

# **SILVER BULLION TRUST**



## **Management's Discussion & Analysis**

**September 30, 2012**

## ***Management's Discussion and Analysis (MD&A)***

The financial statements of Silver Bullion Trust (the "Trust") are prepared and reported in U.S. dollars in accordance with Canadian generally accepted accounting principles, otherwise known as Canadian GAAP, and the Canadian Institute of Chartered Accountants Accounting Guideline 18, Investment Companies ("AcG-18"). Notes to the financial statements on pages 8 through 12 should be referred to as supplementary information to this discussion and analysis.

Silver Bullion Trust is a passive, self-governing, single purpose, closed-end trust with voting Units established on June 8, 2009 by a Declaration of Trust, which was amended and restated on July 9, 2009. The Trust's purpose is to acquire, hold and secure silver bullion on behalf of its Unitholders. The Trust is not an operating entity and does not have any employees, office facilities or the potential risks thereof. The Trust retains Silver Administrators Ltd. (the "Administrator") to attend to all administrative, compliance, consulting, accounting, reporting and investor services duties as delegated by the Administrative Services Agreement and as guided by the Trustees.

There are no off-balance sheet items, arrangements, contingencies or obligations. All accounts are fully disclosed and itemized in the financial statements.

### ***Disclosure Controls and Procedures***

The Senior Executive Officers have established and implemented disclosure controls and procedures in order to provide reasonable assurance that material information relating to the Trust is disclosed on a timely basis. They believe these disclosure controls and procedures have been effective during the nine months ended September 30, 2012.

### ***Outstanding Units***

There were 5,467,228 Units issued and outstanding at September 30, 2012 and December 31, 2011.

### ***Financial Results – Changes in Net Assets***

Net assets increased by \$23.7 million or 27.3% during the three months ended September 30, 2012. This increase was attributable to a 28.0% increase in the market price of silver during the period.

Net assets increased by \$20.0 million or 22.1% during the nine months ended September 30, 2012. This increase was attributable to a 23.0% increase in the market price of silver during the period.

The following table summarizes selected quarterly financial information (amounts in millions except where stated on a per Unit basis):

	<i>Quarter ended (US\$, in millions)</i>			
	<i>Sept. 30, 2012</i>	<i>Jun. 30, 2012</i>	<i>Mar. 31, 2012</i>	<i>Dec. 31, 2011</i>
Change in unrealized appreciation of holdings	\$23.8	\$(16.8)	\$13.4	\$(7.1)
Net income (loss) inclusive of the change in unrealized appreciation of holdings	\$23.7	\$(16.9)	\$13.2	\$(7.2)
Net income (loss) per Unit inclusive of the change in unrealized appreciation of holdings	\$4.33	\$(3.09)	\$2.42	\$(1.32)
Total net assets	\$110.4	\$86.8	\$103.7	\$90.4
	<i>Sept. 30, 2011</i>	<i>Jun. 30, 2011</i>	<i>Mar. 31, 2011</i>	<i>Dec. 31, 2010</i>
Change in unrealized appreciation of holdings	\$(14.4)	\$(9.0)	\$22.8	\$26.9
Net income (loss) inclusive of the change in unrealized appreciation of holdings	\$(14.5)	\$(9.1)	\$22.7	\$26.8
Net income (loss) per Unit inclusive of the change in unrealized appreciation of holdings	\$(2.65)	\$(1.66)	\$4.14	\$4.91
Total net assets	\$97.7	\$112.2	\$121.3	\$98.5

### ***Financial Results – Net Income***

The Trust's earned income objective is secondary to its purpose of holding almost all of its net assets in silver bullion. The Trust maintains adequate cash reserves to enable it to pay the expenses of maintaining the Trust. The Trust's realized revenues are a nominal percentage of its net assets. AcG-18 requires the Trust to record the change in unrealized appreciation of holdings in income. Net income, inclusive of the change in unrealized appreciation of holdings for the three months ended September 30, 2012 was \$23.7 million (\$4.33 per Unit) compared to a net loss, inclusive of the change in unrealized appreciation of holdings of \$14.5 million (\$2.65 per Unit) for the same period in 2011. For the nine months ended September 30, 2012, net income, inclusive of the change in unrealized appreciation of holdings was \$20.0 million (\$3.66 per Unit) compared to a net loss, inclusive of the change in unrealized appreciation of holdings of \$0.9 million (\$0.17 per Unit) for the same period in 2011. Virtually all of the reported net income for the three and nine month periods represents the change in unrealized appreciation of silver holdings, which is not distributable income. Interest income currently forms a nominal portion of the Trust's income. Certain expenses, such as administration fees and safekeeping fees, have varied in relation to net asset levels. Administration fees, which are scaled and are calculated monthly based on the net assets at each month-end, decreased by \$11,663 during the nine month period ended September 30, 2012 as compared to the same period in 2011. The decrease in administration fees was a direct result of the lower level of net assets under administration throughout the period.

Expenses as a percentage of the average of the month-end net assets (the "expense ratio") for the three months ended September 30, 2012 was 0.12% compared to 0.10% for the same period in 2011. The expense ratio for the nine month period ended September 30, 2012 was 0.34% compared to 0.31% for the comparable nine month period in 2011. For the twelve month period ended September 30, 2012, the expense ratio was 0.44% compared to 0.40% for the same twelve month period ended September 30, 2011.

### ***Liquidity and Capital Resources***

The Trust's liquidity objective is to hold cash and short-term deposits in a safe and conservative manner to generate income primarily to be applied towards expenses. The ability of the Trust to have sufficient cash to pay its expenses and to meet demands for redemption (if any), is primarily dependent upon its ability to realize cash flow from its cash equivalents. Should the Trust not have sufficient cash to meet its needs, portions of the Trust's silver holdings may be sold to provide working capital and to pay for redemptions (if any) of Units. Sales of silver could result in the Trust realizing either capital gains or losses.

For the nine months ended September 30, 2012, the Trust's cash and short-term deposits decreased by \$322,475 to \$1,639,639. This decrease was a result of the amounts used to pay expenses of the Trust. The Administrator and Senior Executive Officers monitor the Trust's cash position with an emphasis on maintaining its mandate to hold maximum amounts of silver bullion.

### ***Administrator and Other Related Party Information***

Please refer to Note 5 on page 9 of this interim report.

### ***Future accounting policy***

Please refer to Note 9 commencing on page 11 of this interim report.

### ***Additional Information***

The Trust maintains its accounting records, purchases silver and reports its financial position and results in U.S. currency. However, certain of the Trust's expenses are paid, and the Trust's Units trade, in both Canadian and U.S. currencies. Therefore, because exchange rate fluctuations are beyond the Trust's control, there can be no assurance that such fluctuations will not have an effect on the Trust's accounts or on the trading value of the Trust's Units in Canadian dollars.

The Trustees will consider from time to time the issue of additional Units at a net price that would be non-dilutive to present Unitholders' equity interests. Additional Unit issues to increase the Trust's asset base should enable a reduction in the expense ratio per Unit and broaden exchange trading liquidity to the advantage of all Unitholders of the Trust.

This MD&A is dated October 24, 2012. Additional information relating to the Trust, including Annual Information Forms, Notices of Annual Meeting and Information Circulars, Press Releases, financial and other information are available at [www.sedar.com](http://www.sedar.com) and [www.silverbulliontrust.com](http://www.silverbulliontrust.com).