HILLCREST RESOURCES LTD.

MANAGEMENT DISCUSSION AND ANALYSIS

For the Year Ended December 31, 2012

Dated April 23, 2013

This Management Discussion & Analysis ("MD&A") is provided by management of Hillcrest Resources Ltd. (“Hillcrest” or the “Company”) as at and for the year ended December 31, 2012. The commentary in this MD&A is based on information available to April 23, 2013.

This MD&A should be read in conjunction with the Company's audited consolidated financial statements for the years ended December 31, 2012, and 2011. All amounts are in Canadian dollars unless otherwise specified.

Additional information relating to the Company, including the consolidated financial statements for the year ended December 31, 2012 are available on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at **www.sedar.com .**

Forward-Looking Statements

The MD&A, which contain certain forward-looking statements, is intended to provide readers with a reasonable basis for assessing the financial performance of the Company. The use of any of the words "believe", "expect", "estimate", "will", "should", "intend" and similar expressions are intended to identify forward-looking statements. Forward looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant business, economic and competitive uncertainties and contingencies. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. Such risks include, but are not limited to, fluctuations in the currency markets such as the Canadian and US dollar, fluctuations in the commodity price of oil and natural gas, changes in government legislation, taxation, controls, regulations and political or economic developments in Canada and the United States or other countries in which the Company carries or may carry on business in the future, the speculative nature of exploration and development in the oil and gas industry, including the risk of obtaining necessary licenses and permits, and the quantities or estimation of reserves. The Company believes these expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward looking statements included herein should not be unduly relied upon. Actual results and developments may differ materially from those contemplated by the forward looking statements. The forward-looking information contained in this MD&A represents our expectations as of the date of this MD&A and, accordingly, is subject to change after such date. We expressly disclaim any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable law.

Overview

PRINCIPAL BUSINESS AND CORPORATE HISTORY

Hillcrest Resources Ltd. was incorporated under the Company Act (British Columbia) on May 2, 2006 and on May 28, 2007 the Company changed its name from Shanghai Creek Minerals Ltd. to Hillcrest Resources Ltd.

The Company is in the business of acquiring and developing exploration interests in oil and gas projects in the United States of America.

The Company is subject to several categories of risk associated with the exploration of oil and gas. Oil and gas exploration and production is a speculative business, and involves a high degree of risk. Among the factors that have a direct bearing on the Company's prospects are uncertainties inherent in estimating oil and gas reserves, future hydrocarbon production, and cash flows, particularly with respect to wells that have not been fully tested and with wells having limited production histories; access to additional capital; changes in the price of oil and gas; availability and cost of services and equipment; and the presence of competitors with greater financial resources and capacity.

The oil and gas industry is subject, by its nature, to environmental hazards and clean-up costs. At this time, management knows of no substantial costs from environmental accidents or events for which the Company may be currently liable. In addition, the Company's oil and gas business makes it vulnerable to changes in prices of crude oil and natural gas. Such prices have been volatile in the past and can be expected to be volatile in the future. By definition, proved reserves are based on estimated future oil and gas prices and costs. Price declines reduce the estimated quantity of proved reserves and increase annual depletion expense (which is based on proved and probable reserves). Management and consultants of the Company have extensive experience in oil and gas exploration, development and production and have the capability to expand the scope of the Company's activities as appropriate opportunities arise. Since the Company's founding on May 2, 2006, the Company has acquired seed funding, put in place an operation structure, set up offices in Vancouver, British Columbia, and Houston, Texas and engaged key exploration and land personnel, and added to its initial oil and natural gas assets and associated equipment by raising capital via private placements and internally generated funds.

OIL AND GAS PROPERTIES

The Company produced oil from two fields located within the State of Texas and one field located in the State of Montana during 2012. During the year, the Company maintained and increased production by selective work-overs of individual wells within the Livingston and Tulla Properties and by drilling, completing and tying in the Donner #2 well within the Hartburg Project area to produce natural gas. The Company also benefited from an increase in commodity prices for the year ended December 31, 2012.

Hillcrest Resources Ltd. currently has interests in the following oil and gas properties:

a) Livingston Property, Texas

By agreement dated November 1, 2009, the Company entered into an Assignment of Oil and Gas Lease and Bill of Sale for the assignment of a 30% working interest and a 22.5% net revenue interest in certain oil and gas mineral leases known as the Livingston property in Polk County, Texas. In consideration the Company paid a lump sum of $96,120 (US$90,000). The Company is responsible for their proportionate share of all future costs of the development of the property. The following table shows the production and revenue produced by this property;

Well Name	December 31, 2012		December 31, 2011	
	Production, Bbls	**Revenue $**	**Production, Bbls**	**Revenue $**
Texon	1,805	183,967	1,218	129,441

The 48% increase in production was caused by the work-over completed by the Company during the year ended December 31, 2012; this resulted in an increase of revenue of 42% when compared to the year ended December 31, 2011.

b) Hartburg Project, Texas

By agreement dated December 8, 2009, the Company entered into an Assignment and Assumption Agreement for the assignment of a 60% working interest in certain land leases known as the Hartburg Project in Newton County, Texas. In consideration the Company paid a lump sum of $117,040 (US$111,266). The Company is responsible for their proportionate share of all future costs of the development of the property.

On March 27, 2009, Barry Lasker ("Lasker") and Delta Oil and Gas, Inc. ("Delta") entered into an exploration agreement (the "Exploration Agreement"). Pursuant to the terms of the Exploration Agreement, Lasker agreed to identify and secure leases which would subsequently be assigned to Delta and pursuant to the terms of such agreement, Delta agreed to pay 100% of the lease acquisition costs and operating costs of up to three wells. In exchange for Lasker's performance under the Exploration Agreement, Lasker obtained a 10% carried interest in the first target well, Donner #1, and a 20% carried interest in the second and third target wells, Prospect 1 and Prospect 2, respectively, until payout in each of the wells. Upon payout, Lasker's carried interest converted to a 50% working interest in Donner #1 and a 40% working interest in each of Prospect 1 and Prospect 2.

In August 2009, Donald Currie in his personal capacity and not in his capacity as an officer or director of the Company, entered into an oral agreement with Lasker which is evidenced by a written agreement dated January 10, 2010 to acquire 50% of all of Lasker's right, title and interest in and to the Exploration Agreement.

On December 30, 2010, Delta entered into an agreement (the "HRI Assignment") with the Company to assign 60% of all of Delta's right, title and interest in and to the Exploration Agreement.

The effect of the Exploration Agreement and the HRI Assignment was to create the following net revenue interests to the Company in Donner #1, Donner #2, and Prospect 2:

	Donner #1	Donner 2 and Prospect 2
Before payout	54%	48%
After payout	22.5%	27%

The main focus for the Company is a 3 to 4 well drilling and production program in Newton County, Texas. The Company has successfully drilled and completed two wells with production starting on the first well during August 2010.

The Company completed the drilling of prospect #1 (the Donner #2 well) which commenced production during the month of August 2011. The table below shows the revenue and production produced by these prospects:

Well Name		**Year Ended Dec. 31, 2012**			**Year Ended Dec. 31, 2011**	
	Production, Bbls	**Production, MCF**	**Revenue $**	**Production, Bbls**	**Production, MCF**	**Revenue $**
Donner #1	3,505	-	350,803	4,735	-	522,571
Donner #2	194	29,912	101,105	955	-	102,916

The reduction in revenue for the Donner #1 well, for the year ended December 31, 2012 when compared to the corresponding year, was attributable to the well achieving payout, hence the net revenue interest decreased from 54% to 22.5%. The well maintained its daily production level of approximately 47 barrels per day (BOPD).

Donner #2 was converted to a natural gas well part way through the year ended December 31, 2012, hence oil production decreased to 194 barrels (2011 - 955 barrels). However, natural gas production increased to 29,912 Mcf for the year ended December 31, 2012. This well will not produce oil until the natural gas reserves have been depleted or the Company elects to simultaneously produce multiple zones.

c) Tulla Property, Teton and Pondera County, Montana

On November 1, 2011 the Company entered into a purchase and sale agreement with Washington-based Longshot Oil LLC, with respect to the acquisition by the Company from Longshot of certain oil and gas properties in Pondera County, Montana. Pursuant to the terms of the purchase and sale agreement, the Company acquired Longshot's legal and beneficial right, title and interest in and to certain oil and gas properties in Pondera county, Montana, including all oil and gas leases, all geological and geophysical data (including all seismic data) and copies of all records with respect to such oil and gas properties. As consideration for the acquisition of the properties, the Company paid Longshot $350,000 in cash.

The table below shows the revenue and production produced by these prospects:

Well Name	Year Ended Dec. 31, 2012		Year Ended Dec. 31, 2011	
	Production, Bbls	Revenue $	Production, Bbls	Revenue $
Tulla	1,527	116,338	-	-

There was no revenue for the corresponding periods for the year ended December 31, 2011. During August 2012, the Company sold Tulla for its net book value, to Bakken Oil Holdings LLC. (‘Bakken”), and Bakken exchanged the remaining amount owing on the Woodrow Montana Project.

SELECTED ANNUAL & QUARTERLY INFORMATION

SELECTED ANNUAL INFORMATION

For the years ended December 31, 2012, 2011 and 2010, presented in accordance with the International Financial Reporting Standards: ($)

Audited	2012	2011	2010
Total assets	3,553,604	3,445,915	1,211,457
Total Liabilities	170,665	313,378	509,774
Shareholders equity	3,382,939	3,132,537	701,683
Revenue	785,622	754,928	269,396
Write down of resource properties	478,145	-	-
Foreign exchange gain/(loss)	(9,528)	12,359	6,392
Other income	24	-	-
Expenses	1,029,106	1,466,841	169,531
Net income/(loss)	(731,133)	(699,554)	106,257
Income (loss) per share	(0.02)	(0.03)	0.00

SELECTED QUARTERLY INFORMATION

By recent eight Quarters ($)

	IFRS December 31, 2012	IFRS September 30, 2012	IFRS June 30, 2012	IFRS March 31, 2012	IFRS December 31, 2011	IFRS September 30, 2011	IFRS June 30, 2011	IFRS March 31, 2011
Total assets	3,553,604	3,583,604	4,140,609	4,400,455	3,445,915	2,568,595	2,677,401	2,737,770
Total liabilities	170,665	80,884	154,331	155,958	313,378	219,714	300,332	401,693
Shareholders equity	3,382,939	3,980,865	3,986,278	4,244,497	3,132,537	2,348,881	2,377,069	2,336,077
Revenues	**183,183**	**191,334**	**205,497**	**205,608**	**207,894**	**165,300**	**197,947**	**183,787**
Major expense items								
Consulting fees	56,961	50,977	73,673	59,953	103,672	57,597	38,258	41,500
Professional fees	44,914	20,947	42,435	19,583	53,885	1,015	84,891	6,279
Depletion	75,166	52,475	37,860	28,215	11,984	19,047	12,133	16,559
Stock-Based Compensation	(17,204)	474	2,474	25,487	Nil	185,756	Nil	525,295
Write down on resource property *	-	478,145	-	-	-	-	-	-
Net income (loss)	**(102,579)**	**(472,062)**	**(62,285)**	**(94,207)**	**(64,045)**	**(104,772)**	**(18,149)**	**(512,588)**
Income (loss) per share	(0.00)	(0.01)	0.00	0.00	0.00	0.00	0.00	(0.03)

*The results for the quarter ending September 30, 2012 have been revised to include the write-off a resource property due to the relinquishing of leases.

RESULTS OF OPERATIONS

For the years ended December 31, 2012 and 2011

We generated total revenue of $785,622 for the year ended December 31, 2012, an increase of approximately 4% from revenues of $754,928 for the year ended December 31, 2011. The small increase in total revenue for the year ended December 31, 2012, when compared to the year ended December 31, 2011, was caused by the addition and work-overs of producing wells in Texas, USA.

Costs and Expenses

We incurred costs and expenses in the amount of $1,029,106 for the year ended December 31, 2012, representing approximately 30% reduction from costs and expenses of $1,466,841 for the year ended December 31, 2011.

The decrease in costs and expenses for the year ended December 31, 2012, when compared to the year ended December 31, 2011, is primarily attributable to the collective results of the following factors:

1. Operating costs relating to the production of oil and natural gas sales was $279,476 (2011: $111,876).The increase in cost was caused by the Livingston and Tulla properties.
2. Depletion and depreciation increased to $193,716 for the year ended December 31, 2012, as compared to $59,723 for the corresponding year. The increase was caused by the third party reserve reports indicating a greater decline in reserves from producing wells.
3. Investor relation expenses increased to $104,183 for the year ended December 31, 2012, compared to $42,091 for the year ended December 31, 2011. The increase resulted from the Company's efforts in trying to raise awareness of the Company in the public markets with a view to raising capital.
4. Filing and transfer agent fees decreased to $27,676 for the year ended December 31, 2012 from $99,508 for the year ended December 31, 2011. The decrease was caused by the Company no longer incurring costs in relation to an initial public offering and private placements during the year ended December 31, 2012.
5. Professional fees decreased to $127,879 for the year ended December 31, 2012, representing a decrease of 12% from $146,070 for the year ended December 31, 2011. The reduction was caused by a decrease in legal costs relating to the Company's initial public offering during the year ended 2011, which was partially offset by costs for the review of legal documentation relating to the Company's acquisition of oil and gas prospects.
6. Stock-based compensation decreased to $11,231, for the year ended December 31, 2012, as compared to $711,051 for the year ended December 31, 2011. The 2011 stock options were issued to directors, officers and consultants of the Company and the Black-Scholes valuation method was used to value the options at the time of grant. The Company granted 125,000 stock options during the year ended December 31, 2012 as compared to granting 2,700,000 for the corresponding year.

Income/(loss) before other items

The loss before other items for the year ended December 31, 2012 was $243,484, compared to a net loss before other items of $711,913 for the year ended December 31, 2011. The significant reduction in loss resulted from the aforementioned items.

Other items

We reported other expense, generated from foreign exchange loss of $9,528 for the year ended December 31, 2012, as compared to other income generated from foreign exchange gain of $12,359 for the year ended December 31, 2011. We also reported a write down on a resource property of $478,145 caused by the relinquishing of leases in the Company's Arizona property. In the opinion of management, the costs of retaining the leases outweighed the economic benefits.

Net loss and comprehensive loss

Net loss and comprehensive loss for the year ended December 31, 2012 was $731,133, compared to a net loss and comprehensive loss of $699,554 for the year ended December 31, 2011. The increase in loss for the year ended December 31, 2012 was attributable to the write down of the resource property; however, this was partially offset by an increase in revenues and the reduction of expenses.

For the 3 months ending December 31, 2012

We generated total revenue of $183,183 for the 3 months ended December 31, 2012, a decrease of approximately 12% from revenues of $207,894 for the 3 months ended December 31, 2011. The decrease in revenue was caused by the reduction in production from the Livingston well for three months ended December 31, 2012 when compared to the corresponding period.

Costs and Expenses

We incurred costs and expenses in the amount of $287,342 for the 3 months ended December 31, 2012, representing an 8% increase from costs and expenses of $266,558 for the 3 months ended December 31, 2011.

The increase in costs and expenses for the 3 months ended December 31, 2012, when compared to the 3 months ended December 31, 2011, is primarily attributable to the collective results of the following factors:

1. Operating costs relating to the production of oil and natural gas sales was $91,157. (2011- $41,236). The increase was caused by an increase in maintenance costs for the Livingston property.
2. Consulting fees for the 3 months ended December 31, 2012 decreased to $56,961, compared with $103,672 for the 3 months ended December 31, 2011, due to the reduction in management consulting fees.
3. Depletion and depreciation increased to $75,166 for the 3 months ended December 31, 2012, as compared to $11,894 for the corresponding year. The increase was caused by a re-evaluation of the Company's reserves from an independent reserve engineer.
4. Investor relation costs increased to $20,096 for the 3 months ended December 31, 2012, compared to $19,458 for the 3 months ended December 31, 2011.
5. Professional fees decreased to $44,914 for the 3 months ended December 31, 2012, representing a reduction of 17% from $53,885 for the 3 months ended December 31, 2011. The reduction was caused by a reduction in the number of legal agreements that needed to be reviewed.

Income/(loss) before other items

The loss before other items for the 3 months ended December 31, 2012, was $104,158, compared to a net loss before other items of $58,664 for the 3 months ended December 31, 2011. The loss was caused by an increase in operating costs and depletion charges for the 3 months ending December 31, 2012.

Net loss and comprehensive loss

Net loss and comprehensive loss for the 3 months ended December 31, 2012 was $102,579, compared to a net loss and comprehensive loss of $46,456 for the 3 months ended December 31, 2011. The increase in loss for the 3 months ended December 31, 2012 was attributable to items above.

LIQUIDITY AND CAPITAL RESOURCES

The Company had a working capital of $29,851 as at December 31, 2012, compared to $188,922 for the year ended December 31, 2011. The decrease in working capital was caused by the cash used in the Company's operations during the year.

The revenue we currently generate from natural gas and oil sales does not exceed our operating expenses. Our management anticipates that the current cash on hand may not be sufficient to fund our continued operations at the current level for the next twelve months. As such, we may require additional financing to fund our operations and proposed drilling activities in the Hartburg property for the year ended December 31, 2013. We will also require additional funds to expand our acquisition, exploration and production of natural oil and gas properties. Additional capital will be required to effectively expand our operations through the acquisition and drilling of new prospects and to implement our overall business strategy. We believe that debt financing will not be an alternative for funding as we have limited tangible assets to secure any debt financing. We intend to seek additional funding in the form of equity financing from the sale of our common stock, but cannot provide any assurance that we will be able to raise sufficient funding from the sale of our common stock to fund our operations and acquisition of new prospects. If we are unable to obtain additional financing, we will experience liquidity problems and management expects that we will need to curtail operations, liquidate assets, seek additional capital on less favorable terms and/or pursue other remedial measures. In particular, the Company may not be able to drill its third well in the Hartburg property. Any additional equity financing may involve substantial dilution to our then existing shareholders.

The Company does not currently have credit facilities to finance its projects; however, we do not require additional funds at present to complete the development objectives.

Cash flows provided by Operating Activities

Operating activities used $35,433 in cash for the year ending December 31, 2012, compared to $131,814 in cash used in operating activities for the year ended December 31, 2011. The Company used its cash flow to reduce its current liabilities.

Cash Used in Investing Activities

Cash flows used by investing activities for the year ending December 31, 2012, was $620,775, compared to $1,647,377 cash flows used by investing activities for the year ended December 31, 2011. Our negative cash flow from investing activities for the year ending December 31, 2012, was primarily caused by investments in natural gas and oil working interests.

Cash flows from Financing Activities

The Company raised $340,304 from private placements for the year ending December 31, 2012 and $2,265,530 for the ended December 31, 2011.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet debt nor did we have any transactions, arrangements, obligations (including contingent obligations) or other relationships with any unconsolidated entities or other persons that may have material current or future effect on financial conditions, changes in the financial conditions, results of operations, liquidity, capital expenditures, capital resources, or significant components of revenue or expenses.

OUTSTANDING SHARE DATA

The total number of common shares outstanding as of April 23, 2013 was 39,570,655.

SHARE PURCHASE WARRANTS

The total number of share purchase warrants outstanding as of April 23, 2013 was 853,111 at an exercise price of $0.12 per share, exercisable until February 28, 2014.

The total number of Agent's warrants outstanding as of April 23, 2013 was 111,600 at an average exercise price of $0.20 per share, exercisable until February 28, 2014.

STOCK OPTIONS

On March 22, 2011, the Company granted 1,550,000 stock options to officers and directors of the Company and 350,000 stock options to two consultants of the Company. The stock options are exercisable for a period of 5 years from the date of listing on the TSX Venture Exchange ("Listing") at an exercise price of $0.20 per common share.

On September 26, 2011, the Company granted 800,000 stock options to directors and consultants of the Company. The stock options are exercisable for a period of 5 years from the date of listing on the TSX Venture Exchange ("Listing") at an exercise price of $0.25 per common share.

On February 16, 2012, the Company granted 125,000 stock options to a consultant for investor relations. The stock options are exercisable for a period of 2 years from the date of listing on the TSX Venture Exchange ("Listing") at an exercise price of $0.20 per common share. The stock options granted have a vesting period of 25% that vest immediately and 25% vest over the next 9 months at three month intervals. Total stock-based compensation expense of $11,231 has been charged to operations.

The total number of stock options outstanding as of April 23, 2013 was 2,825,000 at a weighted average exercise price of $0.21 per share

COMMITMENTS

There are no contracts related to management or rent.

TRANSACTIONS

RELATED PARTY TRANSACTIONS

Related party transactions are with directors and a company controlled by a director and officer of the Company.

The following summarizes the Company's related party transactions during the years ended December 31, 2012 and 2011:

	2011	2010
Consulting fees in relation to management compensation to the Chief Executive Officer of the Company	**$ 90,000**	$ 77,500
Management fees to the former President	**$ Nil**	$ 5,000
Management and accounting fees to companies controlled by the Chief Financial Officer of the Company	**$ 71,000**	$ 24,000

As at December 31, 2012, due from related parties includes $nil (2011 - $610) advanced to a company controlled by the Chief Executive Officer of the Company for legal fee. The Company owes $2,822 (2011 - $6,697) to a director, the CEO and a company controlled by the CEO, which is included in accounts payable and accrued liabilities.

Stock-based compensation of $nil was recognised during the year ended December 31, 2012 (2011 - $548,725), related to stock options granted to directors and officers.

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

ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES

Significant accounting policies used by Hillcrest are disclosed in note 3 to the December 31, 2012 audited consolidated financial statements. Preparing financial statements in accordance with IFRS requires management to make certain judgments and estimates. Changes to these judgments and estimates could have a material effect on the Company's financial statements and financial position. There were no changes to Hillcrest's critical accounting estimates during the year ended December 31, 2012.

CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of resource properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company is dependent on external financing to fund its activities. In order to carry out planned exploration and development and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed, however the Company is experiencing challenging conditions in raising additional capital to fund its exploration activities. This may result in the Company curtailing its exploration activities until adequate capital is secured. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate available or committed financial resources to complete such acquisitions.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the year ended December 31, 2012.

DISCLOSURE CONTROLS AND PROCEDURES

Management has assessed the effectiveness of the Company's disclosure controls and procedures used for the financial statements and MD&A as at December 31, 2012. Management has concluded that the disclosure controls are effective in ensuring that all material information required to be filed has been made known to them in a timely manner. The required information was effectively recorded, processed, summarized and reported within the time period necessary to prepare the annual filings. The disclosure controls and procedures are effective in ensuring that information required to be disclosed pursuant to applicable securities laws are accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosure. Additional disclosures pertaining to the Company's material change reports, press releases and other information are available on the SEDAR website at **www.sedar.com**

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LISTINGS

TSX Venture Exchange: **HRH**

CAPITALIZATION
(as at April 23, 2013)
Shares Authorized: Unlimited
Shares Issued: 39,570,655

OFFICERS & DIRECTORS
Donald Currie,
Chairman, CEO and Director

Kulwant Sandher, CA
Chief Financial Officer

Jason Oden
President & Director

Dr. David Stone
Director

Martin Wood
Director

Tom Milne
Director

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