Management Discussion and Analysis
Year end and Fourth Quarter, 2006

This Management's Discussion and Analysis ("MD&A") of Eagle Plains Resources Ltd. ("Eagle Plains" or "the Company") is dated April 23, 2007 and provides a discussion of the Company's consolidated financial and operating results for the quarter and the year ended December 31, 2006 with comparisons to previous quarters and prior year. This MD&A should be read in conjunction with the most recently annual audited consolidated financial statements and notes.

Business Overview

Based on economic outlooks by various financial institutions and prominent mining analysts, the future for metal prices and the mineral exploration industry is considered by management to remain favourable. Metal stocks for base-metals continue to decline as reduced reserves and production rates resultant of the decade-long exploration downturn continue to have a significant effect on prices. In this environment, many metals have recently experienced all-time highs.

Global energy and environmental concerns have again turned attention to nuclear energy, and uranium prices have eclipsed historical highs. Again, a dearth of exploration over the past few decades has resulted in seriously depleted stockpiles, and created a renewed rush to discover new deposits.

Eagle Plains' management has seized these opportunities, and has made strategic acquisitions of projects containing promising precious metal, base-metal and uranium targets. During 2006, EPL completed aggressive exploration work on its projects, both with in-house funding and expertise, and by relying on third-party funding and manpower on our joint-venture projects.

2007 promises to be another exciting year. Strategic moves including the hiring of key management personnel and the acquisition of a controlling interest in Apex Diamond Drilling will ensure that the Company can meet the challenges of an increasingly competitive industry.

The Company holds interests in 39 gold and base metal properties throughout British Columbia, the Yukon and Northwest Territories, of which 6 are currently under joint venture or option agreements with third parties (see Note 5 in accompanying audited financial statements).

Management

On January 26, 2007, the Company announced the appointment of Jim Ryley to the role of Exploration Manager. Of particular interest to the Company is his experience in Sedex-style, carbonate-hosted and molybdenum deposits, as well as his project management experience including extensive diamond drill program supervision. The Company has reserved 100,000 share purchase options priced at $.70 under terms consistent with the Company's Option Plan.

Selected Annual Information

Selected annual information from the audited financial statements for the years ended December 31, 2006, 2005 and 2004 is presented in the table below. The financial data has been prepared in accordance with Canadian generally accepted auditing standards and are reported in Canadian dollars.

	2006 $	2005 $	2004 $
Total Revenues	3,207,420	2,193,072	715,138
Profit (Loss) for the year	530,309	(1,776,058)	(501,277)
Profit (Loss) per share	0.0112	(0.038)	(0.015)
Diluted profit (loss) per share	0.0109	(0.034)	(0.010)
Total assets	15,208,755	10,527,256	9,296,297
Total long term liabilities	Nil	Nil	Nil
Cash dividends per share	Nil	Nil	Nil

Results of Operations

At December 31, 2006, the Company had working capital of $7,451,260 (2005 – $4,798,597) of which $2,361,700 (2004 – $458,769) is required to meet flow-through expenditure commitments.

The Company held cash of $5,969,041 (2005 – 3,743,403) and publicly traded securities having a market value of $2,537,333 (2005 - $1,746,350) and a book value of $1,414,703 (2005 - $1,107,034), comprised of common shares of third party optionees issued to the Company in accordance with the terms of certain property option agreements. In February 2006, the Company received 74,074 common shares from NovaGold Resources Inc. as part of the Copper Canyon option agreement. These were recorded at $12.24 for a value of $906,665 which is based on a 15% discount from the fair market value on the date of receipt. During the year, the Company traded 153,000 (2005 – 71,074) shares for net proceeds of $1,917,789 (2005 - $371,586).

In early October, the Company's wholly owned subsidiary, Bootleg Exploration Inc., negotiated with Golden Cariboo Resources Ltd. to accept 9,160,658 shares of Golden Cariboo valued at $0.05 per share in settlement of a trade receivable. Fair value was based on the estimated value of the shares as determined by the companies on the date of the agreement.

Accounts receivable arise from exploration work on joint venture properties and independent third party properties carried out by Bootleg Exploration Inc. All receivables are current with the exception of $868,417, which is over 60 days, and has been collected subsequent to year end.

During the year, the company purchased new computers and equipment at a cost of $136,738 (2005 - $89,230).

During the year, the Company had expenditures of $3,410,794 (2005 - $2,187,613) before grants and option payments of $1,149,001 (2005 - $792,113) and mineral properties transferred of $754,285 (2005 - nil) resulting in total Mineral Exploration Properties of $5,725,264, up from $4,217,756 at December 31, 2005.

In 2006, 7,050,372 common shares were issued due to:

- Exercise of 918,024 options with net proceeds of $483,812
- Exercise of 1,269,285 warrants with net proceeds of $1,269,285
- 175,000 in exchange for mineral claims
- 3,038,663 for flow-through proceeds of $2,361,700
- 1,649,400 for private placement proceeds of $1,072,110

The Company reported a net profit of $530,309 in 2006 compared to a net loss of ($1,776,058) in 2005. The Company's wholly owned subsidiary, Bootleg Exploration Inc, generated an operating profit of $882,692 (2005 - $431,790) due to increased exploration programs with joint venture partners. Profit was higher as a result of an increase in investment interest of $187,742 from $86,108 to $270,850 and gains on sale of long term investments of $629,595 from $231,166 to $860,761 and a decrease in write down of mineral properties of $1,267,756 from $1,237,756 to $ nil and decreased stock option expense of $434,700 from $746,200 to $311,500.

Financing

- 918,024 options were exercised at prices of $0.10 to $1.50, netting the Company proceeds of $483,812.
- 1,269,285 warrants were exercised at $1.00, netting the Company proceeds of $1,269,285
- Two non-brokered financings were completed in the year.
    - In September, 461,538 flow-through units including a one-half warrant at $0.80 were issued at $0.65, netting the Company $300,000.
    - In December, 2,577,125 flow-through units including a warrant at $1.00 were issued at $0.80, netting the Company $2,061,700
    - In December, 1,649,400 non-flow through units including a warrant at $1.00 were issued at $0.65, netting the Company $1,072,110

British Columbia Fieldwork 2006

Black Diamond

- In the 2nd quarter, the Company undertook a mapping program on the Black Diamond (Ag,Pb,Zn) property located on the north side of Toby Creek near Invermere, BC. The objective of the program was to better define targets for future diamond drill testing.

Coyote Creek

- In June 2006, the Company completed a 10 hole, 2,000 foot diamond drilling program on the Coyote Creek gypsum project located in the Lussier River/Coyote Creek area 50 km NE of Cranbrook, BC. The drilling program is a follow-up of a successful drilling program completed in the fall of 2005. The objective of the 2006 program was to define an inferred resource on the property of 6-8 million tones of mineable material. As a result of the program an option agreement was signed with CGC Inc. in October 2006. See following.

Coyote Creek - continued

- On October 2, 2006, the Company completed an option-to-purchase agreement with CGC Inc. Under terms of the agreement, CGC has the right to acquire a 100% interest in EPL's 100% owned Coyote Creek gypsum project by paying $1,250,000 to EPL prior to October 2, 2007, the expiry date of the option. CGC has paid to EPL the sum of $30,000 for the right to evaluate the property. During the fourth quarter, the Company and CGC completed an 1870' (570m), 11-hole drill program to further evaluate the property. Results are pending.

Ice River

- A geological mapping, prospecting and geochemistry program was undertaken in the fall.

K9-Car-Vulcan

- The Company commissioned an airborne geophysical survey for the 100% owned K9, Car and Vulcan properties (Pb,Zn,Ag,Au) in southeastern British Columbia to assist in locating drill targets. The survey has been completed and the Company is waiting for the results.

Kalum

- A geological mapping, prospecting and geochemistry program was undertaken in the fall.

Sphinx

- In May 2006, the Company commissioned a N.I. 43-101 compliant technical report for its' 100% controlled Sphinx molybdenum property, located 60 km west of Kimberley, BC. In the report, submitted by Barry Price, P.Geo., he outlined an inferred resource of 62,005,615 tonnes grading .035% Mo, using a cut-off grade of .01% Mo. This current inferred resource represents 47,844,630 lbs of contained molybdenum metal.
- During the fourth quarter, the Company completed a 5,500' (1,700m), four-hole diamond drilling program on the Sphinx property, significantly expanding the extent of known mineralization. The inferred resource is open in two directions and to depth, and is considered to have significant potential for expansion. Drill holes from the 2006 program have not yet been incorporated into the inferred resource calculation. The project is being advanced as a bulk-tonnage, open-pit target.

Titan

- A geological mapping, prospecting and geochemistry program was undertaken in the fall.

Northwest Territory Fieldwork 2006

Mackenzie Zinc/Gayna River

- In February, EPL was granted the exclusive exploration rights to an additional 103,199 hectares of land east of the Yukon/NWT border, considered to be prospective for the presence of large carbonate-hosted silver-lead-zinc deposits.
- On June 27, the Company announced it had completed an agreement, issuing 100,000 shares valued at $50,000, with a private B.C. company whereby EPL retained maps and sample pulps covering an area of approximately 19,000 square kilometers in the McKenzie Mountains. The samples were collected in the 1970s and were never analysed using modern 30 element ICP techniques. The samples were sent out for analysis with the results being used to guide a 5-man, $700,000 multi-disciplinary regional reconnaissance program in 2006.
- In June 2006, the Company undertook a geological mapping and sampling program in the Mackenzie Valley Zinc Project which continued through the summer to September. Subsequently, the Company announced the discovery of significant mineralization on tenures held 100% by the company in the Mackenzie Mountain region near the Yukon/NWT border. Previously undetected high-grade silver with associated copper, lead and zinc mineralization was located in outcrop over significant widths in an area within 70km of the Canol Road. Named “Bronco”, the occurrence consists of sedimentary-hosted mineralization that appears to be part of a larger mineralized system some 7km in length. The discovery area has been subjected to virtually no historic exploration activity, and presents an unprecedented opportunity for Eagle Plains to head a district-scale exploration campaign in a highly prospective region

Yukon Fieldwork 2006

Blende

- In April 2006, the Company and Blind Creek Resources Ltd. (a private B.C. Company) successfully completed the winter mobilization of supplies to the Blende property (Pb-Zn-Ag), located in central Yukon approximately 65 km NE of Keno. In June 2006, the Company mobilized crews and equipment to commence a summer-long exploration program on the Blende property to be funded by Blind Creek Resources Ltd. Work included 4,000 m of diamond drilling and geological mapping with a first phase budget of $2,000,000. The drill program was completed in October 2006 with results showing new Zn-Pb-Ag-Cu mineralization discovered along trend of existing showings. Numerous target areas were identified for future work and recent staking expands the property boundaries substantially. These areas as well as new targets identified during 2006 will be the focus of exploration activity in 2007.

Fire-Ice-Melt

- Following a geophysical airborne survey, mapping and prospecting was carried out on the Fire-Ice-Melt property located in the central Yukon. Results are still being interpreted.

MacMillan Pass/Hyland River

- During the third quarter, Aurora Geosciences Ltd., on behalf of Eagle Plains, carried out grass roots prospecting programs on zinc targets in the MacMillan Pass areas. The projects will be partially funded through the Yukon Mining Incentives Program.

Saskatchewan Fieldwork 2006

Eagle Lake

- On March 28, 2006 Eagle Plains announced that it had responded to a unique exploration opportunity by staking Claim Blocks S-108185 and S-108186 (the "Eagle Lake" property), located 28 km southeast of Cameco's Key Lake mining operation in north-central Saskatchewan, Canada. The claims cover 15,550 acres (6,294 ha.) containing uranium mineralization.
- In December 2006, the Company executed an option agreement whereby Eagle Plains has agreed to grant an option to Blue Sky Uranium Corp (formerly Mulligan Capital Corp) to earn a 60% interest in EPL's 100% owned Eagle Lake uranium property. Under the terms of the proposed agreement, Blue Sky will, by December 31, 2010, incur $5,000,000 in exploration expenditures, issue 1,000,000 common shares to EPL, and reimburse EPL all acquisition costs. See Note 5(i) for details. A 1% royalty has been reserved for a third-party individual, and may be purchased at any time for $1,000,000.
- On September 13, 2006, the Company and Blue Sky commissioned an airborne geophysical survey on the Eagle Lake project. Follow-up prospecting and geologic mapping took place immediately following the survey. Contingent on favourable results from the current program, Blue Sky has advised it intends to pursue an aggressive diamond drilling program during the winter months.

Karin Lake

- In September, the Company and Blue Sky commissioned an airborne geophysical survey which included the Karin Lake property. Follow-up prospecting, geologic mapping and staking took place immediately following the survey.

Kulyk Lake

- In the late fall of 2006, the Company carried out a prospecting, geologic mapping and staking program.
- In February 2007, a letter of intent was executed with **Wellstar Energy Corporation (WST:TSX-V)** whereby Eagle Plains has agreed to grant an option to Wellstar to earn a 60-per-cent interest in Eagle Plains' 100-per-cent-owned **Kulyk Lake** uranium property (the "Project"), located 30 to 40 kilometers southeast of Cameco's Key Lake mining operation in north-central Saskatchewan, Canada. Under terms of the proposed agreement, Wellstar will make an up-front cash payment to EPL of $77,500 to cover acquisition costs, commit to $5,000,000 in exploration expenditures and issue 1,000,000 common shares by December 31st, 2011. The Project adjoins Eagle Plains'/Blue Sky Uranium Corp.'s (formerly Mulligan Capital Corp. (MCC-TSX.V) Eagle Lake property where an extensive airborne geophysical survey and follow-up ground geological program was carried out in the fall of 2006.

Summary of Quarterly Results

Year Quarter	2006 Dec 31	2006 Sep 30	2006 Jun 30	2006 Mar 31	2005 Dec 31	2005 Sep 30	2005 Jun 30	2005 Mar 31
Revenues	1,109,668	1,315,913	334,829	447,009	626,853	942,045	179,344	444,514
Investment Revenues	234,297	266,402	235,335	397,518	27,734	26,774	29,904	232,926
Net Profit (Loss)	(5,042)	446,691	(47,978)	136,638	(1,763,871)	(19,613)	(438,812)	(294,698)
Gain (Loss) per Share	(0.0001)	0.0092	(0.0010)	0.0030	(0.0381)	(0.0005)	(0.0103)	(0.0072)
Diluted Gain (Loss) per share	(0.0112)	0.0085	0.0009	0.0026	(0.0332)	(0.0003)	(0.0085)	(0.0058)

Revenues per quarter vary depending on the level of activity on joint venture projects. In 2006 there were two major joint venture projects undertaken resulting in the increased revenues, one being the Blende project and the other being Eagle Lake uranium project in Saskatchewan. Sales of investments occur throughout the year as determined by management based on market conditions and corporate developments.

Net losses occurred in 2005 due to an expanded investor relation program undertaken and additional administration costs related to the increased activity of the company and an increased number of staff required to support this activity. The fourth quarter loss in 2005 was further increased by the write down of properties in the amount of $1,267,756.

Management has prepared the consolidated financial statements of the Company in accordance with Canadian generally accepted accounting principles.

Liquidity and Capital Resources

As at December 31, 2006, the Company has cash and cash equivalents of $5,969,041 (2005 - $3,743,403), of which $2,361,700 (2004 – $458,769) is restricted to meet flow-through expenditures committments.

The Company has sufficient cash liquidity to carry out its exploration commitments for 2007. The non-flow through portion of working capital will cover the Company's general and administrative expenses for the next two years, provided that no extraordinary circumstances arise.

At December 31, 2006, the Company held publicly traded securities having a market value of $2,537,333 (2005 - $1,746,350). Market value is based on market prices for publicly traded shares and may not approximate trading prices at the time of disposition. Management regularly reviews the portfolio and makes decisions for trading based on current market trends and requirements of the Company.

Accounts receivable increased at December 31, 2006 due to increased exploration work for third parties on their properties carried out by Bootleg Exploration Inc. $868,417 is over 60 days but management considers all receivables collectible and all have been collected subsequent to year end.

During 2006, the Company completed two non-brokered flow-through financings and a non-brokered private placement financing. The first flow-through financing was completed on September 7, 2006 with gross proceeds of $300,000. The second flow-through financing and private placement was completed on December 13, 2006 with gross proceeds of $2,061,700 for flow-through shares and $1,072,110 for non flow-through shares in the private placement.

The Company's continuing operations can be financed by cash on hand and or the liquidation of marketable securities. Expanded operations or aggressive exploration programs would require additional financing, primarily through the public equity markets, or through joint venture partnerships. Circumstances that could affect liquidity are significant exploration successes or lack thereof, new acquisitions, changes in metal prices and the general state of the equity markets for junior exploration companies.

The exploration and development programs of the Company are determined by management with all of the above taken into consideration.

The Company has entered into various option agreements pursuant to the terms of which it is committed to spending $585,000 over the next two years and a further $200,000 in the following year to maintain the current terms of the option agreements. For more detail see Note 9 to the financial statements.

The Company has no long term debt obligations or other commitments for capital expenditures.

Off-Balance Sheet Arrangements

The Company has not entered into any off-balance sheet transactions.

Transactions with Related Parties

Except as noted elsewhere in these consolidated financial statements, the Company was involved in the following related party transactions:

a) The Company paid $2,109,851 (2005 - $2,997,960) to Bootleg Exploration Inc, it's wholly owned subsidiary for work performed on company properties during the year. The Company advanced $1,922,005 (2005 - $473,232) to Bootleg for exploration expenditures not yet billed and for third party projects billed for which they have not received payment. The Company received $69,771 (2005 – $35,052) from Bootleg for expenses paid on their behalf and charged Bootleg $6,000 (2005 - $6,000) interest on an inter-company loan.

b) During 2006, directors fees were paid in the amount of $34,000 (2005 - $35,250).

c) Included in administrative expenses is $20,030 (2005 - $32,421) paid for accounting services and related expenses to a director and CFO of the Company.

d) Of the 700,000 (2005 – 2,355,000) options issued during the year, 300,000 (2005 – 1,825,000) options were issued to directors of the Company, resulting in a stock option compensation expense of $106,200 (2005 - $573,800).

e) Of the 918,024 (2005 – 1,095,033) options exercised in the year, 62,500 (2005 – 853,418) were exercised by a director of the Company, resulting in proceeds to the Company of $6,250 (2005 - $77,500).

f) Included in flow-through shares issued in the year are 117,500 (2005 – 94,737) shares purchased by directors of the Company and persons related to them, resulting in proceeds to the company of $94,000 (2005 - $94,737).

g) During the year, legal fees of $172,345 (2005 - $139,615) were paid to a company of which a director is a partner.

h) Management fees of $30,000 and other costs of $36,180 were received from a related company.

Except as disclosed, all related party transactions in the normal course of business have been measured at the agreed upon exchange amounts, which is the amount of consideration established and agreed to by the related parties. The exchange amounts approximate fair values.

Fourth Quarter

Revenue from geological services to third parties for the quarter was $1,109,668 (2005 – $626,853) with corresponding exploration expenses of $785,222 (2005 – $526,397) resulting in a gross profit of $324,446 (2005 – $100,456). Revenue is up due to increased work done on joint venture projects, notably the Blende and Saskatchewan uranium project.

Total non-exploration expenses of $525,685 (2005 - $1,790,282) decreased due to no write down of mineral properties in the quarter (2005 - $1,267,756) and no write down of investments (2005 - $52,550). Investor relation expenses of $135,014 (2005 – $88,495) increased due to new advertising and costs related to increased participation in trade shows.

In the fourth quarter the Company completed a non-brokered financing comprised of 1,649,400 non flow-through units at $0.65 for gross proceeds of $1,072,110 and 2,577,125 flow-through units at $0.80 for gross proceeds of $2,061,700. 4,226,525 warrants at $1.00 were issued as part of the non flow-through units and flow-through units.

On October 19, 2006, the Company completed an option-to-purchase agreement with CGC Inc. Under terms of the agreement, CGC has the right to acquire a 100% interest in EPL's 100% owned Coyote Creek gypsum project. CGC has paid to EPL the sum of $30,000 for the right to evaluate the property; the agreement expires on October 2, 2007. During the quarter, the Company and CGC completed an 1870' (570m), 11-hole drill program to further evaluate the property. Results are pending.

During the fourth quarter, the Company completed staking activity in an area near its existing Eagle Lake holdings located 30 km east of Cameco's Key Lake mining operation in north-central Saskatchewan, Canada. Many of the newly acquired claims are located outside the Eagle Lake AMI, and are held 100% by Eagle Plains and carry no underlying royalties or encumbrances. The new claim areas are named "Karin Lake" and "Kulyk Lake". The staking follows an airborne geophysical survey and follow-up ground geological program.

During the fourth quarter, the Company completed a 5,500' (1,700m), four-hole diamond drilling program on its' 100% controlled Sphinx property, significantly expanding the extent of known mineralization. The inferred resource is open in two directions and to depth, and is considered to have significant potential for expansion. Drill holes from the 2006 program have not yet been incorporated into the inferred resource calculation. The project is being advanced as a bulk-tonnage target.

Plan of Arrangement

On June 9, 2006, the shareholders approved the plan of arrangement to reorganize the Company's mineral property assets in an effort to maximize shareholder value. Under the terms of the arrangement, three of Eagle Plains' existing projects, **Copper Canyon, Severance** and **Abo (Harrison) Gold**, were transferred into a new company, incorporated under the name **Copper Canyon Resources Ltd**. ("Copper Canyon").

Under the terms of the arrangement, Eagle Plains' shareholders of record on closing of the arrangement received one share of Copper Canyon for every one Eagle Plains share held. Concurrently, Eagle Plains transferred $650,000 cash to Copper Canyon to provide working capital and exploration funding. Copper Canyon has its shares listed on the TSX Venture Exchange under the symbol CPY.

Included in the plan of arrangement is an agreement whereby those entitled to exercise options within Eagle Plains will receive an equal number of Copper Canyon shares. The proceeds from the exercise of options will be split between Eagle Plains and Copper Canyon Resources per the plan of arrangement.

The reorganization is designed to improve the identification and valuation of specific Eagle Plains' properties and to enable the companies to separately finance and develop their various assets, selectively, reducing stock dilution.

The formation of Copper Canyon will oversee through indirect participation the development of the Copper Canyon project and secondly, to direct and complete exploration programs on the Abo and Severance properties. The formation of Copper Canyon will allow Eagle Plains to continue to focus on its core business model of acquiring and advancing grass roots base and precious metal exploration properties.

Critical Accounting Estimates

Estimates relevant to the Company include the capitalization of certain exploration expenditures, and the expensing of the "fair value" of warrants and stock-based compensation, such as stock option grants.

The Company reviews capitalized costs on its property interests on an annual basis and will recognize an impairment in value based upon current exploration results and upon management's assessment of the future viability of the properties.

Under the new accounting rules used for the Company, the "fair value" of warrants and stock based compensation must be expensed for income statement purposes. In addition, agents warrants issued as stock-based compensation to brokers must be similarly accounted for and recorded as a share issue cost. The determination of the fair value of options and warrants for this purpose is done using the "Black Scholes" formula. Some of the parameters used in this formula are highly subjective, in particular the assumption of future share price volatility, and therefore the amounts expensed are highly subjective and may not be reflective of the true cost of the options and warrants granted. If none of the options and agents' warrants are exercised, the amounts previously expensed are not adjusted and the increases in the Company's balance sheet Deficit account and Share Capital account remain.

Accounting Policies

The financial information presented in the Consolidated Financial Statements is prepared in accordance with generally accepted accounting principles in Canada. The Company's accounting policies have not changed since incorporation and no future changes are contemplated.

Financial Instruments

The Company carries various financial instruments and is management's opinion that the Company is not exposed to significant risks arising from these financial instruments. Substantially all of the Company's cash is held at two recognized Canadian National financial institutions. As a result, the Company is exposed to all of the risks associated with these institutions.

Other MD & A Requirements

Additional information relating to the Company is available on the SEDAR website: www.sedar.com under "Company Profiles" and "Eagle Plains".

Mineral Exploration Properties

The required detailed schedule of Mineral Exploration Properties for the year is included in the Company's annual financial statements. During the year 2006, the Company had expenditures of $3,410,794 (2005 - $2,187,613) before grants and option payments of $1,149,001 (2005 - $792,113) and mineral properties transferred of $754,285 (2005 - nil) resulting in total mineral exploration properties of $5,725,264 up from $4,217,756 at December 31, 2005.

Disclosure of Outstanding Share Data

The Company has an unlimited number of common shares without nominal or par value authorized for issuance.

The Company has 53,189,873 (2005 – 46,139,501) common shares issued and outstanding. There are no other classes of shares outstanding.

The Company has 4,610,500 (2005 – 5,022,868) stock options outstanding with expiry dates from October 18, 2007 through December 11, 2011.

The Company has 4,457,294 (2005 – 1,334,346) warrants outstanding with expiry dates of March 7, 2008 and June 13, 2008.

A detailed schedule of Share Capital is included in the Company's audited financial statements.

Recent Accounting Pronouncements

The CICA has issued two new standards that will be relevant to the Company's consolidated financial statements subsequent to December 31, 2006.

Financial Instruments – Recognition and Measurement
All financial assets and liabilities will be carried at fair value in the consolidated balance sheet, except the following, which will be carried at amortized cost unless designated as held for trading upon initial recognition: loans and receivables, certain securities and non-trading financial liabilities. Realized and unrealized gains and losses on financial assets and liabilities that are held for trading will continue to be recorded in the consolidated statement of earnings. Unrealized gains and losses on financial assets that are held as available for sale will be recorded in other comprehensive income until realized, when they will be recorded in the consolidated statement of operations.

Comprehensive Income
Unrealized gains and losses on financial assets that will be held as available for sale will be recorded in a statement of other comprehensive earnings until recognized in the consolidated statement of operations. Other comprehensive income will form part of the shareholders' equity.

Risks and Uncertainties

Management's estimates of mineral prices, mineral resources and operating costs are subject to certain risks and uncertainties which may affect the Company's operation. Although management has made its best estimate of these factors, it is possible that material changes could occur which may adversely affect management's estimate of operating requirements. The Company's success will be dependent upon the extent to which it can discover mineralization or acquire mineral properties and the economic viability of developing its properties. Substantially all of the Company's operating and exploration funding must be derived from external financing. Should changes in equity market conditions prevent the Company from obtaining additional external financing, the Company will need to review its exploration and development programs and future planning.

Disclosure Controls and Internal Controls over Financial Reporting

The Company has established disclosure controls and procedures to ensure that information disclosed in this MD&A and the related financial statements was properly recorded, processed, summarized and reported to the Company's Board and Audit Committee. The Company's chief executive officer (CEO) and chief financial officer (CFO) have evaluated and are satisfied with the effectiveness of these disclosure controls and procedures for the period ending December 31, 2006.

The CEO and CFO acknowledge responsibility for the design of internal control over financial reporting or causing them to be designed under their supervision in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian GAAP. The Company have assessed the design of internal control over financial reporting and during this process the Company identified certain weaknesses in internal controls over financial reporting which are as follows:

- Due to the limited number of staff it is not feasible to achieve complete segregation of incompatible duties.
- Due to the size of the Company and the limited number of staff, the Company does not have the optimum complement of personnel with all the technical accounting knowledge to address all complex and non-routine accounting transactions that may arise. Hence, the Company hires external accounting firms to assist in the completion of such transactions.

These weaknesses in the Company's internal control over financial reporting result in a more than remote likelihood that a material misstatement would not be prevented or detected. Management and the directors work to mitigate the risk of a material misstatement in financial reporting, however, there can be no assurance that this risk can be reduced to less than a remote likelihood of a material misstatement.

Subsequent Events

On **January 16, 2007**, Solomon Resources allowed the Letter of Intent Option Agreement on the Hall Lake property to lapse.

On **January 24, 2007**, the Company acquired a controlling interest in Apex Diamond Drilling Ltd. of Smithers, British Columbia. The move is considered by EPL management to be very strategic, considering the shortage of qualified drilling crews and available equipment during the current mining industry upswing. As qualified in the shareholder's agreement between Apex and EPL, Eagle Plains will have a first right of refusal on Apex's crews and equipment throughout western Canada.

On **January 26, 2007**, the Company announced the appointment of Jim Ryley to the role of Exploration Manager. Of particular interest to the Company are his experience in Sedex-style, carbonate-hosted and molybdenum deposits, as well as his project management experience including extensive diamond drill program supervision. The Company has reserved 100,000 share purchase options priced at $.70 under terms consistent with the Company's Option Plan.

On **January 29, 2007**, the Company announced the discovery of significant mineralization on tenures held 100% by the Company in the Mackenzie Mountain region near the Yukon/NWT border. Named 'Bronco', the discovery area has been subjected to virtually no historic exploration activity, and presents an unprecedented opportunity for Eagle Plains to head a district-scale exploration campaign in a highly prospective region.

On **February 2, 2007**, the Company received 200,000 shares of Mulligan Capital Corp. valued at $156,400 and a $35,000 cash payment as required by the Eagle Lake option agreement.

On **February 5, 2007**, the Company executed a letter of intent with Wellstar Energy Corporation (WST:TSX-V) whereby the Company has agreed to grant an option to Wellstar to earn a 60-per-cent interest in Eagle Plains' 100% owned Kulyk Lake and Jenny Lake uranium properties, located 30 to 40 kilometers southeast of Cameco's Key Lake mining operation in north-central Saskatchewan, Canada. Under terms of the proposed agreement, Wellstar will make an up-front cash payment to EPL of $77,500 to cover acquisition costs, commit to $5,000,000 in exploration expenditures and issue 1,000,000 common shares to EPL by December 31st, 2011.

Forward Looking Statements

"All statements other than those of a historical nature are 'forward-looking statements' that may involve a number of unknown risks, uncertainties and other factors. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially form those in forward-looking statements.

Concluding Remarks

Eagle Plains' management continues to focus its efforts on locating economic mineralization, to ultimately provide financial reward to our shareholders. We appreciate the patience, loyalty and ongoing support of the Company's shareholders.

On behalf of the Board of Directors

Signed,

"Tim J. Termuende"

Tim J. Termuende, P.Geo.
President and CEO