by W. A. Hubacheck Consultants Ltd and filed on SEDAR in 2007. The Technical Report report indicates that the additional drilling has expanded the DAC Deposit and significantly increased the contained ounces of gold over that which was reported in 2007.

At a cut-off grade of 0.5 g/t gold and using the Inverse Distance Squared (ID2) estimation method, the five gold zones that make up the DAC Deposit contain an Indicated Resource of approximately 10.8 million tonnes with an average grade of 1.05 g/t gold (364,000 contained ounces). In addition, the Inferred Resource totals approximately 8.3 million tonnes with an average grade of 0.92 g/t gold (247,000 contained ounces). The resources block considers the mineralization to start at approximately 15 metres below surface down to a depth of 400 metres for the deepest zone (see Figure 1). The mineralization remains open below 400 metres. For details regarding the resource estimate methods and calculation parameters used in preparation of the Technical Report please see the news releases issued by the Company and Alto on 24 January 2011.

Mineral Resources are not Mineral Reserves and by definition do not demonstrate economic viability.

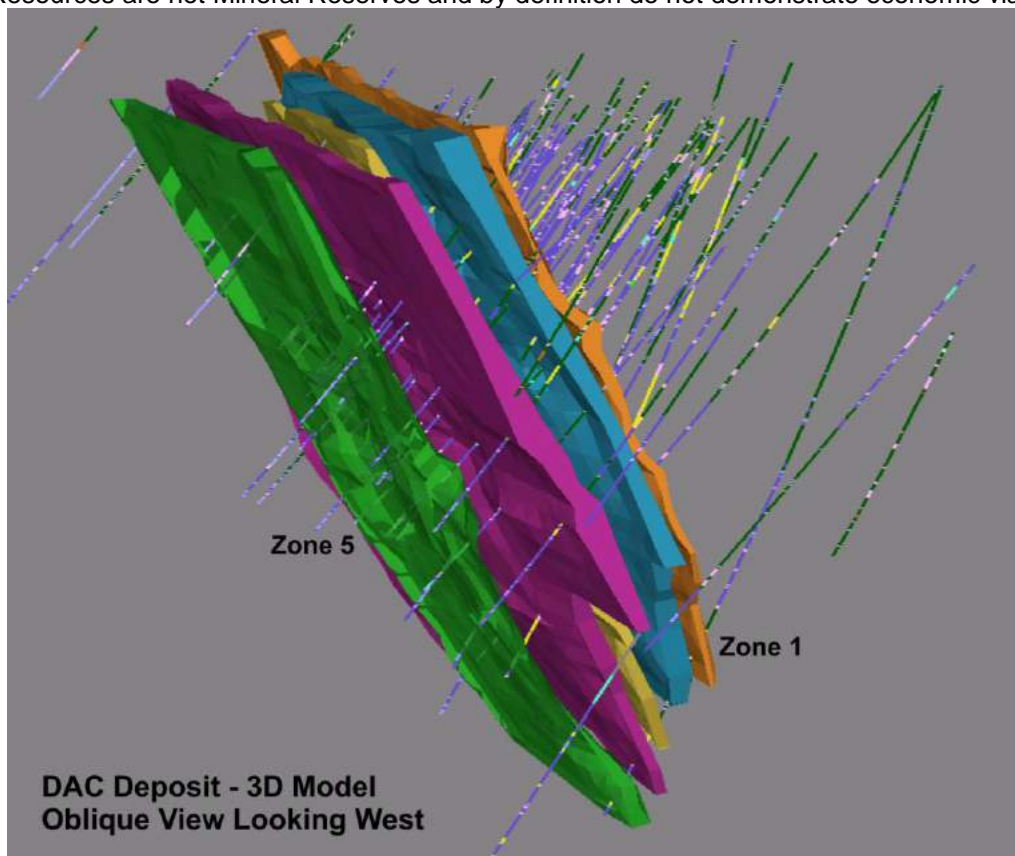


Figure 1 DAC Deposit 3D Model of mineralized zones 1 to 5, oblique view looking west 2010 Drilling Results

Results from the three-hole diamond drilling program completed on the Destiny property in December 2010 were received. Each of the three drill holes (DES10-139, 140 and DES08-113X) had a specific objective with respect to defining controls on the mineralization at the Destiny Gold Project. These are summarized as (1) to test selected Borehole Electromagnetic (BHEM) conductors and assess the association of areas of sulphide mineralization with gold mineralization, and (2) to test for shallow gold mineralization to the south of the DAC deposit where the recently completed high resolution magnetic survey identified magnetic signatures similar to DAC.

Previous drilling revealed massive sulphide mineralized lenses locally adjacent to the gold mineralization. The Companies interpreted these sulphide lenses as important to the gold mineralizing system and completed BHEM surveys in certain drill holes to trace the extent of the massive sulphide mineralization and to help guide drilling at depth.

Drill hole DES10-139 tested an off-hole conductor near the west end of the DAC Deposit. The hole was also drilled deeper to fully intersect the five DAC gold zones. Three lenses of massive sulphides were intersected from 360 m to 374 m downhole. The lenses vary in width from one metre to 3.2 m and are made up of mainly pyrrhotite and pyrite and carry anomalous amounts of base metals confirming that the BHEM method is effective at targeting the massive sulphide mineralization. The hole also intersected anomalous amounts of gold at the western end of the DAC gold zones. These results confirm that the wide envelope of anomalous gold mineralization at the DAC deposit persists (Table 1).

DES10-140 tested the geology south of the DAC Deposit. This hole cut several areas of shearing, alteration and weakly anomalous gold mineralization. The hole returned one assay of 3.45 g/t across 0.3 m (see Table 1) indicating the prospectively for more gold mineralization at shallow depths across strike, making for a potentially thicker deposit.

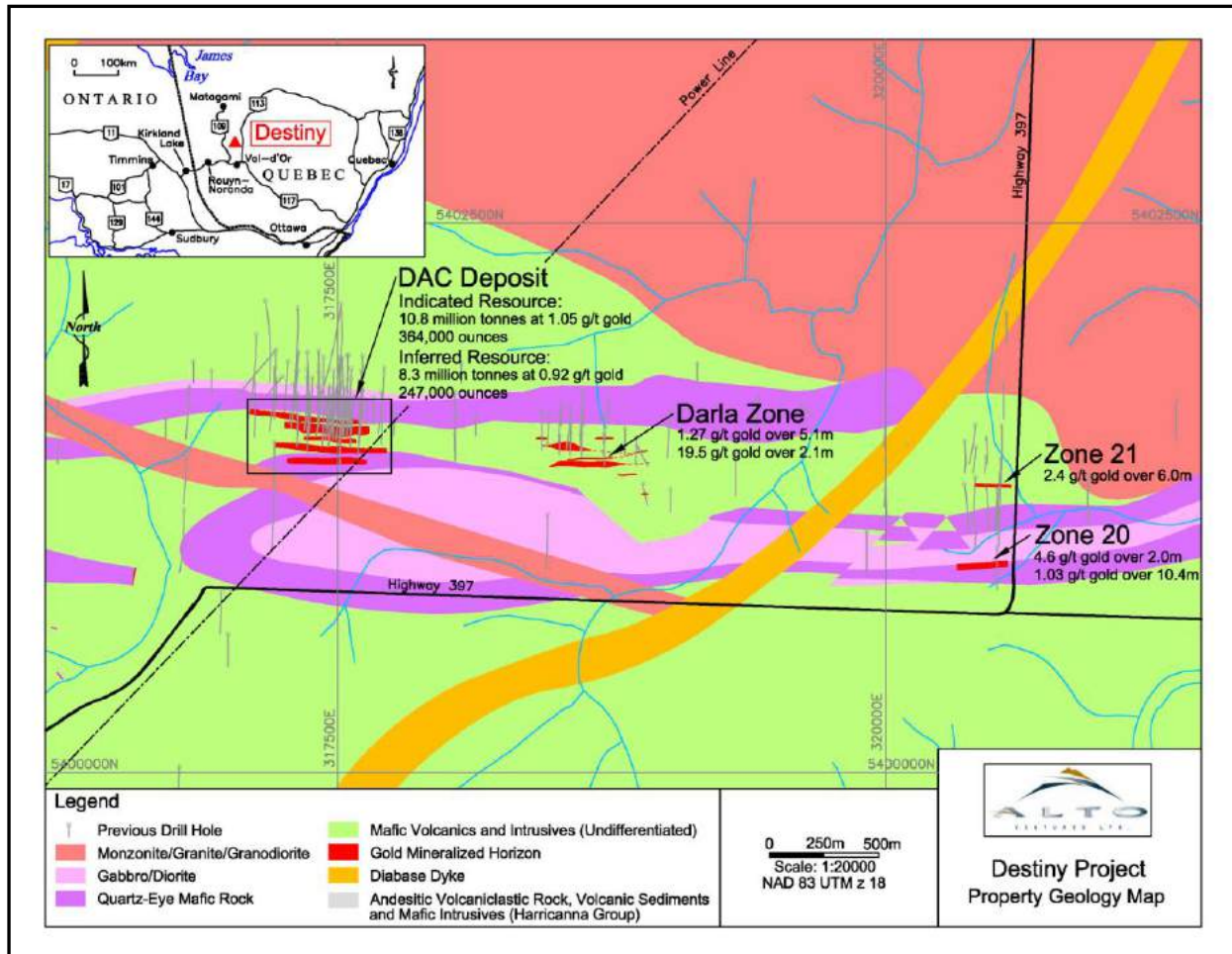
At the Zone 20 target area, more than 3 km east of the DAC deposit, drill hole DES08-113X was deepened from 200 m to 550 m to test an off-hole BHEM conductor and test Zone 20 at greater depths. The conductor is explained by narrow veins of pyrrhotite and pyrite mineralization. Anomalous gold coincident with Zone 20 was intersected from 468.7 m to 488 m (see Table 2). The results from this hole confirm that the gold system associated with the Despinassy Shear is extensive along strike extending from the west of the DAC Deposit for four kilometres to Zone 20. The gold mineralization also persists at depth both at the DAC Deposit to below 600m and Zone 20 to below 400m.

Table 1 Gold Mineralized Intervals from the 2010 - 3 hole exploratory drill program*

Hole Name	From (m)	To (m)	Width (m)	Au (g/t)
DES10-139	377.95	406.25	28.3	0.35
	414.8	437.8	23.0	0.24
	450.0	453.7	3.7	0.53
	518.75	527.05	8.3	0.34
DES10-140	118.05	118.35	0.3	3.45
DES08-113X	380.4	381.5	0.95	3.15
	468.7	470.95	2.25	1.01
	477.9	488.0	10.1	0.34

*Based on core angles and previous drilling, true widths are estimated at approximately 80 to 90% of the downhole lengths reported. Mineralized zones generally start at 0.1 g/t gold and assay averages may include minimal intervals of waste material. No top cuts of assays were used.

Summary and Future Plans



The NI 43-101 resource estimate indicates that the gold zones start near surface and are considered by the companies to be amenable to an open pit mining scenario. The DAC Deposit remains open along strike and to depth and is one of several significant gold occurrences along a four kilometre segment of the Despinassy Shear Zone. The gold mineralization at the other occurrences also starts near surface, and with additional drilling these other occurrences may add significantly to the contained ounces on the property either as satellite zones to the DAC or as new deposits (see Figure 2).

Results reported to date from the Destiny Project are very positive. The recent drill program has confirmed anomalous gold values across strike and give rise to the possibility that additional shallow mineralization may be added to the currently defined resource through continued exploration. The Companies believe that there is excellent potential to significantly increase the contained ounces on the property.

A \$4 million exploration and expansion program was recommended in the report by Wardrop. Major exploration programs for later this year are in the planning stages. The programs will consist of surface geochemical surveys over the Despinassy Shear, to help locate specific drill targets, followed by diamond drilling. The drilling is intended to target additional shallow gold mineralization to increase the viability of an open pit mining scenario for the project.

NEW PROJECT ACQUISITION PROGRAM

The current downturn in the metals market is providing an excellent opportunity to acquire high quality projects under excellent terms. Several properties located in Mexico, Central America, the United States, and Canada, are under review and the Company expects to complete new property acquisitions in the upcoming months. Several producing or near production properties with significant exploration potential are being evaluated, as are several drill-stage projects.

PACIFIC NORTH WEST CAPITAL CORP.

Interim Financial Statements

31 JANUARY 2011

(Unaudited – See “Notice to Reader” on following page)

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its external auditors have not reviewed the unaudited interim consolidated financial statements for the nine month period ended 31 January 2011 in accordance with Section 7050 of the CICA Handbook.

NOTICE TO READER OF THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

The financial statements of Pacific North West Capital Corp. and the accompanying interim consolidated balance sheet as at 31 January 2011 and the interim consolidated statements of income and comprehensive income, cash flows and changes in shareholders' equity for the nine month period then ended are the responsibility of the Company's management. These financial statements have not been reviewed on behalf of the shareholders by the independent external auditors of the Company, James Stafford, Chartered Accountants

The interim consolidated financial statements have been prepared by management and include the selection of appropriate accounting principles, judgments and estimates necessary to prepare these financial statements in accordance with Canadian generally accepted accounting principles.

"Harry Barr"

Harry Barr, Chief Executive Officer
14 March 2011

"Robert Guanzon"

Robert Guanzon, Chief Financial Officer
14 March 2011



Pacific North West Capital Corp.

(An Exploration Stage Company)

INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

**31 January 2011 and 2010
THIRD QUARTER**

(Expressed in Canadian Funds)

Consolidated Balance Sheets

(Unaudited)

(Canadian Funds)

ASSETS	31 January 2011	30 April 2010 (Audited)
Current		
Cash and cash equivalents (Note 3)	\$ 2,242,122	\$ 4,475,681
Amounts receivable	52,191	89,162
Prepaid expenses, advances and deposits	51,758	40,030
Available-for-sale securities (Note 4)	4,077,133	2,741,694
	6,423,204	7,346,567
Mineral Property Costs - Statement 5 (Note 5)	4,690,282	3,899,594
Property, Plant and Equipment (Note 6)	88,759	106,893
	\$ 11,202,245	\$ 11,353,054
LIABILITIES		
Current		
Accounts payable and accrued liabilities	\$ 33,666	\$ 96,951
Commitments (Note 9)		
Subsequent Events (Note 11)		
SHAREHOLDERS' EQUITY		
Share Capital - Statement 2 (Note 8)		
Authorized:		
Unlimited number of common voting shares		
Unlimited number of preferred voting shares		
Issued and fully paid:		
67,643,008 (30 April 2010 – 67,543,008) common shares	25,181,803	25,170,802
Contributed Surplus	4,550,784	4,485,390
Accumulated Other Comprehensive Loss	448,074	(393,502)
Deficit Accumulated During Exploration Stage	(19,012,082)	(18,006,587)
	11,168,579	11,256,103
	\$ 11,202,245	\$ 11,353,054

ON BEHALF OF THE BOARD:

"Harry Barr" , Director

"Jordan Point" , Director

Consolidated Statements of Changes in Shareholders' Equity
(Unaudited)
(Canadian Funds)

	Common Shares		Contributed Surplus	Other Comprehensive Income	Accumulated Deficit	Total
	Number	Amount				
Balance – 30 April 2008	61,658,008	\$ 25,677,015	\$ 3,075,349	\$ (11,146)	\$ (11,881,102)	\$ 16,860,116
Issuance of shares for:						
- Properties	100,000	9,500	-	-	-	9,500
- Performance shares (Note 8e)	100,000	18,000	(7,500)	-	-	10,500
Share issuance costs	-	(5,234)	-	-	-	(5,234)
Stock-based compensation costs	-	-	722,377	-	-	722,377
Future income tax on flow-through	-	(920,000)	-	-	-	(920,000)
Unrealized loss on available-for-sale securities	-	-	-	(743,866)	-	(743,866)
Loss for the year	-	-	-	-	(5,354,466)	(5,354,466)
Balance – 30 April 2009	61,858,008	\$ 24,779,281	\$ 3,790,226	\$ (755,012)	\$ (17,235,568)	\$ 10,578,927
Issuance of shares for:						
- Private placements (Note 8a)	860,000	172,000	-	-	-	172,000
- F/T private placements (Note 8a)	4,500,000	900,000	-	-	-	900,000
- Properties (Note 8b)	125,000	14,750	-	-	-	14,750
- Performance shares (Note 8e)	200,000	25,000	-	-	-	25,000
- Value assigned to warrants (Note 8g)	-	(367,403)	367,403	-	-	-
Share issuance costs	-	(87,326)	42,326	-	-	(45,000)
Stock-based compensation costs	-	-	275,435	-	-	275,435
Performance shares allotted (Note 8e)	-	-	10,000	-	-	10,000
Future income tax on flow-through	-	(265,500)	-	-	-	(265,500)
Unrealized gain on available-for-sale securities	-	-	-	361,510	-	361,510
Net loss for the year	-	-	-	-	(771,019)	(771,019)
Balance – 30 April 2010	67,543,008	\$ 25,170,802	\$ 4,485,390	\$ (393,502)	\$ (18,006,587)	\$ 11,256,103
Issuance of shares for:						
- Properties (Note 8b)	100,000	11,001	-	-	-	11,000
Stock-based compensation costs (Note 8f)	-	-	53,394	-	-	53,394
Performance shares allotted (Note 8e)	-	-	12,000	-	-	12,000
Unrealized gain on available-for-sale securities	-	-	-	841,576	-	841,576
Net loss for the period	-	-	-	-	(1,005,495)	(1,005,495)
Balance – 31 January 2011	67,643,008	\$ 25,181,803	\$ 4,550,784	\$ 448,074	\$ (19,012,082)	\$ 11,168,579

Pacific North West Capital Corp.

(An Exploration Stage Company)

Statement 3

Consolidated Statements of Income and Comprehensive Income

(Unaudited)

(Canadian Funds)

	3 Months Ended 31 January 2011	3 Months Ended 31 January 2010	9 Months Ended 31 January 2011	9 Months Ended 31 January 2010
General and Administrative Expenses				
Consulting fees	\$ 54,811	\$ 86,179	\$ 136,806	\$ 97,537
Consulting fees - Stock compensation (Note 8f)	2,153	29,054	6,459	89,688
Corporate development	9,110	45,355	53,758	210,414
Investor & shareholder relations	25,617	104,729	85,013	225,287
Investor & shareholder relations - Stock compensation (Note 8f)	-	2,310	-	14,007
Travel, lodging & food (recovery)	10,219	4,562	34,740	23,053
Management fees (Note 7a)	64,567	60,647	153,422	145,270
Director fees (Note 8f)	5,500	8,000	17,000	25,000
Director fees - Stock compensation (Note 8f)	-	8,932	-	46,408
Salaries & benefits	51,886	43,349	132,416	150,641
Salaries & benefits - Stock compensation (Note 8f)	19,760	22,970	46,935	56,553
Performance benefit - Stock Compensation (Note 8e)	6,500	32,750	12,000	32,750
Accounting & audit	-	-	4,000	-
Office	13,755	24,777	40,654	58,063
Transfer agent and regulatory fees	5,960	17,285	26,902	42,575
Rent	7,012	8,264	30,526	52,636
Telephone & utilities	3,291	4,456	12,184	14,690
Legal	3,313	14,779	12,623	21,622
Vehicle lease	3,057	3,471	9,172	10,412
Amortization	7,382	8,650	22,145	25,950
Insurance, licenses & fees	8,356	14,237	43,828	61,750
Loss Before the Following	(302,249)	(544,756)	(880,583)	(1,404,306)
Other Income (Expenses)				
Gain (Loss) on sale of available-for-sale securities (Note 4)	164,841	(53,378)	(131,073)	(56,507)
Interest and other income	5,222	6,028	17,276	47,091
Foreign exchange, net	(10,164)	(5,164)	(5,870)	(45,188)
Interest and bank charges	(4,111)	(29,303)	(5,245)	(30,418)
	155,788	(81,817)	(124,912)	(85,022)
Loss Before Income Taxes	(146,461)	(626,573)	(1,005,495)	(1,489,328)
Future Income Tax Recovery		-		-
Loss from Continuing Operation	\$ (146,461)	\$ (626,573)	\$ (1,005,495)	\$ (1,489,328)
Discontinued Operation	-	-	-	2,575,251
Income (Loss) for the Period	(146,461)	(626,573)	(1,005,495)	1,085,923
Other Comprehensive Income (Loss)				
Unrealized gain on available-for-sale securities	(158,700)	296,113	841,576	405,482
Comprehensive Income (Loss) for the Period	\$ (305,161)	\$ (330,460)	\$ (163,919)	\$ 1,491,405
Loss per Share - Basic and Fully Diluted	\$ (0.00)	\$ (0.01)	\$ (0.01)	\$ 0.02
Comprehensive Income per Share - Basic and Fully Diluted	\$ (0.00)	\$ (0.01)	\$ (0.00)	\$ 0.02
Weighted Average Number of Shares Outstanding	67,643,008	62,675,963	67,610,762	62,422,172

- See Accompanying Notes -

Pacific North West Capital Corp.

(An Exploration Stage Company)

Statement 4

Consolidated Statement of Cash Flows

(Unaudited)

(Canadian Funds)

	3 Months Ended 31 January 2011	3 Months Ended 31 January 2010	9 Months Ended 31 January 2011	9 Months Ended 31 January 2010
Cash Resources Provided By (Used In)				
Operating Activities				
Loss from continuing operation	\$ (146,461)	\$ (626,573)	\$ (1,005,495)	\$ (1,489,328)
Items not affecting cash				
Stock based-compensation costs	28,413	96,016	65,394	239,408
Gain (loss) on sale of available-for-sale securities	(426,987)	53,378	(131,073)	56,507
Amortization	7,382	8,650	22,145	25,950
Foreign exchange gain (loss)	57,893	(4,567)	62,187	32,457
Amounts receivable	(15,297)	879,291	36,971	362,188
Prepaid expenses and deposits	57,300	(191,964)	(11,728)	(589,926)
Accounts payable and accrued liabilities	(13,914)	(1,404)	(63,285)	(612,239)
	(451,671)	212,827	(1,024,884)	(1,972,983)
Investing Activities				
Sale of available-for-sale securities	824,237	63,665	1,199,061	97,631
Purchase of property, plant and equipment	-	(5,403)	(4,009)	(7,596)
Purchase of available-for-sale securities	(620,712)	(179,000)	(1,624,039)	(209,265)
Sale of investment in Mystery Creek Resources Inc.	-	-	-	439,517
Mineral property costs	(509,894)	(807,731)	(779,688)	(1,211,710)
	(306,369)	(928,469)	(1,208,675)	(891,423)
Financing Activities				
Share capital issued, net of issuance costs	-	1,027,619	-	1,027,619
Net Increase (Decrease) in Cash and Cash Equivalents	(758,040)	311,977	(2,233,559)	(1,835,787)
Cash and cash equivalent - Beginning of period	3,000,162	3,392,779	4,475,681	5,540,543
Cash and Cash Equivalents - End of Period	\$ 2,242,122	\$ 3,704,756	\$ 2,242,122	\$ 3,704,756
Supplemental Disclosure of Non-Cash Investing and Financing Activities				
Proceeds of sale of Mystery Resources Inc. included in amounts receivable	-	-	-	320,490
Exploration expenditures included in accounts payable	\$ -	\$ -	\$ -	\$ -
Consulting fees - performance shares issued/allotted	\$ -	\$ 32,750	\$ -	\$ 32,750
Shares issued for mineral properties	\$ -	\$ 7,250	\$ 11,000	\$ 7,250

- See Accompanying Notes -

Consolidated Schedules of Mineral Property Costs (Unaudited)

Canadian Funds

	Nine months ended 31 January 2011			30 April 2010 Total
	Acquisition Costs	Exploration Costs	Total	
British Columbia Property:				
BC Rock & Roll				
Cash option payments	\$ 40,000	\$ -	\$ 40,000	\$ 10,000
Shares issued for properties	5,500	-	5,500	4,500
Drilling	-	-	-	254,910
Geophysical	-	-	-	93,169
Field expenses	-	-	-	33,290
Engineering and geological consulting	-	147,427	147,427	55,806
	45,500	147,427	192,927	451,675
Ontario Properties:				
West Timmins Nickel				
Engineering and geological consulting	-	-	-	2,250
East Sudbury (River Valley)				
Field expenses	-	-	-	735
Amounts recovered or received	-	-	-	(38,280)
Engineering and geological consulting	-	82,856	82,856	1,838
	-	82,856	82,856	(35,707)
Quebec Properties:				
Soquem - Taureau				
Engineering and geological consulting	-	-	-	376
	-	-	-	376
Glitter Lake				
Field expenses	-	-	-	161
Quebec credit	-	(47,535)	(47,535)	(14,462)
Engineering and geological consulting	-	-	-	4,540
	-	(47,535)	(47,535)	(9,761)
Fiedmont Project				
Field expenses	-	-	-	1,187
Assay and geochemical	-	-	-	1,080
Drilling	-	-	-	14,778
Engineering and geological consulting	-	1,000	1,000	16,159
	-	1,000	1,000	33,204
Destiny Gold Project				
Cash and share option payments	30,500	-	30,500	43,454
Field expenses	-	2,174	2,174	5,341
Drilling	-	-	-	751,169
Engineering and geological consulting	-	374,186	374,186	158,285
	30,500	376,360	406,860	958,249
Balance Carried Forward	\$ 76,000	\$ 560,108	\$ 636,108	\$ 1,399,910

- See Accompanying Notes -

Consolidated Schedules of Mineral Property Costs
(Unaudited)

Canadian Funds

	Nine months ended 31 January 2011			30 April 2010 Total
	Acquisition Costs	Exploration Costs	Total	
Balance Forward	\$ 76,000	\$ 560,108	\$ 636,108	\$ 1,399,910
Nickel Plats Saskatchewan				
Cash option payments	-	-	-	15,000
Shares issued for property	-	-	-	7,500
Engineering and geological consulting	-	-	-	2,051
	-	-	-	24,551
Alaska Properties				
Reconnaissance (Kane, Tonsina & S.E. Alaska)				
Property fees	-	17,080	17,080	12,005
Engineering and geological consulting	-	1,598	1,598	2,821
	-	18,678	18,678	14,826
Union Bay				
Property fees	-	12,643	12,643	14,156
Amounts recovered or received	-	(13,156)	(13,156)	-
Engineering and geological consulting	-	1,415	1,415	2,468
	-	902	902	16,624
Africa Properties				
Burkina Faso				
Acquisition	75,000	-	75,000	-
Engineering and geological consulting	-	60,000	60,000	-
	75,000	60,000	135,000	-
Cost for the Period	151,000	639,688	790,688	1,464,154
Balance - Beginning of Year	846,007	3,053,587	3,899,594	4,333,979
Mineral property cost written off	-	-	-	(1,898,539)
Balance - End of Period	\$ 997,007	\$ 3,693,275	\$ 4,690,282	\$ 3,899,594

Pacific North West Capital Corp.

(An Exploration Stage Company)

Notes to Consolidated Financial Statements

31 January 2011 and 2010

(Unaudited)

Canadian Funds

1. Nature and Continuance of Operations and Significant Accounting Policies

a) Nature and Continuance of Operations

Pacific North West Capital Corp. (the "Company") was incorporated under the Business Corporations Act (Alberta) on 29 May 1996 and on 13 July 2004, the Company continued out of the Province of Alberta and into the Province of British Columbia. The Company is in the process of acquiring, exploring and developing Platinum Group Metals ("PGMs"), precious and base metals mineral properties. The Company will attempt to bring the properties to production, structure joint ventures with others, option or lease properties to third parties, or sell the properties outright. The Company has not determined whether these properties contain ore reserves that are economically recoverable and the Company is considered to be in the exploration stage.

b) Principles of Consolidation

The consolidated financial statements of the Company and the accompanying notes have been prepared in accordance with generally accepted accounting principles in Canada ("Canadian GAAP").

Consolidated financial statements include the assets, liabilities and results of operations of all entities controlled by the Company. The effects of transactions between entities in the consolidated group are eliminated. Where control of an entity is obtained during a financial year, its results are included in the consolidated statements of loss and deficit from the date on which control commences. Where control of an entity ceases during a financial year, its results are included for that part of the year during which control exists.

The consolidated financial statements for the period ended 31 January 2011 are prepared on a consolidated basis and include the accounts of the Company and its wholly owned US subsidiaries, Pacific North West Capital Corp. USA and Pacific North West Capital de México, S.A. de C.V. on the basis that the Company owned and effectively controlled a 100% interest in these companies.

c) Cash and Cash Equivalents

For purposes of reporting cash flows, the Company considers cash and cash equivalents to include amounts held in banks and highly liquid investments with remaining maturities at point of purchase of 90 days or less. The Company places its cash and cash investments with institutions of high-credit worthiness.

d) Mineral Properties and Deferred Exploration Expenditures

Direct costs related to the acquisition and exploration of mineral properties held or controlled by the Company are deferred on an individual property basis until the viability of a property is determined. Administration costs and general exploration costs are expensed as incurred. When a property is placed in commercial production, deferred costs will be depleted using the units-of-production method. Management of the Company periodically reviews the recoverability of the capitalized mineral properties. Management takes into consideration various information including, but not limited to, results of exploration activities conducted to date, estimated future metal prices, and reports and opinions of outside geologists, mine engineers and consultants. When it is determined that a project or property will be abandoned then the costs are written off, or if its carrying value has been impaired, then the mineral properties and deferred costs are written down to fair value.

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Pacific North West Capital Corp.

(An Exploration Stage Company)

Notes to Consolidated Financial Statements

31 January 2011 and 2010

(Unaudited)

Canadian Funds

1. Nature and Continuance of Operations and Significant Accounting Policies – Continued

d) Mineral Properties and Deferred Exploration Expenditures – Continued

From time to time, the Company acquires or disposes of properties pursuant to the terms of option agreements. Options are exercisable entirely at the discretion of the optionee and, accordingly, are recorded as mineral property costs or recoveries when the payments are made or received. After costs are recovered, the balance of the payments received are recorded as a gain on option or disposition of mineral property.

e) Mineral Exploration Tax Credits (“METC”)

The Company recognizes METC amounts and applies those amounts against exploration costs when the Company’s application for tax credits is approved by the Canada Revenue Agency. Assessments, if any, for taxes, penalties and interest are deducted from the tax credits when assessed.

f) Property, Plant and Equipment

Property, plant and equipment is valued at cost less accumulated amortization. The Company provides amortization of furniture and office equipment and automotive equipment using the declining balance method at 20% and 30%, respectively.

g) Income Taxes

Income taxes are accounted for using the asset and liability method. Future taxes are recognized for the tax consequences of “temporary differences” by applying enacted or substantively enacted statutory tax rates applicable to future years to differences between the financial statement carrying amounts and tax basis of existing assets and liabilities. The effect on future taxes for a change in tax rates is recognized in income in the period that includes the date of enactment or substantive enactment. In addition, the method requires the recognition of future tax benefits to the extent that realization of such benefits is more likely than not. A valuation allowance is provided to the extent that it is more likely than not that future income tax assets will not be realised.

h) Foreign Currency Translation

The Company’s subsidiaries are integrated foreign operations and their results and financial position are translated into the Company’s functional currency, the Canadian dollar, using the temporal basis as follows:

- Monetary assets and liabilities at year-end rates,
- All other assets and liabilities at historical rates, and
- Expense and exploration and development items at the average rate of exchange prevailing during the year.

Exchange gains and losses arising from these translations are reflected in income or expense in the period that they occur.

i) Stock-Based Compensation

All stock-based awards made to employees and non-employees are measured and recognized using a fair value based method. For employees, the fair value of the options is measured at the date of the grant. For non-employees, the fair value of the options is measured on the earlier of the date at which the counterparty performance is complete or the date the performance commitment is reached or the date at which the equity instruments are granted if they are fully vested and non-forfeitable. For employees and non-employees, the fair value of the options is accrued and charged to operations, with the offsetting credit to contributed surplus, over the applicable vesting period. If and when the stock options are ultimately exercised, the applicable amounts of contributed surplus are transferred to share capital.

1. Nature and Continuance of Operations and Significant Accounting Policies – Continued

j) Loss per Share

Basic earnings (loss) per share is computed by dividing income (loss) available to common shareholders by the weighted average number of common shares outstanding during the year. The computation of diluted earnings per share which assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on earnings per share. The dilutive effect of convertible securities is reflected in diluted earnings per share by application of the "if converted" method. In years in which a loss is incurred, the effect of potential issuances of shares under options and warrants would be anti-dilutive, and therefore basic and diluted loss per share are the same.

k) Management's Estimates

The preparation of financial statements in conformity with Canadian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reported periods. Actual results could differ from those estimates.

l) Flow-Through Shares

Canadian Income Tax Legislation permits an enterprise to issue securities referred to as flow-through shares, whereby the investor can claim the tax deductions arising from the renunciation of the related resource expenditures. When resource expenditures are renounced to the investors and the Company has reasonable assurance that the expenditures will be completed, future income tax liabilities are recognized with a corresponding reduction in share capital.

If a Company has sufficient unused tax losses and deductions ("losses") to offset all or part of the future income tax liabilities and no future income tax assets have been previously recognized on such losses, a portion of such unrecognized losses (losses multiplied by the effective corporate tax rate) is recorded as income up to the amount of the future income tax liability that was previously recognized on the renounced expenditures.

m) Joint Venture

Certain of the Company's properties were the subject of joint venture agreements. Where joint venture agreements exist, the Company's proportionate share of assets, liabilities, revenues, costs and expenditures relating to these properties have been recorded in the accounts.

n) Performance Shares

The Company grants performance shares to attract consultants and/or employees to the Company. Performance shares are valued at market price on the date of issuance and charged to operations with the offsetting credit to share capital.

o) Financial Instrument Standards

Financial assets and liabilities are initially recognized at fair value and are subsequently measured based on their classification as held-to-maturity, loans and receivables, available-for-sale or held-for-trading, as described below. The classification is not changed subsequent to initial recognition.

Held-to-Maturity and Loans and Receivables

Financial instruments that have a fixed maturity date, where the Company intends and has the ability to hold to maturity, are classified as held-to-maturity and measured at amortized cost using the effective interest rate method. Loans and receivables are measured at amortized cost using the effective interest method.

Pacific North West Capital Corp.

(An Exploration Stage Company)

Notes to Consolidated Financial Statements

31 January 2011 and 2010

(Unaudited)

Canadian Funds

1. Nature and Continuance of Operations and Significant Accounting Policies – Continued

o) Financial Instruments Standards – Continued

Available-for-sale

Financial assets classified as available-for-sale are carried at fair value (where determinable based on market prices of actively traded securities) with changes in fair value recorded in other comprehensive income. Available-for-sale securities are written down to fair value through earnings whenever it is necessary to reflect an other-than-temporary impairment. Transaction costs that are directly attributable to the acquisition or issue of a financial asset or financial liability are added to its fair value.

Held-for-Trading

Financial assets and financial liabilities that are purchased and incurred with the intention of generating profits in the near term are classified as held-for-trading. These instruments are measured at fair value with the change in the fair value recognized in income.

Derivatives and Hedge Accounting

The Company has determined that any share purchase warrants held are derivative financial instruments and any change in fair value is included in earnings for the period.

Comprehensive Income

Comprehensive income is composed of the Company's earnings and other comprehensive income. Other comprehensive income includes unrealized gains and losses on available-for-sale securities, foreign currency translation gains and losses on the net investment in self-sustaining operations and changes in the fair market value of derivative instruments designated as cash flow hedges, all net of income taxes. Cumulative changes in other comprehensive income are included in accumulated other comprehensive income which is presented (if applicable) as a new category in shareholders' equity.

p) International Financial Reporting Standards ("IFRS")

In 2006, the Canadian Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after 1 January 2011. The transition date of 1 January 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended 30 April 2011. Although IFRS uses a conceptual framework similar to Canadian GAAP, there are significant differences in recognition, measurement and disclosure. The Company has developed the framework of a plan for IFRS convergence and has started the implementation process. Detailed analysis of the differences between IFRS and the Company's accounting policies and assessment of the various alternatives for first time adoption of IFRS are in progress. Management's assessment to date indicates that there will be revisions to the Company's disclosures on adoption of IFRS, but there will be no major financial impact or accounting policy or procedural changes. However, it is recognized that the IFRS requirements, in particular related to the mining industry, are evolving, and such changes may alter this preliminary assessment.

q) Comparative Figures

Certain comparative figures have been adjusted to conform to the current year's presentation.

2. Fair Value of Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, amounts receivable, advances and deposits, available-for-sale securities and accounts payable.

Pacific North West Capital Corp.*(An Exploration Stage Company)***Notes to Consolidated Financial Statements****31 January 2011 and 2010****(Unaudited)***Canadian Funds***2. Fair Value of Financial Instruments – Continued**

Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from the financial instruments. The fair value of these financial instruments, with the exception of available-for-sale securities, approximates their carrying values, due to their short-term maturity or capacity of prompt liquidation. The Company is exposed to currency risk on its acquisition and exploration expenditures on its US properties since it has to convert Canadian dollars raised through equity financing in Canada to US dollars. The Company's expenditures will be negatively impacted if the US dollar increases versus the Canadian dollar.

The CICA Handbook Section 3862, "Financial Instruments – Disclosures" requires disclosure of a three-level hierarchy for fair value measurements based upon transparency of inputs to the valuation of financial instruments carried on the balance sheet at fair value. The three levels are defined as follows:

Level 1: inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2: inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3: inputs to the valuation methodology are unobservable and significant to the fair value measurement.

	Fair Value Measurement	31 January 2011	30 April 2010
Available-for-sale securities <i>(Note 4)</i>	Level 1	\$ 3,801,799	\$ 2,466,360
Share purchase warrants <i>(Note 4)</i>	Level 2	275,334	275,334

3. Restricted Cash and Cash Equivalents

The Company had spent the total amount of \$567,771 flow-through funds as at 31 December 2010 on eligible mineral properties located in Canada pursuant to the terms of the subscription agreements related to these flow-through shares *(Notes 9)*.

4. Investments

	31 January 2011		30 April 2010	
	Cost	Fair Value	Cost	Fair Value
Fire River Gold Corp. ("FAU") 6,275,000 (30 April 2010 – 4,647,500) common shares 1,000,000 (30 April 2010 – 1,000,000) share purchase warrants expire on 2 October 2011	\$ 2,861,443	\$ 2,886,500	\$ 2,177,540	\$ 2,096,895
CanAlaska Uranium Ltd. ("CanAlaska") Nil (30 April 2010 – 68,600) common shares	-	-	13,061	10,290
El Niño Ventures Inc. ("El Niño") 3,429,071 (30 April 2010 – 1,429,071) common shares 1,428,571 (30 April 2010 – 1,428,571) share purchase warrants expire on 20 May 2011	297,258	188,599	100,074	176,804
Next Gen Metals Inc. ("Next Gen") 1,666,667 (30 April 2010 – 1,000,000) common shares	125,000	140,000	25,000	150,000
Foran Mining Corporation ("Foran") 150,000 (30 April 2010 – 2,600,000) common shares	73,572	169,500	282,100	78,000
Breakwater Resources Ltd. ("Breakwater") Nil (30 April 2010 – 23,752) common shares	-	-	422,108	102,135
Alto Ventures Ltd. ("Alto") 150,000 (30 April 2010 – 549,000) common shares	6,000	10,500	21,960	32,940

Pacific North West Capital Corp.*(An Exploration Stage Company)***Notes to Consolidated Financial Statements****31 January 2011 and 2010****(Unaudited)***Canadian Funds***4. Investments – Continued**

	31 January 2011		30 April 2010	
	Cost	Fair Value	Cost	Fair Value
Other marketable securities	410,191	682,034	140,530	94,630
	\$ 3,773,464	\$ 4,077,133	\$ 3,182,373	\$ 2,741,694

The above investments have been accounted for using the fair value method. All investments represent less than a 5% ownership of the respective companies except for FAU which represents 7.79%. FAU, El Niño and Next Gen are companies that have certain directors in common with the Company.

During the period the Company sold 1,491,500 common shares of FAU for proceeds of \$724,095 resulting in a gain of \$97,581.

During the period the Company sold 68,600 common shares of CVV for proceeds of \$5,831 resulting in a loss of \$7,230.

During the period the Company sold 425,150 common shares of Foran Mining Corp. for proceeds of \$332,518 resulting in a gain of \$123,990.

During the period the Company sold 399,000 common shares of Alto for proceeds of \$29,704 resulting in a gain of \$13,744.

During the period the Company sold 23,752 common shares of Breakwater for proceeds of \$71,262 resulting in a loss of \$350,846.

During the period the Company sold 71,500 common shares of other marketable securities for proceeds of \$35,651 resulting in a loss of \$8,312.

During the previous year ended 30 April 2010, the Company purchased 1,428,571 units of El Niño at a purchase price of \$0.07 per unit. Each unit consists of one common share and one common share purchase warrant. Each common share purchase warrant entitles the holder to purchase one common share of El Niño at an exercise price of \$0.15 per common share purchase warrant until 18 months from the date of issuance.

During the previous year ended 30 April 2010, the Company received 6,415,000 common shares and 1,000,000 share purchase warrants of FAU valued at \$2,694,300 and \$225,590 for the sale of MCR, respectively (*Note 5r*). Each share purchase warrant entitles the holder to purchase one common share of FAU at an exercise price of \$0.50 per share purchase warrant until October 2, 2011.

Notes to Consolidated Financial Statements
31 January 2011 and 2010
(Unaudited)
Canadian Funds

5. Mineral Property Costs

a) Details are as follows:

	Acquisition (Net of option payments received)	Exploration	Exploration Advances /Refunds	Write-off Mineral Property Costs	Total 31 January 2011	Total 30 April 2010
British Columbia Property						
BC Rock & Roll	\$ 40,000	604,602	-	-	644,602	451,675
Ontario Properties						
River Valley Joint Venture	1	5,053,099	(5,053,099)	-	1	1
Sargesson and Kelly/Davis	27,900	11,954	-	-	39,854	39,854
West Timmins Nickel	56,595	3,077,592	-	(3,134,187)	-	-
Coldwell Project	223,761	775,608	-	(999,369)	-	-
Swayze, Joint Venture (Nickel Muir)	80,572	205,774	-	(286,346)	-	-
Raglan Hills (South Renfrew)	13,517	148,151	-	(145,501)	16,167	16,167
East Sudbury	160,309	912,754	(38,279)	(194,185)	840,599	757,741
Goodchild	-	1,140	-	-	1,140	1,140
Walsh Township	36,400	38,643	-	(75,043)	-	-
North Duluth	-	3,038	-	-	3,038	3,038
Québec Properties						
SOQUEM - Taureau	-	326,794	-	(326,794)	-	-
SOQUEM - Chenneville	-	206,618	-	(206,618)	-	-
Glitter Lake	80,600	293,932	(182,937)	-	191,595	239,130
Fiedmont	42,500	195,389	-	(236,889)	1,000	-
Destiny Gold	73,954	1,291,155	-	-	1,365,109	958,249
Saskatchewan Nickel Plats	224,995	453,614	-	-	678,609	678,609
Winter Lake, Northwest Territories						
	52,250	2,704	-	(54,954)	-	-
Alaska Properties						
Goodnews Bay	158,730	1,265,854	(1,193,500)	(231,084)	-	-
Reconnaissance (Kane, Tonsina, SE Alaska)	27,946	998,816	(500,000)	-	526,762	508,084
Union Bay	441,593	4,069,533	(4,264,320)	-	246,806	245,906
North Voisey, Labrador	46,081	9,671	-	(55,752)	-	-
Africa Properties						
Burkina Faso	75,000	60,000	-	-	135,000	-
	\$ 1,862,704	\$ 20,006,435	\$ (11,232,135)	\$ (5,946,722)	\$ 4,690,282	\$ 3,899,594

b) **BC Rock & Roll**

On 28 July 2009, the Company obtained an option from Misty Creek Ventures Ltd. (Misty Creek Ventures Ltd. was dissolved in January 2010 and its interest was transferred to Equity Exploration Consultants Ltd.), First Fiscal Enterprises Ltd. and Pamicon Developments Ltd. (collectively the "Vendors") on the Rock & Roll property (the "Property"), located in the Liard Mining District approximately 9 km west of the Bronson airstrip and exploration camp in northern British Columbia. Under the terms of the Letter Agreement, the Company can earn a 100% interest in the Property over

5. Mineral Property Costs – Continued

b) **BC Rock & Roll – Continued**

a four year period by completing \$2,000,000 in exploration expenditures, paying the Vendors \$130,000 and providing the Vendors with a total of 600,000 of the Company's shares (100,000 shares issued) (Note 8). The Vendors will retain a 2% Net Smelter Return ("NSR"), of which 1% can be purchased for \$3,000,000. The property is also subject to an underlying NSR of 3% and an underlying Net Profits Interest Royalty ("NPI") of 15%, both of which are payable to Prime Equities International Corporation, and both of which are purchasable by the Forrest Syndicate and/or heirs and assignees in their entirety for \$1,500,000 each.

c) **River Valley Farm-In and Joint Venture**

By agreement dated 14 July 1999, the Company granted to Kaymin Resources Limited ("Kaymin"), a wholly-owned subsidiary of Anglo Platinum Limited, an option to earn up to a 65% interest in the Company's portion of certain properties, including the River Valley property, the Goldwright property, the Frontier property (these claims were allowed to lapse on 12 December 2006), the Washagami property (these claims were allowed to lapse on 10 December 2008), the Razor property and the Western Front property (Notes 6c(i)-6c(iv) respectively), in the Sudbury Region of Ontario. During a prior year, Kaymin elected to vest obtaining a 50% interest in the properties upon having paid the Company \$300,000 (received in a prior year) and advanced and spent in excess of \$4,000,000 for exploration on the properties.

A joint venture is currently in force. Under this joint venture agreement, Kaymin is responsible for funding all exploration until a feasibility study is completed, which earns Kaymin an additional 10% interest. In addition, if Kaymin arranges financing for a mine, it receives an additional 5% interest, increasing its ownership up to a possible 65% interest. As Kaymin controls all financing, investing and operating decisions during this second earn-in phase, the consolidated financial statements of the River Valley Joint Venture have not been incorporated on a proportionate basis into these consolidated financial statements. Included in amounts receivable as at 31 October 2010 is \$Nil (30 April 2010 - \$67,921) receivable from the joint venture for an unsecured advance payable which is non-interest bearing and due on demand.

The above agreement is subject to various NSR royalties under the terms of the underlying agreements ranging from 2% to 3%.

i) **River Valley Property, Ontario**

By agreement dated 15 January 1999 and amended 11 March 1999, the Company acquired a 100% interest in 226 claim units, known as the River Valley Property, located in the Dana and Pardo Townships, Sudbury Mining District, Ontario. As consideration, the Company paid \$265,000 and issued 600,000 common shares to the optionors. In addition, minimum annual exploration expenditures of \$100,000 were completed. The property is subject to a 3% NSR. The Company, at its option, can purchase up to 2% of the NSR from the vendors for \$2,000,000.

ii) **Goldwright Property, Ontario**

By agreement dated 30 June 1998 and subsequently amended, the Company earned a 25% interest in certain mineral claims known as the Janes property, located in the Janes Township, Sudbury Mining District, Ontario. Certain claims are subject to a 2% NSR.

iii) **Razor Property, Ontario**

The Company acquired a 100% interest in certain mineral claims located in the Dana Township, Sudbury Mining District, Ontario for consideration of \$30,000.

The property is subject to a 2% NSR.

Pacific North West Capital Corp.

(An Exploration Stage Company)

Notes to Consolidated Financial Statements

31 January 2011 and 2010

(Unaudited)

Canadian Funds

5. Mineral Property Costs – Continued

c) River Valley Farm-In and Joint Venture – Continued

iv) Western Front Property, Ontario

By agreement dated 16 November 2001, the Company earned a 70% interest in certain mineral claims known as the Western Front property from a company (the “optionor”) with certain directors in common, for consideration of \$55,000 and issuance of 20,000 shares. In addition, an exploration expenditure of \$50,000 was completed.

The Company has the right to purchase an additional 30% interest in the property by paying \$750,000 to the optionor.

The property is subject to a 3% NSR, the first 1% of which the Company can purchase for \$1,000,000; the second 1% can be purchased for \$2,000,000. The Company and the optionor will share the NSR buyout privileges in proportion to their respective interests.

d) Sargesson and Kelly/Davis Properties, Ontario

The Company acquired a 100% interest in certain mineral claims, known as the Sargesson and Kelly/Davis properties, located in the Janes, Davis and Kelly Townships, Sudbury Mining District, Ontario. As consideration, the Company paid \$68,400 and incurred \$30,000 in exploration expenditures.

The property is subject to a 2% NSR. The Company can purchase 1% of the NSR from the vendors for \$400,000 and has the right of first refusal on the remaining 1% NSR.

e) Raglan Hills, Ontario (formerly: South Renfrew Property)

In 2006, the Company acquired 6 claims by staking in Raglan Township, Ontario. In 2007, the Company entered into a joint venture agreement with First Nickel Inc. (“First Nickel”) to evaluate the claims as well as their adjoining claims as one property. Each company will participate in working the property as a 50:50% joint venture. Expenditures and programs on the project will be determined by an annual joint management committee meeting.

Due to the downturn in commodity prices, the Company elected to not contribute to the financial participation in 2009 and as a result, the Company’s participating interest has been decreased. As defined in the joint venture agreement, the Company’s participating interest has been converted to a 1.5% NSR over the Raglan Hills property and a provision for writedown of \$145,501 has been recorded during a previous year, which represents a reduction in the Company’s participating interest by 90%.

f) Coldwell Properties, Ontario

On 18 September 2007, the Company acquired 91 mineral claims by staking in the Coldwell Area near Marathon, Ontario.

An exploration program of prospecting, lake-bottom sediment geochemical sampling, and an airborne EM and magnetic survey was initiated to evaluate the claims. Anomalies generated by these surveys were evaluated in a subsequent work program in the fall of 2008. No significant mineralization was identified during the course of this work.

The Company allowed the Coldwell claims to lapse in July and August 2010.

Pacific North West Capital Corp.

(An Exploration Stage Company)

Notes to Consolidated Financial Statements

31 January 2011 and 2010

(Unaudited)

Canadian Funds

5. Mineral Property Costs – Continued

g) Goodchild Property, Ontario

During the previous year, the Company acquired 28 mineral claims by staking in the Goodchild area of Ontario. The Goodchild property was incorporated into the Coldwell Project described in the preceding paragraph, and a portion of the 2008 Coldwell work program was directed at identifying mineralization on the Goodchild property.

As with the Coldwell Project; the Company allowed the Goodchild claims to lapse in February 2010.

h) East Sudbury Property, Ontario

In September 2009, the Company entered into a purchase agreement with Trueclaim Exploration Ltd. ("Trueclaim") whereby Trueclaim would purchase 100% ownership of certain claims that formed part of the East Sudbury property for a 1.5% NSR and 50,000 Trueclaim shares. In September 2009 the property was reduced from 128 claims to 60 claims.

From September 2009 to December 2009 an additional 56 claims were lapsed and the Company allowed the balance of the claims remaining to lapse in August 2010.

i) Swayze Joint Venture, Ontario

During a previous year, the Company acquired claims by staking in Kenogaming Township (in the Swayze Greenstone Belt), Ontario. In March 2008, the Company entered into a three year joint venture agreement with Benton Resources Corp. ("Benton") to evaluate the claims that both parties held in the Swayze Greenstone Belt. It is proposed that the exploration budget over the three years will be \$1,200,000 with the first year's budget of \$400,000.

Any additional claims acquired in the belt would be included in the joint venture. Each company will participate in working the properties as a 50:50% joint venture. Expenditures and programs on the properties will be determined by an annual joint management committee meeting.

During a previous year, the Company issued 10,000 common shares valued at \$6,500 related to this property.

On 5 May 2009, the joint venture was terminated. The Company allowed the Swayze claims to lapse in January 2010 and has no further plans for this project.

j) North Duluth Property, Ontario

During a previous year, the Company spent \$3,038 related to the acquisition of the 10 mineral claims in the Crystal Lake Area south of Thunder Bay, Ontario.

On 25 February 2009, the property was reduced to 8 claims and in February 2010 the remaining claims lapsed.

k) Glitter Lake Property, Québec

By agreement dated 15 August 2003, as amended on 30 April 2006, the Company can acquire, from CanAlaska Uranium Ltd. ("CanAlaska"), a company that previously had certain directors in common, a 50% interest in certain mineral claims known as the Glitter Lake property, located in the province of Québec. As consideration, the Company, at its option, must issue shares, make payments and incur exploration expenditures (the expenditure commitments for 2008 and 2009 have been extended to 2009 and 2010 as agreed to in an amendment dated 1 April 2008) as follows:

5. Mineral Property Costs – Continued

k) **Glitter Lake Property, Québec – Continued**

		Payments	Shares	Exploration Expenditures
On or before 15 April 2003	(completed)	\$ -	-	\$ 50,000
Upon execution of agreement	(paid)	10,000	-	-
On or before 4 June 2004	(issued)	-	20,000	-
On or before 15 August 2004	(paid)	15,000	-	-
On or before 28 May 2005	(issued)	-	20,000	-
On or before 15 August 2005	(paid)	20,000	-	-
On or before 28 May 2006	(issued)	-	20,000	-
On or before 15 April 2007	(completed)	-	-	150,000
On or before 15 April 2009	(partially completed)	-	-	200,000
On or before 15 April 2010	(agreement terminated)	-	-	300,000
Total		\$ 45,000	60,000	\$ 700,000

On 30 January 2009, the Company and CanAlaska signed an amendment to the option agreement whereby CanAlaska assigned a 100% interest in the Glitter Lake property to the Company in consideration of approximately \$83,600 for CanAlaska's remaining lease obligations with respect to the Company's Kerrisdale office location to the end of the lease term in November 2010. CanAlaska retains a 0.5% NSR interest in the property. The original option agreement has thus been terminated.

A joint venture partner is being sought to further explore the Glitter Lake property.

l) **Fiedmont, Val d'Or, Québec**

On 16 December 2008, the Company entered into an Option Agreement (the "Agreement") with Kinbauri Gold Corp. ("Kinbauri") whereby the Company may earn a 60% interest in Kinbauri's Fiedmont Property ("Fiedmont") subject to a 2% NSR held by the original vendors; the vendor's NSR is subject to a one percent, \$900,000 buyback.

Under the terms of the Agreement, the Company may pay Kinbauri an aggregate amount of \$98,000, issue 150,000 common shares to Kinbauri, subject to regulatory hold periods and expend \$400,000 on exploration prior to 30 November 2010 to earn its interest. The Company's first year commitment is mandatory and includes payment to Kinbauri of \$38,000 (paid), issuance of 50,000 shares (issued, valued at \$4,500) and expenditures of \$150,000 (incurred) on exploration prior to 30 November 2009. The Fiedmont property is located 30km north of Val d'Or, Québec, and is road accessible. The property consists of 84 claims (3,458 ha); 40 claims of which were staked in 2008.

The Fiedmont option agreement was terminated on 13 October 2009.

m) **Destiny Gold Project**

In September 2009, the Company announced that it had entered into an option agreement with Alto Ventures Ltd. ("Alto") on the Destiny Gold Project (formerly the Despinassy Project) located approximately 75 km north of Val d'Or in the Abitibi-Témiscamingue region of Québec (the "Alto Option Agreement"). The property consists of 175 mining claims totalling 7,260 ha. Under the terms of the Alto Option Agreement, the Company will pay Alto \$200,000, provide Alto with 250,000 common shares of the Company (Note 9), and complete a cumulative total of \$3,500,000 in exploration expenditures over a four year period, with minimum exploration expenditures of \$1,400,000 to earn a 60% interest in the Destiny Gold property as follows:

5. Mineral Property Costs – Continued

m) **Destiny Gold Project - Continued**

		Payments	Shares	Minimum Exploration Expenditures
Upon execution of agreement	(paid/issued)	\$ 25,000	25,000	\$ -
On or before 31 December 2009	(incurred)	-	-	300,000
On or before 28 July 2010	(paid/issued)	25,000	50,000	-
On or before 31 December 2010	(incurred)	-	-	300,000
On or before 28 July 2011		50,000	75,000	-
On or before 31 December 2011		-	-	400,000
On or before 28 July 2012		50,000	100,000	-
On or before 31 December 2012		-	-	400,000
On or before 28 July 2013		50,000	-	-
Total		\$ 200,000	250,000	\$ 1,400,000

Subsequent to vesting of its interest, the Company will form a joint venture with Alto to further develop the project. Certain claims comprising the property are subject to underlying net smelter return royalties ranging from 1% to 3.5%, with varying buy-back provisions.

n) **Nickel Plats, Saskatchewan**

By agreement dated 30 April 2007, the Company can acquire, from Diamond Hunter Ltd. ("Hunter"), a 100% interest in certain mineral claims known as the Nickel Plats property, located in the province of Saskatchewan.

On 30 March 2009, the Company and Hunter signed an amendment to the terms of the agreement as follows (Note 9):

		Payments	Shares	Exploration Expenditures
Upon execution of agreement	(paid/issued)	\$ 10,000	75,000	\$ -
On or before 30 June 2007	(paid)	20,000	-	-
On or before 30 April 2008	(paid/issued)	30,000	75,000	-
On or before 30 April 2009	(paid/issued)	15,000	50,000	-
On or before 30 April 2010	(paid/issued)	15,000	50,000	-
On or before 30 April 2011*		20,000	-	-
On or before 30 April 2012*		20,000	-	-
On or before 30 April 2013*		20,000	-	-
Total		\$ 150,000	250,000	\$ -

* The payments of \$20,000 are Advanced Royalty Payments based on the price of nickel maintaining a minimum price of US\$6.00/lb in the three months preceding each of the 4th, 5th and 6th anniversary of the agreement. In the case that the price of nickel does not maintain a minimum price of US\$6.00/lb in the three months preceding each of the 4th, 5th and 6th anniversary of the agreement, the dollar amount of the Advanced Royalty Payments will be less than \$20,000 on the 4th, 5th and 6th anniversary of the agreement and the actual dollar amount will be negotiated between Hunter and the Company at the time of the anniversary.

An additional 100,000 shares may be issued upon vesting of 100% interest if the results of a feasibility studies are positive.

The property is subject to a 2.0% NSR. The Company shall have the right to purchase a 1.0% NSR for \$750,000.

During a previous year, by agreement dated 16 May 2007, the Company can acquire for \$10,000 (paid), from Hunter, a 100% interest in certain mineral claims known as the Nickel Plats adjunct property, located in the province of Saskatchewan.

Pacific North West Capital Corp.*(An Exploration Stage Company)***Notes to Consolidated Financial Statements****31 January 2011 and 2010****(Unaudited)***Canadian Funds***5. Mineral Property Costs – Continued****n) Nickel Plats, Saskatchewan – Continued**

The Nickel Plats adjunct property is subject to a 2.0% NSR. The Company shall have the right to purchase a 1.0% NSR for \$750,000.

A joint venture partner is being sought to further explore the Nickel Plats Project.

o) Tonsina Property, Alaska

The Tonsina property, presently defined, consists of 46 State of Alaska mining claims, known as the “Marc” claims 1-46 (ADL Nos. 610060 – 610105) which were staked in June 2006. These claims comprise a contiguous group of State of Alaska ¼ section claims covering approximately 29.78 sq. kilometers (744.62 hectares, or 7,360 acres), herein referred to as the “Tonsina property”. The claims are owned 100% by the Company.

A joint venture partner is being sought to further explore the project.

p) Kane Property, Alaska

During a previous year, the Company acquired certain mineral claims by staking in Alaska.

On 6 June 2007, the Company entered into an option agreement with Stillwater pertaining to ongoing exploration on the property (the “Stillwater Option Agreement”). Under the terms of the Stillwater Option Agreement, Stillwater could elect to spend US\$3.5 million to earn 50% of the first selected property and US\$4.0 million on each subsequent selected property by 31 December 2011. Stillwater may elect to increase its interest to 60% by incurring an additional US\$8 million in exploration expenditures within an additional two year period or upon completion of a feasibility study, whichever occurs first. Stillwater may increase its interest to 65% by arranging for 100% of the project financing required to place the property into commercial production within an additional three years.

q) Union Bay Property, Alaska

The Company will be the project manager during the option period, as defined in the Agreement and will receive a management fee.

Stillwater elected in March 2008 not to continue with the exploration programs outlined in the Agreement to evaluate new ground in south east Alaska.

The Company continues to maintain the Kane property’s mineral claims and a joint venture partner is being sought to further explore the property.

By agreement dated 1 October 2002 and amended 2 April 2003 and 4 February 2004, the Company could acquire, from Freegold Ventures Limited (“Freegold”), a company that previously had certain directors and officers in common, an option to earn up to a 70% interest in the Union Bay Property.

In order to earn its 50% interest, the Company purchased a private placement of \$165,000 (2002) and made cash payments, issued shares and incurred exploration expenditures as follows:

	Payments	Shares	Exploration Expenditures
- Within 5 days from approval date (<i>issued</i>)	\$ -	30,000	\$ -
- On or before 1 July 2003 (<i>paid/incurred</i>)	20,000	-	30,000
- On or before 30 January 2004 (<i>issued</i>)	-	30,000	-
- On or before 1 July 2004 (<i>paid/incurred</i>)	20,000	-	30,000
- On or before 1 July 2005 (<i>paid/incurred</i>)	30,000	-	340,000
- On or before 1 July 2006 (<i>paid/incurred</i>)	30,000	-	600,000
	<u>\$ 100,000</u>	<u>60,000</u>	<u>\$ 1,000,000</u>

Pacific North West Capital Corp.*(An Exploration Stage Company)***Notes to Consolidated Financial Statements****31 January 2011 and 2010****(Unaudited)***Canadian Funds***5. Mineral Property Costs – Continued****q) Union Bay Property, Alaska – Continued**

Following vesting with a 50% interest on 1 July 2006, the Company had the right to elect within 45 days to increase its interest to 60% by completing a feasibility study within 12 months of vesting with 50%. This election was not made.

Under the terms of the agreement, the Company upon vesting with 50%, issued 253,586 shares at market value for \$100,000 to Freegold. 134,538 shares were issued and accounted for in a previous year.

By Memorandum of Agreement dated 4 May 2007, Freegold and the Company confirmed their 50:50% interest in the property.

Freegold and the Company are seeking a joint venture partner to further develop this project.

r) Nixon Fork Property, Alaska

On 12 February 2009, the Company acquired a 100% interest in the Nixon Fork Gold Mine through the purchase of Mystery Creek Resources, Inc. ("MCR") located 56 km northeast of McGrath, Alaska for a total consideration of US\$500,000. The Company paid US\$100,000 upon signing the agreement dated 9 December 2008. The Company exercised the option by agreeing to pay a further US\$400,000 of which US\$100,000 was paid 12 February 2009, and the balance is required to be paid in three equal instalments on 1 May 2009 (paid), 1 July 2009 (paid) and 1 September 2009 (paid).

In June 2009, the Company granted FAU an option to acquire all of the outstanding shares of MCR. FAU paid US\$50,000 on signing of the agreement. The sale of MCR to FAU was approved by the Company's shareholders in August 2009. The shareholders of FAU approved the purchase of MCR in September 2009. FAU exercised the option by making further payments totaling US\$450,000, and issuing a total of US\$2.5 million in FAU shares at a deemed price of \$0.45 per share for a total of 6,415,000 shares. FAU also issued to the Company 1,000,000 share purchase warrants entitling the Company to purchase 1,000,000 shares at an exercise price of \$0.50 for a period of twenty-four months from the date of closing (*Note 4*) and reimbursed all expenses incurred by the Company from 1 May 2009 for a total of CDN\$773,766.

6. Property, Plant and Equipment

Details are as follows:

			31 January 2011	
	Cost	Accumulated Amortization	Net Book Value	
Automotive equipment	\$ 86,470	\$ 62,267	\$	24,203
Furniture and office equipment	256,582	192,026		64,556
	\$ 343,052	\$ 254,293	\$	88,759
			30 April 2010	
	Cost	Accumulated Amortization	Net Book Value	
Automotive equipment	\$ 86,470	\$ 55,240	\$	31,230
Furniture and office equipment	252,573	176,910		75,663
	\$ 339,043	\$ 232,150	\$	106,893

During the period ended 31 January 2011, total additions to property, plant and equipment were \$4,009 (30 April 2010 - \$23,083).

Pacific North West Capital Corp.

(An Exploration Stage Company)

Notes to Consolidated Financial Statements

31 January 2011 and 2010

(Unaudited)

Canadian Funds

7. Related Party Transactions

Except as disclosed elsewhere in these consolidated financial statements, related party transactions are as follows:

- a) During the period, management fees of \$153,422 (2010 - \$145,270) were paid to a company controlled by a director and Chairman.
- b) During the period, engineering and consulting fees of \$68,892 (2010 - \$114,750) were paid to the Vice President of Exploration.
- c) During the period, engineering and consulting fees of \$6,363 (2010 - \$14,000) were paid to the Vice President of Engineering.
- d) During the period, consulting fees of \$6,658 (2010 - \$Nil) were paid to a company controlled by a director.
- e) During the year, consulting fees of \$36,500 (2010 - \$Nil) were paid to a director and Corporate Secretary.
- f) Effective 1 February 2005, each outside director is entitled to receive \$500 per month, \$500 per directors meeting and \$500 per committee meeting. During the period, \$17,000 (2010 - \$25,000) was paid/accrued to directors.

The above transactions, occurring in the normal course of operations, are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

8. Share Capital

a) Private Placements

On 30 December 2009, the Company closed the non-brokered private placement of 5,360,000 units at a purchase price of \$0.20 per unit for gross proceeds of up to \$1,072,000, of which 4,500,000 units were issued as flow-through units to the Mineral Fields Group. Each unit consisted of one common share in the capital of the Company and one-half of one share purchase warrant, each whole warrant entitling the holder to purchase one additional common share of the Company for the period of two years at a price of \$0.35 in the first year and at a price of \$0.45 in the second year (Note 8g).

In connection with this financing, the Company has paid an aggregate of \$45,000 in cash and issued an aggregate of 315,000 compensation options valued at \$42,326, as finder's fees (Note 8g). Each compensation option entitles the holder thereof to acquire one unit at a price of \$0.20 per unit for a period of 24 months. Each unit is comprised of one common share and one-half of one warrant, with each whole warrant entitling the holder thereof to acquire an additional common share for a period of two years from the date of issue of the compensation options at a price of \$0.35 during the first year of the exercise period and at a price of \$0.45 during the second year of the exercise period.

b) Other

During the previous year ended 30 April 2010, 50,000 shares at a deemed price of \$0.09 per share were issued for the acquisition of the BC Rock & Roll project (Note 5b), 25,000 shares at a deemed price of \$0.11 per share were issued for the acquisition of Destiny Gold project (Note 5m) and 50,000 shares at a price of \$0.15 per share were issued for the acquisition of Saskatchewan Nickel Plats (Note 5n).

During the period, 50,000 shares at a deemed price of \$0.11 per share were issued for the acquisition of the BC Rock & Roll project (Note 5b) and 50,000 shares at a deemed price of \$0.11 per share were issued for the acquisition of Destiny Gold project (Note 5m).

c) Flow-Through Shares

Flow-through shares are shares issued by a company that incurs certain resource expenditures and then renounces them for Canadian tax purposes. This allows the expenditures to flow through to the

Pacific North West Capital Corp.*(An Exploration Stage Company)***Notes to Consolidated Financial Statements****31 January 2011 and 2010****(Unaudited)***Canadian Funds***8. Share Capital – Continued****c) Flow-Through Shares - Continued**

subscriber for tax purposes. The subscribers may in turn claim the expenditure as a deduction on their personal or corporate tax returns.

The total amount of funds raised through the flow-through shares must be spent on qualified mineral exploration. The use of proceeds from flow-through shares is restricted to certain Canadian Exploration Expenditures under Canadian Income Tax Legislation.

d) Exercise of Warrants and Options

i) During the period, no warrants were exercised (2010 – Nil).

ii) During the period, no options were exercised (2010 – Nil).

e) Performance Shares

A total of 2,697,990 performance shares are reserved for issue. At the discretion of the Board, these shares may be issued to such arm's length parties as the Board considers desirable to attract consultants to the Company.

During a previous year, the Board authorized the issuance of up to 300,000 performance shares at an exercise price of \$0.01 per share to attract a new officer to the Company. These shares were granted as follows:

Shares	Grant Date	
50,000	15 January 2004	(issued)
50,000	30 June 2004	(issued)
50,000	31 October 2004	(issued)
50,000	28 February 2005	(issued)
50,000	1 July 2005	(issued)
50,000	1 December 2005	(issued)
<u>300,000</u>		

During a previous year, the Board authorized the issuance of up to 300,000 performance shares at an exercise price of \$0.01 per share to attract a new officer to the Company. These shares were to be granted as follows:

Shares	Grant Date	
25,000	24 May 2005	(issued)
25,000	24 November 2005	(issued)
50,000	28 August 2006	(issued)
50,000	28 February 2007	(cancelled December 2006)
75,000	28 August 2007	(cancelled December 2006)
75,000	28 February 2008	(cancelled December 2006)
<u>300,000</u>		

During a previous year, the Board authorized the issuance of up to 300,000 performance shares at an exercise price of \$0.01 per share to attract a new Vice-President of Project Development to the Company. These shares were to be granted as follows:

Notes to Consolidated Financial Statements
31 January 2011 and 2010
(Unaudited)
Canadian Funds

8. Share Capital – Continued

e) **Performance Shares – Continued**

Shares	Grant Date	
25,000	16 October 2007	(issued)
25,000	16 January 2008	(issued)
25,000	16 April 2008	(issued)
25,000	16 July 2008	(issued)
25,000	16 October 2008	(issued)
25,000	16 January 2009	(issued)
25,000	16 April 2009	(cancelled March 2009)
25,000	16 July 2009	(cancelled March 2009)
25,000	16 October 2009	(cancelled March 2009)
25,000	16 January 2010	(cancelled March 2009)
25,000	16 April 2010	(cancelled March 2009)
25,000	16 July 2010	(cancelled March 2009)
<u>300,000</u>		

During the previous year, the Board authorized the issuance of up to 300,000 performance shares at an exercise price of \$0.01 per share to attract a new Vice-President of Business Development to the Company. These shares were to be granted as follows:

Shares	Grant Date	
50,000	12 May 2009	(issued)
50,000	12 November 2009	(issued)
50,000	12 May 2010	(cancelled December 2009)
50,000	12 November 2010	(cancelled December 2009)
50,000	12 May 2011	(cancelled December 2009)
50,000	12 November 2011	(cancelled December 2009)
<u>300,000</u>		

During a previous year, the Board authorized the issuance of up to 300,000 performance shares at an exercise price of \$0.01 per share to attract a new Vice-President of Exploration to the Company. These shares were to be granted as follows:

Shares	Grant Date	
50,000	12 May 2009	(issued)
50,000	12 November 2009	(issued)
50,000	12 May 2010	(cancelled December 2009)
50,000	12 November 2010	(cancelled December 2009)
50,000	12 May 2011	(cancelled December 2009)
50,000	12 November 2011	(cancelled December 2009)
<u>300,000</u>		

During the previous year, the Board authorized the issuance of up to 300,000 performance shares at an exercise price of \$0.01 per share to attract a new Vice-President of Engineering to the Company. These shares are to be granted as follows:

Shares	Grant Date	
50,000	4 January 2010	(allotted as at 30 April 2010*)
50,000	4 June 2010	(allotted as at 31 July 2010**)
50,000	4 December 2010	(allotted as at 31 January 2011***)
50,000	4 June 2011	
50,000	4 December 2011	
50,000	4 June 2012	
<u>300,000</u>		

* 50,000 performance shares were reserved for issuance at \$0.01 per share during the year ended 30 April 2010. The fair market value of the performance shares at the date of allotment/accrual was \$10,000 and was recorded in the accounts as stock-based compensation. The offsetting entry is to contributed surplus.

Notes to Consolidated Financial Statements
31 January 2011 and 2010
(Unaudited)
Canadian Funds

8. Share Capital – Continued

e) Performance Shares – Continued

** 50,000 performance shares were reserved for issuance at \$0.01 per share during the period. The fair market value of the performance shares at the date of allotment/accrual was \$5,500 and was recorded in the accounts as stock-based compensation. The offsetting entry is to contributed surplus.

*** 50,000 performance shares were reserved for issuance at \$0.01 per share during the period. The fair market value of the performance shares at the date of allotment/accrual was \$6,500 and was recorded in the accounts as stock-based compensation. The offsetting entry is to contributed surplus.

f) Share Purchase Options

A summary of the Company's options at 31 January 2011 and the changes for the period are as follows:

Number outstanding 30 April 2010	Granted	Exercised	Expired	Cancelled	Number outstanding 31 January 2011	Exercise price per share	Expiry date
718,000	-	-	-	15,000	703,000	\$0.25	5 November 2014*
355,000	-	-	-	355,000	-	\$0.60	3 May 2010
100,000	-	-	-	-	100,000	\$0.40	3 February 2011
82,500	-	-	-	-	82,500	\$0.40	19 April 2011
50,000	-	-	-	-	50,000	\$0.50	8 May 2011
20,000	-	-	-	-	20,000	\$0.50	19 May 2011
150,000	-	-	-	-	150,000	\$0.25	14 February 2017*
680,000	-	-	-	50,000	630,000	\$0.25	18 May 2017*
230,000	-	-	-	-	230,000	\$0.25	11 October 2017*
130,000	-	-	-	-	130,000	\$0.25	29 October 2017*
910,000	-	-	-	-	910,000	\$0.60	22 February 2013
100,000	-	-	-	-	100,000	\$0.50	11 June 2013
980,000	-	-	-	-	980,000	\$0.25	22 April 2014
125,000	-	-	-	-	125,000	\$0.25	15 July 2014
150,000	-	-	-	-	150,000	\$0.25	4 June 2015
150,000	-	-	-	-	150,000	\$0.40	4 June 2015
150,000	-	-	-	-	150,000	\$0.25	5 January 2015
150,000	-	-	-	-	150,000	\$0.50	5 January 2015
100,000	-	-	-	-	100,000	\$0.25	5 January 2015
100,000	-	-	-	-	100,000	\$0.50	5 January 2015
5,430,500	-	-	-	420,000	5,010,500		

* Amended and extended on 6 May 2009.

During prior years, the Company granted the following options and recognized the vested amount as follows:

Grant Date	Granted	Exercise Price	Fair Value	31 January 2011 Vested Amount
15 July 2009	125,000	\$ 0.25	\$ 8,613	\$ 6,459
4 January 2010	150,000	\$ 0.25	22,242	22,242
4 January 2010	150,000	\$ 0.40	20,531	14,816
5 January 2010	150,000	\$ 0.25	22,224	-
5 January 2010	150,000	\$ 0.50	19,628	-
5 January 2010	100,000	\$ 0.25	14,816	9,877
5 January 2010	100,000	\$ 0.50	13,085	-
	925,000		\$ 121,139	\$ 53,394

8. Share Capital – Continued

f) **Share Purchase Options – Continued**

The total estimated fair value of the 925,000 options is \$121,139. Since the options were granted under a graded vesting schedule, \$53,394 of the total fair value has been recorded in the Company accounts as stock-based compensation expenses. The offsetting entry is to contributed surplus.

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions:

	2011	2010	2009
Expected dividend yield	-	0.00%	0.00%
Expected stock price volatility	-	113.98%	92.55%
Risk-free interest rate	-	3.15%	2.36%
Expected life of options	-	5.0 years	5.0 years

Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options.

On 6 May 2009, the Company entered into an Amending Agreement with the holders of 1,923,000 existing options amending the exercise prices and extending the expiry dates:

Grant Date	Balance as at 6 May 2009	Original Exercise Price	Amended Exercise Price	Original Expiry Date	Amended Expiry Date
5 November 2004	743,000	\$ 0.72	\$ 0.25	5 November 2009	5 November 2014
14 February 2007	150,000	\$ 0.47	\$ 0.25	14 February 2012	14 February 2017
18 May 2007	620,000	\$ 0.55	\$ 0.25	18 May 2012	18 May 2017
11 October 2007	280,000	\$ 0.50	\$ 0.25	11 October 2012	11 October 2017
29 October 2007	130,000	\$ 0.50	\$ 0.25	29 October 2012	29 October 2017
	1,923,000				

The stock-based compensation expense related to this re-pricing of 1,923,000 stock options was \$118,811.

The following assumptions were used for the Black-Scholes valuation of stock options granted and re-priced during the period:

	2011	2010	2009
Expected dividend yield	-	0.00%	-
Expected stock price volatility	-	100.30%	-
Risk-free interest rate	-	2.24%	-
Expected life of options	-	7.13 years	-

Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options.

As at 31 January 2011, the following share purchase warrants were outstanding:

Warrants	Exercise Price	Expiry Date
2,680,000	\$0.35 (Year 1) / \$0.45 (Year 2)	30 December 2011
315,000	\$0.20	30 December 2011
2,995,000		

Pacific North West Capital Corp.*(An Exploration Stage Company)***Notes to Consolidated Financial Statements****31 January 2011 and 2010****(Unaudited)***Canadian Funds***8. Share Capital – Continued****f) Share Purchase Options – Continued**

During the previous year, 2,995,000 common share purchase warrants having a fair value of \$409,729 were issued relating to private placements.

The relative pro rata allocation of the fair value of the stock purchase warrants included in unit offerings is estimated on the date of issuance of the unit using the Black-Scholes warrant-pricing model with the following weighted average assumptions:

	2011	2010	2009
Average risk-free interest rate	-	1.42%	-
Expected dividend yield	-	-	-
Expected stock price volatility	-	136.95%	-
Average expected warrant life	-	2 years	-

Pricing models require the input of highly subjective assumptions including the expected stock price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore, the existing models do not necessarily provide a reliable single measure of the fair value of the Company's share purchase warrants.

9. Commitments

- a) By agreement effective 1 December 2005, the Company entered into a five-year management agreement with a company controlled by a director and Chairman. Compensation is \$7,350 per month for the first year, with a 5% increase on each anniversary date plus benefits. The Chairman and director is also entitled to receive up to 20% of all stock options granted during the period that the agreement is in place. This agreement is automatically renewable for two-year periods. The Company may terminate the agreement at any time but will be responsible to pay the greater of the remaining amount under the contract or two years' compensation.

By amended agreement effective 1 December 2008, the Company amended the 1 December 2005 agreement. The compensation under the original agreement was amended from \$7,350 per month to \$14,104 per month. The 5% increase under the original agreement was waived until 1 December 2009. All terms of the original agreement remained the same.

- b) The Company has outstanding and future commitments under mineral property option agreements to pay cash and issue common shares of the Company (Note 5).
- c) The Company must incur mineral property operating expenditures equal to the proceeds of all flow-through shares issued by the Company. These mineral property operating expenditures must be incurred within a period of two years from the date of issue of the flow-through shares (Note 3).
- d) By agreement dated 1 December 2006, the Company entered into a five-year lease for office premises with the following lease payments to the expiration of the lease on 30 November 2011:

Year ended 30 April	2011	2012	2013	Thereafter
Management agreement	\$ 181,413	\$ 190,483	\$ 114,290	\$ -
Office lease *	\$ 204,519	\$ 119,303	\$ -	\$ -

* In November 2008, the Company entered into an agreement with the former co-signor of the lease whereby the Company assumed their remaining lease obligation and received a lump sum amount of \$126,845 which will be then applied to the end of the term.

Pacific North West Capital Corp.

(An Exploration Stage Company)

Notes to Consolidated Financial Statements

31 January 2011 and 2010

(Unaudited)

Canadian Funds

10. Capital Disclosure

The capital structure of the Company consists of equity attributable to common shareholders, comprising of issued capital, contributed surplus, accumulated other comprehensive loss and deficit. The Company's objectives when managing capital are to: (i) preserve capital, (ii) obtain the best available net return, and (iii) maintain liquidity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic condition and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents and investments.

The Company's policy is to invest its excess cash in highly liquid, fully guaranteed, bank sponsored instruments.

There were no changes in the Company's approach to capital management during the period ended 31 January 2011 compared to the year ended 30 April 2010. The Company is not subject to externally imposed capital requirements.

11. Subsequent Events

On 21 February 2011, the Company announced a non-brokered private placement of up to 10,000,000 units at a purchase price of \$0.30 per unit for gross proceeds of up to \$3,000,000, subject to regulatory approval. Each unit will consist of one common share in the capital of the Company and one-half of one share purchase warrant, each whole Warrant entitling the holder thereof to purchase one additional common share of the Company for one year at a price of \$0.35. A portion of all the units may be flow-through units and will be priced a \$0.35 cents per unit. Each unit will consist of one common share in the capital of the Company and one-half of one share purchase warrant, each whole Warrant entitling the holder thereof to purchase one additional non flow-through common share of the Company at \$0.45 for a period of one year. Finder's fees may be paid.

The proceeds from the private placement received from the sale of the units will be used for the further development of the River Valley PGM Project located in the Sudbury region of Ontario, the Destiny Gold Project, located approximately 75 km north of Val d'Or in the Abitibi-Témiscamingue region, Québec and the Rock and Roll project located in the Liard Mining District approximately 9 km west of the Bronson air airstrip and exploration camp in northern British Columbia.

The project hosts precious metals rich, volcanogenic massive sulphide mineralization in a volcano-sedimentary host rock package. The mineralization shows similarities to the gold and silver rich mineralization of Barrick Gold's past producing Eskay Creek Mine. Part of the proceeds from the financing will also be used for the advancement of the additional projects that the Company currently holds in its portfolio situated in Québec, Ontario, Saskatchewan and Alaska, and for the acquisition of additional platinum group metals, precious metals and base metals projects in Canada, the United States and Africa.