MONGOLIA GROWTH GROUP LTD.

Management Discussion & Analysis

March 31, 2011

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The management of Mongolia Growth Group Ltd. ("MGG" or "the Company") is pleased to present the Company's management discussion and analysis for the three months ended March 31, 2011 (the "MD&A"). The financial data presented has been prepared in accordance with International Financial Reporting Standards. The reporting and measurement currency in the financial statements and in this discussion and analysis is the Canadian dollar.

This MD&A is dated May 30, 2011 and incorporates all relevant information and considerations to that date.

The following discussion and analysis should be read in conjunction with the unaudited condensed interim financial statements of the Company for the period ended March 31, 2011 and the audited financial statements of the Company for the year ended December 31, 2010 together with all of the notes, risk factors and information contained therein.

Forward Looking Statements

This MD&A contains forward-looking statements relating to future events. In some cases, forward-looking statements can be identified by words such as "anticipate", "continue", "estimate", "expect", "forecast", "may", "will", "project", "should", "believe", or similar expressions. These statements represent management's best projections but undue reliance should not be placed upon them as they are derived from numerous assumptions. These assumptions are subject to known and unknown risks and uncertainties, including the "Risks and Uncertainties" as discussed herein. Actual performance and financial results will differ from any projections of future performance or results expressed or implied by such forward looking statements and the difference may be material.

Accordingly, readers are cautioned that events or circumstances could cause results to differ materially from those predicted. From time to time, the Company's management may make estimates and have opinions that form the basis for the forward-looking statements. The Company assumes no obligation to update such statements if circumstances, management's estimates or opinions change.

Overall Performance

MGG was incorporated in Alberta on December 17, 2007. The Company is an early stage real estate and financial conglomerate, focusing its operations in the emerging economy of Mongolia.

Risks and Uncertainties

The Company, as part of its operations, carries financial instruments consisting of cash and cash equivalents, marketable securities, accounts receivable, accounts payable and accrued liabilities. It is Management`s opinion that the Company is not exposed to significant credit, interest, or currency risks arising from these financial instruments except as otherwise disclosed.

Further information related to Mongolia Growth Group Ltd. is filed on the System for Electronic Document Analysis and Retrieval ("SEDAR") and can be reviewed at www.sedar.com.

Non-Generally Accepted Accounting Measures

The Company refers to "Funds used in operations" within this analysis. This is computed by calculating the cash flow from operations before changes to non-cash working capital from operations.

Selected Financial Information

Mongolia Growth Group Ltd.
Management Discussion & Analysis
March 31 2011

	March 31 2011	December 31 2010
Liquidity		
Cash	$8,518,840	$138,201
Non -cash working capital	(4,707,905)	8,969
Total Working capital	3,810,934	147,170
Long-term debt	-	-
Net liquidity	3,810,934	147,170
Total assets	10,353,848	156,847
Number of shares outstanding at end of period	14,167,570	2,964,300

	3 Months Ended Mar 31,2011	3 Months Ended Mar 31,2010
Total revenue	$20,555	$228
Funds used in operations	($170,209)	($6,420)
Net loss	($149,654)	($6,192)
Net loss per share	$0	$0
Basic and diluted weighted average number of shares during period	10,184,185	3,514,300

Selected Quarterly Financial Information

	Q1'11	Q4'10	Q3'10	Q2'10	Q1'10	Q4'09	Q3'09	Q2'09
Total revenue	$20,555	$456	$439	$262	$228	$261	$269	$487
Net loss	149,654	28,881	-259,734	-10,731	-6,192	-25,509	-13,590	-6,094
Loss per diluted share	0	0	-0.07	0.00	0.00	-0.01	0.00	0.00
Total assets	$10,353,847	$156,847	$303,628	$403,956	$404,764	$405,091	$434,425	$441,004
Weighted average shares	10,184,185	3,239,300	3,514,300	3,514,300	3,514,300	3,514,300	3,514,300	3,514,300
Ending shares	14,167,571	2,964,300	3,514,300	3,514,300	3,514,300	3,514,300	3,514,300	3,514,300

Results of Operations

As of March 31, 2011, MGG's operations consisted of redirecting the company to focus on the rapid growth of the Mongolian economy. In order to achieve that, the company opened a cash and investment account to facilitate the commencement of operations in Mongolia. These operations include the purchase of rentable property, seeking out Mongolian business partners and activities consistent with raising capital. For the quarter ended March 31, 2011, the Company had net losses of $149,654. These net losses primarily consisted of legal fees incurred over the quarter.

Outstanding Share Data

As at March 31, 2011, the Company had 14,167,571 common shares issued and outstanding. As at March 31, 2011, 8,210,000 of the Company's common shares, or approximately 58% of the issued and outstanding shares, were directly or indirectly controlled by the Company's directors and officers.

As at March 31, 2011, the Company has 600,000 stock options outstanding, all with an exercise price of $1.64 per share. 500,000 have an expiry date of March 9, 2021 and 100,000 have an expiration date of March 9, 2014.

Reorganization Transaction

On December 1st 2010, Mongolia Growth Group Ltd. announced the signing of an agreement that Harris Kupperman and Jordan Calonego planned to purchase 320,500 common shares of the Corporation on a post-consolidated basis from the founding board members. The transaction was completed on February 2, 2011. The Corporation also completed the following transactions on February 2, 2011, which were approved by the shareholders at the annual and special meeting of shareholders on January 17, 2011:

1. A private placement of the Corporation which raised gross proceeds of $4,611,252 from the sale of 12,685,420 common shares on a post-consolidated basis;
2. The filing of articles of amendment renaming the Corporation "Mongolia Growth Group Ltd." and consolidating the common shares of the Corporation at a ratio of 1:2;
3. The filing of an application for the de-listing of the common shares from the NEX board of the TSXV and an application for the listing of the common shares on the CNSX; and
4. The appointment of Paulo Bilezikjian, Jordan Calonego, Bill Fleckenstein, Harris Kupperman and Paul Sweeney as the new directors of the Corporation.

Liquidity

As at March 31, 2011, MGG had working capital of $3,810,934 comprised of cash, marketable securities, accounts receivable and prepaid expenses, net of accounts payable and accrued liabilities. Management considers the funds on hand to be sufficient to meet its ongoing obligations.

Related Party Transactions

There were no related party transactions during the period ended March 31, 2011. In the period, the Company lent its subsidiary Big Sky Capital LLC. $1.3 million for operational purposes.

Critical Accounting Estimates

The Company estimated its obligations for costs incurred but not represented by invoices during the quarter. At March 31, 2011, accrued liabilities accounted for $76,661 of the accounts payable and accrued liabilities.

Financial Instruments

The Company's financial instruments consist of cash, marketable securities, accounts receivable, and accounts payable and accrued liabilities. The Company is subject to interest risk as it earns interest income from its cash deposits. It is management's opinion that the Company is not exposed to significant currency or credit risks arising from these financial instruments and that the fair value of these financial instruments approximates their carrying values. For further discussion of financial instrument risks, see Financial Instruments Risk Management.

Changes in Accounting Policies

The following new standards, amendments and interpretations, that have not been early adopted in these interim financial statements, will or may have an effect on the Company`s future results and financial positions:

- **IFRS 9 Financial Instruments**
  IFRS 9 Financial Instruments is part of the IASB`s wider project to replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 retains but simplifies the mixed measurement model and establishes two primary measurement categories for financial assets: amortized cost and fair value. The basis of classification depends on the entity`s business model and the contractual cash flow characteristics of the financial asset. The standard is effective for annual periods beginning on or after January 1, 2013. The Company is in the process of evaluating the impact of the new standard on the accounting for the available-for-sale investments.

Capital Risk Management

MGG defines capital as the Company's shareholders' equity and working capital. The Company's objectives when managing capital is to safeguard its accumulated capital by maintaining a sufficient level of funds to complete the Company's objective of acquiring investment properties and operating businesses.

Off-Balance Sheet Items

As at March 31, 2011, the Company has no off-balance sheet items.

Financial Risk Management

The Company's risk exposures are as follows:

Credit Risk

The Company is exposed to minor credit risk through its holding of accounts receivable. As the Company's accounts receivable are dominated by receivables from the Government of Canada, it is management's opinion that the risk of loss related to accounts receivable held is remote.

Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient cash on hand to meet liabilities when due. The Company has sufficient cash to settle current liabilities.

Market Risk

The Company does not carry any interest-bearing debt and as such is not exposed to interest rate risk related to its expenses. The Company is exposed to interest rate risk related to the interest income earned for its cash deposits. The Company manages its exposure to foreign currency fluctuations by maintaining foreign currency bank accounts and trade receivables to offset foreign currency payables where possible. Management relies on the natural hedge created by this matching process and thus has chosen not to otherwise hedge its foreign exchange risk. The Company is not exposed to price risk.

Internal Controls over Financial Reporting

Recent changes in securities laws no longer require the CEO and CFO of junior reporting issuers to certify that they have designed internal control over financial reporting, or caused it to be designed under their supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards. Instead, an optional form of certification has been made available to junior reporting issuers and has been used by the Company's certifying officers for the March 31, 2011 interim filings. The new certification reflects what the Company considers to be a more appropriate level of CEO and CFO certification given the size and nature of the Company's operations. This certification requires the certifying officers to state that:

(i) they have reviewed the interim MD&A and financial statements;

(ii) they have determined that there is no untrue statement of a material fact, or any omission of material fact required to be stated which would make a statement or its omission misleading in light of the circumstances under which it was made within the annual MD&A and financial statements;

(iii) based on their knowledge, the interim filings, together with the other financial information included in the interim filings, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of the date and for the periods presented in the filings.

Economic Volatility and Uncertainty

The past economic volatility and uncertainty in Canada and around the world has contributed to dramatically restricted access to capital and reduced capital markets activity. The Company's management believes that the Company has sufficient resources to complete the Company's objective of the identification and evaluation of assets, properties or businesses with a view to completing transactions.

Depending on the transactions selected, additional funds may be required to be raised in the capital markets and there is no guarantee that sufficient funds raised will be available to complete a financing required for the completion of these transactions.

Events Subsequent to Year End

Subsequent to the period end, the following events occurred:

a) The Company closed a non-brokered private placement. On April 8, 2011, the Company issued 11,257,923 common shares at a price of CDN $1.32 per share for aggregate gross proceeds of $14,860,458. Certain of the new directors and officers of the Company acquired 2,900,000 Common shares under this private placement.

b) On May 24, 2011, the Company announced a private placement offering to raise gross proceeds of up to CDN $20 million with a CDN $15 million overallotment for aggregate proceeds of up to CDN $35 million at a price of CDN $4.00 per unit, which consist of one share and one half warrant.

c) The Company has acquired approximately CDN $6 million of leasable property in Ulaanbaatar, Mongolia

Outlook

The Company expects to grow its property businesses in the near future. Management has examined many large and mid-sized properties in highly desirable khoroos of Ulaanbaatar that it hopes to acquire if terms can be reached that are mutually agreeable to the sellers.

The Company hopes to receive an insurance license from FRC in the not too distant future and begin underwriting insurance policies during 2011. Although management believes the insurance business is highly desirable and will be profitable in the future, management does not expect to achieve substantial underwriting volumes or profits in 2011, if any at all.

MGG and UMC Group have discussed the formation of a new life insurance company to be funded my MGG and managed by UMC. The Company hopes to initiate the formation of the life insurance company in late 2011.

The Company has also begun discussions with many Mongolian companies and entrepreneurs that require both capital and certain skill sets MGG can provide to make their business more successful. None of these discussions have advanced to a stage that would warrant detailed discussion at this time. Management believes that by the end of 2011, the Company will be involved in other businesses that may be either symbiotic or unrelated to the Company’s existing operations. Decisions to initiate or acquire businesses are based on profitability expectations of management. The Company will only enter or acquire businesses that exhibit highly attractive return characteristics based on internally generated return on invested capital calculations.

Dated

This management discussion and analysis is dated May 30, 2011.