

Orient Venture Capital II Inc.
Management's Discussion and Analysis
Year ended June 30, 2009
(expressed in Canadian dollars unless otherwise noted)

Date of Report: October 27, 2009

The following Management discussion and analysis ("MD&A") should be read in conjunction with the audited financial statements of Orient Venture Capital II Inc. (the "Corporation") for the Year Ended June 30, 2009 and for the period from incorporation September 12, 2007 to June 30, 2008 where necessary, including the notes therein. Additional information relevant to the Corporation is available for review on SEDAR at www.sedar.com.

Forward-looking Information

Certain information included in this discussion may constitute forward-looking statements. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "may," "will," "expect," "intend," "estimate," "anticipate," "believe," or "continue" or the negative thereof or variations thereon or similar terminology. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management are inherently subject to significant business, economic and competitive uncertainties and contingencies. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. The Corporation disclaims any obligation or intention to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

Description of Business

The Corporation was incorporated on September 12, 2007 under the *Business Corporations Act* (British Columbia) and is classified as a Capital Pool Corporation ("CPC") as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The Corporation's principal purpose is to identify and evaluate businesses and assets with a view to completing a "Qualifying Transaction" (as defined in Policy 2.4) within twenty four months of the date of listing of the Corporation's shares on the Exchange. The Corporation completed its initial public offering ("IPO") on February 27, 2008, and its shares were listed and commenced trading on the Exchange on March 5, 2008, under the symbol "OVV.P".

The Corporation's principal purpose is to identify and evaluate businesses and assets with a view to completing a "Qualifying Transaction" (as defined in CPC Policy 2.4) ("QT") within twenty four months following the date of listing of the Corporation's shares on the Exchange as defined in the CPC Policy.

The QT must be approved by the Exchange, and in the case of a Non Arms Length Qualifying Transaction shareholder approval must be obtained in accordance with the

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CPC Policy. The Corporation has not conducted commercial operations other than activities towards completing a QT.

All financial information in this MD&A is prepared in accordance with Canadian generally accepted accounting principles and all dollar amounts are expressed in Canadian dollars unless otherwise indicated

The Corporation has not commenced operations and therefore, no segmented information is available.

Results of Operations

As the Corporation is a CPC Corporation, revenues are limited to interest earned on cash held with a financial institution. All expenses incurred are related to its incorporation, listing on the Exchange as a Capital Pool Corporation and pursuit of a Qualifying Transaction.

Overall Performance

Other than completing its initial public offering and seeking a suitable Qualifying Transaction as described above, the Corporation had no operations and raised no capital during the year ended June 30, 2009.

Financial Results:

Selected Annual Information

The following table shows the financial results derived from the Corporation's financial statements for the year ended June 30, 2009 and 2008.

	For the Year Ended June 30,	
	2009	2008
Total Revenues	\$ -	\$ -
Net Loss	\$ (94,974)	\$ (101,469)
Basic and diluted loss per share	\$ (0.02)	\$ (0.03)
Total Assets	\$ 233,565	\$ 303,794
Total Long Term Liabilities	\$ -	\$ -
Cash dividends declared per share	\$ -	\$ -

As the Corporation is a CPC Corporation, revenues are limited to interest earned on cash held with a financial institution. In the year ended June 30, 2009, the Corporation recorded interest income of \$2,316. The net loss was due in large part to costs associated and incurred relate to its incorporation, listing on the Exchange as a Capital Pool Corporation and pursuit of a Qualifying Transaction. Total assets at the year end of 2009

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amounted to \$233,565 as compared to total assets of \$303,794 in 2008.

Summary of Quarterly Results

A summary of the quarterly results from September 30, 2007 to June 30, 2009 are listed below:

	June 30, 2009		March 31, 2009		December 31, 2008		September 30, 2008	
Revenue	\$	Nil	\$	Nil	\$	Nil	\$	Nil
Net Profit (Loss)	\$	(37,077)	\$	(8,745)	\$	(43,569)	\$	(5,583)
Basic and diluted loss per common share	\$	(0.01)	\$	-	\$	(0.01)	\$	-

	June 30, 2008		March 31, 2008		December 31, 2007		September 30, 2007	
Revenue	\$	Nil	\$	Nil	\$	Nil	\$	Nil
Net Profit (Loss)	\$	(47,953)	\$	(40,241)	\$	(13,275)	\$	-
Basic and diluted loss per common share	\$	(0.01)	\$	(0.01)	\$	(0.01)	\$	-

The financial statements of the Corporation have been prepared in accordance with Canadian generally accepted accounting principles. Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements for a period necessarily involves the use of estimates, which have been made using careful judgment. Actual results may differ from these estimates.

Significant Accounting Policies

1) Accounting standards newly adopted

Effective October 1, 2007, the Corporation adopted the new recommendations of the Canadian Institute of Chartered Accountants ("CICA") under Section 3862, Financial Instruments Disclosures, Section 3863, Financial Instrument - Presentation and Section 1535, Capital Disclosures. Financial Instruments Section 3862 requires entities to provide disclosures in their financial statements that enable users to evaluate (a) the significance of financial instruments for the entity's financial position and performance; and (b) the nature and extent of risks arising from financial instruments to which the entity is exposed during the period and at the balance sheet date, and how the entity manages those risks. The principles in this section complement the principles for recognizing, measuring and presenting financial assets and financial liabilities in Section 3855, Financial Instruments - Recognition and Measurement, Section 3863 and Section 3865, Hedges. Section 3863 is to enhance financial statement users' understanding of the significance of financial instruments to an entity's financial position, performance and cash flows. This section establishes standards for presentation of financial instruments

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and non-financial derivatives. It deals with the classification of financial instruments, from the perspective of the issuer, between liabilities and equity, the classification of related interest, dividends, losses and gains, and the circumstances in which financial assets and financial liabilities are offset.

The adoption of Sections 3862 and 3863 had no impact on the Corporation's financial statements. Capital Disclosures Section 1535 establishes standards for disclosing information about an entity's capital and how it is managed.

Section 1400, General standards for financial statement presentation

The CICA has amended Handbook Section 1400 "General standards of financial presentation, effective for periods beginning on or after January 1, 2008 to include requirements to assess and disclose the Corporation's ability to continue as a going concern. The adoption of this new section did not have an impact on the Corporation's financial results.

Section 1535, Capital Disclosures

In December 2006, the CICA issued Handbook section 1535 "Capital disclosures" which is effective for years beginning on or after October 1, 2007. The section specifies the disclosure of (i) an entity's objectives, policies, and processes for managing capital; (ii) quantitative data about what the entity regards as capital; (iii) whether the entity has complied with any capital requirements; and (iv) if it has not complied, the consequences of such non-compliance. This new Section relates to disclosures and is not expected to have an impact on the Corporation's financial results.

2) Accounting standards not yet adopted

Section 3064, Goodwill and intangible assets

In February 2008, the CICA issued Handbook Section 3064 "Goodwill and intangible assets" which is required to be adopted for fiscal years beginning on or after October 1, 2008. It establishes standards for the recognition, measurement, presentation and disclosure of goodwill subsequent to its initial recognition and of intangible assets by profit-oriented enterprises. The Corporation does not expect that the adoption of this new Section will have a material impact on its financial statements.

International Financial Reporting Standards

In January 2006, the CICA Accounting Standards Board (AcSB) adopted a strategic plan for the direction of accounting standards in Canada. As part of that plan, accounting standards in Canada for public companies are expected to converge with International Financial Reporting Standards ("IFRS") by the end of 2011. While the Corporation has begun accessing the adoption of IFRS for 2011, the impact of the transition to IFRS on the Corporation's financial statements has not yet been determined.

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Capital Resources and Liquidity

The Corporation does not currently hold an interest in any other business nor does it have an interest in any capital assets. The Corporation's activities have been funded through equity financing and the Corporation expects it will continue to be able to utilize this source of financing until it develops cash flow from future operations.

The financial statements have been prepared on a going concern basis which assumes that the Corporation will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Corporation are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

There can be no assurance that Corporation will be successful in its endeavors. If funds are not available or other sources of finance can not be obtained, then the Corporation will be forced to curtail its activities to a level for which funding is available and can be obtained.

As at June 30, 2009, the Corporation has positive working capital of \$176,005 which included cash of \$227,907.

While the Corporation is a CPC, no more than 30% of the gross proceeds from the sale of securities issued by the Corporation may be used for general and administrative purposes (including IPO related expenses) with the balance to be available for specified expenses in connection with the identification and evaluation of assets or businesses in connection with initiating and completing a Qualifying Transaction. The Corporation estimates that its monthly permitted general and administrative expenses going forward until the completion of a Qualifying Transaction, as ultimately anticipated, will be less than \$10,000 per month on average, offset to some extent by interest income.

Management believes the Corporation has sufficient funds to complete its goal of completing a Qualifying Transaction. The Corporation does not have any long term debt or capital lease commitments.

Off-Balance Sheet Arrangements

The Corporation has not entered into any off balance sheet agreements.

Related Party Transactions

During the Corporation's most recently completed financial year, the Corporation paid office assistant service charges to a related company in the amount of \$2,800 (2008 - \$nil).

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The transactions with related parties are in the normal course of operations and have been measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

There were no standard compensation arrangements, or other arrangements in addition to or in lieu of standard arrangements, under which the directors of the Corporation were compensated for services in their capacity as directors (including any additional amounts payable for committee participation or special assignments), or for services as consultants or experts.

Fourth Quarter

In the fourth quarter the Corporation's main focus was to identify and evaluate businesses and assets with a view to completing a QT. Cash disbursement has been minimal as listed above, Summary of Quarterly Results.

The Corporation experienced a loss of \$37,077 in the fourth quarter due primarily to legal and accounting fees, associated with evaluating potential qualifying transactions.

Changes in Accounting Policies including Initial Adoption

In Section above of this Management Discussion and Analysis, the Corporation's initial adoption of accounting policies is detailed.

Financial Instruments and Other Instruments

The Corporation's financial instruments consist of cash, accounts payable and accrued liabilities. It is management's opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments and that the fair values of these financial instruments approximate their carrying values.

Other MD&A Requirements:

Outstanding Share Data

The following table summarizes the Corporation's outstanding share data as of the date of this Management Discussion and Analysis:

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Common Stock:

June 30, 2009	Common Shares	
	Outstanding	Amount
Seed shares	2,600,000	\$130,000
IPO shares	3,000,000	300,000
Private placements	-	-
Share issuance costs	-	(123,434)
Total	5,600,000	\$ 306,556

2,600,000 shares are subject to an escrow agreement and will be released from escrow in stages upon completion of the Corporation's qualifying transaction and every six months thereafter.

As at June 30, 2009, the total outstanding and exercisable options and warrants are listed below:

Options Issued	Number of Shares	Exercise Price	Expiry Period
Granted to agent – warrants	300,000	\$ 0.20	March 4, 2010
Granted to directors and officers – stock options	560,000	\$ 0.10	March 4, 2013
Total options and warrants issued:	860,000		

Risks and Uncertainties

Financial risks include commodity prices, interest rates and the Canadian/United States exchange rate, all of which are beyond the Corporation's control.

As of the date hereof, the Corporation has not completed a Qualifying Transaction pursuant to the policies of the Exchange, and there can be no assurance the Corporation will be able to complete a Qualifying Transaction within the time period permitted or at all.

Any Qualifying Transaction will be subject to the Exchange acceptance and may be subject to shareholder approval.

The Corporation does not believe it is subject to any significant credit risk although cash is held with a major financial institution.

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Disclosure Controls and Procedures

The Corporation's Chief Financial Officer and Chief Executive Officer (the "Certifying Officers") are responsible for establishing and maintaining disclosure controls and procedures ("the Procedures") which provide reasonable assurance that information required to be disclosed by the Corporation under provincial or territorial securities legislation (the "Required Filings") is reported within the time periods specified. Without limitation, the Procedures are designed to ensure that material information relating to the Corporation is accumulated and communicated to management, including its Certifying Officers, as appropriate to allow for timely decisions regarding the Required Filings.

The Corporation's Certifying Officers are also responsible for establishing and maintaining internal controls over financial reporting ("Internal Controls") and have designed such Internal Controls, or caused it to be designed under their supervision, which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Corporation's GAAP.

Based upon the results of that evaluation, principal executive officer and our principal financial officer have concluded that, as of the end of the period covered by this quarterly report, our Corporation's disclosure controls and procedures were effective and provide reasonable assurance that material information related to our Corporation and our subsidiary is recorded, processed and reported in a timely manner.

There were no changes to our Corporation's internal controls or in other factors that could materially affect these controls during the most recent quarter ended September 30, 2009, including any significant deficiencies or material weaknesses of internal controls that would require corrective action.

In Significant Accounting Policies of this Management Discussion and Analysis, the Corporation's initial adoption of accounting policies is detailed. The Corporation seeks guidance from its accounting firm with the implementation of new accounting policies, include IFRS conversion plan and anticipated impact on the financial statements. While the Corporation has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time."

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Approval

The Board of Directors of Oriental Venture Capital Corp. has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it and can be obtained along with additional information, on the SEDAR website at www.sedar.com.