

Orient Venture Capital II Inc.
Management's Discussion and Analysis
Period Ended March 31, 2009

Date of Report: June 1, 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”), 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 Company 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 as defined in the CPC policy. 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 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 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 costs incurred relate to its incorporation, listing on the Exchange as a Capital Pool Corporation and pursuit of a Qualifying Transaction.

Summary of Quarterly Results

A summary of the quarterly results from September 12, 2007 to March 31, 2009 are listed below:

| | March 31, 2008 | December 31, 2008 | September 30, 2008 | June 30, 2008 | March 31, 2008 | December 31, 2007 | September 30, 2007 |
|---|-------------------|----------------------|-----------------------|------------------|-------------------|----------------------|-----------------------|
| Revenue | \$ Nil | \$ Nil | \$ Nil | \$ Nil | \$ Nil | \$ Nil | \$ Nil |
| Net Profit (Loss) | \$ (52,314) | \$ (43,569) | \$ (5,583) | \$ (47,953) | \$ (40,241) | \$ (13,275) | \$ - |
| Basic and diluted loss per common share | \$ (0.03) | \$ (0.01) | \$ (0.00) | \$ (0.01) | \$ (0.01) | \$ (0.01) | \$ - |

The Company was incorporated on September 12, 2007 and thus, the Company does not have eight quarters of information for disclosure.

In the 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 in section 1.5 above, Summary of Quarterly Results.

The Corporation experienced a loss of \$52,314 in the quarter due to regular office expenses and professional fees connected to due diligence for the qualified transaction.

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.

The financial statements have, in management's opinion, been properly prepared within reasonable limits of materiality and within the framework of the significant accounting policies summarized below:

a) Cash

Cash consists of cash held on deposit.

b) Stock Based Compensation

The fair value of stock options granted is determined using the Black-Scholes options pricing method and is expensed over the period of vesting. Any consideration paid on the exercise of stock options is credited to capital stock.

c) Significant Accounting Policies

Section 1506, Accounting Changes

Under the recommendation of this standard, voluntary changes in accounting policy are permitted only when they result in the financial statements providing reliable and more relevant information. This section requires changes in accounting policy to be applied retrospectively unless doing so is impracticable, requires prior period errors to be corrected retrospectively and requires enhanced disclosures about the effects of change in accounting policies, estimates and error on the financial statements.

These recommendations also require the disclosure of new primary sources of generally accepted accounting principles that have been issued that the Corporation has not adopted because they are not yet in effect.

The impact of this Section on the Corporation's financial statements will depend on the nature of future accounting changes.

Section 1530, Comprehensive income

CICA Handbook Section 1530, "Comprehensive Income," was issued in January 2005 to introduce new standards for reporting and presenting comprehensive income. Comprehensive income is the change in equity (net assets) of a Corporation during a reporting period from transactions and other events and circumstances from non-owner sources. It includes all changes in equity during a period except for changes resulting from investments by owners and distributions to owners. This section was adopted by the Corporation on September 12, 2007.

Section 3251, Equity

In January 2005, the CICA issued Handbook Section 3251, "Equity," which replaces Section 3250, "Surplus." It establishes standards for the presentation of equity and changes in equity. Financial statements for prior periods are required to be restated for certain specified adjustments. For other adjustments, the adjusted amount must be presented in the opening balance of accumulated other comprehensive income. The Corporation had adopted this Section on September 12, 2007.

Section 3855, Financial instruments – Recognition and Measurement Section 3861, Financial Instruments -Disclosure and Presentation

In January 2005, the CICA issued Handbook Section 3855, "Financial instruments – Recognition and Measurement" and "Section 3861, Financial Instruments -Disclosure and Presentation." Section 3855 prescribes when a financial asset, financial liability or non-financial derivative is to be recognized on the balance sheet and at what amount, requiring fair value or cost-based measures under different circumstances.

Section 3861 establishes standards for presentation of financial instruments and non-financial derivatives, and identifies the information that should be disclosed about them. Both sections were adopted by the Corporation on September 12, 2007.

Under Section 3855, all financial instruments are classified into one of five categories: held-for-trading, held-to-maturity, loans and receivables, available-for-sale financial assets or other financial liabilities. All financial instruments are initially measured in the balance sheet at fair value. Subsequent measurement and changes in fair value will depend on their initial classification. Held-for-trading financial assets and liabilities are measured at fair value and changes in fair value are recognized in net income. Available-for-sale financial instruments are measured at fair value with changes in fair value recorded in other comprehensive income. Financial assets classified as held to maturity, loans and receivables and other liabilities (other than those held for trading) are required to be measured at amortized cost using the effective interest method of amortization.

The Corporation has classified its cash equivalents and investment as held-for-trading. Receivables are classified as loans and receivables. Accounts payable and accrued liabilities are classified as other liabilities.

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.

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 is not expected to have an impact on the Corporation’s financial statements.

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. The impact of the transition to IFRS on the Corporation’s financial statements has not yet been determined.

Capital Resources and Liquidity

As at March 31, 2009, the Corporation had positive working capital of \$213,082 which included cash of \$237,817.

Orient Venture Capital II Inc. does not currently hold an interest in any 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.

There can be no assurance that Orient Venture Capital II Inc. 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.

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 \$1,500 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

Orient Venture Capital II Inc. has not entered into any off balance sheet agreements.

Related Party Transactions

The Corporation has no related party transactions during the year, other than normal business expense reimbursement.

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.

Outstanding Share Data

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

Common Stock:

| | 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 |

Options and warrants:

| Options Issued | Number of Shares | Exercise Price | Expiry Period |
|--|---------------------|-------------------|---------------|
| Granted to directors and officers – stock options | 560,000 | \$ 0.10 | March 4, 2013 |

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.

Disclosure Controls and Procedures

The Company'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 Company 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 Company is accumulated and communicated to management, including its Certifying Officers, as appropriate to allow for timely decisions regarding the Required Filings.

The Company'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 Canadian's GAAP.

Based upon the results of that evaluation, our chief executive officer and our chief financial officer have concluded that, as of the end of the period covered by this quarterly

report, our company's disclosure controls and procedures were effective and provide reasonable assurance that material information related to our company and our subsidiary is recorded, processed and reported in a timely manner.

There were no changes to our company's internal controls or in other factors that could materially affect these controls during the most recent quarter ended March 31, 2009, including any significant deficiencies or material weaknesses of internal controls that would require corrective action.

Approval

The Board of Directors of Orient Venture Capital II Inc. 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.