

FORM 51-102F1

TRI-GOLD RESOURCES CORP.

MANAGEMENT DISCUSSION & ANALYSIS – OCTOBER 31, 2008

The following management discussion and analysis (“MDA”) provides information on the activities of Tri-Gold Resources Corp. (the “Company”) and should be read in conjunction with the Company's financial statements for the three months ended October 31, 2008 and its latest annual financial statements and notes thereto. The financial statements have been prepared in Canadian dollars and in accordance with Canadian generally accepted accounting principles. Readers are cautioned that management's discussion and analysis contains forward-looking statements and that actual events may vary from management's expectations.

Description of Business and Report Date

The Company's principal business activity is the exploration and development of mineral properties, as described herein.

Tri-Gold Resources Corp. is incorporated under the laws of British Columbia and currently trades on Tier 2 of the TSX Venture Exchange (the “TSXV”).

Certain information disclosed in this discussion is derived from the Company's audited financial statements for the three months ended October 31, 2008.

The following MD&A is for the three months ended October 31, 2008 (the “Current Period”) and includes relevant information up to December 15, 2008 (the “Report Date”).

Overall Performance

BIG DUCK LAKE PROPERTY

Acquisition of option

The Company entered into an option agreement (the “Option”) with Stephen Stares, et al. (the “Optionors”), whereby the Company can earn a one hundred percent (100%) interest in certain mining claim units located in Pays Plates Township, Ontario referred to as the Big Duck Lake property (the “Property”). The Company is required under the Option to, in stages ending on May 27, 2007, pay \$250,000 (fully paid), issue an aggregate of 400,000 common shares (fully issued), and complete a \$1,000,000 work program on the Property (completed). The Property is subject to a 2% NSR with the Company having the right to purchase 1% of the NSR for \$1,000,000. The Option also contains a provision that additional claim units acquired by either party in an area of interest surrounding the Property will be contributed to the area making up the Property and become subject to the terms of the Option at no additional cost to the Company, except for the costs of staking or acquiring such additional claims. In connection therewith, additional claim units were staked, re-staked or acquired in the area of interest at a cost of \$38,747. A finder's fee of 70,000 common shares of the Company was paid in connection with the acquisition of this option agreement. Additional common shares may be payable in connection with the finders' fees subject to regulatory acceptance.

In addition, the Company acquired an option for the surface rights (the “Surface Option”) to certain mineral claims forming part of the Property. The acquisition of the Surface Option will facilitate future exploration work on this portion of the Property. To acquire the Surface Option, the Company agreed to pay the owner of the rights \$2,000 (paid) and 20,000 common shares of the Company (issued). To exercise the Surface Option, the Company will pay the owner \$50,000 per annum commencing on the beginning of production from these claims up to a maximum of \$250,000. In addition, if the Company enters into a joint venture agreement on the Property with a third party, the rights granted by this agreement would be transferred to that party for future exploration activities on the claims.

The following options in connection with the Big Duck Lake Property were abandoned by the Company in the years ended July 31, 2008 and 2007:

- i) The Company entered into an agreement in November 2004 to acquire an option (the “TB2092 Option”) for 100%

of the mining rights to a patented mineral claim (the “TB2092 Claim”) which will form part of the Property. To earn the interest in the TB 2092 Claim the Company has paid the owner of the rights (the “TB2092 Optionor”) \$6,000 and issued 30,000 common shares of the Company, and is required to pay the TB2092 Optionor \$5,000 (not paid) and issue 10,000 common shares (not issued) of the Company on the third anniversary of the agreement. During the year ended July 31, 2008, the TB2092 Option was abandoned and all related acquisition costs were written off to operations;

- ii) The Company entered into an agreement in November 2004 to acquire an option (the “TB2314 Option”) for 100% of the mining rights (the “Rights”) to a patented mineral claim (the “TB2314 Claim”) which will form part of the Property. To earn the interest in the TB2314 Claim the Company has paid the owner of the rights (the “TB2314 Optionor”) \$4,000 and issued 30,000 common shares of the Company, and is required to pay the TB2314 Optionor \$5,000 (not paid) and issue 10,000 common shares (not issued) of the Company on the third anniversary of the agreement. During the year ended July 31, 2008, the TB2314 Option was abandoned and all related acquisition costs were written off to operations;
- iii) The Company entered into an option agreement (the “TB2089 Option”) in February 2006 to acquire 100% of the mining rights (the “Rights”) to a patented mineral claim (the “TB2089 Claim”), which will form part of the Property. To earn its interest in the TB2089 Claim, the Company has paid the owner of the rights (the “TB2089 Optionor”) \$40,000 and issued 70,000 common shares of the Company, and is required to pay the TB2089 Optionor \$30,000 (not paid) on the second anniversary and \$20,000 (not paid) on the third anniversary. During the year ended July 31, 2008, the TB2089 Option was abandoned and all related acquisition costs were written off to operations;

Geology and recent exploration

The Big Duck Lake property hosts a Au-Cu-Mo-Zn bearing network of east-northeast trending shear zones which span the length of the property, and which host a small historical resource at the Coco-Estelle prospect. Mineralization occurs along the northern margin of a quartz porphyritic felsic intrusion, often associated with felsic fragmental rocks, in a setting comparable to the Hemlo deposits located in eastern parts of the Schreiber-Hemlo greenstone belt that also hosts Big Duck Lake.

The Company completed a fall-winter drilling program at Big Duck Lake late during 2006 and in early 2007. The drilling program, which was run by Equity Engineering of Vancouver, B.C., comprised the drilling of 17 diamond drill holes totaling 3,485 meters. The drilling program followed up a summer 2006 program of mapping and trenching in which new targets were identified on the property along the shear zone network, in bifurcations, bends and areas of widening of the shear zone. Several of the areas selected for drilling represent new targets, while other holes follow up on historical drill hole intercepts and chargeability anomalies identified from an IP survey conducted in 2005. All analyses were performed at Accurassay Laboratories of Thunder Bay, Ontario, with gold analyzed by fire assay, and other metals by ICP.

The recent drilling program intercepted intervals of Au mineralization in most drill holes, typically associated with low grade Cu mineralization (0.1-0.2% Cu), and anomalous Mo and Zn concentrations in pyrite-pyrrhotite bearing shear zone intervals within mafic volcanic rocks and deformed porphyry lenses. Multiple low grade intercepts obtained in holes distributed throughout the area of drilling, include intervals of 1.19 g/t Au over 1.0 m in hole BD06-11 (162.6-163.6 m), 1.14 g/t Au over 5.5 m in hole BD06-13 (53.5-59 m), 1.78 g/t Au over 1.5 m in hole BD06-17 (111.0-112.5 m), 1.62 g/t Au over 0.95 m in hole BD06-18 (134.0-134.95 m), 1.47 g/t over 1.0 m in hole BD06-19 (115.0-16.0 m), 1.05 g/t Au over 1.45 m in hole BD06-20 (126.55-128.0 m), and three intercepts in hole BD06-23, including 1.0 m grading 1.17 g/t Au (57.3-58.3 m), 1.45 m grading 1.0 g/t Au (74.0-75.45 m) and 2.2 m grading 1.89 g/t Au (96.8-98 m). The broadest mineralized intercepts of highly anomalous gold mineralization, which contain several of the intercepts listed above, occur in holes BD06-13 and BD06-23 that are located east-southeast of the Coco-Estelle prospect. These holes contain intercepts of 14.8 m grading 0.78 g/t Au (45.5-60.3 m) and 46.5 m grading 0.39 g/t Au (84.5-132.5 m), respectively. The mineralized interval in hole BD06-23 also occurs within a broader interval comprising 87.55 m grading 0.22 % Cu, which includes 6 m not analyzed. In addition to this there are 5 intervals grading > 0.5 % Cu .

Despite the lack of significant grades obtained over economic widths during the recent drilling program, the Company continues to view the Big Duck Lake property as prospective. The drill holes are widely distributed over an approximately

3.5 km strike length along the Big Duck shear zone system, and areas between and below the broader intercepts remain prospective, as well as extensions of IP targets which occur over known extensions and branches of the mineralized shear zones. Additional IP work will be considered to identify and trace out further prospective areas along the structures. The low grade, but broad intercepts may reflect up dip or lateral projections of larger mineralized areas which could be host to mineralization of economic grades, as is demonstrated by the Coco-Estelle prospect, where intercepts of up to 4.9 m grading 17.31 g/t Au (1984 drill hole BD-10) were historically obtained. Future diamond drilling in a few targeted holes will focus on tracing the areas of broadest Au-Cu-Mo mineralization down known lineation plunge and mineralization plunge directions to test for the presence of higher grade areas, beyond the generally shallow depths tested by the current and historical drilling.

All widths stated above are drilled widths; the true widths of the reported intervals are interpreted to range from 70-100% of the drilled widths. Quality control standards for gold and blanks were inserted at regular intervals in the sample sequence during the drilling program.

Additional information concerning the Property is included in the technical report dated December 10, 2003 on the Big Duck Lake Property, Thunder Bay Region, Ontario, (the "Report") prepared for the Company by C.J. David MacDonald, an independent professional geologist. The Report was prepared in accordance with the requirements of National Instrument 43-101 Standards of Disclosure for Mineral Properties. A copy of the Report may be found on SEDAR at www.sedar.com.

STAKE LAKE CLAIMS

During the year ended July 31, 2007, the Company signed a Letter of Understanding to acquire an option to earn an 80% interest in certain mineral claims in the Stake Lake area of Northern Ontario. To earn its 80% interest, the Company is required to pay \$110,000 (paid \$20,000) and issue 100,000 common shares (issued 25,000) over a three year period. During the year ended July 31, 2008 the Stake Lake Claims were abandoned and all related costs were written off to operations.

The Company completed an initial, six hole diamond drilling program on the Stake Lake property in August 2007. The program tested a series of Induced Polarization anomalies on the margin of a monzodiorite intrusion where Au-Cu bearing sulphide mineralization had been identified in prospecting pits. All the drill holes intersected either massive granodiorite or massive monzodiorite, with xenoliths, clasts and "rafts" of basalt near their margins. Holes drilled proximal to elevated chargeability zones, as defined by the IP survey, did intersect highly foliated basalt fragments within the massive intrusive rocks, which were also moderate to strongly altered to biotite +/-silica and chlorite, with trace to 5% sulphides (mostly pyrrhotite with lesser pyrite and chalcopyrite). A single anomalous gold (Au) intersection of 1.13g/t over an apparent width of 1.15m was recorded in drill hole STK-005, at a depth of 231.70m down hole. Sporadic anomalous Cu values ranging from 0.15 to 0.49% were also recorded, coinciding with anomalous gold values. Since mineralization is low grade, discontinuous and confined to xenoliths in the intrusion, the potential for continuous mineralization at this prospect is limited, and no further work was recommended. As a result, the property was returned to the vendor in April, 2008.

NIPIGON URANIUM PROJECT

During the year ended July 31, 2007, the Company entered into an Option and Joint Venture Agreement to acquire an option to earn up to 60% interest in the Nipigon Uranium Project. To earn an initial 50% interest, the Company is required to reimburse the optionor for staking costs and incur exploration expenditures totalling \$500,000 (fully paid and incurred). The Company can earn the remaining 10% interest by incurring an additional \$500,000 of exploration expenditures.

The Company commenced initial exploration of the property with a 1548 line-kilometer airborne magnetic-electromagnetic MEGATEM survey, conducted by Fugro Airborne in early 2007 over the entire Nipigon Uranium project, to assess the area for favorable basement geology which could be spatially associated uranium mineralization. To follow up the results of the airborne MEGATEM survey, the Company completed the first phase of diamond drilling on the Sibley Basin uranium property in the fall of 2008. A total of 7 holes were drilled (SBY-001 to SBY-007), with a combined meterage of 2,582 m. This initial drill program was designed largely for geological purposes, to test a series of conductive zones in the central portion of the property, as interpreted from the airborne magnetic and EM data. Furthermore, drilling was set to test a series of modeled basement lineaments (faults), in addition to assessing the thickness and nature of the shallow dipping Sibley Basin sequence, and characterizing the nature of the underlying basement rocks.

All of the drill holes were stopped in Archean-age basement rocks, with the average vertical depth to the unconformable contact with the overlying Proterozoic-age Sibley Group sediments being approximately 300m. Holes SBY-004 and SBY-005 intersected the flat-lying unconformity at a shallower depth of 185m, and 212m respectively which, adjusting for topography, would suggest possible localized faulting with an approximate 130m vertical offset. Sibley group sediments are dominated by very tight, impermeable, siltstones and mudstones that are easily correlated from hole. In the bottom 30m a sandstone unit interpreted to be the Pass Lake Formation is variably de-silicified, and briny pore water was noted while

drilling this zone. Flat to gently-dipping, fine to coarse-grained, magnetite-rich diabase were also intersected by most drill holes, with thicknesses generally between 3-5m. A single diabase sill with a thickness of 100m was located by SBY-006, but with no visible sulphides.

Downhole gamma probing of holes SBY-001 to SBY-006, and hand scintillometer scanning of hole SBY-007 showed only weakly anomalous activity in holes SBY-001 and SBY-004 associated with unaltered or very weakly altered granitic rocks well below the unconformity. A selection of 147 core-split and composite samples from the drill holes showed no anomalous uranium or indicator trace elements. The weak, broad, airborne geophysical conductors, originally anticipated to be due to hydrothermal alteration, are more likely caused by briny pore water in the lowest sediments. Faults with large offset, that could form structural traps, are clearly present in the area, but not necessarily in the locations indicated by government mapping and the airborne geophysics. The company continues to review the exploration results to identify additional potential structural targets, but has deferred further exploration in the Nipigon area due to recent uranium and equities market conditions, and will reassess exploration there if conditions improve. The age and presence of known mineralization to the northeast outside of the companies' property still suggest that the project area is an analogue for the Athabasca uranium district.

The technical content of the MD&A was reviewed by David Rhys, P. Geo, a qualified person as defined by N.I 43-101.

Selected Annual Information

The following table sets out selected financial information for the Company which has been derived from the Company's audited financial statements for the fiscal years ended July 31, 2008, 2007 and 2006. These financial statements were prepared in accordance with accounting principles generally accepted in Canada and are in Canadian dollars.

As at July 31,	Fiscal 2008 (\$)	Fiscal 2007 (\$)	Fiscal 2006 (\$)
Income Statement Data			
Revenues	-	-	-
Income (loss) before discontinued operations and extraordinary items	(413,743)	(619,324)	227,100
Net income (loss) for the year	(413,743)	(619,324)	227,100
Income (loss) per common share outstanding - basic and diluted:			
Income (loss) before discontinued operations and extraordinary items	(0.01)	(0.02)	0.01
Net income (loss) for the year	(0.01)	(0.02)	0.01
Balance Sheet Data			
Total assets	4,517,916	5,234,417	2,461,497
Total long-term liabilities	-	-	-
Dividends			
	-	-	-

Factors That Affect the Comparability of the Annual Financial Data Disclosed Above

During fiscal 2008, 2007 and 2006 the Company incurred net income (loss) of \$(413,743), \$(619,324) and \$227,100, respectively. Due to the renunciation of flow through expenditures to shareholders, income tax recoveries for the years ended July 31, 2008, 2007 and 2006 were \$265,609, \$103,802 and \$571,866, respectively. Net losses before income tax recoveries were \$679,352, \$723,126 and \$344,766, respectively. Net losses before income tax recoveries for fiscal 2008 and 2007 were comparable. Due to the acquisition of new properties in fiscal 2007, the net loss before income tax recovery increased by \$378,360 in fiscal 2007 over fiscal 2006. General and administrative expenses increased from \$366,380 in 2006 to \$583,444 in 2007. Items that increased significantly included accounting and audit (2007 - \$76,664; 2006 - \$46,986), advertising and promotion (2007 - \$18,132; 2006 - \$Nil), consulting fees (2007 - \$62,247; 2006 - \$4,686), investor relations (2007 - \$57,772;

2006 - \$Nil) and stock-based compensation (2007 - \$160,585; 2006 - \$113,802). In addition, during Fiscal 2007 the Company wrote off a mineral property in the amount of \$50,000 (2006 - \$Nil) and recorded tax, penalties and indemnity expenses on unspent flow-through funds totaling \$122,850 (2006 - \$Nil).

Share Capital, Convertible Securities, Options, and Warrants

As at the Report Date, the Company had the following outstanding securities:

Share Capital

Authorized Share Capital: Unlimited common shares without par value
 Issued Share Capital: 49,743,142 common shares
 Shares in escrow Nil

Convertible debt securities

None

Options and warrants

The following incentive stock options and share purchase warrants were outstanding at the Report Date:

	Number of Shares	Exercise Price	Expiry Date
Options	25,000	\$0.20	January 19, 2009
	440,000	\$0.20	September 15, 2009
	290,000	\$0.25	October 8, 2009
	100,000	\$0.20	June 3, 2010
	1,650,000	\$0.15	January 18, 2011
	125,000	\$0.20	November 21, 2011
Warrants	4,875,000	\$0.30	May 8, 2009
	1,630,000	\$0.35	May 8, 2009
Agents options	1,064,000	\$0.30	May 8, 2009

The above stock options were granted pursuant to the terms of the Company's stock option plan, which provisions include, among other things, vesting requirements. At the Report Date, 2,630,000 of the above stock options had vested.

Pursuant to the terms of the Company's stock option plan, the maximum aggregate number of stock options that the Company can currently have outstanding is 9,948,628; therefore, as of the Report Date, an additional 7,318,628 options are available for granting.

Summary of Quarterly Results

Results for the eight most recent quarters ending with the last quarter for the three months ending on October 31, 2008 are:

	For the Three Months Ending							
	Fiscal 2009	Fiscal 2008				Fiscal 2007		
	Oct. 31, 2008	Jul. 31, 2008	Apr. 30, 2008	Jan. 31, 2008	Oct. 31, 2007	Jul. 31, 2007	Apr. 30, 2007	Jan 31, 2007
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Income Statement Data								
Total revenues	-	-	-	-	-	-	-	-
Income (loss) before discontinued operations and extraordinary items	(33,179)	(79,329)	(106,015)	(65,521)	(162,878)	(202,773)	(190,634)	(116,010)
Net income (loss)	(33,179)	(79,329)	(106,015)	(65,521)	(162,878)	(202,773)	(190,634)	(116,010)
Income (loss) per common share outstanding – basic and diluted								
Income (loss) before discontinued operations and extraordinary items	(0.00)	(0.01)	(0.00)	(0.00)	(0.00)	(0.01)	(0.01)	(0.00)
Net income (loss) per share	(0.00)	(0.01)	(0.00)	(0.00)	(0.00)	(0.01)	(0.01)	(0.00)

The financial data presented above is derived from the Company's financial statements, which are prepared in accordance with accounting principles generally accepted in Canada and in Canadian dollars.

Factors That Affect the Comparability of the Quarterly Financial Data Disclosed Above

The losses for the quarters ended October 31, 2006 and January 31, 2007 are comparable. The losses for the quarters ended October 31, July 31 and April 30, 2007 increased as the Company acquired options on two new mineral properties which required increased corporate activity. The losses for the quarters ended October 31, July 31, April 30 and January 31, 2008 decreased due to a decrease in corporate and acquisition activity.

Liquidity and Capital Resources

As at October 31, 2008, the Company had a cash balance of \$1,169,993 compared to \$1,244,725 as at July 31, 2008. The Company had working capital as at October 31, 2008 of \$1,147,426 compared to working capital of \$1,179,316 as at July 31, 2008. The Company's working capital decreased during the Current Period primarily as a result of expenditures on operations.

Operations during the Current Period were funded primarily by cash held at July 31, 2008. Cash of \$66,172 was used during the Current Period for operating activities. Investing activities during the Current Period consisted primarily of \$8,560 for exploration expenditures incurred in connection with the Company's properties.

Requirement for Additional Financing

The Company is in the mineral exploration and development business and has incurred losses since its inception. The Company has no revenue generating operations and has funded its operations primarily through the issue of capital stock. The Company may be required to raise additional financing in the future in order to explore and develop its mineral properties, to acquire additional exploration properties, or to acquire and develop other business opportunities. However, there can be no assurances that the Company will be able to secure acceptable financing to conduct such activities.

Related Party Transactions

The Company entered into the following transactions with related parties:

Type of transaction	Nature of relationship to the Company	2008	2007
Paid or accrued:			
Accounting fees	To a company controlled by an officer and director	\$ 11,250	\$ 15,000
Consulting fees	To companies controlled by officers or directors	-	38,282
Management fees	To a company controlled by an officer and director	15,000	15,000
Geological costs	To companies controlled by directors	-	9,429

Included in receivables is \$55,990 (July 31, 2008 - \$52,029) due from a company with common directors.

These transactions were in the normal course of operations and were measured at the exchange amount which was the amount established and agreed to by the related parties. Amounts due to and from related parties are non-interest bearing, unsecured and, unless otherwise disclosed herein, have no specified terms of repayment.

Financial instruments

The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities, and amounts due to related parties. The fair value of cash, receivables, accounts payable and accrued liabilities, and due to related parties are assumed to approximate their carrying amounts because of their short term to maturity. The Company is exposed to credit risk to the extent that its debtors may be unable to repay amounts owing to the Company.

Outlook

The Company has completed diamond drilling programs on its exploration properties from which the drilling results, together with other planned surface exploration and geophysical surveys, will form the basis for future uranium, precious and base metal exploration work programs. The Company is also in the process of evaluating several additional projects for option or acquisition to increase its project portfolio.

Investor relations

The Company handles its investor relations activities internally by assigning various duties to its officers and directors.

New accounting policies adopted

The following new standards were issued by the Canadian Institute of Chartered Accountants ("CICA") and are all effective for the fiscal year beginning August 1, 2008.

CICA Handbook Section 1535 - Capital Disclosures

This section establishes standards for 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.

CICA Handbook Section 3862 and 3863 - Financial Instruments

These two standards replace the current standard, "Financial Instruments – Disclosure and Presentation" (Section 3861), revising and enhancing its disclosure requirements, and carrying forward unchanged its presentation requirements. These new sections place increased emphasis on disclosures about the nature and extent of risks arising from financial instruments and how those risks are managed.

CICA Handbook Section 1400 - General Standards of Financial Statements

This section requires management to make an assessment of the Company's ability to continue as a going concern, and to disclose any material uncertainties related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern.

The Company adopted these standards effective August 1, 2008 and management has determined that the adoption of these new standards will not have a material impact on the financial statements of the Company or its business, except for expanded disclosures in the notes to the financial statements.

Recent accounting pronouncements

CICA Handbook Section 3064 - Goodwill and other intangibles assets

This new section replaces Section 3062, Goodwill and other intangible assets and Section 3450, Research and development costs. 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. Standards concerning goodwill are unchanged from the standards included in the previous Section 3062. The new Section will be applicable to financial statements relating to fiscal years beginning on or after October 1, 2008. Management does not expect that the adoption of this new standard will have a material impact on the Company's financial statements. The Company will adopt the new standard for its fiscal year beginning August 1, 2009.

International reporting standards

In addition to the above new accounting standards, the Canadian Accounting Standards Board ("AcSB"), in 2006, published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with International Financial Reporting Standards ("IFRS") over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly listed companies to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of August 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended July 31, 2011. While the Company 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.

Effectiveness of Disclosure Controls

The Chief Financial Officer and Chief Executive Officer have evaluated the effectiveness of the Company's disclosure controls as of October 31, 2008. They have concluded that the Company's disclosure controls and procedures provide reasonable assurance that material information relating to the Company would be made known to them by others within the Company, particularly during the period during which this report was being made.

Additional Information

Additional information is available concerning the Company and its operations on SEDAR at www.sedar.com and on the Company web site at www.trigoldresources.com. Additional financial information concerning the Company is provided in its audited comparative financial statements and management's discussion and analysis for the Company's most recently completed financial year. Copies of this information are available by contacting the Company at its offices located at 1780-400 Burrard St., Vancouver, BC, V6C 3A6; phone 604-683-3331; fax 604-685-8677.

Directors and Officers

The Company's directors and officers as at the Report Date are:

Directors:

T. Barry Coughlan
T. R. Wilson
George Cavey
David Rhys

Officers:

T. Barry Coughlan – Executive Chairman & Chief Executive Officer
T. R. Wilson – CFO
Tracy Hansen - Secretary

Board Approval

The contents of this management discussion and analysis have been approved and its mailing has been authorized by the board of directors of the Company.

ON BEHALF OF THE BOARD OF DIRECTORS

"T. Barry Coughlan"

T. Barry Coughlan, EXECUTIVE CHAIRMAN