



BELVEDERE

resources

Suite 404, World Trade Centre, 999 Canada Place, Vancouver, British Columbia, V6C 3E2, Canada.

Management's Discussion & Analysis ('MD&A') **For the Quarter Ended September 30, 2010**

This MD&A is intended to help the reader understand Belvedere Resources Ltd. ('BEL' or 'the Company'), our operations and our present business environment.

This MD&A has been prepared as of November 29, 2010 and covers the results of operations for the third quarter 2010 and year ended December 31, 2009. It is intended to supplement the 2009 audited annual consolidated Financial Statements and notes thereto which are expressed in Euros and are prepared in accordance with Canadian Generally Accepted Accounting Principles. The financial statements together with the following MD&A are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as certain forward-looking statements relating to the potential future performance. Additional information relating to the Company is available from the Canadian securities regulators on SEDAR at www.sedar.com.

FORWARD LOOKING INFORMATION

All statements in this document, other than statements of historical fact, that address exploration drilling, exploitation activities and events or developments that the Company expects to occur, constitute 'forward looking statements' and these statements are made as of the date hereof. Any forward looking statements are based upon reasonable assumptions, but no guarantees or assurances can be given that actual results will be consistent with such statements.

Forward looking statements involve known and unknown risks, uncertainties and other factors, which may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. Such risks, uncertainties and other factors include, but are not limited to, the following:

- Risks inherent in the natural resource exploration, development and production
- Lack of operating cash flow and the Company's dependency on additional capital
- Competition in the mineral exploration and mining industries
- Governmental regulation and environmental liability
- Uncertainty of title of resource properties
- Results of legal claims made by or against the Company

Readers should not place undue reliance on any forward looking statements. Forward looking statements are not guarantees of future performance and actual results may differ materially. The Company undertakes no obligation to update these forward looking statements in the event that management's beliefs, estimates or opinions, or other factors, change. The technical (non-financial) aspects in this report have been prepared by Dr. Toby Strauss, the Company's Chief Operating Officer, who is acting as Qualified Person in compliance with National Instrument 43-101 with respect to this MD&A.

OUR BUSINESS & OPERATIONS REVIEW

Belvedere Resources Limited ("Belvedere") is a Finland focused nickel producer and is developing a number of gold projects in close proximity to its nickel operations. The company owns the Hitura Nickel Mine and Mill, which is back in production after having been held in care and maintenance since December 2008. Nickel production restarted in July 2010. Ramp up is ahead of schedule with production reaching 93% of full production in the first full month of operations, five months ahead of schedule. The company continues to advance the Kopsa gold project 15 km from the Hitura production centre. Metallurgical studies and resource estimates are currently in progress. Belvedere's shares are listed on the TSX Venture Exchange under the symbol 'BEL' and in Frankfurt under the symbol 'BD4'.

The permitting process to secure the long term continuance of operations onsite at Hitura has been advanced with the granting of the new environmental permit for the Hitura Mine site. The most significant provisions within the new Environmental Permit include:

- Increasing the height of the existing Tailings Dam by an average of 1.5 metres (allowing four years further production)
- Construction of two new tailings areas of 65 hectares and 30 hectares allowing a further 20 years of operations onsite.
- Part of the new tailings extensions is designated for different ore types with the aim of processing gold ores, such as from the nearby Kopsa deposit. Application for the final environmental approvals for processing gold ores can only be made once the metallurgical characteristics of the tailings and the processing methods have themselves been finalized; a process which is currently underway.

A new resource statement was published for Hitura which will be updated annually. Current 2P reserves allow for a mine life until at least January 2013. This is substantially better than the average 18 month reserve window that Hitura has been operating with since opening in 1970. The July production shown in the table below of 57

OPERATIONS UPDATE

Nickel Operations

During the quarter, production advanced ahead of schedule, with production averaging over 42,000t/month for the first two months of full production in August and September. This was a level not planned to be achieved until December in the mine plan. This resulted in 365 nickel tonnes in concentrate produced over the quarter, 29% more than the 284 t planned. In the financial statements for the quarter ended September 30, 2010, the 57 t in concentrate produced in July (see table below), has been deemed pre-commercial production and the related revenue has not been recorded as mining revenue, but has been offset against production costs.

Month	Milled (t)	Con (t)	Ni t in Con.
July	16203	771	57
August	42837	1847	154
September	42173	1809	152

Total operating costs for the first two full production months, August and September averaged €35.4/tonne of ore milled. Overall costs for the quarter were €40.1/tonne. This is €5/tonne less than the plan due to the rapid ramp up. Total operating costs per pound of nickel in concentrate for August and September averaged €4.43 (~US\$ 5.78).

Shipping of concentrate commenced in August with 2,799 DMT of concentrate being shipped during the quarter in six lots. Concentrate is loaded into containers and shipped to Jinchuan Group in China with a 90% payment made on receipt of initial papers after loading and the remaining monies being paid once check assays are received in the receiving port in China.

Current proven and probable reserves allow mining to January 2013. The Qualified Person responsible for the Independent Technical Report has determined that the Hitura Mine has NI 43-101 compliant Mineral Reserves and Resources as follows, where Resources are exclusive of Reserves:

Category	Tonnes	Ni%	Cu%
Proven Reserves	972,000	0.69	0.24
Probable Reserves	350,000	0.62	0.23
Total Mineral Reserves	1,322,000	0.67	0.24
Measured Resources	1,336,000	0.71	0.23
Indicated Resources	1,086,000	0.60	0.20

Total Measured and Indicated Resources	2,422,000	0.66	0.22
Inferred Resources	615,000	0.67	0.29

Hitura Reserves and Resources (May 31st, 2010)

Based on the 2P Reserves alone, the Life of Mine can now be extended to January 2013. Historically about 95% of Measured and Indicated Resources are converted to Reserves at Hitura. Mineralisation is known to extend below current and planned production levels in North Hitura, as well as in the relatively unexplored Mid- and South Hitura areas, and good potential exists for further resources to be delineated.

SELECTED FINANCIAL INFORMATION

The selected annual financial information in the table following has been derived from the consolidated financial statements of the Company for the periods indicated and should be read in conjunction with such statements and notes thereto. Those financial statements have been prepared in accordance with Canadian generally accepted accounting principles.

The Company generated net income for the quarter ended September 30, 2010 of €123,344 or €0.001 per share, which compares with a net loss of €1,429,627 or €0.02 per share for the same period in fiscal 2009. The principal causes of these quarterly and annual variations are explained after the 'Financial Highlights' table following.

Selected Annual Financial Information All amounts in €000, except shares and per share figures	Quarter ended 30 September 2010	Quarter ended 30 September 2009	Quarter ended 30 September 2008
Revenue	1,495	-	1,675
Operating Expenses *	992	945	2,681
G&A Expenses *	482	352	409
Other income	(494)	133	(48)
Mineral property impairment loss	-	-	14,000
Income tax recovery	(163)	-	(4,298)
Net income (loss)	123	(1,430)	(11,069)
Income (loss) per share (basic and diluted)	(0.01)	(0.02)	(0.14)
Cash Flow (used) from operating activities	(863)	(6,329)	(3,881)
Cash Flow (used) from investing activities	(1,680)	(76)	(2,000)
Cash Flow (used) from financing activities	2,109	6,376	5,244
Net increase (decrease) in cash	(434)	95	(535)
Cash at end of period	2,319	1,895	3,330
Total Assets	18,078	17,289	32,332
Total Liabilities	14,364	18,407	12,998
Working Capital **	1,147	(1,855)	319
Weighted average number of shares outstanding	107,914,006	79,183,336	79,115,118
Dividends per Share	-	-	-

*: Including stock based compensation

** : Excluding cash restricted under standby letter of credit

During the third quarter:

- The Hitura Mine returned to production in the third quarter producing 365t of nickel in concentrate, which represents a 29% increase over the planned production of 284t.
- The Company generated net income for the quarter ended September 30, 2010 of €678,047 or €0.01 per share, which compares with €1,581,657 or €0.02 per share for the previous quarter and a loss of €1,429,627 or €0.02 per share reported for the same period of fiscal 2009.
- General and administrative expenses remained largely unchanged at €482,138 (2009: €484,730).
- Other income was €493,029 (2009: expense of €133,032) largely as a consequence of an unrealized foreign exchange gain of €601,783 relating to the US dollar denominated preferred shares liability.
- Cash decreased to €794,261 (Q2/10: €1,228,433) primarily as a result of funding the restart of the Hitura mining operations.
- Accounts receivable, inventories and prepaid expense balances increased substantially due to the ramp up of production at the Hitura nickel mine.
- Capital assets increased to €12,950,817 (Q2/10: €11,272,405) as a consequence of ongoing exploration at the Kopsa gold property and pre-commercial production costs and development work at the Hitura mine.
- Current and long term liabilities increased to €14,394,989 (Q2/10: €11,813,492) largely due to the signing of a €2,000,000 convertible loan agreement. Accounts payable also increased over the previous quarter as mining activity levels rose.

SUBSEQUENT EVENTS

None.

SUMMARY OF QUARTERLY RESULTS

The quarterly results for the Company for the last eight fiscal quarters are set out in the following table.

Quarterly Results

(all amounts in thousands of Euros except per share figures)

Fiscal 2010	4th Quarter	3rd Quarter	2nd Quarter	1st Quarter
Revenue	-	1,495	-	-
Net income (loss) for the period	-	678	1,582	(691)
Basic and diluted income (loss) per share	-	0.01	0.02	(0.01)
Fiscal 2009	4th Quarter	3rd Quarter	2nd Quarter	1st Quarter
Revenue	-	-	-	-
Net loss for the period	(3,704)	(1,430)	(1,039)	(1,389)
Basic and diluted loss per share	(0.04)	(0.02)	(0.01)	(0.02)
Fiscal 2008	4th Quarter	3rd Quarter	2nd Quarter	1st Quarter
Revenue	6,815	-	-	-
Net loss for the period	(13,275)	-	-	-
Basic and diluted loss per share	(0.17)	-	-	-

Delays in starting up shipments to a new offtake partner impacted revenues in the third quarter of 2008 and mineral property impairment charges of €14 and €9 million respectively in the final two quarters of the year contributed to the material increase in comprehensive losses being reported. Losses for fiscal 2009

reflect costs associated with maintaining operating assets in care and maintenance mode and the resumption in exploration drilling on gold projects. The loss on bankruptcy and a further mineral property impairment charge contributed to the material increase in net losses reported in the fourth quarter of 2009. The fair valuation adjustment to the Hitura assets contributed to the net income for the second quarter of 2010. The Company generated its first production revenues in the third quarter of 2010 since being placed into care and maintenance in the fourth quarter of 2008.

EXPLORATION AND DEVELOPMENT UPDATE

All exploration work during the quarter was focused on the gold properties.

Kopsa Gold Property

Further good results were received from the resource delineation drilling at Kopsa. The results include some of the highest grade intervals assayed at Kopsa to date, with individual assays up to 48.4 g/t (1.56 oz/t) gold amongst large intervals of lower grade gold copper mineralisation. The Kopsa gold, copper project is being evaluated as an open pit satellite mining operation to be processed at the Hitura Nickel mine and mill, which lies only 15 km away.

Highlights

- New Gold zone identified in BelKopDD 48 - 11.20 m @ 6.85 g/t Au, 0.11% Cu
- Infill results in the high-grade part of the main zone continue to deliver good results e.g.
- 30.86 m @ 3.52 g/t Au 0.13% Cu (BelKopDD 60)
- 17.4 m @ 1.97 g/t Au 0.32% Cu (BelKopDD 62)
- Further drilling extends the main zone resource updip and along strike e.g.
- 31.55 m @ 1.37 g/t Au, 0.12% Cu (BelKopDD 45)

This recent drilling builds on previously announced results through; extending the main zone mineralisation, outlining a continuous high grade core to the main zone and making some new discoveries outside the main zone. The recent drill programme consisted of 3,195 metres over 31 holes, and was focused on, shallow near surface mineralisation in the main zone. Mineralisation in the Main Zone occurs largely between surface and 100m vertical, has a true thickness between 20 and 70m and dips shallowly to the south. It has now been delineated over a strike length of 600 metres, and remains open in all directions. Further mineralised zones have been intersected to the north and south of the Main Zone, and remain targets for future follow-up drilling.

Metallurgical tests started during the quarter with results expected before year end

No further exploration was carried out during the quarter

OUTLOOK

Over the coming months the Company expects to complete the NI 43-101 compliant resource estimate for the Kopsa gold copper project. Detailed metallurgical tests have been initiated on the Kopsa ore, the results of which are expected in fiscal Q4. Once these studies are complete, the Company will be able to proceed with scoping studies on the feasibility of starting gold production utilising the Hitura site.

LIQUIDITY, CAPITAL RESOURCES AND FINANCIAL POSITION

The Company's overall liquidity risk has changed significantly from the prior year as a result of the start up of nickel production at Hitura, and is bolstered by the fixed price sales agreement with Jinchuan (see Our Business and Operations Review above). The Company generated €1,495,543 in revenues in the third quarter.

To date, the Company has relied significantly on private placement financings of its equity securities to finance its operations. On August 18, 2010, the Company signed a €2 million convertible loan facility to fund the capital costs and general working capital requirements of the Hitura Nickel Mine, and to fund the feasibility studies on the Kopsa gold deposit.

The €2 million principal amount carries an interest rate of Euro LIBOR + 9.5% and is repayable by December 30, 2011. The loan is convertible at the lender's option into 19,094,286 Belvedere common shares at a conversion price of \$0.14 per share (and an exchange rate of \$1.3366/€1.00). The Company also issued 7,637,714 detachable warrants which entitles the lender to purchase one common share at an exercise price of \$0.14 per share for two years. 1,000,000 common shares were issued to the lender in payment of an upfront fee for arranging the loan facility.

In recognition of the conversion feature, the loan has been bifurcated between debt and equity components as follows:

Debt	1,898,448
Equity	101,552
	2,000,000

Until operations at the Hitura Mine ramp up to full production capacity, the limited cash resources mean that the liquidity risk remains significant. Financings have all previously been completed in Canadian dollars and therefore there is an exchange rate risk at the corporate level to movements between the Canadian dollar and Euro on funds being transferred to Finland.

The Company's operating results and cash flow are affected by changes in the Euro exchange rate relative to the US Dollar and Canadian Dollar. The Company's exposure to both fluctuations in the price of nickel and exchange rate movements have largely been mitigated through the fixed price sales agreement at a fixed US dollar/Euro exchange rate and the convertible debt and conversion provisions also being denominated in Euros.

The convertible loan carries a floating interest rate. Interest is payable quarterly and may be capitalised (subject to Facility Limit) prior to January 1, 2011. The Company has no fixed rate or interest free financial liabilities by way of borrowing.

At September 30, 2010, cash and short terms deposits (denominated in Euros) were as follows:

Currency	At September 30 2010	At September 30 2009
Canadian Accounts	110,348	999,672
Euro Accounts	652,807	(637,592)
Euro (Restricted Funds)	1,525,000	1,525,000
Sterling Accounts	31,106	8,241
Total	2,319,261	1,895,321

At the date of this MD&A, interest was being received on Euro deposits was 0.1% and interest being received on Canadian Dollar deposits was 0%

Cash flow used for operating activities was €863,460 compared to €6,329,455 in 2009. The 2009 figure reflected the conversion of short term debt into preference shares held by Jinchuan.

Capital spending on mineral properties of €1,679,944 (2009: €75,959) relates to pre-commercial production and development costs at the Hitura Mine, and exploration expenditures on the Company's gold properties.

At September 30, 2010, the Company had a working capital surplus of €1,147,195 which excludes €1,525,000 in cash restricted under the terms of a standby letter of credit relating to the environmental bond for the Hitura Mine.

The Company may be dependent upon additional debt or equity financing to carry out its exploration and development plans and there can be no assurance that such financing will be available on terms acceptable to the Company or at all. However, management continues to evaluate alternative ways of financing and bringing new revenues into the Company. These include various forms of debt financing, possible merger and joint venture opportunities, equity financing and asset sales

As at November 29, 2010 the Company had cash resources of €2.1 million.

Financial Instruments

The fair values of cash and cash equivalents, receivables and accounts payable approximate their carrying values due to the short-term to maturities of these financial instruments.

The fair value of long-term liabilities was determined using discounted cash flows at prevailing market rates and the fair value is considered to approximate carrying value. The Company minimizes credit risk by reviewing the credit risk of the counterparty to the arrangement and has made any necessary provisions related to credit risk at September 30, 2010.

The Company is exposed to fluctuations in interest rates, foreign currency exchange rates and commodity prices. The Company has not entered into any derivative contracts.

RELATED PARTY TRANSACTIONS

During the quarter ended September 30, 2010, the Company paid €4,091 to Midas Exploration (2009: €12,274) relating to wages of an executive director.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The details of the Company's accounting policies are presented in accordance with Canadian generally accepted accounting principles (GAAP) as set out in Note 2 to the Company's consolidated financial statements as at and for the period ending September 30, 2010. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the year. The preparation of the Company's financial statements depends upon estimates of proven and probable reserves, measured and indicated mineral resources and recoverable Nickel, assumptions of operating costs and future Nickel prices and possible values assigned to potential resources on exploration properties. Such estimates and assumptions affect the cost recovery of long-lived assets and the rate at which depletion and amortization are charged to earnings. In addition, management must estimate costs associated with mine reclamation and closure costs.

The following estimates are considered by management to be the most critical for investors to understand some of the processes and reasoning that go into the preparation of the Company's financial statements, providing some insight also to uncertainties that could impact the Company's financial results.

Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern which contemplates the realization of assets and discharge of liabilities in the normal course of operations for the foreseeable future. The Company has incurred significant recurring operating losses over the past two years, and has not generated positive cash flow from operations. For the quarter ended September 30, 2010 the Company generated net income of \$678,047, held cash of €2,319,261 which included €1,525,000 of cash restricted under the terms of a standby letter of credit, and had a working capital surplus of €1,147,195 excluding the restricted cash balance. Net

working capital is defined as current assets minus current liabilities. At November 29, 2010, the Company held cash of €2.1 million including the restricted cash balance referred to above.

The net proceeds of €2 million convertible loan facility in August, provides general working capital for the Company and the resources to fund the capital costs associated with the restart of operations at the Hitura Nickel Mine and the feasibility studies of the Kopsa gold deposit. The above funding, in conjunction with the successful restart of nickel production and a profitable fixed price sales agreement in place, mitigates the significance of going concern issues of earlier quarters to lower levels associated with mining operations of this type and size.

Management has been successful in obtaining sufficient funding for the Company's operating and capital expenditures in the past and will pursue additional funding in the future, if necessary. There is no assurance however, that additional financing can be obtained, or if obtained, on terms that are acceptable to management, or that operations will generate expected revenues. The accompanying consolidated financial statements do not include any adjustments to reflect the possible future effects on recoverability and classification of assets or liabilities should the Company not be able to continue as a going concern

Measurement Uncertainty

The preparation of financial statements in accordance with Canadian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Actual results could differ from those estimates. Significant accounts that require estimates as the basis for determining the stated amounts include accounting for doubtful accounts, inventories, mineral property, plant and equipment, asset retirement obligations, stock-based compensation, allocation of purchase price of acquisitions and income and mining taxes.

Depreciation and depletion of mineral property, plant and equipment assets are dependent upon estimates of useful lives and reserves estimates, both of which are determined with the exercise of judgement. The assessment of any impairment of mineral property, plant and equipment is dependent upon estimates of fair value that take into account factors such as reserves, economic and market conditions and the useful lives of assets. Asset retirement obligations are recognized in the period in which they arise and are stated as the fair value of estimated future costs. These estimates require extensive judgement about the nature, cost and timing of the work to be completed, and may change with future changes to costs, environmental laws and regulations and remediation practices.

Mineral Property, Plant and Equipment

Property, plant and equipment are recorded at cost less accumulated depreciation and depletion. Maintenance, repairs and renewals are charged to operations.

Mining properties and mining and process facility assets are amortized on a units-of-production basis which is measured by the portion of the mine's economically recoverable and proven ore reserves recovered during the period.

All direct costs related to the acquisition, exploration and development of mineral properties are capitalized until the properties to which they relate are placed into production, sold, abandoned or management has determined there to be an impairment. If economically recoverable ore reserves are developed, capitalized costs of the related property are reclassified as mining assets and amortized using the units-of-production method following commencement of production.

The amounts shown for mineral properties do not necessarily represent present or future values. Their recoverability is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof.

Long-lived assets are tested for recoverability whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. An impairment loss is recognized when their carrying value exceeds the total undiscounted cash flows expected from their use and eventual disposition. The amount of the impairment loss is determined as the excess of the carrying value of the asset over its fair value. Future cash flows are estimated based on expected future production, commodity prices, operating costs and capital costs.

Impairment and Uncollectability of Financial Assets

An assessment is made at each balance sheet date to determine whether there is objective evidence that a financial asset or group of financial assets may be impaired. If such evidence exists, the estimated recoverable amount of the asset is determined and an impairment loss is recognized for the difference between the recoverable amount and the carrying amount as follows: the carrying amount of the asset is reduced to its discounted estimated recoverable amount, either directly through or the use of an allowance account and the resulting loss is recognized in the consolidated statement of operations for the year.

For investments included under financial instruments, if there is an other than temporary decline in the value of the investment, such reduction is included in the consolidated statement of operations.

Closure Costs

The Company has an obligation to reclaim its properties after the minerals have been mined from the site, and has estimated the costs necessary to comply with existing reclamation standards. These estimates are recorded as a liability at their fair values in the periods in which they occur. If the estimate of reclamation costs proves to be inaccurate, the Company could be required to increase the provision for site closure and reclamation costs, which would increase the amount of future reclamation expense, resulting in a reduction in the Company's earnings and net assets.

Stock Based Compensation

The Company accounts for stock-based compensation using the Black-Scholes fair value option pricing model. Stock-based compensation is accrued and charged to operations, with a corresponding credit to contributed surplus, on a straight-line basis over the vesting period. If and when the stock options are ultimately exercised, the applicable amounts of contributed surplus are transferred to share capital.

Purchase Price Allocations on Business Acquisitions

The Company early adopted Section 1582, Business Combinations, which replaces Section 1581, and enhances accounting standards for business combinations. It is the Canadian GAAP equivalent to IFRS 3, Business Combinations. Adoption of this standard has had a material impact on its financial results as evidenced by the fair value adjustment discussed in Note 3 to the consolidated Financial Statements for the quarter ended June 30, 2010.

Income Taxes

Future income taxes are recorded using the asset and liability method. Under the asset and liability method, future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment or enactment occurs. To the extent that the Company does not consider it more likely than not that a future tax asset will be recovered, it provides a valuation allowance against the excess.

OFF BALANCE SHEET TRANSACTIONS / PROPOSED TRANSACTIONS

The Company has no Off Balance Sheet transactions or Proposed Transactions.

CHANGES IN ACCOUNTING POLICIES

Purchase Price Allocations on Business Acquisitions

The Company early adopted Section 1582, Business Combinations, which replaces Section 1581, and enhances accounting standards for business combinations. It is the Canadian GAAP equivalent to IFRS 3, Business Combinations. Adoption of this standard has had a material impact on its financial results as evidenced by the fair value adjustment discussed in Note 3 to the consolidated Financial Statements for the quarter ended September 30, 2010.

INTERNATIONAL FINANCIAL REPORTING STANDARDS

In January 2006, the CICA's Accounting Standards Board ("AcSB") formally adopted the strategy of replacing Canadian GAAP with IFRS for Canadian enterprises with public accountability. On February 13, 2008 the AcSB confirmed that the use of IFRS will 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 is in the process of evaluating its overall readiness to transition from GAAP to IFRS including the readiness of its staff, Board of Directors and Audit Committee. A presentation to the Audit Committee of the specific changes required to the accounting policies and business processes is scheduled to take place in Q4 2010.

OTHER MATTERS

Outstanding Share Data

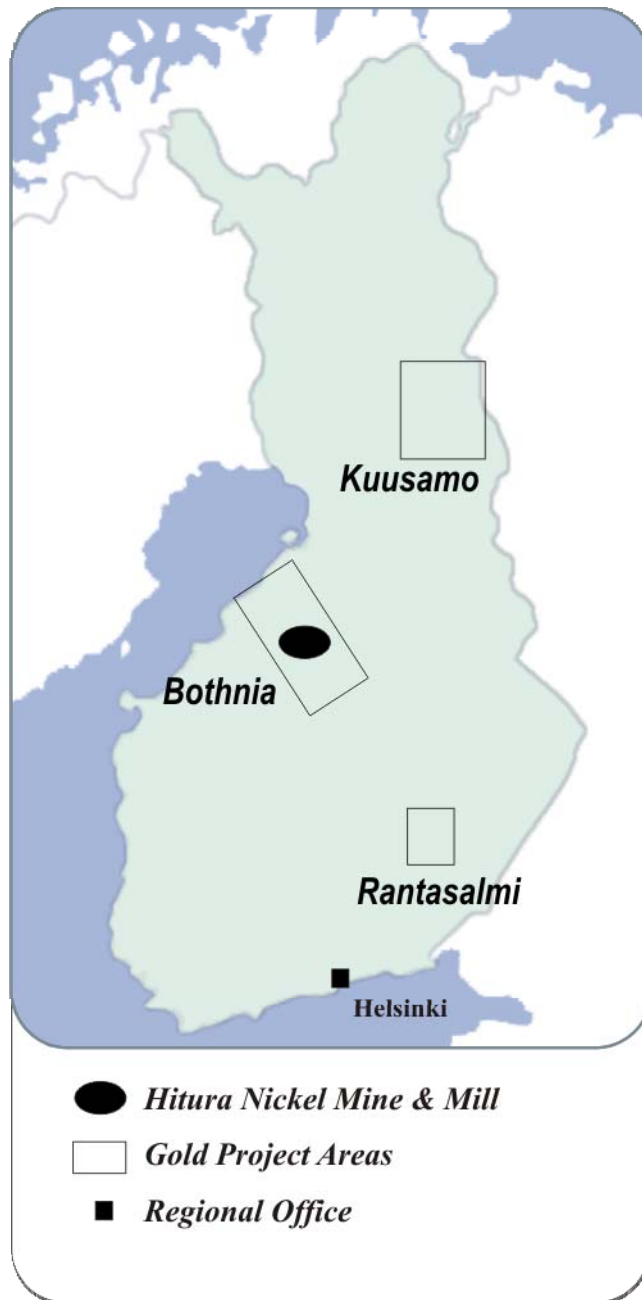
As at the date of this MD&A the following securities are outstanding:

Common Shares	120,218,005
Warrants	7,637,714
Options	7,250,000

Further Information

Additional information relating to the Company is on SEDAR at www.sedar.com and the Company's web site www.belvedere-resources.com.

APPENDIX 1- OVERVIEW OF OPERATING REGIONS



APPENDIX 2- SCHEDULE OF KEY FACTS RELATING TO end of Q3 2010

Region	Operation/ Activity	Key Facts
NICKEL		
Hitura	Nickel Operations	<ul style="list-style-type: none"> • Hitura Nickel Mine purchased from Finn Nickel Bankrupt Estate in February, 2010 • Operating since 1970, the mine is a 620,000t/a underground operation. • Sales agreement for 18 months of production signed with Jinchuan in April 2010 • Production at Hitura restarts in July 2010 • First delivery of concentrate from Hitura is made in August 2010 • New environmental permit awarded for Hitura mine site and tailings • Updated NI 43-101 resource and reserve estimate released in October
	Nickel Exploration	<ul style="list-style-type: none"> • No nickel exploration was completed
GOLD		
Bothnia Exploration	Hirsikangas	<ul style="list-style-type: none"> • No work done in Q2 2010
Bothnia Exploration	Ängesneva (Kiimala Property)	<ul style="list-style-type: none"> • 3000 m drilling programme completed in March 2010 • NI 43-101 compliant resource estimate announced June 2010
Kuusamo	Haarakumpu	<ul style="list-style-type: none"> • No work done during Q2 2010
Rantasalmi	Osikonmäki	<ul style="list-style-type: none"> • No work done during Q2 2010 • Interpretation and resource estimate ongoing
Bothnia Exploration	Kopsa	<ul style="list-style-type: none"> • Kopsa Gold project purchased from Finn Nickel Bankrupt Estate in February, 2010 • 3200 m drilling programme commenced in March 2010 and completed in June 2010 • Interim drill results released in May 2010 • Final drill results released in August 2010

APPENDIX 3- 2010 PRODUCTION SUMMARY

All production has come from the Hitura Nickel mine

Month	Ore Tonnes Milled	Concentrate Tonnes	Ni t in Concentrate
July	16,203	771	57
August	42,837	1,847	154
September	42,173	1,809	152

APPENDIX 4- RESERVES AND RESOURCES

Nickel Reserves

Prospect	Category	Tonnes	Ni%	Cu%
Hitura	Proven Reserves	972,000	0.69	0.24
Hitura	Probable Reserves	350,000	0.62	0.23
Hitura	Total Ore Reserves	1,322,000	0.67	0.24

Nickel Resources

Prospect	Category	Tonnes	Ni%	Cu%
Hitura	Measured & Indicated	2,422,000	0.66	0.22
Hitura	Inferred	615,000	0.67	0.29

Notes:

1. Where a property has Measured and Indicated or Indicated and Inferred resources, Measured and Indicated Resources are separate from Inferred Resources.
2. Where a property has Reserves this figure is in addition to and is not included in the Measured, Indicated or Inferred Resource categories

Gold Resources

Property	Prospect	Category	Tonnes	Au g/t	Cu%	Co%	Troy Ounces
Hirsikangas		Indicated	3,002,000	1.23			119,000
Hirsikangas		Inferred	2,673,000	1.27			109,000
Rantasalmi	Osikonmäki East	Inferred	3,850,000	1.19			147,000
Rantasalmi	Osikonmäki West	Historical	90,000	4.86			14,000
Rantasalmi	Pirilä	Historical	150,000	8.9			43,000
Kopsa		Historical	25,000,000	0.57	0.15		458,000
Kopsa ²		Historical	1,100,000	1.9			67,000
Kiimala	K3 (Vesiperä)	Historical	300,000	2.5			24,100
Kiimala	K1 (Ängesneva)	Indicated	3,850,000	1.19			147,000
Kuusamo	Haarakumpu	Historical	900,000		0.46	0.34	
Kuusamo	Kouvervaara	Historical	1,580,000	0.4		0.1	20,300

Notes:

1. Where a property has Measured and Indicated or Indicated and Inferred resources, Measured and Indicated Resources are separate from Inferred Resources.
2. Kopsa resources: The smaller tonnage, higher grade resource is INCLUDED in the larger bulk resource

PROPERTY SPECIFIC TECHNICAL INFORMATION OF ESTIMATES

HITURA

The ore reserve and resource estimate for Hitura is effective from 31st May, 2010, and has been prepared by Markku Meriläinen of Outotec Oyj, acting as an independent "Qualified Person". The ore resource was calculated using block modelling, made up of 5m x 5m x 5m parent blocks, with sub-blocks of 2.5m x 2.5m

x 2.5m constrained by a 0.47% Ni grade envelope. The grades inside the blocks were calculated using a combination of ordinary Kriging and an inverse distance squared method, depending on the quality of the variograms associated with the different ore zones. The maximum search distance was 200m for all estimations. The distance between the drilling profiles used for constructing the grade envelopes, varies from 6 m to 25 m but the most frequent one is 12.5 m. The minimum of 3 and maximum of 15 composites were used to estimate the block grade. An average specific gravity of 2.7 was assigned for all blocks.

The calculation of Reserves is based on the ongoing profitable mining operations at the Hitura Mine. The key economic criteria that have been used for the calculation of reserves are based on 18 months of production through to end of December 2011. After mining dilution (varying between 13% and 34% depending on area within the mine using historical figures) and plant recoveries (66%), total production in this period is expected to be 725,000 tonnes of ore at a head grade of 0.67 % Ni, producing 3,219 tonnes of nickel in concentrate. The operating cost for this period is € 37.32 /tonne of ore. Belvedere has an offtake agreement in place with Jinchuan Group Ltd for an 18 month supply of concentrate, with a floor price denominated in Euros. For the purpose of calculating reserves a nickel price of €15,417 has been used. Capital and opening costs totalled € 1.26 million, which was partially funded by a € 2.0 million convertible loan facility with Investec. These costs are all fully amortised by end of December 2011

Further information regarding the status of Hitura in regards environmental, permitting, and title issues can be found in the NI 43-101 Technical Report "Updated Resource and Reserve estimate of the Hitura Nickel Mine in Central Finland" dated 13th October, 2010, and filed on SEDAR. There are no known issues that may materially affect the mineral resources listed above.

OSIKONMÄKI EAST

The Osikonmäki East mineral resource is effective from December, 2005, and has been prepared by Dean Carville and Mike Struthers of AMC, Australia, acting as independent "Qualified Persons". The ore resource was calculated using block modeling made up of 25m x 25m x 5m blocks with sub-blocks down to 2.5m x 2.5m x 1m. The block models were constrained by a wireframed three-dimensional volume interpreted from mineralised structures on oblique sections. The grades inside the blocks were calculated using ordinary kriging, based on a variogram with a search ellipse dipping 40 to the south and plunging 20 to the east. The search ellipse ranges were 82mX x 38mY x 12mRL. An average specific gravity of 2.73 g/cm³ was assigned for all blocks. Further information regarding the status of the property in regards to environmental permitting, and title issues can be found in the NI 43-101 Technical Report "Rantasalmi Gold Project, Finland" dated December, 2005, and filed on SEDAR 30th October, 2006. There are no known issues that may materially affect the mineral resources listed above.

HIRSIKANGAS

The Hirsikangas mineral resource is effective from November 30th 2009, and has been prepared by Thomas Lindholm of GeoVista AB of Sweden, acting as independent "Qualified Person". The ore resource was calculated using block modeling made up of 10m x 10m x 2m blocks with sub-blocks down to 2.5m x 2.5m x 0.5m. The block models were constrained by a wireframed three-dimensional volume interpreted from mineralised structures on oblique sections. The grades inside the blocks were calculated using the Inverse Distance Squared Method, with several passes. The Indicated Resources are where drilling was on a grid of 50m x 50m. The Inferred Resources are where drill spacing was greater than 50m x 100m. An average specific gravity of 2.72 g/cm³ was assigned for all blocks. Further information regarding the status of the property in regards to environmental permitting, and title issues can be found in the NI 43-101 Technical Report "Hirsikangas Gold Deposit, Central Ostrobothnia, Finland" dated November 30th, 2009, and filed on SEDAR. There are no known issues that may materially affect the mineral resources listed above.

K1 (ÄNGESNEVA)

The mineral resource estimate for Ängesneva (K1) is effective from 2nd June, 2010 and has been prepared by Mr Thomas Lindholm, MSc of GeoVista AB, Luleå, Sweden acting as an independent "Qualified Person" as defined by National Instrument 43-101. Mr. Lindholm is a fellow member of the Australasian Institute of Mining and Metallurgy (Member #230476). Mineral resources of the Ängesneva gold deposit have been prepared and categorised for reporting purposes by Mr. Lindholm, following the guidelines of the JORC Code. Mr Lindholm is qualified to be a Competent Person as defined by the JORC Code on the basis of training and experience in the exploration, mining and estimation of mineral resources of gold

deposits. The Ängesneva (K1) database includes 69 diamond drillholes totalling 9,167.71 metres drilled between 1988 and 2010. The database includes 4,442 Au assays. Drill core sample lengths vary between 0.08 and 4.4 metres but were generally about 1.0 metres (average 1.19 metres). All assays were composited to 1.5 m for use in the interpolation. The mineralisation was modelled as one domain. A wireframe was constructed based on a 0.5 g/t Au cut-off grade, permitting the inclusion of up to 7m waste. The mineral resource was calculated using block modelling to a maximum vertical depth of approximately 250 metres (Z=-160), made up of 10m x 10m x 2m blocks constrained by the modelled wireframe. The block model was rotated to an azimuth of 030° to better fit the geometry of the body. Block grades were interpolated using 3 concentric search ellipses using ordinary Kriging with a minimum of 3 and a maximum of 25 samples. The first search ellipse had a maximum range of 26m (being 2/3 the range determined by variography), the second was 52m, and the final 104m. 8.6% of blocks were populated in the 1st pass, 63.6% in the 2nd pass and the remainder of 27.7% populated in the 3rd pass. Bulk density of the mineralisation was based on actual specific gravity data collected during exploration. A total of 285 measurements were taken from within the modelled mineralised zone, giving an average bulk density of 2.83 tonnes/m³. Further information regarding the status of the property in regards to environmental permitting, and title issues can be found in the NI 43-101 Technical Report “Ängesneva (K1) Gold Deposit, Kiimala Property, Central Ostrobothnia, Finland.” dated June 2nd, 2010, and filed on SEDAR. There are no known issues that may materially affect the mineral resources listed above.

HISTORICAL RESOURCES

The following properties only have Historical Resources associated with them, that were prepared prior to the implementation of National Instrument 43-101. The sources of the historical estimates are identified below. The estimates are based upon historical diamond drilling without NI 43-101 compliant QA/QC procedures. Belvedere does not have, and is not aware of, any more recent resource or reserve estimates which are compliant with the standards laid out in National Instrument 43-101. Belvedere advises that it has not done the work necessary to verify the classification of either of the mineral resource estimates and such estimates have not been verified by a qualified person. The Company is not treating the historical resource estimates supplied in this news release as National Instrument 43-101-defined resources, and the historical resource estimates should not be relied upon.

KOPSA The historical resource estimate for Kopsa is found in the Outokumpu Oy Report “080/2344/MAI/82 (1982)”. Further information on the deposit is found in the “Technical Report on the Arkala, Kopsankangas and Susineva Properties” filed on Sedar 6th September 2002

KOUVERVAARA The historical resource estimate for Kouvervaara is found in the Geological Survey of Finland, “Report of Investigation 101 (1991)”. Further information on the deposit is found in the “Technical Report on the Kuusamo Properties” filed on Sedar 17th November 2006

HAARAKUMPU The historical resource estimate for Haarakumpu is found in some Lapin Malmi Oy reports dated 1985. Further information on the deposit is found in the “Technical Report on the Kuusamo Properties” filed on Sedar 17th November 2006

OSIKONMÄKI WEST The historical resource estimate for Osikonmäki West is found in the Geological Survey of Finland Report “M06/3233/92/1/10 (1992)”. Further general information on the deposit is found in the NI 43-101 Technical Report “Rantasalmi Gold Project, Finland” dated December, 2005, and filed on SEDAR 30th October, 2006.

PIRILA The historical resource estimate for Pirila is found in the Geological Survey of Finland Report “M19/3233/86/1/10 (1986)”.

VESIPERÄ The historical resource estimate for Vesiperä is found in the Geological Survey of Finland Report “M19/2433/-88/1/10 (1988)”.