

SILVER BULLION TRUST



Management's Discussion & Analysis

September 30, 2011

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, 2011.

Outstanding Units

There were 5,467,228 Units issued and outstanding September 30, 2011.

Results of Operations – Changes in Net Assets

Net assets decreased by \$14.5 million or 12.9% during the three months ended September 30, 2011 to a total of \$97.7 million. This decrease was almost entirely attributable to the 13.0% decrease in the market price of silver during the period.

Net assets decreased by \$0.9 million or 0.1% during the nine months ended September 30, 2011 as a result of the net loss during the period which includes the change in unrealized depreciation of silver, the market price of which decreased 0.1% 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</i> <i>(in US\$)</i>			
	<i>Sept. 30,</i> <i>2011</i>	<i>Jun. 30,</i> <i>2011</i>	<i>Mar. 31,</i> <i>2011</i>	<i>Dec. 31,</i> <i>2010</i>
Change in unrealized appreciation (depreciation) of holdings	\$(14.4)	\$(9.0)	\$22.8	\$26.9
Net income (loss)	\$(14.5)	\$(9.1)	\$22.7	\$26.8
Net income (loss) per Unit	\$(2.65)	\$(1.66)	\$4.14	\$4.91
Total net assets	\$97.7	\$112.2	\$121.3	\$98.5
	<i>Sept. 30,</i> <i>2010</i>	<i>Jun. 30,</i> <i>2010</i>	<i>Mar. 31,</i> <i>2010</i>	<i>Dec. 31,</i> <i>2009</i>
Change in unrealized appreciation (depreciation) of holdings	\$10.5	\$2.5	\$1.0	\$0.9
Net income (loss)	\$10.4	\$2.5	\$1.0	\$0.8
Net income (loss) per Unit	\$1.90	\$0.49	\$0.31	\$0.29
Total net assets	\$71.7	\$61.3	\$37.4	\$32.8

Results of Operations – Net Income (Loss)

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 (depreciation) of holdings in income. The net loss (inclusive of the change in unrealized depreciation of holdings) for the three months ended September 30, 2011 was \$14.5 million (\$2.65 per Unit) compared to net income of \$10.4 million (\$1.90 per Unit) for the same period in 2010. For the nine months ended September 30, 2011, the net loss (inclusive of the change in unrealized depreciation of holdings) was \$0.9 million (\$0.17 per Unit) compared to net income of \$13.8 million (\$3.08 per Unit) for the same period in 2010. Virtually all of the reported net loss for the nine month period was a result of the change in unrealized depreciation of silver, and it was the primary contributing factor for the three month period as well. The price of silver decreased by 13.0% during the past three months, and by 0.1% over the nine month period. 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 net assets at each month-end, increased by \$14,167 and \$53,840 respectively during the three and nine month periods ended September 30, 2011 as compared to the similar periods in 2010. The increase in administration fees was a direct result of the higher level of net assets under administration.

Expenses as a percentage of the average of the month-end net assets (the "expense ratio") for the three months ended September 30, 2011 were 0.10% compared with 0.12% during the same period in 2010. The expense ratio for the nine-month period ended September 30, 2011 was 0.31% compared to 0.38% for the same nine-month period in 2010. For the twelve month period ended September 30, 2011, the expense ratio was 0.40% compared to 0.51% for the twelve month period ended September 30, 2010.

Liquidity and Capital Resources

All of the Trust's assets are liquid. The Trust holds small cash reserves that generate interest income primarily to be applied towards expenses. The ability of the Trust to have sufficient cash to pay the expenses of maintaining the Trust and to meet demands for redemption (if any), is primarily dependent upon its cash position and, if applicable, short-term deposits. Should the Trust not have sufficient cash to meet its needs in the future, minor 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, 2011, the Trust's cash reserves decreased by \$368,215 to \$2,003,617. 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 pages 9 and 10 of this interim report.

Future accounting policy

Please refer to Note 9 on page 12 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 Canadian as well as U.S. currency. 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 enlarge 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 26, 2011. 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 and www.silverbulliontrust.com.