

**HORNBY BAY MINERAL EXPLORATION LTD.
(FORMERLY UNOR INC.)
MANAGEMENT DISCUSSION AND ANALYSIS
MARCH 31, 2010**

This Management Discussion and Analysis (“MD&A”) has been prepared as of July 28, 2010 and should be read in conjunction with the audited financial statements of the Company for the year ended March 31, 2010, and the related notes. The Company’s reporting currency is the Canadian dollar and all amounts in this MD&A are expressed in Canadian dollars unless noted otherwise. The Company reports its financial position, results of operations and cash flows in accordance with Canadian generally accepted accounting principles.

1. Forward-Looking Statements

This MD&A contains certain forward-looking statements. These statements are based on certain estimates and assumptions and involve risks and uncertainties, including but not limited to: political risks, title risks, commodity price and currency exchange rate risks, operating and environmental hazards encountered in the mineral exploration and development business, general industry and economic conditions, changes in the regulatory requirements affecting the Company’s business, future capital expenditures and the availability and terms of financing. Consequently, actual results and events may vary significantly from those included, contemplated or implied by such statements.

2. Corporate Overview

In 1996, the Company was incorporated in Ontario with its primary focus on uranium exploration in Nunavut, Canada. Nunavut is the only territory and/or province that has settled its native land claim issues.

The Company is a reporting issuer in Ontario, British Columbia and Alberta and trades on the TSX Venture Exchange under the symbol HBE.

On February 4, 2010 the Company announced the resignation of the current directors of the Company and the appointment of a new slate of directors with Maurice Colson as President and Chief Executive Officer.

Brief biographies of the new directors are as follows:

Maurice John Colson; Chairman of the Board - Mr. Colson holds a masters degree in business administration (McGill University) and did post graduate studies at Oxford University, and he has been involved in the investment business for more than thirty five years. He was managing director in the U.K. for a major Canadian investment dealer for many years, and in Canada, he has been instrumental in providing strategic counsel and assistance with financing to emerging private and public companies. His network in the resource industry has expanded significantly from Canada, and he has been actively involved in financing Canadian companies operating in China, Africa, and South America. He sits on the board of several TSE and TSX listed companies and is the former Chairman of the Board of Coniagas Resources and was President and CEO of Lithium One Resources, and continues as a director of Lithium One Resources.

**HORNBY BAY MINERAL EXPLORATION LTD.
(FORMERLY UNOR INC.)
MANAGEMENT DISCUSSION AND ANALYSIS
MARCH 31, 2010**

Chris Irwin - Mr. Irwin has been the President of Irwin Professional Corporation since August, 2006. Prior thereto, Mr. Irwin was an associate of Wildeboer Dellelce LLP, Barristers & Solicitors, since January 2004. From January 2001 to December 2004, he was an associate of Power Budd LLP, Barristers & Solicitors. Mr. Irwin is a director and/or officer of several public companies.

Galen McNamara – Mr. McNamara holds a B Sc. (hons) in geology from Laurentian University and has been involved in mineral exploration since the age of 18. He is currently a private explorationist and exploration consultant. Mr. McNamara has experience in VMS, IDCG, uranium, gold and porphyry-copper mineralization systems in both the brown-fields and grassroots settings. Apart from Hornby Bay Mineral Exploration, he has been involved with a number of public and private exploration companies.

John Doran - Before joining Irwin Professional Corporation in 2008, Mr. Doran was engaged by various companies in the technology and telecommunications sector, including JumpTV, where his mandate was the revitalization and reconstitution of the organization's legal department, and Globalive Communications Corp., where he spent 9 years as director of the company's legal and regulatory department. Mr. Doran received his Bachelor and Master of Arts from the University of Toronto, as well as his Juris Doctor in 1999 from the university's Faculty of Law.

In addition the Company has called a Special Meeting of Shareholders of record on March 5, 2010 for April 6, 2010 in order to restructure the Company for the purpose of financing. Subject to a successful financing the Company intends to continue the exploration program on the Company's properties in the Hornby Basin of Nunavut

3. Corporate Plans for the 2010 exploration season

Hornby Bay Mineral Exploration Ltd. (HBME) will commence in early July its 2010 uranium exploration program in the Hornby Bay Basin, Nunavut, with the opening of the Mouse Lake camp and the mobilization of a depth-capable diamond drill and drill crew. The exploration program will be conducted on the Coppermine Property, which is 100% owned by HBME and consists of 16 claims and 39 leases covering 117,933 acres. The Coppermine Property is located in the northern region of the Early Proterozoic Wopmay Orogen, where the units of the orogen are overlain by Middle Proterozoic sedimentary rocks of the deeper, eastern lobe of the Hornby bay Basin.

The 2010 program will be focused on the drilling of up to 3000 m on several existing deep unconformity targets defined by earlier exploration on the Coppermine Property. The main targets planned to be drilled in 2010 are:

- CM 53 conductor – this target was defined by the interpretation of Transient Audio Magnetotelluric data and Stepwise Moving Loop Time-domain Electromagnetic data; the geophysical data may be interpreted as indicative of an area of alteration within the sedimentary section, possibly related to an unconformity U deposit.
- the Eastern Side conductor – this conductor was previously identified by airborne electromagnetic surveying and it was followed-up on the ground with time-domain electromagnetic surveys

**HORNBY BAY MINERAL EXPLORATION LTD.
(FORMERLY UNOR INC.)
MANAGEMENT DISCUSSION AND ANALYSIS
MARCH 31, 2010**

- Wolf Creek conductor – this conductor represents a main geophysical target that was defined using Stepwise Moving Loop Time-domain Electromagnetic surveying.
- CM 56 conductor – the correlation of interpretations of Transient Audio Magnetotelluric data with Stepwise Moving Loop Time-domain Electromagnetic data indicates a protruding resistive feature flanked by conductive zones. The geophysical data is suggestive of the presence of a prominent basement uplift that is bounded both on its east and west sides by conductive faults. This structural setting has characteristics favorable for the presence of U mineralization at the intersections of the conductive basement faults with the unconformity.

The 2010 drilling program is also designed to provide petrophysical and depth-to-basement data that will help in the planning of a future seismic survey of the basin. In addition, ground time-domain electromagnetic surveys will also be conducted on the Coppermine Property for follow-up of the MEGATEM conductors.

4. Exploration Expenses

Due to the limited capital funds market the company did not conduct a 2009 uranium field exploration program.

During the year ended March 31, 2010 the Company spent \$167,128 on exploration in order to maintain its properties on a care and maintenance basis. During the years ended March 31, 2009 and 2008 the Company spent \$3,991,977 and \$7,350,096 respectively on its uranium field program.

Expenses

	for the year ended March 31,		
	2010	2009	2008
Airborne Geophysics	\$ -	\$ 495,099	\$ 90,308
Assaying	-	42,355	79,471
Baffin Island JV (recoveries)	-	(194,952)	204,472
Camp and support	15,596	840,063	1,228,066
Drilling	-	956,197	2,482,187
Geology	-	748,432	1,199,357
Ground geophysics	-	699,801	1,656,954
Lease rental payments	-	2,225	42,566
Program planning and reports	149,147	374,804	45,564
Recording fees and taxes	2,385	27,953	37,911
Staking	-	-	9,554
Surveying	-	-	273,686
	\$ 167,128	\$ 3,991,977	\$ 7,350,096

**HORNBY BAY MINERAL EXPLORATION LTD.
(FORMERLY UNOR INC.)
MANAGEMENT DISCUSSION AND ANALYSIS
MARCH 31, 2010**

5. Liquidity and Capital Resources

The Company has no operating revenues and relies primarily on equity financings as well as the exercise of warrants and options to fund its exploration and administrative costs.

The Company's operations consist of the exploration and evaluation of its various properties, a process that is ongoing, and is dependent on many factors some of which are beyond the Company's control. The Company maintains a policy of reviewing its working capital requirements on a continuous basis and is mindful of its property and administrative commitments.

At March 31, 2010, the Company had a working capital deficiency of \$244,066 compared to working capital of \$180,984 at March 31, 2009. Cash balances were \$5,470 at March 31, 2010 compared with \$157,387 at March 31, 2009. The Company has a need for equity capital and because of limited working capital and continuing operating losses, the Company's continuance as a going concern is dependent upon its ability to obtain adequate financing. It is not possible to predict whether financing efforts will be successful.

Selected Annual Information

	2010	Year ending March 31, 2009	2008
	\$	\$	\$
Total revenues	18,747	83,837	168,105
Net loss	541,629	4,442,836	7,221,095
Basic net loss per share	0.01	0.03	0.06
Diluted net loss per share	0.01	0.03	0.06
Total assets	14,577	283,820	4,501,212

6. Results of Operations

During the year ended March 31, 2010, the Company recorded an operating loss \$541,629 compared to \$4,532,736 for the year ended March 31, 2009. This decrease is due to a reduction in exploration expenses of \$3,824,849 and a reduction in general and administration expenses of \$231,348 as a result of reduced activity. See item 4 for details of exploration expenditures and the following schedules provides the details of general and administration expenses.

HORNBY BAY MINERAL EXPLORATION LTD.
(FORMERLY UNOR INC.)
MANAGEMENT DISCUSSION AND ANALYSIS
MARCH 31, 2010

General and Administration Expenses

	for the year ended March 31,	
	2010	2009
Depreciation	\$ 31,925	\$ 16,000
Directors fees	-	54,625
Insurance	22,912	34,942
Interest and bank charges	377	1,076
Office and general	51,303	108,927
Ontario capital taxes (recoveries)	-	659
Professional fees	108,397	106,751
Salaries and benefits	29,405	125,825
Shareholders information	56,878	64,236
Stock option compensation	72,598	62,550
Tax interest on flow-through funds	1,887	33,355
Travel and promotion	5,510	16,968
Loss on disposal of equipment	12,056	
	\$ 393,248	\$ 624,596

Summary of Quarterly Results

	Fiscal 2010			
	4th Quarter	3rd Quarter	2nd Quarter	1st Quarter
Total Revenues	\$ -	\$ 18,747	\$ -	\$ -
Net loss (income)	183,712	86,048	124,807	147,062
Basic net loss (income) per share	0.01	0.00	0.00	0.00
Diluted net loss (income) per share	0.01	0.00	0.00	0.00
	Fiscal 2009			
	4th Quarter	3rd Quarter	2nd Quarter	1st Quarter
Total Revenues	\$ 1,253	\$ 2,629	\$ 22,001	\$ 57,953
Net loss (income)	79,745	496,335	2,649,145	1,217,611
Basic net loss (income) per share	0.00	0.00	0.02	0.01
Diluted net loss (income) per share	0.00	0.00	0.02	0.01

7. Outstanding Share Data

As of July 28, 2010, the Company has issued one class of common shares and a total of 48,438,585 shares are outstanding. Stock options outstanding as of July 28, 2010 total 438,334 and are exercisable for common shares at prices ranging from \$0.30 per share to \$1.80 per share

8. Commitments

The Company has indemnified the subscribers of previous flow-through share offerings against any tax related amounts that become payable by the shareholder as a result of the Company not having met its expenditure commitments.

**HORNBY BAY MINERAL EXPLORATION LTD.
(FORMERLY UNOR INC.)
MANAGEMENT DISCUSSION AND ANALYSIS
MARCH 31, 2010**

9. Subsequent Events

At a special meeting of shareholders held on April 6, 2010, the Company changed its name from Unor Inc. to Hornby Bay Mineral Exploration Ltd. and consolidated its common shares on a 1 for 3 basis (1:3). The 145,315,756 previously issued and outstanding common shares of the Company were consolidated into approximately 48,438,585 common shares.

Subsequent to March 31, 2010, a shareholder of the Company has advanced \$893,733 to the Company. The advance is due on demand, unsecured, non-interest bearing with no fixed terms of repayment.

10. Future Accounting Pronouncements

International Financial Reporting Standards ("IFRS")

In January 2006, the CICA's Accounting Standards Board ("AcSB") formally adopted the strategy of replacing Canadian GAAP with International Financial Reporting Standards ("IFRS") for Canadian enterprises with public accountability. On February 13, 2008, the AcSB confirmed that the use of IFRS would be required in 2011 for publicly accountable profit-oriented enterprises. For these entities, IFRS will be required for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The Company will be required to have prepared, in time for its first quarter of fiscal 2011 filing, comparative financial statements in accordance with IFRS for the three months ended March 31, 2010. The Company has begun assessing the impact of the adoption of IFRS on its financial statements and believes that the financial reporting impact of the transition to IFRS will not be substantial. During the second quarter of fiscal 2011 the Company plans to purchase a computer program to assist management in the adoption of IFRS.

11. Financial Instruments

Fair value

Canadian generally accepted accounting principles require that the Company disclose information about the fair value of its financial assets and liabilities. Fair value estimates are made at the balance sheet date, based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties in significant matters of judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect these estimates.

The carrying amounts for cash and cash equivalents, refundable deposits, GST receivable and accounts payable and accruals on the balance sheet approximate fair value because of the limited term of the instruments.

**HORNBY BAY MINERAL EXPLORATION LTD.
(FORMERLY UNOR INC.)
MANAGEMENT DISCUSSION AND ANALYSIS
MARCH 31, 2010**

12. Litigation

The Company has received a statement of claim from Bellmin Inc. ("Bellmin"), a corporation controlled by an associate of George Bell, the former President and Chief Executive Officer of the Company, claiming:

- (a) payment in the amount of \$30,000 for default on a promissory note;
- (b) payment in the amount of \$173,092.50 for damages of breach of contract; and
- (c) pre and post judgment interest and cost related to the action.

The Company has filed a statement of defense with respect to the action and a counter-claim alleging breach of contract by Bellmin. The Company has included a contingency of \$30,000 in its financial statements for the fiscal year ended March 31, 2010. Management of the Company believes that the claim for damages is without merit and the Company will continue to defend itself against the action. The outcome of these proceedings cannot be reasonably determined at this time.

13. Off Balance Sheet Arrangements

The Company has no off balance sheet arrangements.

14. Related Party Transactions

Directors of the Company participated in the private placement of common shares on November 12, 2008 and purchased a total of 400,000 pre-consolidation common shares of the Company for gross proceeds of \$20,000.

During the year ended March 31, 2010 a former officer of the Company loaned the Company \$30,000 in the form of an unsecured promissory note bearing interest at 12% per annum. The promissory note is due on demand. As at March 31, 2010, no principal or interest had been repaid relating to this promissory note. See note 12.

Included in accounts payable is an amount owing to a shareholder of \$57,207. This amount is due on demand, unsecured, non-interest bearing with no fixed terms of repayment.

15. Directors and Officers Compensation

During the year ended March 31, 2010 the Company paid \$83,615 to officers of the Company as remuneration for services provided.

**HORNBY BAY MINERAL EXPLORATION LTD.
(FORMERLY UNOR INC.)
MANAGEMENT DISCUSSION AND ANALYSIS
MARCH 31, 2010**

16. Risks & Uncertainties

Exploration

The Company's exploration projects are subject to conditions beyond its control that can affect the carrying costs and development costs for varying lengths of time. Such conditions include environmental hazards, unusual or unexpected geological formations or pressures and periodic interruptions due to inclement or hazardous weather conditions. Such risks could result in damage to, or destruction of, mineral properties or facilities, personal injury, environmental damage, delays in exploration programs, monetary losses and possible legal liability. Mineral exploration is highly speculative in nature, involves many risks and frequently is non-productive. There is no assurance that exploration efforts will be successful. Success in establishing reserves is a result of a number of factors, including the quality of management, the Company's level of geological and technical expertise, the quality of land holdings, the availability of suitable contractors, and other factors. Through high standards and continuous improvement the Company works to reduce these risks and maintains insurance to cover normal business risks.

If mineralization is discovered, it may take several years in the initial phases of drilling until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish proven and probable reserves through drilling, to determine the optimal metallurgical process to extract the metals from the ore and to construct mining and processing facilities. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment of resources or reserves. Whether a resource deposit will ultimately be commercially viable depends on a number of factors, including the particular attributes of the deposit such as the deposit's size, financing costs and the prevailing prices for the applicable resource. Also of key importance are government regulations, including those relating to prices, taxes, royalties, land tenure, land use and environmental protection.

Financing

In the absence of cash flow from operations the Company relies on the capital markets to fund operations. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that additional funding will be available, or available under terms favourable to the Company. Failure to obtain such additional finance could result in delay or the indefinite postponement of further exploration and the development of the Company's properties.

Licenses and Permits, Laws and Regulations

The Company's exploration activities require permits from various government authorities, and are subject to extensive federal provincial and local laws and regulations governing prospecting, exploration, development, production, exports, taxes, labour standards, occupational health and safety, mine safety and other matters. Such laws and regulations are subject to change, can become stringent and compliance can therefore become more costly. The Company relies on the expertise and commitment of its management team, their advisors, its employees and contractors to ensure compliance with current laws and fosters a climate of open communication and co-operation with regulatory bodies.

**HORNBY BAY MINERAL EXPLORATION LTD.
(FORMERLY UNOR INC.)
MANAGEMENT DISCUSSION AND ANALYSIS
MARCH 31, 2010**

The Company believes that it holds all necessary licenses and permits under applicable laws and regulations and believes it is presently complying in all material respects with the terms of such licenses and permits. However, such licenses and permits are subject to change in various circumstances. There can be no guarantee that the Company will be able to maintain or obtain all necessary licenses and permits that may be required to explore and develop its properties, commence construction or operation of mining facilities or to maintain continued operations.

Environmental, Health and Safety

The Company's activities are subject to extensive federal, provincial and local laws and regulations governing environmental protection and employee health and safety. Environmental legislation is evolving in a manner that is creating stricter standards, where enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The company is also subject to various reclamation-related conditions imposed under federal or provincial rules and permits, and there can be no assurance that they will not change in the future in a manner that could have a material effect on the Company's financial condition, liquidity or results of operations.