

AMANTA RESOURCES LTD.

Form 51-102F1

Management Discussion and Analysis

For the Quarter Ending

May 31, 2010

(All amounts expressed in Canadian dollars, unless otherwise indicated)

1. Date

The following management discussion and analysis (“MD&A”) of the financial position of Amanta Resources Ltd. (“Amanta” or the “Company”) and results of operations of the Company should be read in conjunction with the audited financial statements including the notes thereto for the year ended February 28, 2010 and the Company’s unaudited interim financial statements including the notes thereto for the period ended May 31, 2010. This MD&A is dated July 22, 2010.

Amanta is an exploration and development company focused on properties in Southeast Asia. Its primary assets include the Luang Namtha copper and associated minerals project in Laos as well as the Mae Lama and Mae Chedi tungsten properties and the Langu gold project in Thailand. The Company trades on the TSX Venture Exchange under the symbol AMH.

1.1 Forward Looking Statements

Certain information included in this discussion may constitute forward-looking statements. Forward-looking statements generally can be identified by the use of forward-looking terminology such as “may,” “will,” “expect,” “intend,” “estimate,” “anticipate,” “believe,” or “continue” or the negative thereof or variations thereon or similar terminology. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management are inherently subject to significant business, economic and competitive uncertainties and contingencies. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. 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.

2. Overall Performance

The ongoing depressed economic environment which began during 2008, along with depressed capital markets for exploration companies in particular, continues to affect the Company’s ability to raise additional capital. The Company currently has sufficient cash to carry out its planned exploration program in 2010-11 but will need to raise additional funds in the medium term. The Company expects that raising sufficient funding for its exploration programs will continue for some time and continues to manage its costs tightly. The Company is also considering joint venture opportunities with companies having access to capital.

2.1 Joint Exploration Agreement

On April 10, 2009, the Company entered into a Joint Exploration Agreement (JEA) with Japan Oil, Gas and Metals National Corporation (JOGMEC) for the further exploration and development of the Luang Namtha copper and associated minerals project. With the commencement of the JEA with JOGMEC (*see subsection 3.1.2*) the Company’s Board of Directors has decided to focus its ongoing activities solely on copper and associated minerals exploration in Laos and will continue to assess additional acquisition and development opportunities in that country. The Company is now considering ways to joint venture, option or divest its tungsten and gold interests in Thailand to raise additional development capital.

2.2 2010 Budget Increased to Accelerate Exploration at Luang Namtha Copper/Silver Project & Reconnaissance Drilling Programme Planned

Subsequent to May 31, 2010, the Company announced on June 4, 2010 that, following Management Committee meetings in Japan, Amanta and JOGMEC agreed to an increased Fiscal 2010 Budget of up to \$1,500,000 for the Luang Namtha copper/silver project in northern Laos. JOGMEC will contribute \$1,300,000 to the budget, while Amanta will contribute up to \$200,000 to support further geochemical and geophysical work as and when needed.

Amanta and JOGMEC are committed to the acceleration of the exploration programme, especially the evaluation of the Pakieng copper/silver deposits through reconnaissance drilling. The planned work in Pakieng will include a 2,000 metre reconnaissance diamond drilling programme, to test the extensive mineralised outcrop recently identified during follow-up surveys and trenching after completion of geochemical soil sampling and IP/resistivity surveys.

Two significant outcrops of the typical volcanoclastic rocks mineralised with bornite, chalcocite and chalcopyrite, approximately 200 metres apart, can be followed for several hundred metres along a N20°E strike, one having been traced for approximately 700 metres, so far. Field teams are now trenching between these outcrops to examine the area between them. Sampling along the strike and along the trenches is ongoing and the Company will release assay data shortly.

Work also continues at the northwest sector of the Pakieng target, where a large outcrop of a silicified andesitic breccia returns high molybdenum grades, of up to 0.8%, as well as gold and lead values. A clear molybdenum and gold-in-soil anomaly, still open to the north and the west, marks the mineralized area. The well-mineralized breccia shows strong IP chargeability as well as high resistivity in the inversion profiles, outlining clearly the existence of the sulphide mineralization, which appears to continue to considerable depth.

Amanta is preparing road access to the copper outcropping mineralization in Pakieng SW as well as to the molybdenum target in Pakieng NW, in order to facilitate transport of equipment and supplies for the 2,000 metres reconnaissance drill programme planned for these targets. Amanta is negotiating the drilling contract and it is anticipated that drilling will commence within two months.

2.3 Reconnaissance Drilling Programme Commences at Luang Namtha Copper/Silver Project

Subsequent to May 31, 2010, on July 7, 2010, the Company signed a contract for its previously announced reconnaissance drilling programme at the Luang Namtha copper-silver project in northern Laos. The drilling contractor, having completed its access reconnaissance, is mobilising equipment and manpower into the area.

The drilling contractor is Intergeo, of Hanoi, Vietnam. Intergeo has a strong presence in Laos and has provided various geological services to the Luang Namtha project, including mapping and sampling and a stream sediment survey. The overall contract is expected to cost up to \$350,000, including construction of a core shack, mobilisation and demobilisation.

The programme includes a total of 2,000 metres of diamond drilling in the Pakieng area of the Company's 200 km² exploration concession. This centrally located area has been the Company's main exploration target area and it is underlain by Palaeozoic volcanic rocks with minor red beds. The high grade mineralization occurs mainly in the volcanics.

Outcropping mineralization has been identified over an area covering up to 10 km² and rock chip samples have yielded assay values of up to 6% Cu and 400 g/t Ag as well as molybdenum values of up to 0.8%, with minor associated gold values.

The mineral characteristics evident within the Pakieng area, including the typical minerals (chalcocite, bornite, chalcopyrite and hematite), the host rocks (volcanics and volcano-clastics) throughout the series as well as the mode of occurrence (amygdaloid fillings, flow top breccia fillings, disseminations) and the virtual absence of alteration, suggest that the Pakieng mineralisation is of the 'Manto' deposit style.

The manner in which the mineral occurrences at Pakieng has been found so far, large mineralised extents and widespread evidence of mineralized rock, would seem to support this model. Notably, such deposits are found in Chile where they are economically the second most important copper deposit type. Examples include El Soldado, one of the largest 'Manto' deposits with a resource of approximately 100Mt, grading 1.5% copper, and others, such as Mantos Blancos.

Recently received assay results from the ongoing sampling and trenching programme in the area returned further encouraging results. A hard rock channel sample, across strike, on one of the outcropping mineralised zones returned 12 metres grading 1.64% copper and 85 g/t silver, confirming the anticipated average grades of a Manto style deposit. This mineralised outcrop has been followed for 600 to 700 metres, along strike.

A second trench between two mineralised outcrops did not reach the anticipated mineralised 'connection' at depth, but the grades of between 600 and 1,200 ppm copper, in the intercepted rock, over 36 metres width, indicated that there is continuity at depth between the outcrops. Further sampling results will be reported as assay details become available.

2.4 Letter of Intent for Laos Joint Venture

On February 24, 2010, the Company signed a Letter of Intent with CNP Exploration and Mining Import-Export Co., Ltd. ("CNP") to form a Joint Venture company for the purposes of acquiring and developing additional copper exploration properties in the Lao PDR.

The initial shareholdings in the JV Company shall be Amanta (80%) and CNP (20%) and Amanta shall have responsibility for the financing and project management of all exploration activities. CNP will focus on concession applications and other local issues. CNP is a Lao mining and construction company which holds three exploration licences, each covering 16 km², in the province of Oudom Xai, northern Laos. Two of these licence areas have been the subject of on-going discussions between Amanta and CNP. The licences are currently under application for renewal and extension.

CNP and Amanta have already identified a prospective exploration area and the JV Company proposes to make application for a copper exploration concession for this

area. The application shall be for an area of up to 500 km² and will be filed with the government as soon as the JV Company is established in Laos.

2.5 Private Placements

On June 15, 2009, the Company closed a non-brokered private placement of 3,750,000 units at \$0.07 per unit for gross proceeds of \$262,500. Each unit consists of one common share and one-half of one common share purchase warrant, with each full warrant entitling the holder to acquire one additional common share at a price of \$0.12 per share until June 15, 2010 and \$0.15 per share until June 15, 2011. The Company paid finders' fees of \$4,200 in cash and issued 18,000 shares and 60,000 warrants to purchase common shares for \$0.12 per share until June 15, 2011.

On August 28, 2009, the Company closed a non-brokered private placement of 1,850,000 units at \$0.07 per unit for gross proceeds of \$129,500. Each unit consists of one common share and one-half of one common share purchase warrant, with each full warrant entitling the holder to acquire one additional common share at a price of \$0.12 per share until August 28, 2010 and \$0.15 per share until August 28, 2011. The Company paid finders' fees of \$6,090 in cash.

On October 2, 2009, the Company closed a non-brokered private placement of 2,300,000 units at \$0.07 per unit for gross proceeds of \$161,000. Each unit consists of one common share and one-half of one common share purchase warrant, with each full warrant entitling the holder to acquire one additional common share at a price of \$0.12 per share until October 2, 2010 and \$0.15 per share until October 2, 2011. The Company paid finders' fees of \$1,260 in cash.

On December 30, 2009, the Company completed a tranche of a non-brokered private placement announced December 4, 2009 to raise up to 10,000,000 units at \$0.07 per unit for gross proceeds of \$700,000. Each unit consists of one common share and one-half of one common share purchase warrant, with each full warrant entitling the holder to acquire one additional common share at a price of \$0.12 per share until December 30, 2010 and \$0.15 per share until December 30, 2011. The Company agreed to pay finders' fee on all or portion of this placement. The Company received \$319,200 and paid finders' fees of \$6,300 in respect to this private placement for a total of 4,560,000 units at \$0.07 cents per share.

On February 12, 2010, the Company completed a tranche of a non-brokered private placement at a price of \$0.07 per unit for gross proceeds of \$500,000. Each unit consists of one common share and one half of a non-transferable share purchase warrant. Each warrant entitles the holder to purchase one common share of the Company at a price of \$0.12 per share for a period of 12 months from closing and for a further 12 months at \$0.15. The Company issued in respect to this private placement a total of 7,142,860 units at \$0.07 cents per share and paid finders' fees of \$17,157.

On May 28, 2010, the Company completed a private placement financing announced on May 20, 2010, for the sale of 2,500,000 units at \$0.10 per unit for total proceeds of \$250,000. Each Unit consists of one common share and one half of a non-transferable share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Company for a period of two years from the closing date at a price of \$0.15 per share during the first year after closing and at a price of \$0.18 per share

during the second year after closing. All of the securities are subject to a hold period expiring September 21, 2010.

2.6 Appointment of Director

On May 20, 2010, the Company announced the appointment of Mr. Thanawut Sirinawin to the Board of Directors. Mr. Sirinawin graduated from Chiang Mai University, Thailand, in 1978 and holds a M.Sc. in Geology.

Mr. Sirinawin joined Amanta Resources in 2004 as Project Director. He has since played an important role in designing and supervising exploration programmes for the Company and in successfully negotiating joint ventures. With his 30 years of hands on experience, his knowledge of the geology and mineral industry of Laos and Thailand and his extensive experience in dealing with government departments in Laos and Thailand, Mr. Sirinawin brings invaluable expertise to the Board.

3. Results of Operations

3.1 Luang Namtha Copper Project, Laos

3.1.1 5 Year Prospecting and Exploration Agreement with the Government of the Lao PDR

On June 28, 2008, the Company entered into a Copper Mineral Prospecting and Exploration Agreement with the Government of the Lao PDR, becoming the first Canadian company to be granted a mineral concession in Laos. The concession area covers 200 km², in Luang Namtha Province, northern Laos, some 600 km from the Lao capital, Vientiane.

3.1.2 JEA with JOGMEC

On April 14, 2009 the Company entered into a JEA with JOGMEC for the further exploration and development of the Luang Namtha project. JOGMEC was established in February 2004 following the integration of the former Japan National Oil Corporation (JNOC) and Metal Mining Agency of Japan (MMAJ). It is a corporation under the Japanese Ministry of Economics, Trade and Industry (METI) with a mandate of investing in developing minerals projects worldwide to help secure a stable supply of natural resources for Japanese industry.

Under the terms of the JEA, JOGMEC has been granted an Option to acquire an undivided 51% interest in the Luang Namtha project by investing a total of US\$3 million prior to March 31, 2012. Amanta will act as the Project Operator and will earn a fee of up to 10% on project expenditures.

JOGMEC may terminate its interest at any time after it spends a minimum of US\$ 800,000 and will not earn any interest unless it completes the US\$3 million investment and exercises its Option, following which the parties will contribute pro-rata to ongoing project development costs.

Should JOGMEC exercise its Option to acquire a 51% project interest, it will have the right to transfer this interest to a qualified nominee, a Japanese company. With the

exception of a transfer to a JOGMEC nominee, each party shall have a first right of refusal if either party wishes to sell any part of its interest in the project.

The funding under the JEA will assure that the completion of the exploration programmes at Luang Namtha can continue uninterrupted and at the level of effort that this promising project merits.

March 31, 2010, saw the successful completion of the first year of the JEA.

3.1.3 Field Season 2008/09

3.1.3.1 The Pakieng Area

Since receiving the prospecting licence for the 200 km² Luang Namtha area, Amanta field teams and contractors have completed line-cutting and surveying, mapping and sampling programmes in order to delineate and interpret the known silver-copper mineral indications and to add to the knowledge of the area. The approach used by the Company was two-pronged, with Amanta personnel evaluating the known mineralized Pakieng area and the geological contractor Intergeo of Vietnam covering licence-wide reconnaissance and sampling.

Initially mainly characterized by the occurrence of large boulders and some isolated outcrops of volcanic material showing high grades of silver and copper, the Pakieng area was sampled and partly mapped during the period between November 2008 and January 2009.

Outcropping high-grade silver-copper material was found to occur over a very large – 6-10 km² – area. Copper values in these outcrops reach up to 6% with accompanying silver values of up to 14 oz/t. Often these samples also show lead values and these may vary between 1% and 4%. Consistent low-grade gold values and occasional high values of molybdenum, up to 0.8%, have also been mapped.

The mineralization at Pakieng observed so far is structurally controlled with the main N60E strike-slip fault direction being overall dominant and a multitude of NS oriented veins, beds and other structures containing the mineralization. At times these manifestations are significant in size and could present individual resource areas

Intrusive rock outcrops are located in two areas. One group of intrusive rocks has been mapped in the 20% of the area which, in the western part, is underlain by Triassic volcanic rocks and sediments. Copper and gold values occur near and on these granodiorites, both in stream sediment samples and in a limited number of rock chip samples.

A second group of intrusive outcrops has been located in the remainder of the area, the 80% mainly underlain by Carboniferous-Permian volcanic rocks and some red beds. Most of these intrusive outcrops have been found along the northern licence boundary although some outcropping material and float has been observed close to and around the Pakieng area. Of the more significant series of outcrops in the northern part, several of the latest discoveries were found to be mineralized with chalcopyrite.

3.1.3.2 Reconnaissance and Stream Sediment Sampling Surveys

The licence-wide reconnaissance and stream sediment sampling surveys, sub-contracted to Intergeo of Vietnam, were completed in February 2009. Interim results presented by Intergeo include a draft geological map at the 1:50,000 scale, a location map with reconnaissance rock sampling results and 236 stream sediment samples covering the entire 200 km² licence area.

Reconnaissance rocks include several outcrop samples similar to those mapped at the main mineralized area at Pakieng and returning the same high copper-silver grades. Most of these samples have been taken from locations well away from Pakieng and represent possible significant additional mineralized potential.

An Intergeo draft geologic map shows a geologic setting with Triassic volcanic rocks and sediments underlying the western 20% of the licence area with the remainder of the area underlain by older volcanic rocks and minor sediment. Outcropping acid to intermediate intrusive rocks have been mapped in the Triassic eastern part.

Stream sediment samples, taken with an average density of one sample per square kilometre, were prepared on-site with additional preparation at the MAS laboratory in Bangkok, where the samples have been assayed. Assay for gold was by fire assay and a series of 23 elements was determined by ICP. This package includes silver, all the base metals as well as arsenic, barium and bismuth.

The prepared distribution maps for the stream sediment results show several coincident silver-copper anomalous drainages, mainly concentrated around the Pakieng area, but with three additional large anomalous drainages to the northeast, along the established structural trend. From within two of these, high-grade copper silver rocks have been collected during reconnaissance.

Slightly lower level copper anomalous drainages occur to the west of the licence in an area where Intergeo mapped a series of three major outcropping acid to intermediate intrusive rock centers and some smaller ones. The anomalous copper values in this area of intrusive outcrop do not have coincident silver values but gold anomalous values have been recorded.

Overall the results of the initial surveys completed show that the potential of the Luang Namtha project area to host one or more significant silver-copper resources is very high.

3.1.4 Field Season 2009/10

3.1.4.1 The Pakieng Area

During the 2009-2010 field season the Company, supported by JOGMEC funds, continued the evaluation of the main mineralized area.

At Pakieng, a surveyed grid line-cutting programme, a 25 x 100 metres soil sampling programme, a pole-dipole IP / Resistivity survey and systematic geologic mapping were completed. In addition, after the results of the geochemical survey and the IP survey were plotted, a detailed ground-checking of the areas considered anomalous was completed in order to locate mineralized outcropping material.

The field programs have been carried out by independent contractors from Vietnam and Turkey, under the supervision by the Amanta exploration management and staff. Most of the field results have now been received and these include 1,650 ICP 23 element and 264 gold fire assay determinations of soil samples, as well as inversion profiles for 35 line-kilometres of IP / Resistivity survey. Petrographic work on several hundred rock samples is pending and the detailed geological mapping report is being finalised by Intergeo.

The results to date clearly show two target areas of immediate priority for further detailed work, to define locations for a reconnaissance drilling programme.

One area extends for about 1,500 x 500 meters and is partly characterized by high copper values in soils, with values grading up to 3,000 ppm, accompanied by corresponding silver values. Within this area, outcropping copper-silver mineralized rock occurrences were mapped at approximately two dozen locations and copper mineralized float is widespread. IP chargeability anomalies demonstrate the presence of sulphides at depth. The area is open to the south and the west.

In places, the surface expression of this copper target is masked by barren valley-fill or thick allochthonous soil cover up to 15 metres deep. This situation occurs in the northern sector of SW Pakieng where outcropping material and float have been found in a deeply incised streambed, but geochemistry values are low. The Company believes that it is prudent prior to the commencement of reconnaissance drilling in the area to undertake some limited trenching to further define drilling targets.

The second priority area is located in NW Pakieng, at the location from where the Company earlier reported a vertical channel sample over 20 meters averaging 0.25% molybdenum, with a high of 0.8% molybdenum. This mineralization is hosted in a strongly silicified andesitic breccia and the results from the present programmes show both the geochemical sampling and the IP chargeability and resistivity clearly outlining what the Company considers to be an immediate drill target.

While the mineralized outcrops in this area can be clearly observed, the newly obtained results enhance the size and shape of this target. The ICP and fire assay results over the limited 500 x 1,000 meters grid show a sharply defined molybdenum anomaly accompanied by a gold-in-soil anomaly in which individual values of up to 1.1 gram per ton gold occur. The area is open to the north and the west and further work will define the overall extent of the anomaly.

Molybdenum-in-soil values of up to 170 ppm, are supported by very strong IP chargeability and resistivity values that indicate that sulphide mineralization in the strongly silicified rock continues to depth. Silver and lead values, as well as anomalous arsenic values, accompany the molybdenum and gold values.

Line cutting and surveying for extension of the soil sampling and geophysical survey lines to the west and to the north of the anomaly is underway so that the final definition of this drill target may be completed prior to the commencement of the region's rainy season, to permit a reconnaissance drilling programme.

3.1.4.2 Taxoum Prospect

Other target areas in the concession have been the subject of reconnaissance work during the 2009-10 field season and further new copper/silver mineralized rocks have been located elsewhere. Of these, the Taxoum area, located in the western part of the concession, underlain by Triassic volcano sedimentary rocks, has been looked at in most detail. At Taxoum, reconnaissance has uncovered massive sulphide indications with some samples returning values of 20% combined lead-zinc. The company has completed a preliminary grid over the occurrences, but thick cover masks any geochemical expression except there where the mineralized occurrences crop out in streambeds. A test IP / Resistivity line however shows an extremely strong IP Chargeability response over the mineralized locations. Further line cutting and surveying is underway and a complete IP / Resistivity survey is planned for the next dry season.

3.2 Langu Gold Project, Thailand

3.2.1 Langu

The Langu property consists of four Special Prospecting Licences (SPL). Two of the Langu licences expired on July 2, 2009 and the Company has reapplied over the same general ground for one new SPL, thereby relinquishing areas that do not warrant further work. The new SPL covers an area of approximately 640 hectares (4,000 rai), covering the anomalous gold trend and those areas over which mapping and sampling have rendered positive results. The new application will be considered by the Thai Department for Primary Industries and Mining for approval. The remaining 2 SPLs are valid until September 28, 2011.

The Company has completed extensive surface work on the Langu property, including geochemical sampling and geological mapping, trenching and Induced Polarization. Results received to date appear to confirm that an anomalous gold trend extends for over 6,000 metres along a north-south strike within the Company's Special Prospecting Licence areas. Phase 1 of a 10,000 metre drill program was completed on the property.

3.2.2 Surat Prospect

North of Langu, near the town of Surath Thani, Amanta has applied for two SPLs over an area with "Langu style" mineralisation in a similar setting as the Langu project. These applications are under consideration by the Thai Authorities.

3.3 Mae Lama Tungsten Property, Thailand

The Company has completed extensive surface work on the Mae Lama property, followed by a limited initial drilling program. 18 core drill holes were completed, for a total drilled depth of 2,958 metres.

Global Prospectors and Consultants (Global), a Thai mining services company, rehabilitated part of the former mine workings. Additional rehabilitation work is required at a future date.

The owner of the property, with whom the Company has an agreement to acquire a 100% working interest in the project, has applied for an extension to the original Mining

Licence, the initial term of which has now expired. Activities at the project site will recommence when the extension is granted.

As at February 28, 2010, the Company, in accordance with GAAP, wrote down the cost of the Mae Lama tungsten property in Thailand to \$1.

3.4 Mae Chedi Tungsten Property, Thailand

In December 2007, the Company was granted a Special Prospecting Licence, covering an area of 14 km², by the Government of Thailand. The project is located in Chiang Rai Province, northern Thailand, and is the location of a former tungsten/tin mining operation.

To date, the Company completed a limited surface sampling and mapping programme.

4. Summary of Quarterly Results

Summarized quarterly results for the past eight quarters in accordance with Canadian GAAP are as follows:

Description	May 31, 2010	Feb. 28, 2010	Nov. 30, 2009	Aug. 31, 2009	May 31, 2009	Feb. 28, 2009	Nov. 30, 2008	Aug. 31, 2008	May 31, 2008
<i>Net Revenues</i>	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
<i>Income (loss) before other items</i>									
<i>Total</i>	(746,185)	(372,549)	(118,476)	(145,052)	(109,134)	(469,631)	(84,172)	(116,728)	(102,876)
<i>Per share</i>	(0.01)	(0.006)	(0.002)	(0.003)	(0.002)	(0.01)	(0.002)	(0.003)	(0.002)
<i>Net income or loss for period</i>									
<i>Total</i>	(747,315)	(2,177,274)	(123,741)	(165,156)	(117,637)	(1,844,757)	(13,623)	(110,275)	(111,139)
<i>Per share</i>	(0.01)	(0.04)	(0.007)	(0.003)	(0.002)	(0.04)	(0.000)	(0.003)	(0.002)

A precise determination of many assets and liabilities is dependent upon future events, therefore the preparation of financial statements for a period necessarily involves the use of estimates by management that have been made using careful judgment. Actual results may vary from these estimates.

5. Liquidity

The consolidated financial statements are prepared on a 'going concern' basis, which contemplates that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. As at May 31, 2010, the Company has a working capital deficiency of \$487,009 and has accumulated losses totalling \$14,148,257 since inception. The Company's ability to continue as a going concern is dependent on the ability of the Company to raise financing through equity issues, joint venture/earn-in arrangements and the attainment of profitable operations.

The economic recession which began during 2008 and the depressed capital markets are conditions which make raising funds more challenging for the Company, creating uncertainty that adequate funding will be available in the future, or available under terms acceptable to the Company. Management believes that the Company has sufficient funding to carry out its planned exploration program in 2010-11, responding to the current economic environment with specific cost reduction measures, while at the same time pursuing business acquisition and joint venture opportunities with companies having access to capital (see section 6). The consolidated financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern assumption was not appropriate for these consolidated financial statements, then adjustments would be necessary in the carrying value of assets such as mineral interests, and liabilities, the reported expenses, and the balance sheet classifications used.

The Company also had the following share purchase warrants and incentive stock options outstanding at the period ending May 31, 2010:

Warrants

Warrants Outstanding	Expiry Date	Exercise Price
3,570,000	February 12, 2011 / 2012	\$0.12 / \$0.15
2,325,000	December 30, 2010 / 2011	\$0.12 / \$0.15
10,000,000	January 5, 2012	\$0.10
1,935,000	June 15, 2010 / 2011	\$0.15
925,000	August 28, 2010 / 2011	\$0.12 / \$0.15
1,150,000	October 2, 2010 / 2011	\$0.12 / \$0.15
1,250,000	May 21, 2011 / 2012	\$0.15 / \$0.18
21,155,000		

Options

Number of Shares	Expiry Date	Exercise Price
100,000	March 30, 2011	\$0.10
200,000	March 30, 2011	\$0.30
250,000	July 28, 2011	\$0.10
150,000	July 28, 2011	\$0.33
25,000	June 1, 2012	\$0.10
400,000	June 1, 2012	\$0.32
5,075,000	May 10, 2015	\$0.12
6,200,000		

On May 20, 2010, under the terms of the Company's Incentive Stock Option Plan, approved by shareholders at an AGM held in August 2004, Amanta announced that it granted a total of 5,075,000 stock options to directors, officers and employees of the Company exercisable at a price of \$0.12 for a period of five years from the date of grant. Six directors and officers received a total of 3,375,000 new options, while eight employees received a total of 1,700,000 new options. The Company also cancelled 750,000 options.

At July 22, 2010, the Company has 6,200,000 options and 21,155,000 warrants outstanding.

At July 22, 2010, there are 69,357,249 common shares issued and outstanding.

On July 15, 2008 the Company entered into a convertible loan agreement with Torakit Investments Ltd. ("Torakit") for a total of \$700,000. The loan was repayable in two years and bore interest at Canadian prime rate plus 1% (as determined by HSBC Bank Canada) per annum, payable quarterly in advance. The principal amount of the loan was convertible into a total of up to 3,500,000 common shares of the Company at a deemed price of \$0.20 per share. In connection with the loan, the Company issued to Torakit 3,500,000 share purchase warrants exercisable at a price of \$0.20 per share and expiring July 15, 2010.

On January 5, 2009 the debenture was revised and increased from \$700,000 to \$1,000,000 and the conversion price was reduced to \$0.10 cents per share for a period of three years and expiring January 5, 2012. The loan is repayable in three years and bears interest at Canadian prime rate plus 2% (as determined by HSBC Bank Canada) per annum, payable quarterly in advance. In connection with the loan, the Company cancelled the previously issued 3,500,000 share purchase warrants and issued to Torakit 10,000,000 share purchase warrants exercisable at a price of \$0.10 per share and expiring January 5, 2012. As part of the loan agreement, the Company granted Torakit the right to purchase a 10% working interest in the Luang Namtha, Laos copper project, on the Maturity Date, which may be exercised by Torakit reimbursing the Company for 10% of the direct project expenditures incurred by the Company during the period between the Closing Date and the Maturity Date of the loan agreement.

On December 1, 2009, the Company announced that Cypress Consulting Services Inc., a private company controlled by Gerald D. Wright, President of Amanta, agreed with Torakit Investments Ltd. to acquire the convertible loan agreement between Torakit and Amanta dated January 5, 2009. The principal amount of the loan is \$1,000,000 and is repayable on or before January 5, 2012. The loan bears interest at Canadian prime rate plus 2% per annum, payable quarterly in advance. The principal amount of the loan may be converted into a total of up to 10,000,000 common shares of Amanta at a deemed price of \$0.10 per share. The conversion of the loan is restricted such that the number of shares issued on exercise or conversion cannot result in Cypress acquiring 20% or greater of the number of Listed Shares of Amanta.

As at May 31, 2010, no shares in the Company remain escrowed.

6. Capital Resources

The Company's primary capital assets are cash and mineral property assets. The Company capitalizes all costs related to the mineral properties until the properties are abandoned and written-off.

The Company presently has no revenue-producing operations and is dependent on the capital markets for project funding.

7. Transactions with Related Parties

The Company incurred the following amounts charged by directors of the Company, officers of the Company and companies controlled by directors of the Company.

Three months ended May 31,	2010	2009
Consulting fees	\$ 21,400	\$ -
Interest paid on convertible loan	24,993	25,332
Exploration costs:		
Geological and consulting fees	108,818	109,057
	\$ 155,211	\$ 134,389

Accounts payable at May 31, 2010 includes \$594,179 (2009 - \$486,801) due to companies controlled by directors of the Company and directors and officers of the Company in respect to unpaid fees.

The Company entered into contracts dated March 1, 2005 and amended March 1, 2007 with one director of the Company and two companies controlled by directors of the Company for an initial three year period ending February 29, 2008 and subsequently extended to February 28, 2010 for management, geological and consulting services at an aggregate cost of \$42,567 per month. Subsequent to the year ending February 28, 2010, the Company extended contracts for four years with one director of the company and one company controlled by a director of the Company.

During the three months ended May 31, 2010, certain directors made advances to the Company in the amount of \$187,531 (2009 - \$338,652). These advances are unsecured and without interest. The directors have agreed not to demand repayment within one year, and accordingly the advances are considered non-current.

These transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

8. Proposed Transactions

There are no transactions proposed that will materially affect the performance of the Company.

9. Disclosure Controls and Internal Controls over Financial Reporting

The Company's Chief Executive Officer and Chief Financial Officer (the "Certifying Officers") are responsible for the establishment and maintenance of a system of disclosure controls and procedures. This system is designed to provide reasonable assurance that information required to be disclosed by the Company under various securities legislation or the rules of regulatory agencies is appropriately reported within the time periods specified.

The Certifying Officers evaluate the system periodically throughout the year. They have concluded that the Company's disclosure controls are effective in providing reasonable assurance that material information relating to the Company is accumulated, reviewed by management and reported within the time periods specified.

The Certifying Officers are also responsible for the establishment of a system of internal controls over financial reporting. This system is designed to provide reasonable assurance regarding the reliability and timeliness of financial reporting and the preparation of financial statements in accordance with generally accepted accounting principles.

Ultimate responsibility for financial reporting rests with the Board of Directors. The Board carries out this responsibility principally through its Audit Committee. The Audit Committee is appointed by the Board and is composed of a majority of independent outside directors. It meets periodically with management and the external auditors to review accounting, auditing and internal control matters and regularly reports its findings and recommendations to the Board of Directors.

10. Risks and Uncertainties

The Company's principal activity is mineral exploration and development. Companies in this industry are subject to many and varied kinds of risks, including but not limited to, environmental, metal prices, political and economical.

Although the Company has taken steps to verify the title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

The Company has no significant source of operating cash flow and no revenues from operations. None of the Company's mineral properties currently have reserves. The Company has limited financial resources. Substantial expenditures are required to be made by the Company to establish ore reserves.

The property interests owned by the Company, or in which it has an option to earn an interest, are in the exploration stages only, are without known bodies of commercial mineralization and have no ongoing mining operations. Mineral exploration involves a high degree of risk and few properties which are explored are ultimately developed into producing mines. Exploration of the Company's mineral properties may not result in any discoveries of commercial bodies of mineralization. If the Company's efforts do not result in any discovery of commercial mineralization, the Company will be forced to look for other exploration projects or cease operations.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing

environmental problems related to any of its current or former properties that may result in material liability to the Company.

11. Additional Information

Additional information, including quarterly and annual consolidated financial statements, annual information forms, news releases and other disclosure documents may be found by accessing the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) website at www.sedar.com. The Company's website is located at www.amantaresources.com.

On Behalf of the Board,
AMANTA RESOURCES LTD.

"Gerald D. Wright"

Gerald D. Wright,
President