MONGOLIA GROWTH GROUP LTD.

Management Discussion & Analysis

September 30, 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 nine months ended September 30, 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 November 21, 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 consolidated statements of the Company for the period ended September 30, 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

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	Sept. 30, 2011	December 31 2010
Liquidity		
Cash	$13,810,700	$138,201
Non -cash working capital	5,417,952	8,969
Total Working capital	19,228,652	147,170
Long-term debt	-	-
Net liquidity	19,228,652	147,170
Total assets	36,439,544	156,847
Number of shares outstanding at end of period	30,297,168	2,964,300

	9 Months Ended Sept. 30,2011	9 Months Ended Sept. 30,2010
Total revenue	$404,156	$929
Funds used in operations	($1,849,536)	($277,586)
Net loss	($1,445,380)	($276,657)
Net loss per share	$(0.07)	$(0.08)
Basic and diluted weighted average number of shares during period	21,814,442	3,514,300

Selected Quarterly Financial Information

	Q3'11	Q2'11	Q1'11	Q4'10	Q3'10	Q2'10	Q1'10	Q4'09
Total revenue	$242,409	$141,192	$20,555	$456	$439	$262	$228	$261
Net income	-820,148	-485,585	-149,654	28,881	-259,734	-10,731	-6,192	-25,509
Loss per diluted share	-0.03	-0.02	0.00	0.00	-0.07	0.00	0.00	-0.01
Total assets	$36,439,544	$36,250,423	$10,353,847	$156,847	$303,628	$403,956	$404,764	$405,091
Weighted average shares	21,814,422	16,617,951	10,184,185	3,239,300	3,514,300	3,514,300	3,514,300	3,514,300
Ending shares	30,297,168	30,297,168	14,167,571	2,964,300	3,514,300	3,514,300	3,514,300	3,514,300

Results of Operations

As of September 30, 2011, MGG's operations continued to focus on the rapid growth of the Mongolian economy. As part of its corporate strategy, of aggressive growth, the Company has continued to purchase rentable property, obtaining an insurance license and participated in activities consistent with raising capital. For the quarter ended September 30, 2011, the Company had net losses of $820,148. These net losses primarily consisted of salaries and wages and share based payments incurred over the quarter.

From a divisional standpoint, our property rental operation ended the quarter with positive operating cash flow on a monthly basis. However, these gains were overcome by losses as our insurance company ramps up operations. We also continue to incur expenses at the Mongolian and Canadian corporate level. At current budgeted operating levels, we predict that Q4 cash flow from property rentals should be sufficient to cover operating expenses in Mongolia. However, our corporate operations will continue to incur expenses in excess of our current cash flow rates. The company plan is to be cash flow positive on a go-forward basis.

Management believes that the property portfolio has appreciated in value fairly substantially since it was acquired, however, we cannot quantify the increase as of yet. For the year ending December 31, 2011, all property will be professionally valued and marked up to fair market value as required under IFRS.

Outstanding Share Data

As at September 30, 2011, the Company has 30,297,168 common shares issued and outstanding. As at September 30, 2011, 11,420,000 of the Company's common shares, or approximately 37.7% of the issued and outstanding shares, were directly or indirectly controlled by the Company's directors and officers.

As at September 30, 2011, the Company has 600,000 stock options outstanding, 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. In addition, the Company issued 900,000 stock options with an exercise price of $4.20 per share. 825,000 with an expiry date of April 25th 2014 and 75,000 have an expiration date of April 25th 2016. In addition, during the quarter, the Company issued 175,000 stock options with an exercise price of $4.77 per share. All 175,000 shares with an expiry date of September 7th 2016.

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 September 30, 2011, MGG had working capital of $19,228,652 comprised of cash, marketable securities, trade and other receivables and prepaid expenses, net of accounts payable and accrued liabilities. Management considers the funds on hand to be sufficient to meet its ongoing obligations.

Critical Accounting Estimates

The Company estimated its obligations for costs incurred but not represented by invoices during the quarter. At September 30, 2011, accrued liabilities accounted for $35,999 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 September 30, 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 September 30, 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 Quarter End

Subsequent to the period end, the following events occurred:

a) The Company has acquired approximately CDN $6.8 million of leasable property in Ulaanbaatar, Mongolia

Outlook

The Company expects to grow its property businesses in the near future. Management has examined large and mid-sized properties in highly desirable khoroos of Ulaanbaatar that it hopes to acquire if terms can be reached that are agreeable to the sellers. The Company's insurance operation is expected to begin a competitive advertising and sales drive in the fourth quarter. The third quarter was mainly spent setting up operations, hiring staff, and developing policies.   The company will concentrate on both corporate and retail customers to ensure that a stable base of reliable customers is developed. The company's goal in the coming years is to become a key player in Mongolia's growing insurance market.

Dated

This management discussion and analysis is dated November 21, 2011.