



FIRST QUARTER REPORT

For the three months ended April 30, 2010

The following discussion is management's assessment and analysis of the results of operations and financial conditions ("MD&A") of Regency Gold Corp. (the "Company" or "Regency") and should be read in conjunction with the accompanying unaudited interim consolidated financial statements and related notes thereto for the three months ended April 30, 2010 and the most recent audited consolidated annual financial statements for the year ended January 31, 2010 which are also available at the SEDAR website at www.sedar.com.

The financial information in this MD&A is derived from the Company's financial statements prepared in accordance with Canadian generally accepted accounting principles and all dollar amounts are expressed in Canadian dollars unless otherwise indicated.

The effective date of this report is June 21, 2010.

Overview

The Company was incorporated under the laws of the Province of British Columbia and continued under the Canada Business Corporation Act. On July 17, 2008 the Company changed its name to Regency Gold Corp. and commenced trading on the NEX board of the TSX Venture Exchange at the opening on July 17, 2008 under the symbol **RAU.H** and the common shares of Silvio Ventures Inc. (SIV.H) were delisted.

The Company's MD&A for the year ended January 31, 2010 with information up to April 19, 2010 is available at the SEDAR website at www.sedar.com.

The Company is currently investigating business opportunities and mineral properties for potential acquisition and subsequent exploration and development. The Company will seek to conduct a share offering to raise capital to fund these activities.

Results of Operations

Results of Operations for the three months ended April 30, 2010 and 2009

The Company recorded a net loss of \$47,085 or \$0.00 per share for the three months ended April 30, 2010 (2009 - \$59,422 / \$0.01).

Operating Expenses

Total expenses were \$47,085 for the three months ended April 30, 2010 (2009 - \$59,422).

Consulting fees and salary of \$21,620 (2009 - \$21,620) included the salary paid to the Company's President and Chief Executive Officer, Mr. William Radvak, and fees paid to Golden Oak Corporate Services Ltd., a company wholly owned by the Chief Financial Officer, Ms. Doris Meyer, Corporate Secretary and Director in the three months ended April 30, 2010.

The Company recorded professional fees of \$398 (2009 - \$19,969) during the three months ended April 30, 2010. This was due to the timing of the recording of audit fees between the two periods.

Shareholder relations costs of \$16,108 (2009 - \$9,054) are above 2009 levels due to costs related to the preparation for the annual general meeting. This category includes the cost of printing and mailing of the annual general meeting material and any extra costs associated with the annual general meeting.

Summary of Quarterly Results

| | Apr 30 | Jan 31 | Oct 31 | July 31 | Apr 30 | Jan 31 | Oct 31 | July 31 |
|---|---------------|---------------|---------------|----------------|---------------|---------------|---------------|----------------|
| | 2010 | 2010 | 2009 | 2009 | 2009 | 2009 | 2008 | 2008 |
| | \$ | \$ | \$ | \$ | \$ | \$ | \$ | \$ |
| Total revenues | - | - | - | - | - | - | - | - |
| Net loss | (47,085) | (38,376) | (52,810) | (44,438) | (59,422) | (10,302) | (81,599) | (496,243) |
| Net loss per share - basic and diluted | (0.00) | (0.00) | (0.00) | (0.00) | (0.01) | (0.00) | (0.01) | (0.04) |

The Company is a mineral exploration company. At this time, any issues of seasonality or market fluctuations have no impact. The Company's policy is to defer its mineral interest acquisition and exploration costs. The Company expenses its project investigation and general and administration costs and these amounts are included in the loss for each quarter. The Company's treasury, in part, determines the levels of exploration. The Company does not currently have any interest in any mineral properties.

Liquidity

The Company began the 2011 fiscal year with cash of \$289,577. Cash expended on operations in the three month period ending April 30, 2010, net of working capital changes was \$52,011. The Company ended at April 30, 2010 with cash of \$237,566.

Capital Resources

The Company had no commitments for material capital expenditures as of April 30, 2010.

The Company had 300,000 stock options outstanding at April 30, 2010 which, if exercised, would raise additional capital. None of the stock options are presently "in the money".

There can be no assurance that additional financing will be available to the Company or, if it is, that it will be available on terms acceptable to the Company and will be sufficient to fund cash needs until the Company acquires an operating business or achieves positive cashflow. The Company currently has no commitments for any credit facilities such as revolving credit agreements or lines of credit that could provide additional working capital.

Transactions with Related Parties

Included in the determination of loss and comprehensive loss for the period is \$12,000 (April 30, 2009 - \$12,000) of consulting fees paid to a company wholly owned by Ms. Doris Meyer, the Company's Chief Financial Officer and Corporate Secretary.

The above noted transaction was in the normal course of business and, in management's opinion, undertaken with the same terms and conditions as transactions with unrelated parties.

Future Canadian Accounting Standards

International financial reporting standards ("IFRS") - The Canadian Accounting Standards Board announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own generally accepted accounting principles. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The Company's transition date of February 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended January 31, 2011. Under IFRS, there is significantly more disclosure required. Further, while IFRS uses a conceptual framework similar to Canadian GAAP, there are significant differences in accounting policies that must be addressed.

Due to the size of the Company, the convergence to IFRS is being led by the Company's Chief Financial Officer, a Certified General Accountant, who along with other members of the finance group will design and execute the conversion project and will report to the Audit Committee on the progress accomplished.

Item 1 - Accounting policies, including choices among policies permitted under IFRS, and implementation decisions such as whether certain changes will be applied on a retrospective or a prospective basis

The significant differences between Canadian GAAP and IFRS that affect the Company and the impacts on the Company's financial statements has been completed on a high-level basis and are discussed below. The Company will next complete an assessment of the IFRS estimates of the quantified effects of the anticipated changes to the Company's IFRS opening balance sheet, if any, and identify business processes and resources that may require modification as a result of these changes.

Property, Plant and Equipment ("PP&E")

Canadian GAAP does not permit the re-evaluation of PP&E. Historical cost is used. IFRS permits the revaluation of PP&E but does not require it. Depreciation is calculated by individual asset for IFRS and this method is currently used by the Company.

No difference between Canadian GAAP and IFRS.

Mineral properties

Canadian GAAP requires acquisition costs to be capitalized and allows exploration costs to be expensed as incurred or capitalized. IFRS allows the same treatment as Canada however the exploration costs must be classified as either tangible or intangible assets, according to their nature.

The Company's policy is to capitalize both categories of costs although it does not have any mineral properties at this time. IFRS 6 and IAS 36 would require the Company to assess its mineral properties at the end of each reporting period as to whether there is any indication that the asset may be impaired. IFRS also allows the reversal of impairments if conditions that gave rise to those impairments no longer exist. Canadian GAAP prohibits reversal of impairment losses. If the Company elected to continue to capitalize its exploration costs it would be expected that there would be increased volatility in impairment recognition due to increase in frequency of assessment and possibility of reversal of impairments.

It would be recommended that on convergence to IFRS that the Company elect to expense its exploration costs until a mine is being developed for production.

Stock based compensation

Canadian GAAP allows graded or straight-line recognition of the fair value of stock option grants as the options vest. IFRS requires that graded vesting be used with each installment accounted for as a separate arrangement. Under IFRS, forfeitures that occur during the vesting period adjust the stock-based compensation whereas under Canadian GAAP forfeitures are recorded as they occur.

As the Company's stock options grants allow for immediate vesting there is no difference.

Item 2 - Information technology and data systems

The accounting processes of the Company are simple as the Company currently has only one employee and no mineral properties. No major challenges are expected at this point to operate the accounting system under IFRS.

The Company generated its accounting under Canadian GAAP in 2010, and it has tentatively determined there to be no difference for the accounting under IFRS and the comparative financial statements will not be different.

Item 3 - Internal control over financial reporting

Since the Company is on the NEX board of the TSX Venture Exchange management does not make representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting as defined in National Instrument 52-109.

Management is responsible for ensuring that processes are in place to provide them with sufficient knowledge to support their certification of the financial statements and MD&A, more specifically assessing that the filings are exempt from misrepresentations and are presenting fairly the results of the Company. Management will ensure that once the convergence is completed it will be in a position to continue to certify the Company's filings.

The audit committee of the Company reviews the financial reporting and control matters and recommends approval of the annual financial statements and MD&A to the board of directors who are then responsible for approving the filings.

Item 4 - Disclosure controls and procedures, including investor relations and external communications plans

The Company will update its disclosure controls and procedures to ensure they are appropriate for reporting under IFRS. At this time no changes have been discovered as being necessary. The Company will continue to maintain a set of disclosure controls and procedures designed to ensure that information required to be disclosed in filings made pursuant to National Instrument 52-109 is recorded, processed, summarized and reported in the manner specified by the relevant securities laws applicable to the Company.

Item 5 - Financial reporting expertise, including training requirements

The Chief Financial Officer and the Controller of the Company have participated in ongoing training sessions provided by external advisors. The Controller attended a two day workshop sponsored by PriceWaterhouse Coopers that compared Canadian GAAP to IFRS for a mineral exploration company. Training and research are ongoing and the development of standards issued by the International Accounting Standards Boards are monitored and evaluated for any impact on the Company.

REGENCY GOLD CORP.

Three months ended April 30, 2010

Management's Discussion and Analysis

Form 51-102F1

Item 6 - Business activities, such as foreign currency and hedging activities, as well as matters that may be influenced by GAAP measures such as debt covenants, capital requirements and compensation arrangements

The Company does not expect the convergence to IFRS will have a significant impact on its risk management or other business activities.

Currently there are no matters that would be influenced by GAAP measures, such as debt covenants, capital requirements and compensation arrangements that would be impacted by the convergence to IFRS.

Business combinations, non-controlling interest and consolidated financial statements - In January 2009, the CICA issued Handbook Sections 1582 "Business Combinations", 1601 "Consolidated Financial Statements" and 1602 "Non-controlling Interests" which replace CICA Handbook Sections 1581 "Business Combinations" and 1600 "Consolidated Financial Statements". Section 1582 establishes standards for the accounting for business combinations that is equivalent to the business combination accounting standard under IFRS. Section 1582 is applicable for the Company's business combinations with acquisition dates on or after January 1, 2011. Early adoption of this Section is permitted. Section 1601 together with Section 1602 establishes standards for the preparation of financial statements. Section 1601 is applicable for the Company's interim and annual financial statements for its fiscal year beginning February 1, 2011. Early adoption of this Section is permitted and all three Sections must be adopted concurrently.

Credit Risk and the Fair Value of Financial Assets and Financial Liabilities - In January 2009, the CICA issued EIC 173, "*Credit Risk and the Fair Value of Financial Assets and Financial Liabilities*". The EIC provides guidance on how to take into account credit risk of an entity and counterparty when determining the fair value of financial assets and financial liabilities. EIC 173 will be applicable for the Company's interim and annual financial statement for its fiscal year beginning February 1, 2010 and management is currently assessing its impact on the Company's interim and annual financial statements for fiscal 2011.

Financial Instruments

The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying values, unless otherwise noted.

The financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash. The Company places its cash with high quality financial institutions, thereby minimizing exposure for deposits in excess of federally insured amounts. The Company believes that credit risk associated with cash is remote.

In conducting business, the principal risks and uncertainties faced by the Company center on exploration and development, resource and commodity prices and market sentiment.

The prices of resource and commodity markets fluctuate widely and are affected by many factors outside of the Company's control. The relative prices of metals and minerals and future expectations for such prices have a significant impact on the market sentiment for investment in mining and resource exploration companies. The Company relies on equity financing for its working capital requirements and to fund its exploration programs. There is no assurance that such financing will be available to the Company, or that it will be available on acceptable terms.

Forward-Looking Statements

This discussion includes certain statements that may be deemed "forward-looking statements". All statements in this discussion, other than statements of historical facts, that address future exploration activities and events or developments that the Company expects are forward-looking statements. 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 from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploration successes, and continued availability of capital and financing and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and that actual result or developments may differ materially from those projected in the forward-looking statements.

Disclosure of Outstanding Share Data

The following details the share capital structure as of the date of this MD&A.

| | Common Shares Issued and Outstanding | Common Share Purchase Warrants | Stock Options |
|--|---|---|--------------------------|
| Balance, April 30, 2010 and June 21, 2010 | 11,056,438 | - | 300,000 |

Risks

Mineral exploration is subject to a high degree of risk, which a combination of experience, knowledge, and careful evaluation may fail to overcome. Exploration activities seldom result in the discovery of a commercially viable mineral resource. Exploration activities are also expensive. The Company will therefore require additional financing to carry on its business and such financing may not be available when it is needed.

Other Information

Additional information relating to the Company is available for viewing on SEDAR at www.sedar.com and on the Company's website at www.regencygold.com.



Regency Gold Corp.

Interim Consolidated Financial Statements

(Unaudited – Prepared by Management)

(stated in Canadian Dollars)

For the three months ended April 30, 2010

Notice to Reader

These interim financial statements of Regency Gold Corp. have been prepared by management and approved by the Audit Committee on behalf of the Board of Directors of the Company. In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its external auditors have not reviewed these interim financial statements, notes to financial statements and the related quarterly Management Discussion and Analysis.

Regency Gold Corp.
Interim Consolidated Balance Sheets

| | April 30, 2010 (Unaudited) | January 31, 2010 |
|--|---|---------------------|
| ASSETS | | |
| Current | | |
| Cash | \$ 237,566 | \$ 289,577 |
| Receivables | 1,632 | 968 |
| | <u>239,198</u> | 290,545 |
| Equipment (Note 3) | 1,148 | 1,377 |
| | <u>\$ 240,346</u> | <u>\$ 291,922</u> |
| LIABILITIES | | |
| Current | | |
| Accounts payable and accrued liabilities | \$ 9,327 | \$ 13,818 |
| SHAREHOLDERS' EQUITY | | |
| Capital Stock (Note 4) | 70,600,552 | 70,600,552 |
| Contributed Surplus (Note 4) | 2,749,897 | 2,749,897 |
| Deficit | (73,119,430) | (73,072,345) |
| | <u>231,019</u> | 278,104 |
| | <u>\$ 240,346</u> | <u>\$ 291,922</u> |

Nature of operations and going concern (Note 1)

Approved by the Directors:

/s/ "William Radvak" _____ Director

/s/ "Robert G. Pilz" _____ Director

The accompanying notes form an integral part of these interim consolidated financial statements

Regency Gold Corp.
Interim Consolidated Statements of Loss, Comprehensive Loss and Deficit

| | Three months ended April 30 | |
|--|------------------------------------|------------------------|
| | 2010 | 2009 |
| | (Unaudited) | (Unaudited) |
| Expenses | | |
| Amortization | \$ 229 | \$ 229 |
| Consulting fees and salary | 21,620 | 21,620 |
| Foreign exchange | - | (9) |
| Interest and bank charges | 616 | 603 |
| Office | 536 | 458 |
| Professional fees | 398 | 19,969 |
| Shareholder relations | 16,108 | 9,054 |
| Transfer agent and filing fees | 7,578 | 7,498 |
| Loss and comprehensive loss for the period | (47,085) | (59,422) |
| Deficit, beginning of period | (73,072,345) | (72,877,299) |
| Deficit, end of period | \$ (73,119,430) | \$ (72,936,721) |
| Basic and diluted loss per share | \$ (0.00) | \$ (0.01) |
| Weighted average number of shares outstanding | 11,056,438 | 11,056,438 |

The accompanying notes form an integral part of these interim consolidated financial statements

Regency Gold Corp.
Interim Consolidated Statements of Cash Flows

| | Three months ended April 30 | |
|---|------------------------------------|--------------------|
| | 2010 | 2009 |
| | (Unaudited) | (Unaudited) |
| Cash provided from (used for) | | |
| Operating activities | | |
| Loss for the period | \$ (47,085) | \$ (59,422) |
| Items not involving cash: | | |
| Amortization | 229 | 229 |
| Changes in non-cash working capital balances: | | |
| Receivables | (664) | 152 |
| Accounts payable and accrued liabilities | (4,491) | 1,549 |
| | <u>(52,011)</u> | <u>(57,492)</u> |
| Change in cash for the period | (52,011) | (57,492) |
| Cash, beginning of period | 289,577 | 470,286 |
| Cash, end of period | \$ 237,566 | \$ 412,794 |

Cash paid during the period for:

| | | |
|--------------|------|------|
| Interest | \$ - | \$ - |
| Income taxes | - | - |

The accompanying notes form an integral part of these interim consolidated financial statements

Regency Gold Corp.
Notes to Interim Consolidated Financial Statements
Three months ended April 30, 2010

1. Nature of operations and going concern

Regency Gold Corp. (the "Company") was incorporated under the laws of the Province of British Columbia and continued under the Canada Business Corporation Act. The Company is currently listed on the NEX board of the TSX Venture Exchange.

These financial statements have been prepared in accordance with generally accepted accounting principles ("GAAP") in Canada applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year.

The Company has no mineral properties and is investigating properties for potential acquisition and subsequent exploration and development.

The Company has not generated any revenue since inception and has never paid any dividends and is unlikely to pay dividends or generate earnings in the immediate or foreseeable future. As at April 30, 2010, the Company has working capital of \$229,871. Although cash could provide sufficient funds through the current fiscal year to maintain the Company, the capital expenditures required to acquire mineral properties, and subsequently explore or develop the mineral properties to achieve profitable operations may be substantial. The continuation of the Company as a going concern for a period longer than the current fiscal year is dependent upon the ability of the Company to obtain necessary equity financing to continue operations.

2. Significant accounting policies

These consolidated interim financial statements for the Company have been prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"). They do not include all of the information and disclosures required by Canadian GAAP for annual financial statements. In the opinion of management, all adjustments considered necessary for fair presentation have been included in these financial statements. The interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements including the notes thereto for the year ended January 31, 2010 which may be found on www.sedar.com.

The accounting policies followed by the Company are set out in Note 2 to the audited financial statements for the year ended January 31, 2010 and have been consistently followed in the preparation of these interim consolidated financial statements.

3. Equipment

| | April 30, 2010 | | |
|--------------------|----------------|--------------------------|----------------|
| | Cost | Accumulated amortization | Net book value |
| Computer equipment | \$ 2,754 | \$ 1,606 | \$ 1,148 |
| | \$ 2,754 | \$ 1,606 | \$ 1,148 |

| | January 31, 2010 | | |
|--------------------|------------------|--------------------------|----------------|
| | Cost | Accumulated amortization | Net book value |
| Computer equipment | \$ 2,754 | \$ 1,377 | \$ 1,377 |
| | \$ 2,754 | \$ 1,377 | \$ 1,377 |

Regency Gold Corp.
Notes to Interim Consolidated Financial Statements
Three months ended April 30, 2010

4. Share Capital

- a) Authorized
 Unlimited Class A common shares, without par value.

- b) Issued

| | Shares | Share capital | Contributed Surplus |
|---|-------------------|----------------------|---------------------|
| Balance, January 31, 2010 and April 30, 2010 | 11,056,438 | \$ 70,600,552 | \$ 2,749,897 |

- c) Stock options and stock based compensation

On October 30, 2007 the Board of Directors adopted a stock option incentive plan (the "Plan") subject to regulatory approval. Stock options may be granted to the Company's directors, senior officers, employees, consultants and consultant's companies. The stock option plan: (i) provides that the number of common shares reserved for issuance, within a one year period, to any one optionee, shall not exceed 5% of the outstanding common shares; (ii) provides the maximum number of common shares reserved for issuance pursuant to options granted may not exceed 10% of the issued common shares; and (iii) contains other provisions to ensure the stock option plan is compliant with stock exchange regulations.

| Expiry date | Exercise price | Balance, January 31, 2010 | Granted | Forfeitures | Balance, April 30, 2010 |
|---------------------------------|----------------|---------------------------|---------|-------------|-------------------------|
| October 31, 2012 | \$0.550 | 200,000 | - | - | 200,000 |
| March 12, 2013 | \$0.570 | 50,000 | - | - | 50,000 |
| September 15, 2014 | \$0.205 | 50,000 | - | - | 50,000 |
| | | 300,000 | - | - | 300,000 |
| Weighted average exercise price | | \$ 0.50 | \$ - | \$ - | \$ 0.50 |

As at April 30, 2010 all of the outstanding stock options were exercisable.

5. Related Party Transactions

During the three months ended April 30, 2010, \$12,000 (2009 – \$12,000) in consulting fees were paid to a company wholly owned by the Company's Chief Financial Officer and Corporate Secretary for corporate and financial reporting services.

The above noted transaction was in the normal course of business and, in management's opinion, undertaken with the same terms and conditions as transactions with unrelated parties.

6. Segmented Information

The Company operates in a single segment, being mineral resource acquisition and exploration. As at April 30, 2010 and 2009 all of the Company's capital assets were located in Canada.